



Regd. Office: 5190, Lahori Gate, Delhi – 110006
Phone: 011-23968328, Fax: 011-23968327
E-mail: investor@krblindia.com, Website: www.krblrice.com
CIN - L01111DL1993PLC052845

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 22nd Annual General Meeting of the members of KRBL Limited will be held on Monday, September 28, 2015 at 11.00 A.M. at FICCI K. K. Birla Auditorium, 1, Tansen Marg, New Delhi-110 001, to transact the following business:

ORDINARY BUSINESS:

1. To consider and adopt:

- (a) the Audited Financial Statement of the Company for the financial year ended March 31, 2015, together with the Reports of the Board of Directors and Auditors' thereon; and
- (b) the Audited Consolidated Financial Statement of the Company for the financial year ended March 31, 2015.

2. To declare a Dividend of ₹ 1.70 per equity share on 23,53,89,892 equity shares of ₹ 1 each for the financial year ended March 31, 2015.

3. To appoint a Director in place of Mr. Anil Kumar Mittal (DIN-00030100), who retires by rotation at this Annual General Meeting and being eligible, has offered himself for re-appointment.

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

5. To ratify the appointment of Statutory Auditors and in this regard to consider and if thought fit, to pass, with or without modification(s) the following resolution, as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 139 and such other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed there under, as amended from time to time and pursuant to the resolution passed by the Members at Twenty First Annual General Meeting (AGM) held on September 9, 2014 in respect of appointment of auditors, M/s. Vinod Kumar Bindal & Co., Chartered Accountants, having Firm Registration No. 003820N till the conclusion of the AGM to be held on the year 2017, the Company hereby ratifies and confirms the appointment of M/s. Vinod Kumar Bindal & Co., as auditors of the Company to hold office from the conclusion of this AGM till the conclusion of the Twenty Third Annual General Meeting to be held in the year 2016 to examine and audit the accounts of the Company on such remuneration as may be mutually agreed between the Board of Directors of the Company and the Auditors.”

SPECIAL BUSINESS:

6. To ratify and confirm the Remuneration of the Cost Auditors for the financial year 2015-16 and in this regard to consider and

if thought fit, to pass with or without modification, if any, the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 148(3) and such other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, the remuneration of ₹ 55,000/- (Rupees Fifty Five Thousand Only) plus service tax, out-of-pocket, expenses incurred in connection with the audit, as recommended by the Audit Committee and approved by the Board payable to M/s. HVMN & Associates, Cost Accountants (Firm Registration No. 000290) as cost Auditors to conduct the Audit of the relevant cost records of the Company as prescribed under the Companies (Cost Records and Audit) Rules, 2014 as amended from time to time, for the financial year ending March 31, 2016 be and is hereby ratified and confirmed.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all acts, deeds and things and take all such steps as may be necessary, proper and expedient to make the resolution effective.”

7. To approve and adopt new set of Articles of Association of the Company containing Regulations in conformity with The Companies Act, 2013 and in this regard to consider and if thought fit, to pass with or without modification, if any, the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 as amended from time to time, including any statutory modification or re-enactment thereof for the time being in force, the draft regulations contained in the Articles of Association submitted to this meeting be and are hereby approved and adopted in substitution, and to the entire exclusion, of the regulations contained in the existing Articles of Association of the Company with immediate effect.

RESOLVED FURTHER THAT Mr. Anil Kumar Mittal, Chairman & Managing Director, Mr. Anoop Kumar Gupta, Joint Managing Director and Mr. Raman Sapra, Company Secretary be and are hereby severally authorized to do all such acts, deeds and things as may be necessary, proper or expedient to give effect to this resolution.”

8. To consider and approve the Issue of Redeemable Non-Convertible Debenture on Private Placement Basis and in this regard to consider and, if thought fit, to pass with or without modification, if any, the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to Section 179 and other applicable provisions of the Companies Act, 2013, (the “Companies Act”), as amended from time to time, the rules framed under the Companies Act, the Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations,

2008, as amended from time to time (the “SEBI Debt Regulations”), the Memorandum and Articles of Association of the Company and subject to the borrowing limits as approved by the shareholders of the Company and the approvals, permissions and sanctions of Securities Exchange Board of India (“SEBI”), the stock exchanges, the Reserve Bank of India, Government of India and all other concerned statutory authorities, if and to the extent necessary, and such other approvals, permissions and sanctions from third parties as may be necessary, and subject to such conditions and modifications as may be prescribed or imposed in granting of such approvals, permissions and sanctions by any of the aforesaid authorities which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall be deemed to include any duly constituted committee thereof) the consent of the shareholders, pursuant to section 42 and all other applicable provisions, if any, of the Companies Act read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 (the “Rules”), be and is hereby accorded to the board of directors to create, offer and issue non-cumulative, redeemable, taxable, listed, rated securities in the form of non-convertible debentures up to an aggregate amount not exceeding ₹ 500 Crores (Rupees Five Hundred Crores only) (the “Debentures”) on private placement basis (the “Issue”) to any persons, entities, bodies corporate, companies, banks, financial institutions and any other categories of eligible investors permitted to invest in the Debentures under applicable laws (collectively termed as “Investors”) who would be willing to invest in or subscribe to such Debentures, at such time or times and on such terms and conditions as may be agreed between the Company and such Investors.

RESOLVED FURTHER THAT the Debentures proposed to be issued may be secured or unsecured and if secured, the Company do create a First charge on entire movable and immovable fixed assets of the Company ranking pari-passu inter-se and Second charge on entire current assets of the company ranking pari-passu inter-se, subject to prior charges created/ to be created in favour of Company’s bankers/lenders.

RESOLVED FURTHER THAT Mr. Anil Kumar Mittal, Chairman and Managing Director (DIN-00030100), Mr. Arun Kumar Gupta, Joint Managing Director (DIN-00030127), Mr. Anoop Kumar Gupta, Joint Managing Director (DIN-00030160), Mr. Rakesh Mehrotra, Chief Financial Officer and Mr. Raman Sapra, Company Secretary and Compliance Officer of the Company (the “Authorized Officers”) be and are hereby severally authorized to take such steps and to do all such acts, deeds, matters and things and execute all such deeds, documents, instruments and writings and accept any alterations or modification(s) as they may deem fit and proper and give such directions as may be necessary to settle any question or difficulty that may arise in regard to issue and allotment of the Debentures and the utilization of the issue proceeds in such manner as may be determined by the Authorized Officers, subject however, to applicable laws, and to take such actions or give such directions as may be necessary or desirable and to obtain any approvals, permissions, sanctions which may be necessary or desirable, as they may deem fit.

RESOLVED FURTHER THAT the Company may mortgage or create charge on the movable and immovable properties and receivables of the Company, as determined by the members of the Company by way of the resolution under Section 180(l)(a) read with Section 180(l)(c) of the Companies Act and subject to the Memorandum and Articles of Association of the Company, the Authorized Officers be and are hereby severally authorized to create a charge by way of mortgage, hypothecation, pledge or any other security interest over such assets of the Company, and

execute all documents in connection therewith, as may be determined by the Authorized Officers, in connection with the Debentures to be offered, issued and allotted by the Company from time to time.

RESOLVED FURTHER THAT the Authorized Officers, be and are hereby severally authorized to negotiate, modify, sign, execute, register and deliver the information memorandum for issue of the Debentures, term sheet, debenture trustee agreement, debenture trust deed and other necessary agreements, deeds, general undertaking/indemnity, affidavits, declarations required in connection with the said issue of Debentures including without limitation any security documents (the “Transaction Documents”) (whether before or after execution of the Transaction Documents) together with all other documents, agreements, instruments, letters and writings required in connection with, or ancillary to, the Transaction Documents (the “Ancillary Documents”) as may be necessary or required for the aforesaid purpose including to sign and/or dispatch all forms, filings, documents and notices to be signed, submitted and/or dispatched by it under or in connection with the documents to which it is a party as well as to accept and execute any amendments to the Transaction Documents and the Ancillary Documents and further to do all such other acts, deeds mentioned herein as they may deem necessary in connection with the issue of the Debentures and matters connected therewith including without limitation the following:

- a) to decide remuneration and appointment of other intermediaries including without limitation arrangers, credit rating agencies, registrar to the Issue, debenture trustee to the Issue and legal counsel to the Issue required for the Debenture issue of the Company;
- b) to generally do any other act and/or deed, to negotiate and execute the fee letters and any other documents, applications, agreements, undertakings, deeds, affidavits, declarations and certificates and/or give such direction as they deem fit or as may be necessary or desirable with regard to this Issue;
- c) to sign and submit all necessary papers and take all necessary steps in this regard including the payment of applicable stamp duty on the Transaction Documents and Ancillary Documents;
- d) to seek, if required, any approval, consent or waiver from the Company’s lenders, and/or parties with whom the Company has entered into various commercial and other agreements, and/or any/all concerned government and regulatory authorities in India, and/or any other approvals, consents or waivers that may be required in connection with the issue, offer and allotment of the Debentures;
- e) negotiate and finalise the quantum, timing, terms and conditions of the Issue of the Debentures to the Investors;
- f) giving or authorizing the giving by concerned persons of such declarations, affidavits, certificates, consents and authorities as may be required from time to time;
- g) to open and operate such bank accounts, demat accounts, escrow account with banks, institutions or agencies as may be required as per the terms of the Issue;
- h) to seek the listing of the Debentures on the Stock Exchanges, submitting the listing application to the Stock Exchanges and taking all actions that may be necessary in connection with obtaining such listing;

- i) authorizing of the maintenance of a register of holders of the Debentures as may be applicable or required;
- j) entering into necessary arrangements for appointment of all such intermediaries and/or agencies as may be deemed appropriate to be involved or concerned in such offerings of Debentures and also to enter into and execute all such arrangements, agreements, memoranda, documents etc. with such intermediaries and/or agencies and to do all such acts and things as may be necessary and expedient;
- k) to do all acts, matters, deeds and things _ or desirable in connection with or incidental to giving effect to the above resolutions and to execute on behalf of the Company such deeds, documents, agreements and writings in this regard; and
- l) to delegate authority to execute the Transaction Documents and the Ancillary Documents and to do all such acts, deeds, matters and things and sign all forms, agreements, other deeds, documents, undertakings, declaration, letters and such other papers as may be necessary, desirable and expedient in connection with the issue, allotment and listing of the Debentures, on behalf of the Company.

RESOLVED FURTHER THAT the Authorized Officers, be and are hereby severally authorized to file a copy of record of private placement offers along with the private placement offer letter with the concerned Registrar of Companies (the “**ROC**”) in Form GNL 2 and with Securities and Exchange Board of India within 30 (thirty) days of circulation of the private placement offer letter;

RESOLVED FURTHER THAT the Authorized Officers, be and are hereby severally authorized to file the return of allotment of debentures in Form PAS-3 with the ROC within 30 (thirty) days of allotment of debentures along with a complete list of Investors as required under Rule 14(4) of the Rules;

RESOLVED FURTHER THAT the Authorized Officers, be and are hereby severally authorized to issue debenture certificates to the Investors as per the provisions of the Act and to do all such acts, matters, deeds and things necessary or desirable in connection with or incidental to give effect to the above resolutions; and

RESOLVED FURTHER THAT the Company be and is hereby authorised to take its Common Seal out of its Registered Office to any destination for the purpose of affixation thereof on any such documents in connection with the Issue of the Debentures.”

By Order of the Board
for KRBL Limited

Sd/-

Raman Sapra
Company Secretary
M. No. A29044

Place: Noida, Uttar Pradesh
Date: July 30, 2015
Registered Office:
5190, Lahori Gate
Delhi – 110 006
Phone: (011) 23968328
Fax: (011) 23968327
E-mail: investor@krblindia.com
Website: www.krblrice.com
CIN: L01111DL1993PLC052845

NOTES:

1. The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of the business under **Item Nos. 6 to 8** set out above is annexed hereto.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (AGM) IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY/PROXIES NEED NOT BE A MEMBER OF THE COMPANY. The instrument appointing the proxy, in order to be effective, must be deposited at the Company's Registered Office, duly completed and signed, not less than FORTY-EIGHT HOURS before the meeting. Proxies submitted on behalf of limited companies, societies, etc., must be supported by appropriate resolutions/authority, as applicable.

A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.

Corporate Members intending to send their authorized representatives to attend the Meeting are requested to send to the Company, a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.

3. Pursuant to the provisions of Section 91 of the Companies Act, 2013, the Register of Members and Share Transfer Books of the Company will remain closed from Thursday, September 17, 2015 to Monday, September 28, 2015 (both days inclusive) for annual closing and determining the entitlement of the shareholders for the payment of dividend.
4. Pursuant to the provisions of Section 126 of the Companies Act, 2013, dividend as recommended by the Board of Directors, if declared at the meeting will be dispatched / remitted after Monday, September 28, 2015 :
 - a) to those Members, holding shares in physical form, whose names appear on the Register of Members of the Company at the close of business hours on Wednesday, September 16, 2015, after giving effect to all valid transfers in physical form lodged with the Company or its Registrar and Shares Transfer Agent on or before Wednesday, September 16, 2015; and
 - b) to those beneficial owners, holding shares in electronic form, whose names appear in the statement of beneficial owners furnished by the Depositories to the Company as at close of business hour on Wednesday, September 16, 2015.
5. Members holding shares in electronic form are requested to intimate all changes pertaining to their bank particulars, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers, etc., to their Depository Participant (DP). The changes intimated to the DP will then be automatically reflected in the Company's records which will help the Company and Alankit Assignments Limited, Registrars and Transfer Agents, to provide efficient and better services. Members holding shares in physical form are requested to intimate such changes to Alankit Assignments Limited.

6. Members holding shares in physical form are requested to dematerialize their holding in order to eliminate all risks associated with physical shares. Members can contact the Company or Alankit Assignments Limited for further assistance.
7. In case of joint holders attending the meeting, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
8. Members desiring of any information as regards to the Accounts are requested to write on to the Registered Office of the Company at least 7 days before the date of the meeting so as to enable the management to keep the information ready at the Annual General Meeting.
9. In terms of the provisions of Section 124 of the Companies Act, 2013, read with Section 205A of the Companies Act, 1956 the amount of dividend not encashed or claimed within 7 (seven) years from the date of its transfer to the unpaid dividend account, will be transferred to the Investor Education and Protection Fund established by the Government. Accordingly, the unclaimed dividend in respect of financial year 2007-08 is due for transfer to the said fund in November 5, 2015. In terms of provisions of Section 124 of the Companies Act, 2013, read with Section 205A of the Companies Act, 1956 no claim shall lie against the Company or the said fund after the said transfer.

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

Date of Declaration of Dividend	Dividend for the year	Due Date of transfer to IEPF
29/09/2008	2007-08	November 05, 2015
29/09/2009	2008-09	November 05, 2016
28/01/2010	2009-10 (Interim)	March 06, 2017
21/09/2010	2009-10 (Final)	October 28, 2017
27/09/2011	2010-11	November 03, 2018
25/09/2012	2011-12	November 01, 2019
23/09/2013	2012-13	October 30, 2020
09/09/2014	2013-14	October 16, 2021

10. Members who have neither received nor encashed their dividend warrant(s) for the financial year 2007-08 to 2013-14, are requested to write to the Company, mentioning the relevant Folio Number or DP Id and Client Id, for issuance of demand draft.
11. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company/Registrar.
12. Members are requested to sign at the place provided on the attendance slip and handover the same at the entrance of the Meeting.
13. Members are requested to bring their personal copy of the Annual Report to the meeting.
14. All documents referred to in the notice and the explanatory statement requiring the approval of the Members at the meeting and other

statutory registers shall be available for inspection by the members at the Corporate Office of the Company during normal business hours on the working days between 11.00 a.m. to 1.00 p.m. except Sunday and holiday.

15. Company's Equity Shares are listed on the following Stock Exchanges:

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

The Company has paid the annual listing fees for the financial year 2015-16 to the National Stock Exchange of India Limited and BSE Limited.

16. Electronic copy of the Annual Report and Notice of 22nd Annual General Meeting of the Company along with Attendance Slip, Proxy Form and instructions for e-voting is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report and Notice of the 22nd Annual General Meeting of the Company along with Attendance Slip, Proxy Form and instructions for e-voting is being sent in the permitted mode.
17. In compliance with the provisions of Section 108 of the Companies Act, 2013 and the Rules framed there under, the Members are provided with the facility to cast their vote electronically, through voting services provided by CDSL, on all resolutions set forth in this notice. The Company has appointed Mr. Deepak Kukreja, Partner, DMK Associates, FCS No. F4140, CP No. 8265, Practicing Company Secretaries, to act as the Scrutinizer, for conducting the scrutiny of the votes cast. The Members desiring to vote through electronic mode may refer to the detailed procedure on e-voting given hereinafter.
18. The Scrutinizer shall immediately after the conclusion of voting at the AGM, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and make, not later than 3 (Three) days of the conclusion of the meeting, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, forthwith to the Chairman of the Company or any person authorized by him in writing and the Results shall be declared by the Chairman or any person authorized by him thereafter.
19. The Results declared along with the Scrutinizer's Report shall be placed on the website of the Company at www.krbllrice.com and on the website of CDSL, immediately after the declaration of Result by the Chairman or any person authorized by him in writing. The results shall also be forwarded to the stock exchanges where the shares of Company are listed.

Voting through electronic means

- I.** In compliance with provisions of Clause 35B of the Listing Agreement read with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management & Administration) Rules, 2014, as substituted by the Companies (Management and Administration) Rules, 2015, the Company is providing the shareholders facility to exercise their right to vote on Resolutions proposed to be considered at the forthcoming Annual General Meeting by electronic means and the business may be transacted through e-voting platform provided by Central Depository Services (India) Limited (CDSL).
- II.** That the facility for voting, through Ballot Paper shall also be made available at the Meeting and Members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right at the meeting through Ballot Paper.
- III.** That the Members who have cast their vote by remote e-voting prior to the Meeting may also attend the meeting but shall not be entitled to cast their vote again.

The instructions for members for voting electronically are as under:

- i.** The voting period begins on September 25, 2015 (9 a.m.) and ends on September 27, 2015 (5 p.m.) During these period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of September 21, 2015, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- ii.** The shareholders should log on to the e-voting website www.evotingindia.com during the voting period.
- iii.** Click on "Shareholders" tab.
- iv.** Now, select the "COMPANY NAME" from the drop down menu and click on "SUBMIT"
- v.** Now enter your User ID
 - a.** For CDSL: 16 digits beneficiary Id,
 - b.** For NSDL: 8 Character DP Id followed by 8 Digits Client Id,
 - c.** Members holding shares in Physical Form should enter Folio Number registered with the Company.
- vi.** Next enter the Image Verification as displayed and Click on Login.
- vii.** If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- viii.** If you are a first time user follow the steps given below:

For members holding shares in Demat Form and Physical Forms	
PAN*	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) - Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. - In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
DOB#	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.

Dividend Bank Details#	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. - Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field.
------------------------	---

- ix.** After entering these details appropriately, click on "SUBMIT" tab.
- x.** Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- xi.** For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- xii.** Click on the EVSN of KRBL Limited which is **150819070**.
- xiii.** On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- xiv.** Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- xv.** After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- xvi.** Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xvii.** You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- xviii.** If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xix.** Note for –Non Individual Shareholders and Custodians:
 - Non Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporate.
 - They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com
 - After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.
- xx.** In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.co.in under help section or write an email to helpdesk.evoting@cdslindia.com.

ADDITIONAL INFORMATION REQUIRED TO BE FURNISHED UNDER THE LISTING AGREEMENT:

As required pursuant to Clause 49 of the Listing Agreement, the particulars of Directors who are proposed to be re-appointed are given below:

1. Name	:	Mr. Anil Kumar Mittal
Age	:	64 Years
Qualification	:	Arts Graduate from Delhi University
Experience	:	Having more than 41 years of experience in the field of Rice Industry. The Visionary behind the success of the Company, Mr. Mittal is the founder Chairman of KRBL Limited. He has been instrumental, in turning the Company into a global brand and the leader in Indian Basmati Industry. He was also the President of All India Rice Exporters Associations and presently he is the Vice President of the Basmati Rice Farmers & Exporters Development Forum. He has been the Board Member of the Export Inspection Council and the Basmati Development Fund. He also formulates the marketing strategy of the Company and supervises the marketing functions.
Other Directorships	:	<ol style="list-style-type: none"> 1. Anurup Exports Private Limited 2. Radha Raj Ispat Private Limited 3. Radha Raj Infrastructure Private Limited 4. KRBL Infrastructure Limited 5. Aakash Hospitality Private Limited 6. K B Exports Private Limited 7. Holistic Farms Private Limited 8. Radha Raj IT City & Parks Private Limited 9. Radha Raj Logistics Private Limited 10. KRBL Foods Limited 11. Adwet Warehousing Private Limited 12. Padmahasta Warehousing Private Limited 13. Solid Infra Developers Private Limited
Membership(s) / Chairmanship(s) of Board Committees in Other Companies	:	Nil
Number of Equity Shares Held in the Company (including shares held as Karta of HUF)	:	2,91,90,648
2. Name	:	Mr. Arun Kumar Gupta
Age	:	58 Years
Qualification	:	Commerce Graduate from Delhi University
Experience	:	Having more than 33 years of experience in the field of Rice Industry. Promoter and Director of KRBL Limited. An expert on the Basmati Paddy Supply Chain Management and the Paddy Milling Technology. He has steered the Company into a growth trajectory. He holds various eminent positions in various reputed organization, one of them being Executive Member of the Basmati Rice farmers & Exporters Development Forum. He plays a key role on the project implementation of the Company.
Other Directorships	:	<ol style="list-style-type: none"> 1. Anurup Exports Private Limited 2. Radha Raj Ispat Private Limited 3. Radha Raj Infrastructure Private Limited 4. KRBL Infrastructure Limited 5. Aakash Hospitality Private Limited 6. K B Exports Private Limited 7. Holistic Farms Private Limited 8. Radha Raj IT City & Parks Private Limited 9. Radha Raj Logistics Private Limited 10. KRBL Foods Limited 11. Adwet Warehousing Private Limited 12. Padmahasta Warehousing Private Limited 13. Solid Infra Developers Private Limited
Membership(s)/Chairmanship(s) of Board Committees in Other Companies	:	Nil
Number of Equity Shares Held in the Company (including shares held as Karta of HUF)	:	2,40,08,500

ANNEXURE TO THE NOTICE

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

ITEM NO. 6 TO THE NOTICE

Based on the recommendation of the Audit Committee, the Board of Directors at their meeting held on May 28, 2015, had appointed M/s. HMVN & Associates, a firm of Cost Accountants as Cost Auditors of the Company for auditing the cost records maintained by the company for the financial year 2015-16 and also fixed their remuneration for the said purpose.

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

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

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

ITEM NO. 7 TO THE NOTICE

The existing Articles of Association ("AOA") were based on the Companies Act, 1956 and several regulations in the existing AOA contain references to specific sections of the Companies Act, 1956 and which are no longer in force.

The existing regulations of the Articles of Association are replaced by the new set of regulations and adopted as new set of Articles of Association as per the requirements of Table F of the First Schedule in the Companies Act, 2013. The modification in Articles of Association is carried out to give effect to provisions of the Companies Act, 2013.

While some of the Articles of the existing Articles of Association of the company require alteration or deletions, material changes that are proposed in the new Articles of Association are given below for ease of reference of shareholders:

S. No.	Particulars as per draft AOA	Summary of Changes
1.	Definitions	Definitions are appropriately amended to align with the provisions of the Companies Act, 2013.
2.	General Meetings	Proceeding with respect to the AGM regarding length of the Notice calling the general meeting, requirement of the whom the notice for the general meeting needs to be given, material facts to be set out in the explanatory statements, business to be truncated at the general meeting matter including adjournment, poll etc. are amended in line with provisions of the Companies Act, 2013.
3.	Voting rights	To include Voting right through electronic means.
4.	Proxy	Restrictions on Proxy incorporate to align with the provisions of the Companies Act, 2013.
5.	Appointment of Directors	Provisions with respect to the appointment of director and procedure thereof is amended to align with the provisions of Companies Act, 2013.
6.	Retirement and Rotation of Directors	Provisions with respect to the retirement and rotation of Directors are amended to align with the provisions of Companies Act, 2013.
7.	Proceeding of Board of Directors and their Committees	Proceeding with respect to the Meeting of Board of Directors and their Committees, quorum for the meeting, notice calling the meeting etc. are amended in line with provisions of the Companies Act, 2013.
8.	Power of Board	Specific power of Board to activities as per the provisions of the Companies Act, 2013.
9.	Capitalization	Provisions regarding application of funds from reserve accounts when amounts in reserve account are to be capitalized are amended to align with provisions of the Companies Act, 2013.
10.	Key managerial persons	Provisions regarding appointment of Key managerial persons and procedure thereof is amended to align with the provisions of Companies Act, 2013.
11.	Secretarial Standards	To adopt the Secretarial Standards with or without modification(s).
12.	General Power	The statutory provisions of the Act which permits a Company to do some act if so authorization by its articles or provisions which require a company to do act in a prescribed manner unless the Articles otherwise provide have been specifically included.

Certain provisions of existing AOA have been simplified by providing reference to the applicable sections of the Companies Act, 2013 and the Rules framed thereunder, to avoid repetition.

A copy of the proposed new set of draft AOA of the Company would be available for inspection at the Registered Office of the Company during the business hours on any working day, up to the date of the Annual General Meeting and during the Annual General Meeting. The proposed draft Articles of Association is available on the Company's website at www.krblice.com for perusal by the shareholders.

Consent of the shareholders by way of Special Resolution is required in this regard.

Therefore, the Board of Directors recommends the proposed Special Resolution set out at Item No. 7 for your approval.

None of the Directors, Key Managerial Personnel or their relatives are concerned or interested, financially or otherwise in the Resolution set out at Item No. 7 of the Notice calling AGM.

ITEM NO. 8 TO THE NOTICE

As per Section 42 of the Act read with the Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 there under, a Company offering or making an invitation to subscribe to Unsecured/Secured Redeemable Non-Convertible Bonds/Debentures on a private placement basis to Augment Long Term Working Capital Requirement of the business, to meet Capital Expenditure, to repay existing long term loans and for general corporate purposes. The Board of Directors has decided to seek your approval enabling the Company to raise funds upto ₹ 500 Crores (Rupees Five Hundred Crore) by way of issue of issuance of Unsecured/Secured Redeemable Non-Convertible Bonds/Debentures through private placement basis within the overall borrowing limit of ₹ 5000 Crores.

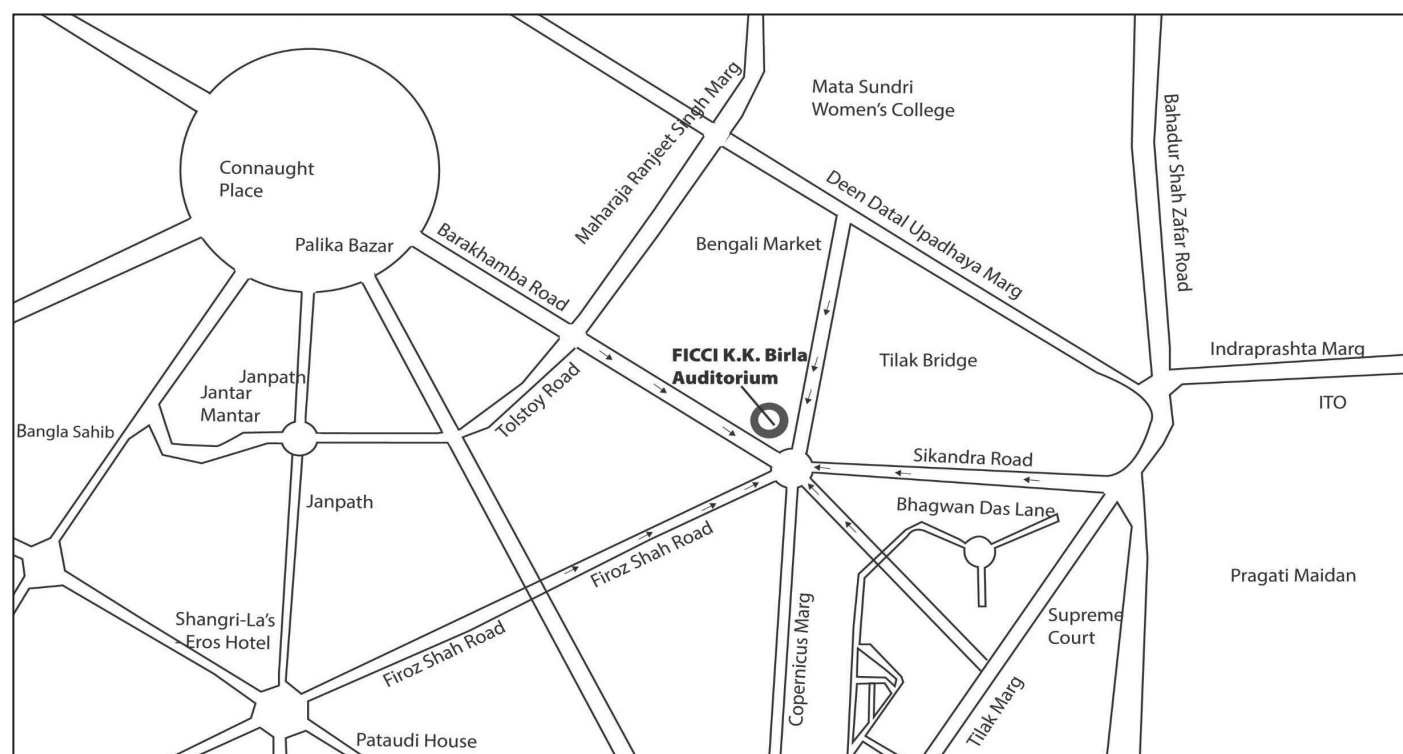
Accordingly, this Resolution is an enabling resolution conferring authority on the Board to do all acts and deeds, which may be required to issue/offer Non Convertible Debentures at an appropriate time, in one or more tranches/series/ currencies including the size, structure, price tec., up to a maximum borrowing of ₹ 500 Crores. The detailed terms and conditions for the offer/invitation will be determined in consultation with the parties concerned including the intermediaries as may be appointed for the issue/offer, if any.

Therefore, the Board of Directors recommends the proposed Special Resolution set out at Item No. 8 for your approval.

None of the Directors, Key Managerial Personnel or their relatives are concerned or interested, financially or otherwise in the Resolution set out at Item No. 8 of the Notice calling AGM.

Route map to venue of 22nd Annual General Meeting of KBRL Limited on Monday, September 28, 2015 at 11:00 a.m.

Venue: FICCI K. K. Birla Auditorium,
1, Tansen Marg, New Delhi - 110 001





HEART
OF
MADE IN INDIA
GATE



ANNUAL REPORT 2014-15

CONTENTS



01 Corporate Information

02

Heart of India. Made in India. India Gate.



04

Management Discussion & Analysis



28

Directors' Report

54

Report on Corporate Governance



76

Consolidated Financial Statements



112

Standalone Financial Statements

