

**PROCEEDINGS OF THE 21<sup>ST</sup> ANNUAL GENERAL MEETING OF KRBL LIMITED HELD ON TUESDAY, SEPTEMBER 9, 2014 AT 11.00 A.M. AT FICCI K. K. BIRLA AUDITORIUM, 1, TANSEN MARG, NEW DELHI-110001**

**Sitting on the Dais**

Mr. Anil Kumar Mittal	Chairman & Managing Director
Mr. Anoop Kumar Gupta	Joint Managing Director
Mr. Ashok Chand	Whole Time Director
Mr. Narpinder Kumar Gupta	Independent Non –Executive Director
Mr. Devendra Kumar Agarwal	Independent Non –Executive Director
Mr. Ashwini Dua	Independent Non –Executive Director
Mr. Rakesh Mehrotra	Chief Financial Officer
Mr. Raman Sapra	Company Secretary
Mr. Vinod Kumar Bindal	Statutory Auditors
Mr. Deepak Kukreja	Secretarial Advisors

Mr. Anil Kumar Mittal chaired the proceeding of the Meeting.

Total 182 Members (including proxies) attended the meeting as per record of attendance.

The requisite quorum was present and the meeting was called to order.

The Chairman gave an overview of the Financial Performance of the company for the financial year ended March 31, 2014 and its Future Outlook.

The Chairman informed the Members that pursuant to the Provision of Section 108 of the Companies Act, 2013 read with the Rule 20 of the Companies (Management and Administration) Rules, 2014 the company had extended the E-voting facility to the members of the company in respect of business to be transacted at the Annual General Meeting. The e-voting commenced at 09.00 a.m. on September 3, 2014 and ended at 06.00 p.m. on September 5, 2014.

Mr. Deepak Kukreja, Partner, M/S DMK Associates, FCS No. F4140, CP No. 8265, Practicing Company Secretaries, was appointed as the Scrutinizer by the Board for scrutinizing the e-voting process.

For KRBL LIMITED  
  
Company Secretary

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**WORLD'S LARGEST RICE MILLERS & BASMATI RICE EXPORTERS**

Corporate Identity Number:  
L01111DL1993PLC052845

The chairman informed that members that the company has arranged for a poll on all the 15 resolutions to be Passed at the Meeting. On the invitation of the chairman, several members addressed the meeting, given their suggestion and raised queries on the Company's account and businesses, which were replied by Chairman.

Thereafter, the Chairman ordered for a poll to be taken at the meeting and appointed Mr. Deepak Kukreja Partner, Practicing Company Secretaries as the scrutinizer for the poll process and requested him for an orderly conduct of the voting.

The resolution passed by the members, briefly, related to:

**Ordinary Business:**

1. Adoption of Audited Financial Statements & Audited Consolidated Financial Statements along with the Report of the Board of Directors and Auditors for the financial year ended March 31, 2014.
2. Approval of Dividend for the year ended March 31, 2014.
3. To appoint a Director in place of Ms. Priyanka Mittal (DIN 00030479), who retires by rotation and being eligible, offers herself for re-appointment.
4. Re-appointment of M/s. Vinod Kumar Bindal & Co., Chartered Accountants (Firm Registration No. 003820N) as Statutory Auditors of the Company.

**Special Business**

5. Re-appointment of Mr. Ashok Chand (DIN 00030318) as Whole- time- Director.
6. Ratification of remuneration of M/s. HMVN & Associates, Cost Accountants (Firm Registration No. 000290) as Cost Auditors of the Company.
7. Appointment of Mr. Devendra Kumar Agarwal (DIN 06754542) as Independent / Non-Executive Director who was appointed as an Additional director and to fix his tenure.

For KRBL LIMITED



Company Secretary

8. Fixation of tenure of Mr. Vinod Ahuja (DIN 00030390) as Independent Director.
9. Fixation of tenure of Dr. Narpinder Kumar Gupta (DIN 00032956) as Independent Director.
10. Fixation of tenure of Mr. Ashwani Dua (DIN 01097653) as Independent Director.
11. Fixation of tenure of Mr. Shyam Arora (DIN 00742924) as Independent Director
12. Re-appointment of Mr. Anil Kumar Mittal (DIN 00030100) as Chairman & Managing Director and revision in remuneration.
13. Re-appointment of Mr. Arun Kumar Gupta (DIN 00030127) as Joint Managing Director and revision in remuneration.
14. Re-appointment of Mr. Anoop Kumar Gupta (DIN 00030160) as Joint Managing Director and revision in remuneration.
15. Alteration of Articles of Association by inserting new Article 111A.

**For KRBL Limited**

For KRBL LIMITED



**Raman Sapra**

**Company Secretary**

M. No.29044

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Andha Mughal Delhi-110007