

ANNEXURE I**Format of report on Corporate Governance to be submitted by a listed entity on quarterly basis**

1.	Name of Listed Entity	:	KRBL Limited
2.	Quarter ending	:	31 March 2023

I. Composition of Board of Directors									
Title (Mr./ Ms.)	Name of the Director	- DIN	Category (Chairperson/ Executive/ Non-Executive/ Independent) §	- Date of Birth - Initial Date of appointment - Date of Re-Appointment - Date of Cessation	Tenure (In Months) Whether Special Resolution passed? [Refer Reg. 17(1A) of LODR	Whether the director is disqualified?	- No. of Directorship (Regulation 17A) - No. of Independent Directorship [Regulation 17A(1)] in listed entities including this listed entity	No. of membership in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No. of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
Mr.	Anil Kumar Mittal	00030100	C-MD-E	03.03.1951 30.03.1993 02.12.2019 --	-- NA	No	1 0	0	0
Mr.	Arun Kumar Gupta	00030127	MD-E	12.05.1957 30.03.1993 02.12.2019 --	-- NA	No	1 0	0	0
Mr.	Anoop Kumar Gupta	00030160	MD-E	13.02.1959 30.03.1993 02.12.2019 --	-- NA	No	1 0	1	0
Ms.	Priyanka Mittal	00030479	E	06.04.1977 28.11.2000 26.09.2022 --	-- NA	No	1 0	0	0



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Mr.	Vinod Ahuja	00030390	NE-I	27.11.1947 09.09.2014 14.09.2019 --	102.23* Yes 13.09.2019	No	1 1	2	0
Mr.	Ashwani Dua#	01097653	NE-I	21.11.1971 09.09.2014 14.09.2019 09.01.2023	100.01* NA	No	1 1	2	1
Mr.	Shyam Arora	00742924	NE-I	20.09.1947 09.09.2014 14.09.2019 --	102.23* Yes 13.09.2019	No	1 1	2	0
Mr.	D K Agarwal	06754542	NE-I	02.12.1954 09.09.2014 14.09.2019 --	102.23* NA	No	1 1	1	1
Ms.	Priyanka Sardana	00049811	NE-I	15.02.1967 25.09.2019 25.09.2019 --	42.07* NA	No	1 1	1	1
Whether the listed entity has a Regular Chairperson				Yes					
Whether Chairperson is related to MD or CEO				Yes					
*	Tenure of Independent Directors starts from their initial date of appointment after enactment of Companies Act, 2013.								
#	Mr. Ashwani Dua resigned from the position of Independent Director w.e.f. 09 January 2023 i.e. during the quarter ended 31 March 2023.								



Cont.... (3)

II. Composition of Committee					
Name of Committee	DIN Number	Name of Committee Members	Category (Chairperson/ Executive/ Non-Executive/Independent/Nominee)	Date of Appointment	Date of Cessation*
1. Audit Committee	06754542	Mr. Devendra Kumar Agarwal	C-NE-I	08.05.2014	-
	00030160	Mr. Anoop Kumar Gupta	MD-E	24.07.2018	-
	01097653	Mr. Ashwani Dua	NE-I	28.06.2008	09.01.2023*
	00030390	Mr. Vinod Ahuja	NE-I	30.01.2006	-
	00742924	Mr. Shyam Arora	NE-I	02.02.2016	-
Whether the Audit Committee has a regular Chairperson			Yes		
2. Nomination & Remuneration Committee	01097653	Mr. Ashwani Dua	C-NE-I	31.07.2009	09.01.2023*
	00030390	Mr. Vinod Ahuja	C-NE-I	31.07.2009#	-
	00742924	Mr. Shyam Arora	NE-I	02.02.2016	-
	06754542	Mr. Devendra Kumar Agarwal	NE-I	03.02.2023	-
	00049811	Ms. Priyanka Sardana	NE-I	08.11.2021	-
Whether the Nomination & Remuneration Committee has a regular Chairperson			Yes		
3. Stakeholders Relationship Committee	01097653	Mr. Ashwani Dua	C-NE-I	15.05.2008	09.01.2023*
	00049811	Ms. Priyanka Sardana	C-NE-I	03.02.2023	-
	00030390	Mr. Vinod Ahuja	NE-I	15.05.2008	-
	00742924	Mr. Shyam Arora	NE-I	02.02.2016	-
Whether the Stakeholders Relationship Committee has a regular Chairperson			Yes		
4. Risk Management Committee	00030127	Mr. Arun Kumar Gupta	C-MD-E	18.02.2015	-
	00030160	Mr. Anoop Kumar Gupta	MD-E	18.02.2015	-
	01097653	Mr. Ashwani Dua	NE-I	04.08.2021	09.01.2023*
	00030390	Mr. Vinod Ahuja	NE-I	03.02.2023	-
	99999999	Mr. Ashish Jain	CFO	08.11.2021	-
Whether Risk Management Committee has a regular Chairperson			Yes		
§C: Chairperson; MD: Managing Director; I: Independent; E: Executive; NE: Non-Executive;					
* Mr. Ashwani Dua resigned from the position of Independent Director and Chairmanship/Membership of all Board Committees w.e.f. 09 January 2023 i.e. during the quarter ended 31 March 2023.					
# Mr. Vinod Ahuja has been re-designated as Chairman of Nomination and Remuneration Committee w.e.f 3 rd February 2023.					

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III. Meeting of Board of Directors							
Date (s) of Meeting in the previous quarter	Date (s) of Meeting in the relevant quarter	Maximum gap between any two consecutive meeting (in No. of days)	Whether requirement of Quorum met (Yes/No)	Total No. of Directors as on Date of the Meeting	No. of Directors present (All Directors including Independent Directors)	No. of Independent Directors attending the meeting	
11.11.2022	-	-	Yes	9	9	5	
-	03.02.2023	83	Yes	8	8	4	
IV. Meeting of Committees							
Name of Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive meetings (in number of days)	Whether requirement of Quorum met (Yes/No)	Total No. of Directors in the Committee as on date of the Meeting	No. of Directors present (All Directors including Independent Directors)	No. of Independent Directors attending the meeting	No. of Members attending the Meeting (other than Board of Directors)
Audit Committee	11.11.2022	--	Yes	5	5	4	-
	03.02.2023	83	Yes	4	4	3	-
Stakeholders Relationship Committee	11.11.2022	--	Yes	3	3	3	-
	03.02.2023	83	Yes	3	2	2	-
Nomination and Remuneration Committee	-	--	-	-	-	-	-
	03.02.2023	--	Yes	3	2	2	-
Risk Management Committee	-	--	-	-	-	-	-
	06.02.2023	--	Yes	3	3	1	1

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V. Related Party Transactions	
Subject	Compliance Status (Yes/No/NA)
Whether prior approval of Audit Committee obtained	Yes*
Whether shareholder approval obtained for material RPT	NA
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes

There was no material transaction with any Related Party during the quarter ended 31 March 2023

VI. Affirmations	
1.	The composition of Board of Directors is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. - Yes
2.	The composition of the following Committees is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015
a.	Audit Committee – Yes
b.	Nomination and Remuneration Committee – Yes
c.	Stakeholders Relationship Committee – Yes
d.	Risk Management Committee (applicable to the top 500 listed entities) – Yes
3.	The Committee Members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. – Yes
4.	The meetings of the Board of Directors and the above Committees have been conducted in the manner as specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. – Yes
5	a. This report and/or the report submitted in the previous quarter have been placed before the Board of Directors. – Yes
b.	Any comments/observations/advice of Board of Directors may be mentioned here. NA



Annexure II

Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)

I. Website				
I. Disclosure on website in terms of Listing Regulations				
S. No.	Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	Web address
1	Details of business	Yes		https://krblrice.com/krbl-corporate-profile/
2	Terms and conditions of appointment of independent directors	Yes		https://krblrice.com/Terms-&-Conditions-of-Appointment-of-Independent-Directors.pdf
3	Composition of various committees of board of directors	Yes		https://krblrice.com/committees-of-board-of-directors/
4	Code of conduct of board of directors and senior management personnel	Yes		https://krblrice.com/codes/Code-of-Business-Conduct-and-Ethics.pdf
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		https://krblrice.com/policy-guidelines/Vigil-Mechanism-(Whistle-Blower%20Policy).pdf
6	Criteria of making payments to non-executive directors	Yes		https://krblrice.com/policy-guidelines/Criteria-for-making-payment-to-Independent-Directors.pdf
7	Policy on dealing with related party transactions	Yes		https://krblrice.com/wp-content/uploads/2022/03/1.-Policy-on-Related-Party-Transactions..pdf
8	Policy for determining 'material' subsidiaries	Yes		https://krblrice.com/policy-guidelines/Policy-For-Determining-Material-Subsidiaries.pdf
9	Details of familiarization programmes imparted to independent directors	Yes		https://krblrice.com/wp-content/uploads/2022/06/Familiarization.pdf
10	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes		https://krblrice.com/investor-support/
11	email address for grievance redressal and other relevant details	Yes		https://krblrice.com/investor-support/
12	Financial results	Yes		https://krblrice.com/results/
13	Shareholding pattern	Yes		https://krblrice.com/shareholding-patterns/
14	Details of agreements entered into with the media companies and/or their associates	NA		
15	Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	Yes		https://krblrice.com/schedule-of-investor-meet/



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16	New name and the old name of the listed entity	NA		
17	Advertisements as per regulation 47 (1)	Yes		https://krblrice.com/newspaper-publications/
18	Credit rating or revision in credit rating obtained	Yes		https://krblrice.com/credit-rating-2/
19	Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	Yes		https://krblrice.com/subsidiary-companies/
20	Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes		https://krblrice.com/investor-relation/
21	Materiality Policy as per Regulation 30	Yes		https://krblrice.com/policy-guidelines/Policy%20for%20Determination%20of%20Materiality.pdf
22	Dividend Distribution policy as per Regulation 43A (as applicable)	Yes		https://krblrice.com/policy-guidelines/REVISED_DIVIDEND_DISTRIBUTION_POLICY.pdf
23	It is certified that these contents on the website of the listed entity are correct	Yes		

II. Annual Affirmations

S. No.	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes	
2	Board composition	17(1), 17(1A) & 17(1B)	Yes	
3	Meeting of Board of directors	17(2)	Yes	
4	Quorum of Board meeting	17(2A)	Yes	
5	Review of Compliance Reports	17(3)	Yes	
6	Plans for orderly succession for appointments	17(4)	Yes	
7	Code of Conduct	17(5)	Yes	
8	Fees/compensation	17(6)	Yes	
9	Minimum Information	17(7)	Yes	



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10	Compliance Certificate	17(8)	Yes	
11	Risk Assessment & Management	17(9)	Yes	
12	Performance Evaluation of Independent Directors	17(10)	Yes	
13	Recommendation of Board	17(11)	Yes	
14	Maximum number of Directorships	17A	Yes	
15	Composition of Audit Committee	18(1)	Yes	
16	Meeting of Audit Committee	18(2)	Yes	
17	Composition of nomination & remuneration committee	19(1) & (2)	Yes	
18	Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes	
19	Meeting of Nomination and Remuneration Committee	19(3A)	Yes	
20	Composition of Stakeholder Relationship Committee	20(1), 20(2) & 20(2A)	Yes	
21	Meeting of Stakeholders Relationship Committee	20(3A)	Yes	
22	Composition and role of risk management committee	21(1),(2),(3),(4)	Yes	
23	Meeting of Risk Management Committee	21(3A)	Yes	
24	Vigil Mechanism	22	Yes	
25	Policy for related party Transaction	23(1),(1A),(5),(6),(7) & (8)	Yes	
26	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes	
27	Approval for material related party transactions	23(4)	NA	
28	Disclosure of related party transactions on consolidated basis	23(9)	Yes	
29	Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA	
30	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes	



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31	Annual Secretarial Compliance Report	24(A)	Yes	
32	Alternate Director to Independent Director	25(1)	NA	
33	Maximum Tenure	25(2)	Yes	
34	Meeting of independent directors	25(3) & (4)	Yes	
35	Familiarization of independent directors	25(7)	Yes	
36	Declaration from Independent Director	25(8) & (9)	Yes	
37	D & O Insurance for Independent Directors	25(10)	Yes	
38	Memberships in Committees	26(1)	Yes	
39	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes	
40	Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes	
41	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes	

Note:

- *The disclosure of Related Party Transactions on consolidated basis for half-year ended 30 September 2022 was filed within the stipulated time and the same for the half year ended 31 March 2023 shall be filed within the stipulated time.
- **The Annual Secretarial Compliance Report for year ended 31 March 2022 was filed within the stipulated time and the same for the year ended 31 March 2023 shall be filed within the stipulated time.

III. Affirmations

S. No.	Particulars	Compliance status (Yes/No/NA)
1	The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied	Yes


Jyoti Verma
Company Secretary & Compliance Officer
M. No.: F7210



Place: Noida, Uttar Pradesh
Date: 15 April 2023

ANNEXURE III

Format to be submitted twice a year, on a half yearly basis by the listed entity at the end of every 6 months of the financial year

Half year ending: 31 March 2023

I. Disclosure of Loans / guarantees / comfort letters / securities etc.

(A) Any loan or any other form of debt advanced by the listed entity directly or indirectly to:

Entity	Aggregate amount advanced during six months	Balance outstanding at the end of six months
Promoter or any other entity controlled by them	NIL	
Promoter Group or any other entity controlled by them		
Directors (including relatives) or any other entity controlled by them		
KMPs or any other entity controlled by them		

(B) Any guarantee/ comfort letter (by whatever name called) provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:

Entity	Type (Guarantee, comfort letter etc.)	Aggregate amount of issuance during six months	Balance outstanding at the end of six months (taking into account any invocation)
Promoter or any other entity controlled by them	NIL		
Promoter Group or any other entity controlled by them			
Directors (including relatives) or any other entity controlled by them			
KMPs or any other entity controlled by them			


(C) Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:

Entity	Type of security (cash, shares etc.)	Aggregate value of security provided during six months	Balance outstanding at the end of six months
Promoter or any other entity controlled by them	NIL		
Promoter Group or any other entity controlled by them			
Directors (including relatives) or any other entity controlled by them			
KMPs or any other entity controlled by them			

II. Affirmations:

All loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) given directly or indirectly by the listed entity to promoter(s), promoter group, director(s) (including their relatives), key managerial personnel (including their relatives) or any entity controlled by them are in the economic interest of the company.- **YES**

Name: **Vipul Goel**
 Designation: **Vice President-Accounts**



Ashish Jain
 Ashish Jain
 Chief Financial Officer



Note

1. *These disclosures shall exclude any loan (or other form of debt), guarantee / comfort letter (by whatever name called) or security provided in connection with any loan or any other form of debt;*
 - A) *by a government company to/ for the Government or government company*
 - b) *by the listed entity to/for its subsidiary [and joint-venture company] whose accounts are consolidated with the listed entity.*
 - c) *by a banking company or an insurance company ; and*
 - d) *by the listed entity to its employees or directors as a part of the service conditions*
2. *If the Listed Entity would like to provide any other information, the same may be indicated as Para D in the above table.*

Note: During the half year ended 31 March 2023:

- a) *No loan or any other form of debt has been advanced by the Company to the specified categories of entities in respect of whom disclosure is required;*
- b) *No guarantee/ comfort letter (by whatever name called) has been provided by the Company in connection with any loan(s) or any other form of debt availed by the specified categories of entities in respect of whom disclosure is required;*
- c) *No security has been provided by the Company in connection with any loan(s) or any other form of debt availed by the specified categories of entities in respect of whom disclosure is required. Hence, applicability of the disclosure is 'Not Applicable'.*

