

KRBL LIMITED

CIN: L01111DL1993PLC052845 Registered Office: 5190, Lahori Gate, Deihi - 110 006; Phone: 011-23968328 Corporate Office: C-32, 5th & 6th Floor, Sector 62, Nolda, Uttar Pradesh - 201 301 Phone: 0120-4060300; Fax: 0120-4060398;

E-mail: investor@krblindia.com; Website: www.krblrice.com Contact Person: Ms. Jyotl Verma, Company Secretary & Compliance Officer

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PUBLIC ANNOUNCEMENT

FOR THE ATTENTION OF THE SHAREHOLDERS / BENEFICIAL OWNERS OF EQUITY SHARES OF KRBL LIMITED ("COMPANY") FOR THE BUYBACK OF EQUITY SHARES THROUGH TENDER OFFER UNDER THE SECURITIES AND EXCHANGE BOARD OF INDIA (BUY-BACK OF COUNTRY DECIMATION OF A DECIMATION SECURITIES) REGULATIONS, 2018, AS AMENDED

This Public Announcement ("Public Announcement") is being made in relation to the Buyback (as defined hereinafter) of Equity Shares (as defined hereinafter) of the Company pursuant to the provisions of Regulation 7(i) of the Socurities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018 ("Buyback Regulations") and contains the disclosures as specified in Schedule II to the Buyback Regulations read with Schedule I of the Buyback

OFFER TO BUYBACK UP TO 65.00.000 FULLY PAID-UP EQUITY SHARES OF FACE VALUE O 471- (RUPEE ONE ONLY) EACH ("EQUITY SHARES") AT A PRICE OF \$500. (RUPEES FIVE HUNDRED ONLY) PER EQUITY SHARE PAYABLE IN CASH ON A PROPORTIONATE BASIS FROM ALL THE EQUITY SHAREHOLDERS / BENEFICIAL OWNERS OF EQUITY SHARES OF THE COMPANY AS ON RECORD DATE (AS DEFINED HEREINAFTER), THROUGH THE TENDER OFFER ROUTE USING THE STOCK EXCHANGE MECHANISM.

Cartain figures contained in this Public Announcement, including financial information, have been subject to rounding-off adjustments. All decimals have been rounded off to two decimal points. In certain instances, () the sum of the encodence of such numbers may not conform exactly to the total figure given; and (ii) the sum of the numbers in a column or row in certain tables may not conform exactly to the total figure given for that column or row.

DETAILS OF THE BUYBACK OFFER AND THE OFFER PRICE 1.

- 1.1 The Board of Directors of the Company (hereinafter referred to as the "Board", which The Board of Directors of the Company (hereinafter referred to as the "Board", which expression includes any committee constituted by the Board to exercise its powers), at its meeting held on August 10, 2023 ("Board Meeting") has, subject to such approvals of regulatory and/or statutory authorities as may be required under applicable laws, approved the proposal for the buyback of up to 65,00,000 (Stdy Five lakhs only) fully paid-up Equity Shares (representing 2.76% of the total Equity Shares in the total paid-up Equity Share capital of the Company) at a price of %500- (Rupees Five Hundred only) per Equity Share ("Buyback Price") payable in cash for an amount aggregating up to %325 crores (Rupees Three Hundred and Twerty Five Crores only ("Maximum Buyback Size") (being less than 10% of the total paid-up Equity Share capital and free reserves of the Company as on March 31 / 2023). from the shareholders of the Company as on March 31 / 2023). 10% of the total paid-up Equity Share capital and free reserves of the Company as per the latest standalone and consolidated audited financial statements of the Company as on March 31, 2023), from the shareholders of the Company ("Shareholders") as on the Record Date (as defined hereinafter) on a proportionate basis through the tender offer process, in accordance with Artick 71 of the Articles of Association of the Company and the provisions of the Companies Act, 2013, as amended ("Companies Act" or "Act") and, the Companies (Share Capital and Debentures) Rules, 2014, as amended ("Management Rules"), Companies (Management and Administration) Rules, 2014, as amended ("Management Rules"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Regultements) Regulations, 2015, as amended ("Management Rules"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Regultements) Regulations, 2015, as amended ("Management Rules"), the Securities and Exchange Board of India (Listing Regulations") to the extent applicable, the SEBI Circulars (as defined hereinafter) and in compliance with the extent applicable, the SEBI Circulars (as defined hereinafter) and in compliance with the Buyback Regulations ("Buyback" or "Buyback" Offer"). The Maximum Buyback Size does not include any expenses incurred or to be incurred for the Buyback is. Infing fee payable to SEBI, advisory fees, stock exchange fees, public announcement publication expenses, printing and dispatch expenses, transaction costs viz. brokerage, applicable laxes such as buyback kar, securities transaction toots viz. brokerage, applicable to such other approvals, permissions and sanctions as may be encessary and subject to such conditions and modifications, if any from time to time from statutory, regulatory and governmental authorities as may be required, under applicable laws, including but not limited to the Securities and Exchange Board of India ("SEBI"), BSE Limited ("BSE") and National Stock E
- of India Limited ("NSE" and together with BSE, the "Stock Exchanges"). The Buyback is proposed to be undertaken through the "tender offer" route as prescribed under the Buyback Regulations and the "Mechanism for acquisition of shares through Stock Exchange" notified by SEBI vide circular bearing reference no. CIR/CFD/POLICYCELL/// 2015 dated April 13, 2015, read with the circulars issued in relation thereto, including the circular bearing reference no. CFD/DCR2/CIR/P2016/131 dated December 09, 2016, circular SEBI/HO/CFD/DCR-III/CIR/P2021/615 dated August 13, 2021, and circular SEBI/ HO/CFD/P0-2IP/CIR/2023/35 dated March 8, 2023, Including any amendment thereof ("SEBI Circulars"). The Buyback shall be undertaken on a proportionate basis from the shareholders as of Record Date (defined below) ("Eligible Shareholders") through the tender offer process prescribed under Regulations. Please refer to Paragraph 11 below for further details regarding the Record Date and shareholders' entitiement to tender the Equily Shares in the Buyback. 1.2.
- The Buyback from the Eligible Shareholders who are residents outside India including foreign corporate bodies (including erstwhile overseas corporate bodies), foreign portfolio investors, non-resident Indians, shareholders of foreign nationality, if any, shall be subject to the Foreign Exchange Management Act, 1999 and the rules and regulations framed thereunder, the Income Tax Act, 1961 and the rules and regulations framed thereunder, and also subject to receipt/provision by such Eligible Shareholders of such approvals, if and to the extent regulated from concerned authorities, Including, but not limited to, approvals from the Reserve Bank of India under the Foreign Exchange Management Act, 1999 and the rules and regulations framed thereunder. 1.3. rules and regulations framed thereunder
- In terms of the Buyback Regulations, under tender offer route, the promoters and the promoter group of the Company ("Promoters" and "Promoter Group", respectively), have the option to participate in the Buyback. In this regard, the members of the Promoter Group have expressed their Intention to participate in the Buyback vide their letters dated August 10, 2023 and may tender up to an aggregate maximum of 49,99,400 Equity Shares or such lower number of Equity Shares in accordance with the provisions of the Buyback Regulations. The maximum number of Equity Shares to be tendered by each of the members of the Promoter Group have been detailed in Paragraph 6.4 of this Public Announcement. 1.4
- Promoter Group nave been detailed in Paragraph 6.4 or this Public Announcement. The aggregate of the total paid-up Equity Share capital and free reserves as per the latest audited standaione and consolidated financial statements of the Company as on March 31, 2023, is ₹4,679.63 crores and ₹4,666.50 crores, respectively. Under the provisions of the Buyback Regulations and the Companies Act, the funds deployed for the Buyback cannot exceed 10% of the lower of the aggregate of the total pad-up Equity Share capital and free reserves of the Company on a standaione and consolidated basis i.e., ₹467.96 crores and ₹466.65 crores, respectively. The maximum amount proposed to be utilized for the Buyback, ₹325 crores (Rupees Three Hundred and Twenty Five Crores only), is therefore within the limit of 10% of the Company's total paid-up Equity Share capital and free reserves as per the latest audited standaione and consolidated financial statements of the Company as on March 31. 2023. 1.5. March 31, 2023.
- Match 31, 2023. Under the Buyback Regulations and the Companies Act, the maximum number of Equity Shares that can be bought back in any financial year cannot exceed 25% of the total Equity Shares in the total paid-up Equity Share capital of the Company in that financial year. The Company proposes to Buyback up to 65,00,000 Equity Shares, representing 2.76% of the total Equity Shares in the total paid-up Equity Share capital of the Company as of March 31, 2023. Therefore, the number of Equity Shares proposed to be purchased under the Buyback up to Equity Shares not exceed 25% of the total paid-up Equity Share capital of the Company as of March 31, 2023. 1.6.
- The Buyback will not result in any benefit to Promoters, members of the Promoter Group 1.7. The buy dax will not result in any benefit to Providers, intributes of the Provider Globy persons in control of the Company, or any Directors of the Company, except to the exten of the cash consideration received by them from the Company pursuant to their respective participation in the Buyback in their capacity as equity shareholders of the Company, and the extinguishment of Equity Shares which will lead to reduction in the paid up equity share capita to the cash. of the Company post Buyback.
- Participation in the Buyback by Eligible Shareholders may trigger tax on distributed income tr such Eligible Shareholders ("Buyback Tax") in India and such Buyback Tax is to be discharge by the Company. Any income received by Eligible Shareholders pursuant to the Buyback of shares will not be included in the total taxable income of such shareholders. The transaction 1.8. of the Buyback would also be chargeable to securities transaction taxes in India. In due course, the Eligible Shareholders will receive a letter of offer, which will contain a more detailed note on taxation. However, in view of the particularized nature of tax consequences,

MAXIMUM NUMBER OF EQUITY SHARES THAT THE COMPANY PROPOSES TO BUYBACI The Company proposes to buyback up to 65,00,000 (Skty Five lacs only) fully paid-up Equity Shares of face value of ₹1/- (Rupee One only) each, representing 2.76% of the tota number of Equity Shares in the total paid-up Equity Share capital of the Company as o March 31, 2023.

DETAILS OF SHAREHOLDING AND INTENTION OF PROMOTERS AND PROMOTER GROUP TO PARTICIPATE IN THE BUYBACK

The aggregate shareholding of the Promoters and members of the Promoter Group and persons in control of the Company as on the date of the Board meeting, i.e. August 10, 2023, and the date of this Public Announcement, are as follows:

SI. No.	Name of Promoter / Promoter Group Entity	No. of Equity Shares	% Sharehoiding
1	Anil Mittal Family Trust	4,34,59,796	18.46%
2	Arun Kumar Gupta Family Trust	4,22,07,646	17.93%
3	Anoop Kumar Gupta Family Trust	3,86,49,338	16.50%
4	Binita Gupta Family Trust	9,13,932	0.39%
5	Anoop Kumar Gupta HUF (Karta- Anoop Kumar Gupta)	72,99,900	3.10%
6	Arun Kumar Gupta HUF (Karta- Arun Kumar Gupta)	48,49,900	2.06%
7	Anii Kumar Mittal HUF (Karta- Anii Kumar Mittal)	35,99,900	1.53%
8	Neha Gupta	100	0.00%
9	Anoop Kumar Gupta	100	0.00%
10	Arun Kumar Gupta	100	0.00%
11	Binita Gupta	100	0.00%
12	Anil Kumar Mittal	100	0.00%
13	Anulika Gupta	100	0.00%
14	Ashish Mittai	100	0.00%
15	Priyanka Mittal	100	0.00%
16	Rashi Gupta	100	0.00%
17	Ayush Gupta	100	0.00%
18	Akshay Gupta	100	0.00%
19	Kunal Gupta	184	0.00%
20	Preet Mittal	100	0.00%
	Total	14,11,81,796	59.98%

No Equity Shares or other specified securities of the Company were either purchased or sold by the Promoters and for members of the Promoter Group and/or persons who are in contro of the Company, during a period of 6 months preceding the date of the Board Meeting. The details of the shareholding of the Directors and Key Managerial Personnel of the Company as on the date of the Board Meeting, i.e. August 10, 2023 and the date of this

	Name of the Directors and Key Managerial Personnel		No. of Equity Sharea	% Shareholding
1	Anil Kumar Mittal	Chairman & Managing Director	100	Negilgible
2	Arun Kumar Gupta	Joint Managing Director	100	Negligible
3	Anoop Kumar Gupta	Joint Managing Director	100	Negligible
4	Priyanka Mittal	Whole Time Director	100	Negligible
	Total	•	400	Negligible

Except as stated above, none of the Directors or other Key Managerial Personnel ho quity Shares of the Company as on the date of the Board Me nd the date of this Public Announcement. st 10, 202

Intention of Promoters and members of the Promoter Group to participate in Buyback:

Interns of the Buyback Regulations, under the tender offer route, the Promoters and members of the Promoter Group have an option to participate in the Buyback. In this regard, cartain members of the Promoter Group have expressed their intention to participate in the Buyback vide their letters dated August 10, 2023 and may tender up to an aggregate maximum of 49,99,400 Equity Shares or such lower number of Equity Shares in accordance with the provisions of the Buyback Regulations. Please see below the maximum number of Equity Shares to be tendered by each participating member of the Promoter Group:

SI. No.	Name of the Promoter Group Member	Maximum Number of Equity Shares intended to be offered
1.	Anil Mittal Family Trust	15,39,000
2.	Arun Kumar Gupta Family Trust	14,94,600
3.	Anoop Kumar Gupta Family Trust	13,75,700
4.	Binita Gupta Family Trust	32,400
5.	Anoop Kumar Gupta HUF	2,58,500
6.	Arun Kumar Gupta HUF	1,71,700
7.	Anil Kumar Mittal HUF	1,27,500
	Total	49,99,400

The details of the date and price of acquisition / sale of the Equity Shares by the me of the Promoter Group who intend to participate in the Buyback is set out below:

Name of Promoter Group entity : Anii Mittal Family	Name	of	Promoter	Group	entity	: Anli	Mittal Family	Trust
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Date of Transaction	No. of Equity Shares	Face Value (₹)		Consideration (₹)	Nature of Transaction
January 12, 2017	100	1	N.A.	N.A.	Inter se Transfer from Anil Kumar Mittal HUF
September 08, 2017	45,99,900	1	N.A.	N.A.	Transfer from Ashish Mittal
September 09, 2017	3,76,95,964	1	N.A.	N.A.	Inter se Transfer from Anil Kumar Mittal and Preeti Mittal
September 11, 2017	2,49,900	1	N.A.	N.A.	Inter se Transfer from Priyanka Mittal
December 03, 2019	20,000	1	203.71	40,74,200.00	Open Market Acquisition
December 04, 2019	1,850	1	202.48	3,74,588.00	Open Market Acquisition
December 05, 2019	17,250	1	207.45	35,7 8, 512.50	Open Market Acquisition
December 06, 2019	35,000	1	208.18	72,86,300.00	Open Market Acquisition
December	6,700	1	204.97	13,73,299.00	Open Market

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2022 Acquis June 21, 13,838 1 208.16 28,80,518.08 Open	ition Market
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June 23, 30,000 1 211.66 63,49,800.00 Open 2022	Market Ition
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June 28, 500 1 220.50 1,10,250.00 Open	Market
	Market
Total 4,22,07,646	
Naximum number of Equity Shares to be tendered	14,94,600
	Nature of ransaction
January 12, 100 1 N.A. N.A. Inter s	e Transfer from Kumar Gupta
HUF	e Transfer from
08, 2017 Binita	
Total 3,58,49,338 Maximum number of Equity Shares to be tendered	13,75,700
ame of Promoter Group entity: Binita Gupta Family Trust	
	Nature of ransaction
Shares (7) tioni Sale Price per Equity Share (7)	Market ition
Shares (?) tion/ Sale Price per Equity Share (?) December 20,000 1 203.76 40,75,200.00 Open	
Shares (?) tion/ Sale Price per Equity Share (?) output December 13, 2019 20,000 1 203.76 40,75,200.00 Open Acquis December 1,850 1 202.94 3,75,439.00 Open	
Shares (7) tion/ Sale Price per Equity Share (7) December 03, 2019 20,000 1 203.76 40,75,200.00 Open Acquis December 04, 2019 1,850 1 202.94 3,75,439.00 Open Acquis December 17,250 1 207.33 35,76,442.50 Open	ition Market
Shares (7) tion/Sale Price per Equity Share (7) December 03, 2019 20,000 1 203.76 40,75,200.00 Open Acquis December 04, 2019 1,850 1 202.94 3,75,439.00 Open Acquis December 04, 2019 17,250 1 207.33 35,76,442.50 Open Acquis December 05, 2019 35,000 1 208.20 72,87,000.00 Open	ition Market Ition Market
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Shares (7) tion/Sale Price per Equity Share (7) December 03, 2019 20,000 1 203.76 40,75,200.00 Open Acquis December 04, 2019 1,850 1 202.94 3,75,439.00 Open Acquis December 04, 2019 1,850 1 207.33 35,76,442.50 Open Acquis December 05, 2019 35,000 1 208.20 72,87,000.00 Open Acquis December 09, 2019 6,700 1 205.21 13,74,907.00 Open Acquis December 10, 2019 1,000 1 205.88 2,05,880.00 Open Acquis December 11, 2019 7,300 1 207.83 15,17,158.00 Open Acquis	ition Market Klon Varket titon Market Klon Market titon Market
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	No. of Equity Shares	Face Value (₹)	Issue/ Acquisi- tion/ Sale	Consideration (₹)	Nature of Transaction
			Price per Equity Share (₹)		
December 19, 2019	10,000	1	266.30	26,63,000.00	Open Market Acquisition
December 20, 2019	15,382	1	271.75	41,80,058.50	Open Market Acquisition
20, 2019 December 23, 2019	12,000	1	281.30	33,75,600.00	Open Market Acquisition
23, 2019 December 24, 2019	16,000	1	286.60	45,85,600.00	Open Market Acquisition
24, 2019 December 26, 2019	26,000	1	280.69	72,97,940.00	Open Market Acquisition
December	7,000	1	282.59	19,78,130.00	Open Market
27, 2019 December	10,000	1	284.16	28,41,600.00	Acquisition Open Market
30, 2019 December	15,000	1	285.27	42,79,050.00	Acquisition Open Market
31, 2019 January 31, 2020	35,000	1	264.89	92,71,150.00	Acquisition Open Market Acquisition
2020 February 01 2020	5,000	1	264.84	13,24,200.00	Acquisition Open Market Acquisition
01, 2020 February 03, 2020	7,500	1	263.64	19,77,300.00	Acquisition Open Market Acquisition
03, 2020 February 04, 2020	26,500	1	264.53	70,10,045.00	Acquisition Open Market Acquisition
04, 2020 February 05, 2020	6,000	1	272.67	16,36,020.00	Acquisition Open Market Acquisition
06, 2020 February 07, 2020	11,000	1	280.73	30,88,030.00	Acquisition Open Market Acquisition
07, 2020 February	10,000	1	284.89	25,48,900.00	Acquisition Open Market
10, 2020 February	7,500	1	285.12	21,38,400.00	Acquisition Open Market
11, 2020 February	30,000	1	304.92	91,47,600.00	Acquisition Open Market
19, 2020 March 02,	20,000	1	268.91	53,78,200.00	Acquisition Open Market
2020 March 05,	1,300	1	255.00	3,31,500.00	Acquisition Open Market
2020 March 06,	35,000	1	262.94	92,02,900.00	Acquisition Open Market
2020 March 09,	13,000	1	249.19	32,39,470.00	Acquisition Open Market
2020 March 11,	7,000	1	241.36	16,89,520.00	Acquisition
2020 March 12.	15,000	1	241.30	33.76.050.00	Acquisition Open Market
2020 February	1,45,000	1	193.76	2,80,95,200.00	Acquisition Open Market
February 18, 2022 February	1,45,000	1	193.46	2,03,13,300.00	Acquisition Open Market
February 21, 2022 February	September 200	1			Open Market Acquisition Open Market
22, 2022	17,500	· ·	193.49	33,86,075.00	Acquisition
June 20, 2022	24,000	1	202.35	48,56,400.00	Open Market Acquisition
June 21, 2022	14,000	1	208.48	29,18,720.00	Open Market Acquisition
June 22, 2022	15,000	1	209.78	31,46,700.00	Open Market Acquisition
June 23, 2022	30,000	1	211.51	63,45,300.00	Open Market Acquisition
June 24,	20,000	1	218.07	43,61,400.00	Open Market Acquisition
2022			0		
June 27, 2022	24,000	1	223.70	53,68,800.00	Open Market Acquisition
June 27, 2022 June 28, 2022	500	1	220.00	1,10,000.00	Acquisition Open Market Acquisition
June 27, 2022 June 28,	500 15,000	8	1000000000		Acquisition Open Market
June 27, 2022 June 28, 2022 June 29, 2022 Total	500	1	220.00 225.45	1,10,000.00 33,81,750.00	Acquisition Open Market Acquisition Open Market
June 27, 2022 June 28, 2022 June 29, 2022 Total Maximum nu tame of Prom Date of	500 15,000 9,13,932 umber of Equit toter Group et No. of	1 1 ty Shar ntity : .	220.00 225.45 es to be ten Anoop Kun Issue/	1,10,000.00 33,81,750.00 ndered nar Gupta HUF Consideration	Acquisition Open Market Acquisition Open Market Acquisition 32,400 Nature of
June 27, 2022 June 28, 2022 June 29, 2022 Total Maximum nu tame of Prom	500 15,000 9,13,932 unber of Equit	1 1 ty Shar	220.00 225.45 es to be ter Ancop Kun	1,10,000.00 33,81,750.00 ndered nar Gupta HUF	Acquisition Open Market Acquisition Open Market Acquisition 32,400
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- ble Shar s are adv suit their own legal, financial prior to participating in the Buyback.
- A copy of this Public Announcement is available on the website of the Company a 1.9. www.krbitec.com, the website of the Manager to the Buyback at www.etaracapital.com an is expected to be available on the website of SEBI i.e., www.sebi.gov.in during the perio of the Buyback and on the websites of the Stock Exchanges at www.bseindia.com an www.nseindia.com, respectively.
- NECESSITY FOR THE BUYBACK 2.
 - The Buyback is being undertaken by the Company after taking into account the operational and strategic cash requirements of the Company in the medium term and for returning surplus funds to the shareholders in an effective and efficient manner. The Buyback is being undertaken for the following accounts: undertaken for the following reasons:
- The Buyback will help the Company to distribute surplus cash to its shareholders hold 0 Equity Shares thereby enhancing the overall return for them:
- The Buyback, which is being implemented through the tender offer route as press 0 The Buyback, which is being implemented through the lander over route as presentated under the Buyback Regulations, would involve a reservation of up to 15% of the Equity Shares, which the Company proposes to buyback, for small shareholders or the actual number of Equity Shares entitled as per the shareholding of small shareholders on the Record Date, whichever is higher. The Company believes that this reservation for small shareholders would benefit a significant number of the Company's public shareholders, who would be classified as "Small Shareholders" (as defined below);
- The Buyback is generally expected to improve return on equity through distribution of cash and improve earnings per share by reduction in the equity base of the Company, thereby leading to long term increase in shareholders' value; and (1)
- The Buyback gives an option to the Eligible Shareholders to either (A) participate in th (M) Buyback and receive cash in lieu of their Equity Shares which are accepted under the Buyback or (B) not to participate in the Buyback and get a resultant increase in their percentag shareholding in the Company post the Buyback, without additional investme
- MAXIMUM AMOUNT OF FUNDS REQUIRED FOR THE BUYBACK, ITS PERCENTAGE OF 3. THE TOTAL PAID-UP CAPITAL AND FREE RESERVES, AND SOURCES OF FUNDS FROM WHICH BUYBACK WOULD BE FINANCED
- The maximum amount required for Buyback will not exceed ₹325 crores (Rupees Thre Hundred and Twenty Five Crores only) (excluding Transaction Costs). 3.1
- 3.2 The maximum amount mentioned above is 6.94% and 6.96% of the aggregate of the tot fully pald-up Equity Share capital and free reserves as per the latest audited standalone and consolidated financial statements of the Company, as at March 31, 2023 (being the latest audited financial statements available as on the date of the Board Meeting), respectively, which is within the prescribed limit of 10%.
- 3.3 The funds for the implementation of the proposed Buyback will be sourced out of fre reserves (including securities premium account) of the Company and/or any other source as may be permitted by the Buyback Regulations or the Companies Act. Borrowed funds from banks and financial institutions, if any, will not be used for the Buyback.
- The Company shall transfer from its free reserves (including securities premiu 3.4 sum equal to the nominal value of the Equity Shares bought back through the Buyback to the Capital Redemption Reserve Account, and details of such transfer shall be disclosed in its subsequent audited financial statements.
- MAXIMUM PRICE FOR BUYBACK OF THE EQUITY SHARES AND BASIS OF ARRIVIN AT THE BUYBACK PRICE
- 4.1 The Equity Shares of the Company are proposed to be bought back at a price of ₹50 (Rupees Five Hundred only) per Equity Share.
- 4.2 The Buyback Price has been arrived at after considering various factors including, but no Initiated to, the prevailing market price of the Equity Shares of the Company before the announcement of Board Meeting for consideration of Buyback, the trends in the volume weighted average prices and closing price of the Equity Shares on the Stock Exchanges where the Equity Shares of the Company are listed, the networth of the Company and the pact on the earnings per equity sha
- 4.3 The Buyback Price repres
- premium of 34.25% and 34.27% over the volume weighted average market price of the Equity Shares on BSE and NSE, respectively, during the 3 (three) months period preceding August 4, 2023, being the date of intimation to the Stock Exchanges regarding the date of the Board Meeting ("Intimation Date"). 0
- premium of 31.50% and 31.54% over the volume weighted average market price of th Equity Shares on BSE and NSE, respectively, during the 2 (two) weeks period preceding th Ø Intimation Date.
- premium of 29.97% and 29.87% over the closing price of the Equity Shares on BSE an NSE respectively, as on August 3, 2023, being the day preceding the Intimation Date.
- premium of 21.15% and 21.09% over the closing price of the Equity Share on BSE and NSE, respectively, as on August 10, 2023, being the date of the Board Meeting. (M)
- The closing market price of the Equity Shares as on the Intimation Date was ₹386.15 an ₹386.10 and as on the date of the Board Meeting was ₹412.70 and ₹412.90 on BSE an 4.4 NSE, respectively.

December 09, 2019	6,700	1	204.97	13,73,299.00	Open Market Acquisition
December 10, 2019	1,000	1	205.74	2,05,740.00	Open Market Acquisition
December 11, 2019	7,300	1	207.85	15,17,305.00	Open Market Acquisition
December 12, 2019	15,000	1	213.02	31,95,300.00	Open Market Acquisition
December 13, 2019	10,300	1	217.57	22,40,971.00	Open Market Acquisition
December 16, 2019	34,000	1	217.25	73,86,500.00	Open Market Acquisition
December 17, 2019	8,800	1	218.93	19,26,584.00	Open Market Acquisition
December 18, 2019	5,550	1	229.81	12,75,445.50	Open Market Acquisition
December 19, 2019	10,000	1	266.20	26,62,000.00	Open Market Acquisition
December 20, 2019	15,382	1	271.58	41,77,443.56	Open Market Acquisition
December 23, 2019	12,000	1	281.30	33,75,600.00	Open Market Acquisition
December 24, 2019	16,000	1	286.52	45,84,320.00	Open Market Acquisition
December 26, 2019	26,000	1	280.60	72,95,600.00	Open Market Acquisition
December 27, 2019	7,000	1	282.12	19,74,840.00	Open Market Acquisition
December 30, 2019	10,000	1	284.14	28,41,400.00	Open Market Acquisition
December 31, 2019	15,000	1	285.23	42,78,450.00	Open Market Acquisition
January 31, 2020	35,000	1	264.87	92,70,450.00	Open Market Acquisition
February 01, 2020	5,000	1	264.84	13,24,200.00	Open Market Acquisition
February 03, 2020	7,500	1	263.59	19,76,925.00	Open Market Acquisition
February 04, 2020	26,500	1	264.50	70,09,250.00	Open Market Acquisition
February 06, 2020	6,000	1	272.50	16,35,000.00	Open Market Acquisition
February 07, 2020	11,000	1	280.77	30,88,470.00	Open Market Acquisition
February 10, 2020	10,000	1	284.91	28,49,100.00	Open Market Acquisition
February 11, 2020	7,500	1	284.99	21,37,425.00	Open Market Acquisition
February 19, 2020	30,000	1	304.88	91,46,400.00	Open Market Acquisition
March 02, 2020	20,000	1	268.92	53,78,400.00	Open Market Acquisition
March 05, 2020	1,300	1	254.96	3,31,448.00	Open Market Acquisition
March 06, 2020	35,000	1	262.63	91,92,050.00	Open Market Acquisition
March 09, 2020	13,000	1	246.98	32,36,740.00	Open Market Acquisition
March 11, 2020	7,000	1	241.30	16,89,100.00	Open Market Acquisition
March 12, 2020	15,000	1	224.98	33,74,700.00	Open Market Acquisition
February 18, 2022	1,45,000	1	193.71	2,80,87,950.00	Open Market Acquisition
February 21, 2022	1,05,000	1	193.48	2,03,15,400.00	Open Market Acquisition

CONFIRMATIONS FROM THE COMPANY AS PER THE PROVISIONS OF THE BUYBACK REGULATIONS AND THE ACT:

All the Equity Shares for Buyback are fully paid up;

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(M)

(ix)

(x)

- The Company shall not issue or allot any Equity Shares or other securities (including by way of bonus, or convert any outstanding ESOPs / outstanding instruments into Equity Shares) till the date of expiry of the Buyback period;
- The Company shall not raise further capital for a period of one year from the date of expiry of the Buyback period, except in discharge of subsisting obligations such as conversion of warrants, stock option schemes, sweat equity or conversion of preference shares or debentures into Equity Shares:
- The Company shall not withdraw the Buyback after the public announcement of the offer to buyback is made;
- (M) The Company shall not buyback locked-in and non-transferable equity shares, including but not limited to equity shares which are pledged, encumbered, in safe-keep, restrained by any authority, etc. or other specified securities till the pendency of the lock-in or till the shares or ecified securities become transferable
- The Company shall transfer from its free reserves or securities premium account, a sum equal to the nominal value of the Equity Shares bought back through the Buyback to the Capital (M) Redemption Reserve Account;
- There are no defaults subsisting in payment of dividend or repayment of any term loans to any shareholder or financial institution or banking company (including interest payable thereon), as the case may be. Further, the Company has not issued any deposits, debentures, or (MI) preference shares;
- The Company hereby confirms that public shareholding post Buyback will not fall below the minimum level required as per Regulation 38 of the SEBI (Listing Obligations and Disclosure (MI) Requirements) Regulations, 2015;
- The Company, as per the provisions of Section 68(8) of the Companies Act, will not issue the same kind of shares or other securities including allotment of new shares under clause (a) of sub-section (1) of Section 62 or other specified securities within a period of six months after the completion of the Buyback except by way of bonus issue or in discharge of subsisting ersion of warrants, stock option schemes, sweat equity or conversi ons such as con of preference shares or debentures into Equity Shares;
- The Company shall not Buyback its Equity Shares from any person through negotiated deals whether on or off the Stock Exchanges or through spot transactions or through any private arrangement in the implementation of the Buyback;
- The Company has been in compliance with Sections 92, 123, 127 and 129 of the (1)
- The ratio of the aggregate of secured and unsecured debts owed by the Company shall (*) not be more than twice the paid-up Equity Share capital and free reserves after the Buyback, based on the standaione and consolidated financial statements of the Company as at March 31, 2023, as prescribed under the Companies Act and rules made thereunder and Buyback

(Continue on next page ...)

(Continue from page 1 ...)

- The Company will ensure consequent reduction of its share capital post Buyback and th (bail) Find company will be ack by the Company will be extinguished and physically destroyed in Equity Shares bought back by the Company will be extinguished and physically destroyed in the manner prescribed under the Buyback Regulations and the Companies Act within the 12 specified timelines: The Company shall not make any offer of buyback within a period of one year reckoned from (XIV)
- the date of expiry of the Buyback Period;
- The Company has not undertaken a buyback of any of its securities during the period of one year immediately preceding the date of the Board Meeting; (xv)
- (XVI) That funds borrowed from banks and financial institutions, if any, will not be used for the Buyback;
- The Company shall comply with the statutory and regulatory timelines in respect of th (XVII) buyback in such manner as prescribed under the Companies Act and/or the Buyback Regulations and any other applicable laws;
- (inva) There is no pendency of any scheme of amalgamation or compromise or arrangemen pursuant to the provisions of the Companies Act, as on date;
- (cix) The Buyback shall be completed within a period of one year from the date of passing of Board
- As per Regulation 5(i)(c) of the Buyback Regulations, the Company has confirmed that then (XX) was no breach of any covenants of the loans taken from the lenders of the Company, which would trigger the requirement of obtaining prior consent of the lenders before the authorization of the Buyback;
- The Company shall pay the consideration only by way of cash;
- The Company shall not Buyback its Equity Shares so as to delist its Equity Shares from the (bodi) stock exchanges;
- The Company shall not Buyback its Equity Shares out of the proceeds of an earlier issue o (DOCIII) Equity Shares: and
- The Company shall not directly or indirectly purchase its Equity Shares through any subsidiary company including its own subsidiary companies or through any investment company or (potiv) group of investment companies.
- 8 CONFIRMATIONS FROM THE BOARD OF DIRECTORS OF THE COMPANY The Board of Directors of the Company has confirmed that it has made a full enquiry into the affairs and prospects of the Company and, after taking into account the financial position of the Company Including the projections and also considering all contingent liabilities, has formed the opinion:
- That immediately following the date of the Board Meeting, there will be no grounds on whice the Company could be found unable to pay its debts;
- That as regards the Company's prospects for the year immediately following the date of the Board Meeting, having regard to Board's intentions with respect to the management of the Company's business during that year and to the emount and character of the financial resources which will, in the Board's view, be available to the Company during that year, the Company will be able to meet its liabilities as and when they fail due and will not be rendered insolvent within a period of one year from that date; and
- That in forming the aforementioned opinion, the Board has taken into account the liability (including prospective and contingent liabilities) as if the Company were being wound u under the provisions of the Act and the Insolvency and Bankruptcy Code, 2016, as amended
- REPORT ADDRESSED TO THE BOARD OF DIRECTORS BY THE COMPANY'S STATUTORY AUDITORS ON THE PERMISSIBLE CAPITAL PAYMENT AND THE OPINION FORMED B DIRECTORS REGARDING INSOLVENCY

The text of the Report dated August 10, 2023 of M/S, Walker Chandiok & Co LLP, the Statutory Auditors of the Company, addressed to the Board of Directors of the Company reproduced below:

Quote

Independent Auditor's Report on the proposed Buyback of Equity Shares by KRBL Limited (the "Company" and such shares, the "Equity Shares") in terms of clause (xi) of the Schedule I of the Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018, as amended (the "Buyback Regulations")

To

The Board of Directors

KRBL Limited

- C-32, C Block, Phase 2, Industrial Area, Sector 62, Nolda, Uttar Pradesh-201301 This report is issued in accordance with the terms of our engagement letter dated 22 June 2023 with KRBL Limited (the 'Company').
- 2. The management of the Company has prepared the accompanying Statement of Permissib Capital Payment as on 31 March 2023 (the Statement, annexed as 'Annexure A') pursuant to the proposed Buyback of Equity Shares approved by the Board of Directors of the Company in their meeting held on 10 August 2023 in accordance with the provisions of sections 66 and 70 of the Companies Act, 2013 as amended (the Act), and the Dyback regulations. The Statement contains the computation of the amount of permissible capital regulations. The Stat payment towards Buyback of Equity Shares in accordance with the requirements of section 68(2)(c) of the Act based on the latest audited standalone and consolidated financial statements for the financial year ended 31 March 2023. We have initialed the Statement for the identification purposes only.

gement's Responsibility for the Statement

- 3. The preparation of the Statement in accordance with the requirements of section 68(2)(c of the Act and ensuring compliance with the Buyback regulations, is the responsibility of the management of the Company, including the preparation and maintenance of all accounting vant supporting records and documents. This responsibility inclu implementation and maintenance of internal control relevant to the preparation and presentation of the Statement and applying an appropriate basis of preparation; and makin estimates that are reasonable in the circumstances.
- The Board of Directors is also responsible for making a full inquiry into the affairs and prospects of the Company and to form an opinion, on reasonable grounds that the Company will be able to pay its debts from the date of the Board meeting and will not be rendered Insolvent within a period of one year from the date of the Board meeting at which the proposal for Buyback was approved by the Board of Directors of the Company, and in forming the opinion, the Board of Directors has taken into account the liabilities (including prospective and confingent labilities as if the Company were being wound up under the provisions of the Act or the Insolvency and Bankruptcy Code 2016. Further, a declaration is required to be signed by at least two directors of the Company in this respect in accordance with the requirements of the section 68 (6) of the Act and the Buyback regulations.

Auditor's Responsibility

- 5. Pursuant to the requirements of the Buyback regulations, it is our responsibility to provid reasonable assurance on whether
- we have inquired into the state of affairs of the Company in relation to the audited standalo and consolidated financial statements for the financial year ended 31 March 2023;
- the amount of permissible capital payment, as stated in the Statement, has been property determined considering the audited standalone and consolidated financial statements of the Company for the financial year ended 31 March 2023 In accordance with section 68(2)(c) b)
- whether the Board of Directors, in its meeting dated 10 August 2023, has formed the opinior as specified in clause (x) of Schedule I of the Buyback regulations, on reasonable ; and that the Company will not, having regard to its state of affairs, be rendered insolver within a period of one year from the aforesaid date.
- The audited standalone and consolidated financial s above, have been audited by us, on which we have issued modified audit opinion vide ou report dated 30 May 2023. Our audit of these standalone and consolidated financial state was conducted in accordance with the Standards on Auditing specified under Section 143(10 of the Act and other applicable authoritative pronouncements issued by the Institute of of India (the ICAI). These standards require t perform the audit to obtain reasonable assurance about whether the financial stat are free of material misstatement. Such audit was not planned and performed in connection with any transactions to identify matters that may be of potential interest to third parties.

the Board of Directors in its meeting held on 10 August 2023 has formed opinion as specified In clause (x) of Schedule I to the Buyback regulations, on reasonable grounds and that the Company, having regard to its state of affairs, will not be rendered insolvent within a period of one year from the aforesaid date.

ction on distribution or use

- Our work was performed solely to assist you in meeting your responsibilities in relation to compliance with the provisions of Section 68 and other applicable provisions of the Act and the Buyback regulations, pursuant to the proposed Buyback. Our obligations in respect of this report are entirely separate from, and our responsibility and liability is in no way change other role we may have as auditors of the Company or othe report, nor anything said or done in the course of or in connection with the services that are the subject of this report, will extend any duty of care we may have in our capacity as auditor of the Company.
- This report is addressed to and provided to the Board of Directors of the Company solely for the purpose of enabling it to comply with the aforesaid requirements and to include this report, pursuant to the requirements of the Buyback regulations, (a) in the public announcement to be made pursuant to the Buyback, (b) in the letter of offer to be filed with the Registrar of Companies, Securities and Exchange Board of India, National Stock Exchange Limited and BSE Limited, as required by the Buyback regulations, the Central Depository Services (India) Limited, National Securities Depository Limited and (c) for providing to the manager to the Buyback. Accordingly, this report may not be suitable for any other purpose, and therefore, should not be used, referred to or distributed for any other purpose or to any other party without our prior written consent. Accordingly, we d not accept or assume any liability or any duty of care for any other purpose for wi to any other person to whom this report is shown or into whose hands it may come without

For Walker Chandlok & Co LLP

Chartered Accountants Firm Registration No.: 001076N/N500013

Sdf Nitin Toshniwal

Partner

Membership No. 507568 UDIN: 23507568BGYWCU2643

Place: New Delhi Date: 10 August 2023

- xure A: Statement of Permissible Capital Payment for Buy back
- Computation of amount of permissible capital payment towards buyback of equity shares in accordance with the requirements of Section 68(2) of the Companies Act, 2013 ("Act") and Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018, as amended ("Buyback Regulations"), based on audited standalone and consolidated financial statements as on March 31, 2023:

	Amount extracted from the			
Perticulare	Audited standalone financial statements as at March 31, 2023	Audited consolidated financial statements as at March 31, 2023		
Issued and subscribed share capital ^e				
236,244,892 equity shares of ₹ 1/-each	23.62	23.62		
Fully Paid-up share capital*				
235,389,892 equity shares of ₹ 1/-each	23.54	23.54		
Total paid up capital (A)	23.54	23.54		
Free reserves* (B)				
Retained earnings	3,964.04	3,950.91		
General reserve	595.50	595.50		
Securities premium reserve	96.55	96.55		
Total free reserves (including securities premium) as on March 31, 2023 (B)	4,656.09	4,642.95		
Total paid up capital and free reserves (including securities premium) as on March 31, 2023 (A+B)	4,679.63	4,666.50		
Maximum amount permissible for the buyback i.e. 10 % of total paid up equity capital and free reserves pursuant to Section 68 of the Act	467.96	466.65		
Amount approved by Board at its meeting held on August 10, 2023 approving the buy back, based on the audited standalone and consolidated financials for the year ended March 31, 2023 (6.96% of the pald-up equity capital and free reserves on consolidated basis)		325.00		

* free reserves as defined in Section 2(43) of the Act read along with Explanation I provided in Section 68 of the Act.

- # Difference between issued and subscribed, and paid-up capital represents the shares forfeited by the Company in the preceding financial years.
- Calculation in respect of permissible capital payment for buyback of equity shares is done on the basis of audited standalone and consolidated accounts of the Company for the period ended March 31, 2023.
- Having regard to the state of affairs of the Company and basis reasonable grounds, the Board of Directors is of the opinion, that the Company will not be rendered insolvent within a period of one year from the board meeting dated August 10, 2023.

For and behalf of KRBL Limited

Sd/-Anil Kumar Mittal

Chairman and Managing Director Place: Noida

Date: August 10, 2023

Notes:

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PRIOR APPROVAL FROM LENDERS

As on the date of this Public Announcement, the Company has outstanding facilities wit Inders, it is confirmed that there is no breach of any covenants of the loans taken from all the lenders. It is confirmed that there is no breach of any covenants of the loans taken from all the lenders. Further, the Company has obtained no-objection certificates from all relevant lenders, as required pursuant to the loan documentation in relation to the loans availed by the Company

RECORD DATE AND SHAREHOLDER ENTITLEMENT

As required under the Buyback Regulations, the Company has fixed Friday, August 25, 2023 ("Record Date"), as the Record Date for the purpose of determining the entitiement 11.1 and the names of the Shareholders, who will be eligible to participate in the Buyback. Eligible Shareholders holding Equity Shares, which will be engine and the buyyout of shareholders holding Equity Shares, as on the Record Date will receive a letter of relation to the Buyback ("Letter of Offer") along with a tender offer form indicati cating the entitiement of the Eligible Shareholder for participating in the Buyback. Even if the Eligible Shareholder does not receive the Letter of Offer along with the tender form, the Eligible Shareholder may participate and tender shares in the Buyback. The dispatch of the Letter of Offer shall be through electronic mode via email to those shareholders whose email id is registered with the depositories/the Company and through registered post/speed post to se email id is not req hin two working days from th Record Date and that in case any shareholder requires a physical copy of the Letter of Offer a request has to be sent to the Company or Registrar to the Buyback to receive a copy of the letter of offer in physical form and the same shall be provided.

PROCESS AND METHODOLOGY FOR BUYBACK 12

- The Buyback is open to all Eligible Shareholders holding Equity Shares either in physical and /or in dematerialized form on the Record Date.
- 12.2 The Buyback shall be undertaken on a proportionate basis through the tender offer process prescribed under Regulation 4(iv)(a) of the Buyback Regulations. Additionally, the Buyback shall be subject to applicable laws, be facilitated by tendering of Equity Shares by the Eligible settlement of the same, through the stock exchange mechan specified in the SEBI Circulars.
- The Buyback shall be implemented using the "Mechanism for acquisition of shares through Stock Exchange" as specified by SEBI Circulars ("Stock Exchange Mechanism") and following the procedure prescribed in the Companies Act and the Buyback Regulations and as may be determined by the Board (including the Buyback Committee constituted by the Board authorized to complete the formalities of the Buyback) and on such terms and conditions as 12.3 nay be permitted by law from time to tin
- For implementation of the Buyback, the Company has appointed Elara Securities (India) Private Limited as the registered broker to the Company ("Company's Broker") to facilitate the process of tendering of Equity Shares through the Stock Exchange Mechanism for the Buyback. In the tendering process, the Company's Broker may also process the orders received from the Eligible Shareholders. The contact details of the Company's Broker are as follows:

ElaraCapital

Elara Securities (India) Private Limited

- One International Center, Tower 3, 21st Floor, Senapati Bapat Marg, Elphinstone Road West, Mumbai - 400013
- Tel: +91 22 6164 8574; Fax: +91 22 6164 8589;
- Contact Person: Mr. Kamal Kishore Sati E-mail ID: kamai sati@elaracanital.com
- Website: www.elaracapital.com

CIN: U74992MH2007PTC172297

SEBI Registration Number: INZ000238236

- Validity Period: Permanent
- 12.5 The Company will request BSE to provide the separate acquisition window ("Acquisition Window") to facilitate bacing of sell orders by Eligible Shareholders who wish to banda Equity Shares in the Buyback. BSE will be the designated stock exchange for the purpose of this Buyback ("Designated Stock Exchange"). The details of the Acquisition Window be specified by the Designated Stock Exchange from time to time.
- 12.6 During the tendering period, the order for selling the Equity Shares will be placed in the Window by Eligible Shareholders through their respective stock brokers ("Selier Member(s) during normal trading hours of the secondary market. The Seller Member can enter orders for Equity Shares held in dematerialized form and physical form. In the tendering process, the Company's Broker may also process the orders received from the Eligible
- 12.7 In the event the Seller Member(s) of any Eligible Shareholder is not registered with BSE as a trading member / stock broker, then that Eligible Shareholder can approach any BSE registered stock broker and can register themselves by using quick unique client code ("UCC") facility through the BSE registered stock broker (after submitting all details as may be required by such BSE registered stock broker in compliance with applicable law). In case the Eligible Shareholders are unable to register using UCC facility through any other BSE red broker, Eligible Shareholders may approach Company's Broker i.e., Elara Securities (India) Private Limited to place their bids, subject to completion of KYC requirements as required by the Company's broker.
- 12.8 Modification / cancellation of orders and multiple bids from a single Eligible Shareholder will be allowed during the tendering period of the Buyback. Multiple bids made by a single Eligible Shareholder for selling Equity Shares shall be clubbed and considered as "one bid" for the purposes of acceptance.
- 12.9 The cumulative quantity tendered shall be made available on the website of BSE (www.bseindia.com) through out the trading session and will be updated at specific intervals ring the tendering period.
- 12.10 Further, the Company will not accept Equity Shares tendered for Buyback which are under restraint order of the court and/or any other competent authority for transfer / sale and/or title in respect of which is otherwise under dispute or where loss of share certificates has been notified to the Company and the duplicate share certificates have not been issued either due to such request being under process as per the provisions of law or otherwise.

13 PROCEDURE TO BE FOLLOWED BY ELIGIBLE SHAREHOLDERS HOLDING EQUITY SHARES IN DEMATERIALIZED FORM:

- Eligible Shareholders who desire to tender their Equity Shares in electronic form u 13.1 Buyback would have to do so through their respective Selier Member(s) by indicating to their broker the details of Equity Shares they intend to tender under the Buyback.
- 13.2 The Seller Member(s) would be required to place an order/bid on behalf of the Eligible Shareholders who wish to tender Equity Shares in the Buyback using the Acquisition Window of the Designated Stock Exchange. For further details, Eligible Shareholders may refer to the circulars issued by BSE and Indian Clearing Corporation Limited ("Clearing Corporation")
- The details of the settlement number under which the lien will be marked on the Equity Shares tendered for the Buyback will be provided in a separate circular to be issued by BSE 13.3 or the Clearing Corporation.
- 13.4 The lien shall be marked by the Seller Member in the demat account of the Eligible Shareholder for the shares tendered in tender offer. Details of shares marked as lien in the demat account of the Eligible Shareholder shall be provided by the depositories to the Clearing Corporation.
- 13.5 In case, the Shareholders demat account is held with one depository and clearing me pool and Clearing Corporation Account is held with other depository, the Equity Shares tendered under the Buyback shall be blocked in the shareholders demat account at source depository during the tendering period. Inter depository tender offer ("IDT") instructions sha be initiated by the shareholders at source depository to dearing member (Dearing Corporation account at target depository. Source depository shall block the shareholder's securities (i.e. transfers from free balance to blocked balance) and send IDT message to target depository for confirming creation of lien.
- 13.6 For custodian participant orders for Equity Shares held in dematerialized form, early pay-li is mandatory prior to confirmation of the order/bid by the custodian. The custod either confirm or reject the orders not later than the closing of trading hours on the last day of the tendering period. Thereafter, all unconfirmed orders shall be deemed to be rejection For all confirmed custodian participant orders, any order modification shall revoke the custodian confirmation and the revised order shall be sent to the custodian again for confirmat
- Upon placing the bid, the Seller Member(s) shall provide a Transaction Registration Slip 13.7 TRS*) generated by the exchange bidding system to the Eligible Shareholder on whose hehalf the bid has been placed. The TRS will contain the details of the order submitted i.e. TRS") of bid ID number, application number, DP ID, client ID, number of Equity Shares tendered etc
- 13.8 It is clarified that in case of dematerialized Equity Shares, submission of the tender form and TRS is not mandatory. After the receipt of the demat Equity Shares by the Clearing Corporation and a valid bid in the exchange bidding system, the Buyback shall be deemed to have been accepted, for Eligible Shareholders holding Equity Shares in demat form.
- The Buyback from the Eligible Shareholders who are residents outside India including foreign 13.9 corporate bodies (including erstwhile overseas corporate bodies), foreign portfolio investors non-resident Indians, members of foreign nationality, if any, shall be subject to the Foreign Exchange Management Act, 1999 and rules and regulations framed thereunder, if any, Income Tax Act, 1961 and rules and regulations framed thereunder, as applicable, and also on by such Eligible S the extent necessary or required from concerned authorities including, but not limited to approvals from the Reserve Bank of India under the Foreign Exchange Management Act, 1999 and rules and regulations framed thereunder, if any,

- The cumulative quantity of Equity Shares tendered shall be made available on the website 14.8 of BSE, at www.bseindia.com, throughout the trading session and will be updated at specific intervals during the tendering period.
- 14.9 The Company will not accept Equity Shares tendered for the Buyback which under restraint order of the court for transfer/sale and/or title in respect of which is otherwise under dispute or where loss of share certificates has been notified to the company and the duplicate share certificates have not been issues either due to such request being under process as per the provisions of law or otherwise.
- 14.10 An unregistered shareholder holding Equity Shares in physical form may also tender their Equity Shares in the Buyback by submitting the duly executed transfer deed for transfer of es, purchased prior to the Record Date, in their name, along with the offer form, copy of his PAN card and of the person from whom he has purchased shares and other relevan documents as required for transfer, if any.
- METHOD OF SETTLEMENT 15
- 15.1 Upon finalization of the basis of acceptance, as per the Buyback Regulations:
- 15.1.1 The settlement of trades shall be carried out in the manner similar to settlement of trades in the secondary market.
- 15.1.2 The Company will pay the consideration to the Company's Broker who will transfer the funds pertaining to the Buyback to the Clearing Corporation's bank account as per the prescribed schedule. For Equity Shares accepted under the Buyback, the Clearing Corporation will make direct funds payout to respective Eligible Shareholders and in case of physical shares, the Clearing Corporation will release the funds to the Shareho Broker(s) as per secondary market payout mechanism. If the Eligible Shareholders' bank account details are not available or if the funds transfer instruction is rejected by RBI/Bank, due to any reason, then such funds will be transferred to the concerned Seller Member's settlement bank account for onward transfer to such Eligible Shareholders.
- 15.1.3 Details in respect of shareholder's entitlement for tender process will be provided to the Clearing Corporation by the Company or Registrar to the Buyback. The Equity Shares hought back in dematerialized form would be transferred directly to the demat escrow account of the Company opened for the Buyback ("Company Demat Escrow Account provided it is indicated by the Company's Broker or it will be transferred by the Company's Broker to the Company Demat Escrow Account on receipt of the Equity Shares from the clearing and settlement mechanism of the Designated Stock Exchange
- 15.1.4 Excess or unaccepted Equity Shares which are in dematerialized form, if any, tendered by the Eligible Shareholders would be returned to them by the Clearing Corporation in the res in dematerialized form will have pay-out. The Eligible Shareholders tendering Equity Shares in dematerialized form will have to ensure that they keep the depository participant ("DP") account active and unbiocked to receive credit in case of return of Equity Shares, due to rejection or due to non-acceptance of shares under the Buyback.
- 15.1.5 Excess or unaccepted Equity Shares which are in physical form, if any, tendered by the Eligible Shareholders would be returned back to the concerned Eligible Shareholders directly by the Registrar to the Buyback. The Company is authorized to split the share certificate and issue new consolidated share certificate for the unaccepted Equity Shares in physical form, in case the Equity Shares accepted by the Company are less than the Equity Shares that are tendered.

15.1.6 For the Eligible Shareholders holding Equity Shares in physical form, the funds pay-out would be given to their respective Selling Member's settlement accounts for releasing the

The settlements of fund obligation for Equity Shares in dematerialized and physical form shall be affected as per the SEBI Circulars and as prescribed by the Designated Stock

form accepted under the Buyback, such beneficial owners will receive funds payout in their

bank account as provided by the depository system directly to the Clearing Corporatio

For Equity Shares in physical form, the Clearing Corporation will release the funds to the

details are not available or if the funds transfer instruction is rejected by the Reserve Bank

of India ("RBI")/ bank(s), due to any reasons, then the amount payable to the concerned

shareholders will be transferred to the Seller Member for onward transfer to such

ulatory requirements pertaining to funds payout including those prescribed by the RBI) who do not opt to settle through custodians, the funds payout would be given to their

respective Stock Broker's settlement accounts for releasing the same to such shareholder's account. For this purpose, the client type details would be collected from the depositories,

whereas funds payout pertaining to the bids settled through custodians will be transferred to the settlement bank account of the custodian, each in accordance with the applicable

mechanism prescribed by the Designated Stock Exchange and the Clearing Corporation

the Clearing Corporation by the Company or Registrar to the Buyback. On receipt of the

same, the Clearing Corporation will cancel the excess or unaccepted blocked shares in the

shares in target depository. Source depository will not be able to release the lien without a release of IDT message from target depository. Further, release of IDT message shall

be sent by target depository either based on cancellation request received from the

as received from the Company or the Registrar to the Buyback. Post receiving the IDT

message from target depository, source Depository will cancel/release excess or unaccepted block shares in the demat account of the shareholder. Post completion of tendering period

and receiving the requisite details viz., demat account details and accepted bid quanti source depository shall debit the securities as per the communication/message receive

from target depository to the extent of accepted bid shares from Eligible shareholder's demat account and credit it to Clearing Corporation's settlement account in target Depository

Shares accepted under the Buyback. The Company's Broker would also issue a contract note to the Company for the Equity Shares accepted under the Buyback.

2 English Stratenticles who ment to participate in the buyvark should consult that respective Seller Member(s) for details of any cost, applicable taxes, charges and expenses (including brokarage) etc., that may be levied by the Seller Member(s) upon the selling shareholders for tendering Equity Shares in the Buyback (secondary market transaction). The Buyback consideration received by the Eligible Shareholders in respect of accepted Equity Shares

and the Manager to the Buyback and Company accepts no responsibility to bear or pay such additional cost, charges and expenses (including brokerage) incurred solely by the

returned by registered post or by ordinary post or courier (in case of physical shares) at the Eligible Shareholders' sole risk. Eligible Shareholders should ensure that their depository

The Equity Shares lying to the credit of the Company Demat Escrow Account will be

extinguished in the manner and following the procedure prescribed in the Buyback

The Company has designated the following as the Compliance Officer for the Buyback:

ing brokerage)

15.1.11 The Seller Member(s) would issue contract note and pay the consideration for the Equity

15.1.12 Eligible Shareholders who intend to participate in the Buyback should consult their respective

could be net of such costs, applicable taxes, charges and expenses (includin

15.1.13 The lien marked against unaccepted Equity Shares will be released, if any, or

account is maintained till all formalities pertaining to the Offer are completed.

ing Corporation or automatically generated after matching with bid accepted de

nat account of the shareholder. On settlement date, all blocked shares mentioned in

15.1.9 Details in respect of shareholder's entitlement for tender offer process will be provided to

15.1.10 In the case of inter depository, the Clearing Corporation will cancel the excess or unacce

the accepted bid will be transferred to the Clearing Corporation.

15.1.8 In case of certain shareholders viz., NRIs, non-residents etc. (where there are specific

er(s) as per secondary market payout mechanism. If such shareholder's bank account

ing Corporation from time to time. For Equity Shares in dematerialized

same to the respective Eligible Shareholder's account.

Exchange and the Clea

hareholder

from time to time.

on settlement date.

Eligible Shareholders.

Regulations.

Name

COMPLIANCE OFFICER

15.2

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- We conducted our examination of the Statement in accordance with the 'Guidance Note or 7. Reports or Certificates for Special Purposes' (the 'Guidance Nota'), issued by the ICAI. The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by ICAI
- 8. We have complied with the relevant applicable requirements of the Standard on Quality Control (SOC) 1. Quality Control for Firms that Perform Audits and Reviews of Historica Financial Information, and Other Assurance and Related Services Engagements, issue by ICAL
- 9. A reasonable assurance engagement involves performing procedures to obtain sufficient appropriate advantage on the matters mentioned in paragraph 5 above. The procedures as other matters associated depend on the auditor's judgment, including the assessment of the risks associated with the matters mentioned in paragraph 5 above. We have performed the following procedures in relation to the matters mentioned in paragraph 5 above:
- Inquired into the state of affairs of the Company in relation to the audited standalone an consolidated financial statements for the financial year ended 31 March 2023; a) 11.6
- b) Examined authorisation for the Buyback from the Articles of Association of the Company:
- Agreed the balance of the Retained Earnings, Securities Premium Reserve and Genera Reserve as at 31 March 2023 as disclosed in the Statement with the audited standalor and consolidated financial statements of the Company for the financial year ended 31 March 2023:
- Examined that the ratio of secured and unsecured debt owed by the Company, if any, is no d) more than twice the capital and its free reserves after the Buyback;
- e) Examined that all the shares for Buyback are fully paid-up:
- Examined that the amount of capital payment for the Buyback as detailed in the State s within the permissible limit computed in accordance with section 68(2)(c) of the Act;
- g) Inquired if the Board of Directors, in its meeting held on 10 August 2023 has formed to opinion as specified in clause (x) of Schedule I to the Buyback regulations, on reasonal grounds and that the Company will not, having regard to its state of affairs, be rendered insolvent within a period of one year from the aforesaid date of the board meeting;
- Examined minutes of the meetings of the Board of Directors; h)
- Examined the Directors' declarations for the purpose of Buyback and solvency of the Compan
- Verified the arithmetical accuracy of the Statement; and ð
- Obtained appropriate representations from the management of the Company.

Basis for Qualified Opinion

10. The computation of amount of Permissible Capital Payment towards Buyback of equit shares as included in the accompanying Statement prepared by the mana. Company is based on the audited standalone and consolidated financial stat inagement of the statements of the Company for the year ended 31 March 2023, on which we have expressed a modified vide our audit report dated 30 May 2023. Such modification was with respect to an ongoing regulatory investigation in respect of certain allegations against the Company, on of its subsidiary companies and the Joint Managing Director of the Company. Pending the completion of said investigation by the regulatory authorities, we are unable to comment on and corresponding impact on the computation of permissible capital payment towards the proposed Buyback of Equity Shares as included in accompanying Statement, in respect of this matter.

Qualified Opinion

- 11. Based on our examination as above and the information, explanations and representation provided to us by the management of the Company, except for the possible effect of the matter described in the Basis for Qualified Opinion section of our report, in our opinion:
- we have inquired into the state of affairs of the Company in relation to audited standalor and consolidated financial statements for the financial year ended 31 March 2023:
- b) the amount of the permissible capital payment towards the proposed Buyback, as computer in the accompanying Statement, is properly determined in accordance with the requirements of section 68(2)(c) of the Act based on the audited standalone and consolidated financial nents for the financial year ended 31 March 2023; and

- 1.2 The Equity Shares proposed to be bought back by the Company shall be divided into two categories: (a) reserved category for small shareholders; and (b) general category for all other Eligible Shareholders.
- As defined in Regulation 2(i)(n) of the Buyback Regulations, a "Small Shareholder" is a shareholder of the Company who holds Equity Shares whose market value, on the basis of the closing price of the Equity Shares on the Stock Exchange having the highest trading volume as on the Record Date, is not more than ₹2,00,000/- (Rupees Two Lakh only).
- In accordance with Regulation 6 of the Buyback Regulations, 15% (fifteen percent) of the In accordance with regulation of the burgetski regulation, fow (intern petcent) of the number of Equity Shares which the Company proposes to buyback or number of Equity Shares entitled as per the shareholders and Shareholders, whichever is higher, shall be reserved for the Small Shareholders as part of this Buyback.
- Based on the shareholding on the Record Date, the Company will determine the entitleme of each Eligible Shareholder, to tender their Equity Shares in the Buyback. This entitlemen for each Eligible Shareholder will be calculated based on the number of Equity Shares he by the respective Flipible Shareholder as on the Record Date and the ratio of Buybac by the respective Engine stream deem as on the respective bala and the rate of bury applicable in the category to which such Eligible Shareholder will be ba Equity Shares that the Company will purchase from each Eligible Shareholder will be ba ngs. The final number of on the total number of Equity Shares tendered by such Eligible Shareholder. Accordingly, the Company may not purchase all of the Equity Shares tendered by an Eligible Shareholder
- In order to ensure that the same shareholder with multiple demat accounts/ folios do no receive a higher entitlement under the small shareholder category, the Company proposes to club together the Equity Shares held by such shareholders with a common PAN for determining the category (Small Shareholder or General) and entitlement under Buyback In case of joint shareholding, the Company will club together the Equity Shares held in cases where the sequence of PANs of the joint shareholders is identical. The shareholding o the category (Small Sharehold whether the adjustment of the point annotation to be a defined at the second se oanles etc. separately, where these Equity Shares are held for different schemes and have a different ure based on information prepared by the Registrar and Transfe unt nomencla Agent as per the shareholder records received from the depositories
- Shareholders' participation in Buyback will be voluntary. Eligible Shareholders holding Equity Shares of the Company can choose to participate and get cash in lieu of shares to be accepted under the Buyback or they may choose not to participate. Eligible Shareholders holding Equity Shares of the Company may also accept a part of their entitlement. Eligible Shareholders holding Equity Shares of the Company also have the option of tendering additional shares (over and above their entitlement) and participate in the shortfall created due to non-participation of some other shareholders, if any.
- Further, the Equity Shares held under the category of "clearing members" or "corporate bod margin account" or "corporate body broker" as per the beneficial position data as on Recor 11.8 Further, the Equity shares here under the category of cleaning memoers of corporate body margin account or corporate body broker as per the beneficial position data as on Record Date with common PAN are not proposed to be clubbed together for determining their entitement and will be considered separately, where these Equity Shares are assumed to be held on behalf of cleans. Further, the Equity Shares held under the category of cleaning members" or "corporate body margin account" or "corporate body - broker" as per the beneficial position data as on Record Date with common PAN are not proposed to he clubbed together for determining their entitlement and will be consid these Equity Shares are assumed to be held on behalf of clients.
 - After accepting the Equity Shares tendered on the basis of entitiement, the Equity Shares left to be bought back, if any, in one category shall be first accepted, in proportion to the Equity Shares tendered over and above their entitlement in the offer by Eligible Shareholders in that category, and thereafter from Eligible Shareholders who have tendered over and shove their entitlement in the other category.
- The maximum tender under the Buyback by any Eligible Shareholder cannot exceed th number of Equity Shares held by the shareholder as on the Record Date. In case the Eligi Shareholder holds Equity Shares through multiple demat accounts, the tender through a demat account cannot exceed the number of Equity Shares held in that demat account.
- demat account cannot exceed use number of Equity strates have an an exceeded as a set the entitlement by Eligible Sharesholders holding Equity Shares of the Company as well as additional shares tendered, if any, will be accepted as per the procedure laid down in Buyback Regulations. If the Buyback entitlement for any shareholder is not a round number, then the fractional entitlement shall be ignored for any shareholder is not a round number. Then the fractional entitiement is a different to a different to a different shall be ignored for any shareholder. shareholder is not a round number, then the fractional entitlement shall be igno computation of Buyback entitlement to tender Equity shares in Buyback. The set r the Buyback will be done using the "Mechanisms for acquisition of shares throug Stock Exchange" notified by SEBI Cin
- Detailed instructions for participation in the Buyback (tender of Equity Shares in the Buyback as well as the relevant time table will be included in the Letter of Offer to be sent to the Eligibl Shareholder(s). Eligible Shareholders which have registered their email ids with the depositoric the Company shall be dispatched the Letter of Offer through electronic means. If Eligib Shareholders wish to obtain a physical copy of the Letter of Offer, they may send a reques to the Company or Registrar at the address mentioned hereinafter.

- 13.10 The reporting requirements for non-resident shareholders under Reserve Bank of India, Foreign Exchange Management Act, 1999, as amended and any other rules, regulations es, for remittance of funds, shall be made by the Eligible Shareholders and/or the eller Member.
- 13.11 In case of non-receipt of the completed tender form and other documents, but receipt of Equity Shares in the account of the Clearing Corporation and a valid bid in the exchange bidding system, the bid by such Fouity Shareholder shall be deemed to have been accept
- 13.12 The Eligible Shareholders will have to ensure that they keep the depository participant ("DP") account active and unblocked to receive credit in case of return of Equity Shares due to rejection or due to prorated Buyback decided by the Company. Further, Eligible Shareholders will have to ensure that they keep the saving account attached with the DF account active and updated to receive credit remittance due to acceptance of Buyback of shares by the Company.
- PROCEDURE TO BE FOLLOWED BY FLIGIBLE SHAREHOLDERS HOLDING FOULTY SHARES IN PHYSICAL FORM:
- In accordance with SEBI's circular dated July 31, 2020 (Circular no. SEBI/HO/CFD/CMD1/ CIR/P/2020/144), shareholders holding Equity Shares in physical form are allowed to tender such shares in a buyback undertaken through the tender offer route. However, such tendering shall be as per the provisions of the Buyback Regulations.
- Eligible Shareholders who are holding physical Equity Shares and intend to participate in the Buyback will be required to approach their respective Seller Member along with the compl set of documents for verification procedures to be carried out before pla Such documents will include the (i) the Tender Form duly signed by all Eligible Shareholden (in case shares are in joint names, in the same order in which they hold the sha res), (ii) origina hare certificate(s), (iii) valid share transfer form(s)/Form SH-4 duly filled and signed by the transferors (i.e. by all registered Shareholders in same order and as per the specime signatures registered with the Company) and duly witnessed at the appropriate plac authorizing the transfer in favour of the Company, (n) self-attested copy of PAN Card(s) of all Eligible Shareholders, (v) any other relevant documents such as power of attorney, corporate authorization (including board resolution/specimen signature), notarized copy of death certificate and succession certificate or probated will, if the original shareholder is decreased, etc., as applicable. In addition, if the address of the Eligible Shareholder has undergone a change from the address registered in the register of members of the Company, the Eligible Shareholder would be required to submit a self-attested copy of address proof ting of any one of the following documents: (i) valid Aadhar card, (ii) Voter identity card or (III) Passport.
- Based on the afon ntioned documents, the concerned Seller Member shall place order/ bid on behalf of the Eligible Shareholders holding Equity Shares in physical form who wish to tender Equity Shares in the Buyback, using the acquisition window of the Designated Stock Exchange. Upon placing the bid, the Seller Member shall provide a TRS generated by the exchange bidding system to the Eligible Shareholder. The TRS will ontain the details of order submitted i.e. folio no., certificate no., distinctive no., no. of Equity Shares tendered etc.
- Any Seller Member / Eligible Shareholder who places a bid for physical Equity Shares, is 144 required to deliver the original share certificate(s) & documents (as mentioned above with TRS generated by exchange bidding system upon placing of bid, either by req post, speed post or courier or hand delivery to the Registrar to the Buyback i.e. Alankit Assignments Limited (at 4E/2, Alankit House, Jhandewalan Extm., New Delhi-110055) not later than 2 (two) days from the offer closing date. The envelope should be super scribe as "KRRI Limited -Buyback 2023". One copy of the TRS will be retained by Registrar to the Buyback and it will provide acknowledgement of the same to the Seller Member
- The Eligible Shareholders holding physical Equity Shares should note that physical Equity Shares will not be accepted unless the complete set of documents are submitted. Acc of the physical Equity Shares for Buyback by the Company shall be subject to verific ion as per the Buyback Regulations and any further directions issued in this regard. The Registra per une obyeack will verify such bids based on the documents submitted on a daily basis an till such verification, the Designated Stock Exchange shall display such bids as 'unconfirmephysical bids'. Once Registrar to the Buyback confirms the bids, they will be treated as
- 14.6 In case any Eligible Shareholder has submitted Equity Shares in physical form for dematerialisation, such Eligible Shareholders should ensure that the process of getting the Equity Shares dematerialised is completed well in time so that they can participate in the Buyback before the closure of the tendering period of the Buyback
- Modifications or cancellation of orders will only be allowed during the tendering period of the 14.7 Buyback.

Address : +91-120-4060300 Phone : cs@krblindia.com Email

Ms. Jyoti Verma

Designation : Company Secretary & Compliance Officer

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- www.krblrice.com Website
- In case of any clarifications or to address investor grievance, the Shareholders may contact he Compli ice Officer between 10:00 am to 5:00 pm on all working days except public holidays, at the above-mentioned address.
- INVESTOR SERVICE CENTER AND REGISTRAR TO THE BUYBACK

The Company has appointed the following as the Registrar to the Buyback:

Clankit

Alankit Assignments Limited

Address: 4E/2, Alankit House, Jhandewalan Extn., New Delhi-110055

Tel. no.: +91 11 4254 1966

Fax no.: +91 11 2355 2001

Email: krblbuvback@alankitassionments.com

Contact person: Mr. Akshay Bhatia

Website: www.alankit.com

Sebi registration no.: INR000002532

Validity Period: Permanent

CIN: U74210DL1991PLC042569

In case of any query, the Shareholders may also contact the Registrar to the Buyback between 10:00 am to 5:00 pm on all working days except public holidays at the abovementioned address.

MANAGER TO THE BUYBACK

The Company has appointed the following as Manager to the Buyback:

ElaraCapital

Elara Capital (India) Private Limited

Address: One International Center, Tower 3, 21st Floor, Senapati Bapat Marg, Elphinstone Road West, Mumbai - 400013

Tel: +91 22 81648599

Fax: +91 22 61648589

Contact Person : Ms. Astha Daga

Email: krbl.buyback@elaracapital.com

Website: www.elaracapital.com

CIN: U65993MH2006PTC164708

SEBI Registration No.: INM000011104

DIRECTORS' RESPONSIBILITY STATEMENT

In terms of Regulation 24(i)(a) of the Buyback Regulations, the Board of Directors accepts full and final responsibility for all the information contained in this Public Announcement and confirms that such document contains true, factual and material information and does not contain any false or misleading information.

For and on behalf of the Board of Directors of

KRBL Limited

Sd/-	Sd/-	Sd/-
Anil Kumar Mittal	Ancop Kumar Gupta	Jyoti Verma
Chairman & Managing Director DIN: 00030100	Joint Managing Director DIN: 00030160	Company Secretary & Compliance Officer
		Membership No. F-7210

Date: August 11, 2023 Place: Nolda

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