

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 20th Annual General Meeting of the members of KRBL Limited will be held on Monday, September 23, 2013 at 11.00 A.M. at FICCI Auditorium, Tansen Marg, New Delhi-110001 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet of the Company as at March 31, 2013 and the Statement of Profit and Loss for the year ended on that date together with the Reports of the Directors' and Auditors' thereon.
2. To declare Dividend for the financial year ended March 31, 2013.
3. To appoint a Director in place of Mr. Shyam Arora, who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Dr. Narpinder Kumar Gupta, who retires by rotation and being eligible, offers himself for re-appointment.
5. To appoint Auditors to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting and to fix their remuneration by passing with or without modification(s) the following resolution, as an Ordinary Resolution:

“RESOLVED THAT M/s. Vinod Kumar Bindal & Co., Chartered Accountant, having Firm Registration No. 003820N, the retiring Auditors of the company, be and are hereby reappointed as Statutory Auditors of the company to hold office from the conclusion of this Annual General Meeting till the conclusion of next Annual General Meeting at such remuneration as may be decided by the Directors of the company in consultation with the Statutory Auditors.”

SPECIAL BUSINESS

6. To consider, and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

“RESOLVED THAT in accordance with the provisions of Section 198, 269, 302, 309, Schedule XIII and any other applicable provisions if any, of the Companies Act, 1956 and in accordance with the Articles of the Association of the Company, the consent of the members be and is hereby accorded for re-appointment of Ms. Priyanka Mittal as Whole Time Director of the Company for a period of five years with effect from April 1, 2013 at a gross monthly remuneration not exceeding ₹3,00,000 (Rupees Three Lacs only) whether paid as salary, allowance(s), perquisites or a combination thereof provided that the following perquisites will not be included in the aforesaid remuneration:

- a. Contribution to provident fund, superannuation fund or annuity fund to the extent these either singly or put together are not taxable under the Income-tax Act, 1961;
- b. Rent Free Accommodation;
- c. Gratuity payable at a rate not exceeding half a month's salary for each completed year of service;
- d. Encashment of leave as per the policy of the company; and
- e. Medical reimbursement as per actual.

Provided further that payment/re-imbusement of telephone and/or mobile phone(s) bills, conveyance, fuel expenses or other out of pocket expenses incurred in the course of official duties will not be included in the aforesaid remuneration.

RESOLVED FURTHER THAT in the absence or inadequacy of profits in any financial year during the tenure of the Whole Time Director, the remuneration payable to the Whole Time Director shall not exceed the maximum limits prescribed under Section I of Part II of Schedule XIII of the Companies Act, 1956.

RESOLVED FURTHER THAT the Board of Directors of the Company (including any committee/sub-committee of the Board) be and is hereby authorised to assign and delegate, from time to time, such work, duties, power and authorities to the Whole Time Director as it may deem fit and proper.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to fix such remuneration and to work out various components of the remuneration package as it may deem fit and proper within the overall limits of the remuneration as approved above.

RESOLVED FURTHER THAT the Board of Directors of the Company (including any committee/sub-committee of the Board) be and is hereby authorised to take all necessary steps to give effect to the aforesaid resolution.”

7. To consider, and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

“RESOLVED THAT in accordance with the provisions of Section 198, 269, 302, 309, Schedule XIII and any other applicable provisions if any, of the Companies Act, 1956 and in accordance with the Articles of the Association of the Company, approval of members as granted in their remuneration committee meeting held on May 29, 2013 and consent of the Board of Directors as accorded in their board meeting held on May 29, 2013, approval of members now be and is hereby accorded to increase the remuneration of Mr. Arun Kumar Gupta by revising the existing remuneration structure.

RESOLVED FURTHER THAT the Remuneration Structure of Mr. Arun Kumar Gupta with effect from April 1, 2013 would be as follows:-

Salary : Not Exceeding ₹1,00,00,000/- Per Annum.

Perquisites : Presently Mr. Arun Kumar Gupta is entitled to the following perquisites:

- Contribution to the Provident Fund, Superannuation fund or Annuity Fund to the extent these either singly or put together are not taxable under the Income Tax Act, 1961;
- Gratuity payable at a rate not exceeding half month's salary for each completed year of service;
- Encashment of Leave as per the policy of the Company;
- Telephone facility at residence;
- The Company shall provide and maintain Chaffeur driven Car for official use of the Managing Director;
- The Company shall reimburse club membership fees for maximum for two clubs and all reasonable expenses incurred for business use;

In addition to the above Salary and Perquisites Mr. Arun Kumar Gupta is entitled to the Rent Free Accommodation to the extent of ₹4,00,000/- (Rupees Four Lacs Only) per month with effect from April 1, 2013.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to vary or increase the remuneration within the ceiling as provided in Section 302, Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956 and to do all such acts, deeds, things and matters as may be necessary to give effect to the aforesaid resolution."

By Order of the Board
For KRBL Limited

Gautam Budh Nagar, U.P.
August 13, 2013

Raman Sapra
Company Secretary
M. No. 29044

NOTES

- A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES IN ORDER TO BE EFFECTIVE MUST BE RECEIVED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.

- Corporate Members intending to send their authorized representatives to attend the meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the ensuing Annual General Meeting.
- In terms of Article 90 of the Articles of Association of the Company, read with Section 256 of the Companies Act, 1956, Mr. Shyam Arora and Dr. Narpinder Kumar Gupta, Directors, retire by rotation at the ensuing Annual General Meeting and being eligible, offer themselves for re-appointment. The Board of Directors of the Company recommends their respective re-appointment.
- Brief resume of Directors proposed to be re-appointed, nature of their expertise in specific functional areas, names of companies in which they hold directorships and memberships/chairmanships of Board Committees, Shareholding as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges in India, are annexed hereto.
- The Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956, which sets out details relating to Special Business to be transacted at the meeting is Annexed hereto.
- Relevant documents including annual accounts referred to in the accompanying notice are open for inspection by the members at the Corporate Office of the Company, 9th Mile Stone, Post Dujana, Bulandshahr Road, Dist. Gautambudh Nagar-203207, U.P. on all working days, except Sunday and Holidays between 11.00 A.M. to 01.00 P.M. till the date of Annual General Meeting.
- Members desiring of any information as regards to the Accounts are requested to write on to the Registered Office of the Company at least 7 days before the date of the meeting so as to enable the management to keep the information ready at the Annual General Meeting.
- the Company has already notified closure of Register of Members and Share Transfer Books from September 10, 2013 to September 23, 2013 (both the days inclusive) for determining the names of members eligible for Dividend on Equity Shares, if declared at the Annual General Meeting;
 - The Dividend on Equity Shares, if declared at the Meeting, will be paid on or after September 30, 2013 to those members whose names shall appear on the Company's Register of Members on September 10, 2013, in respect of the Shares held in dematerialized form, the Dividend will be paid to members whose names are furnished by National Securities Depository Limited and Central Depository Services (India) Limited as beneficial owners as on that date.



9. Members holding shares in electronic form are requested to intimate immediately any change in their address or bank mandates to their Depository participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to advise any change in address immediately to the Company/ Registrar and Shares Transfer Agents, M/s. Alankit Assignments Limited.
10. Shareholders holding shares in physical form are requested to advise about any changes of Address/Bank Account Number to the Company or its Registrar.
11. In order to avail the numerous advantages of NECS facilities members are requested to provide/update NECS mandates with respective Depository Participants/Registrar.
12. Pursuant to the provisions of Section 205A(5) and 205C of the Companies Act, 1956, the Company has transferred the unpaid or unclaimed dividend upto the financial year 2004-05, to the Investor Education and Protection Fund (IEPF) established by the Government.

Hereunder are the details of Dividend paid by the Company and their respective due dates of transfer of unpaid or unclaimed dividend to the designated fund of the Central Government:

Date of Declaration of Dividend	Dividend for the year	Due Date of transfer to IEPF
September 28, 2006	2005-06	November 4, 2013
September 27, 2007	2006-07	November 3, 2014
September 29, 2008	2007-08	November 5, 2015
September 29, 2009	2008-09	November 5, 2016
January 28, 2010	2009-10 (Interim)	March 6, 2017
September 21, 2010	2009-10 (Final)	October 28, 2017
September 27, 2011	2010-11	November 3, 2018
September 25, 2012	2011-12	November 1, 2019

13. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company.
14. Members are requested to bring their attendance slip along with their copy of annual report in the meeting.
15. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.

16. Company's Equity Shares are listed on the following Stock Exchanges:

Stock Exchanges	
I. BSE Limited Phiroze Jeejeebhoy Towers Dalal Street, Mumbai – 400001 Website: www.bseindia.com Stock Code: 530813	II. National Stock Exchange of India Limited Exchange Plaza, Bandra-Kurla Complex Bandra (E), Mumbai – 400051 Website: www.nseindia.com Symbol: KRBL, Series: Eq.

The Company has paid the annual listing fees for the financial year 2013-2014 to the stock exchanges.

The Company has paid custodial fees for the year 2013-2014 to National Securities Depository Limited and Central Depository Services (India) Limited on the basis of number of beneficial accounts maintained by them as on March 31, 2013.

- III. The Global Depository Receipts (GDRs) of the Company were listed at Luxembourg Stock Exchange (Code: US4826571030), at de la Bourse de Luxembourg, 11, av de la Porter – Neuve, L-2227 Luxembourg. The Global Depository Receipts are delisted with effect from July 7, 2010.

ADDITIONAL INFORMATION REQUIRED TO BE FURNISHED UNDER THE LISTING AGREEMENT:

As required pursuant to Clause 49 of the Listing Agreement, the particulars of Directors who are proposed to be appointed / re-appointed are given below:

1.	Name	:	Mr. Shyam Arora
	Age	:	66 Years
	Qualification	:	M. Tech. in Electronic Instrumentation and Control
	Experience	:	32 years of experience in manufacturing electronic power management system and IT enabled services. Extensive experience in setting up solar/wind power plants under renewable source of energy – working for social benefits of rural India. Provide light to every home in rural areas under the motto “Light Every Home” under corporate social responsibility in association with corporate – financial consultants for projects for financial assistance under ECB.
	Other Directorship	:	None
	No. of Equity Shares Held in the Company	:	Nil
2.	Name	:	Dr. Narpinder Kumar Gupta
	Age	:	67 Years
	Qualification	:	Dr. Engineering, Food Technology
	Experience	:	He is having 40 years of experience in the food processing industry. He is Ph. D. in food technology and engineering from Technical University, Dresden, Germany and is one of the leading consultants in the food processing industry. He was also a research scholar in the department of “Food Engineering & Process Technique” at the technical university, Dresden, Germany. He was awarded the degree of Doctor-Engineer (Ph. D.) by the Technical University, Dresden, Germany in December, 1973 dissertation with the title “Development of Cutting and Packaging Process for Hot Food Products with Elasto-Plastic Properties”. He has attended short course of Indian Advanced Milling sponsored by US Wheat Association in Kansas State University, USA. He visits regularly to different mills and manufacturers in Europe, USA and Asia for upgrading the technology and incorporating in project. Empanelled with NIFTEM Consultancy division (Ministry of Food Processing Industries, Government of India).
	Other Directorship	:	Dr Ing N K Gupta Technical Consultants Private Limited Indopol Food Processing Machinery Private Limited Khapoli Roller Flour Mills Private Limited REI Agro Limited Graintec India Limited REI Six Ten Retail Limited Flormach Technology Private Limited
	No. of Equity Shares Held in the Company	:	29,000

3.	Name	:	Ms. Priyanka Mittal
	Age	:	36 Years
	Qualification	:	BS in Business Management from University of Southern California, Los Angeles; C.A. Chartered Financial Analyst (AIMR) Candidate, Level II
	Experience	:	13 Years of experience in the field of international marketing. Worked with Merrill Lynch private client group, Beverly Hills. Now she heads the entire International Marketing Division. She presides over the marketing and branding strategies of KRBL. She is the company spokesperson to the media (including CNBC, NDTV Profit and ETV) through interviews. Among other credits, Ms. Priyanka gave a presentation at a very young age to the president of Nigeria and key political heads of state from agriculture and industry on Nigeria's potential on rice self sufficiency with the collaboration with KRBL and technical tie up with Buhler. She also represented the Indian rice industry in CII delegation to Malaysia for open market access on agriculture commodities from India. Besides, Ms. Priyanka had also put forward India's interest to Bernas, Malaysia's rice controlling body. Ms. Priyanka individually or via KRBL is nominated as a member of world economic forum, CII, ASSOCHAM, AIREA, FICCI and BETA GAMA SIGMA.
	Other Directorship	:	Radha Raj Ispat Private Limited
	No. of Equity Shares held in the Company	:	2,50,000

By Order of the Board

Gautam Budh Nagar, U.P.
August 13, 2013

Raman Sapra
Company Secretary
M. No. 29044

ANNEXURE TO THE NOTICE EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956

ITEM NO. 6

The members of the Company has, vide results of Postal Ballot announced on September 19, 2008, approved the appointment of Ms. Priyanka Mittal as Whole Time Director for a period 5 years (five years) with effect from April 1, 2008. Accordingly the present term of office of Ms. Priyanka Mittal, Whole Time Director of the Company expired on March 31, 2013.

Keeping in view of her involvement in the expansion and diversification program in international market and also the increased responsibilities to meet the challenges of competitions, the Board of Directors has decided to recommend, for approval of shareholders, the re-appointment of Ms. Priyanka Mittal as Whole Time Director for a further period of 5 years (five years) with effect from April 1, 2013 and revision in remuneration as stated in the resolution.

The Remuneration Committee and the Board of Directors of the Company vide their respective resolution passed at their meeting held on May 29, 2013 approved the same.

The Board of Directors recommends the said resolution for your approval.

Except Ms. Priyanka Mittal, Whole Time Director of the Company, who is interested in the proposed resolution to the extent of her remuneration, no other directors are concerned or interested.

ITEM NO. 7

Members of the Company at the Annual General Meeting held on September 29, 2009, approved the reappointment of Mr. Arun Kumar Gupta, Joint Managing Director and revision of his remuneration.

The Board of Directors at its meeting held on May 29, 2013 has recommended in addition to existing remuneration and other perquisites, rent free accommodation to the extent of ₹4,00,000/- (Rupees Four Lacs Only). Earlier rent free accommodation was not included and hence approval of members was not obtained.

Now it is proposed to include rent free accommodation as perquisite.

The Remuneration Committee and the Board of Directors of the Company vide their respective resolution passed at their meeting held on May 29, 2013 approved the same.

The Board of Directors recommends the said resolution for your approval.

Except Mr. Arun Kumar Gupta, Joint Managing Director of the Company, who is interested in the proposed resolution to the extent of his remuneration, no other directors are concerned or interested.



Regd. Office: 5190, Lahori Gate, Delhi - 110 006, India
Fax: +91-11-23968327 | E-mail: investor@krblindia.com
Website: www.krblice.com

PROXY FORM

I/We of in the district of
being a member(s) of the above named Company, hereby appoint
of in the district of or failing him/her
of in the district of as my/
our proxy to attend and vote for me/us and on my/our behalf at the 20th Annual General Meeting of the Company to be held on Monday, September
23, 2013 at 11.00 A.M. at FICCI Auditorium, Tansen Marg, New Delhi-110001, and at any adjournment thereof.

Folio No. DP ID No. Client ID No.
No. of shares held

Signed this day of 2013.

Signature

Affix ₹1
Revenue
Stamp

- NOTES: 1. This Proxy must be lodged with the Company at its Registered Office at 5190, Lahori Gate, Delhi - 110 006, not less than FORTY-EIGHT HOURS before the time for holding the aforesaid meeting.
2. Those Members who have multiple folios with different jointholders may use copies of this Attendance slip/Proxy.



Regd. Office: 5190, Lahori Gate, Delhi - 110 006, India
Fax: +91-11-23968327 | E-mail: investor@krblindia.com
Website: www.krblice.com

ATTENDANCE SLIP

(To be presented at the entrance)

20th Annual General Meeting on Monday, September 23, 2013 at 11.00 A.M.

Folio No. DP ID No. Client ID No.

No. of Shares held Name of the Member Signature

Name of the Proxyholder Signature

1. Only Member/Proxyholder can attend the meeting.
2. Member/Proxyholder should bring his/her copy of the Annual Report for reference at the meeting.