

## NOTICE

Notice is hereby given that the 22<sup>nd</sup> Annual General Meeting of the members of **ANIL LIMITED** will be held at Ahmedabad Textile Mills Association (ATMA) Hall, Ashram Road, Ahmedabad – 380 009, on Wednesday, the 30<sup>th</sup> day of September, 2015 at 10.15 a.m. to transact the following business:

### ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at March 31, 2015 and the Profit & Loss Account for the year ended on that date with the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Shri Shashin Desai (DIN 03539693), who retires by rotation and being eligible offers himself for re-appointment.
3. To declare dividend on Equity shares for the year 2014-15.
4. To declare Dividend on Redeemable Preference Shares for the year 2014-15.
5. To ratify appointment of the Statutory Auditors of the Company and their remuneration fixed at the Annual General Meeting of the Company held on 30<sup>th</sup> September, 2014 and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

“**RESOLVED THAT**, pursuant to section 139(1) of Companies Act, 2013, read with the Rule 3(7) of the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, the appointment of M/s Parikh & Majmudar, Chartered Accountants (FRN 107525W) as the Statutory Auditors of the company to hold office for a period of 4 years from the conclusion of the Annual General Meeting held in the year 2014 till the conclusion of Annual General Meeting to be held in the year 2018 at such remuneration as may be determined by the Board of Directors of the Company, made at the Annual General Meeting of the Company held on 30<sup>th</sup> September, 2014, be and is hereby ratified.”

### SPECIAL BUSINESS:

#### 6. Approval for entering into Related Party Transactions by the Company

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

“**RESOLVED THAT**, pursuant to the provisions of Section 188 and other applicable provisions of the Companies Act, 2013 read with the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the Company be and is hereby accorded to enter into the related party transactions by the company with the respective related parties and for the maximum amounts per annum, as mentioned in detail in the explanatory statement;

“**RESOLVED FURTHER THAT**, the Board be and is hereby authorized to take from time to time all decisions and steps necessary or expedient or proper in respect of the above and further including variation of such timing, amount, terms, conditions etc. as it may, in its absolute discretion, deem appropriate for the purpose of giving effect to this Resolution.”

#### Registered Office:

P. O. Box – 10009,  
Anil Road,  
Ahmedabad – 380 025  
CIN : L15490GJ1993PLC019895  
Place : Ahmedabad  
Date : 31/08/2015

BY ORDER OF THE BOARD  
For **Anil Limited**

**Chandresh Pandya**  
Company Secretary

## NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY AND INSTRUMENT APPOINTING PROXY SHOULD REACH THE REGISTERED OFFICE OF THE COMPANY AT LEAST 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
2. The explanatory statements as required under Section 102 (1) of the Companies Act, 2013 in respect of item No. 6 are annexed hereto.
3. As required under Clause 49 of the listing agreement, brief information of director seeking re-appointment at the ensuing Annual General Meeting is given in Annexure I to this notice.
4. Members are requested to notify immediately any change in their address to the Depository Participant with whom

they maintain the demat account for shares held in electronic mode and to the Company's Registrar and Transfer Agents for shares held in physical mode.

5. THE REGISTER OF MEMBERS AND TRANSFER BOOK OF THE COMPANY WILL REMAIN CLOSED FROM THE 23<sup>rd</sup> DAY OF SEPTEMBER, 2015 TO 30<sup>th</sup> DAY OF SEPTEMBER, 2015 (BOTH DAYS INCLUSIVE)
6. The Dividend as recommended by the Board of Directors of the Company, when approved and declared at the Annual General Meeting of the Company will be made payable to the equity shareholders of the Company whose names stand registered on the Company's Register of Members :
  - a. in respect of shares held in electronic form, to those members whose names appear in the statements of beneficial ownership furnished by National Security Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as at the opening hours of 23<sup>rd</sup> DAY OF SEPTEMBER, 2015.
  - b. to those members whose names appear on the Company's register of members, after giving effect to all valid share transfers in physical form lodged with M/s. Link Intime India Pvt. Ltd., Registrar and Share Transfer Agent of the Company before 23<sup>rd</sup> DAY OF SEPTEMBER, 2015.

In respect of Redeemable Preference Shares (RPS), dividend will be paid to the holder(s) of RPS on the Company's Register of Members as on 23<sup>rd</sup> DAY OF SEPTEMBER, 2015.

7. Corporate Members intending to send their authorized representatives are requested to send a duly certified copy of the Board Resolution authorizing their representatives to attend and vote at the Annual General Meeting.
8. The Notice of the Annual General Meeting and Annual Report of the Company for the year ended 31st March, 2015 is uploaded on the Company's website [www.anillimited.com](http://www.anillimited.com) and may be accessed by the members.
9. Voting through electronic means:

The Company is providing e-voting facility in terms of Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and Clause 35B of the Listing Agreement (including any statutory modification or re-enactment thereof for the time being in force), the shareholders may cast their votes electronically as an alternate voting facility. The Company has made necessary arrangements with the Central Depository Services (India) Ltd. [CDSL], instructions for e-voting is annexed as Annexure II to this notice.

**Registered Office:**

P. O. Box – 10009,  
Anil Road,  
Ahmedabad – 380 025  
CIN : L15490GJ1993PLC019895  
Place : Ahmedabad  
Date : August 31, 2015

BY ORDER OF THE BOARD  
For **Anil Limited**

**Chandresh Pandya**  
Company Secretary

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013 IN RESPECT OF:**

**Item No. 6:**

The provisions of Section 188(1) of the Companies Act, 2013, that govern the related party transactions, require a company to obtain prior approval of the Board of Directors and in case the paid up share capital of the Company is ₹ 10 crore or more, the prior approval of shareholders by way of special resolution.

Since the proposed transactions falls under the ambit of related party as per Section 2(76) of the Companies Act, 2013 the proposed related party transactions would attract Section 188 of the Companies Act, 2013 and therefore require your approval.

The disclosures required to be provided under the provisions of the Companies Act, 2013 and the Companies (Meeting of Board and its Powers) Rules, 2014 are given herein below for perusal of the members.

Maximum value of transaction (Per Annum)	
Name of Related Parties	Transactions defined u/s 188(1) of Companies Act, 2013
Anil Mines And Minerals Ltd.	Purchase / sale of Goods viz. Maize and other allied goods up to maximum amount of ₹ 300 Crores p.a. for a period of three years

None of the Directors excepted as mentioned above, Key Managerial Personnel or their relatives are in any way concerned or interested, whether financially or otherwise, in the resolution except to the extent of their shareholdings if any.

The Directors recommend the aforesaid resolution for the approval by the members as a Special Resolution.

## ANNEXURE I TO NOTICE

Name: Shri Shashin Desai

Date of Birth: 21/10/1964

Brief Profile: Shri Shashin Desai has been associated with the starch & biotech industry for the past 2 decades. A Chemical Engineer and an IIM-A alumnus, Shri Shashin Desai started his career with ANIL as a technical trainee. In his journey from Technical Trainee to becoming Executive Director, Shri Shashin Desai has handled various aspects of the business – Projects, Manufacturing, Marketing, Business Operations & Business Development. His exposure to various aspects of management has given him a unique bird-eye view of the business. His handling of challenges, enthusiasm to explore newer arenas & commitment towards Anil's growth have certainly made him one of the strong pillars of Anil and one of the key drivers of Anil's success.

No. of Shares held: Nil

Directorship held in other Public Companies: Anil Life Sciences Ltd.;

Membership of committees of other public company: Nil

## ANNEXURE II TO NOTICE

The instructions for e-voting are as under:

### SECTION A – E-VOTING PROCESS.

<b>Step 1:</b>	Log on to the e-voting Website: <a href="http://www.evotingindia.com">www.evotingindia.com</a>
<b>Step 2:</b>	Click on "shareholders" to cast your vote(s)
<b>Step 3:</b>	Then enter your User ID as mentioned below: a. For Members holding shares in Demat form i. <b>For CDSL:-</b> Your 16 digits beneficiary ID ii. <b>For NSDL:-</b> Your 8 Character DP ID followed by 8 Digits Client ID b. Members holding shares in Physical Form: Your Folio number registered with the Company.
<b>Step 4:</b>	Enter the image verification as displayed and click on Login
<b>Step 5:</b>	Enter the password as mentioned below: a. If you are holding shares in demat form and had logged on to <a href="http://www.evotingindia.com">www.evotingindia.com</a> and voted on an earlier voting of any company, then your existing password is to be used. b. If you are a first time user, then follow the steps given below (For Members holding shares in Demat form and Physical form): <b>PAN:</b> Enter your 10 digit alpha-numeric <b>PAN</b> issued by Income Tax Department. • For members who have not updated their PAN with the Depository participant / Company are requested to use the sequence number, which is printed on Address slip in the PAN field. <b>DOB:</b> Enter the Date of Birth (DoB) recorded in the demat account or registered with the company in DD/MM/YY format. <b>Dividend Bank Details:</b> Enter your Dividend Bank details (Account Number) recorded in your demat account or registered with the Company for the said demat account or folio. Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in Step 3.
<b>Step 6:</b>	After entering these details appropriately, click on "SUBMIT" tab.
<b>Step 7:</b>	Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
<b>Step 8:</b>	Click on the EVSN of the Company i.e. <b>150915026</b> to vote.
<b>Step 9:</b>	on the voting page, you will see Resolution description and against the same option 'YES/NO' for voting. Select the relevant option as desired YES or NO and click on submit.
<b>Step 10:</b>	Click on the Resolution File Link if you wish to view the Notice.
<b>Step 11:</b>	After selecting the resolution you have decided to vote on, click on will be displayed, if you wish to confirm your vote, click on 'OK', else "CANCEL" and accordingly modify your vote.

<b>Step12:</b>	Once you 'CONFIRM' your vote on the resolution, you will not be allowed to modify your vote, you can also take out print of the voting done by you by clicking on "Click here to print", option on the Voting page.
<b>Step13:</b>	If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
<b>Step14:</b>	<p>Note for Non - Individual Shareholders and Custodians</p> <ul style="list-style-type: none"> <li>• Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to <a href="http://www.evotingindia.com">www.evotingindia.com</a> and register themselves as Corporates.</li> <li>• A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a>.</li> <li>• 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.</li> <li>• The list of accounts should be mailed to <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> and on approval of the accounts they would be able to cast their vote.</li> <li>• 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.</li> </ul>

## SECTION B. COMMENCEMENT OF E-VOTING PERIOD AND OTHER E-VOTING INSTRUCTIONS

<b>i.</b>	The e-voting period commences on <b>September 26, 2015 (9:00 a.m.)</b> and ends on <b>September 29, 2015 (5:00 p.m.)</b> . During this period shareholders of the Company, holding shares either in physical form or in dematerialised form, as on cut-off date (record date) i.e. <b>September 23, 2015</b> , may cast their vote electronically. The e-voting module shall be disabled for voting thereafter, once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
<b>ii.</b>	The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company.
<b>iii.</b>	CS Ashish Doshi, Practicing Company Secretary (Membership No.: FCS 3544 CP No.: 2356) (Address: TF/1, Anison Building, 3rd Floor, State Bank of India Lane, Swastik Society, Nr. Stadium Circle, C. G. Road, Navrangpura, Ahmedabad – 380 009) has been appointed as the Scrutinizer to scrutinize the e-Voting process.
<b>iv.</b>	The Scrutinizer shall, within a period not exceeding three (3) working days from the conclusion of the e-Voting period, unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, and submit forthwith to the Chairman of the Company.
<b>v.</b>	The Results shall be placed on the Company's website <a href="http://www.anillimited.com">www.anillimited.com</a> and on the website of CDSL <a href="http://www.cdslindia.com">www.cdslindia.com</a> within two days of the passing of the resolutions at the AGM of the company and communicated to the Bombay Stock Exchange Ltd. and Ahmedabad Stock Exchange Ltd., where the shares of the Company are listed.
<b>vi.</b>	The resolutions shall be deemed to be passed on the date of the Annual General Meeting, subject to receipt of sufficient votes.
<b>vii.</b>	In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at <a href="http://www.evotingindia.com">www.evotingindia.com</a> under help section or write an email to <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> .

**Contact Details:**

<b>Company</b>	Anil Limited P.O. Box- 10009, Anil Road, Ahmedabad- 380 025, Tel: 079 40282000; Email: <a href="mailto:investor-relations@anil.co.in">investor-relations@anil.co.in</a>
<b>Registrar and Share Transfer Agent</b>	Link Intime India Pvt. Ltd. 303, 3rd Floor, Shoppers Plaza V, Opp. Municipal Market, Behind Shoppers Plaza II, Off C.G. Road, Navrangpura, Ahmedabad - 380 009 Phone: 079-2646 5179 Email: <a href="mailto:ahmedabad@linkintime.co.in">ahmedabad@linkintime.co.in</a>
<b>Scrutinizer</b>	CS Ashish Doshi, Practicing Company Secretary TF/1, Anison Building, 3rd Floor, State Bank of India Lane, Swastik Society, Nr. Stadium Circle, C. G. Road, Navrangpura, Ahmedabad - 380 009
<b>e-voting Agency (CDSL)</b>	Central Depository Services [India] Limited Email: <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a>