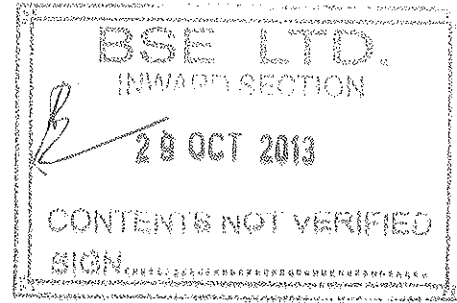


To,
The Department of Listing Operations,
BSE Limited,
P. J. Towers, Dalal Street,
Mumbai – 400 001

Date: October 21, 2013



Subject: Filing of Application as per Clause 24(f) of the Listing Agreement

Dear Sir,

We refer to the letter dated 2nd September 2013 for the purpose of disclosure under the Listing Agreement pursuant to Clause 36 and such other clause as may be applicable. In this regard, as required under clause 24(f) of the Listing Agreement, we wish to inform you that the Board of Directors of Anil Limited has considered and approved a "Composite Scheme of Arrangement in the Nature of Amalgamation, Demerger and Restructuring of Share Capital between Anil Limited and Anil Bioplus Limited and Anil Infraplus Limited and Adella Enterprise Private Limited and Anil Life Sciences Limited and their respective shareholders and creditors" ("Scheme") under Sections 391 to 394 of the Companies Act, 1956 subject to the requisite approvals of the shareholders and the creditors of the respective companies and the sanction of the High Court of Gujarat or such other competent authority and other necessary statutory approvals.

Draft Scheme:

The Scheme proposed to be filed with the High Court is enclosed as **Annexure 1**. The Scheme provides for the following arrangements:

- Merge Anil Bioplus Limited and Anil Infraplus Limited into Anil Limited
- Merge Adella Enterprise Private Limited into Anil Limited;
- Demerge Corn Wet Milling (CWM) and Bio-Business of Anil Limited to Anil Life Sciences Limited;

The Scheme also provides for various other matters consequential or otherwise integrally connected therewith including restructuring of Share Capital. All the above mentioned companies are a part of Anil Group.

Anil Limited

P. O. Box - 10009, Anil Road, Ahmedabad - 380025. Gujarat. India.

Tel.: +91 (79) 22203222 Fax: +91 (79) 22200731

Web: www.anil.co.in

(A Member of Anil Group of Companies)



Rationale of the Scheme:

To make current holding structure more efficient, the promoters of Anil Limited are desirous of streamlining their holding in Anil Limited. As a step towards such rationalization, it is proposed to amalgamate Adella Enterprise Private Limited with Anil Limited. The same would not have any adverse impact on the financial position of Anil Limited.

The merger of Anil Bioplus Limited and Anil Infraplus Limited into Anil Limited and the transfer and vesting of the CWM and Bio-Business of Anil Limited to Anil Life Sciences Limited pursuant to the Draft Scheme is with a view to adopting the best management practices, establishing highest operational standards and also to unlock the economic value of the CWM and Bio-Business.

The re-organization exercise would inter alia achieve the following advantages:

- i) Unlocking of value for shareholders;
- ii) Consolidation of similar business under one roof;
- iii) More focused leadership and dedicated management;
- iv) Greater visibility on the performance of CWM and Bio-Business;

Further, as per Circular No. CIR/CFD/DIL/5/2013 ('Circular') dated 4th February, 2013 read with Circular No. CIR/issued by the Securities and Exchange Board of India (SEBI), Anil Limited, being a listed entity, is required to submit certain specified information / documents with respect to the above restructuring exercise. Pursuant to the above mentioned circular and pursuant to Clause 24(f) of the Listing Agreement, we herewith submit the requisite information and documentation, for your approval:

Sr. No.	Particulars	Annexure No.	Page No.
1	The Draft Scheme proposed to be filed with the High Court	1	01 - 57
2	Certified copy of the resolution passed at the meeting of the Board of Directors held on 2 nd September, 2013 of all the companies	2	58 - 67
3	A certified copy of the resolution passed at the meeting of the Board of Directors of Anil Limited held on 2 nd September 2013 deciding 'BSE' as the designated stock exchange	2	58 - 67
4	Valuation report obtained from an Independent Chartered	3	68 - 83

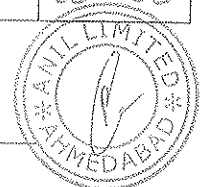
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Sr. No.	Particulars	Annexure No.	Page No.
	Accountant		
5	Report from Audit Committee of Anil Limited recommending the Draft Scheme taking into consideration, inter alia, the Valuation Report obtained from an Independent Chartered Accountant	4	84-87
6	A fairness opinion on the valuation report, as required under clause 24(f) of the listing agreement, obtained from Category-I Merchant Banker registered with SEBI	5	88-91
7	Provisional Shareholding Pattern, pre and post re-structuring, of Anil Limited and Anil Life Sciences Limited in the format prescribed under clause 35 of the Listing Agreement.	6	92-111
8	Financial details of all the companies as per the prescribed format	7	112-116
9	Compliance Report of Anil Limited as per clause 49 of the Listing Agreement	8	117-118
10	Brief details of all the companies involved in the restructuring in the prescribed format	9	119-122
11	Provisional Shareholding Pattern, pre and post re-structuring, of all the Companies in the prescribed format	9A	123-127
12	Name of the Promoters and Promoters Group for all the Companies	9B	128-128
13	Provisional Net Worth Certificate of all the companies, pre and post restructuring, obtained from an Independent Chartered Accountant	10	129-133
14	Capital evolution details of all the companies in the prescribed format	11	134-138
15	Confirmation by Company Secretary of Anil Limited in the prescribed format	12	139-140
16	Confirmation by the Director of Anil Life Sciences Limited, in respect of listing of equity shares proposed to be issued pursuant to the Draft Scheme	13	141-141
17	A certificate obtained from the Statutory Auditor in the prescribed format confirming the accounting treatment mentioned in the Draft Scheme	14	142-142
18	The latest annual reports / certified copy of the audited financial statement of all the companies	15	143-311
18	Details of Assets and Liabilities of the Demerged Undertaking proposed to be transferred to Anil Life Sciences Limited	16	312-312



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Sr. No.	Particulars	Annexure No.	Page No.
19	Statement of Net-worth, Profitability and Turnover of the Demerged Undertaking of Anil Limited vis-à-vis Anil Limited is enclosed in the prescribed format	17	313-313

Listing of equity shares of Anil Life Sciences Limited:

Post the scheme becoming effective, equity shares proposed to be issued, pursuant to the Draft Scheme, by Anil Life Sciences Limited will be listed on the BSE, subject to SEBI granting relaxation from applicability under Rule 19 (2) (b) of the Securities Contract (Regulation) Rules, 1957, post the Scheme becomes effective.

Name and Designation of the Contact Person:

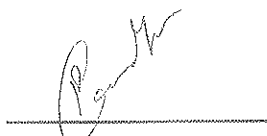
Mr. Chandresh Pandya
 Company Secretary
 Anil Limited,
 P. O. Box-1009, Anil Road,
 Ahmedabad – 380025
 E-mail: chandresh.pandya@anil.co.in
 Contact No: +91-76000-16082

Further, a cheque dated October 21, 2013 of Rs. 202,248 (inclusive of Rs. 24,720 towards service tax @12.36% and net of TDS @10% amounting to Rs. 22,472) towards processing fee is enclosed.

We request you to take above on record and oblige. We request you to provide necessary "No Objection" at the earliest so as to enable us to file the Draft Scheme with the Hon'ble High Court.

If you require any further information / clarifications, we would be happy to provide the same.

For Anil Limited,



(Company Secretary)



Anil Limited

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