

Ref: KRBL/SE/2024-25/31

August 22, 2024

The General Manager Department of Corporate Services BSE Limited Floor 25, Phiroze Jeejeebhoy Towers Dalal Street, Mumbai – 400 001	National Stock Exchange of India Limited “Exchange Plaza”, C-1, Block-G Bandra-Kurla Complex Bandra (E), Mumbai-400051
Scrip Code: 530813	Symbol: KRBL Series: Eq.

Sub: Notice of 31st Annual General Meeting of the Company

Dear Sir/Madam,

This is further to our communication dated August 21, 2024 wherein the Company *inter-alia* informed about the 31st Annual General Meeting (“AGM”) of the Company scheduled to be held on Friday, September 13, 2024 at 12:00 Noon (IST) through Video Conferencing/ Other Audio Visual Means in accordance with relevant circulars issued by the Ministry of Corporate Affairs and the Securities and Exchange Board of India (‘Circulars’).

In terms of the said Circulars, the AGM notice including e-voting instructions and the Annual Report for the Financial Year 2023-24 is being sent to all the members of the Company whose email addresses are registered with the Company/ Depository Participant(s) as on Friday, August 16, 2024. AGM Notice may be referred for detailed instructions on registering email addresses(s), voting and attending the AGM.

The Company has provided the facility to vote by electronic means (remote e-voting as well as e-voting at the AGM) on all resolutions (as set out in the AGM notice) to those members, who are holding equity shares either in physical or in electronic form as on the **cut-off date i.e. Friday, September 06, 2024**.

The remote e-voting shall commence from **09.00 A.M. (IST) on Tuesday, September 10, 2024 and will end at 5:00 P.M. (IST) on Thursday, September 12, 2024**.

The AGM notice including e-voting instructions and other relevant information, is enclosed herewith and the same is also available on the Company’s website at <https://krblrice.com/wp-content/uploads/2024/08/KRBL-AGM-Notice-2023-24.pdf>

This is for your kind information and record.

Thanking you,

Yours faithfully,
For KRBL Limited

Piyush Asija
Company Secretary & Compliance Officer
M. No. - A21328

Encl: As above



Registered Office: 5190, Lahori Gate, Delhi - 110 006
Corporate Office: C-32, 5th & 6th Floor, Sector 62, Noida, Gautam Budh Nagar, Uttar Pradesh - 201 301
Telephone: +91-120-4060300, **Fax:** +91-120-4060398
E-mail: investor@krblindia.com, **Website:** www.krblrice.com
CIN: L01111DL1993PLC052845

NOTICE OF 31ST ANNUAL GENERAL MEETING

NOTICE is hereby given that the 31st (thirty-first) Annual General Meeting (“**AGM**” or “**31st AGM**”) of the Members of KRBL Limited will be held on Friday, September 13, 2024, at 12:00 Noon (IST) through Video Conferencing/Other Audio Visual Means (VC/OAVM), for which purpose the Registered Office of the Company situated at 5190, Lahori Gate, Delhi-110 006, shall be deemed as the venue for the Meeting and the proceedings of the AGM shall be deemed to be made thereat, to transact the following businesses:

ORDINARY BUSINESS:

- To consider and adopt the Audited Financial Statements (Standalone and Consolidated) of the Company for the Financial Year 2023-24 including Balance Sheet as at March 31, 2024, the Statement of Profit and Loss and Cash Flow Statement for the Financial Year ended on that date together with the Reports of the Board of Directors and Auditors thereon.**
- To declare a final dividend of ₹4/- per equity share of face value of ₹1/- each, on 22,88,89,892 equity shares for the Financial Year 2023-24.**
- To appoint a Director in place of Mr. Anil Kumar Mittal (DIN: 00030100), who retires by rotation and being eligible, offers himself for re-appointment.**

SPECIAL BUSINESS:

- Ratification of remuneration of Cost Auditors for the Financial Year 2024-25.**

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

“**RESOLVED THAT** pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Company hereby ratifies the remuneration of ₹75,000/- (Rupees Seventy Five Thousand only) plus applicable taxes

and reimbursement of out-of-pocket expenses, payable to M/s. HMVN & Associates, Cost Accountants (Firm Registration No. 000290), who were re-appointed by the Board of Directors of the Company, on recommendation of Audit Committee, as Cost Auditors, to conduct the audit of the cost records maintained by the Company for the Financial Year ending March 31, 2025.”

“**RESOLVED FURTHER THAT** the Board of Directors (including any committee/ sub-committee of the Board) or the Company Secretary of the Company be and is hereby authorized to take all necessary steps to give effect to the aforesaid resolution.”

- Appointment of Mr. Ashok Pai (DIN: 06874699) as an Independent Non-Executive Director of the Company.**

To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Section 149(10), 150, 152 and Schedule IV of the Companies Act, 2013 read with the Companies (Appointment and Qualifications of Directors) Rules, 2014 and applicable SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or re-enactment thereof for the time being in force), Articles of Association and on recommendation of the Nomination and Remuneration Committee and the Board of Directors, consent of the members be and is hereby accorded for the appointment of Mr. Ashok Pai (DIN: 06874699) as an Independent Non-Executive Director, not liable to retire by rotation for a term of 5 (five) consecutive years commencing from July 31, 2024 upto July 30, 2029 on the terms and conditions as stated in the Explanatory Statement to the Notice.”

“**RESOLVED FURTHER THAT** the Board of Directors (including any committee/ sub-committee of the Board) or the Company Secretary of the Company be and is hereby authorized to take all necessary steps to give effect to the aforesaid resolution.”

6. Appointment of Mr. Anil Kumar Chaudhary (DIN:03256818) as an Independent Non-Executive Director of the Company.

To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 149(10), 150, 152 and Schedule IV of the Companies Act, 2013 read with the Companies (Appointment and Qualifications of Directors) Rules, 2014 and applicable SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or re-enactment thereof for the time being in force), Articles of Association and on recommendation of the Nomination and Remuneration Committee and the Board of Directors, consent of the members be and is hereby accorded for the appointment of Mr. Anil Kumar Chaudhary (DIN: 03256818) as an Independent Non-Executive Director, not liable to retire by rotation for a term of 5 (five) consecutive years commencing from August 20, 2024 upto August 19, 2029 on the terms and conditions as stated in the Explanatory Statement to the Notice.”

“RESOLVED FURTHER THAT the Board of Directors (including any committee/ sub-committee of the Board) or the Company Secretary of the Company be and is hereby authorized to take all necessary steps to give effect to the aforesaid resolution.”

7. Re-appointment of Ms. Priyanka Sardana (DIN: 00049811) as an Independent Non-Executive Director of the Company.

To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Section(s) 149(10), 150 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014, applicable of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modifications or re-enactment thereof for the time being in force) and Articles of Association of the Company, on the recommendation of Nomination and Remuneration Committee and the Board of Directors, consent of the members be and is hereby accorded for re-appointment of Ms. Priyanka Sardana (DIN: 00049811), as an Independent Non-Executive Director of the Company, not liable to retire by rotation, to hold office for second term of 5 (five) consecutive years commencing from September 25, 2024 to September 24, 2029 on the terms and conditions as stated in the Explanatory Statement to the Notice.”

“RESOLVED FURTHER THAT the Board of Directors (including any committee/ sub-committee of the Board) or the Company Secretary of the Company be and is hereby authorized to take all necessary steps to give effect to the aforesaid resolution.”

8. Re-appointment of Mr. Anil Kumar Mittal (DIN: 00030100) as Whole Time Executive Director (Chairperson and Managing Director) of the Company and Approval of revision in remuneration structure.

To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Section(s) 196, 197, 198, 203, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and any other rules made thereunder and applicable provisions, if any, of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 or any other law applicable to the Company for time being in force (including any amendment(s), statutory modification(s) or re-enactment(s) thereof) and in accordance with relevant provisions of the Articles of Association of the Company, and pursuant to the recommendation of Nomination and Remuneration Committee and Board of Directors of the Company, consent of the Members be and is hereby accorded for re-appointment of Mr. Anil Kumar Mittal (DIN: 00030100) as Whole Time Executive Director (Chairperson and Managing Director) of the Company for a term of 5 (five) years with effect from December 2, 2024 to December 01, 2029, liable to retire by rotation, on the terms and conditions and remuneration as stated in the Explanatory Statement to the Notice.”

“RESOLVED FURTHER THAT Mr. Anil Kumar Mittal shall have substantial powers of management and be in charge of general management of the Company within the provisions of Articles of Association but subject to superintendence, control and direction of the Board of Directors.”

“RESOLVED FURTHER THAT the Board of Directors (including any committee/ sub-committee of the Board) or the Company Secretary of the Company be and is hereby authorized to take all necessary steps to give effect to the aforesaid resolution.”

9. Re-appointment of Mr. Arun Kumar Gupta (DIN: 00030127) as Whole Time Executive Director (Joint Managing Director) of the Company and approval of revision in remuneration structure.

To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Section(s) 196, 197, 198, 203, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and any other rules made thereunder and applicable provisions, if any, of SEBI (Listing Obligations

and Disclosure Requirements) Regulations, 2015 or any other law applicable to the Company for time being in force (including any amendment(s), statutory modification(s) or re-enactment(s) thereof) and in accordance with relevant provisions of the Articles of Association of the Company, and pursuant to the recommendation of Nomination and Remuneration Committee and Board of Directors of the Company, consent of the members be and is hereby accorded for re-appointment of Mr. Arun Kumar Gupta (DIN: 00030127) as Whole Time Executive Director (Joint Managing Director) of the Company for a further period of 5 (five) years with effect from December 2, 2024 to December 01, 2029, liable to retire by rotation, on the terms and conditions and remuneration as stated in the Explanatory Statement to the Notice.”

“**RESOLVED FURTHER THAT** Mr. Arun Kumar Gupta shall have substantial powers of management and be in charge of general management of the Company within the provisions of Articles of Association but subject to superintendence, control and direction of the Board of Directors.”

“**RESOLVED FURTHER THAT** the Board of Directors (including any committee/ sub-committee of the Board) or the Company Secretary of the Company be and is hereby authorized to take all necessary steps to give effect to the aforesaid resolution.”

10. Re-appointment of Mr. Anoop Kumar Gupta (DIN: 00030160) as Whole Time Executive Director (Joint Managing Director) of the Company and approval of revision in remuneration structure

To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section(s) 196, 197, 198, 203, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and any other rules made thereunder and applicable provisions, if any, of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 or any other law applicable to the Company for time being in force (including any amendment(s), statutory modification(s) or re-enactment(s) thereof) and in accordance with relevant provisions of the Articles of Association of the Company, and pursuant to the recommendation of Nomination and Remuneration Committee and Board of Directors of the Company, consent of the members be and is hereby accorded for re-appointment of Mr. Anoop Kumar Gupta (DIN: 00030160) as Whole Time Executive Director (Joint Managing Director) of the Company for a term of 5 (five) years with effect from December 2, 2024 to December 01, 2029, liable to retire by rotation, on the terms and conditions and remuneration as stated in the Explanatory Statement to the Notice.”

“**RESOLVED FURTHER THAT** Mr. Anoop Kumar Gupta shall have substantial powers of management and be in charge of

general management of the Company within the provisions of Articles of Association but subject to superintendence, control and direction of the Board of Directors.”

“**RESOLVED FURTHER THAT** the Board of Directors (including any committee/ sub-committee of the Board) or the Company Secretary of the Company be and is hereby authorized to take all necessary steps to give effect to the aforesaid resolution.”

11. Approval for revision in remuneration structure of Ms. Priyanka Mittal (DIN: 00030479), Whole Time Executive Director of the Company.

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

“**RESOLVED THAT** pursuant to provisions of Section(s) 196, 197 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification (s) or re-enactment thereof for the time being in force) and in accordance with the relevant provisions of the Articles of Association of the Company and pursuant to the recommendation of Nomination and Remuneration Committee and approval of the Board of Directors of the Company, consent of the Members be and is hereby accorded for revision in the remuneration structure of Ms. Priyanka Mittal (DIN: 00030479), Whole Time Executive Director on terms and conditions as stated in the Explanatory Statement to the Notice.”

“**RESOLVED FURTHER THAT** the Board of Directors (including any committee/ sub-committee of the Board) or the Company Secretary of the Company be and is hereby authorized to take all necessary steps to give effect to the aforesaid resolution.”

12. Approval for revision in remuneration structure of Mr. Ashish Mittal, holding office or place of profit in the Company.

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

“**RESOLVED THAT** pursuant to the provisions of Section 188(1)(f) and other applicable provisions, if any, of the Companies Act, 2013, read with Companies (Meetings of Board and its Powers) Rules, 2014, (including any statutory modification(s) or re-enactment thereof for the time being in force) and applicable SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and on the recommendation of Nomination and Remuneration Committee and approval of the Board of Directors of the Company, consent of the members of the Company be and is hereby accorded for the revision in remuneration

structure of Mr. Ashish Mittal (Head-Paddy Procurement & Gautambudh Nagar Unit) holding office or place of profit on the terms and conditions as stated in the Explanatory Statement to this Notice.”

“**RESOLVED FURTHER THAT** the Board of Directors (including any committee/ sub-committee of the Board) or the Company Secretary of the Company be and is hereby authorized to take all necessary steps to give effect to the aforesaid resolution.”

13. Approval for revision in remuneration structure of Mr. Kunal Gupta, holding office or place of profit in the Company.

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

“**RESOLVED THAT** pursuant to the provisions of Section 188(1)(f) and other applicable provisions, if any, of the Companies Act, 2013, read with Companies (Meetings of Board and its Powers) Rules, 2014, (including any statutory modification(s) or re-enactment thereof for the time being in force) and applicable SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, on the recommendation of Nomination and Remuneration Committee and approval of the Board of Directors of the Company, consent of the Members of the Company be and is hereby accorded for the revision in remuneration structure of Mr. Kunal Gupta (Head-Rice Procurement & Dhuri Unit) holding office or place of profit on the terms and conditions as stated in the Explanatory Statement to this Notice.”

“**RESOLVED FURTHER THAT** the Board of Directors (including any committee/ sub-committee of the Board) or the Company Secretary of the Company be and is hereby authorized to take all necessary steps to give effect to the aforesaid resolution.”

14. Approval for Revision in Remuneration Structure of Mr. Akshay Gupta, holding office or place of profit in the Company.

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

“**RESOLVED THAT** pursuant to the provisions of Section 188(1)(f) and other applicable provisions, if any, of the Companies Act, 2013, read with Companies (Meetings of Board and its Powers) Rules, 2014, (including any statutory modification(s) or re-enactment thereof for the time being in force) and SEBI (Listing Obligations and

Disclosure Requirements) Regulations, 2015, and on the recommendation of Nomination and Remuneration Committee and approval of the Board of Directors of the Company, consent of the Members of the Company be and is hereby accorded for the revision in remuneration structure of Mr. Akshay Gupta (Head-Bulk Exports) holding office or place of profit on the terms and conditions as stated in the Explanatory Statement to this Notice.”

“**RESOLVED FURTHER THAT** the Board of Directors (including any committee/ sub-committee of the Board) or the Company Secretary of the Company be and is hereby authorized to take all necessary steps to give effect to the aforesaid resolution.”

15. Approval for revision in remuneration structure of Mr. Ayush Gupta, holding office or place of profit in the Company.

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

“**RESOLVED THAT** pursuant to the provisions of Section 188(1)(f) and other applicable provisions, if any, of the Companies Act, 2013, read with Companies (Meetings of Board and its Powers) Rules, 2014, (including any statutory modification(s) or re-enactment thereof for the time being in force) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and on the recommendation of Nomination and Remuneration Committee and approval of the Board of Directors of the Company, consent of the Members of the Company be and is hereby accorded for the revision in remuneration structure of Mr. Ayush Gupta (Head-Domestic Division) holding office or place of profit on the terms and conditions as stated in the Explanatory Statement to this Notice.”

“**RESOLVED FURTHER THAT** the Board of Directors (including any committee/ sub-committee of the Board) or the Company Secretary of the Company be and is hereby authorized to take all necessary steps to give effect to the aforesaid resolution.”

Place: Noida, Uttar Pradesh
Date: August 20, 2024

By Order of the Board
For KRBL Limited

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

Sd/-
Piyush Asija
Company Secretary and
Compliance Officer
M. No.: A21328

NOTES:

1. Pursuant to General Circulars Nos. 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 05, 2020, and subsequent circulars issued in this regard, the latest being 9/2023 dated September 25, 2023 issued by the Ministry of Corporate Affairs (hereinafter collectively referred to as **"MCA Circulars"**) and circulars issued by SEBI vide, 'SEBI' Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 05, 2023 the latest being the SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 07, 2023 (hereinafter referred to as **"SEBI Circular"**), physical attendance of the Members to the AGM venue is not required and AGM can be held through Video Conferencing/ Other Audio Visual Means (VC/OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM. The deemed venue for the 31st AGM shall be the Registered Office of the Company. The Central Depository Services (India) Limited (**"CDSL"**) will be providing facility for voting through remote e-voting, for participation in the AGM through VC/OAVM facility and e-voting during the AGM. The detailed procedure for participation in the meeting through VC/OAVM is explained at Note No. 24, the same is also available on the website of the Company at www.krblice.com under the head Investor Relations.
2. Since this AGM is being held through VC/OAVM pursuant to the MCA and SEBI Circulars, physical attendance of members has been dispensed with, accordingly, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM and hence the Proxy Form and Attendance Slip are not annexed hereto. However, the Body Corporates are entitled to appoint authorized representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting through Board Resolution/ Power of Attorney/ Authority Letter, etc. since the 31st AGM is being held through VC/ OAVM facility, the Route Map is not annexed in this Notice.
3. In case of joint holders attending the AGM, only such joint holder who is higher in the order of names will be entitled to vote.
4. Members seeking any information with regard to the accounts, inspection of documents or any matter to be placed at the AGM, are requested to write to the Company on or before Thursday, September 5, 2024 through email on investor@krblindia.com.
5. In compliance with the aforementioned circulars, electronic copies of the Notice of the AGM along with the Annual Report for the Financial Year 2023-24 is being sent to all the shareholders whose email addresses are registered/ available with the Company/ Depository Participants as on Friday, August 16, 2024. The Notice has also been uploaded on the website of the Company at www.krblice.com under the head Investor Relations. The Notice can also be accessed from the websites of the Stock Exchange(s) i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com, respectively and on the website of CDSL (agency for providing the Remote e-voting facility) i.e. www.evotingindia.com.
6. The proceedings of the forthcoming AGM on Friday, September 13, 2024 shall also be made available on the website of the Company at www.krblice.com under the head Investor Relations, as soon as possible after the Meeting is over.
7. Corporate Members are encouraged to attend the AGM through their Authorized Representatives, through VC/OAVM and cast their vote through e-voting. They are requested to send a certified copy of the Board Resolution/ Power of Attorney authorizing their representatives to attend and vote on their behalf in the meeting, through writing a mail to investor@krblindia.com
8. The attendance of the members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013 (**"the Act"**).
9. There will be no book closure.
10. The Dividend, if any declared, shall be payable to those Shareholders whose name(s) stand registered:
 - (i) as Beneficial Owner as at the end of business hours on Friday, September 6, 2024 (Record Date) as per the lists to be furnished by National Securities Depositories Limited and Central Depository Services (India) Limited in respect of the shares held in electronic form, and
 - (ii) as Member in the Register of Members of the Company/ Registrars and Share Transfer Agent after giving effect to valid share transmissions or transpositions, if any, in physical form lodged with the Company as at the end of business hours on Friday, September 6, 2024 (Record Date).
11. (i) SEBI vide its Circular dated June 10, 2024, in supersession of its earlier circulars in this regard, has reiterated that the security holders holding securities in physical form whose folio(s) do not have PAN, Choice of Nomination, Contact Details, Bank Account Details and Specimen Signature updated, shall be eligible:
 - a. to lodge grievances or avail any service request from the RTA only after furnishing PAN, KYC details and Nomination.
 - b. for any payment including dividend, interest or redemption payment in respect of such folios, only through electronic mode with effect from April 01, 2024.

Members may also note that SEBI vide its Circular dated January 25, 2022 has mandated listed companies to issue securities in dematerialized form only while

processing service requests viz. issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/ exchange of securities certificate; endorsement; sub-division/ splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialization, Members are advised to dematerialize the shares held by them in physical form. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR-4.

As per the provisions of Section 72 of the Act, the facility for making a nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nominations are requested to register the same by submitting Form No. SH-13. If a Member desires to cancel earlier nomination and record a fresh nomination, they may submit the same in Form No. SH-14. Members who are either not desiring to register Nomination or would want to opt out, are requested to fill and submit Form No. ISR-3.

Relevant details and forms prescribed by SEBI in this regard including the mode of dispatch are available on the website of the Company at <https://krblrice.com/shareholder-services/>, for information and use by the Members. You are requested to kindly take note of the same and update your particulars timely.

(ii) Members holding shares in electronic form are requested to intimate all changes pertaining to their bank particulars, nominations, power of attorney, address, name, email address, contact numbers, PAN, etc., to their Depository Participant (DP). Changes intimated to the DP will then be automatically reflected in the Company's records which will help the Company and Alankit Assignments Limited, Registrars and Share Transfer Agent ("**RTA**") to provide efficient and better services. Members holding shares in Physical Form are requested to intimate such changes to the Company or RTA.

12. Members holding shares in physical form are requested to dematerialize their holding in order to eliminate all risks associated with physical shares. Members can contact the Company or RTA for further assistance.

13. Pursuant to the amendments in the Income tax Act, 1961 ("**the IT Act**"), dividend income is taxable in the hands of the Shareholders from April 01, 2020 and the Company is required to deduct tax at source ("**TDS**") from dividend paid to the members at prescribed rates in the IT Act. In general, to enable compliance with TDS requirements, Members are requested to complete and/or update their Residential Status, PAN, Category as per the IT Act with their Depository Participants or in case shares are held in Physical Form, with the Company by sending email to the Company's email address at investor@krblindia.com.

For the detailed process, please visit website of the Company www.krblrice.com under the link Investor Relations and go through the "Communication on Tax Deduction at Source (TDS) on Dividend Distribution"

14. Pursuant to the requirements of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 on Corporate Governance, the information about the Directors proposed to be appointed/ re-appointed at the Annual General Meeting is given in the Annexure to the Notice.
15. An Explanatory Statement pursuant to Section 102 of the Act, in respect of the Special Businesses specified in the Notice is annexed hereto.
16. In terms of the provisions of Section 124 of the Act, read with Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, ("**IEPF Rules**"), unclaimed dividend amounting to ₹5,92,828.50 and rounding off amount of ₹0.50 aggregating to ₹5,92,829.00 pertaining to Interim Dividend for Financial Year 2015-16, which was lying in the unpaid dividend account for 7 (Seven) years from the date of its transfer to unpaid dividend account, have been transferred to the Investor Education and Protection Fund established by the Government.

Further, pursuant to the provisions of Section 124(6) of the Act read with Rule 6 of the IEPF Rules, during the Financial Year 2023-2024, the Company has transferred 1,656 equity shares which belongs to total 27 (Twenty Seven) Shareholders whose Interim dividend for the Financial Year 2015-16 has not been paid or claimed for 7 (Seven) consecutive years or more as on the due date of transfer i.e. April 16, 2023, to the demat account of IEPF Authority.

Members may note that shares as well as unclaimed dividends transferred to IEPF Authority can be claimed back from IEPF Authority. Concerned Members are advised to visit the weblink <https://www.iepf.gov.in/IEPF/refund.html>

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

Date of Declaration of Dividend	Dividend for the year	Due Date of transfer to IEPF
September 26, 2017	2016-17	November 02, 2024
August 20, 2018	2017-18	September 26, 2025
September 13, 2019	2018-19	October 20, 2026
February 27, 2020	2019-20 (Interim)	April 04, 2027
September 30, 2021	2020-21	November 06, 2028
September 26, 2022	2021-22	November 02, 2029
September 28, 2023	2022-23	November 04, 2030

17. Members who have neither received dividend nor encashed their dividend warrant(s) for the Financial Year 2016-2017 to 2022-2023 are requested to write to the Company, mentioning the relevant Folio number or DP ID and Client ID, for release of dividend payment.

18. The Financial Statements of the Subsidiary Companies and the related information have also been made available for inspection by the members at the Corporate Office of the Company during business hours on all days except Sunday and Holiday, upto the date of ensuing AGM of the Company. Any member desirous of obtaining a copy of the said Financial Statements may write to the Company Secretary at the Registered Office/Corporate Office of the Company. The Financial Statements including the Consolidated Financial Statements, Financial Statements of Subsidiaries and all other documents are also available on the Company's website www.krbllrice.com.

19. The Company has appointed Mr. Deepak Kukreja (FCS-4140), Partner, M/s. DMK Associates, to act as the Scrutinizer and Ms. Monika Kohli (FCS-5480), Partner, M/s. DMK Associates as alternate Scrutinizer to scrutinize the remote e-voting process in a fair and transparent manner.

20. The Scrutinizer shall immediately after the conclusion of voting at the AGM, unblock the votes cast through remote e-voting and e-voting on the date of the AGM, in the presence of at least two witnesses not in the employment of the Company and make, not later than 2 working days of the conclusion of the Meeting, a consolidated Scrutinizer's Report of the total votes cast in favor 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.

21. The results declared along with the Scrutinizer's Report shall be placed on the website of the Company at www.krbllrice.com under the link Investor Relations and on the website of CDSL at www.evotingindia.com, immediately after the declaration of result by the Chairman or any person authorized by him in writing. The Results shall also be forwarded to the Stock Exchanges where the shares of Company are listed.

22. The Company is providing facility for voting by electronic means for all its Members to enable them to cast their vote electronically and the business may be transacted through such e-voting.

A member may exercise his/her vote at the General Meeting by electronic means and the Company may pass any resolution by electronic voting system in accordance with the provisions of the Rule.

The facility of casting votes by a member using remote e-voting system as well as e-voting on the day of the AGM will be provided by CDSL.

The Members attending the AGM who have not already cast their vote by remote e-voting shall be able to exercise their right at the meeting.

The Members who have cast their vote by remote e-voting prior to the Meeting may also attend the AGM but shall not be entitled to cast their vote again.

23. The remote e-voting period commences Tuesday, September 10, 2024 at 09.00 A.M. (IST) and ends on Thursday, September 12, 2024 at 05:00 P.M. (IST).

Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Friday, September 6, 2024 may opt for remote e-voting and cast their vote electronically.

A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on cut-off date only shall be entitled to avail the facility of remote e-voting or e-voting at the Meeting.

Any person, who acquires shares of the Company and becomes member of the Company after sending of the Notice and holding shares as of the cut-off date i.e. Friday, September 6, 2024 may obtain the login ID and password by sending an email to helpdesk.evoting@cdslindia.com.

24. CDSL INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM E-VOTING SYSTEM – FOR REMOTE E-VOTING AND E-VOTING DURING AGM

1. As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide General Circulars Nos. 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 05, 2020, and subsequent circulars issued in this regard, the latest being 9/2023 dated September 25, 2023. The forthcoming AGM will thus be held through Video Conferencing (VC) or Other Audio Visual Means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.

2. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended), and MCA Circulars, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-voting agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.

3. The Members can join the AGM in the VC/OAVM mode 30 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
4. In continuation to this Ministry's General Circular No. 20/2020 dated 05.05.2020, General Circular No. 02/2022 dated 05.05.2022, General Circular No. 10/2022 dated 28.12.2022 and General Circular No. 09/2023 dated 25.09.2023 and after due examination, it has been decided to allow companies whose AGMs are due in the Year 2023 or 2024, to conduct their AGMs through VC or OAVM on or before September 30, 2024 in accordance with the requirements laid down in Para 3 and Para 4 of the General Circular No. 20/2020 dated 05.05.2020.

THE INSTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:

- Step 1** : Access through Depositories CDSL/NSDL e-voting system in case of individual shareholders holding shares in demat mode.
- Step 2** : Access through CDSL e-voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.
- (i) The remote voting period begins on Tuesday, September 10, 2024 at 09:00 A.M. (IST) and ends on Thursday, September 12, 2024 at 05:00 P.M. (IST) During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Friday, September 6, 2024 may cast their vote electronically.

The e-voting module shall be disabled by CDSL for voting thereafter.

- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting.
- (iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- (iv) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-voting facility provided by Listed Companies, individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email ID in their demat accounts in order to access e-voting facility.

Step 1 : Access through Depositories CDSL/NSDL e-voting system in case of individual shareholders holding shares in demat mode.

Pursuant to above said SEBI Circular, Login method for e-voting and joining virtual meetings for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<p>Users who have opted for CDSL Easi / Easiest facility, can login through their existing user ID and password. Option will be made available to reach e-voting page without any further authentication. The users to login to Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon and New System Myeasi Tab.</p> <p>After successful login the Easi / Easiest user will be able to see the e-voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-voting page of the e-voting service provider for casting your vote during the remote e-voting period or joining virtual meeting and voting during the meeting. Additionally, there is also links provided to access the system of all e-voting Service Providers, so that the user can visit the e-voting service providers' website directly.</p> <p>If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login and New System Myeasi Tab and then click on registration option.</p> <p>Alternatively, the user can directly access e-voting page by providing Demat Account Number and PAN from an e-voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile and Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-voting option where the e-voting is in progress and also able to directly access the system of all e-voting Service Providers.</p>
Individual Shareholders holding securities in demat mode with NSDL Depository	<ol style="list-style-type: none"> 1. If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-voting services. Click on "Access to e-voting" under e-voting services and you will be able to see e-voting page. Click on company name or e-voting service provider name and you will be re-directed to e-voting service provider website for casting your vote during the remote e-voting period or joining virtual meeting & voting during the meeting. 2. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/ OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-voting page. Click on company name or e-voting service provider name and you will be redirected to e-voting service provider website for casting your vote during the remote e-voting period or joining virtual meeting and voting during the meeting
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-voting facility. After Successful login, you will be able to see e-voting option. Once you click on e-voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-voting feature. Click on company name or e-voting service provider name and you will be redirected to e-voting service provider website for casting your vote during the remote e-voting period or joining virtual meeting & voting during the meeting.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned websites.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at : 022 - 4886 7000 and 022 - 2499 7000

Step 2 : Access through CDSL e-voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(V) Login method for e-voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form.**

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on "Shareholders" module.
- 3) Now enter your User ID
 - A. For CDSL: 16 digits beneficiary ID,
 - B. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - C. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

For Physical shareholders and other than individual shareholders holding shares in Demat form.

PAN Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)

* Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.

For Physical shareholders and other than individual shareholders holding shares in Demat form.

Dividend Enter the Dividend Bank Details or Date of Birth Bank Details (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.
OR Date of Birth (DOB)

If both the details are not recorded with the depository or company, please enter the member ID / folio number in the Dividend Bank details field.

- (vi) After entering these details appropriately, click on "SUBMIT" tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN: 240813005 of KRBL Limited.
- (x) 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.
- (xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xii) 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.
- (xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password and enter the details as prompted by the system.

(xvi) There is also an optional provision to upload BR/ POA if any uploaded, which will be made available to scrutinizer for verification.

(xvii) Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI, etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
- It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; investor@krblindia.com, if they have voted from individual tab and not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM AND E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting and e-voting on the day of the AGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.

4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.

5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance latest by Thursday, September 5, 2024 mentioning their name, demat account number/folio number, email ID, mobile number at cs@krblindia.com or investor@krblindia.com. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance latest by Thursday, September 5, 2024 mentioning their name, demat account number/folio number, email ID, mobile number at investor@krblindia.com. These queries will be replied to by the Company suitably by email.

8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting. Shareholders are requested to have necessary white listing of websites and supporting software for joining AGM.

9. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system available during the AGM.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/ MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/ DEPOSITORIES.

1. For Physical shareholders - please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAAR (self-attested scanned copy of Aadhar Card) by email to investor@krblindia.com.
2. For Individual Demat shareholders – Please update your email ID and mobile no. with your respective Depository Participant (DP) which is mandatory while e-voting and joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM and e-voting from the CDSL e-voting system, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911



All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call toll free no. 1800 21 09911.

Place: Noida, Uttar Pradesh

Date: August 20,2024

By Order of the Board

For KRBL Limited

Registered Office:

5190, Lahori Gate

Delhi- 110 006

CIN: L01111DL1993PLC052845

Sd/-

Piyush Asija

Company Secretary

M. No.: A21328

ANNEXURE TO THE NOTICE

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

ITEM NO. 4 TO THE NOTICE

RATIFICATION OF REMUNERATION OF COST AUDITORS FOR THE FINANCIAL YEAR 2024-25.

On the recommendation of the Audit Committee, the Board of Directors at its meeting held on July 31, 2024, has appointed M/s. HMVN & Associates, Cost Accountants, as Cost Auditors of the Company for auditing the Cost Records of the Company pertaining to power segment business for the Financial Year 2024-25, and also fixed their remuneration of ₹ 75,000/- (Rupees Seventy Five Thousand Only) plus taxes as applicable and out-of-pocket expenses, if any, for the said purpose.

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

Accordingly, consent of the members is being sought for passing an Ordinary Resolution as set out at Item No. 4 of the Notice for Ratification and confirmation of remuneration of Cost Auditors for the Financial Year 2024-25.

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

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

Necessary documents in this regard are available for inspection by the Members in electronic mode on the website of the Company at www.krblrice.com under the link Investor Relations and the same may also be obtained by writing to the Company at its email ID cs@krblindia.com.

ITEM NO. 5 TO THE NOTICE

APPOINTMENT OF MR. ASHOK PAI (DIN: 06874699) AS AN INDEPENDENT NON-EXECUTIVE DIRECTOR OF THE COMPANY

Pursuant to the provisions of Section(s) 149, 150, 152 and 160 of the Companies Act, 2013 (“the Act”) and Articles of Association of the Company, the Board of Directors, on the recommendation of Nomination and Remuneration Committee, appointed Mr. Ashok Pai (DIN: 06874699) as an Additional Director of the Company under the category Independent Non-Executive Director, with effect from July 31, 2024 subject to approval of the shareholders and is eligible to be appointed as an Independent Non-Executive Director for a term upto 5 (five) consecutive years not liable to retire by rotation.

As per Regulation 25(8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), Mr. Pai has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties. Mr. Pai has also confirmed that he is not debarred from holding the office of Director by virtue of any SEBI Order or any such authority pursuant to circulars dated June 20, 2018 issued by BSE Limited and the National Stock Exchange of India Limited pertaining to enforcement of SEBI Orders regarding appointment of Directors by the listed companies. Further, Mr. Pai has confirmed that he is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as Director in terms of Section 152 of the Act, subject to approval by the Members.

The Company has received a notice in writing from a member under Section 160 of the Act proposing the candidature of Mr. Ashok Pai for the office of Director of the Company. The Company has received the consent and a declaration of independence from Mr. Ashok Pai stating that he meets the criteria of independence as prescribed under sub-section (6) of Section 149 of the Act including under Rule 6(3) of Companies (Appointment and Qualifications of Directors) Rules, 2014 and Regulation 16(1)(b) of the SEBI Listing Regulations.

The Nomination and Remuneration Committee and the Board of Directors has recommended the appointment of Mr. Pai as Independent Director for a period of five consecutive years commencing from July 31, 2024 up to July 30, 2029.

He shall be paid remuneration by way of fee for attending meetings of the Board or Committees thereof or for any other purpose whatsoever as may be decided by the Board, reimbursement of expenses for participating in the Board and other meetings and profit related commission within the limits stipulated under Section 197 of the Act.

Mr. Ashok Pai, is a retired civil servant, having over 34 years of extensive experience in administration, public policy, governance, environment management initiatives and community development, uniquely positions him to help the Company in achieving its goals.

Throughout his career, Mr. Pai has been a pivotal figure in implementing systemic reforms, enhancing transparency, and optimizing resource utilization.

Mr. Pai is independent of the management and possesses appropriate skills, experience and knowledge, inter alia, in the field of leadership, public policy, governance, and senior management.

In the opinion of the Board, Mr. Pai fulfils the conditions as set out in Section 149(6) and Schedule IV of the Act and SEBI Listing Regulations and is eligible for his appointment.

Keeping in view his expertise and vast knowledge, it will be in the interest of the Company to appoint Mr. Pai as an Independent Director, not liable to retire by rotation.

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

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

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

Necessary documents in this regard can be obtained by the members by writing an email to the Company Secretary at cs@krblindia.com.

ITEM NO. 6 TO THE NOTICE

APPOINTMENT OF MR. ANIL KUMAR CHAUDHARY (DIN: 03256818) AS AN INDEPENDENT NON- EXECUTIVE DIRECTOR OF THE COMPANY

Pursuant to the provisions of Section(s) 149, 150, 152 and 160 of the Companies Act, 2013 (**"the Act"**) and Articles of Association of the Company, the Board of Directors, on the recommendation of Nomination and Remuneration Committee, appointed Mr. Anil Kumar Chaudhary (DIN: 03256818) as an Additional Director of the Company under the category Independent Non-Executive Director, with effect from August 20, 2024 subject to approval of the shareholders and is eligible to be appointed as an Independent Non-Executive Director for a term upto 5 (five) consecutive years not liable to retire by rotation.

As per Regulation 25(8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (**"Listing Regulations"**), Mr. Anil Kumar Chaudhary has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties. He has also confirmed that he is not debarred from holding the office of Director by virtue of any SEBI Order or any such authority pursuant to circulars dated June 20, 2018 issued by BSE Limited and the National Stock Exchange of India Limited pertaining to enforcement of SEBI Orders regarding appointment of Directors by the listed companies. He has further confirmed that he is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as Director in terms of Section 152 of the Act, subject to approval by the Members.

The Company has received a notice in writing from a member under Section 160 of the Act proposing the candidature of

Mr. Anil Kumar Chaudhary for the office of Director of the Company. The Company has received the consent and a declaration of independence from him stating that he meets the criteria of independence as prescribed under sub-section (6) of Section 149 of the Act including under Rule 6(3) of Companies (Appointment and Qualifications of Directors) Rules, 2014 and Regulation 16(1)(b) of the SEBI Listing Regulations.

The Nomination and Remuneration Committee and the Board of Directors has recommended the appointment of Mr. Anil Kumar Chaudhary as Independent Director for a period of five consecutive years commencing from August 20, 2024 up to August 19, 2029.

He shall be paid remuneration by way of fee for attending meetings of the Board or Committees thereof or for any other purpose whatsoever as may be decided by the Board, reimbursement of expenses for participating in the Board and other meetings and profit related commission within the limits stipulated under Section 197 of the Act.

Mr. Anil Kumar Chaudhary has over 45 years of immense experience across diverse sectors including steel, oil, and banking in areas like Finance and Treasury Management, Corporate Strategy & Planning, Marketing, Risk Management, Corporate Governance and Personnel management. He has held key leadership roles, such as serving as the Group Managing Director & CEO of the Metals and Mining vertical at Essar Group, the Chairman and Director (Finance) of Steel Authority of India Limited (SAIL), where he played a pivotal role in leading the successful "SAIL Uday" turnaround project, which resulted in SAIL regain its position as the top crude steel producing Company in India. At Essar Group, Mr. Anil Kumar Chaudhary was instrumental in the completion of several pre-project activities for mega steel plants both within India and internationally.

In the opinion of the Board, Mr. Anil Kumar Chaudhary fulfils the conditions as set out in Section 149(6) and Schedule IV of the Act and SEBI Listing Regulations and is eligible for his appointment.

Keeping in view his expertise and vast knowledge, it will be in the interest of the Company to appoint Mr. Anil Kumar Chaudhary as an Independent Director, not liable to retire by rotation.

A brief profile of Mr. Anil Kumar Chaudhary, including nature of his expertise and qualification, is provided as an additional information required to be furnished pursuant to SEBI Listing Regulations, and Secretarial Standard-2 on General Meetings, forms part of the Notice calling AGM.

Except Mr. Anil Kumar Chaudhary, being an appointee, none of the Directors or Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the Resolution set out at Item No. 6 of the Notice calling AGM.

The Board recommends the proposed Resolution set out in Item No. 6 for the approval of Members of the Company as a Special Resolution.

Necessary documents in this regard can be obtained by the members by writing an email to the Company Secretary at cs@krblindia.com.

ITEM NO. 7 TO THE NOTICE

RE-APPOINTMENT OF MS. PRIYANKA SARDANA (DIN: 00049811) AS INDEPENDENT NON-EXECUTIVE DIRECTOR OF THE COMPANY.

Ms. Priyanka Sardana is an Independent Non-Executive Director of the Company. She was appointed as an Independent Non-Executive Director of the Company for a period of 5 (five) consecutive years commencing from September 25, 2019 upto September 24, 2024 (both days inclusive) and is eligible for re-appointment for a second term on the Board of the Company.

The Nomination and Remuneration Committee (“NRC”) has evaluated the performance of Ms. Sardana as an independent Director of the company and based on the recommendation of NRC, the Board of Directors at their meeting held on July 31, 2024 proposed the re-appointment of Ms. Sardana as an Independent Director of the Company for a second term of 5 (five) consecutive years commencing from September 25, 2024 upto September 24, 2029 (both days inclusive), not liable to retire by rotation, subject to approval by the members.

Ms. Priyanka Sardana brings a wealth of knowledge and experience from her illustrious legal career, she is a renowned lawyer with over two decades of practice, specializing in civil, criminal and IPR matters. She is a trained mediator by MCPC Judicial Academy, Dwaraka and Delhi State Legal Authorities (DSLISA), She is a Life Member of Supreme Court Bar Association (SCBA), Indian Institute of Law, International Society of Law, Bar Association of India and a registered patent attorney and an Arbitrator on panel of Indian Council of Arbitration (ICA).

She is an LLB, MA, M. Phil from JNU and currently serving as Vice-President Supreme Court Women Lawyers Association.

Ms. Sardana has consistently demonstrated her commitment to upholding the highest standards of corporate governance. Her independent judgment has been crucial in facilitating transparent and ethical decision-making processes within the Board. Ms. Sardana’s proactive approach to governance has helped the company maintain a robust and effective framework.

The Board is of the opinion that Ms. Priyanka Sardana’s presence as an Independent Non-Executive Director on the Board of the Company is in the best interest of the Company and she continues to possess the identified core skills, expertise and competencies fundamental for effective functioning in her role as an Independent Director of the Company and her continued association would be of immense benefit to the Company. Necessary documents in this regard can be obtained by the members by writing an email to the Company Secretary at cs@krblindia.com.

The Company has in terms of Section 160(1) of the Companies Act, 2013 (“Act”) received a notice proposing her candidature for the office of Director. The Company has received a declaration from Ms. Sardana confirming that she continues to meet the criteria of independence as prescribed under Section 149(6) of the Act, read with the rules framed thereunder and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing

Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”).

In terms of Regulation 25(8) of the SEBI Listing Regulations, Ms. Sardana has confirmed that she is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact her ability to discharge her duties. Ms. Sardana has also confirmed that she is not debarred from holding the office of Director by virtue of any SEBI Order or any such authority pursuant to circulars dated June 20, 2018 issued by BSE Limited and the National Stock Exchange of India Limited pertaining to enforcement of SEBI Orders regarding appointment of Directors by the listed companies. Further, Ms. Sardana has confirmed that she is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given her consent to act as Director in terms of Section 152 of the Act, subject to re-appointment by the Members.

In the opinion of the Board, Ms. Sardana fulfils the conditions specified in the Act, rules thereunder and the SEBI Listing Regulations for re-appointment as an Independent Director and that she is independent of the management.

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

Ms. Sardana is interested in the resolution set out at Item No. 7 of the Notice with regard to her re-appointment. Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution. The Board recommends the Special Resolution set out at Item No. 7 of the Notice for approval by the Members. Necessary documents in this regard can be obtained by the members by writing an email to the Company Secretary at cs@krblindia.com.

ITEM NO. 8 TO THE NOTICE

RE-APPOINTMENT OF MR. ANIL KUMAR MITTAL (DIN: 00030100) AS WHOLE TIME EXECUTIVE DIRECTOR (CHAIRPERSON AND MANAGING DIRECTOR) OF THE COMPANY AND REVISION IN REMUNERATION STRUCTURE

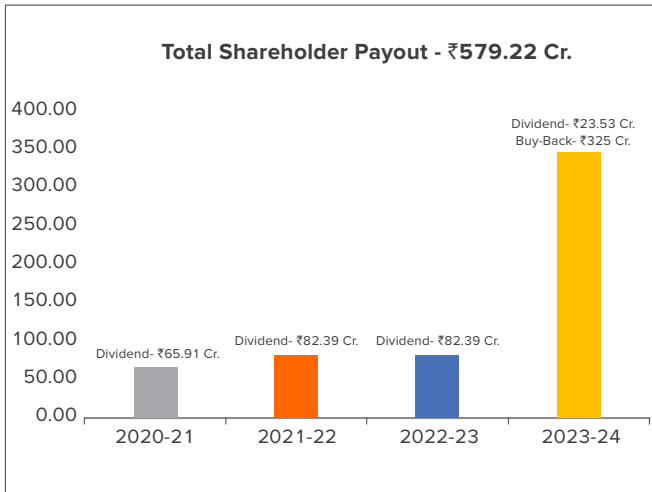
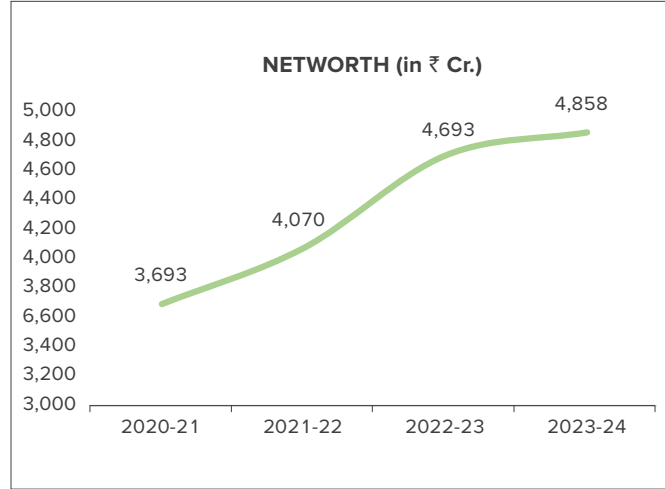
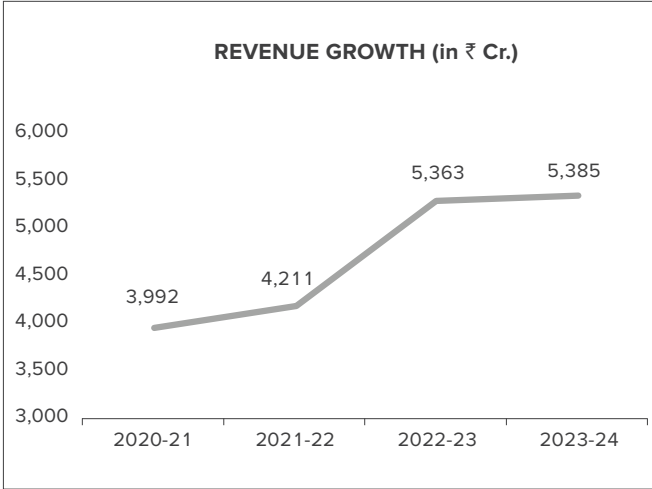
Mr. Anil Kumar Mittal was appointed as the Whole Time Executive Director (Chairperson and Managing Director) of the Company at the 26th AGM for a term of 5 (five) years commencing from December 02, 2019 till December 01, 2024. Accordingly, his term as Whole Time Executive Director (Chairperson and Managing Director) of the Company is due for completion on December 01, 2024.

With over 48 years of rich experience in the rice and food processing industry, Mr. Anil Kumar Mittal possesses unparalleled knowledge and expertise, which has helped in navigating the Company through various challenges and leveraging opportunities for growth. As founder, he is the visionary behind the success of the Company. He has been instrumental in turning the Company into a global brand and the leader in Indian Basmati Industry.

Mr. Anil Kumar Mittal has made notable contributions to the industry at large. He has served as the President of All India Rice Exporters Associations, where he played a crucial role in advocating for the interests of rice exporters and fostering industry growth. Further he was the Vice President of the Basmati Rice Farmers & Exporters Development Forum, where he has contributed towards promoting sustainable practices and

ensuring welfare of farmers, thereby strengthening supply chain and ensuring high-quality produce.

Mr. Anil Kumar Mittal has attained the age of 73 (Seventy Three) years, therefore in accordance with the requirements of Section 196(3) of the Act, approval of shareholders is sought by way of special resolution.



Under his leadership, in terms of revenue in the last four years the company has grown from ₹3,992 Crore (FY 2020-21) to ₹5,385 Crore (FY 2023-24), at a CAGR of 10.5% and the Net worth of the Company also increased from ₹3,693 Crore to ₹4,858 Crore during the same period. Mr. Mittal's strategic initiatives and relentless focus on operational excellence have significantly enhanced the Company's market position and financial health.

Furthermore, Mr. Mittal has been actively involved in overseeing the Company's Corporate Social Responsibility (CSR) activities. Under his guidance, the Company has launched several initiatives aimed at community development, environmental sustainability, and social welfare. His commitment to social causes has not only enhanced the Company's reputation but also positively impacted the communities in which it operates.

He has taken several governance improvement initiatives. He has implemented best practices in corporate governance, ensuring transparency, accountability, and ethical conduct throughout the organization. His leadership has fostered a culture of excellence and integrity, which has been critical in maintaining the trust and confidence of shareholders, customers and other stakeholders.

Mr. Anil Kumar Mittal is committed towards stakeholder engagement and fostering shared prosperity, as demonstrated by our consistent dividend payouts each year. This practice underscores our dedication to returning value to our shareholders and reflects our robust financial health and sustainable growth. Further, the Buy-Back of equity shares of the company in the FY 2023-24 exemplifies KRBL's commitment to enhancing shareholder value. This reflects the alignment of interests between the company and its valued investors. The total shareholders payout from the Financial Year 2020-21 to Financial Year 2023-24 was ₹579.22 Crore by way of dividend and buyback.

The Board strongly believes that Mr. Mittal's re-appointment as Whole Time Executive Director is in the best interest of the Company and its stakeholders. His deep understanding of the industry dynamics, strategic vision and proven leadership have been an invaluable asset to the Company. His continued association with KRBL will ensure the continuity of robust leadership and strategic direction, thereby driving sustained growth and value creation for shareholders.

The Board of Directors has proposed a Variable Pay component in the remuneration structure of Mr. Anil Kumar Mittal. Variable Pay Policy is designed to reward employee performance, align employee efforts with organisational goals and provide a mechanism for recognising and incentivising outstanding contributions with the ultimate objective of enhancing shareholder value on parameters as per the policy of the Company.

Keeping in view of his seniority, expertise and vast experience in his respective fields, and his contributions to the Company, the Nomination and Remuneration Committee and Board of Directors of the Company, at their meeting(s) held on July 31, 2024 has recommended to the shareholders for the re-appointment of Mr. Anil Kumar Mittal (DIN: 00030100) as Whole Time Executive Director (Chairperson and Managing Director) on following terms and conditions:-

A. TENURE

A period of 5 (five) years from the expiry of his present term, i.e. w.e.f. December 02, 2024

B. COMPENSATION DETAILS

1. Fixed Remuneration

A salary of ₹ 31,00,000 (Rupees Thirty One Lacs Only) per month for the period starting April 01, 2024 and ending on March 31, 2025.

Annual increments upto 15% effective from April 01 of each Financial Year, will be determined by the Board, on the recommendations of the Nomination and Remuneration Committee based on the Company's remuneration policy and principles. The annual or other increments will be merit based and will take into account the Company's performance apart from individual's performance.

2. Variable Remuneration as per Policy of the Company

In addition to fixed remuneration, Mr. Anil Kumar Mittal would be entitled to annual variable pay upto maximum of 15% of the fixed remuneration based on achievement of performance targets such as revenue growth, organization development goals, market share and such other annual parameters as decided by the Board or Nomination and Remuneration Committee from time to time.

3. Perquisites/ Retirals/ Allowances

In addition to the fixed and variable pay, Mr. Anil Kumar Mittal, shall be entitled to the perquisites, retirals and other benefits on actuals as per the policy of the Company including but not limited to:

A. Perquisites

- Rent free accommodation for self, spouse and family or house rent allowance in lieu thereof
- Car with chauffeur provided and maintained by the Company for official use as per Rules of the Company;
- Payment/Reimbursement of telephone and/or mobile phone(s) bills, Internet facility, conveyance, fuel expenses or other out of pocket expenses incurred in the course of official duties;
- Reimbursement of membership fees of clubs/industry associations.
- Medical expenses for self and family as per the rules of the Company.
- Reimbursement of gas, electricity, water and other amenities etc.
- Furnishings/ Furniture/ Equipment and Home Appliance.
- Reimbursement of travel and stay expenses
- Coverage under Group Medical, Personal Accidental, Keyman Insurance, Life Insurance Policies and benefits arising from such policies.

B. Retirals

- Contribution to the Provident Fund, Superannuation fund or annuity Fund, National Pension Fund and payment of Gratuity under Section 192(1) of the Income Tax Act, paid by employer on behalf of Employee.

C. Other benefits

- Encashment of leave as per Company policy.
- Other Allowance and amenities as per the Company's policy and as approved by the Board.
- Benefits arising out of shareholding in the Company.
- Reimbursement of all expenses incurred for the purpose of business of the Company.

C. OTHER TERMS

1. The terms of appointment and remuneration given herein above may be altered, varied, and modified from time to time by the Board of Directors of the Company, as it may at its discretion deem fit so as not to exceed the aforesaid limits and the limits specified in Section 197 read with Schedule V of the Act or applicable regulations, any modification or re-enactment thereof for the time being in force or any amendments made thereto as may be agreed by the Board of Directors and the concerned Director.
2. Not entitled for any sitting fees for attending meetings of the Board of Directors and Committees.
3. Not entitled for any commission on profits.
4. Not entitled for any fixed remuneration from Subsidiary companies.
5. Perquisites shall be evaluated and calculated as per Income Tax rules, wherever applicable.

The remuneration proposed to be paid to Mr. Anil Kumar Mittal is within the limits under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time.

Necessary documents and detailed terms of appointment including service details, severance pay, notice period etc. of Mr. Anil Kumar Mittal, Whole Time Executive Director (Chairperson and Managing Director), can be obtained by sending email at cs@krblindia.com.

Mr. Anil Kumar Mittal, satisfies all the conditions specified in Section 196 of the Act for being eligible for his re-appointment. He is not disqualified from being appointed as Director in terms of Section 164 of the Act.

Accordingly, approval of the Members is sought for passing the resolution proposed at Item No. 8 as a Special Resolution in terms of Section 196 of the Act.

A brief profile of Mr. Anil Kumar Mittal, including nature of his expertise and qualification, is provided as an additional information required to be furnished pursuant to SEBI Listing Regulations, and Secretarial Standard-2 on General Meetings, forms part of the Notice calling AGM.

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

ITEM NO. 9 TO THE NOTICE

RE-APPOINTMENT OF MR. ARUN KUMAR GUPTA (DIN: 00030127) AS WHOLE TIME EXECUTIVE DIRECTOR (JOINT MANAGING DIRECTOR) OF THE COMPANY AND REVISION IN REMUNERATION STRUCTURE

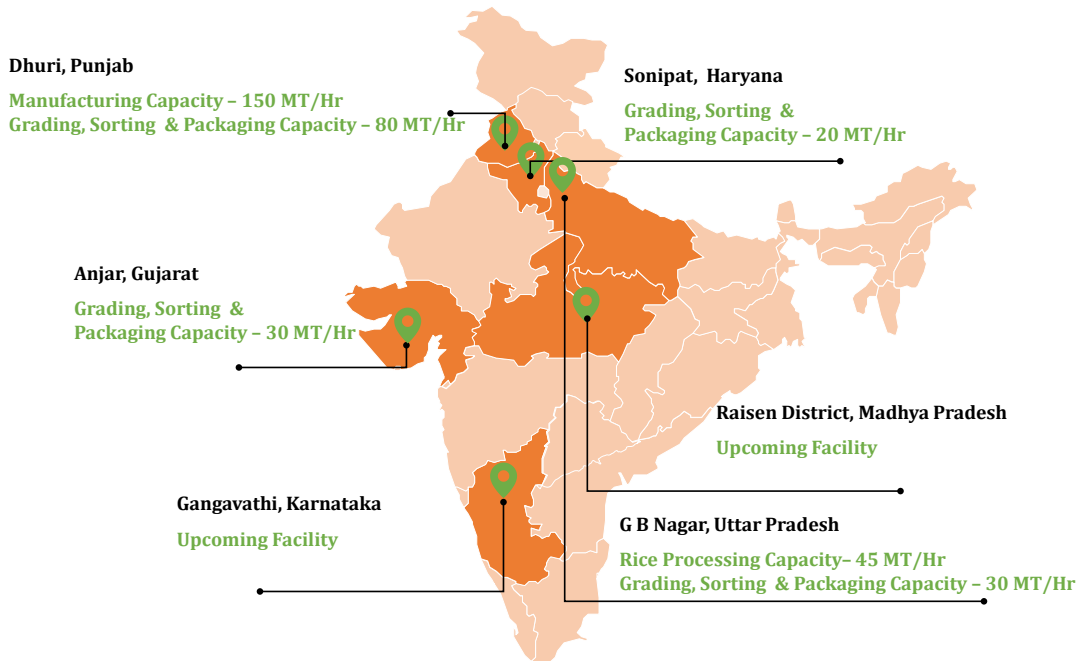
Mr. Arun Kumar Gupta was appointed as the Whole Time Executive Director (Joint Managing Director) of the Company at the 26th AGM for a term of 5 (five) years commencing from December 02, 2019 till December 01, 2024. Accordingly, his term as Director of the Company is due for completion on December 01, 2024.

Mr. Arun Kumar Gupta is a highly esteemed professional with over 42 years of extensive experience in the rice industry. His expertise in Basmati Paddy supply chain management and paddy milling technology has been instrumental in driving operational efficiencies and quality improvements within the Company.

Mr. Arun Kumar Gupta is widely recognized as an expert in the Basmati Paddy supply chain. His deep understanding of the complexities and nuances of the supply chain has enabled the Company to optimize its procurement processes, ensuring timely and cost-effective sourcing of high quality paddy. Further, with a profound knowledge of paddy milling technology, Mr. Arun Kumar Gupta has been pivotal in implementing advanced milling technologies. His initiatives have significantly enhanced the quality of the Company’s products, meeting highest standards of the market.

He has developed strong relationships with farmers, which has not only ensured a reliable supply of quality paddy but also

Manufacturing and Procurement facilities



contributed to the welfare and development of the farming community.

Mr. Arun Kumar Gupta will be attaining the age of 70 (seventy) years during his tenure, therefore in accordance with the requirements of Section 196 of the Act, approval of shareholders is sought by way of special resolution.

Under the guidance of Mr. Arun Kumar Gupta, your company has achieved a significant milestone of a combined capacity of 195 tonnes per hour for milling and 221 tonnes per hour of rice processing which is a testimony to his commitment to optimise operations and strengthening supply chain partnerships.

The Board firmly believes that re-appointing Mr. Arun Kumar Gupta as Whole Time Executive Director (Joint Managing Director) will serve the interest of the Company. His exceptional expertise in supply chain management and milling technology and strong relationships with farmers ensures ongoing enhancement of our supply chain and operational processes thereby fostering efficient and sustainable development of the Company.

The Board of Directors has proposed to introduce a variable pay component in the remuneration structure of Mr. Arun Kumar Gupta. Variable Pay Policy is designed to reward employee performance, align employee efforts with organisational goals and provide a mechanism for recognising and incentivising outstanding contributions with the ultimate objective of enhancing shareholder value on parameters as per the policy of the Company.

Keeping in view his expertise, experience and contribution to the Company, the Nomination and Remuneration Committee and Board of Directors of the Company ("Board"), at their meeting(s) held on July 31, 2024 has recommended to the shareholders for the re-appointment of Mr. Arun Kumar Gupta (DIN: 00030127) as Whole Time Executive Director (Joint Managing Director) on following terms and conditions:-

A. TENURE

A period of 5 (five) years from the expiry of his present term, i.e. w.e.f. December 02, 2024

B. COMPENSATION DETAILS

1. Fixed Remuneration

A salary of ₹ 31,00,000 (Rupees Thirty One Only) per month for the period starting April 01, 2024 and ending on March 31, 2025.

Annual increments upto 15% effective from April 01 of each Financial Year, will be determined by the Board, on the recommendations of the Nomination and Remuneration Committee based on the Company's remuneration policy and principles. The annual or other increments will be merit based and will take into account the Company's performance apart from individual's performance.

2. Variable Remuneration as per Policy of the Company

In addition to fixed remuneration, Mr. Arun Kumar Gupta would be entitled to annual variable pay upto maximum of

15% of the fixed remuneration based on achievement of performance targets such as revenue growth, organization development goals, market share and such other annual parameters as decided by the Board or Nomination and Remuneration Committee from time to time.

3. Perquisites/ Retirals/ Allowances

In addition to the fixed and variable pay, Mr. Arun Kumar Gupta, shall be entitled to the perquisites, retiral and other benefits on actuals as per the policy of the Company including but not limited to:

A. Perquisites

- Rent free accommodation for self, spouse and family or house rent allowance in lieu thereof
- Car with chauffeur provided, maintained by the Company for official use as per Rules of the Company;
- Payment/Reimbursement of telephone and/or mobile phone(s) bills, Internet facility, conveyance, fuel expenses or other out of pocket expenses incurred in the course of official duties;
- Reimbursement of membership fees of clubs/industry associations.
- Medical expenses for self and family as per the rules of the Company.
- Reimbursement of gas, electricity, water and other amenities etc.
- Furnishings/ Furniture/ Equipment and Home Appliance.
- Reimbursement of travel and stay expenses
- Coverage under Group Medical, Personal Accidental, Keyman Insurance, Life Insurance Policies and benefits arising from such policies.

B. Retirals

- Contribution to the Provident Fund, Superannuation fund or annuity Fund, National Pension Fund and payment of Gratuity under Section 192(1) of the Income Tax Act, paid by employer on behalf of Employee.

C. Other benefits

- Encashment of leave as per Company policy.
- Other Allowance and amenities as per the Company's policy and as approved by the Board.
- Benefits arising out of shareholding in the Company.
- Reimbursement of all expenses incurred for the purpose of business of the Company.

C. OTHER TERMS

1. The terms of appointment and remuneration given herein above may be altered, varied, and modified from time to time by the Board of Directors of the Company, as it may at its discretion deem fit so as not to exceed the aforesaid limits and the limits specified in Section 197 read with Schedule V of the Act or applicable regulations, any modification or re-enactment thereof for the time being in force or any amendments made

thereto as may be agreed by the Board of Directors and the concerned Director.

2. Not entitled for any sitting fees for attending meetings of the Board of Directors and Committees.
3. Not entitled for any commission on profits.
4. Not entitled for any fixed remuneration from Subsidiary companies.
5. Perquisites shall be evaluated and calculated as per Income Tax rules, wherever applicable.”

The remuneration proposed to be paid to Mr. Arun Kumar Gupta is within the limits under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time.

Necessary documents and detailed terms of appointment including service details, severance pay, notice period etc. of Mr. Arun Kumar Gupta, Whole Time Executive Director (Joint Managing Director), can be obtained by sending email at cs@krblindia.com.

Mr. Arun Kumar Gupta, satisfy all the conditions specified in Section 196 of the Act for being eligible for his re-appointment. He is not disqualified from being appointed as Director in terms of Section 164 of the Act.

Accordingly, approval of the Members is sought for passing the resolution proposed at Item No. 9 as a Special Resolution in terms of Section 196 of the Act.

A brief profile of Mr. Arun Kumar Gupta, including nature of his expertise and qualification, is provided as an additional information required to be furnished pursuant to SEBI Listing Regulations, and Secretarial Standard-2 on General Meetings, forms part of the Notice calling AGM.

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

ITEM NO. 10 TO THE NOTICE

RE-APPOINTMENT OF MR. ANOOP KUMAR GUPTA (DIN: 00030160) AS WHOLE TIME EXECUTIVE DIRECTOR (JOINT MANAGING DIRECTOR) OF THE COMPANY AND REVISION IN REMUNERATION STRUCTURE.

Mr. Anoop Kumar Gupta was appointed as the Whole Time Executive Director (Joint Managing Director) of the Company at the 26th AGM for a term of 5 (five) years commencing from December 02, 2019 till December 01, 2024. Accordingly, his term as Director of the Company is due for completion on December 01, 2024.

Mr. Anoop Kumar Gupta has more than 38 years of extensive experience in strategy and financial operations. He manages

the financial operations of the company ensuring strong financial health and stability, his financial planning analysis and management has significantly contributed to the Company's financial achievements.

Mr. Anoop Kumar Gupta has served as an Executive Committee member of the All India Rice Exporters Associations, where he advocated for the interest of the industry stakeholders. With a career spanning over three decades Mr. Anoop Kumar Gupta brings a plethora of knowledge and profound experience. His profound understanding and acumen of the financial aspects of the Company, position him as a key asset on the Board of the Company.

Mr. Anoop Kumar Gupta will be attaining the age of 70 (seventy) years during his tenure, therefore in accordance with the requirements of Section 196 of the Act, approval of shareholders is sought by way of special resolution.

Being an expert in finance domain, Mr. Anoop Kumar Gupta has significantly contributed to the financial health and stability of the Company. One of his remarkable achievements has been the strategic reduction in the Company's dependence on debt, resulting in reduced interest costs. His prudent financial strategies have led to improved liquidity, better credit ratings, and strong financial position for the Company. As a result of strong financial performance and strong debt protection metrics, Company's Credit Rating has been upgraded to "ICRA AA (Stable)" for Long Term Borrowings and "[ICRA] A1+" for Short Term Borrowings.

Mr. Anoop Kumar Gupta's leadership and financial acumen have been instrumental in optimizing the Company's capital structure and ensuring efficient allocation of resources.

The Company has consistently maintained an interest coverage ratio significantly superior to that of our industry peers. Mr. Anoop Kumar Gupta has ensured that the company not only meets but exceeds its financial obligations with ease. This proactive approach to financial management has fortified our creditworthiness.

The Board of Directors has proposed a Variable Pay component in the remuneration structure of Mr. Anoop Kumar Gupta. Variable Pay Policy is designed to reward employee performance, align employee efforts with organisational goals and provide a mechanism for recognising and incentivising outstanding contributions with the ultimate objective of enhancing shareholder value on parameters as per the policy of the Company.

Keeping in view his contributions to the Company, the Nomination and Remuneration Committee and Board of Directors of the Company ("Board"), at their meeting(s) held on July 31, 2024 has recommended to the shareholders for the re-appointment of Mr. Anoop Kumar Gupta (DIN: 00030160) as Whole Time Executive Director (Joint Managing Director) on following terms and conditions:-

A. TENURE

A period of 5 (five) years from the expiry of his present term, i.e. w.e.f. December 02, 2024

B. COMPENSATION DETAILS

1. Fixed Remuneration

A salary of ₹ 31,00,000 (Rupees Thirty One Lacs Only) per month for the period starting April 01, 2024 and ending on March 31, 2025.

Annual increments upto 15% effective from April 01 of each Financial Year, will be determined by the Board, on the recommendations of the Nomination and Remuneration Committee based on the Company's remuneration policy. The annual or other increments will be merit based and will take into account the Company's performance apart from individual's performance.

2. Variable Remuneration as per Policy of the Company

In addition to fixed remuneration, Mr. Anoop Kumar Gupta would be entitled to annual variable pay upto maximum of 15% of the fixed remuneration based on achievement of performance targets such as revenue growth, organization development goals, market share and such other annual parameters as decided by the Board or Nomination and Remuneration Committee from time to time.

3. Perquisites/ Retirals/ Allowances

In addition to the fixed and variable pay, Mr. Anoop Kumar Gupta, shall be entitled to the perquisites, retirals and other benefits on actuals as per the policy of the Company including but not limited to:

A Perquisites

- Rent free accommodation for self, spouse and family or house rent allowance in lieu thereof
- Car with chauffeur provided, maintained by the Company for official use as per Rules of the Company;
- Payment/Reimbursement of telephone and/or mobile phone(s) bills, Internet facility, conveyance, fuel expenses or other out of pocket expenses incurred in the course of official duties;
- Reimbursement of membership fees of clubs/industry associations.
- Medical expenses for self and family as per the rules of the Company.
- Reimbursement of gas, electricity, and other amenities etc.
- Furnishings/ Furniture/ Equipment and Home Appliance.
- Reimbursement of travel and stay expenses
- Coverage under Group Medical, Personal Accidental, Keyman Insurance, Life Insurance Policies and benefits arising from such policies.

B. Retirals

- Contribution to the Provident Fund, Superannuation fund or annuity Fund, National Pension Fund and payment of Gratuity under Section 192(1) of the Income Tax Act, paid by employer on behalf of Employee.

C. Other benefits

- Encashment of leave as per Company policy.
- Other Allowance and amenities as per the Company's policy and as approved by the Board.
- Benefits arising out of shareholding in the Company.
- Reimbursement of all expenses incurred for the purpose of business of the Company.

C. OTHER TERMS

1. The terms of appointment and remuneration given herein above may be altered, varied, and modified from time to time by the Board of Directors of the Company, as it may at its discretion deem fit so as not to exceed the aforesaid limits and the limits specified in Section 197 read with Schedule V of the Act or applicable regulations, any modification or re-enactment thereof for the time being in force or any amendments made thereto as may be agreed by the Board of Directors and the concerned Director.
2. Not entitled for any sitting fees for attending meetings of the Board of Directors and Committees.
3. Not entitled for any commission on profits.
4. Not entitled for any fixed remuneration from Subsidiary companies.
5. Perquisites shall be evaluated and calculated as per Income Tax rules, wherever applicable.

The remuneration proposed to be paid to Mr. Anoop Kumar Gupta is within the limits under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time.

Necessary documents and detailed terms of appointment including service details, severance pay, notice period etc. of Mr. Anoop Kumar Gupta, Whole Time Executive Director (Joint Managing Director), can be obtained by sending email at cs@krblindia.com.

Mr. Anoop Kumar Gupta, satisfies all the conditions specified in Section 196 of the Act for being eligible for his re-appointment. He is not disqualified from being appointed as Director in terms of Section 164 of the Act.

Accordingly, approval of the Members is sought for passing the resolution proposed at Item No. 10 as a Special Resolution in terms of Section 196 of the Act.

A brief profile of Mr. Anoop Kumar Gupta, including nature of his expertise and qualification, is provided as an additional information required to be furnished pursuant to SEBI Listing Regulations, and Secretarial Standard-2 on General Meetings, forms part of the Notice calling AGM.

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

ITEM NO. 11 TO THE NOTICE

REVISION IN REMUNERATION STRUCTURE OF MS. PRIYANKA MITTAL (DIN: 00030479), WHOLE TIME EXECUTIVE DIRECTOR OF THE COMPANY

Ms. Priyanka Mittal was appointed as the Whole Time Executive Director of the Company at the 29th AGM for a term of 5 (five) years commencing from September 26, 2022 at a maximum Remuneration of ₹ 2, 00,00,000/- (Rupees Two Crores Only) per annum along with such other benefits, perquisites, allowances, amenities and facilities in accordance with the rules of the Company.

Ms. Priyanka Mittal has been an invaluable asset to KRBL, contributing significantly to the Company's international sale and marketing endeavors. With over 20 years of vast experience her strategic vision and leadership have been instrumental in propelling our branded export business to new heights. Ms. Priyanka Mittal holds a prestigious education background, being a graduate of Harvard Business School's OPM Programme and undergraduate from the University of Southern California, USA.

In recognition of her exceptional contribution, she has been bestowed with numerous accolades including the Business Woman of the Decade Award by the Women Economic Forum (WEF) in 2018. Her commitment to promote women leadership is evident from her role as a Special Advisor to the Women Political Leader Global Forum. She has also made remarkable strides in her professional career by being the first woman selected as Northern Region Chairperson of FIEO, Ministry of Commerce, Government of India.

Her expertise extends to various high-level roles such as Co-Chairperson of the Foreign Trade & Investment Committee at the PHD Chamber of Commerce and Industry. Ms. Priyanka Mittal has represented the Indian Rice industry on several international platforms advocating for India's agricultural interests. She has delivered impactful presentations to political leaders, including the President of Nigeria, and has engaged in critical discussions on global food security, sustainability and supply chain management.

Under her leadership, KRBL has successfully expanded its global footprint entering into numerous markets across the world. Her strategic vision and relentless pursuit of growth have enabled the Company to establish strong international presence, thereby enhancing our brand's international recognition and market share. Ms. Priyanka Mittal's expertise in identifying and capitalizing on emerging opportunities have been instrumental in driving our global expansion, ensuring that KRBL remains at the forefront of the industry on a world-wide scale.

This revision aims to appropriately reward her dedication and to ensure that her remuneration aligns with her contributions and the industry standards for a position of such significance. The proposed revision is also intended to retain her invaluable services and to motivate her to continuously deliver exceptional contributions, thereby facilitating the Company's growth and maintaining its competitive edge in the market.

The Board of Directors has proposed a Variable Pay component in the remuneration structure of Ms. Priyanka Mittal. Variable Pay Policy is designed to reward employee performance, align employee efforts with organisational goals and provide a mechanism for recognising and incentivising outstanding contributions with the ultimate objective of enhancing shareholder value on parameters as per the policy of the Company.

Keeping in view the expertise, experience and contribution to the Company, the Nomination and Remuneration Committee and Board of Directors of the Company ("Board"), at their meeting(s) held on July 31, 2024 has recommended to the shareholders for the revision in remuneration of Ms. Priyanka Mittal (DIN: 00030479) as Whole Time Executive Director on following terms and conditions:-

A. COMPENSATION DETAILS

1. Fixed Remuneration

A salary of ₹ 20,00,000 (Rupees Twenty Lacs Only) per month for the period starting April 01, 2024 and ending on March 31, 2025.

The annual increments upto 15% effective from April 01 of each Financial Year, will be determined by the Board, on the recommendations of the Nomination and Remuneration Committee based on the Company's remuneration policy and principles. The annual or other increments will be merit based and will take into account the Company's performance apart from individual's performance.

2. Variable Remuneration as per Policy of the Company

In addition to fixed remuneration, Ms. Priyanka Mittal would be entitled to annual variable pay upto maximum of 15% of the fixed remuneration based on achievement of performance targets such as revenue growth, organization development goals, market share and such other annual parameters as decided by the Board or Nomination and Remuneration Committee from time to time.

3. Perquisites/ Retiral/ Allowances

In addition to the fixed and variable pay, Ms. Priyanka Mittal, shall be entitled to the perquisites, retirals and other benefits on actuals as per the policy of the Company including but not limited to:

A Perquisites

- Rent free accommodation for self, spouse and family or house rent allowance in lieu thereof
- Car with chauffeur provided, maintained by the Company for official use as per Rules of the Company;
- Payment/Reimbursement of telephone and/or mobile phone(s) bills, Internet facility, conveyance, fuel expenses or other out of pocket expenses incurred in the course of official duties;
- Reimbursement of membership fees of clubs/industry associations.
- Medical expenses for self and family as per the rules of the Company.

- Reimbursement of gas, electricity, water and other amenities etc.
- Furnishings/ Furniture/ Equipment and Home Appliance.
- Reimbursement of travel and stay expenses
- Coverage under Group Medical, Personal Accidental, Keyman Insurance, Life Insurance Policies and benefits arising from such policies.

B Retirals

- Contribution to the Provident Fund, Superannuation fund or annuity Fund, National Pension Fund and payment of Gratuity under Section 192(1) of the Income Tax Act, paid by employer on behalf of Employee.

C. Other benefits

- Encashment of leave as per Company policy.
- Other Allowance and amenities as per the Company's policy and as approved by the Board.
- Benefits arising out of shareholding in the Company.
- Reimbursement of all expenses incurred for the purpose of business of the Company.

B. OTHER TERMS

1. The terms of appointment and remuneration given herein above may be altered, varied, and modified from time to time by the Board of Directors of the Company, as it may at its discretion deem fit so as not to exceed the aforesaid limits and the limits specified in Section 197 read with Schedule V of the Act or applicable regulations, any modification or re-enactment thereof for the time being in force or any amendments made thereto as may be agreed by the Board of Directors and the concerned Director.
2. Not entitled for any sitting fees for attending meetings of the Board of Directors and Committees.
3. Not entitled for any commission on profits.
4. Not entitled for any fixed remuneration from Subsidiary companies.
5. Perquisites shall be evaluated and calculated as per Income Tax rules, wherever applicable.

The remuneration proposed to be paid to Ms. Priyanka Mittal is within the limits under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time.

Necessary documents and detailed terms of appointment including terms of appointment service details, severance pay, notice period etc. of Ms. Priyanka Mittal, Whole Time Director, can be obtained by sending email at cs@krblindia.com.

Accordingly, approval of the Members is sought for passing the resolution proposed at Item No. 11 as an Ordinary Resolution.

A brief profile of Ms. Priyanka Mittal, including nature of her expertise and qualification, is provided as an additional information required to be furnished pursuant to SEBI Listing

Regulations, and Secretarial Standard-2 on General Meetings, forms part of the Notice calling AGM.

Except Mr. Anil Kumar Mittal, Mr. Arun Kumar Gupta, Mr. Anoop Kumar Gupta and Ms. Priyanka Mittal, no other Director or Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested financially or otherwise, in the Resolution set out at Item No. 11 of the Notice Calling AGM.

ITEM NO. 12

APPROVAL FOR REVISION IN REMUNERATION OF MR. ASHISH MITTAL, HOLDING OFFICE OR PLACE OF PROFIT IN THE COMPANY.

Mr. Ashish Mittal (son of Mr. Anil Kumar Mittal, Chairperson and Managing Director) was appointed with prior approval of the Shareholders of the Company to the office or place of profit, who currently holds the position of Head-Paddy Procurement and Gautam Buddh Nagar Unit.

Mr. Ashish Mittal has been an integral part of KRBL Limited, bringing forth remarkable expertise and leadership over the past 16 years. He holds a Bachelor's degree in Business Administration from the University of Northridge, California, USA. Mr. Mittal's exceptional management skills have led him to head the paddy procurement and oversee the operations of the Gautam Buddh Nagar facility.

Under the stewardship of Mr. Ashish Mittal, the Gautam Buddh Nagar facility of KRBL has undergone a remarkable transformation into an integrated unit, showcasing improvements in procurement, production, and seed development. His innovative approach has led to the development of resilient and high-yielding seeds, introduction of new technologies, and significant efficiency in plant operations. These advancements have not only enhanced the facility's operational capabilities but have also contributed to cost optimization across the supply chain.

Mr. Ashish Mittal's passion for sustainable agriculture has driven KRBL's contact farming model to new heights. His focus on reducing pesticide usage and implementing best practices for sustainable and improved packaging has greatly contributed to the Company's reputation for quality and sustainability.

KRBL Limited has been awarded the Platinum Award for Digital Transformation Initiative in Paddy Procurement Process at the ET SCM Summit. This prestigious recognition is a testament to the innovative efforts of Mr. Ashish Mittal. Under his guidance, the company has successfully transitioned to a digital portal for paddy procurement, revolutionizing the process to become more efficient and farmer-friendly.

In the lively Mandi purchase environment, these innovations have enabled KRBL to make quicker, smarter decisions, significantly enhancing operational efficiency. Additionally, the shift from manual receipts to printed ones for farmers has reduced errors and provided more reliable documentation, fostering greater trust and smoother interactions with the farming community. The successful implementation of these changes reflects Mr. Ashish Mittal's commitment to excellence and his relentless pursuit of operational improvements.

Mr. Ashish Mittal is supervising the commissioning of a renewable source of energy, which aims to eliminate the Unit's reliance on grid electricity, showcasing his commitment to sustainability and operational efficiency. This endeavour is set to significantly reduce the unit's carbon footprint while enhancing energy independence, his dedication to integrate sustainable practices aligns with the KRBL's broader ESG goals, ensuring the Company's position as a forward thinking leader in the industry.

In recognition of his invaluable contributions and the pivotal role he plays within the Company, the Board of Directors proposes a revision in remuneration structure for Mr. Ashish Mittal. This adjustment is intended to duly acknowledge his significant efforts and ensure his compensation aligns with his contributions and prevailing industry standards for such critical roles.

The proposed revision is also intended to retain Mr. Mittal's invaluable services and to motivate him to continuously deliver outstanding performance, thereby supporting the Company's growth and maintaining its competitive edge in the market.

The terms and conditions of appointment are governed as per applicable provisions of the Nomination, Remuneration and Board Diversity Policy of the company.

The Board of Directors has proposed a Variable Pay component in the remuneration structure of Mr. Ashish Mittal. Variable Pay Policy is designed to reward employee performance, align employee efforts with organisational goals and provide a mechanism for recognising and incentivising outstanding contributions with the ultimate objective of enhancing shareholder value on parameters as per the policy of the Company.

The revised remuneration limits will be governed by the provisions of Companies Act, 2013. The Board is of the opinion that the revised remuneration is fair, equitable, and in the best interests of the Company and its shareholders.

In view of the above, the Nomination and Remuneration Committee, Audit Committee and Board of Directors of the Company, at their meeting(s) held on July 31, 2024 has recommended to the shareholders for revision in remuneration structure of Mr. Ashish Mittal as follows.

COMPENSATION DETAILS:

1. Fixed Remuneration and Increment

A salary of ₹ 6,80,000 (Rupees Six Lacs Eighty Thousand Only) per month for the period starting April 01, 2024 and ending on March 31, 2025.

The annual increments upto 15% effective from April 01 of each Financial Year, will be determined by the Board, on the recommendations of the Nomination and Remuneration Committee based on the Company's remuneration policy and principles. The annual or other increments will be merit based and will take into account the Company's performance apart from individual's performance.

2. Variable Remuneration

In addition to fixed remuneration, Mr. Ashish Mittal would be entitled to annual variable pay upto maximum of 15% of the

fixed remuneration, based on the parameters as decided by the Board or Nomination and Remuneration Committee from time to time.

3. Perquisites/ Retiral/ Allowances

In addition to the fixed and Variable pay, Mr. Ashish Mittal, shall be entitled to the perquisites, retirals and other benefits on actuals as per the policy of the Company including but not limited to:

A Perquisites

- Rent free accommodation for self, spouse and family or house rent allowance in lieu thereof
- Car with chauffeur provided, maintained by the Company for official use as per Rules of the Company;
- Payment/Reimbursement of telephone and/or mobile phone(s) bills, Internet facility, conveyance, fuel expenses or other out of pocket expenses incurred in the course of official duties;
- Reimbursement of membership fees of clubs/industry associations.
- Medical expenses for self and family as per the rules of the Company.
- Reimbursement of gas, electricity, water and other amenities etc.
- Furnishings/ Furniture/ Equipment and Home Appliance.
- Reimbursement of travel and stay expenses
- Coverage under Group Medical, Personal Accidental, Keyman Insurance, Life Insurance Policies and benefits arising from such policies.

B Retirals

- Contribution to the Provident Fund, Superannuation fund or annuity Fund, National Pension Fund and payment of Gratuity under Section 192(1) of the Income Tax Act, paid by employer on behalf of Employee.

C. Other benefits

- Encashment of leave as per Company policy.
- Other Allowance and amenities as per the Company's policy and as approved by the Board.
- Benefits arising out of shareholding in the Company.
- Reimbursement of all expenses incurred for the purpose of business of the Company.

Perquisites shall be evaluated and calculated as per Income Tax rules, wherever applicable.

The terms of remuneration given herein above be altered, varied, and modified from time to time by the Board of Directors of the Company, as it may at its discretion deem fit so as not to exceed the aforesaid limits and the limits specified in Section 188 of the Act or any modification or re-enactment thereof for the time being in force.

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

any way, concerned or interested financially or otherwise, in the Resolution set out at Item No. 12 of the Notice Calling AGM.

ITEM NO. 13

APPROVAL FOR REVISION IN REMUNERATION OF MR. KUNAL GUPTA, HOLDING OFFICE OR PLACE OF PROFIT IN THE COMPANY.

Mr. Kunal Gupta (son of Mr. Arun Kumar Gupta-Joint Managing Director of the Company) was appointed with prior approval of Shareholders in 19th Annual General Meeting, to office or place of profit who is currently holding the position of Head- Rice Procurement and Dhuri Unit.

Mr. Kunal Gupta joined KRBL Limited after completing his BBA in Business Management from the Cox School of Business, Southern Methodist University, Texas, USA. Over the past decade, Mr. Kunal Gupta has been instrumental in driving the Company's rice procurement operations and optimizing its supply chain management.

Upon joining the Company, Mr. Gupta initially focused on basmati and paddy supply chain management, along with enhancing the use of technology within the business. His efforts have since extended to the optimization of operations and procurement processes at the Company's flagship plant in Dhuri. Under his leadership, the Dhuri plant has been transformed into an integrated unit characterized by a highly efficient cost footprint.

Mr. Kunal Gupta has played a significant role in KRBL's expansion strategy, overseeing the establishment of new plants and ensuring their seamless integration into the Company's operational framework. His contributions have been crucial in maintaining the high standards of efficiency and sustainability that KRBL is known for. Furthermore, Mr. Kunal Gupta's leads the supply chain operations and production at the world largest rice mill plant at Dhuri, Punjab, with an impressive milling capacity of 150 tonnes per hour.

Given Mr. Kunal Gupta's substantial contributions and to ensure his remuneration remains competitive and aligned with industry standards, the Board of Directors proposes a revision in structure and limits of his remuneration. This adjustment is intended to appropriately compensate Mr. Kunal Gupta for his significant efforts and ensure his remuneration is in line with industry standards for similar positions.

The proposed revision is also aimed for motivating him to continuously deliver outstanding performance, thereby fostering the Company's growth and sustaining its competitive edge in the market.

The terms and conditions of appointment are governed as per applicable provisions of the Nomination, Remuneration and Board Diversity Policy of the company.

The Board of Directors has proposed a Variable Pay component in the remuneration structure of Mr. Kunal Gupta. Variable Pay Policy is designed to reward employee performance, align employee efforts with organisational goals and provide a mechanism for recognising and incentivising outstanding contributions with the

ultimate objective of enhancing shareholder value on parameters as per the policy of the Company.

The revised remuneration limits will be governed by the provisions of Companies Act, 2013. The Board is of the opinion that the revised remuneration is fair, equitable, and in the best interests of the Company and its shareholders.

In view of the above, the Nomination and Remuneration Committee, Audit Committee and Board of Directors of the Company, at their meeting(s) held on July 31, 2024 has recommended to the shareholders for revision in remuneration structure of Mr. Kunal Gupta as follows.

COMPENSATION DETAILS:

1. Fixed Remuneration and Increment

A salary of ₹ 6,80,000 (Rupees Six Lacs Eighty Thousand Only) per month for the period starting April 01, 2024 and ending on March 31, 2025.

The annual increments upto 15% effective from April 01, of each Financial Year, will be determined by the Board, on the recommendations of the Nomination and Remuneration Committee based on the Company's remuneration policy and principles. The annual or other increments will be merit based and will take into account the Company's performance apart from individual's performance.

2. Variable Remuneration

In addition to fixed remuneration, Mr. Kunal Gupta would be entitled to annual variable pay upto maximum of 15% of the fixed remuneration, based on the parameters as decided by the Board or Nomination and Remuneration Committee from time to time.

3. Perquisites/ Retiral/ Allowances

In addition to the fixed and Variable pay, Mr. Kunal Gupta, shall be entitled to the perquisites, retirals and other benefits on actuals as per the policy of the Company including but not limited to:

A Perquisites

- Rent free accommodation for self, spouse and family or house rent allowance in lieu thereof
- Car with chauffeur provided, maintained by the Company for official use as per Rules of the Company;
- Payment/Reimbursement of telephone and/or mobile phone(s) bills, Internet facility, conveyance, fuel expenses or other out of pocket expenses incurred in the course of official duties;
- Reimbursement of membership fees of clubs/industry associations.
- Medical expenses for self and family as per the rules of the Company.
- Reimbursement of gas, electricity, water and other amenities etc.
- Furnishings/ Furniture/ Equipment and Home Appliance.
- Reimbursement of travel and stay expenses

- Coverage under Group Medical, Personal Accidental, Keyman Insurance, Life Insurance Policies and benefits arising from such policies.

B Retirals

- Contribution to the Provident Fund, Superannuation fund or annuity Fund, National Pension Fund and payment of Gratuity under Section 192(1) of the Income Tax Act, paid by employer on behalf of Employee.

C Other benefits

- Encashment of leave as per Company policy.
- Other Allowance and amenities as per the Company's policy and as approved by the Board.
- Benefits arising out of shareholding in the Company.
- Reimbursement of all expenses incurred for the purpose of business of the Company.

Perquisites shall be evaluated and calculated as per Income Tax rules, wherever applicable.

The terms of remuneration given herein above be altered, varied, and modified from time to time by the Board of Directors of the Company, as it may at its discretion deem fit so as not to exceed the aforesaid limits and the limits specified in Section 188 of the Act or any modification or re-enactment thereof for the time being in force.

Except Mr. Anil Kumar Mittal, Mr. Arun Kumar Gupta, Mr. Anoop Kumar Gupta and Ms. Priyanka Mittal, no other Director or Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested financially or otherwise, in the Resolution set out at Item No. 13 of the Notice Calling AGM.

ITEM NO. 14

APPROVAL FOR REVISION IN REMUNERATION OF MR. AKSHAY GUPTA, HOLDING OFFICE OR PLACE OF PROFIT IN THE COMPANY.

Mr. Akshay Gupta (son of Mr. Anoop Kumar Gupta-Joint Managing Director of the Company) was appointed with prior approval of Shareholders in 19th Annual General Meeting, to office or place of profit who is currently holding the position of Head- Bulk Exports.

Mr. Akshay Gupta joined KRBL Limited as a management trainee in 2012 following his management studies in Finance and Operations Management from the Kelley School of Business, Indiana University, USA. Over the past decade, he has proven to be a versatile professional, exhibiting expertise in both commodity sales and consumer goods marketing.

With more than 11 years of experience, Mr. Akshay Gupta has consistently demonstrated his ability to drive revenue growth, forge strategic alliances, and navigate complex global markets. As the business head for bulk exports at KRBL, he has meticulously strengthened logistics and sales within the Company's international operations. His strategic initiatives have

led to the development of new markets within the Basmati and non-Basmati portfolios.

Mr. Akshay Gupta's initial responsibilities included managing substantial bulk commodity transactions, where he utilized his deep understanding of supply chain intricacies, client relationship management, and risk mitigation. Venturing into the fast-moving consumer goods (FMCG) sector, he showcased a strategic approach to marketing and brand development, seamlessly aligning commodity procurement strategies with FMCG product placements. This synergy resulted in streamlined supply chains and efficient inventory management.

Mr. Akshay Gupta's methodical approach has significantly enhanced the Company's logistics and sales operations. He has played a pivotal role in expanding KRBL's footprint in the bulk export segment, driven by his passion for advancing agri-tech and farm extension services in Basmati rice-growing areas. His cross-functional experience spans procurement, production, accounts, logistics, and sales, making him an invaluable asset to the Company.

In recognition of Mr. Akshay Gupta's substantial contributions and the essential role he plays within the Company, the Board of Directors proposes an upward revision of his remuneration limits. This adjustment is intended to duly acknowledge his significant efforts and ensure his compensation aligns with his contributions and prevailing industry standards for such critical roles.

The proposed revision also aims to retain Mr. Akshay Gupta's exceptional talents and inspire him to continuously deliver superior performance, thus propelling the Company's growth and sustaining its competitive advantage.

The terms and conditions of appointment are governed as per applicable provisions of the Nomination, Remuneration and Board Diversity Policy of the company.

The Board of Directors has proposed to introduce a Variable Pay component in the remuneration structure of Mr. Akshay Gupta. Variable Pay Policy is designed to reward employee performance, align employee efforts with organisational goals and provide a mechanism for recognising and incentivising outstanding contributions with the ultimate objective of enhancing shareholder value on parameters as per the policy of the Company.

The revised remuneration limits will be governed by the provisions of Companies Act, 2013. The Board is of the opinion that the revised remuneration is fair, equitable, and in the best interests of the Company and its shareholders.

In view of the above, the Nomination and Remuneration Committee, Audit Committee and Board of Directors of the Company, at their meeting(s) held on July 31, 2024 has recommended to the shareholders for revision in remuneration structure of Mr. Akshay Gupta as follows.

COMPENSATION DETAILS:

1. Fixed Remuneration and Increment

A salary of ₹ 6,80,000 (Rupees Six Lacs Eighty Thousand Only) per month for the period starting April 01, 2024 and ending on March 31, 2025.

The annual increments upto 15% effective from April 01, of each Financial Year, will be determined by the Board, on the recommendations of the Nomination and Remuneration Committee based on the Company's remuneration policy and principles. The annual or other increments will be merit based and will take into account the Company's performance apart from individual's performance.

2. Variable Remuneration

In addition to fixed remuneration, Mr. Akshay Gupta would be entitled to annual variable pay upto maximum of 15% of the fixed remuneration, based on the parameters as decided by the Board or Nomination and Remuneration Committee from time to time.

3. Perquisites/ Retiral/ Allowances

In addition to the fixed and Variable pay, Mr. Akshay Gupta, shall be entitled to the perquisites, retirals and other benefits on actuals as per the policy of the Company including but not limited to:

A Perquisites

- Rent free accommodation for self, spouse and family or house rent allowance in lieu thereof
- Car with chauffeur provided, maintained by the Company for official use as per Rules of the Company;
- Payment/Reimbursement of telephone and/or mobile phone(s) bills, Internet facility, conveyance, fuel expenses or other out of pocket expenses incurred in the course of official duties;
- Reimbursement of membership fees of clubs/industry associations.
- Medical expenses for self and family as per the rules of the Company.
- Reimbursement of gas, electricity, water and other amenities etc.
- Furnishings/ Furniture/ Equipment and Home Appliance.
- Reimbursement of travel and stay expenses
- Coverage under Group Medical, Personal Accidental, Keyman Insurance, Life Insurance Policies and benefits arising from such policies.

B Retirals

- Contribution to the Provident Fund, Superannuation fund or annuity Fund, National Pension Fund and payment of Gratuity under Section 192(1) of the Income Tax Act, paid by employer on behalf of Employee.

C Other benefits

- Encashment of leave as per Company policy.
- Other Allowance and amenities as per the Company's policy and as approved by the Board.
- Benefits arising out of shareholding in the Company.
- Reimbursement of all expenses incurred for the purpose of business of the Company.

Perquisites shall be evaluated and calculated as per Income Tax rules, wherever applicable.

The terms of remuneration given herein above be altered, varied, and modified from time to time by the Board of Directors of the Company, as it may at its discretion deem fit so as not to exceed the aforesaid limits and the limits specified in Section 188 of the Act or any modification or re-enactment thereof for the time being in force.

Except Mr. Anil Kumar Mittal, Mr. Arun Kumar Gupta, Mr. Anoop Kumar Gupta and Ms. Priyanka Mittal, no other Director or Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested financially or otherwise, in the Resolution set out at Item No. 14 of the Notice Calling AGM.

ITEM NO. 15

APPROVAL FOR REVISION IN REMUNERATION OF MR. AYUSH GUPTA, HOLDING OFFICE OR PLACE OF PROFIT IN THE COMPANY.

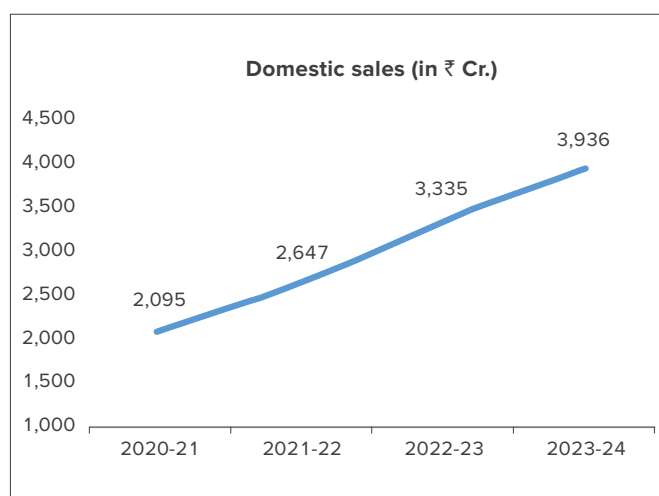
Mr. Ayush Gupta (son of Mr. Anoop Kumar Gupta-Joint Managing Director of the Company) was appointed with prior approval of Shareholders in 19th Annual General Meeting, to office or place of profit who is currently holding the position of Head- Domestic Division.

Mr. Ayush Gupta is a dynamic and result-oriented leader with over 11 (eleven) years of experience in driving growth, innovation, and operational excellence. He joined KRBL Limited as a management trainee in 2011, post his graduation cum laude from Indiana University, Kelley School of Business, USA. Since then, Mr. Ayush Gupta's role has evolved significantly, encompassing customer development, consumer insights, and marketing. He currently serves as the business head for the India market.

Under Mr. Ayush Gupta's stewardship, KRBL's modern trade and e-commerce business has achieved remarkable growth rates, positioning the brand at the forefront of digital transformation in the FMCG sector. He has played a pivotal role in penetrating new channels of distribution, particularly in modern trade, where the brand quickly became a market leader. His ability to navigate dynamic market landscapes and deliver exceptional results has been instrumental in the success of both established and emerging brands of the Company in the Indian market.

Mr. Gupta has excelled in building strong distributor networks, driving revenue growth, and spearheading innovative marketing campaigns. With a keen eye for emerging trends, he has championed the Company's expansion into e-commerce, ensuring that KRBL remains ahead of market trends and consumer demands. His strategic roadmap involves leveraging technology for optimized supply chain management and leading category development initiatives to shape the future of the rice industry.

Under his leadership, KRBL has seen market-beating growth rates in the modern trade and e-commerce sectors. He has successfully scaled new milestones with India Gate and the brand portfolio, while also fortifying the super-premium and health segments. His technology-backed and data-driven approach towards sales and distribution stands as a testament to his well-rounded leadership and commitment to business transformation. During the Financial Year 2023-24, the Company domestic sales of ₹3,936 crore, an impressive growth of CAGR 25% from FY21 to FY24, in the domestic market. The Company also achieved a revenue of 1,000 crore in a single quarter in domestic market.



In recognition of Mr. Ayush Gupta's substantial contributions and the critical role he plays within the Company, the Board of Directors proposes an upward revision of his remuneration limits. This adjustment is intended to appropriately compensate Mr. Gupta for his significant efforts and ensure his remuneration aligns with his contributions and prevailing industry standards for such critical roles.

The proposed revision also aims to retain Mr. Ayush Gupta's exceptional talents and inspire him to continuously deliver outstanding performance, thus fostering the Company's growth and sustaining its competitive edge.

The terms and conditions of appointment are governed as per applicable provisions of the Nomination, Remuneration and Board Diversity Policy of the company.

The Board of Directors has proposed a Variable Pay component in the remuneration structure of Mr. Ayush Gupta. Variable Pay Policy is designed to reward employee performance, align employee efforts with organisational goals and provide a mechanism for recognising and incentivising outstanding contributions with the ultimate objective of enhancing shareholder value on parameters as per the policy of the Company.

The revised remuneration limits will be governed by the provisions of Companies Act, 2013. The Board is of the opinion that the revised remuneration is fair, equitable, and in the best interests of the Company and its shareholders.

In view of the above, the Nomination and Remuneration Committee, Audit Committee and Board of Directors of the Company, at their meeting(s) held on July 31, 2024 has recommended to the shareholders for revision in remuneration structure of Mr. Ayush Gupta as follows.

COMPENSATION DETAILS:

1. Fixed Remuneration and Increment

A salary of ₹ 6,80,000 (Rupees Six Lacs Eighty Thousand Only) per month for the period starting April 01, 2024 and ending on March 31, 2025.

The annual increments upto 15% effective from April 01, of each Financial Year, will be determined by the Board, on the recommendations of the Nomination and Remuneration Committee based on the Company's remuneration policy and principles. The annual or other increments will be merit based and will take into account the Company's performance apart from individual's performance.

2. Variable Remuneration

In addition to fixed remuneration, Mr. Ayush Gupta would be entitled to annual variable pay upto maximum of 15% of the fixed remuneration, based on the parameters as decided by the Board or Nomination and Remuneration Committee from time to time.

3. Perquisites/ Retiral/ Allowances

In addition to the fixed and Variable pay, Mr. Ayush Gupta, shall be entitled to the perquisites, retirals and other benefits on actuals as per the policy of the Company including but not limited to:

A Perquisites

- Rent free accommodation for self, spouse and family or house rent allowance in lieu thereof
- Car with chauffeur provided, maintained by the Company for official use as per Rules of the Company;
- Payment/Reimbursement of telephone and/or mobile phone(s) bills, Internet facility, conveyance, fuel expenses or other out of pocket expenses incurred in the course of official duties;

- Reimbursement of membership fees of clubs/industry associations.
- Medical expenses for self and family as per the rules of the Company.
- Reimbursement of gas, electricity, water and other amenities etc.
- Furnishings/ Furniture/ Equipment and Home Appliance.
- Reimbursement of travel and stay expenses
- Coverage under Group Medical, Personal Accidental, Keyman Insurance, Life Insurance Policies and benefits arising from such policies.

B Retirals

- Contribution to the Provident Fund, Superannuation fund or annuity Fund, National Pension Fund and payment of Gratuity under Section 192(1) of the Income Tax Act, paid by employer on behalf of Employee.

C Other benefits

- Encashment of leave as per Company policy.
- Other Allowance and amenities as per the Company's policy and as approved by the Board.
- Benefits arising out of shareholding in the Company.

- Reimbursement of all expenses incurred for the purpose of business of the Company.

Perquisites shall be evaluated and calculated as per Income Tax rules, wherever applicable.

The terms of remuneration given herein above be altered, varied, and modified from time to time by the Board of Directors of the Company, as it may at its discretion deem fit so as not to exceed the aforesaid limits and the limits specified in Section 188 of the Act or any modification or re-enactment thereof for the time being in force.

Except Mr. Anil Kumar Mittal, Mr. Arun Kumar Gupta, Mr. Anoop Kumar Gupta and Ms. Priyanka Mittal, no other Director or Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested financially or otherwise, in the Resolution set out at Item No. 15 of the Notice Calling AGM.

Place: Noida, Uttar Pradesh

Date: August 20, 2024

By Order of the Board

For KRBL Limited

Sd/-

Piyush Asija

Company Secretary and
Compliance Officer

M. No.: A21328

Registered Office:

5190, Lahori Gate

Delhi- 110 006

CIN: L01111DL1993PLC052845

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

ITEM NO. 5

Mr. Ashok Pai (DIN: 06874699)

Age: 67 Years

Additional Independent Non-Executive Director

Mr. Ashok Pai is an Indian Forest Service Officer of the 1983 batch, with an extensive career spanning over 34 years in various capacities across Central and State Governments. His diverse roles include advising constitutional bodies, leading real estate development projects, regulating pollution control, and addressing public grievances.

Throughout his career, Mr. Pai has held several notable positions and led various governance and administrative reforms.

Mr. Pai's academic accomplishments are equally impressive. He holds a B.Sc. in Botany, Chemistry, and Zoology from Mysore University, where he also earned a M.Sc. in Zoology with a specialization in Genetics, graduating as a First Rank Gold Medallist. Furthering his education, he completed a PG Diploma in Forestry from the Indian Forest College, Dehradun, a PG Diploma in General Management from the Management Development Institute, Gurugram, and an MBA in Management and Tourism from Southern Cross University in NSW, Australia, where he achieved six distinctions. His language proficiencies include English, Hindi, Kannada, and Konkani.

Nature of expertise in specific functional areas:

Mr. Ashok Pai possesses expertise in administration and strategic initiatives. His tenure in various pivotal roles within the Government has equipped him with a robust understanding of policy formulation and implementation. He excels in steering developmental projects, particularly those focused on the welfare of community, policy formulation and the sustainable management of natural resources. His strategic vision and adeptness in administrative processes have significantly contributed to enhancing institutional efficiencies and fostering community-driven initiatives.

Ashok Pai's extensive experience in administration, public policy, governance, environmental management and community development uniquely positions him to help the Company in achieving its goals.

Disclosure of inter-se relationships between Directors and KMP: NA

Directorship and Committee Membership held in other Companies and Listed Entities: NIL

Shareholding in KRBL as on March 31, 2024: NIL

Date of First Appointment on the Board: July 31, 2024

Details of Remuneration Last Drawn: NA

Details of Remuneration Sought to be paid: He shall be entitled to Sitting fees as per the Company's Policy

Numbers of Board Meetings attended during the year: NA

Terms and Conditions for re-appointment: Terms and Conditions of appointment are as per the Nomination, Remuneration and Board Diversity Policy of the Company as displayed on the Company's website at www.krblrice.com

ITEM NO. 6

Mr. Anil Kumar Chaudhary (DIN:03256818)

Age: 63 Years

Additional Independent Non-Executive Director

Mr. Anil Kumar Chaudhary has over 45 years of immense experience across diverse sectors including steel, oil, and banking in areas like Finance and Treasury Management, Corporate Strategy & Planning, Marketing, Risk Management, Corporate Governance and Personnel management. He has held key leadership roles, such as serving as the Group Managing Director & CEO of the Metals and Mining vertical at Essar Group, the Chairman and Director (Finance) of Steel Authority of India Limited (SAIL), where he played a pivotal role in leading the successful "SAIL Uday" turnaround project, which resulted in SAIL regain its position as the top crude steel producing Company in India. At Essar Group, Mr. Anil Kumar Chaudhary was instrumental in the completion of several pre-project activities for mega steel plants both within India and internationally.

Mr. Anil Kumar Chaudhary is a qualified Company Secretary and a Cost and Management Accountant. He has done Bachelor of Law from the Faculty of Law, Delhi University and a Post Graduate Diploma in Personnel Management from the Faculty of Management Studies, Delhi University. He has also completed an advanced management programs at prestigious Royal Institute of Public Administration, London.

Mr. Anil Kumar Chaudhary's contributions to the industry have been recognized through numerous awards, including the Top Rankers Excellence Award for Outstanding Leadership in 2019, the CFO Roll of Honor in 2015 and 2016, and the CMA-CFO of the Year Award in 2014. He has chaired several key industry committees, including the Steel Committee at FICCI and the Metals and Minerals Committee at PHD Chamber of Commerce and Industry. He is widely acknowledged for his contribution to the Steel Industry.

Nature of expertise in specific functional areas:

Mr. Anil Kumar Chaudhary possesses extensive expertise in Finance Management, Corporate Strategy & Planning, Risk Management, and Corporate Governance, honed over a remarkable career spanning more than four decades. His experience includes strategic leadership roles at Steel Authority of India Limited (SAIL) and the Essar Group, where he demonstrated exceptional acumen in financial structuring, project management, and corporate governance. Mr. Anil Kumar Chaudhary's ability to navigate complex financial landscapes, coupled with his foresight, has been instrumental in driving organizational success and resilience across diverse sectors.

Disclosure of inter-se relationships between Directors and KMP: NA

Directorship and Committee Membership held in other Companies and Listed Entities:

Directorship:-

- Walter Infra Manager Private Limited

Committee Membership:- NIL

Shareholding in KRBL as on March 31, 2024: NIL

Date of First Appointment on the Board: August 20, 2024

Details of Remuneration Last Drawn: NA

Details of Remuneration Sought to be paid: He shall be entitled to Sitting fees as per the Company's Policy

Numbers of Board Meetings attended during the year: NA

Terms and Conditions for re-appointment: Terms and Conditions of appointment are as per the Nomination, Remuneration and Board Diversity Policy of the Company as displayed on the Company's website at www.krblrice.com

ITEM NO. 7

Ms. Priyanka Sardana (DIN: 00049811)

Age: 57 Years

Independent Non-Executive Director

Ms. Priyanka Sardana brings a wealth of knowledge and experience from her illustrious legal career, she is a renowned lawyer with over two decades of practice, specializing in civil, criminal and IPR matters. She is a trained mediator by MCPC Judicial Academy, Dwaraka and Delhi State Legal Authorities (DSLISA). She is a Life Member Supreme Court Bar Association (SCBA), Indian Institute of Law, International Society of Law, Bar Association of India and a registered patent attorney and an Arbitrator on panel of Indian Council of Arbitration (ICA). She is a LLB, MA, M. Phil from JNU and currently serving as Vice-President Supreme Court Women Lawyers Association.

Ms. Sardana has consistently demonstrated her commitment to upholding the highest standards of corporate governance. Her independent judgment has been crucial in facilitating transparent and ethical decision-making processes within the Board. Ms. Sardana's proactive approach to governance has helped the company maintain a robust and effective framework.

Nature of expertise in specific functional areas:

Ms. Priyanka Sardana's functional expertise is highlighted through her active participation and leadership in various legal capacities. As an advocate, she has a extensive experience in handling civil and criminal cases, consumer disputes, and intellectual property matters, particularly trademarks and patents. Her role as a trained mediator and arbitrator underscores her skills in dispute resolution and her ability to handle sensitive and high-stakes negotiations effectively.

Disclosure of inter-se relationships between Directors and KMP: NA

Directorship and Committee Membership held in other Companies and Listed Entities:

Directorship:-

- Food Security and Sustainable Agriculture Foundation
- Guru Shikhar Management Services Private Limited
- Achievers Resources Private Limited

Committee Membership:- NIL

Shareholding in KRBL as on March 31, 2024: NIL

Date of First Appointment on the Board: September 25, 2019

Details of Remuneration Last Drawn: Refer to 'Report on Corporate Governance'

Details of Remuneration Sought to be paid: She shall be entitled to Sitting fees as per the Company's Policy

Numbers of Board Meetings attended during the year: 4

Terms and Conditions for re-appointment: Terms and Conditions of re-appointment are as per the Nomination, Remuneration and Board Diversity Policy of the Company as displayed on the Company's website at www.krblrice.com

ITEM NO. 8

Mr. Anil Kumar Mittal (DIN: 00030100)

Age: 73 Years

Whole Time Executive Director (Chairman and Managing Director)

As the visionary founder, Mr. Mittal has transformed the Company into a global brand and leader in the Indian Basmati industry. He guides the Company's overall growth and its stakeholders. Mr. Mittal has held prestigious positions, including President of the All-India Rice Exporters Association and the Basmati Rice Farmers and Exporters Development Forum and has received the Silver Jubilee Award from the National Academy of Agricultural Sciences, India. With a keen interest in global affairs, he envisions KRBL becoming a favourite brand worldwide while continuing to improve the socio-economic conditions of underprivileged communities.

Nature of expertise in specific functional areas:

Mr. Mittal's expertise spans strategic leadership, international trade, and agricultural development. His profound understanding of the global rice industry and his strategic direction have been pivotal in establishing KRBL as a leading global brand. His roles as President of the All-India Rice Exporters Association and President of the Basmati Rice Farmers and Exporters Development Forum underscore his influence and commitment to the industry. Additionally, his dedication to socio-economic development and community transformation reflects his holistic approach to business leadership and sustainability.

Disclosure of inter-se relationships between Directors and KMP: Mr. Anil Kumar Mittal, Mr. Arun Kumar Gupta and Mr. Anoop Kumar Gupta are siblings. Ms. Priyanka Mittal is daughter of Mr. Anil Kumar Mittal.

Directorship and Committee Membership held in other Companies and Listed Entities:

Directorship:-

- K B Exports Pvt. Ltd.
- KRBL Foods Ltd.
- KRBL Foundation
- KRBL Infrastructure Ltd.
- Radha Raj IT City & Parks Pvt. Ltd.
- Adwet Warehousing Pvt. Ltd.
- Aakash Hospitality Pvt. Ltd.
- Anurup Exports Pvt. Ltd.
- Holistic Farms Pvt. Ltd.
- India Gate Foods Pvt. Ltd.
- Padmahasta Warehousing Pvt. Ltd.
- Radha Raj Infra Pvt. Ltd.

Committee Membership:- NIL

Shareholding in KRBL as on March 31, 2024: 100 Equity Shares

Date of First Appointment on the Board: March 30, 1993

Details of Remuneration Last Drawn: Refer to 'Report on Corporate Governance' for the FY 2023-24

Details of Remuneration Sought to be paid: Refer to Explanatory Statement to the Item No. 8 to the Notice

Numbers of Board Meetings attended during the year: 3

Terms and Conditions for re-appointment: Terms and Conditions of re-appointment are as per the Nomination, Remuneration and Board Diversity Policy of the Company as displayed on the Company's website at www.krblrice.com

ITEM NO. 9

Mr. Arun Kumar Gupta (DIN: 00030127)

Age: 67 Years

Whole Time Executive Director (Joint Managing Director)

Mr. Arun Kumar Gupta is an expert in rice and paddy supply chain management and milling technology. With over 42 years of experience in the industry Mr. Arun Kumar Gupta is widely He an expert in the Basmati Paddy supply chain, his deep understanding of the complexities and nuances of the supply chain has enabled the Company to optimize its procurement processes, ensuring timely and cost-effective sourcing of high quality paddy. He has been pivotal in implementing advanced milling technologies leading to an enhanced quality product.

Nature of expertise in specific functional areas:

Mr. Arun Kumar Gupta's expertise lies in supervising the supply chain and production capacity within the rice industry. His in-depth knowledge of paddy milling technology and supply chain management positions him as a pivotal figure in ensuring efficient operations and optimal productivity. Mr. Arun Kumar Gupta's long-standing experience and his collaborative approach with farmers underscore his proficiency in managing the complexities of agricultural supply chains, thereby contributing to the sustained growth and success of the industry.

Disclosure of inter-se relationships between Directors and KMP: Mr. Anil Kumar Mittal, Mr. Arun Kumar Gupta and Mr. Anoop Kumar Gupta are siblings.

Directorship and Committee Membership held in other Companies and Listed Entities:

Directorship:-

- K B Exports Pvt. Ltd.
- KRBL Foods Ltd.
- KRBL Foundation
- KRBL Infrastructure Ltd.
- Radha Raj IT City & Parks Pvt. Ltd.
- Adwet Warehousing Pvt. Ltd.
- Aakash Hospitality Pvt. Ltd.
- Anurup Exports Pvt. Ltd.
- Holistic Farms Pvt. Ltd.
- India Gate Foods Pvt. Ltd.
- Padmahasta Warehousing Pvt. Ltd.
- Radha Raj Infra Pvt. Ltd.

Committee Membership:- NIL

Shareholding in KRBL as on March 31, 2024: 100 Equity Shares

Date of First Appointment on the Board: March 30, 1993

Details of Remuneration Last Drawn: Refer to 'Report on Corporate Governance'

Details of Remuneration Sought to be paid: Refer to Explanatory Statement to the Item No. 9 to the Notice

Numbers of Board Meetings attended during the year: 3

Terms and Conditions for re-appointment: Terms and Conditions of re-appointment are as per the Nomination, Remuneration and Board Diversity Policy of the Company as displayed on the Company's website at www.krblrice.com

ITEM NO. 10

Mr. Anoop Kumar Gupta (DIN: 00030160)

Age: 65 Years

Whole Time Executive Director (Joint Managing Director)

Mr. Anoop Kumar Gupta has over 38 years of experience in the rice industry, specializing in strategy and financial operations. He holds a degree in science stream from University of Delhi and has served on the Executive Committee of the All-India Rice Exporters Association. His prudent financial strategies have led to improved liquidity, better credit ratings, and strong financial position for the Company.

Nature of expertise in specific functional areas:

Mr. Anoop Kumar Gupta's expertise lies in overseeing financial matters of the company. His profound knowledge in financial operations and strategic planning ensures the company's financial stability and growth. As the head of financial matters, Mr. Gupta is responsible for financial planning, risk management, and ensuring compliance with financial regulations. His strategic insights and meticulous approach to financial management contribute significantly to the company's overall success and sustainability.

Disclosure of inter-se relationships between Directors and KMP: Mr. Anil Kumar Mittal, Mr. Arun Kumar Gupta and Mr. Anoop Kumar Gupta are siblings.

Directorship and Committee Membership held in other Companies and Listed Entities:

Directorship:-

- K B Exports Pvt. Ltd.
- KRBL Foods Ltd.
- KRBL Foundation
- KRBL Infrastructure Ltd.
- Radha Raj IT City & Parks Pvt. Ltd.
- Adwet Warehousing Pvt. Ltd.
- Aakash Hospitality Pvt. Ltd.
- Anurup Exports Pvt. Ltd.
- Holistic Farms Pvt. Ltd.
- India Gate Foods Pvt. Ltd.
- Padmahasta Warehousing Pvt. Ltd.
- Radha Raj Infra Pvt. Ltd.

Committee Membership:- NIL

Shareholding in KRBL as on March 31, 2024: 100 Equity Shares

Date of First Appointment on the Board: March 30, 1993

Details of Remuneration Last Drawn: Refer to 'Report on Corporate Governance'

Details of Remuneration Sought to be paid: Refer to Explanatory Statement to the Item No. 10 to the Notice

Numbers of Board Meetings attended during the year: 4

Terms and Conditions for re-appointment: Terms and Conditions of re-appointment are as per the Nomination, Remuneration and Board Diversity Policy of the Company as displayed on the Company's website at www.krblice.com

ITEM NO. 11

Ms. Priyanka Mittal (DIN: 00030479)

Age: 47 Years

Whole Time Executive Director

With over two decades of experience, Ms. Priyanka Mittal heads the international sales and marketing of the company's branded business. A graduate of Harvard Business School's OPM programme and holding an undergraduate degree from the University of Southern California, Ms. Mittal combines academic excellence with practical expertise. She is a passionate advocate for women's leadership and has been recognized with accolades such as the Business Woman of the Decade Award by the Woman Economic Forum (WEF). Ms. Mittal has held prominent positions in various trade committees and has represented the Indian rice industry in international forums, discussing critical issues like food security, sustainability, and supply chain management.

Nature of expertise in specific functional areas:

Ms. Priyanka Mittal's expertise lies in international sales and marketing, with a particular focus on expanding the company's global footprint. Her strategic vision and marketing acumen have been pivotal in positioning the company's branded business on the international stage. Additionally, her active involvement in trade committees and representation in global forums underscore her proficiency in addressing complex issues related to food security, sustainability, and supply chain management. Her leadership and advocacy for women in business further highlight her commitment to fostering inclusive growth and sustainable development.

Disclosure of inter-se relationships between Directors and KMP: Ms. Priyanka Mittal is daughter of Mr. Anil Kumar Mittal.

Directorship and Committee Membership held in other Companies and Listed Entities:

Directorship:-

- India Gate Foods Pvt. Ltd.

Committee Membership:- NIL

Shareholding in KRBL as on March 31, 2024: 100 Equity Shares

Date of First Appointment on the Board: November 28, 2000

Details of Remuneration Last Drawn: 'Report on Corporate Governance'

Details of Remuneration Sought to be paid: Refer to Explanatory Statement to the Item No. 11 to the Notice

Numbers of Board Meetings attended during the year: 2

Terms and Conditions for re-appointment: NA
