

**NOTICE OF THE POSTAL BALLOT**  
**(PURSUANT TO SECTION 110 OF THE COMPANIES ACT, 2013)**

To  
The Members,  
KRBL Limited

NOTICE is hereby given pursuant to Section 110 of the Companies Act, 2013 ("the Act") read with Rule 22 of the Companies (Management and Administration) Rules, 2014 and other applicable provisions, if any, (including any statutory modification or re-enactment thereof for the time being in force), that the resolutions appended below are proposed to be passed by the members as Special Resolution(s) by way of Postal Ballot by giving their assent/dissent.

The explanatory statement pursuant to Section 102 of the Companies Act, 2013, pertaining to all the resolutions setting out the material facts and the reasons thereof is annexed hereto along with the postal ballot form for your consideration.

In the event the draft Resolutions as set out are assented to by requisite majority of Members by means of a Postal Ballot, they shall be deemed to have been passed as Special Businesses at an Extraordinary General Meeting. The Special Resolution shall be declared as passed if the number of votes cast in their favour is not less than three times the number of votes cast, if any, against the said Resolutions. The date of the announcement of results of Postal Ballot shall be considered to be the date of Extraordinary General Meeting and the date of passing of the said Resolutions.

Please carefully read the instructions printed on the enclosed Postal Ballot Form and return the Form duly completed in the attached self-addressed, postage pre-paid envelope, so as to reach the Scrutinizer before the close of working hours on September 11, 2014.

**1. Authorization for Borrowing Money u/s 180(1)(c) of the Companies Act, 2013**

**To consider and if thought fit, to pass with or without modification, the following resolution as a Special Resolution:**

**"RESOLVED THAT** pursuant to provisions of Section 180(1)(c) of the Companies Act, 2013 (as applicable and as may be amended from time to time), read with MCA General Circular No. 04 /2014, dated March 25, 2014, and other applicable provisions, if any, of the Companies Act, 2013 and in suppression of the Ordinary Resolution passed by the members of the Company vide Postal Ballot dated September 19, 2008 under the Companies Act, 1956, the consent of the Company be and is hereby accorded to the Board of Directors of the Company and/or any Committee thereof, to borrow and avail for funding expansion and/or operational plans and meeting other funding requirements of the Company from time to time, the credit facilities and/or any sum or sums of money at its discretion either from the Company's Bank(s) or any other Bank(s), Financial Institution(s) and/or any other Lending Institution(s) or person(s) from time to time, on such terms and conditions as may be considered suitable by the Board of Directors upto a limit not exceeding in aggregate ₹ 5,000 Crores (₹ Five Thousand Crores Only), notwithstanding that such sum(s) of money(s) and the sum(s) to be borrowed by the Company together with the money already borrowed by the Company and remaining outstanding at any time with or without security on such terms and conditions as they may think fit shall exceed aggregate of its paid up share capital and free reserves (apart from temporary loans obtained from the Company's Bankers/FIs in the ordinary course of business) provided however that the money or monies to be borrowed by the Company together with the money already borrowed shall not exceed ₹ 5,000 Crores (₹ Five Thousand Crores only), at any one time.

**RESOLVED FURTHER THAT** Board of Directors of the Company or any Committee thereof be and are hereby authorized to do all such acts, deeds, matters and things as considered necessary or expedient and to delegate all or any of the powers vested in the Board to any Director(s) or Officer(s) of the Company, as may be required to give effect to above said resolution."

**2. Providing Security u/s 180(1)(a) of the Companies Act, 2013 in connection with the borrowings of the Company**

**To consider and if thought fit, to pass with or without modification, the following resolution as a Special Resolution:**

**"RESOLVED THAT** pursuant to provisions of Section 180(1)(a) of the Companies Act, 2013 (as applicable and as may be amended from time to time), and other applicable provisions, if any, of the Companies Act, 2013, and subject to other approvals, if applicable, or required under any statute(s)/rule(s)/regulation(s) or any law for the time being in force or required from any other concerned authorities and in suppression of the Ordinary Resolution passed by the members of the Company vide Postal Ballot dated September 19, 2008 under the Companies Act, 1956, the Board of Directors of the Company and/or any Committee thereof, be and are hereby authorized and shall be deemed to have always been so authorized to create such mortgages/ charges/ hypothecation and/or other encumbrances, in addition to the mortgages/ charges/ hypothecation and other encumbrances, if any, created/to be created by the Company on all or any part of the immovable and/or movable properties, current and/or fixed assets, tangible and/or intangible assets, book debts and/or claims of the Company, wheresoever situate, both present and future, such charge to rank either pari-passu with or second, subsequent, subservient and subordinate to all mortgages, charges, hypothecation and other encumbrances created/to be created by the Company in favour of financial institutions, banks and other Lending Institution, and/or to such other persons, if any, from whom the Company has/or proposed/ proposes to borrow money/sums of moneys by way of Term Loans, Cash Credit, Overdrafts, discounting of bills, inter corporate deposits,

commercial papers or such other financial instruments permitted to be used by the appropriate authorities from time to time together with interest, costs, charges and other incidental expenses in terms of agreement(s) entered/to be entered into by the Board of Directors or any Committee thereof of the Company and/ or its Subsidiary Companies from time to time for an amount not exceeding ₹ 5,000 Crores ( ₹ Five Thousand Crores Only) together with interest, costs, charges, expenses and all other monies payable.

**RESOLVED FURTHER THAT** the Board of Directors of the Company or any Committee thereof be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary or expedient and to delegate all or any of the powers vested in the Board to any Director(s) or Officer(s) of the Company as may be required to give effect to above said resolution.”

### 3. Acceptance of Deposits from Members and/or Public u/s 73 and 76 of the Companies Act, 2013

**To consider and if thought fit, to pass with or without modification, the following resolution as a Special Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Section 73 and Section 76 of the Companies Act, 2013 read with the Companies (Acceptance of Deposits) Rules, 2014 and other applicable provisions, if any, and subject to such conditions, approvals, permissions, as may be necessary, consent of the members of the Company be and is hereby accorded to invite/ accept/ renew/ receive money by way of unsecured/secured deposits, or in any other form, from public and/or members of the Company, in any form or in any manner, through circular, advertisement or through any other permissible mode, upto permissible limits as prescribed under Rule 3(4) of the Companies (Acceptance of Deposits) Rules, 2014 or any other applicable provisions of law and on such terms and conditions as the Board of Directors of the Company in its sole discretion as deem fit and necessary.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board of Directors and/or any committee thereof be and are hereby authorized to do all such acts, deeds, things and matters as the Board of Directors may in its absolute discretion consider necessary, proper, expedient, desirable or appropriate for such invitation/acceptance/ renewal/receipt of Deposits by the Company as aforesaid.”

### 4. Transactions with Related Parties u/s 188 of the Companies Act, 2013

**To consider and if thought fit, to pass with or without modification, the following resolution as a Special Resolution:**

“**RESOLVED THAT** pursuant to provisions of Section 188 of the Companies Act, 2013 (as applicable and as may be amended from time to time), and other applicable provisions, if any, of the Companies Act, 2013, consent of the Company be and is hereby accorded for entering into related party transactions by the Company with effect from April 1, 2014 upto the maximum per annum amounts as appended below:-

#### MAXIMUM VALUE OF CONTRACT/TRANSACTION (PER ANNUM) W.E.F APRIL 1, 2014

(₹ In Crores)

Transactions as defined u/s 188 (1) of the Companies Act, 2013					Others
NAME OF THE RELATED PARTIES	Sale, Purchase or Supply of any goods or materials	Selling or otherwise disposing of, or buying, property of any kind	Leasing of Property of any kind	Availing or rendering any services, Appointment of any agent for purchase or sale of goods, materials, services or property	Donation (for CSR- Corporate Social Responsibility initiatives of the Company)
<b>COMPANIES:</b>	On Actual basis. Exempted being in the ordinary course of the business and on arm's length basis				
Aakash Hospitality Private Limited		-	-	-	-
Anurup Exports Private Limited		-	-	-	-
Adwet Warehousing Private Limited		-	-	-	-
Holistic Farms Private Limited		-	1.00	-	-
K B Foods Private Limited		-	-	-	-
KRBL Foods Limited		-	10.00	-	-
Radha Raj Ispat Private Limited		-	-	-	-
Radha Raj Logistic Private Limited		-	-	-	-
Radha Raj Infrastructure Private Limited		-	-	-	-
Padmashasta warehousing Private Limited		-	-	-	-
KRBL Infrastructure Limited		-	2.50	-	-
Radha Raj IT City & Parks Private Limited		-	-	-	-
<b>FIRM / SOCIETY/ TRUST :</b>					
Khushi Ram Behari Lal		-	-	-	-
Seth Banwari Lal Education Society		-	-	-	2.00
Seth Banwari Lal Charitable Trust		-	-	-	2.00

NAME OF THE RELATED PARTIES	Sale, Purchase or Supply of any goods or materials	Selling or otherwise disposing of, or buying, property of any kind	Leasing of Property of any kind	Availing or rendering any services, Appointment of any agent for purchase or sale of goods, materials, services or property	Donation (for CSR- Corporate Social Responsibility initiatives of the Company)
Seth Khushi Ram Charitable Trust					1.00
<b>SUBSIDIARIES</b>		-	-	-	-
K B Exports Private Limited		-	-	-	-
KRBL DMCC, Dubai along with its subsidiary company i.e. Step Down Subsidiary of KRBL Limited		-	-	-	-
<b>DIRECTORS /KMPs / RELATIVES OF DIRECTORS AND KMPs / OTHERS FIRMS AND COMPANIES in which directors have some interest as per the provisions of section 2(76) of the Companies Act, 2013</b>		-	-	2.00	-

**RESOLVED FURTHER THAT** Board of Directors of the Company or any Committee thereof be and are hereby authorized to settle any question, difficulty or doubt that may arise with regard to give effect to the above mentioned resolution and to do all such acts, deeds, matters and things as may be necessary in its absolute discretion deem necessary, proper or expedient, to finalize any documents and writings related thereto, to give effect to the above mentioned resolution."

#### 5. Authority to make loan(s), give guarantee(s) and make investment(s) in other bodies corporate(s)

**To consider and if thought fit, to pass with or without modification, the following resolution as a Special Resolution:**

**"RESOLVED THAT** in continuation with the earlier resolution passed by the shareholders of the Company vide Postal Ballot dated September 19, 2008, authorized the Board of Directors for the following:-

- Inter-Corporate Investment upto a limit of ₹1000 Crores (₹ One Thousand Crores Only) under Section 372A of the Companies Act 1956;
- Inter-Corporate Guarantee upto a limit of ₹ 500 Crores, (₹ Five Hundred Crores only) under Section 372A of the Companies Act 1956; and
- Inter-Corporate Loan upto a limit of ₹ 500 Crores, (₹ Five Hundred Crores only) under Section 372A of the Companies Act 1956

in this regard, consent of the members of the Company be and is hereby accorded to continue with the same limits of Inter-Corporate Investment, Guarantee and Loan as mentioned above in compliance with the provisions of Section 186 and all other applicable provisions, if any, of the Companies Act, 2013.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this Resolution, the Board of Directors of the Company, and/or any committee thereof, be and is hereby authorized on behalf of the Company to do all acts, deeds, matters and things and to settle any question, difficulty or doubt that may arise with regard to such loan, guarantee or investments or otherwise reconsider the matter due to change in circumstances as it may in its absolute discretion deem fit, without being required to seek any further consent or approval of the members or otherwise to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this Resolution and to finalize and execute all the documents and writings as may be necessary or expedient to give effect to above said resolution."

#### Registered Office:

5190, Lahori Gate, Delhi – 110006  
Phone -011-23968328, Fax – 011-23968327  
E-mail- investor@krblindia.com  
Website: www.krblrice.com  
CIN: L01111DL1993PLC052845  
Place: Gautam Budh Nagar, U.P.  
Date: August 5, 2014

By Order of the Board  
for KRBL Limited

Sd/-

**Raman Sapra**  
Company Secretary  
M. No. A29044

#### NOTES:

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of all the businesses specified above is annexed hereto.
2. The Board vide its Resolution passed on August 5, 2014 has appointed Mr. Deepak Kukreja, Partner, DMK Associates, FCS No. F4140, CP No. 8265, Practicing Company Secretaries, as Scrutinizer for conducting the Postal Ballot voting process in accordance with the law and in a fair and transparent manner.
3. The Postal Ballot Form together with the self-addressed postage pre-paid envelope is enclosed for the use of the member. Please carefully read the instructions printed on the enclosed Postal Ballot Form before exercising your vote and return the Form duly completed, signifying your assent or dissent, in the attached self-addressed, postage prepaid envelope, so as to reach the Scrutinizer within a period of 30 days

from the date of dispatch of notice i.e. before the close of working hours on (6.00 p.m.) September 11, 2014.

4. The Notice is being sent to all the Members, whose names would appear in the Register of Members/ Record of Depositories as on the close of working hours on August 8, 2014 i.e. the cut-off date. Voting rights shall be reckoned on the paid-up value of the shares registered in the name of the Members as on that date.
5. The Company is pleased to offer e-voting facility as an alternate, for all its members to enable them to cast their vote electronically instead of dispatching Postal Ballot. In case a member desires to exercise his vote by using e-voting facility then he has to carefully follow the instructions as given for e-voting printed on the back side of the Postal Ballot Form. He can use the facility and log-in any number of times till he has voted on all the Resolutions or till the end of the voting period (i.e. till the last date of receipt of Postal Ballots), whichever is earlier.

Members irrespective of who have registered their e-mails for receipt of documents in electronic mode under the green initiative and who wish to vote through Postal Ballot Form can seek Duplicate Form from Registered Office of the Company and send the same by post to the Registered Office of the Company addressed to the Scrutinizer.

Members may contact Mr. Bibhu Pada Padhi, Manager-Corporate Affairs, for any grievances connected with voting by postal ballot including voting by electronic means at the Corporate Office of the Company at 9th Mile Stone, Post : Dujana, Bulandsahahr Road, Dist : Gautam Budh Nagar- 203207, U.P. Tel # 0120 – 2673454 or [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

6. The Scrutinizer will submit its Report after completion of the scrutiny, addressed to the Chairman on September 12, 2014. The Chairman will, or in his absence any other person so authorized by him will, announce the result of voting by postal ballot on September 12, 2014 at 4:00 P.M. at the Registered Office of the Company at 5190, Lahori Gate, Delhi-110006 and the Resolutions will be taken as passed effectively on the date of announcement of the result by such authorized person, if the results of the Postal Ballots indicate that the requisite majority of the members had assented to the Resolutions. The Scrutinizer's decision on the validity of the Postal Ballot shall be final.

Members who wish to be present at the venue at the time of declaration of the result are welcome to do so. The results of the Postal Ballot along with the scrutinizer's report will also be displayed at the Company's Registered Office and hosted on the website of the Company [www.krblice.com](http://www.krblice.com) besides being communicated to the stock exchanges on which the shares of the Company are listed.

18. In compliance with the provisions of Section 108 of the Act and the Rules framed there under, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by CDSL, on all resolutions set forth in this notice. The Company has appointed Mr. Deepak Kukreja, Partner, DMK Associates, FCS No. F4140, CP No. 8265, Practicing Company Secretaries, to act as the Scrutinizer, for conducting the scrutiny of the votes cast. The Members desiring to vote through electronic mode may refer to the detailed procedure on e-voting given hereinafter.

#### **PROCESS AND MANNER FOR MEMBERS OPTING FOR PHYSICAL VOTING**

1. A member desiring to exercise his vote by Postal Ballot may complete this Postal Ballot Form and send it to the Scrutinizer in the attached postage prepaid envelope before the close of working hours (6.00 p.m.) on or before September 11, 2014. The postage will be borne and paid by the Company.
2. The self-addressed postage pre-paid envelope is addressed to the Scrutinizer appointed by the Board of the Company.
3. The Members are requested to exercise their voting rights by using the attached Postal Ballot Form only. No other form or photocopy of the form is permitted. A Member may request for a duplicate Postal Ballot Form, if so required. However, the duly filled in duplicate Postal Ballot Form should reach the Scrutinizer not later than the date specified in point no. 1 above.
4. This Postal Ballot Form should be completed and signed by the Member or Members, in case of joint holding as per the specimen signature registered with the Company/ Depository Participant by the first named member and in his absence, by the next named joint holder.
5. Incomplete, unsigned and incorrect Postal Ballot Form will be rejected. The Scrutinizer's decision on the validity of the Postal Ballot shall be final and binding.
6. In case the shares are held by Body Corporate/ Trust, the duly completed Postal Ballot Form should be accompanied by a certified true copy of the Board Resolution/ Authorization together with the attested specimen signature of the authorised signatories.
7. Members are requested not to send any other paper (other than Board Resolution/Authority as mentioned in the point no. 6 above) along with the Postal Ballot Form in the enclosed self-addressed postage pre-paid Envelope addressed to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer.

#### **PROCESS AND MANNER FOR MEMBERS OPTING FOR E-VOTING**

The instructions for members for voting electronically are as under:-

- i. The voting period begins on August 12, 2014 (9.00 a.m.) and ends on September 11, 2014 (6.00 p.m.). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of August 8, 2014, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- ii. The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com) during the voting period.
- iii. Click on "Shareholders" tab.
- iv. Now, select the "COMPANY NAME" from the drop down menu and click on "SUBMIT"
- v. Now enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- vi. Next enter the Image Verification as displayed and Click on Login.
- vii. If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- viii. If you are a first time user follow the steps given below:

**For Members holding shares in Demat Form and Physical Form**

PAN*	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)  - Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.  - In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
DOB#	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details#	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.  - Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field.

- ix. After entering these details appropriately, click on "SUBMIT" tab.
- x. Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- xi. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- xii. Click on the EVSN of KRBL Limited which is **140719014**.
- xiii. On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- xiv. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- xv. After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- xvi. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xvii. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- xviii. If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password and enter the details as prompted by the system.
- xix. Note for Institutional Shareholders and Custodians:
  - Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporate.
  - They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
  - The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.
- xx. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.co.in](http://www.evotingindia.co.in) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

**Annexure to the Notice****The Explanatory Statement as required under Section 102 of the Companies Act, 2013****Item No.1 & 2:****Authorization for Borrowing Money u/s 180(1)(c) of the Companies Act, 2013; And Providing Security u/s 180(1)(a) of the Companies Act, 2013 in connection with the borrowings of the Company**

The Members may kindly be informed that the Ordinary resolution was passed by the shareholders of the Company vide Postal Ballot dated September 19, 2008, authorized the Board of Directors for the following:-

- To borrow monies upto a limit of ₹ 2500 Crores (₹ Twenty Five Hundred Crores Only) under Section 293(1)(d) of the Companies Act, 1956, as well as;
- To secure the same by suitable mortgage/charge on all or any of the moveable and/or immoveable properties upto a limit of ₹ 2500 Crores (₹ Twenty Five Hundred Crores Only) under Section 293(1)(a) of the Companies Act, 1956.

However, as per the corresponding provisions of Section 180(1)(c) and Section 180(1)(a) of the Companies Act, 2013, notified effective from September 12, 2013 and based on the clarifications issued by Ministry of Corporate Affairs (MCA), the Board of Directors shall not borrow any sums of money in excess of the limits specified and/ or creation of security on assets of the Company, except with the consent of the members accorded by way of a Special Resolution.

Hence, the resolution(s) passed under Section 293 of the Companies Act, 1956 prior to September 12, 2013 with reference to the borrowings

and / or creation of security on assets of the Company, will require fresh consent of members by way of a Special Resolution.

It is therefore necessary for the Company to obtain Members' approval by way of Special Resolution(s) under Section 180(1)(c) and Section 180(1)(a) of the Companies Act, 2013 as set out in item No. 1 & 2 of the Notice of Postal Ballot.

The Board of Directors of your Company has approved this item in the Board Meeting held on August 5, 2014 and recommends the Resolution as set out in the accompanying Notice for the approval of members of the Company as a Special Resolution.

None of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested in the Resolution except to the extent of their shareholding in the Company, if any.

#### **Item No.3**

##### **Acceptance of Deposits from Members and/or Public u/s 73 and 76 of the Companies Act, 2013**

The members are hereby apprised that, with the commencement of Companies Act, 2013 deposits are now governed by the provisions of Sections 73 and 76 of the Companies Act, 2013 read with Companies (Acceptance of deposits) Rules, 2014 and approval of shareholders is therefore required for inviting/ accepting/ renewing deposits. Under Rule 3(4) of the Companies (Acceptance of Deposits) Rules, 2014, an eligible Company shall accept or renew any deposits (a) From its members not exceeding 10% of the aggregate of the paid up share capital and free reserves of the Company (b) Any other deposits not exceeding 25% of the aggregate of the paid up share capital and free reserves of the Company.

The members may kindly note that under the provisions of the Companies Act, 2013, any Company inviting/ accepting/ renewing deposits is required to obtain credit rating from a recognized credit rating agency and deposit insurance towards deposits as may be accepted by it. The Company upon obtaining approval of the shareholders will proceed to comply with the requirements stipulated under Section 73 and 76 of the Companies Act, 2013 read with the Companies (Acceptance of Deposits) Rules, 2014, before inviting / accepting / renewing deposits.

The Board of Directors of your Company has approved this item in the Board Meeting held on August 5, 2014 and recommends the Resolution as set out in the accompanying Notice for the approval of members of the Company as a Special Resolution.

None of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested in the resolution except to the extent of their deposit holding and / or their shareholding in the Company, if any.

#### **Item No.4:**

##### **Transactions with Related Parties u/s 188 of the Companies Act, 2013**

The Provisions of Section 188(1) of the Companies Act 2013 that govern the following Related Party Transactions require a Company to obtain prior approval of the Board of directors and in case the paid-up share capital of a company is ₹ 10 Crores or more, the prior approval of shareholders by way of special resolution is required.

- (a) sale, purchase or supply of any goods or materials;
- (b) selling or otherwise disposing of, or buying, property of any kind;
- (c) leasing of property of any kind;
- (d) availing or rendering of any services;
- (e) appointment of any agent for purchase or sale of goods, materials, services or property;
- (f) such related party's appointment to any office or place of profit in the company, its subsidiary company or associate company; and
- (g) underwriting the subscription of any securities or derivatives thereof, of the company.

Further the third proviso to Section 188(1) provides that nothing shall apply to any transaction entered into by the company in its ordinary course of business other than the transactions which are not on arm's length basis.

The provisions of Section 188(3) also provides that any contract or arrangements entered into under Section 188 may be ratified by the Board or as the case may be, by the shareholders at a meeting within three months from the date on which such contract or arrangement was entered into.

In light of the provisions of the Companies Act 2013, the Board of Directors of your Company has approved the proposed transactions along with annual limits that your Company may enter into with its Related Parties (as defined under the Companies Act, 2013). The maximum value of transaction as mentioned in the aforementioned table is for each financial year.

**All prescribed disclosures as required pursuant to Rule 15 of Companies (Meetings of Board and its powers) Rules, 2014, are given here-in-below for the kind perusal of members:-**

**(a) Name of the Related Party:- As mentioned above in the Resolution no. 4 to the Notice.**

**(b) Nature, material terms, monetary value and particulars of the contract or arrangement:-**

- Sale, Purchase or Supply of any goods or materials:- In terms of approval received from Central Government u/s 297 of the erstwhile Companies Act, 1956, vide Letter No. 4/95/T-1/2012/D/1137 dated 21.05.2012 and Letter No. 4/67/T-1/2013/D/11338 dated 04.03.2013 vide which KRBL Limited is allowed for Purchase of Paddy/Rice from Khushi Ram Behari Lal upto a limit of ₹ 25 Crores and for Sale of Paddy/Rice to Khushi Ram Behari Lal upto a limit of ₹ 110 Crores respectively for the year 2014-15. Khushi Ram Behari Lal is a Partnership Firm in which Mr. Anil Kumar Mittal Chairman & Managing Director, Mr. Arun Kumar Gupta & Mr. Anoop Kumar Gupta both Joint Managing Directors of KRBL Limited, are partners. The Transactions for sale, purchase or supply of goods or materials with related parties as mentioned in the notice will in the ordinary course of the business and on an arm's length basis. Hence in terms of the proviso to section 188(1), all transactions for sale, purchase and supply of goods or materials are exempt from this section. However as good corporate governance practice members are being informed the details of all related parties with whom the your Company may transact the sale, purchase or supply of any goods or material in the ordinary course of business and on arm's length basis.
- Leasing of Property of any kind:- This Constitutes the leasing of properties from/to the related parties upto the limits as provided in the Table pursuant to Resolution No. 4. The maximum value of transaction as mentioned in the aforementioned table is for each financial year.

- Availing or rendering any services, Appointment of any agent for purchase or sale of goods, materials, services or property from Directors /KMPs / Relatives of Directors and KMPs / others firms and companies in which directors have some interest as per the provisions of section 2(76) of the Companies Act, 2013- This constitutes the availing or rendering services for renting of immovable properties from/ to the related parties and other kind of services from/to the related parties as provided in the Table pursuant to Resolution no. 4. The maximum value of transaction as mentioned in the aforementioned table is for each financial year.
- Donation (for CSR- Corporate Social Responsibility initiatives of the Company):- This constitutes the amount as allocated and given to the related parties upto the limits as provided in the Table pursuant to Resolution No. 4 to the Notice. The maximum value of transaction as mentioned in the aforementioned table is for each financial year.

**(c) Related parties and their Relationship:**

<b>Companies</b>		
Aakash Hospitality Pvt. Ltd	:	Pvt. Ltd. Company in which Mr. Anil K. Mittal, Mr. Arun K. Gupta & Mr. Anoop K. Gupta are Directors
Anurup Exports Pvt. Limited	:	Pvt. Ltd. Company in which Mr. Anil K. Mittal, Mr. Arun K. Gupta & Mr. Anoop K. Gupta are Directors
Adwet Warehousing Pvt. Ltd.	:	Pvt. Ltd. Company in which Mr. Anil K. Mittal, Mr. Arun K. Gupta & Mr. Anoop K. Gupta are Directors
Holistic Farms Pvt. Ltd	:	Pvt. Ltd. Company in which Mr. Anil K. Mittal, Mr. Arun K. Gupta & Mr. Anoop K. Gupta are Directors
K.B. Foods Pvt. Ltd.	:	Pvt. Ltd. Company in which Mr. Akshay Gupta and Mr. Ayush Gupta are Directors
KRBL Foods Ltd.	:	Public Ltd. Company in which Mr. Anil K. Mittal, Mr. Arun K. Gupta & Mr. Anoop K. Gupta are Directors
Radha Raj Ispat Pvt. Ltd	:	Pvt. Ltd. Company in which Mr. Anil K. Mittal, Mr. Arun K. Gupta, Mr. Anoop K. Gupta & Ms. Priyanka Mittal, are Directors
Radha Raj Logistics Pvt. Ltd	:	Pvt. Ltd Company in which Mr. Anil K. Mittal, Arun K. Gupta & Mr. Anoop K. Gupta are Directors
Radha Raj Infrastructure Pvt. Ltd	:	Pvt. Ltd. Company in which Mr. Anil K. Mittal, Mr. Arun K. Gupta, Mr. Anoop K. Gupta & Mr. Ashwani Dua are Directors
Padmahasta Warehousing Pvt. Ltd.	:	Pvt. Ltd. Company in Which Mr. Anil K. Mittal, Mr. Arun K. Gupta & Mr. Anoop K. Gupta are Directors
KRBL Infrastructure Ltd	:	Public Ltd. Company in which Mr. Anil K. Mittal, Mr. Arun K. Gupta & Mr. Anoop K. Gupta are Directors
Radha Raj IT City & Parks Pvt. Ltd	:	Pvt. Ltd Company in which Mr. Anil K. Mittal, Arun K. Gupta & Mr. Anoop K. Gupta are Directors
<b>Firm / Society/ Trust:</b>		
Khushi Ram Behari Lal	:	Partnership Firm in which Mr. Anil K. Mittal, Mr. Arun K. Gupta & Mr. Anoop K. Gupta are Partners
Seth Banwari Lal Education Society	:	Society in which Mr. Anil K. Mittal, Mr. Arun K. Gupta & Mr. Anoop K. Gupta are Trustees
Seth Banwari Lal Charitable Trust	:	Trust in which Mr. Anil K. Mittal, Mr. Arun K. Gupta & Mr. Anoop K. Gupta are Trustees
Seth Khushi Ram Charitable Trust	:	Trust in which Mr. Anil K. Mittal, Mr. Arun K. Gupta & Mr. Anoop K. Gupta are Trustees
<b>Subsidiaries</b>		
K B Exports Private Limited	:	Pvt. Ltd. Company in which Mr. Anil K. Mittal, Mr. Arun K. Gupta & Mr. Anoop K. Gupta are Trustees.
KRBL DMCC, Dubai along with its subsidiary company i.e. Step Down Subsidiary of KRBL Limited	:	Dubai based Company in which Mr. Anil K. Mittal, Mr. Arun K. Gupta & Mr. Anoop K. Gupta are Directors.
<b>Directors /KMPs / Relatives Of Directors And KMPs</b>		
<b>2) Key Management Personnel</b>		
Mr. Anil Kumar Mittal	:	Chairman & Managing Director
Mr. Arun Kumar Gupta	:	Joint Managing Director
Mr. Anoop Kumar Gupta	:	Joint Managing Director
Ms. Priyanka Mittal	:	Whole Time Director
Mr. Ashok Chand	:	Whole Time Director
Dr. Narpinder Kumar Gupta	:	Non Executive & Independent Director
Mr. Vinod Ahuja	:	Non Executive & Independent Director
Mr. Ashwani Dua	:	Non Executive & Independent Director
Mr. Shyam Arora	:	Non Executive & Independent Director
Mr. Devendra Kumar Aggawal	:	Non Executive & Independent Director
Mr. Rakesh Mehrotra	:	Chief Financial Officer
Mr. Raman Sapra	:	Company Secretary
<b>4) Relatives of Key Management Personnel</b>		
Mrs. Preeti Mittal	:	Wife of Mr. Anil Kumar Mittal

Mrs. Anulika Gupta	:	Wife of Mr. Arun Kumar Gupta
Mrs. Binita Gupta	:	Wife of Mr. Anoop Kumar Gupta
Mr. Ashish Mittal	:	Son of Mr. Anil Kumar Mittal
Mrs. Neha Gupta	:	Daughter of Mr. Arun Kumar Gupta
Ms. Rashmi Gupta	:	Daughter of Mr. Anoop Kumar Gupta
Mr. Kunal Gupta	:	Son of Mr. Arun Kumar Gupta
Mrs. Avantika Gupta	:	Wife of Mr. Kunal Gupta
Mr. Akshay Gupta	:	Son of Mr. Anoop Kumar Gupta
Mr. Ayush Gupta	:	Son of Mr. Anoop Kumar Gupta
Anil Kumar Mittal HUF	:	Mr. Anil Kumar Mittal is Karta of HUF
Arun Kumar Gupta HUF	:	Mr. Arun Kumar Gupta is Karta of HUF
Anoop Kumar Gupta HUF	:	Mr. Anoop Kumar Gupta is Karta of HUF
Bhagirath Lal Gupta HUF	:	Mr. Anil Kumar Mittal is Karta of HUF

(d) **Any advance paid or received for the contract or arrangement, if any:** Nil

(e) **Manner of determining the pricing and other commercial terms both included as part of contract and not considered as part of the contract:** All proposed transactions would be carried out as part of the business requirements of the Company and are ensured to be on arm's length basis. Further, the Company is also subject to transfer pricing norms prevalent in the country.

(f) **Whether all factors relevant to the contract have considered, if not the details of factors not considered with the rationale for not considering those factors:** All factors have been considered.

(g) **Any other information relevant or important for the Board to take a decision on the proposed transactions:** Nil

The Board of Directors of your Company has approved this item in the Board Meeting held on August 5, 2014 and recommends the resolution as set out in the accompanying Notice for the approval of members of the Company as Special Resolution.

None of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested in the Resolution except to the extent of their shareholding and interest in the particular contract/arrangement as mentioned in Resolution no 4. to the Notice.

#### **Item No.5:**

##### **Authority to make loan(s), give guarantee(s) and make investment(s) in other bodies corporate(s)**

The Members may kindly be informed that the Ordinary resolution was passed by the shareholders of the Company vide Postal Ballot dated September 19, 2008, authorized the Board of Directors for the following:-

- Inter-Corporate Investment upto a limit of ₹1000 Crores (₹ One Thousand Crores Only) under Section 372A of the Companies Act 1956
- Inter-Corporate Guarantee upto a limit of ₹ 500 Crores, (₹ Five Hundred Crores only) under Section 372A of the Companies Act 1956.
- Inter-Corporate Loan upto a limit of ₹ 500 Crores, (₹ Five Hundred Crores only) under Section 372A of the Companies Act 1956.

Upon implementation of the Companies Act, 2013, the erstwhile provisions of Section 372A of the Companies Act, 1956 are now governed by Section 186 of the Companies Act, 2013 and accordingly consent of the members of the Company is sought to continue with the same limits of Inter-Corporate Investment, Guarantee and Loan as mentioned above in compliance with the provisions of Section 186 of the Companies Act, 2013.

The Board of Directors of your Company recommends the resolution as set out in the accompanying notice for the approval of the members of the Company.

The Board of Directors of your Company has approved this item in the Board Meeting held on August 5, 2014 and recommends the Resolution as set out in the accompanying Notice for the approval of members of the Company as Special Resolution.

None of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested in the Resolution except to the extent of their shareholding in the Company, if any.

#### **Registered Office:**

5190, Lahori Gate  
Delhi – 110006  
Phone -011-23968328  
Fax – 011-23968327  
E-mail- investor@krblindia.com  
Website: www.krblice.com  
CIN: L01111DL1993PLC052845  
Place: Gautam Budh Nagar, U.P.  
Date: August 5, 2014

By Order of the Board  
for KRBL Limited  
Sd/-  
**Raman Sapra**  
Company Secretary  
M. No. A 29044



## POSTAL BALLOT FORM

Sl. No.:

1. Name(s) of shareholder(s)/ Joint Holder(S), if any :  
(in block letter)
2. Registered Address of the sole/First named :  
Shareholders/ Beneficial owner
3. Registered Folio No./DP ID-Client ID\* :  
(\*Applicable to members holding Share in Dematerialized form)
4. No. of Shares held :

I/We hereby exercise my/our vote(s) in respect of the Resolutions to be passed through Postal Ballot for the business stated in the Notice Dated August 5, 2014 of the company by sending my/our assent or dissent to the said Resolutions by placing tick (✓) mark at the appropriate box below:

Sl. No.	Description	No. of shares held	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
1.	Authorization for Borrowing Money u/s 180(1)(c) of the Companies Act, 2013			
2.	Providing Security u/s 180(1)(a) of the Companies Act, 2013 in connection with the borrowings of the Company			
3.	Acceptance of Deposits from Members and/or Public u/s 73 and 76 of the Companies Act, 2013			
4.	Transactions with Related Parties u/s 188 of the Companies Act, 2013			
5.	Authority to make loan(s), give guarantee(s) and make investment(s) in other bodies corporate(s)			

Place:

Date:

\_\_\_\_\_  
(Signature of the Shareholders)

**PLEASE SEND YOUR POSTAL BALLOT FORM IN THE ENVELOPE ENCLOSED HERewith**  
**NOTE : PLEASE READ THE INSTRUCTIONS PRINTED BELOW BEFORE EXERCISING THE VOTE**

### INSTRUCTIONS

Member(s) can opt only one mode for voting i.e. either by Physical Ballot or e-voting. In case you are opting for e-voting, then do not vote by Physical Ballot also and vice versa. However, in case member(s) cast their vote both by Physical Ballot and e-voting, then voting done through Physical Ballot shall prevail and voting done by e-voting will be treated as invalid.

### PROCESS AND MANNER FOR MEMBERS OPTING FOR PHYSICAL VOTING

1. A member desiring to exercise his vote by Postal Ballot may complete this Postal Ballot Form and send it to the Scrutinizer in the attached self-addressed postage pre-paid Envelope before the close of working hours (6.00 p.m.) on or before September 11, 2014. The postage will be borne and paid by the Company.
2. The self-addressed postage pre-paid Envelope is addressed to the Scrutinizer appointed by the Board of the Company.
3. The Members are requested to exercise their voting rights by using the attached Postal Ballot Form only. No other form or photocopy of the form is permitted. A Member may request for a duplicate Postal Ballot Form, if so required. However, the duly filled in duplicate Postal Ballot Form should reach the Scrutinizer not later than the date specified in pt. (1) above.

4. This Postal Ballot Form should be completed and signed by the Member or Members, in case of joint holding as per the specimen signature registered with the Company/ Depository Participant by the first named member and in his absence, by the next named joint holder.
5. Incomplete, unsigned and incorrect Postal Ballot Form will be rejected. The Scrutinizer's decision on the validity of the Postal Ballot shall be final and binding.
6. In case the shares are held by Body Corporate/ Trust, the duly completed Postal Ballot Form should be accompanied by a certified true copy of the Board Resolution/ Authorization together with the attested specimen signature of the authorised signatories.
7. Members are requested not to send any other paper (other than Board Resolution/Authority as mentioned in the item no. 6 above) along with the Postal Ballot Form in the enclosed self-addressed postage pre-paid Envelope addressed to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer.

#### PROCESS AND MANNER FOR MEMBERS OPTING FOR E-VOTING

The instructions for members for voting electronically are as under:-

- i. The voting period begins on August 12, 2014 (9.00 a.m.) and ends on September 11, 2014 (6.00 p.m.). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of August 8, 2014, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- ii. The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com) during the voting period.
- iii. Click on "Shareholders" tab.
- iv. Now, select the "COMPANY NAME" from the drop down menu and click on "SUBMIT".
- v. Now enter your User ID
  - a. For CDSL: 16 digits beneficiary ID;
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID;
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- vi. Next enter the Image Verification as displayed and Click on Login.
- vii. If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- viii. If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN*	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>- Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.</li> <li>- In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</li> </ul>
DOB#	<p>Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.</p>
Dividend Bank Details#	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none"> <li>- Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field.</li> </ul>

- ix. After entering these details appropriately, click on "SUBMIT" tab.
- x. Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- xi. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- xii. Click on the EVSN of KRBL Limited which is **140719014**.
- xiii. On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- xiv. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- xv. After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- xvi. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xvii. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- xviii. If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xix. Note for Institutional Shareholders and Custodians:
  - Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporate.
  - They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
  - The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.
- xx. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.co.in](http://www.evotingindia.co.in) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).