

Anil Limited

NOTICE

Notice is hereby given that the 23rd Annual General Meeting of the members of **ANIL LIMITED** will be held at Anil Limited premises, Anil Road, Bapunagar, Ahmedabad – 380 025, on Friday, the 30th day of September, 2016 at 10.00 a.m. to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at March 31, 2016 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 Amol Sheth (DIN 00025357), who retires by rotation and being eligible offers himself for re-appointment.
3. To declare dividend on Equity shares for the year 2015-16.
4. To declare Dividend on Redeemable Preference Shares for the year 2015-16.
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 30th 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 30th September, 2014, be and is hereby ratified.”

SPECIAL BUSINESS:

6. Re-appointment of Shri Amol Sheth as Chairman & Managing Director of the Company

To consider and if thought fit, to pass with or without modification, if any, the following resolution as a Special Resolution:-

“RESOLVED THAT pursuant to recommendation of the Nomination and Remuneration Committee and approval of the Board and subject to the provisions of Sections 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013 read with rules made there under (including any statutory modification or re-enactment thereof) read with Schedule- V of the Companies Act, 2013 and Articles of Association of the Company, approval of the members of the Company be and is hereby accorded for the re-appointment of Mr. Amol Sheth (DIN 00025357), as Chairman and Managing Director of the Company for a period of five years with effect from 18th October, 2016, upon the terms and conditions, remuneration and perquisites as detailed in the explanatory statement attached hereto, which is hereby approved and sanctioned with authority to the Board of Directors to alter and vary the terms and conditions of the said reappointment in such manner as may be agreed to between the Board of Directors and Shri Amol Sheth.”

“RESOLVED FURTHER THAT the remuneration payable to Mr. Amol Sheth (DIN 00025357), shall not exceed the overall ceiling of the total managerial remuneration as provided under Section 197 of the Companies Act, 2013 or such other limits as may be prescribed from time to time.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors or Director(s) to give effect to the aforesaid resolution.”

Registered Office:

P. O. Box – 10009,
Anil Road,
Ahmedabad – 380 025
CIN : L15490GJ1993PLC019895
Place : Ahmedabad
Date : 13/08/2016

BY ORDER OF THE BOARD

For **Anil Limited**

Amol Sheth

Chairman & Managing Director

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 SEBI (LODR), brief information of director seeking re-appointment at the ensuing Annual General Meeting is given in Annexure I to this notice.

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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 24th DAY OF SEPTEMBER, 2016 TO 30th DAY OF SEPTEMBER, 2016 (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 24th DAY OF SEPTEMBER, 2016.
 - 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 24th DAY OF SEPTEMBER, 2016.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 24th DAY OF SEPTEMBER, 2016.
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. Board of Directors of the Company at its' meeting held on May 19, 2016 has appointed Ms. Bhoomi Brahmakshatriya (DIN 07501264) as an Independent Director (Additional Director) with her consent. Pursuant to the provisions of Section 161 of the Companies Act, 2013 she shall hold office up to the date of Annual General Meeting to be held on September 30, 2016, but now she has expressed here unwillingness for proposed regularization in the forth coming Annual General Meeting and hence the agenda for regularization of her appointment was not taken in the agenda of notice.
9. The Notice of the Annual General Meeting and Annual Report of the Company for the year ended 31st March, 2016 is uploaded on the Company's website www.anilimited.com and may be accessed by the members.
10. 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 Regulation 44 of the SEBI (LODR) Regulations, 2015 (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 13, 2016

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

Amol Sheth
Chairman & Managing Director

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

Item 6

The present term of Shri Amol Sheth (DIN 00025357) as Chairman & Managing Director of the Company is upto 17th October 2016. On recommendation of Nomination and Remuneration Committee, the Board of directors in their meeting held on August 13, 2016 has approved his re-appointment for a further period of five years w.e.f. 18th October 2016.

The Material terms of remuneration payable to him in accordance with the Schedule V are as under:

I (a) Basic Salary:

₹. 5,00,000/- per month for Shri Amol Sheth

(b) Perquisites: In addition to the salary the following perquisites shall be payable to Managing Director:

- (i) Fully furnished house or House Rent Allowance in lieu thereof.

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- (ii) Expenditure incurred on gas, electricity, water and servants etc.
- (iii) Medclaim Policy, Personal Accident Insurance, Leave Travel Concession and Club Fees as per the Rules of the company.
- (iv) Allowances as per the rules of the Company.

Perquisites payable to the Managing Director shall be valued as per Income Tax Rules, wherever applicable, and in the absence of any such Rules, perquisites shall be valued at actual costs.

The salary and perquisites as mentioned under I (a) and (b) hereinabove shall be exclusive of:

- (i) Contribution to 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.
- (ii) Gratuity payable at a rate not exceeding half a month's salary for each completed year of service and
- (iii) Encashment of leave at the end of the tenure.

II. Commission:

Commission @ 5% of the net profit of the company computed in the manner laid down under the provisions of Companies Act, 2013 and also subject to discretion of the Board at the time of close of the relevant financial year of the Company.

Apart from remuneration the Managing Directors will be entitled to:

- (i) Free use of the Company's car with driver, for the business of the Company.
- (ii) Free telephone facility at residence.
- (iii) Reimbursement of expenses actually and properly incurred by him for the business of the Company.

III. In the event of loss or inadequacy of profits in any year, the Chairman & Managing Director shall be entitled to the remuneration by way of salary and perquisites within the limit as prescribed in Section II of Part II of the Schedule V of the Companies Act, 2013 (as amended / notified from time to time).

The Board of Directors recommends this resolution for your consideration and approval.

Shri Amol Sheth may be deemed to be concerned or interested in the said resolutions as they relate to his appointment and payment of remuneration to him as managing director.

None of the other directors of the company is in any way concerned or interested in the resolutions.

ANNEXURE I TO NOTICE

Name:	Shri Amol Sheth (DIN 00025357)
Date of Birth:	May 21, 1968
Profile:	<p>Shri Amol Sheth is the principal promoter member of ANIL Group of Companies. He is in the business for more than 20 years and is involved in all facets of business operations and management of Company.</p> <p>Shri Amol Sheth brings a wealth of insight into business intricacies along with infectious enthusiasm for any initiative. Apart from different aspects of business operations, Shri Amol Sheth has strengths in areas of Strategy and Finance. He works on strategy formulation and is relentless in his pursuit of professionalizing the business and plotting a visionary path forward.</p> <p>As a third-generation entrepreneur, Shri Amol Sheth's promising ideas and an inherently international outlook contributed to the growth and success of the ANIL Group. He emphasizes on systems & processes and has been keenly championing the adaptation of modern management & work practices with ANIL Group. Shri Amol Sheth believes in the power of people and leaves no stone unturned in ensuring that the employees' personal and professional needs in terms of self & professional development, work-life balance get addressed adequately.</p>
No. of Shares held:	28620
Directorship held in other Public Companies:	Three Company (Anil Bioplus Ltd., Anil Infraplus Ltd. and Anil Nutrients Ltd.)
Membership of committees of other public company:	One Company

ANNEXURE II TO NOTICE

The instructions for e-voting are as under:

SECTION A – E-VOTING PROCESS.

Step 1:	Log on to the e-voting Website: www.evotingindia.com
Step 2:	Click on “shareholders” to cast your vote(s)
Step 3:	Then enter your User ID as mentioned below: a. For Members holding shares in Demat form i. For CDSL:- Your 16 digits beneficiary ID ii. For NSDL:- 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.
Step 4:	Enter the image verification as displayed and click on Login
Step 5:	Enter the password as mentioned below: a. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used. b. If you are a first time user, then follow the steps given below (For Members holding shares in Demat form and Physical form): PAN: Enter your 10 digit alpha-numeric PAN 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. DOB: Enter the Date of Birth (DoB) recorded in the demat account or registered with the company in DD/MM/YY format. Dividend Bank Details: 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.
Step 6:	After entering these details appropriately, click on “SUBMIT” tab.
Step 7:	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.
Step 8:	Click on the EVSN of the Company i.e. 160913016 to vote.
Step 9:	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.
Step 10:	Click on the Resolution File Link if you wish to view the Notice.
Step11:	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.
Step12:	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.
Step13:	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.
Step14:	Note for Non - Individual Shareholders and Custodians <ul style="list-style-type: none"> Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates. 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 should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote. 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.

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

i.	The e-Voting period commences on September 27, 2016 (9:00 a.m.) and ends on September 29, 2016 (5:00 p.m.) . 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. September 23, 2016 , 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.
ii.	The voting rights of shareholders shall be in proportion to their shares of the paid up Equity share Capital of the Company.
iii.	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.
iv.	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.
v.	The Results shall be placed on the Company's website www.anillimited.com and on the website of CDSL www.cdslindia.com 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.
vi.	The resolutions shall be deemed to be passed on the date of the Annual General Meeting, subject to receipt of sufficient votes.
vii.	In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com .

Contact Details:

Company	Anil Limited P.O. Box- 10009, Anil Road, Ahmedabad- 380 025, Tel: 079 40282000; Email: investor-relations@anil.co.in
Registrar and Share Transfer Agent	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: ahmedabad@linkintime.co.in
Scrutinizer	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
e-voting Agency (CDSL)	Central Depository Services [India] Limited Email: helpdesk.evoting@cdslindia.com