



E:KRBL/BIBHU/STK_EX_2223/41
03 September 2022

✓	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.

Dear Sir / Madam,

Sub: Notice of 29th Annual General Meeting scheduled to be held on Monday 26 September 2022

This is further to our Letter No. E:KRBL/BIBHU/STK_EX_2223/40 dated 01 September 2022, vide which, the Company had informed regarding the 29th Annual General Meeting (“AGM”), which is scheduled to be held on Monday, 26 September 2022 at 12.00 Noon, through Video Conferencing/Other Audio Visual Means (“VC/OAVM”), in this regard please find enclosed herewith Notice of AGM.

The aforesaid Notice of AGM is also being uploaded on the Company’s website www.krblrice.com under the link Investor Relations.

Kindly take the above information on record.

Thanking You,

Yours faithfully,
For KRBL Limited

Raman
Sapra
Digitally signed by Raman Sapra
DN: cn=Raman Sapra, o=KRBL Limited, email=rsapra@krblindia.com, c=IN
Raman Sapra
Company Secretary

Encl.: As Above.

Corporate Office : C-32, 5th & 6th Floor, Sector-62, Noida-201301, Gautambudh Nagar, (U.P.), INDIA.
Regd. Office : 5190, Lahori Gate, Delhi - 110 006, INDIA. Tel. : +91-11-23968328, Fax : +91-11-23968327, CIN No. L01111DL1993PLC052845
Tel. : +91-120-4060300, Fax : +91-120-4060398. E-mail : mails@krblindia.com. Visit us at : www.krblrice.com

WORLD’S LARGEST RICE MILLERS & BASMATI RICE EXPORTERS



Regd. 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 29th ANNUAL GENERAL MEETING

NOTICE is hereby given that the 29th (Twenty Ninth) Annual General Meeting ("AGM") of the Members of **KRBL Limited** will be held on Monday, 26 September 2022, 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:

1. To receive, consider and adopt the Audited Financial Statements (Standalone and Consolidated) of the Company for the financial year ended 31 March 2022, together with the Reports of the Board of Directors and Auditors thereon.
2. To declare a final dividend of ₹3.50 (350%) per equity share on 23,53,89,892 equity shares of ₹1/- each for the financial year 2021-22.
3. To appoint a Director in place of Mr. Anoop Kumar Gupta (DIN: 00030160), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

4. Ratification and confirmation of remuneration of Cost Auditors for the financial year 2022-23.

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(3) and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or re-enactment thereof, for the time being in force), the remuneration of ₹70,000/- (Rupees Seventy

Thousand Only) plus taxes as applicable and out-of-pocket expenses, if any, incurred in connection with the cost audit, as recommended by the Audit Committee and approved by the Board of Directors of the Company, and as payable to M/s. HMVN & Associates, Cost Accountants (Firm Registration No. 000290), as Cost Auditors to conduct the Audit of the relevant Cost Records of the Company, pertaining to power segment, as prescribed under the Companies (Cost Records and Audit) Rules, 2014, as amended from time to time, for the financial year ending 31 March 2023, be and is hereby ratified and confirmed."

5. Re-appointment of Ms. Priyanka Mittal (DIN: 00030479) as Whole Time Director of the Company and Revision in Remuneration.

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 196, 197, 198 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and in accordance with the Articles of Association of the Company and in consideration of the recommendation of Nomination and Remuneration Committee and approval of Board of Directors of the company, consent of members of the Company be and is hereby accorded for the re-appointment of Ms. Priyanka Mittal (DIN: 00030479) as Whole Time Director of the Company liable to be retire by rotation, for a further period of 5 (five) years with effect from 26 September 2022 to 25 September 2027, on the term and conditions including the revision in remuneration as set out in the Explanatory Statement annexed to this notice calling annual general meeting of the company.

RESOLVED FURTHER THAT the terms of re-appointment and remuneration may be altered, varied and modified from time to time by the Board of Directors (hereinafter referred to as "the Board") including any committee/sub-committee of the Board of the Company, as it may at its discretion deem fit so as not to exceed the limits as set out in the explanatory statement and the limits as specified under the provisions of the Act."

By Order of the Board
For **KRBL Limited**

Raman Sapra

Company Secretary
M. No. F9233

Place: Noida, Uttar Pradesh

Date: 08 August 2022

Registered Office:

5190, Lahori Gate

Delhi- 110 006

CIN: L01111DL1993PLC052845

Notes:

1. Pursuant to Circular Nos. 14/2020, 17/2020, 20/2020, 02/2021, 19/2021, 21/2021 dated 08 April 2020, 13 April 2020, 05 May 2020, 13 January 2021, 08 December 2021 and 14 December 2021 respectively followed by Circular No. 2/2022 dated 05 May 2022 issued by the Ministry of Corporate Affairs (hereinafter collectively referred to as "MCA Circulars") and 'SEBI' Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated 13 May 2022 (hereinafter referred to as "SEBI Circulars"), physical attendance of the Members to the AGM venue is not required and AGM 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. 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 in Note No. 25 and 26. The same is also available on the website of the Company at www.krblrice.com under the link Investor Relations.
2. As this AGM is being held through VC/OAVM pursuant to the MCA 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 therefore, 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.
3. All documents referred to in the accompanying Notice and the Explanatory Statement can be obtained for inspection by writing to the Company at its email ID investor@krblindia.com

till the date of AGM. Further, shareholders may also write to the Company at its email ID investor@krblindia.com for inspection of any statutory register/ documents required to be placed at the time of AGM of the Company.

4. Shareholders seeking any information with regard to accounts are requested to write to the Company at least 10 days before the meeting so that the information is made available by the management at the day of the meeting.
5. In compliance with the above circulars, electronic copies of the Notice of the AGM alongwith the Annual Report for the Financial Year 2021-22 is being sent to all the shareholders whose email addresses are registered/ available with the Company/ Depository Participants as on the cut-off date of Friday 26 August 2022. The Notice has also been uploaded on the website of the Company at www.krblrice.com under the link Investor Relations. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively. The AGM Notice is also available 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 26 September 2022 shall also be made available on the website of the Company at www.krblrice.com under the link Investor Relations, as soon as possible after the Meeting is over.
7. The deemed venue for 29th AGM shall be the Registered Office of the Company i.e. 5190, Lahori Gate, Delhi- 110 006 and the proceedings of the AGM shall be deemed to be made thereat.
8. Corporate Members are encouraged to attend the AGM through their Authorized Representatives. They are requested to send by email, a certified copy of the Board Resolution/ Power of Attorney authorizing their representatives to attend and vote on their behalf in the Meeting.
9. 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.
10. Pursuant to the provisions of Section 91 of the Companies Act, 2013, the Register of Members and Share Transfer Books of the Company will remain closed from Saturday, 10 September 2022 to Monday, 26 September 2022 (both days inclusive) for the purpose of AGM and determination of Members eligible for payment of Final Dividend for the financial year 2021-22.
11. 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 09 September 2022 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 & Share Transfer Agent after giving effect to valid share transmissions, if any, in physical form lodged with the Company as at the end of business hours on 09 September 2022.

12. (i) SEBI vide its Circular dated 03 November, 2021, has reiterated that it is mandatory for all holders of physical securities to furnish their PAN as well as KYC to the Registrar and Share Transfer Agent (RTA) of the Company in respect of all concerned Folios and the Folios wherein even any one of the PAN, Address with PIN Code, Email address, Mobile Number, Bank Account details, Specimen Signature and Nomination by holders of physical securities are not available on or after 01 April 2023, shall be frozen by the RTA. SEBI has introduced Form ISR-1 alongwith other relevant forms to lodge any request for registering PAN, KYC details or any change/ update thereof.

In terms of the aforesaid SEBI Circular, effective from 01 January 2022, any service requests or complaints received from the member, are not processed by RTA till the aforesaid details/documents are provided to RTA.

Members may also note that SEBI vide its Circular dated 25 January 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 dematerialisation, Members are advised to dematerialise 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. SH13. If a Member desires to cancel earlier nomination and record a fresh nomination, he 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 Shareholders. 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 Registrar and Share Transfer Agents (RTA).
13. 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.
 14. Pursuant to the amendments in the Income tax Act, 1961 ("the IT Act"), dividend income is taxable in the hands of the Shareholders from 01 April 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 with the "Communication on Tax Deduction at Source (TDS) on Dividend Distribution"**
 15. 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.
 16. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of the Special Businesses specified in the Notice is annexed hereto.
 17. In terms of the provisions of Section 124 of the Companies Act, 2013, read with Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, the amount of dividend not encashed or claimed within 7 (Seven) years from the date of its transfer to the unpaid dividend account, will be transferred to the Investor Education and Protection Fund established by the Government. Accordingly, unclaimed Final Dividend in respect of Financial Year 2014-15 is due for transfer to the said fund on 05 November 2022. In terms of provisions of Section 124 of

the Companies Act, 2013, read with Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, no claim shall lie against the Company thereafter.

Further, pursuant to the provisions of Section 124(6) of the Companies Act, 2013 read with Rule 6 of the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, (as amended from time to time) (IEPF Rules), during the financial year 2021-2022, the Company has transferred 3,748 equity shares which belongs to total 29 (Twenty Nine) Shareholders whose dividend has not been paid or claimed for 7 (Seven) consecutive years or more as on the due date of transfer i.e. 17 October 2021, to the demat account of IEPF Authority i.e. INVESTOR EDUCATION AND PROTECTION FUND AUTHORITY MINISTRY OF CORPORATE AFFAIRS, bearing DP ID IN300708 and Client ID 10656671, being maintained with National Securities Depository Limited.

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 <http://iepf.gov.in/IEPFA/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
28 September 2015	2014-15	05 November 2022
10 March 2016	2015-16 (Interim)	16 April 2023
26 September 2017	2016-17	02 November 2024
20 August 2018	2017-18	26 September 2025
13 September 2019	2018-19	20 October 2026
27 February 2020	2019-20 (Interim)	04 April 2027
30 September 2021	2020-21	06 November 2028

18. Members who have neither received nor encashed their dividend warrant(s) for the financial year 2014-2015 to 2020-2021 are requested to write to the Company, mentioning the relevant Folio number or DP Id and Client Id, for issuance of demand draft.
19. 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.krbtrice.com under the link Investor Relations.

20. The Company has appointed Mr. Deepak Kukreja, Partner, M/s. DMK Associates, to act as the Scrutinizer and Ms. Monika Kohli, Partner, M/s. DMK Associates as alternate Scrutinizer to scrutinize the remote e-voting process in a fair and transparent manner.
21. 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 atleast 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 favour or against, if any, forthwith to the Chairman of the Company or any person authorized by him in writing and the Results shall be declared by the Chairman or any person authorized by him thereafter.
22. The Results declared along with the Scrutinizer's Report shall be placed on the website of the Company at www.krbtrice.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.
23. 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 aforesaid 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.
24. The remote e-voting period commences on Friday, 23 September 2022 at 09.00 A.M. and ends on Sunday, 25 September 2022 at 05.00 P.M.

- (i) Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Friday, 09 September 2022 may opt for remote e-voting and cast their vote electronically.
- (ii) 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.
- (iii) 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. 09 September 2022 may obtain the login ID and password by sending an email to helpdesk.evoting@cdslindia.com.

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

- (i) 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 Circular No. 14/2020 dated 08 April 2020, Circular No.17/2020 dated 13 April 2020, Circular No. 20/2020 dated 05 May 2020, Circular No. 02/2021 dated 13 January, 2021, Circular No. 19/2021 dated 08 December, 2021, Circular No. 21/2021 dated 14 December, 2021 and Circular No. 2/2022 dated 05 May, 2022. The forthcoming AGM will thus be held through Video Conferencing/Other Audio Visual Means (VC/OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
- (ii) 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 dated 08 April 2020, 13 April 2020, 05 May 2020, 13 January 2021, 08 December, 2021, 14 December, 2021 and 05 May 2022, 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.
- (iii) The Members can join the AGM in the VC/OAVM mode 15 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 atleast 1000 members on first come first served basis. However, this number does 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.

- (iv) 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.
- (v) Pursuant to MCA Circular No. 14/2020 dated 08 April 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.
- (vi) In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated 13 April 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.krblice.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-voting facility and e-voting system during the AGM) i.e. www.evotingindia.com.
- (vii) The AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated 08 April 2020, MCA Circular No. 17/2020 dated 13 April 2020 and MCA Circular No. 20/2020 dated 05 May 2020.
- (viii) In continuation of this Ministry's General Circular No. 2/2022, dated 05 May 2022, it has been decided to allow companies whose AGMs were due in the year 2022, to conduct their AGMs on or before 31 December 2022, in accordance with the requirements provided in para 3 and 4 of the General Circular No. 20/2020 dated 05 May 2020.

26. INTRUCTIONS TO SHAREHOLDERS FOR REMOTE E-VOTING AND E-VOTING DURING AGM AND JOINING MEETING THROUGH VC/OAVM ARE AS UNDER:

- (i) The remote voting period commences on Friday, 23 September 2022 at 09.00 A.M. and ends on Sunday,

25 September 2022, at 05.00 P.M. 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, 09 September 2022, 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 venue.
- (iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09 December 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 09 December 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.

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

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<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 URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi.</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 i.e. CDSL/ NSDL/KARVY/LINKINTIME, 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 https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>Alternatively, the user can directly access e-voting page by providing Demat Account Number and PAN No. from e-voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin. 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>

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<p>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.nsdl.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 and voting during the meeting.</p> <p>If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>Visit the e-voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.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.</p>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	<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 and 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 website.

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 22 55 33
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.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

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

- a) The shareholders should log on to the e-voting website www.evotingindia.com.
- b) Click on "Shareholders" module.
- c) Now enter your User ID
 - i. For CDSL: 16 digits beneficiary ID,
 - ii. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - iii. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- d) Next enter the Image Verification as displayed and Click on Login.
- e) 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.
- f) If you are a first-time user follow the steps given below:

For Physical shareholders and other than individual shareholders holding shares in Demat.	
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> 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.
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> 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 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-Remote voting**
 - a) 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.
 - b) A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - c) 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.
 - d) The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
 - e) 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.
 - f) Alternatively Non Individual shareholders are required 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.

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

- (i) The procedure for attending meeting and e-voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
- (ii) 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 Remote e-voting.
- (iii) 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.
- (iv) Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
- (v) Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- (vi) 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.
- (vii) 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 Wednesday, 21 September 2022 mentioning their name, demat account number/folio number, email id, mobile number at 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 Monday, 19 September 2022 mentioning their name, demat account number/folio number, email id, mobile number at investor@krblindia.com. These queries will be replied by the company suitably by email.
- (viii) Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
- (ix) 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.

- (x) If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

28. PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NUMBER ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

- (i) 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), AADHAR (self attested scanned copy of Aadhar Card) by email to investor@krblindia.com.
- (ii) For Demat shareholders - Please update your email id and mobile no. with your respective Depository Participant (DP)
- (iii) 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 & 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 22 55 33

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, Central Depository Services (India) Limited (CDSL), 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 22 55 33.

By Order of the Board
For KRBL Limited

Raman Sapra

Company Secretary
M. No. F9233

Place: Noida, Uttar Pradesh
Date: 08 August 2022

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

ANNEXURE TO THE NOTICE

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

Item No. 4 to the Notice

Based on the recommendation of the Audit Committee, the Board of Directors at its meeting held on 08 August 2022, had 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 for the financial year 2022-23, and also fixed their remuneration of ₹70,000/- (Rupees Seventy 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 any 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 approved 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 2022-23.

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 AGM.

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

Item No. 5 to the Notice

Ms. Priyanka Mittal was re-appointed as a Whole-time Director of the Company for a period of 5 years w.e.f. 26 September 2017 on the remuneration and other terms and conditions as approved by the members of the company in the Annual General Meeting held on 26 September 2017.

As the existing tenure of Ms. Priyanka Mittal as Whole-time Director of the company is going to expire on 25 September, 2022, the Nomination and Remuneration Committee and the Board of Directors of the Company in their respective meeting held on 08 August 2022, had recommended her re-appointment as Whole-time Director of the Company, for the approval of shareholders, for a further period of five years with effect from

26 September 2022 to 25 September 2027 on the remuneration and terms and conditions, as detailed hereunder:

Salary:

₹2,00,00,000/- (Rupees Two Crores only) Per Annum.

Perquisites:

In addition to the above salary, the following perquisites shall also be granted:

- a) Rent free accommodation (furnished or otherwise) or house rent allowances;
- b) Contribution to the Provident Fund, Superannuation fund or annuity Fund to the extent these either singly or put together are not taxable under the Income Tax Act, 1961;
- c) Gratuity payable at a rate not exceeding half a month's salary for each completed year of service;
- d) Encashment of leave as per Company policy;
- e) Payment/Reimbursement of telephone and/or mobile phone(s) bills, conveyance, fuel expenses or other out of pocket expenses incurred in the course of official duties;
- f) The Company shall provide and maintain Chaffeur driven car for official use;
- g) The Company shall reimburse club membership fees for maximum two clubs and all reasonable expenses incurred for business use;
- h) Benefit of Group Medical Insurance Policy, Personal Accident Insurance Policy and Life Insurance Policy.

The above remuneration payable to Ms. Priyanka Mittal is subject to the condition that the total remuneration including perquisites shall not exceed 5% of the net profits individually and 10% of the net profits collectively payable to all the Managerial Personnel as calculated in accordance with Section 197 and 198 read with Schedule V of the Companies Act, 2013 or any amendment thereto or any other provisions as may be applicable.

The terms of appointment and 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 197 read with Schedule V of the Companies Act, 2013 or 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.

Ms. Priyanka Mittal satisfy all the conditions specified in sub-section (3) of Section 196 of the Act for being eligible for her re-appointment. She is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013.

The Board recommends the Ordinary Resolution set out in Item No. 5 of the Notice for the approval of Members of the Company.

Except Ms. Priyanka Mittal, Mr. Anil Kumar Mittal, Mr. Arun Kumar Gupta and Mr. Anoop Kumar Gupta, 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. 5 of the Notice Calling 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 investor@krblindia.com.

By Order of the Board
For KRBL Limited

Raman Sapra
Company Secretary
M. No. F9233

Place: Noida, Uttar Pradesh
Date: 08 August 2022

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:

As required pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Clause 1.2.5 of Secretarial Standards-2 on General Meetings as issued by ICSI, the particulars of Directors seeking appointment/re-appointment are as under:

Particulars	Mr. Anoop Kumar Gupta (DIN: 00030160)
Designation	Joint Managing Director
Age	63 Years
Qualification	Science Graduate from Delhi University
Date of First Appointment on the Board	30 March 1993
Experience and Expertise	Mr. Anoop Kumar Gupta has more than 36 years of experience of rice Industry. He is a Promoter and Director of KRBL Limited. He is the Financial Architect and the Chief Strategist of the Company. He has added immense value to the Company's financial stability.
Numbers of Board Meetings attended during the year	5
Directorship and Committee Membership held in other companies as on 31 March 2022	<p>Directorship:-</p> <ol style="list-style-type: none"> 1. India Gate Foods Private Limited 2. KRBL Infrastructure Limited 3. Radha Raj Infrastructure Private Limited 4. Aakash Hospitality Private Limited 5. Adwet Warehousing Private Limited 6. Padmahasta Warehousing Private Limited 7. KRBL Foods Limited 8. Holistic Farms Private Limited 9. K B Exports Private Limited 10. Radha Raj IT City & Parks Private Limited 11. Anurup Exports Private Limited 12. KRBL Foundation 13. KRBL DMCC <p>Committee Membership:- Nil</p>
Inter-se relationships between Directors and Key Managerial Personnel	Mr. Anil Kumar Mittal, Chairman & Managing Director and Mr. Arun Kumar Gupta, Joint Managing Director are brothers of Mr. Anoop Kumar Gupta and Ms. Priyanka Mittal, Whole Time Director is the daughter of Mr. Anil Kumar Mittal, Chairman & Managing Director of the Company.
Shareholding in the Company as on 31 March 2022 (including holding in the capacity of Karta of HUF and beneficiary of Trusts)	4,69,20,770 Equity Shares
Terms and Conditions for re-appointment	Terms and Conditions of appointment or re-appointment are as per the Nomination and Remuneration Policy of the Company as displayed on the Company's website i.e. www.krblice.com
Details of Remuneration Last Drawn	Remuneration last drawn during Financial Year 2021-2022 is ₹180.40 Lacs
Details of Remuneration Sought to be paid	Remuneration is decided by Board of Directors on the recommendation of Nomination and Remuneration Committee which is as per the Nomination and Remuneration Policy of the Company.

Particulars	Ms. Priyanka Mittal (DIN: 00030479)
Designation	Whole Time Director
Age	45 Years
Qualification	Graduate from Harvard Business School's OPM programme, BS in Business Management from University of Southern California and serves on the board of the University of Southern California Veterbi School of Engineering.
Date of First Appointment on the Board	28 November 2000
Experience and Expertise	<p>Ms. Priyanka Mittal has 21 years of experience in the field of International Marketing. Ms. Mittal leads development of the flagship brand, India Gate Basmati rice globally.</p> <p>Ms. Mittal is also a member of Young Presidents Organization (YPO). She has represented the Indian rice industry at Confederation of Indian Industry (CII) delegation to Malaysia for open market access on Indian agriculture commodities. This included advocating India's interest to BERNAS, Malaysia's Rice controlling body. She also served as co-chair of the Foreign Trade & Investment Committee as well as the Agri Committee, at the PHD Chambers of Commerce and Industry. As a domain expert, Ms. Mittal has advised the President of Nigeria, among other heads of state, on attaining self-sufficiency in rice production.</p> <p>Ms. Mittal is committed to enabling and promoting women in leadership. Ms. Mittal has served as Special Advisor to the Women Political Leaders Global Forum. Ms. Mittal was the first woman to head the Northern Region, as Chairperson of FIEO, Ministry of Commerce, Government of India. Among others, Ms Mittal's subjects of interest are food security, sustainability, hunger and malnutrition, supply chain management, food storage and wastage</p>
Numbers of Board Meetings attended during the year	5
Directorship and Committee Membership held in other companies as on 31 March 2022	<p>Directorship:-</p> <ol style="list-style-type: none"> 1. India Gate Foods Private Limited 2. KRBL DMCC <p>Committee Membership:- Nil</p>
Inter-se relationships between Directors and Key Managerial Personnel	Ms. Priyanka Mittal, Whole Time Director is the daughter of Mr. Anil Kumar Mittal, Chairman & Managing Director. Further Mr. Arun Kumar Gupta and Mr. Anoop Kumar Gupta, both Joint Managing Directors are brothers of Mr. Anil Kumar Mittal, Chairman & Managing Director.
Shareholding in the Company as on 31 March 2022 (including holding in the capacity of Karta of HUF and beneficiary of Trust)	4,33,17,396 Equity Shares
Terms and Conditions for re-appointment	Terms and Conditions of appointment or re-appointment are as per the Nomination and Remuneration Policy of the Company as displayed on the Company's website i.e. www.krblice.com
Details of Remuneration Last Drawn	Remuneration last drawn during Financial Year 2021-2022 is ₹142.15 Lacs
Details of Remuneration Sought to be paid	Remuneration is decided by Board of Directors on the recommendation of Nomination and Remuneration Committee which is as per the Nomination and Remuneration Policy of the Company.