

KRBL LIMITED

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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 SECURITIES) REGULATIONS, 2019, 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 Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2019 ("Buyback Regulations") and contains the disclosure as specified in Schedule II to the Buyback Regulations read with Schedule I of the Buyback Regulations.

OFFER TO BUYBACK UP TO 65,00,000 FULLY PAID-UP EQUITY SHARES OF FACE VALUE OF ₹1/- (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.

Certain 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, (i) the sum or percentage change of such numbers may not conform exactly to the total figure given; and (ii) the numbers in a column or row in certain tables may not conform exactly to the total figure given for that column or row.

1. DETAILS OF THE BUYBACK OFFER AND THE OFFER PRICE

1.1 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 10/08/2023 ("Board Meeting"), has, subject to such approvals of regulatory and/or statutory authorities as may be required under applicable law, approved the proposal for the buyback of up to 65,00,000 (Sixty 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 Twenty 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 per the latest audited consolidated financial statements of the Company as on March 31, 2023), from the shareholders of the Company ("Shareholders") on the Record Date (as defined hereinafter) on a proportionate basis through the tender offer process, in accordance with Article 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 ("Share Capital Rules"), Companies (Management and Administration) Rules, 2014, as amended ("Management Rules"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("Listing Regulations") to 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 i.e. filing fee payable to SEBI, advisory fees, stock exchange fees, public announcement publication expenses, printing and dispatch expenses, transaction costs viz. brokerage, applicable taxes such as buyback tax, securities transaction tax, goods and service tax, stamp duty, etc. and other incidental and related expenses ("Transaction Costs"). The Buyback is subject to the approvals, permissions and sanctions as may be necessary 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 Exchange of India Limited ("NSE") and together with BSE, the "Stock Exchange").

1.2 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/1/2015 dated April 13, 2015, read with the circulars issued in relation thereto, including the circular bearing reference no. CIR/CFD/POLICYCELL/1/2015 dated December 08, 2016, circular SEBI/HO/CFD/DCR-NICR/2021/1615 dated August 13, 2021, and circular SEBI/HO/CFD/Pd-2/PICIR/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 Regulation 4 (iv)(a) of the Buyback Regulations. Please refer to Paragraph 11 below for further details regarding the Record Date and shareholders' entitlement to tender the Equity Shares in the Buyback.

1.3 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 entities, shall be subject to the Foreign Exchange Management Act, 1999 and the rules and regulations framed thereunder, and the Income Tax Act, 1961 and the rules and regulations framed thereunder, as applicable, and also subject to receipt/provision by such Eligible Shareholders of such approvals, if and to the extent required 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.

1.4 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.

1.5 The aggregate of the total paid-up Equity Share capital and free reserves as per the latest audited standalone 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 paid-up Equity Share capital and free reserves of the Company on a standalone and consolidated basis i.e., ₹487.99 crores and ₹486.65 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 standalone and consolidated financial statements of the Company as on March 31, 2023.

1.6 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 does not exceed 25% of the total paid-up Equity Share capital of the Company as of March 31, 2023.

1.7 The Buyback will not result in any benefit to Promoters, members of the Promoter Group, persons in control of the Company, or any Directors of the Company, except to the extent 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 change in their shareholding as per the response received in the Buyback, as a result of the extinguishment of Equity Shares which will lead to reduction in the paid up equity share capital of the Company post Buyback.

1.8 Participation in the Buyback by Eligible Shareholders may trigger tax on distributed income to such Eligible Shareholders ("Buyback Tax"). The Buyback Tax is to be discharged 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 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, the Eligible Shareholders are advised to consult their own legal, financial and tax advisors prior to participating in the Buyback.

1.9 A copy of this Public Announcement is available on the website of the Company at www.krblindia.com, the website of the Manager to the Buyback at www.alarcapital.com and is expected to be available on the website of SEBI i.e., www.sebi.gov.in during the period of the Buyback and on the website of the Stock Exchanges at www.bseindia.com and www.nseindia.com, respectively.

2. NECESSITY FOR THE BUYBACK

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 reasons:

(i) The Buyback will help the Company to distribute surplus cash to its shareholders holding Equity Shares thereby enhancing the overall return for them;

(ii) The Buyback, which is being implemented through the tender offer route as prescribed under the Buyback Regulations, would involve a resumption of up to 15% of the Equity Shares, which the Company proposes to buyback, for small shareholders on 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);

(iii) 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

(iv) The Buyback gives an option to the Eligible Shareholders to either (A) participate in the 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 percentage shareholding in the Company post the Buyback, without additional investment.

3. MAXIMUM AMOUNT OF FUNDS REQUIRED FOR THE BUYBACK, ITS PERCENTAGE OF THE TOTAL PAID-UP CAPITAL AND FREE RESERVES, AND SOURCES OF FUNDS FROM WHICH BUYBACK WOULD BE FINANCED

3.1 The maximum amount required for Buyback will not exceed ₹325 crores (Rupees Three Hundred and Twenty Five Crores only) (excluding Transaction Costs).

3.2 The maximum amount mentioned above is 8.94% and 8.98% of the aggregate of the total paid-up Equity Share capital and free reserves as per the latest audited standalone and consolidated financial statements of the Company, as on 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 free 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.

3.4 The Company shall transfer from its free reserves (including securities premium account), a 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.

4. MAXIMUM PRICE FOR BUYBACK OF THE EQUITY SHARES AND BASIS OF ARRIVING AT THE BUYBACK PRICE

4.1 The Equity Shares of the Company are proposed to be bought back at a price of ₹500 (Rupees Five Hundred only) per Equity Share.

4.2 The Buyback Price has been arrived at after considering various factors including, but not limited 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 price 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 impact on the earnings per equity share.

4.3 The Buyback Price represents:

(i) 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");

(ii) premium of 31.50% and 31.54% over the volume weighted average market price of the Equity Shares on BSE and NSE, respectively, during the 2 (two) weeks period preceding the Intimation Date;

(iii) premium of 29.97% and 29.87% over the closing price of the Equity Shares on BSE and NSE, respectively, as on August 3, 2023, being the day preceding the Intimation Date;

(iv) premium of 21.15% and 21.06% 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.

4.4 The closing market price of the Equity Shares as on the Intimation Date was ₹386.15 and ₹386.10 and as on the date of the Board Meeting was ₹412.70 and ₹412.90 on BSE and NSE, respectively.

5. MAXIMUM NUMBER OF EQUITY SHARES THAT THE COMPANY PROPOSES TO BUYBACK

The Company proposes to buyback up to 65,00,000 (Sixty Five Lakhs only) fully paid-up Equity Shares of face value of ₹1/- (Rupee One only) each, representing 2.76% of the total number of Equity Shares in the total paid-up Equity Share capital of the Company as of March 31, 2023.

6. 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:

Sl. No.	Name of Promoter / Promoter Group Entity	No. of Equity Shares	% Shareholding
1	Anil Mittal Family Trust	4,34,59,796	18.46%
2	Arun Kumar Gupta Family Trust	4,22,07,648	17.93%
3	Anoop Kumar Gupta Family Trust	3,88,49,338	16.50%
4	Binila 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	Anil Kumar Mittal HUF (Karta-Anil 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	Binila Gupta	100	0.00%
12	Anil Kumar Mittal	100	0.00%
13	Anulika Gupta	100	0.00%
14	Ashish Mittal	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	Preeti 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/or members of the Promoter Group and/or persons who are in control 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 Public Announcement, are as follows:

Sl. No.	Name of the Directors and Key Managerial Personnel	Designation	No. of Equity Shares	% Shareholding
1	Anil Kumar Mittal	Chairman & Managing Director	100	Negligible
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 hold Equity Shares of the Company as on the date of the Board Meeting, i.e. August 10, 2023 and the date of this Public Announcement.

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

In terms 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, certain 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:

Sl. 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	14,94,800
3.	Anoop Kumar Gupta Family Trust	13,75,700
4.	Binila 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 members of the Promoter Group who intend to participate in the Buyback is set out below:

Name of Promoter Group entity : Anil Mittal Family Trust

Date of Transaction	No. of Equity Shares	Face Value (₹)	Issue/ Acquisition/ Sale Price per Equity Share (₹)	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	2,48,900	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	35,78,512.50	Open Market Acquisition
December 06, 2019	35,000	1	208.18	72,88,300.00	Open Market Acquisition
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	8,600	1	218.93	19,28,584.00	Open Market Acquisition
December 18, 2019	5,550	1	229.81	12,75,445.50	Open Market Acquisition
December 18, 2019	10,000	1	268.20	26,82,000.00	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	19,78,925.00	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	304.98	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	282.63	91,92,050.00	Open Market Acquisition
March 09, 2020	13,000	1	248.98	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

Maximum number of Equity Shares to be tendered 14,94,800

Name of Promoter Group entity : Anoop Kumar Gupta Family Trust

Date of Transaction	No. of Equity Shares	Face Value (₹)	Issue/ Acquisition/ Sale Price per Equity Share (₹)	Consideration (₹)	Nature of Transaction
January 12, 2017	100	1	N.A.	N.A.	Inter se Transfer from Anoop Kumar Gupta HUF
September 08, 2017	3,88,49,338	1	N.A.	N.A.	Inter se Transfer from Binila Gupta
Total	3,88,49,338				

Maximum number of Equity Shares to be tendered 13,75,700

Name of Promoter Group entity: Binila Gupta Family Trust

Date of Transaction	No. of Equity Shares	Face Value (₹)	Issue/ Acquisition/ Sale Price per Equity Share (₹)	Consideration (₹)	Nature of Transaction
December 03, 2019	20,000	1	203.76	40,76,200.00	Open Market Acquisition
December 04, 2019	1,850	1	202.94	3,75,439.00	Open Market Acquisition
December 05, 2019	17,250	1	207.33	35,76,442.50	Open Market Acquisition
December 06, 2019	35,000	1	208.20	72,87,000.00	Open Market Acquisition
December 09, 2019	6,700	1	205.21	13,74,907.00	Open Market Acquisition
December 10, 2019	1,000	1	205.88	2,05,880.00	Open Market Acquisition
December 11, 2019	7,300	1	207.83	15,17,159.00	Open Market Acquisition
December 12, 2019	15,000	1	213.07	31,96,050.00	Open Market Acquisition
December 13, 2019	10,300	1	217.75	22,42,825.00	Open Market Acquisition
December 16, 2019	34,000	1	217.20	73,84,800.00	Open Market Acquisition
December 17, 2019	8,600	1	218.97	19,26,936.00	Open Market Acquisition
December 18, 2019	5,550	1	229.80	12,75,390.00	Open Market Acquisition

Date of Transaction	No. of Equity Shares	Face Value (₹)	Issue/ Acquisition/ Sale Price per Equity Share (₹)	Consideration (₹)	Nature of Transaction
February 19, 2019	17,500	1	193.54	33,86,950.00	Open Market Acquisition
June 20, 2022	24,000	1	202.33	48,55,920.00	Open Market Acquisition
June 21, 2022	13,628	1	208.04	28,35,169.12	Open Market Acquisition
June 22, 2022	15,372	1	209.47	32,19,972.84	Open Market Acquisition
June 23, 2022	30,000	1	211.58	63,47,400.00	Open Market Acquisition
June 24, 2022	20,000	1	218.05	43,61,000.00	Open Market Acquisition
June 27, 2022	24,000	1	223.78	53,70,720.00	Open Market Acquisition
June 28, 2022	500</				

- (vi) The Company will ensure consequent reduction of its share capital post Buyback and the 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 specified timelines;
(vii) The Company shall not make any offer of buyback within a period of one year reckoned from the date of expiry of the Buyback Period;
(viii) 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;
(ix) That funds borrowed from banks and financial institutions, if any, will not be used for the Buyback;
(x) The Company shall comply with the statutory and regulatory timelines in respect of the buyback in such manner as prescribed under the Companies Act and/or the Buyback Regulations and any other applicable laws;
(xi) There is no pendency of any scheme of amalgamation or compromise or arrangement pursuant to the provisions of the Companies Act, as on date;
(xii) The Buyback shall be completed within a period of one year from the date of passing of Board resolution;
(xiii) As per Regulation 5(1)(c) of the Buyback Regulations, the Company has confirmed that there 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;
(xiv) The Company shall pay the consideration only by way of cash;
(xv) The Company shall not buyback its Equity Shares so as to delist its Equity Shares from the stock exchanges;
(xvi) The Company shall not buyback its Equity Shares out of the proceeds of an earlier issue of Equity Shares; and
(xvii) 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 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:

- (a) That immediately following the date of the Board Meeting, there will be no grounds on which the Company could be found unable to pay its debts;
(b) 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 amount 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 fall due and will not be rendered insolvent within a period of one year from that date; and
(c) That in forming the aforementioned opinion, the Board has taken into account the liabilities (including prospective and contingent liabilities) as if the Company were being wound up under the provisions of the Act and the Insolvency and Bankruptcy Code, 2016, as amended.

9 REPORT ADDRESSED TO THE BOARD OF DIRECTORS BY THE COMPANY'S STATUTORY AUDITORS ON THE PERMISSIBLE CAPITAL PAYMENT AND THE OPINION FORMED BY DIRECTORS REGARDING INSOLVENCY

The text of the Report dated August 10, 2023 of M/s. Walker Chandok & Co LLP, the Statutory Auditors of the Company, addressed to the Board of Directors of the Company is 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 (k) 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, Noida, Uttar Pradesh-201301

- 1. 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 Permissible 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 68, 69 and 70 of the Companies Act, 2013 as amended (the "Act"), and the Buyback Regulations. The Statement contains the computation of the amount of permissible capital 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 initiated the Statement for the identification purposes only.

Management'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 and other relevant supporting records and documents. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the Statement and applying an appropriate basis of preparation; and making estimates that are reasonable in the circumstances.
4. 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 contingent liabilities) 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 provide reasonable assurance on whether:
a) we have inquired into the state of affairs of the Company in relation to the audited standalone and consolidated financial statements for the financial year ended 31 March 2023;
b) the amount of permissible capital payment, as stated in the Statement, has been properly 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) of the Act; and
c) whether the Board of Directors, in its meeting dated 10 August 2023, has formed the opinion as specified in clause (k) of Schedule I of the Buyback regulations, on reasonable 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.
6. The audited standalone and consolidated financial statements, referred to in paragraph 5 above, have been audited by us, on which we have issued modified audit opinion vide our report dated 30 May 2023. Our audit of these standalone and consolidated financial statements 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 Chartered Accountants of India (the "ICAI"). These standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatements. Such audit was not planned and performed in connection with any transactions to identify matters that may be of potential interest to third parties.
7. We conducted our examination of the Statement in accordance with the 'Guidance Note on Reports or Certificates for Special Purposes' (the "Guidance Note"), 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 (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements, issued by ICAI.
9. A reasonable assurance engagement involves performing procedures to obtain sufficient appropriate evidence on the matters mentioned in paragraph 5 above. The procedures selected 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:
a) Inquired into the state of affairs of the Company in relation to the audited standalone and consolidated financial statements for the financial year ended 31 March 2023;
b) Examined authorisation for the Buyback from the Articles of Association of the Company;
c) Agreed the balance of the Retained Earnings, Securities Premium Reserve and General Reserve as at 31 March 2023 as disclosed in the Statement with the audited standalone and consolidated financial statements of the Company for the financial year ended 31 March 2023;
d) Examined that the ratio of secured and unsecured debt owed by the Company, if any, is not more than twice the capital and its free reserves after the Buyback;
e) Examined that all the shares for Buyback are fully paid-up;
f) Examined that the amount of capital payment for the Buyback as detailed in the Statement is 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 the opinion as specified in clause (k) of Schedule I to the Buyback regulations, on reasonable 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;
h) Examined minutes of the meetings of the Board of Directors;
i) Examined the Directors' declarations for the purpose of Buyback and solvency of the Company;
j) Verified the arithmetical accuracy of the Statement; and
k) 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 equity shares as included in the accompanying Statement prepared by the management of the Company is based on the audited standalone and consolidated financial statements of the Company for the year ended 31 March 2023, on which we have expressed a modified opinion 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, one of its subsidiary companies and the Joint Managing Director of the Company. Pending the completion of the investigation by the regulatory authorities, we are unable to comment on any adjustment that may be required to the standalone and consolidated financial statements 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 representations 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:
a) we have inquired into the state of affairs of the Company in relation to audited standalone 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 computed 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 statements for the financial year ended 31 March 2023; and

the Board of Directors in its meeting held on 10 August 2023 has formed opinion as specified in clause (k) 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.

Restriction on distribution or use

- 12. 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 changed by, any other role we may have as auditors of the Company or otherwise. Nothing in this 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 auditors of the Company.
13. 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 do not accept or assume any liability or any duty of care for any other purpose for which or to any other person to whom this report is shown or into whose hands it may come without our prior consent in writing.
For Walker Chandok & Co LLP
Chartered Accountants
Firm Registration No.: 001076N/NS00013
Sd/-
Nitin Tushnwal
Partner
Membership No. 507568
UDIN: 23507568BGWYU2643
Place: New Delhi
Date: 10 August 2023

Annexure 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:

Table with 3 columns: Particulars, Amount extracted from the Audited standalone financial statements as at March 31, 2023, and Audited consolidated financial statements as at March 31, 2023. Rows include Issued and subscribed share capital, Fully Paid-up share capital, Total paid up equity shares, Free reserves, Retained earnings, General reserve, Securities premium reserve, Total free reserves, Total paid up capital and free reserves, and Maximum amount permissible for the buyback.

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

Notes:

- a) 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.
b) 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
Utsavkumar

PRIOR APPROVAL FROM LENDERS

As on the date of this Public Announcement, the Company has outstanding facilities with 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

- 11.1 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 entitlement and the names of the Shareholders, who will be eligible to participate in the Buyback. Eligible Shareholders holding Equity Shares, as on the Record Date will receive a letter of offer in relation to the Buyback ("Letter of Offer") along with a tender offer form indicating the entitlement 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 those shareholders whose email id is not registered, within two working days from the 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.
11.2 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.
11.3 As defined in Regulation 2(j)(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).
11.4 In accordance with Regulation 6 of the Buyback Regulations, 15% (fifteen percent) of the number of Equity Shares which the Company proposes to buyback or number of Equity Shares entitled as per the shareholding of Small Shareholders, whichever is higher, shall be reserved for the Small Shareholders as part of this Buyback.
11.5 Based on the shareholding on the Record Date, the Company will determine the entitlement of each Eligible Shareholder, to tender their Equity Shares in the Buyback. This entitlement for each Eligible Shareholder will be calculated based on the number of Equity Shares held by the respective Eligible Shareholder as on the Record Date and the ratio of Buyback applicable in the category to which such Eligible Shareholder belongs. The final number of Equity Shares that the Company will purchase from each Eligible Shareholder will be based 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.

- 11.6 In order to ensure that the same shareholder with multiple demat accounts/ folios do not receive a higher entitlement under the small shareholder category, the Company proposes to club together the Equity Shares held by such shareholders under the category of "clearing 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 be clubbed together for determining their entitlement and will be considered separately, where these Equity Shares are held for different schemes and have a different demat account nomenclature based on information prepared by the Registrar and Transfer Agent as per the shareholder records received from the depositories.
11.7 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.

- 11.8 Further, the Equity Shares held under the category of "clearing 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 be clubbed together for determining their entitlement and will be considered separately, where these Equity Shares are assumed to be held on behalf of clients. Further, the Equity Shares held under the category of "clearing 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 be clubbed together for determining their entitlement and will be considered separately, where these Equity Shares are assumed to be held on behalf of clients.
11.9 After accepting the Equity Shares tendered on the basis of entitlement, 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 above their entitlement in the other category.

- 11.10 The maximum tender under the Buyback by any Eligible Shareholder cannot exceed the number of Equity Shares held by the shareholder as on the Record Date. In case the Eligible 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.
11.11 The Equity Shares tendered as per the entitlement by Eligible Shareholders 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 computation of Buyback entitlement to tender Equity shares in Buyback. The settlement under the Buyback will be done using the "Mechanisms for acquisition of shares through Stock Exchange" notified by SEBI Circulars.

- 11.12 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 Eligible Shareholder(s). Eligible Shareholders which have registered their email ids with the depositories/ the Company shall be dispatched the Letter of Offer through electronic means. If Eligible Shareholders wish to obtain a physical copy of the Letter of Offer, they may send a request to the Company or Registrar at the address mentioned hereinafter.

12 PROCESS AND METHODOLOGY FOR BUYBACK

- 12.1 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(v)(a) of the Buyback Regulations. Additionally, the Buyback shall be subject to applicable laws, be facilitated by tendering of Equity Shares by the Eligible Shareholders and settlement of the same, through the stock exchange mechanism as specified in the SEBI Circulars.
12.3 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 may be permitted by law from time to time.
12.4 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 Khosro Sali
E-mail ID: kamal.sali@elaracapital.com
Website: www.elaracapital.com
CIN: U74992MH2007PTC172297
SEBI Registration Number: INZ000238238
Validity Period: Permanent

- 12.5 The Company will provide BSE to provide the separate acquisition window ("Acquisition Window") to facilitate placing of sell orders by Eligible Shareholders who wish to tender 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 will 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 Acquisition Window by Eligible Shareholders through their respective stock brokers ("Seller 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 Shareholders.
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 registered 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 during 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:

- 13.1 Eligible Shareholders who desire to tender their Equity Shares in electronic form under Buyback would have to do so through their respective Seller 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").
13.3 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 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 member 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 shall be initiated by the shareholders at source depository to clearing member/ Clearing 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-in is mandatory prior to confirmation of the order/bid by the custodian. The custodian shall 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 rejected. 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 confirmation.
13.7 Upon placing the bid, the Seller Member(s) shall provide a Transaction Registration Slip ("TRS") generated by the exchange bidding system to the Eligible Shareholder on whose behalf the bid has been placed. The TRS will contain the details of the order submitted i.e. 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.
13.9 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, 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 other regulations framed thereunder, as applicable, and also subject to the receipt / provision by such Eligible Shareholders of such approvals, if any, to 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.

- 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, guidelines, for remittance of funds, shall be made by the Eligible Shareholders and/or the Seller 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 Equity Shareholder shall be deemed to have been accepted.
13.12 The Eligible Shareholders will have to ensure that they keep the depository participant ("DP") account unblocked to receive credit in case of return of Equity Shares tendered to the depository 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 DP account active and updated to receive credit remittance due to acceptance of Buyback of shares by the Company.

14 PROCEDURE TO BE FOLLOWED BY ELIGIBLE SHAREHOLDERS HOLDING EQUITY SHARES IN PHYSICAL FORM:

- 14.1 In accordance with SEBI's circular dated July 31, 2020 (Circular no. SEBI/HO/CFD/CMD/1/CIRP/2020/14), 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.
14.2 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 complete set of documents for verification procedures to be carried out before placement of the bid. Such documents will include the (i) Tender Form duly signed by all Eligible Shareholders (in case shares are in joint names, in the same order in which they hold the shares), (ii) original share certificate(s), (iii) valid share transfer form(s)/Form SH-4 duly filled and signed by the transferees (i.e. by all registered Shareholders in same order and as per the specimen signatures registered with the Company) and duly witnessed at the appropriate place authorizing the transfer in favour of the Company, (iv) 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 probate will, if the original shareholder is deceased, 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 consisting of any one of the following documents: (i) valid Aadhar card, (ii) voter identity card or (iii) Passport.

- 14.3 Based on the aforementioned documents, the concerned Seller Member shall place an 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 contain the details of order submitted i.e. folio no., certificate no., distinctive no., no. of Equity Shares tendered etc.
14.4 Any Seller Member / Eligible Shareholder who places a bid for physical Equity Shares, is required to deliver the original share certificate(s) & documents (as mentioned above) along with TRS generated by exchange bidding system upon placing of bid, either by registered 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 Extn., New Delhi-110055) not later than 2 (two) days from the offer closing date. The envelope should be super scribbled as "KRBL 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.
14.5 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. Acceptance of the physical Equity Shares for Buyback by the Company shall be subject to verification as per the Buyback Regulations and any further directions issued in this regard. The Registrar to the Buyback will verify such bids based on the documents submitted on a daily basis and till such verification, the Designated Stock Exchange shall display such bids as 'unconfirmed physical bids'. Once Registrar to the Buyback confirms the bids, they will be treated as 'confirmed bids'.

- 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.
14.7 Modifications or cancellation of orders will only be allowed during the tendering period of the Buyback.

The cumulative quantity of Equity Shares tendered shall be made available on the website 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 issued 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 shares, 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 relevant documents as required for transfer, if any.

15 METHOD OF SETTLEMENT

- 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 Shareholder 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/BSE, 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 bought 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 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 unblocked 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 same to the respective Eligible Shareholder's account.

- 15.1.7 The settlements of fund obligation for Equity Shares in dematerialized and physical form shall be effected as per the SEBI Circulars and as prescribed by the Designated Stock Exchange and the Clearing Corporation from time to time. For Equity Shares in dematerialized 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 Corporation. For Equity Shares in physical form, the Clearing Corporation will release the funds to the Seller(s) as per secondary market payout mechanism. If such shareholder's bank account details are not available or if the funds transfer instruction is rejected by the Reserve Bank of India ("RBI") (banks), due to any reasons, then the amount payable to the concerned shareholders will be transferred to the Seller Member for onward transfer to such shareholders.

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

- 15.1.9 Details in respect of shareholder's entitlement for tender offer process will be provided to 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 demat account of the shareholder. On settlement date, all blocked shares mentioned in the accepted bid will be transferred to the Clearing Corporation.

- 15.1.10 In case of inter depository, the Clearing Corporation will cancel the excess or unaccepted 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 Clearing Corporation or automatically generated after matching with bid accepted detail 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 quantity, source depository shall debit the securities as per the communication/message received from target depository to the extent of accepted bid shares from Eligible shareholder's demat account and credit to Clearing Corporation's settlement account in target Depository on settlement date.

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

- 15.1.12 Eligible Shareholders who intend to participate in the Buyback should consult their respective Seller Member(s) for details of any cost, applicable taxes, charges and expenses (including brokerage) 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 could be net of such costs, applicable taxes, charges and expenses (including brokerage) 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 Eligible Shareholders.

- 15.1.13 The lien marked against unaccepted Equity Shares will be released, if any, or would be 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 account is maintained till all formalities pertaining to the Offer are completed.

- 15.2 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 Regulations.

16 COMPLIANCE OFFICER

The Company has designated the following as the Compliance Officer for the Buyback:
Name : Ms. Jyoti Verma
Designation : Company Secretary & Compliance Officer
Address : C-32, 5th & 6th Floor, Sector-62, Noida - 201301
Phone : +91-120-4060300
Email : cs@krblindia.com
Website : www.krbl.com

- In case of any clarifications or to address investor grievance, the Shareholders may contact the Compliance Officer between 10:00 am to 5:00 pm on all working days except public holidays