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Telephone: +91-11-23968328, Fax: +91-11-23968327  
E-mail: investor@krblindia.com, Website: www.krblrice.com  
CIN: L01111DL1993PLC052845

## NOTICE OF 27<sup>th</sup> ANNUAL GENERAL MEETING

**NOTICE** is hereby given that the 27<sup>th</sup> Annual General Meeting ("AGM") of the Members of **KRBL Limited** will be held on Wednesday, 30 September 2020, at 12.00 Noon (IST), through Video Conferencing or Other Audio Visual Means (VC/OAVM) to transact the following business:

### ORDINARY BUSINESS:

1. To consider and adopt the Standalone and Consolidated Audited Financial Statements of the Company for the financial year ended 31 March 2020, together with the Reports of the Board of Directors and Auditors thereon.
2. To confirm payment of Interim Dividend of ₹ 2.80 per equity share on 23,53,89,892 equity shares of ₹ 1 each, already paid during the year as the Final Dividend for the financial year 2019-20.
3. To appoint a Director in place of Mr. Anil Kumar Mittal (DIN: 00030100), who retires by rotation and being eligible, offers himself for re-appointment.

### SPECIAL BUSINESS:

4. 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 all other applicable provisions, if any, of the Companies Act, 2013 and 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), the Remuneration of ₹ 70,000 (Rupees Seventy Thousand Only) plus taxes as applicable and 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, pertaining to energy segment, as prescribed under the Companies (Cost Records and Audit) Rules, 2014, as amended from time to time, for the financial year ending 31 March 2021, be and is hereby ratified and confirmed.

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

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

**"RESOLVED THAT** in accordance with the provisions of Sections 149, 150 and 160 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act'), and the Rules framed thereunder, read with Schedule IV of the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') (including any statutory modification(s) or re-enactment thereof for the time being in force), Ms. Priyanka Sardana (DIN: 00049811), who was appointed as an Additional Director of the Company with effect from 25 September 2019, pursuant to Section 161 of the Act and Article 112 of the Articles of Association of the Company, who has submitted the declaration that she meets the criteria for Independence as provided under the Act and the SEBI Listing Regulations and who holds office upto the date of this Annual General Meeting or the last date on which the Annual General Meeting should have been held, whichever is earlier, be and is hereby appointed as an Independent Non-Executive Director of the Company to hold office for a term of upto 5 (Five) consecutive years with effect from 25 September 2019 up till 24 September 2024 and whose office shall not be liable to retire by rotation."

6. 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 Sections 196, 197 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any

statutory modification (s) or re-enactment thereof for the time being in force) and applicable clauses of the Articles of Association of the Company and in consideration of the recommendation of Nomination and Remuneration Committee and approval of the Board of Director of the Company, the consent of the Members be and is hereby accorded for revision in the Remuneration of Ms. Priyanka Mittal (DIN: 00030479), Whole Time Director of the Company, on the terms and conditions as set out in the Explanatory Statement annexed to this Notice calling Annual General Meeting of the Company.

**RESOLVED FURTHER THAT** the terms of Remuneration may be altered, varied and modified from time to time by the Board of Directors (hereinafter referred to as "the Board" including any Committee/Sub-Committee of the Board) of the Company, as it may at their discretion deem fit so as not to exceed the limits as set out in the Explanatory Statement and limits as specified under the provisions of the Companies Act, 2013.

**RESOLVED FURTHER THAT** the Board of Directors (hereinafter referred to as "the Board" including any Committee/Sub-Committee of the Board) of the Company be and are hereby authorized 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 an **Ordinary Resolution:**

**"RESOLVED THAT** pursuant to the provisions of Section 188(1)(f) and other applicable provisions, if any, of the Companies Act, 2013, read with Companies (Meetings of Board and its Powers) Rules, 2014, (including any statutory modification(s) or re-enactment thereof for the time being in force) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the consent of the Members of the Company be and is hereby accorded for the revision in remuneration of Mr. Ashish Mittal (son of Mr. Anil Kumar Mittal, Chairman & Managing Director of the Company) holding office or place of profit as Manager-Procurement, upto an amount not exceeding ₹ 5,00,000 (Rupees Five Lacs Only) per month together with other benefits, perquisites, allowances, amenities and facilities in accordance with the policy of the Company, w.e.f. 01 April 2020.

**RESOLVED FURTHER THAT** the consent of the Members be and is hereby accorded to the Board of Directors / Nomination and Remuneration Committee of the Company, to finalise and decide the change in Designation/revision in the Remuneration payable to Mr. Ashish Mittal from time to time in accordance with the Company's policy on performance measurement and appraisal and to do all such acts, deeds, matters and things (including delegating such authority), as may be deemed necessary, proper or expedient to give effect to this resolution and for the matters connected therewith or incidental thereto."

8. 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 188(1)(f) and other applicable provisions, if any, of the Companies Act, 2013, read with Companies (Meetings of Board and its Powers) Rules, 2014, (including any statutory modification(s) or re-enactment thereof for the time being in force) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the consent of the Members of the Company be and is hereby accorded for the revision in remuneration of Mr. Kunal Gupta (son of Mr. Arun Kumar Gupta, Joint Managing Director of the Company) holding office or place of profit as Management Trainee-Rice Procurement, upto an amount not exceeding ₹ 5,00,000 (Rupees Five Lacs Only) per month together with other benefits, perquisites, allowances, amenities and facilities in accordance with the policy of the Company, w.e.f. 01 April 2020.

**RESOLVED FURTHER THAT** the consent of the Members be and is hereby accorded to the Board of Directors / Nomination and Remuneration Committee of the Company, to finalise and decide the change in Designation/revision in the Remuneration payable to Mr. Kunal Gupta from time to time in accordance with the Company's policy on performance measurement and appraisal and to do all such acts, deeds, matters and things (including delegating such authority), as may be deemed necessary, proper or expedient to give effect to this resolution and for the matters connected therewith or incidental thereto."

9. 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 188(1)(f) and other applicable provisions, if any, of the Companies Act, 2013, read with Companies (Meetings of Board and its Powers) Rules, 2014, (including any statutory modification(s) or re-enactment thereof for the time being in force) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the consent of the Members of the Company be and is hereby accorded for the revision in remuneration of Mr. Akshay Gupta (son of Mr. Anoop Kumar Gupta, Joint Managing Director of the Company) holding office or place of profit as Management Trainee-Finance Department, upto an amount not exceeding ₹ 5,00,000 (Rupees Five Lacs Only) per month together with other benefits, perquisites, allowances, amenities and facilities in accordance with the policy of the Company, w.e.f. 01 April 2020.

**RESOLVED FURTHER THAT** the consent of the Members be and is hereby accorded to the Board of Directors / Nomination and Remuneration Committee of the Company, to finalise

and decide the change in Designation/revision in the Remuneration payable to Mr. Akshay Gupta from time to time in accordance with the Company's policy on performance measurement and appraisal and to do all such acts, deeds, matters and things (including delegating such authority), as may be deemed necessary, proper or expedient to give effect to this resolution and for the matters connected therewith or incidental thereto."

10. 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 188(1)(f) and other applicable provisions, if any, of the Companies Act, 2013, read with Companies (Meetings of Board and its Powers) Rules, 2014, (including any statutory modification(s) or re-enactment thereof for the time being in force) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the consent of the Members of the Company be and is hereby accorded for the revision in remuneration of Mr. Ayush Gupta (son of Mr. Anoop Kumar Gupta, Joint Managing Director of the Company) holding office or place of profit as Management Trainee-Domestic Marketing, upto an amount not exceeding ₹ 5,00,000 (Rupees Five Lacs Only) per month together with other benefits, perquisites, allowances, amenities and facilities in accordance with the policy of the Company, w.e.f. 01 April 2020.

**RESOLVED FURTHER THAT** the consent of the Members be and is hereby accorded to the Board of Directors / Nomination and Remuneration Committee of the Company, to finalise and decide the change in Designation/revision in the Remuneration payable to Mr. Ayush Gupta from time to time in accordance with the Company's policy on performance measurement and appraisal and to do all such acts, deeds, matters and things (including delegating such authority), as may be deemed necessary, proper or expedient to give effect to this resolution and for the matters connected therewith or incidental thereto."

By Order of the Board  
For KRBL Limited

**Raman Sapra**  
Company Secretary  
M.No. F9233

**Place:** Noida, Uttar Pradesh  
**Date:** 11 August 2020

**Registered Office:**  
5190, Lahori Gate  
Delhi-110 006  
CIN: L01111DL1993PLC052845

#### Notes:

1. The Explanatory Statement pursuant to the Section 102 of the Companies Act, 2013, in respect of the Special Businesses as set out under Item No. 4 to 10 of the above notice is annexed hereto.
2. Electronic copy of all documents referred to the accompanying Notice of the 27<sup>th</sup> AGM including Statutory Registers maintained under Section 170 and Section 189 of the Companies Act, 2013, will be available for inspection by the Members in electronic mode on the website of the Company at [www.krblrice.com](http://www.krblrice.com) under the link Investor Relations.
3. In view of the massive outbreak of the COVID-19 pandemic and its continuing catastrophe, the Government of India, Ministry of Corporate Affairs ('MCA') permitted conducting Annual General Meeting ('AGM') through VC/OAVM and dispensed the personal presence of the Members at the meeting. Accordingly, the MCA vide its General Circular No. 14/2020 dated 08 April 2020, General Circular No. 17/2020 dated 13 April 2020 and General Circular No. 20/2020 dated 05 May 2020 (collectively referred to as 'MCA Circulars') and other applicable Circulars issued by Securities and Exchange Board of India (SEBI), has prescribed the procedures and manner of conducting the AGM through VC/OAVM (facility without the physical presence of the Members at a common venue). In compliance with the provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') (as amended) read with MCA Circulars, the 27<sup>th</sup> AGM of the Members will be held through VC/OAVM. Hence, Members can attend and participate in the AGM through VC/OAVM only. The detailed procedure for participation in the meeting through VC/OAVM is explained at Note No. 22 and also available on the website of the Company at [www.krblrice.com](http://www.krblrice.com) under the link Investor Relations.
4. In line with the various circulars of MCA read with SEBI circular dated 12 May 2020, the Notice of AGM along with Annual Report 2019-2020 is being sent only through electronic mode to those Members whose valid e-mail addresses are registered with the Company/ Depositories. Member may note that Notice of AGM and Annual Report for the year 2019-2020 has been uploaded on the website of the Company at [www.krblrice.com](http://www.krblrice.com) under the link Investor Relations. The Notice can also be accessed from the website of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively and the same is also available on the website of CDSL (agency for providing the Remote e-Voting facility) i.e. [www.evotingindia.com](http://www.evotingindia.com).
5. The deemed venue for 27<sup>th</sup> AGM shall be the Registered Office of the Company i.e. 5190, Lahori Gate, Delhi-110 006 and the proceedings of the AGM shall be deemed to be made thereat.

6. Pursuant to the Circular No. 14/2020 dated 08 April 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the Members is not available for this AGM and therefore, the Proxy Form and Attendance Slip including Route Map are not annexed to this Notice. However, Institutional / Corporate Members are entitled to appoint authorized representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting. Detailed procedure to participate and to cast vote has explained at Instructions for E-voting section.
7. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
8. 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, 23 September 2020 to Wednesday, 30 September 2020 (both days inclusive) for the purpose of AGM.
9. Members holding shares in electronic form are requested to intimate all changes pertaining to their bank particulars, nominations, power of attorney, address, name, e-mail address, contact numbers, PAN, 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 Share Transfer Agent (RTA) to provide efficient and better services. Members holding shares in physical form are requested to intimate such changes to the Company or RTA.
10. Members holding shares in physical form are requested to dematerialize their holding in order to eliminate all risks associated with physical shares. Members can contact the Company or RTA for further assistance.
11. In case of joint holders attending the AGM, 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.
12. Details of Director retiring by rotation/seeking re-appointment at the ensuing AGM is annexed to the notice.
13. In terms of the provisions of Section 124 of the Companies Act, 2013, read with Investor Education and Protection Fund (IEPF) 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 2012-13 is due for transfer to the said fund on 30 October 2020. 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.

Further, 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 2019-2020, the Company has transferred 6180 equity shares which belongs to total 37 (Thirty Seven) Shareholders whose dividend was not been paid or claimed for 7 (Seven) consecutive years or more as on the due date of transfer i.e. 01 November 2019, 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 National Securities Depository Limited.

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>

Below-mentioned are the details of dividend declared by the Company and their respective due dates of transfer of unpaid or unclaimed dividend to IEPF:

Date of Declaration of Dividend	Dividend for the year	Due Date of transfer to IEPF
23 September 2013	2012-13	30 October 2020
09 September 2014	2013-14	16 October 2021
28 September 2015	2014-15	05 November 2022
10 March 2016	2015-16 (Interim)	16 April 2023
26 September 2017	2016-17	02 November 2024
20 August 2018	2017-18	26 September 2025
13 September 2019	2018-19	20 October 2026
27 February 2020	2019-20 (Interim)	04 April 2027

14. Members who have neither received nor encashed their dividend warrant(s) for the financial year 2012-2013 to 2019-2020 are requested to write to the Company, mentioning the relevant Folio number or DP Id and Client Id, for issuance of demand draft.
15. 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 to the Company or RTA.

The Equity Shares of the Company are listed on the following Stock Exchanges:

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

The Company has paid the Annual Listing Fees for the financial year 2019-2020 to the National Stock Exchange of India Limited and BSE Limited.

The Company has paid Annual Custodial Fees for the financial year 2019-2020 to National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL).

16. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended), and MCA Circulars dated 08 April 2020, 13 April 2020 and 05 May 2020, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
17. The Company has appointed Mr. Deepak Kukreja, Partner M/s. DMK Associates to act as the Scrutinizer and Ms. Monika Kohli, Partner M/s. DMK Associates as alternate Scrutinizer to scrutinize the remote e-voting process in a fair and transparent manner.
18. The Scrutinizer shall, immediately after the conclusion of e-voting at the AGM, thereafter unblock the votes cast through remote e-voting and make, not later than 48 hours of conclusion of the AGM, a consolidated Scrutinizer Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same.
19. The Results declared along with the Scrutinizer's Report shall be placed on the website of the Company at www.krblrice.com under the link Investor Relations and on the website of CDSL at www.evotingindia.com, 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.

20. The Members can join the AGM through the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1,000 Members on first come first served basis. This will not include large Shareholders i.e. Shareholders holding 2% or more shareholding, Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc., who are allowed to attend the AGM without restriction on account of first come first served basis.
21. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated 13 April 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.krblrice.com under the link Investor Relations. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively. The AGM Notice is also disseminated on the website of CDSL (agency providing Remote e-Voting facility and e-voting system during the AGM) i.e. www.evotingindia.com.
22. **CDSL INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM E-VOTING SYSTEM – FOR REMOTE E-VOTING AND E-VOTING DURING AGM**

**THE INSTRUCTIONS FOR SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER:**

- (i) The voting period begins on 27 September 2020 (09.00 A.M.) and ends on 29 September 2020 (05.00 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 23 September 2020, 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 CDSL e-voting website www.evotingindia.com.
- (iii) The Shareholders who have cast their vote by remote e-voting prior to the AGM may also attend/ participate in the AGM through VC/OAVM but shall not be entitled to cast their vote again.
- (iv) Click on "Shareholders" module.
- (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. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

OR

Alternatively, if you are registered for CDSL's **EASI/EASIEST** e-services, you can log-in at <https://www.cdslindia.com> from **Login - Myeasi** using your login credentials. Once you successfully log-in to CDSL's **EASI/EASIEST** e-services, click on **e-Voting** option and proceed directly to cast your vote electronically.

- (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 e-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 Shareholders 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) <ul style="list-style-type: none"> <li>• Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.</li> </ul>
Dividend Bank Details OR Date of Birth (DOB)	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. <ul style="list-style-type: none"> <li>• 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 (v).</li> </ul>

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, Shareholders 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 Shareholders 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 for the relevant <Company Name> on which you choose to vote.
- (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 a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xviii) If a demat account holder has forgotten the login 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) Shareholders can also cast their vote using CDSL's mobile app "**m-Voting**". The m-Voting app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app while Remote Voting on your mobile.

**Process for those Shareholders whose e-mail addresses are not registered with the Depositories for obtaining login credentials for e-voting for the resolutions proposed in this notice:**

1. For Physical Shareholders- please provide necessary details like Folio No., Name of Shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by e-mail to **Company/RTA e-mail id**.
2. For Demat Shareholders - please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card),

AADHAR (self attested scanned copy of Aadhar Card) to **Company/RTA e-mail id**.

3. The Company/RTA shall co-ordinate with CDSL and provide the login credentials to the above mentioned Shareholders.

**Instructions for Shareholders attending the AGM through VC/OAVM are as under:**

1. Shareholder will be provided with a facility to attend the AGM through VC/OAVM through the CDSL e-Voting system. Shareholders may access the same at <https://www.evotingindia.com> under Shareholders/Members login by using the remote e-voting credentials. The link for VC/OAVM will be available in Shareholder/Members login where the EVSN of Company will be displayed.
2. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
3. Further Shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance **latest by 26 September 2020**, mentioning their name, demat account number/folio number, e-mail id, mobile number at [cs@krblindia.com](mailto:cs@krblindia.com). The Shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **latest by 23 September 2020**, mentioning their name, demat account number/folio number, e-mail id, mobile number at [cs@krblindia.com](mailto:cs@krblindia.com). These queries will be replied to by the Company suitably by e-mail.
6. Those Shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

**Instructions for Shareholders for e-voting during the AGM are as under:-**

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
  2. Only those Shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
  3. If any Votes are cast by the Shareholders through the e-voting available during the AGM and if the same Shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such Shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the Shareholders attending the meeting.
  4. Shareholders who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
- (xx) Note for Non – Individual Shareholders and Custodians
1. Non-Individual Shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module.
  2. A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  3. 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.
  4. The list of accounts linked in the login 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.
  5. 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.

6. Alternatively Non Individual Shareholders are required to send the relevant Board Resolution/ Authority Letter etc., together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the e-mail address viz; cs@krblindia.com, if they have voted from individual tab and not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

Dalvi, Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25<sup>th</sup> Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai-400 013 or send an e-mail to helpdesk.evoting@cdslindia.com or call on +91-22-23058542/43.

(xxi) If you have any queries or issues regarding attending AGM and e-Voting from the e-Voting System, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an e-mail to helpdesk.evoting@cdslindia.com or contact Mr. Nitin Kunder (+91-22-23058738) or Mr. Mehboob Lakhani (+91-22-23058543) or Mr. Rakesh Dalvi (+91-22-23058542).

(xxii) All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh

### ADDITIONAL INFORMATION REQUIRED TO BE FURNISHED PURSUANT TO SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARD-2 ON GENERAL MEETINGS:

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 seeking appointment/re-appointment are as under:

Particulars	Mr. Anil Kumar Miittal (DIN: 00030100)
Designation	Chairman & Managing Director
Age	69 Years
Qualification	Arts Graduate from Delhi University
Date of First Appointment on the Board	30 March 1993
Experience and Expertise	Mr. Anil Kumar Mittal is having more than 44 years of experience in the field of Rice Industry. The Visionary behind the success of the Company. Mr. Mittal is the founder Chairman of KRBL Limited. He has been instrumental in turning the Company into a global brand and the leader in Indian Basmati Industry. He was also the President of All India Rice Exporters Associations and presently he is the President of the Basmati Rice Farmers and Exporters Development Forum. He also formulates the marketing strategy of the Company and supervises the marketing functions
Numbers of Board Meetings attended during the year	4
Directorship and Committee Membership held in other Companies as on 31 March 2020	Directorship:- 1. India Gate Foods Private Limited 2. KRBL Infrastructure Limited 3. Radha Raj Infrastructure Private Limited 4. Solid Infradevelopers Private Limited 5. Aakash Hospitality Private Limited 6. Adwet Warehousing Private Limited 7. Padmahasta Warehousing Private Limited 8. KRBL Foods 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 14. KRBL Foundation Committee Membership:- Nil



Particulars	Mr. Anil Kumar Mittal (DIN: 00030100)
Inter-se relationships between Directors & Key Managerial Personnel	Mr. Arun Kumar Gupta and Mr. Anoop Kumar Gupta, Joint Managing Directors are brothers of Mr. Anil Kumar Mittal and Ms. Priyanka Mittal, Whole Time Director is the daughter of Mr. Anil Kumar Mittal
Shareholding in the Company as on 31 March 2020 (including holding in the capacity of Karta of HUF and Trustee of Trust)	4,66,49,796 Equity Shares
Terms & Conditions for re-appointment	Terms & Conditions of appointment or re-appointment are as per the Nomination and Remuneration Policy of the Company as displayed on the Company's website i.e. www.krblice.com
Details of Remuneration last drawn	Remuneration last drawn during Financial Year 2019-2020 is ₹ 119.06 Lacs
Details of Remuneration sought to be paid	Remuneration is decided by Board of Directors on the recommendation of Nomination and Remuneration Committee which is as per the Nomination and Remuneration Policy of the Company

Particulars	Ms. Priyanka Sardana (DIN: 00049811)
Designation	Independent Non-Executive Director
Age	53 Years
Qualification	<ul style="list-style-type: none"> <li>➤ LL.B</li> <li>➤ PG Diploma in Intellectual Rights Law</li> <li>➤ PG Diploma in Human Rights Law</li> <li>➤ MA (English)</li> <li>➤ M.Phil. (English)</li> </ul>
Date of First Appointment on the Board	25 September 2019
Experience and Expertise	Ms. Priyanka Sardana is a renowned lawyer and in practice since last 29 years. She has vast domestic and international experience of civil, criminal and service matters. At present, She is a Life Member Supreme Court Bar Association (SCBA), Indian Institute of Law, International Society of Law, Bar Association of India and also Arbitrator of Indian Council of Arbitrators and Mediator of Delhi State Legal Services Authority
Numbers of Board Meetings attended during the year	2
Directorship and Committee Membership held in other Companies as on 31 March 2020	Directorship:- 1. Achievers Resources Private Limited 2. Food Security And Sustainable Agriculture Foundation  Committee Membership:- Nil
Inter-se relationships between Directors & Key Managerial Personnel	No Inter-se relationships between Directors and Key Managerial Personnel.
Shareholding in the Company as on 31 March 2020	Nil
Terms & Conditions for re-appointment	Terms & Conditions of appointment or re-appointment are as per the Nomination and Remuneration Policy of the Company as displayed on the Company's website i.e. www.krblice.com
Details of Remuneration last drawn	Apart from receiving sitting fees for attending Board Meetings, she has not drawn any remuneration in financial year 2019-2020
Details of Remuneration sought to be paid	No remuneration is sought to be paid

## ANNEXURE TO THE NOTICE

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

#### Item No. 4 to the Notice

Based on the recommendation of the Audit Committee, the Board of Directors at its meeting held on 11 August 2020, had appointed M/s. HMVN & Associates, Cost Accountants, as Cost Auditors of the Company for auditing the Cost Records of the Company pertaining to energy segment for the financial year 2020-21 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), the remuneration payable to the Cost Auditors is required to be ratified and approved by the Members of the Company.

The Board recommends the proposed Resolution set out in Item No. 4 for the approval of Members of the Company as an Ordinary Resolution.

None of the Directors or Key Managerial Personnel of the Company or their relatives are in any way concerned or interested financially or otherwise in the Resolution set out at Item No. 4 of the Notice Calling AGM.

Necessary documents in this regard are available for inspection by the Members in electronic mode on the website of the Company at [www.krblrice.com](http://www.krblrice.com) under the link Investor Relations.

#### Item No. 5 to the Notice

Pursuant to the provisions of Section 149, 150 and 160 of the Companies Act, 2013 and Article 112 of Articles of Association of the Company, the Board of Directors, on the recommendation of Nomination and Remuneration Committee, appointed Ms. Priyanka Sardana (DIN: 00049811) as an Additional Director of the Company under the category Independent Non-Executive, with effect from 25 September 2019. Ms. Priyanka Sardana shall hold office upto the date of forthcoming Annual General Meeting or the last date on which the Annual General Meeting should have been held, whichever is earlier, and is eligible to be appointed as an Independent Director for a term upto 5 (Five) consecutive years.

The Company has received notice under Section 160 of the Companies Act, 2013 from Ms. Priyanka Sardana signifying her candidature as an Independent Director of the Company. The Company has also received a declaration of independence from Ms. Priyanka Sardana. In the opinion of the Board, Ms. Priyanka Sardana fulfils the conditions as set out in Section 149(6) and Schedule IV of the Companies Act, 2013 and

SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') for being eligible for her appointment. Ms. Priyanka Sardana is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and has given her consent to act as a Director.

A brief profile of Ms. Priyanka Sardana, including nature of her expertise, is provided as an additional information required to be furnished pursuant to SEBI Listing Regulations, and Secretarial Standard-2 on General Meetings, forms part of the Notice calling AGM.

Except Ms. Priyanka Sardana, being an appointee, none of the Directors or Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the Resolution set out at Item No. 5 of the Notice calling AGM.

The Board recommends the proposed Resolution set out in Item No. 5 for the approval of Members of the Company as an Ordinary Resolution.

Necessary documents in this regard are available for inspection by the Members in electronic mode on the website of the Company at [www.krblrice.com](http://www.krblrice.com) under the link Investor Relations.

#### Item No. 6 to the Notice

Ms. Priyanka Mittal (DIN: 00030479) was re-appointed as Whole Time Director of the Company for a period of 5 years w.e.f. 26 September 2017, on the remuneration and other terms and conditions as approved by the Members of the Company in the 24<sup>th</sup> AGM held on 26 September 2017.

In this regard, considering the roles, responsibilities and rich experience of Ms. Priyanka Mittal as Whole Time Director of the Company as mentioned below, the Board recommends the proposed Resolution set out in Item No. 6 for the approval of Members of the Company as an Ordinary Resolution.

Brief profile of Ms. Priyanka Mittal:

Ms. Priyanka Mittal is a Whole Time Director on the Board of KRBL Limited. She is responsible for international sales & marketing of the branded business of KRBL Limited. She is graduate of Harvard Business School's OPM programme and an undergraduate of University of Southern California. She is on the Board of the University of Southern California Viterbi School of Engineering. In 2018, she was awarded the Business Woman of the Decade Award by WEF (Woman Economic Forum). Given her interest in promoting women leadership she was also a Special Advisor to the Women Political Leaders Global Forum (formally known as Women in Parliament, a European Parliament Initiative). She was the first woman elected as the Northern Region Chairperson of FIEO, Ministry of Commerce, and Government of India. In the past she has been Co-Chairperson of Foreign Trade & Investment

Committee as well as the Chairperson Agri Committee, PHD Chamber of Commerce and Industry. She has given presentation to the President of Nigeria and key political heads of state on Nigeria's potential on rice self-sufficiency with the collaboration with KRBL. She also represented the Indian Rice industry in a CII delegation to Malaysia for open market access on agriculture commodities from India. Besides, she had also put forward India's interest to BERNAS, Malaysia's Rice controlling body. Ms Mittal's recent subjects of interest and talks have been food security and sustainability, hunger and malnutrition issues, supply chain management and food storage and wastage.

The revised terms of remuneration payable to Ms. Priyanka Mittal are set out below:-

**Salary:**

Not Exceeding ₹ 1,50,00,000 (Rupees One Crore and Fifty Lacs Only) per annum.

**Perquisites/ Benefit:**

Ms. Priyanka Mittal, Whole Time Director, shall be entitled to the perquisites as per the policy of the Company and within the limits of Section 197 of Companies Act, 2013. The same includes but not limited to the benefit of rent free accommodation for self and family or house rent allowance in lieu thereof, Company car with chauffeur, telephone at residence/cellular phones, statutory contribution to retirement funds, club membership fees, medical coverage, overseas medical expenses, leave encashment and long service award and other benefits/allowances in accordance with the scheme(s) and policy of the Company from time to time, for the aforesaid benefits.

The total remuneration and perquisites/benefits contemplated above, including contribution towards PF/superannuation fund, annuity fund, gratuity fund etc. payable shall not exceed 5% where there is only one Managing Director/Whole-Time Director(s) and 10% where there are more than one Managing Director/ Whole-Time Director(s) of the net profits of the Company calculated in accordance with Section 197 and 198 read with Schedule V of Companies Act, 2013 or any amendment thereto or any other provisions as may be applicable.

Except Ms. Priyanka Mittal, Mr. Anil Kumar Mittal, Mr. Arun Kumar Gupta and Mr. Anoop Kumar Gupta, no other Director or Key Managerial Personnel of the Company or their relatives are

in any way concerned or interested financially or otherwise, in the Resolution No. 6 of the Notice calling AGM.

Necessary documents in this regard are available for inspection by the Members in electronic mode on the website of the Company at [www.krblrice.com](http://www.krblrice.com) under the link Investor Relations.

**Item No. 7, 8, 9 and 10 to the Notice**

The provisions of Section 188(1) of the Companies Act, 2013 that govern the Related Party Transactions, require that for entering into any contract or arrangement as mentioned therein with the related party, the Company must obtain approval of the Audit Committee and the Board of Directors and in case of the value of the transactions exceeding the threshold limits as mentioned in Rule 15(3) of the Companies (Meeting of the Board and its Powers) Rules, 2014, (as amended) prior approval of Members by an Ordinary Resolution needs to be obtained.

Section 188(1)(f) of the Companies Act, 2013 provides for the Related Party's appointment to any office or place of profit in the Company, its Subsidiary Company or Associate Company. Further, the Company is required to obtain the prior approval of Members for appointment to any office or place of profit in the Company in case the monthly Remuneration to be paid exceeds ₹ 2,50,000 (Rupees Two Lacs and Fifty Thousand Only).

In this regard, Mr. Ashish Mittal (son of Mr. Anil Kumar Mittal-Chairman & Managing Director of the Company) was appointed by Members vide Postal Ballot on 19 September 2008. Whereas, Mr. Kunal Gupta (son of Mr. Arun Kumar Gupta, Joint Managing Director of the Company), Mr. Akshay Gupta and Mr. Ayush Gupta (son of Mr. Anoop Kumar Gupta, Joint Managing Director of the Company), were appointed by Members at the AGM held on 25 September 2012, and holding office or place of profit in the Company.

Considering their qualifications and experience as mentioned below, the Board of Directors of the Company on the recommendation of the Nomination and Remuneration Committee at their meeting held on 11 August 2020, had approved the revision in Remuneration upto an amount not exceeding ₹ 5,00,000 (Rupees Five Lacs Only) each, per month together with other benefits, perquisites, allowances, amenities and facilities in accordance with the Policy of the Company, w.e.f. 01 April 2020.

**Brief profile:**

<b>Mr. Ashish Mittal</b>	<b>Mr. Kunal Gupta</b>	<b>Mr. Akshay Gupta</b>	<b>Mr. Ayush Gupta</b>
<ul style="list-style-type: none"> <li>Mr. Ashish Mittal is having immense knowledge and 15 fruitful years of business experience. His valuable skills and expertise has brought a lot of change in the field of factory operations and technology.</li> <li>Mr. Ashish Mittal is looking after all the factory operations including procurement, production, seed development etc. at Gautam Budh Nagar Unit. He is also looking after the packaging development, agri-extension activities in contact farming network, advancing quality of seed and all the guidance related to pesticide free crop to the farmer.</li> <li>Mr. Ashish Mittal has accomplished his Bachelors in Business Administration from University of Northridge, California, USA in the year 2004.</li> </ul>	<ul style="list-style-type: none"> <li>Mr. Kunal Gupta is having a passion for rice and milling. He has continued the family tradition by undertaking an integrated approach to optimize operations and utilization of production plants within KRBL Ltd.</li> <li>Kunal's journey is in Rice Procurement Department and leading the operations at the flagship Dhuri plant, in-charge of all rice and paddy commodity procurement and trading activity has been transformational. Under his supervision over past eight years, Dhuri plant has transformed into tightly run integrated unit with not only improvement in milling and output but also cost optimisation throughout the supply chain.</li> <li>Kunal attained his B.Sc in Business Management from the Cox School of Business, Southern Methodist University in Texas, USA and that gave him the solid foundation to lead basmati paddy supply chain management while constantly pursuing improvement in paddy milling technologies for effective yield of paddy and head rice recovery at KRBL Ltd.</li> </ul>	<ul style="list-style-type: none"> <li>Mr. Akshay Gupta has worked in the Rice industry for 8 years, gained unparalleled experience in procurement, shipping logistics and sales. He is responsible for developing new markets for the Company for both Basmati and Non-Basmati rice products. He is passionate about advancing agri-tech and extension services in Basmati rice growing areas and also has a keen interest in finance.</li> <li>Mr. Akshay Gupta achieved his graduate degree B.Sc in Finance and Operations Management from Indiana University in the year 2011. He has recently become a member of Entrepreneur's Organisation Gurgaon Chapter.</li> </ul>	<ul style="list-style-type: none"> <li>Mr. Ayush Gupta has invested 8 fruitful years in the family business gaining in-depth knowledge and experience in the field of retail and distribution. He has an inherent passion to understand consumer behavior and their decision making. This knowledge lays foundation to his fundamental principles of branding and provide solid rationale for branding decisions.</li> <li>Ayush having graduated cum laude from Kelley School of Business, Indiana University with a B.Sc in Marketing and Operations Management is spearheading the Company's domestic business.</li> </ul>

Further Second proviso to Section 188(1) of the Companies Act, 2013 provides that no related party shall vote to approve such resolutions whether the related party is interested in the transaction or not. Therefore, none of the related party will vote on the Resolution No. 7, 8, 9 and 10 of the Notice calling AGM.

The Audit Committee and the Board of Directors of the Company have approved these Related Party Transactions. Since the proposed Remuneration exceeds the limit prescribed under the Section 188(1)(f) of the Companies Act, 2013, the Board recommends the proposed Resolution set out in Item No. 7, 8, 9 and 10 for the approval of Members of the Company as an Ordinary Resolution.

Except Mr. Anil Kumar Mittal, Mr. Arun Kumar Gupta, Mr. Anoop Kumar Gupta and Ms. Priyanka Mittal, no other Director or Key Managerial Personnel of the Company or their relatives are in any way concerned or interested financially or otherwise in the Resolution No. 7, 8, 9 and 10 of the Notice calling AGM.

Necessary documents in this regard are available for inspection by the Members in electronic mode on the website of the Company at [www.krblrice.com](http://www.krblrice.com) under the link Investor Relations.