



Regd. Office: 5190, Lahori Gate, Delhi – 110006

Phone: 011-23968328, Fax: 011-23968327

E-mail: investor@krblindia.com, Website: www.krblrice.com

CIN: L01111DL1993PLC052845

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 25th Annual General Meeting of the members of KRBL Limited will be held on Monday, August 20, 2018, at 11.00 A.M. at Sri Sathya Sai International Centre, Pragati Vihar, Lodhi Road, New Delhi-110003, to transact the following business:

ORDINARY BUSINESS:

1. To Consider and Adopt:

- (a) **the Audited Financial Statement of the Company for the financial year ended March 31, 2018, together with the Reports of the Board of Directors and Auditors' thereon; and**
- (b) **the Audited Consolidated Financial Statement of the Company for the financial year ended March 31, 2018, together with the Report of Auditors' thereon.**

2. **To declare a dividend of ₹ 2.30 per equity share on 23,53,89,892 equity shares of ₹ 1/- each for the financial year ended March 31, 2018.**

3. **To appoint a Director in place of Mr. Arun Kumar Gupta (DIN: 00030127), who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment.**

4. **To appoint a Director in place of Mr. Anoop Kumar Gupta (DIN: 00030160), who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment.**

5. **To appoint M/s. Walker Chandiok & Co, LLP, as Joint Statutory Auditors and to fix their remuneration.**

To consider and, if thought fit, to pass with or without modification(s) the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 139, 142 and all other applicable provisions, if any, of

the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014, including any statutory modifications or re-enactment(s) thereof for the time being in force, and pursuant to the proposal of audit committee and further recommendation of Board of Directors of the Company in their meeting held on July 24, 2018, M/s. Walker Chandiok & Co, LLP, Chartered Accountants (Firm Registration Number 001076N/N500013), having its office at 21st Floor, DLF Square, Jacaranda Marg, DLF Phase II, Gurgaon-122002, be and is hereby appointed as Joint Statutory Auditors of the Company to hold office for a term of up to 5 (Five) consecutive years, from the conclusion of this Annual General Meeting (AGM) till the conclusion of the 30th (Thirtieth) AGM of the Company to be held in the Year 2023, to examine and audit the accounts of the Company on such remuneration plus reimbursement of out-of-pocket expenses, as may be mutually agreed between the Board of Directors/Audit Committee of the Company and the Joint Statutory Auditors."

SPECIAL BUSINESS:

6. **Ratification and confirmation of remuneration of Cost Auditors for the financial year 2018-19**

To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 148(3) and such other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or re-enactment thereof, for the time being in force) the remuneration upto the limit of ₹ 60,000/- (Rupees Sixty Thousand Only) plus taxes and other out-of-pocket expenses incurred in connection with the audit, as recommended by the Audit Committee and approved by the Board of Directors of the Company, payable to M/s. HMVN & Associates, Cost Accountants



(Firm Registration No. 000290) as Cost Auditors to conduct the Audit of the relevant cost records of the Company for the financial year ending March 31, 2019, be and is hereby ratified and confirmed.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, Mr. Anoop Kumar Gupta, Joint Managing Director and Mr. Raman Sapra, Company Secretary of the Company be and are hereby, jointly/severally authorized to do all acts, deeds and things and take all such steps as may be necessary, proper and expedient to give effect to this resolution."

By Order of the Board
For KRBL Limited

Sd/-

Raman Sapra

Company Secretary

M.No. F9233

Place: Noida, Uttar Pradesh

Date: July 24, 2018

Registered Office:

5190, Lahori Gate

Delhi – 110006

Phone: (011) 23968328

Fax: (011) 23968327

E-mail: investor@krblindia.com

Website: www.krblrice.com

CIN: L01111DL1993PLC052845

Notes:

1. The relevant Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("Act") in respect of the business under **Item No. 6** set out above is annexed hereto.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (AGM) IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY/PROXIES NEED NOT BE A MEMBER OF THE COMPANY. The instrument appointing the proxy, in order to be effective, must be deposited at the Company's Registered Office, duly completed and signed, not less than FORTY-EIGHT HOURS before the meeting. Proxies submitted on behalf of limited companies, societies, etc., must be supported by appropriate resolutions/authority, as applicable.

Pursuant to the provisions of Section 105 of the Companies Act, 2013 read with Rule 19 of Companies (Management and Administration) Rules, 2014, a person can act as proxy on behalf of Members not exceeding 50 (fifty) and holding in the aggregate not more than 10% of the total share capital of the Company. In case a proxy is proposed to be appointed by a Member holding

more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.

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 Meeting.

During the period beginning 24 hours before the time fixed for the commencement of meeting and ending with conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the company.

3. Pursuant to the provisions of Section 91 of the Companies Act, 2013, the Register of Members and Share Transfer Books of the Company will remain closed from Wednesday, August 08, 2018 to Monday, August 20, 2018 (both days inclusive) for the purpose of Annual General Meeting.
4. Members holding shares in electronic form are requested to intimate all changes pertaining to their bank particulars, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers, etc., to their Depository Participant (DP). Changes intimated to the DP will then be automatically reflected in the Company's records which will help the Company and Alankit Assignments Limited, Registrars and Transfer Agent, to provide efficient and better services. Members holding shares in physical form are requested to intimate such changes to the Company or Alankit Assignments Limited.
5. As Amended by SEBI (Listing Obligations and Disclosure Requirements) (Fourth Amendment) Regulations, 2018 dated June 08, 2018 members holding shares in physical form are mandatorily required to dematerialize their holding in order to eliminate all risks associated with physical shares. Members can contact the Company or Alankit Assignments Limited for further assistance.
6. In case of joint holders attending the meeting, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
7. Members desiring of any information as regards to the Accounts are requested to write 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.

8. In terms of the provisions of Section 124 of the Companies Act, 2013, read with Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, the amount of dividend not encashed or claimed within 7 (seven) years from the date of its transfer to the unpaid dividend account, will be transferred to the Investor Education and Protection Fund established by the Government. Accordingly, unclaimed final dividend in respect of financial year 2010-11 is due for transfer to the said fund in November 3, 2018. In terms of provisions of Section 124 of the Companies Act, 2013, read with Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, no claim shall lie against the Company thereafter.

Pursuant to the provisions of Section 124(6) of the Companies Act, 2013 read with Rule 6 of the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, (as amended from time to time) (IEPF Rules), during the financial year 2017-18 the Company has transferred 41,042 equity shares which belongs to total 45 Shareholders whose dividend of Financial Year 2009 - 10 was not been paid or claimed for seven consecutive years or more as on the due date of transfer i.e. October 28, 2017 to the demat account of IEPF Authority i.e. INVESTOR EDUCATION AND PROTECTION FUND AUTHORITY MINISTRY OF CORPORATE AFFAIRS, bearing DP ID IN300708 and Client ID 10656671, being maintained with NSDL.

Details of shares liable to be transferred to IEPF Authority are available on website of the company www.krblice.com/policy-guidelines/SHARE-SUSPENSE-ACCOUNT-2008-09.pdf The said details have also been uploaded on the website of IEPF Authority and the same can be accessed through www.iepf.gov.in/IEPFA/refund.html.

Members may note that shares as well as unclaimed dividends transferred to IEPF Authority can be claimed back from them. Concerned members are advised to visit the weblink <http://iepf.gov.in/IEPFA/refund.html>.

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

Date of Declaration of Dividend	Dividend for the year	Due Date of transfer to IEPF
27/09/2011	2010-11	03/11/2018
25/09/2012	2011-12	01/11/2019
23/09/2013	2012-13	30/10/2020
09/09/2014	2013-14	16/10/2021
28/09/2015	2014-15	05/11/2022
10/03/2016	2015-16 (Interim)	16/04/2023
26/09/2017	2016-17	02/11/2024

9. Members who have neither received nor encashed their dividend warrant(s) for the financial year 2010-11 to 2016-17, are requested to write to the Company, mentioning the relevant Folio number or DP Id and Client Id, for issuance of demand draft.
10. The Securities and Exchange Board of India (SEBI) vide circular dated April 20, 2018 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 to the Company/Registrar and Share Transfer Agent.
11. Attendance Slip, Proxy form and the Route Map to the venue of the meeting are annexed hereto. Members are requested to sign at the place provided on the attendance slip and handover the same at the entrance of the Meeting.
12. Members are requested to bring their personal copy of the Annual Report at the meeting.
13. All documents referred to in the notice and the explanatory statement requiring the approval of the Members at the meeting and other statutory registers shall be available for inspection by the members at the Corporate Office of the Company during normal business hours on the working days between 11.00 a.m. to 01.00 p.m. except Sunday and holiday.
14. Company's Equity Shares are listed on the following Stock Exchanges:

Stock Exchange	
I. National Stock Exchange of India Limited C-1, Block G, Exchange Plaza, Bandra-Kurla Complex, Bandra (East), Mumbai – 400 051 Website: www.nseindia.com Symbol: KRBL, Series: Eq.	II. BSE Limited Phiroze Jeejeebhoy Towers, 25 th Floor, Dalal Street, Mumbai – 400 001 Website: www.bseindia.com Stock Code: 530813

The Company has paid the Annual Listing Fees for the financial year 2017-18 to the National Stock Exchange of India Limited and BSE Limited.

The Company has paid Annual Custodial Fees for the financial year 2017-18 to National Securities Depository Limited and Central Depository Services (India) Limited (CDSL).

15. Electronic copy of the Annual Report and Notice of 25th Annual General Meeting of the Company along with Attendance Slip, Proxy Form and instructions for e-voting are being sent to all the members whose e-mail IDs are registered with the Company/ Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report and Notice of the 25th Annual General Meeting of the Company along with Attendance Slip, Proxy Form and instructions for e-voting are being sent in the permitted mode.
16. In compliance with the provisions of Section 108 of the Companies Act, 2013 and the Rules framed there under, the Members are provided with the facility to cast their vote electronically, through e-voting services provided by CDSL, on all resolutions set forth in this notice. The Company has appointed M/s. DMK Associates 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.
17. The Scrutinizer shall immediately after the conclusion of voting at the AGM, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and make, not later than Forty Eight (48) hours from the conclusion of the meeting, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, forthwith to the Chairman of the Company or any person authorized by him in writing and the Results shall be declared by the Chairman or any person authorized by him thereafter.
18. The Results declared along with the Scrutinizer's Report shall be placed on the website of the Company at www.krblice.com and on the website of CDSL, immediately after the declaration of Result by the Chairman or any person authorized by him in writing. The results shall also be forwarded to the stock exchanges where the shares of Company are listed.

Members/Proxies are welcome at the AGM of the Company. However the Members/Proxies may please note that no gifts/gift coupons will be distributed at the AGM.

Details of directors retiring by rotation/seeking re-appointment at the ensuing AGM are provided and annexed to the notice.

19. Voting through electronic means

In compliance with provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by Central Depository Services (India) Limited (CDSL).

- (I) The voting period begins on August 17, 2018 (9.00 A.M.) and ends on August 19, 2018 (5.00 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 13, 2018 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.
- (III) Click on Shareholders / Members
- (IV) 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.
- (V) Next enter the Image Verification as displayed and Click on Login.
- (VI) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (VII) 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"> 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.
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- (VIII) After entering these details appropriately, click on "SUBMIT" tab.
- (IX) Members holding shares in physical form will then directly reach 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.
- (X) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (XI) Click on the EVSN for the relevant KRBL Limited on which you choose to vote.
- (XII) 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.

- (XIII) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (XIV) 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.
- (XV) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (XVI) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (XVII) If a demat account holder has forgotten the changed login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (XVIII) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (XIX) Note for Non – Individual Shareholders and Custodians
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com

and on approval of the accounts they would be able to cast their vote.

- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded 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.com, under help section or write an email to helpdesk.evoting@cdslindia.com.
20. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting, who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
21. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
22. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of August 13, 2018.
23. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as on the cut-off date i.e. August 13, 2018, may obtain the login ID and password by sending a request at helpdesk.evoting@cdslindia.com or KRBL Limited/Alankit Assignments Limited.
24. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
25. Mr. Deepak Kukreja, Partner, DMK Associates has been appointed as Scrutinizer and Ms. Monika Kohli, Partner, DMK Associates as alternate Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
26. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of “Ballot Paper” for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
27. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.krblrice.com and on the website of CDSL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to National Stock Exchange of India Limited and BSE Limited

ADDITIONAL INFORMATION REQUIRED TO BE FURNISHED PURSUANT TO (SEBI LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARDS-2:

As required pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and clause 1.2.5 of Secretarial Standards-2 on General Meetings the particulars of Directors who are proposed to be appointed or re-appointed are given below:

Particulars	Mr. Arun Kumar Gupta (DIN: 00030127)	Mr. Anoop Kumar Gupta (DIN: 00030160)
Designation	Joint Managing Director	Joint Managing Director
Age	61 Years	59 Years
Qualifications	Arts Graduate from Delhi University	Science Graduate from Delhi University
Date of First Appointment on the Board	30.03.1993	30.03.1993
Experience and Expertise	Mr. Arun Kumar Gupta is having more than 36 years of experience in the field of Rice Industry. He is a Promoter and Director of KRBL Limited. An expert on the Basmati Paddy Supply Chain Management and the Paddy Milling Technology. He has steered the Company into a growth trajectory. He holds various eminent positions in various reputed organization. He plays a key role on the project implementation of the Company.	Mr. Anoop Kumar Gupta is having more than 32 years of experience in the field of Rice Industry. He is a Promoter and Director of KRBL Limited. He is the Financial Architect and the Chief Strategist of the Company. He has added immense value to the Company's financial stability. Further, he has also been the Executive Committee member of All India Rice Exporters Association. Moreover, he is also responsible for domestic marketing and advertisement.
Numbers of Board Meetings Attended during the year	5	5
Directorship and Committee membership held in other companies (Both listed and Unlisted) as on 31st March, 2018	Directorship:- 1. KRBL Foods Limited 2. India Gate Foods Private Limited 3. KRBL Infrastructure Limited 4. Radha Raj Infrastructure Private Limited 5. Solid Infradevelopers Private Limited 6. Aakash Hospitality Private Limited 7. Adwet Warehousing Private Limited 8. Padmahasta Warehousing Private Limited 9. Holistic Farms Private Limited 10. K B Exports Private Limited 11. Radha Raj IT City & Parks Private Limited 12. Radha Raj Logistics Private Limited 13. Anurup Exports Private Limited Committee Membership:- Nil	Directorship:- 1. KRBL Foods Limited 2. India Gate Foods Private Limited 3. KRBL Infrastructure Limited 4. Radha Raj Infrastructure Private Limited 5. Solid Infradevelopers Private Limited 6. Aakash Hospitality Private Limited 7. Adwet Warehousing Private Limited 8. Padmahasta Warehousing Private Limited 9. Holistic Farms Private Limited 10. K B Exports Private Limited 11. Radha Raj IT City & Parks Private Limited 12. Radha Raj Logistics Private Limited 13. Anurup Exports Private Limited Committee Membership:- Nil
Inter-se relationships between Directors & Key Managerial Personnel	Mr. Anil Kumar Mittal, Chairman & Managing Director and Mr. Anoop Kumar Gupta, Joint Managing Director are brothers of Mr. Arun Kumar Gupta and Ms. Priyanka Mittal, Whole Time Director is the daughter of Mr. Anil Kumar Mittal, Chairman & Managing Director of the Company.	Mr. Anil Kumar Mittal, Chairman & Managing Director and Mr. Arun Kumar Gupta, Joint Managing Director are brothers of Mr. Anoop Kumar Gupta and Ms. Priyanka Mittal, Whole Time Director is the daughter of Mr. Anil Kumar Mittal, Chairman & Managing Director of the Company.
Shareholding in the company as on 31st March, 2018 (including holding of HUF and Trust)	46,143,714 Equity Shares	46,149,338 Equity Shares

Terms & Conditions for re-appointment	Terms and Conditions of appointment or re-appointment are as per the Remuneration and Nomination Policy of the Company as displayed on the Company's website i.e. www.krblrice.com	Terms and Conditions of appointment or re-appointment are as per the Remuneration and Nomination Policy of the Company as displayed on the Company's website i.e. www.krblrice.com
Details of Remuneration Last Drawn	Remuneration Last Drawn is ₹ 98.40 Lacs in Financial Year 2017-18.	Remuneration Last Drawn is ₹ 98.40 Lacs in Financial Year 2017-18.
Details of Remuneration Sought to be paid	Remuneration is decided by Board of Directors on the recommendation of Nomination & Remuneration Committee which is as per Remuneration Policy of the Company.	Remuneration is decided by Board of Directors on the recommendation of Nomination & Remuneration Committee which is as per Remuneration Policy of the Company.

ANNEXURE TO THE NOTICE

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013

Item No. 6 to the Notice

Based on the recommendation of the Audit Committee, the Board of Directors at their meeting held on July 24, 2018, had appointed M/s. HVMN & Associates, a firm of Cost Accountants as Cost Auditors of the Company for auditing the cost records maintained by the company for the financial year 2018-19 and also fixed their remuneration for the said purpose.

Pursuant to the provisions of Section 148 and any other applicable provisions of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) remuneration payable to the Cost Auditors is required to be ratified and confirmed by the members of the Company.

Therefore, the Board of Directors recommends the proposed Ordinary Resolution set out at Item No. 6 for your approval.

None of the Directors, Key Managerial Personnel or their relatives are concerned or interested, financially or otherwise in the Resolution set out at Item No. 6 of the Notice calling AGM.

Necessary documents in this regard are available for inspection by the Members at the registered office of the Company during business hours on any working day.

Route Map to venue of 25th Annual General Meeting of KRBL Limited scheduled to be held on Monday, August 20, 2018, at 11.00 A.M.

Venue: Sri Sathya Sai International Centre, Pragati Vihar, Lodhi Road, New Delhi-110003



**Sri Sathya Sai International Centre,
Pragati Vihar, Lodhi Road, New Delhi-110003**

ATTENDANCE SLIP



Regd. Office: 5190, Lahori Gate, Delhi – 110006

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PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING

DP Id*	
Client Id*	

Folio No.	
No of Shares	

NAME AND ADDRESS OF THE SHAREHOLDER(S)

NAME AND ADDRESS OF THE PROXY HOLDER:

I hereby record my presence at the **25th ANNUAL GENERAL MEETING** held on Monday, August 20, 2018, at 11.00 A.M. at Sri Sathya Sai International Centre, Pragati Vihar, Lodhi Road, New Delhi-110003

*Applicable for investors holding shares in electronic form.

Signature of Shareholder / Proxy

Proxy Form

Form MGT-11 [Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]



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CIN: L01111DL1993PLC052845

25th Annual General Meeting on Monday, August 20, 2018, at 11.00 A.M.

Name of the member(s): Registered Address:		E-mail Id: Folio No/*Client Id: *DP Id:	
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I/We, being the member(s) of _____ shares of KRBL Limited, hereby appoint:

- 1) _____ of _____ having e-mail _____ or failing him/her
- 2) _____ of _____ having e-mail id _____ or failing him/her
- 3) _____ of _____ having e-mail id _____

and whose signature(s) are appended below as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 25th Annual General Meeting of the Company, to be held on Monday, August 20, 2018, at 11.00 A.M., at Sri Sathya Sai International Centre, Pragati Vihar, Lodhi Road, New Delhi-110003 and any adjournment thereof in respect of such resolutions as are indicated below:

** I wish my above Proxy to vote in the manner as indicated in the box below:

S.No.	Resolutions	For	Against
Ordinary Businesses			
1.	Consideration and Adoption of: (a) the Audited Financial Statement of the Company for the financial year ended March 31, 2018, together with the Reports of the Board of Directors and Auditors thereon; and (b) the Audited Consolidated Financial Statement of the Company for the financial year ended March 31, 2018, together with the Report of Auditors' thereon. (Ordinary Resolution)		
2.	Declaration of dividend of ₹ 2.30 per equity share on 23,53,89,892 equity shares of ₹ 1/- each for the financial year ended March 31, 2018. (Ordinary Resolution)		
3.	Appointment of Mr. Arun Kumar Gupta (DIN 00030127), who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment. (Ordinary Resolution)		
4.	Appointment of Mr. Anoop Kumar Gupta (DIN 00030160), who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment. (Ordinary Resolution)		
5.	Appointment of M/s. Walker Chandiok & Co, LLP, as Joint Statutory Auditors and to fix their remuneration. (Ordinary Resolution)		
Special Businesses			
6.	Ratification and confirmation of remuneration of Cost Auditors for the financial year 2018-19. (Ordinary Resolution)		

* Applicable for investors holding shares in electronic form.

Signed this _____ day of _____, 2018

Affix
Revenue
Stamp of
₹ 1/- and
sign across

Signature of Shareholder

Signature of first proxy holder

Signature of second proxy holder

Signature of third proxy holder

NOTES:

- (1) This proxy form in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting.
- (2) A proxy need not be a member of the Company.
- (3) A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person of shareholder.
- (4) This is only optional. Please put a 'X' in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
- (5) Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes.
- (6) In the case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.