



Excellence Defined

Anil Limited

Anil

ANNUAL REPORT
2015 - 2016

COMPANY INFORMATION

Shri Amol Sheth	(Chairman & Managing Director)
Shri Kamal R. Sheth	(Independent Director)
Shri Anish K. Shah	(Independent Director)
Ms. Bhoomi Brahmakshtriya	(Independent Director)



Excellence Defined

CHIEF FINANCIAL OFFICER

Chintan Acharya

COMPANY SECRETARY

Shri Chandresh Pandya

AUDITORS

M/s. Parikh & Majmudar
Chartered Accountants

Bankers

Bank of India | IDBI Bank Ltd. | Punjab National Bank
State Bank of India | J&K Bank Ltd. | IFCI Ltd. | SVC Bank

REGISTERED OFFICE

P. O. Box – 10009,
Anil Road,
Ahmedabad – 380 025.
Tel: 079 – 40282000
Fax: +91 (79) 22200731
E-mail: investor-relations@anil.co.in
Website: www.anillimited.com
CIN: L15490GJ1993PLC019895

PLANT LOCATION

Anil Road,
Ahmedabad – 380 025.

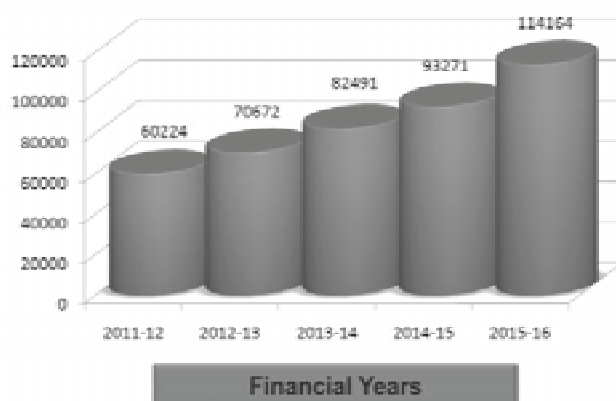
REGISTRAR & SHARE TRANSFER AGENT

Link Intime India Pvt. Ltd.
Unit: Anil Limited
Unit No. 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 **Fax No.:** 079-2646 5179
Email: ahmedabad@linkintime.co.in

CONTENTS

Particulars	Page No.
Financial Highlights & Key Trends	2
Management Discussion and Analysis	3
Directors Report	5
Corporate Governance Report	25
Stand Alone Financial Statements:	
Independent Auditors Report	38
Balance Sheet	42
Statement of Profit and Loss Account	43
Cash Flow Statement	44
Notes Forming part of the Financial Statements	46
Consolidated Financial Statements:	
Independent Auditors Report	67
Balance Sheet	71
Statement of Profit and Loss Account	72
Cash Flow Statement	73
Notes Forming part of the Consolidated Financial Statements	75
Notice of Annual General Meeting	98

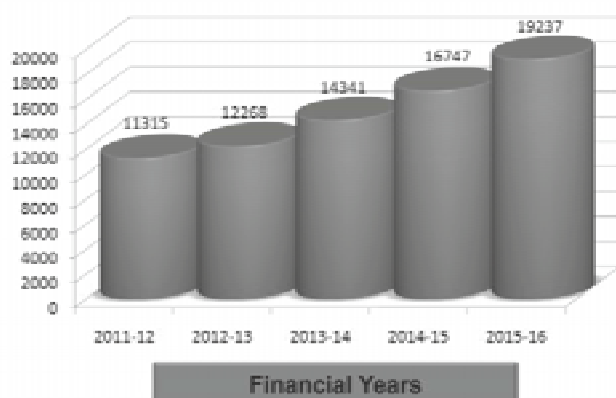
TURNOVER (₹ IN LACS)



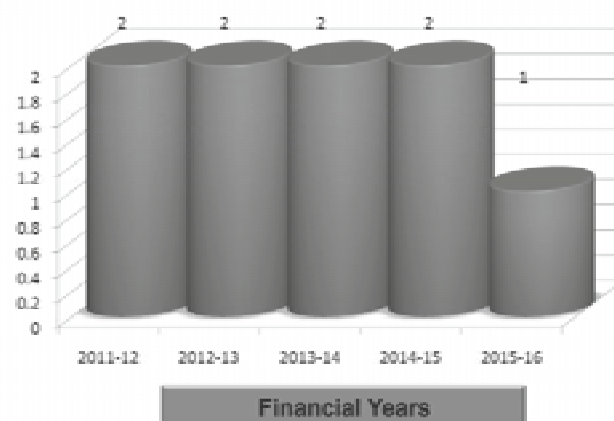
EARNINGS IN FOREIGN CURRENCY (₹ IN LACS)



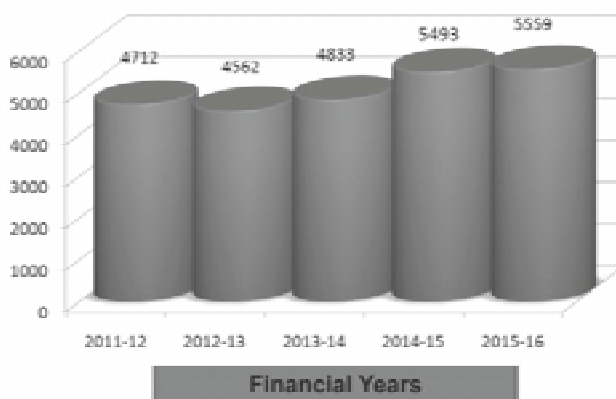
EBITDA (₹ IN LACS)



DIVIDEND (₹)



PAT (₹ IN LACS)



NET WORTH (₹ IN LACS)



MANAGEMENT DISCUSSION & ANALYSIS

OVERVIEW:

The Indian Economy is on a sustained growth phase and if some estimates from IMF and other institutions are to be believed, the Indian Economy is said to be in a much better position as compared to other economies. The vision ahead looks good for India as an emerging Economy. The latest estimates predict India's economic growth to be at 7.5% in this year followed by further acceleration to 7.8% in 2016-17 and 7.9% in 2017-18. The reducing crude prices together with economic reforms has given a boost to domestic demand and allowed India to achieve faster growth despite sluggish exports.

On the other hand the global business has witnessed a deflationary business environment during the year. Economies like India, who are dependent on imports of various items, were helped by the above phenomenon to maintain and improve their economic scenario. Depending on the product profile it also had a positive as well as negative impact on economies of these countries.

The India Meteorological Department has predicted normal or in excess monsoon for the year 2016, and India, being a major agricultural country, would be relieved from the misery of drought of past two years. It is predicted that the rains in 2016 would be between 104 and 110 percent of the normal average and it will be fairly distributed across the Country. However, sluggish performance of private sector, pressure from implementation of the 7th pay commission and a potential increase in prices of products, which India mainly imports, in the coming year would be risk factors for the Economy. The acceleration in growth however can be achieved by the reforms like implementing GST, power sector reforms, better export growth and judicious use of allocated resources for boosting growth by the states.

BUSINESS OVERVIEW:

Your Company has achieved a turnover of ₹. 114164.54 Lakhs in Financial Year 2015-16 in comparison to ₹. 93270.86 Lakhs in financial year 2014-15 and earned ₹. 4925.58 Lakhs from exports. Profit After Tax (PAT) of the Company increased to ₹. 5559.34 Lakhs in 2015-16 from ₹. 5493.35 Lakhs in 2014-15. The Earning per share (EPS) reached to ₹. 53.10 for the year 2015-16 from ₹. 52.42 in 2014-15.

While the performance for FY 2016 is satisfactory, it would be appropriate to mention certain material developments which are likely to adversely impact the company's performance in near term.

Agro-commodities like maize are primary inputs for our production are mainly grown in rain-fed areas. Last two years of drought have curtailed supply of these agro-commodities. The draught impacted us in two ways, one

our input cost went up because of rising agro-commodity prices, two our sales and collection in rural markets got impacted due to pricing being under pressure and collection being slow. The higher agro-commodity price which we were not able to pass on to the markets has put pressure on our margins. Poor collection resulted in higher borrowing and higher interest costs. The prices of Maize have increased significantly and its adverse impact is likely to be felt in FY 2016-17.

As the overall economy has also remained sluggish, the Paper and Textile industries specifically are not faring well. Due to the sluggishness in the economy and these industries not doing well, the margins from sales to these industries have also been under pressure. Due to this, extended credit had to be provided to these industries.

With the manufacturing facility at Bapunagar now being in the midst of the city, surrounded by residential and commercial areas, your company constantly and regularly faces environmental and logistic challenges. As the process of manufacturing starch from maize has a typical smell, there are frequent complaints made by the people residing in the surrounding area to the Environmental Agencies/AMC.

Your Company is also facing a huge challenge on the logistics front as the trucks movement is allowed only between 10 p.m. and 6 a.m.

In view of the aforementioned problems, your Company is working out a long term plan to permanently resolve the said issues.

ENVIRONMENT, HEALTH AND SAFETY (EHS):

Your Company on a regular basis makes investments in the environmental areas. Your Company has invested in ETP and the Boiler for its smooth functioning and up keeping during the year under review. Every year at ANIL we celebrate "The World Environment Day" on 5th of June, with a pledge –'We love our Mother Nature'–. The employees and workers participate in this in large numbers.

Your Company ensures that it gives high priority to work life balance, to achieve the same it has taken various initiatives through employee engagement programs. Towards this end we had organised medical camps, yoga sessions, sessions on sanitation and also educated our team on the importance of a clean environment around their homes and the work place.

Your Company maintains high priority towards keeping the highest standards of safety norms. We encourage employees and workers to become familiar with safety equipment. During Safety Week celebration different Safety competitions were organized for Staff & Workers like Slogan writing competition, Essay writing competition, Poster making competition & Safety Quiz competitions. A training session was conducted on Safety which also included Fire

Anil Limited

Mock drill for awareness to use Safety Equipment like Fire Extinguisher & Fire Hydrant Line.

INTERNAL CONTROL SYSTEM & THEIR ADEQUACY:

Internal control system includes review of internal control over financial reporting. Your Company has a separate Audit Team comprising of experts in the field of Audit and System, the Company has also appointed "M/s. Shah & Patel", Chartered Accountants as an independent internal auditor, who monitors systems and processes for ensuring the prudent financial control, accountability and integrity in every part of our organization.

CERTIFICATIONS

Your Company is an ISO 9001:2008 certified Company and along with this the Company has obtained HALAL, GOTS and KOSHER Certificates also.

HUMAN RESOURCES / INDUSTRIAL RELATIONS:

Human Resource brings energy and synergy in the organization and acts as a catalyst in bringing about a wholesome development in our work-life. It has been our constant endeavour to come up with initiatives that would support and enable our people to perform better. Your Company has separate portal facility for its employees to give them easy access to organizational information.

With a view to foster a culture of intellectual cross pollination and to equip every employee with modern techniques, during the year under review your Company has organized seminars, programs on developments of skills and has also organized various tournaments and competitions round the year, which fosters healthy competition amongst the employees and develops the spirit of sportsmanship. To create a self-motivated system, ANIL has also organized cultural activities, festivals, seminars and talks periodically for the all-round development of its employees.

OPPORTUNITY & THREATS:

Opportunity & Strength

Your Company believes that competitive strength includes leadership in providing innovative solutions. With the retail and the health care industry growing the demand for our products in the food, feed and pharma industry is also growing. The opportunity for growth in these industries for our products is good. With a strong R & D focus on development of products for the above industries there is a very good opportunity to increase sales in these industries.

Threats & Risks

Your Company recognizes the importance of a well-structured system to identify and manage the different elements of risk. Pricing and availability of various agro commodities and demand from rural markets is dependent on the monsoon, which is a risk. There are various other risks pertaining to environment problems and logistic problems created due to location within city limits, weakness in textile and paper industry, development and retention of human resources, compliance and regulatory activities, data security and recovery systems. To ensure our long-term corporate success, your company has effectively identified, analysed the risk factors and will mitigate by appropriate means long term plans to negate these threats.

FORWARD LOOKING STATEMENT:

Certain statements in the Management Discussion and Analysis which address the Company's objective, projections, estimates, expectations may be "forward-looking statements" within the meaning of applicable laws and regulations in force. These are based on certain assumptions and expectations of future events, the Company cannot guarantee that these are accurate or will be realized exactly. Actual results could differ materially from those expressed or implied. Important factors that could make a difference to the Company's operations include, among others, economic conditions affecting demand / supply and price conditions in the domestic and overseas markets in which the Company operates, changes in the Government regulations, tax laws and other statutes and incidental factor. The Company assumes no responsibility to change/modify any forward-looking statement on the basis of any subsequent developments or events.

Anil Limited

DIRECTORS' REPORT

Dear Members,

Your Directors are pleased to present the 23rd Annual Report together with Audited Statement of Accounts of the Company for the financial year ended March 31, 2016.

FINANCIAL RESULTS

The standalone operating performance of your company for the financial year ended March 31, 2016 is depicted below:

(₹ In Lakhs except per share data)

Particulars	2015-16	2014-15
Revenue from Operations	114164.54	93270.86
Other Income	289.46	469.31
Total Income	114454.00	93740.17
Less:		
Operating & Administrative expenses	95216.70	76993.38
Operating Profits (PBDIT)	19237.30	16746.79
Less:		
Depreciation	1242.92	957.88
Interest Expenses	9738.47	7653.35
Profit Before Extraordinary Items & Tax	8255.91	8135.56
Less:		
Extraordinary Items	1.06	20.81
Profit Before Tax	8254.85	8114.75
Less Tax Expenses	2695.51	2621.39
Net Profit After Tax from Ordinary Activities	5559.34	5493.36
Add: Balance brought forward	22911.25	18826.90
Less: Adjustment of Account of change in useful life of Asset	—	300.32
Amount available for appropriation	28470.59	24019.94
Appropriations:		
Transfer to General Reserve	500.00	500.00
Proposed Dividend on Redeemable Preference Share	310.40	310.40
Proposed Equity Dividend	97.66	195.32
Dividend Distribution Tax	83.07	102.95
Balance Carried Forward	27479.46	22911.27
Earnings Per Share (₹ per share)		
Basic	53.10	52.42
Diluted	53.10	52.42

OPERATIONS AND REVIEW (Company's Performance)

During the year under review total revenue from the standalone operations of your Company has increased to ₹. 11,4164.54 Lakhs from ₹. 93,270.86 Lakhs in the previous year at a growth rate of 22.40%. Operating Profit (EBITDA) was ₹. 19237.30 Lakhs, against ₹. 16746.79 Lakhs in the previous year. Profit after Tax for the year was ₹. 5559.34 Lakhs, against ₹. 5493.36 Lakhs in the previous year. Detailed report on operations of and structure of Business

of the Company has been included in Management Discussion and Analysis Report, which forms part of this Annual Report.

DIVIDEND

Based on Company's performance and future business plans, your Directors are pleased to recommend dividend of ₹. 1.00/- per equity share (previous year ₹. 2.00/- per equity share) on 9766166 equity shares of ₹. 10/- each for the year ended March 31, 2016. The Dividend if approved by the shareholders will be paid to the eligible shareholders within the period stipulated under the Companies Act, 2013.

The Redeemable Preference Shareholders are entitled to dividend of 8.00% per annum. Accordingly, the Directors have recommended, for approval of the Members, a dividend of ₹. 8.00 per Share on 38,80,000 Redeemable Preference Shares of ₹. 100/- each for the ended March 31, 2016.

MANAGEMENT DISCUSSION AND ANALYSIS (MDA):

A Separate report on Management Discussion and Analysis Report has been presented in a separate section, which forms part of this Annual Report.

SUBSIDIARY COMPANIES AND CONSOLIDATED FINANCIAL STATEMENTS:

Your Company has four subsidiary Companies, out of which one company (Arav Enterprise Pte. Ltd.) has become subsidiary company during the year under review and no company has been ceased to be subsidiary during the year under review. Pursuant to Section 129(3) of the Companies Act, 2013 and Accounting Standard- 21 issued by the Institute of Chartered Accountants of India, Consolidated Financial Statements presented by the Company include the Financial Statements of its Subsidiaries. Further, a separate statement containing the salient features of the financial statements of subsidiaries of the Company in the prescribed form AOC-1 has been disclosed in the Consolidated Financial Statements.

Pursuant to the provisions of Section 136 of the Companies Act, 2013, the Company shall place separate audited accounts of its Subsidiary Companies on its website at www.anillimited.com.

The Company policy in place relating to material subsidiaries, which available on the Company's website at the link: "<http://www.anillimited.com/investorshareholder/policy.htm>".

DIRECTORS

(i) Board of Directors:

The Company recognizes the importance of a diverse board in its success. The Board of Directors of your Company is lead by the Chairman and Managing Director and comprises two Executive Director and two Non Executive Independent Director on March 31, 2016. Shri Nalinkumar Thakur (DIN 03540700) was appointed as an Executive Director of the Company w.e.f. November 6, 2015.

Anil Limited

Shri Anurag Kothawala (DIN 00059037), Shri Shashin Desai (DIN 03539693) and Prof. Indira Parikh (DIN 00143801) have resigned from the Board w.e.f. October 17, 2015, November 6, 2015 and December 31, 2015 respectively.

Shri Amol Sheth (DIN 00025357) retires by rotation as director at the upcoming Annual General Meeting and being eligible offers himself for re-appointment. Particulars of the Director retiring by rotation and seeking reappointment are annexed to the notice convening the Annual General Meeting.

(ii) Meetings of Board of Directors:

The Board of Directors of the Company met five times during the year under review. The details of board meetings and the attendance are provided in the Corporate Governance Report which forms part of this Report.

(iii) Confirmation by Independent Directors and Separate Meeting:

In compliance with the provisions of Section 149 (7) of the Companies Act, 2013, all Independent Directors have submitted their declarations of independence, stating that they meet the criteria of independence. Pursuant to Section 149 (8) read along with Schedule IV of the Companies Act, 2013, separate meeting of the Independent Directors of the Company was held on August 3, 2015, without the attendance of Non-Independent Directors and members of management. The Independent Directors reviewed the performance of non-independent directors and the Board as a whole; the performance of the Chairperson of the Company, taking into account the views of Executive Directors and Non-Executive Directors and assessed the quality, quantity and timeliness of flow of information between the Company Management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

The Company conducts Familiarization Programme for the Independent Directors to provide them an opportunity to familiarize with the Company. Detailed information on this has been included in Corporate Governance Report, which forms part of this Annual Report.

iv) Board Evaluation:

Pursuant to the provisions of the Act and Rules made there under and as provided in Schedule IV of the Companies Act, 2013 and the Board has adopted method for evaluating its performance and also of its Committees and individual Directors, Chairman of the Board. Detailed information on this has been included in Corporate Governance Report, which forms part of this Annual Report.

The evaluation was carried out through a defined process covering the areas of the Boards functioning viz. composition of the Board and Committees, understanding of roles and responsibilities, experience and competencies, contribution at the meetings etc.

v) Remuneration Policy:

Pursuant to the requirement of Section 134(3)(e) and

Section 178(3) of the Companies Act, 2013, the Board has, on the recommendation of the Nomination and Remuneration Committee, framed a policy on appointment of Directors including criteria for determining qualifications, positive attributes, independence of a Director and the policy on remuneration of Directors, KMP and other senior management is attached as Annexure A, which forms part of this report.

PARTICULARS OF REMUNERATION OF DIRECTORS/KMP/EMPLOYEES

The information required pursuant to Section 197 read with Rule 5 of the Companies (Appointment & Remuneration of Managerial Personnel) Rules 2014 in respect of employees of the Company will be provide upon request. In terms of Section 136 of the Act, the reports and accounts are being sent to the members and others entitled thereto excluding the information on employees particulars which is available for inspection by members at the registered office of the Company during the business hours on all working days of the Company up to the date of ensuing Annual General Meeting of the Company. If any member is interested in inspection the same, the member may write to the Company Secretary in advance.

DIRECTORS' RESPONSIBILITY STATEMENT

In terms of Section 134 (3) (c) of the Companies Act, 2013, in relation to financial statements of the Company for the year ended March 31, 2016, the Board of Directors state that:

- (i) in the preparation of the annual financial statements, applicable accounting standards have been followed and there are no material departures from the said standards;
- (ii) such accounting policies have been selected and applied consistently and judgments and estimates made that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company as at March 31, 2016 and of the profit of the company for the year ended on that date;
- (iii) proper and sufficient care has been taken for maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for prevention and detection of fraud and other irregularities;
- (iv) the annual financial statements have been prepared on a going concern basis;
- (v) proper internal financial controls are in place and are adequate and are operating effectively; and
- (vi) the systems to ensure compliance with the provisions of all applicable laws are in place and are adequate and operating effectively.

Anil Limited

CORPORATE SOCIAL RESPONSIBILITY

Pursuant to the requirements of Section 135 of Companies Act, 2013, your Company has constituted a Corporate Social Responsibility Committee. The composition and terms of reference of the Corporate Social Responsibility Committee is provided in the Corporate Governance Report, which forms part of this report. Policy on Corporate Social Responsibility is available on the website of the Company at <http://www.anillimited.com/investorshareholder/policy.htm>. Report on CSR activities as required under the Companies (Corporate Social Responsibility Policy) Rules, 2014 has been appended as Annexure B to this Report.

CORPORATE GOVERNANCE

Your Company is committed to maintain highest standards of corporate governance and practices. In line with the requirements of applicable Act, Regulations, your Company has in place all the statutory Committees as required. A detailed report on Corporate Governance along with the Compliance Certificate obtained from the practicing Company Secretary Forms part of this Annual Report.

AUDITORS

M/s. Parikh & Majmudar, Chartered Accountants, Ahmedabad were appointed as Statutory Auditors of your Company at the Annual General Meeting held on 30th September, 2014 for a term of four consecutive years. As per the provisions of Section 139 of the Companies Act, 2013, the appointment of Auditors is required to be ratified by Members at every Annual General Meeting. The Notes on Financial Statements are referred to in the Auditors' Report are self explanatory and do not call for any further comments.

Pursuant to the provisions of Section 204 of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed M/S. SPANJ & ASSOCIATES, a firm of Company Secretaries in Practice to undertake the Secretarial Audit of the Company for the year under review. The Board has duly reviewed the Secretarial Auditor's Report and the comments, appearing in the report are self-explanatory and do not call for any further explanation by the Board of Directors as provided under section 134 of the Act. The Secretarial Audit Report is annexed herewith as "Annexure C".

PUBLIC DEPOSITS

During the year under review your Company has neither accepted nor renewed any Public Deposits.

INSURANCE

The Company's buildings, plant and machineries, stocks and other properties, wherever necessary and to the extent required have been adequately insured.

RELATED PARTY TRANSACTIONS

Pursuant to the provisions of Section 134 (3) read with Section 188 (2) of the Companies Act, 2013, details of transaction for the year under review are given in Form AOC 2 as Annexure D to this report and in the section on Related Party Transactions in Corporate Governance Report.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

Details of Loans, Guarantees and Investments are provided in the notes to the Financial Statements.

EXTRACT OF ANNUAL RETURN

Extract of the Annual Return in Form MGT-9, is annexed to this Report as Annexure E.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO

The particulars as prescribed under Section 134 (3)(m) of the Companies Act, 2013, read with Rule 8 of the Companies (Accounts) Rules, 2014, relating to the Conservation of Energy, Technology Absorption, Foreign Exchange Earnings and Outgo are set out in Annexure F, which forms part of this report.

RISK MANAGEMENT

Your Company has implemented an integrated risk management approach to review and assess significant risks on a continuous basis to ensure that there is a system for risk controls and mitigation in place. Management periodically reviews this risk management framework to keep updated and address emerging challenges.

VIGIL MECHANISM POLICY / WHISTLE BLOWER POLICY

Details on Vigil Mechanism policy / whistle blower policy is provided in the Corporate Governance Report which forms part of this Report

INTERNAL FINANCIAL CONTROL SYSTEM AND THEIR ADEQUACY

The details of internal financial control and their adequacy are included in the Management Discussion and Analysis Report, which forms part this report.

PREVENTION OF SEXUAL HARASSMENT AT WORKPLACE

As per the requirement of The Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013 read with rules made there under, your Company has constituted Internal Complaints Committee which is responsible for redressal of complaints related to sexual harassment. No complaints pertaining to sexual harassment received during the year under review.

ACKNOWLEDGEMENTS

We thank our customers, vendors, investors, bankers for their continued support during the year. We place on record our appreciation of the contribution made by our employees at all levels and look forward for their continued support in the future.

For and on behalf of the Board
Amol Sheth
Chairman & Managing Director

Place: Ahmedabad
Date: May 19, 2016

Annexure - A to the Directors' Report

POLICY ON APPOINTMENT, REMUNERATION & EVALUATION OF BOARD OF DIRECTORS, KMPs AND SENIOR MANAGEMENT PERSONNEL

This policy for nomination and remuneration of Directors, Key Managerial Personnel (KMP) and other employees has been formulated in terms of the provisions of the Companies Act, 2013 and the Listing Agreement entered into with the Stock Exchanges in order to derive equitable remuneration to the Directors, KMPs and employees of the Company and to synchronize the same with the objectives of the Company.

The Board has already constituted Nomination and Remuneration Committee (hereinafter "the Committee") which shall be responsible for formulating the criteria for appointment of Independent Director and evaluate the performance of every Director on the Board and recommend to the Board remuneration for Directors, Key Managerial Personnel and other Senior Management Personnel.

The Board has authority to reconstitute this committee from time to time.

This policy is divided in three parts:

PART I

POLICY FOR NOMINATION / APPOINTMENT AND REMOVAL OF DIRECTORS, KMPs AND SENIOR MANAGEMENT

Nomination / Appointment:

1. The Committee shall identify and ascertain integrity, qualification, expertise and experience of the person for appointment as Directors, KMP or Senior management level and recommend to the Board his / her appointment.
2. The following persons shall be not eligible to be appointed as Executive Director (Managing Director & Whole-time Director) if:
 - a. He is disqualified to act as a Director under the provisions of Section 164(1) and other applicable provisions, if any, of the Companies Act 2013. If the disqualification is subsequently removed, then the said person shall be eligible to be appointed as Executive Director.
 - b. He does not satisfy requirements as prescribed in Part I of Schedule V of the Companies Act, 2013. But the person who does not meet the criteria prescribed in Part I of Schedule V, can be appointed as Executive Director if the approval of Central Government is taken.
3. A person to be appointed as Director, KMP or senior management level should possess adequate qualification, expertise and experience for the position he / she is considered for appointment. The

Committee has discretion to decide whether qualification, expertise possessed by a person is sufficient / satisfactory for concerned position.

4. A person to be appointed as Director, should possess reputation for integrity, deep expertise and insights in sectors / areas relevant to the Company, ability to contribute to the Company's growth, complementary skills in relation to the other Board Members.
5. A whole time KMP of the Company shall not hold office in more than one company except its subsidiary Company at the same time. However, a whole time KMP can be appointed as a Director in any Company, with the permission of the Board of Directors of the Company.
6. Following factors shall be considered while appointing a person as an Independent Director on the Board:
 - a. Integrity and relevant expertise and experience.
 - b. Requisite qualification so that he/she will exercise his/her role effectively.
 - c. Have an expert knowledge in field of the Company where the company operates and shall provide his/her suggestions to the Board members of the Company to arrive at final decision which is in the best interest of the Company.
 - d. Not be a promoter or related to promoter of the Company or its holding, subsidiary or associate company;
 - e. Must not have any material or pecuniary relationship during the two immediately preceding financial years or during the current financial year with the Company, its holding, subsidiary or associate company or their promoters or directors.
 - f. The relatives of such person should not have had any pecuniary relationship with the Company or its subsidiaries amounting to 2% or more of its gross turnover or total income or ₹. 50 Lakhs or such higher amount as may be prescribed, whichever is less, during the two immediately preceding financial years or in the current financial year;
 - g. He or his relatives must not:
 - (i) hold or has held the position of a Key Managerial Personnel or is or has been employee of the Company or its holding, subsidiary or associate company in any of the three financial years immediately preceding the financial year in which he is proposed to be appointed.
 - (ii) is or has been an employee or proprietor or a partner, in any of the three financial years immediately preceding the financial year in