

NOTICE

NOTICE is hereby given that the **TWENTY SEVENTH ANNUAL GENERAL MEETING** of the Members of **ACRYSIL LIMITED** will be held at “Rama Watumull Auditorium” C/O 124, Kishanchand Chellaram College Building, Dinshaw Wachha Road, Churchgate, Mumbai – 400020 on Wednesday, the 24th September, 2014 at 3.00 p.m. to transact the following business:

I. ORDINARY BUSINESS

1. To receive, consider and adopt the audited financial statements as at 31st March, 2014 together with the reports of the Directors and Auditors thereon.
2. To declare a dividend on equity shares.
3. To appoint a Director in place of Mr. Chirag A. Parekh (DIN: 00298807) who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment.
4. To appoint Statutory Auditors and fix their remuneration 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 the provisions of section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, as amended from time to time, and pursuant to the recommendation of the Audit Committee of the Directors, M/s Sanghavi & Co., Chartered Accountants, Bhavnagar (Firm Registration No. 109099W), be and are hereby re-appointed as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the thirtieth AGM of the Company to be held in the year 2017 (subject to ratification of their appointment at every AGM), at such remuneration plus service tax, out-of-pocket, and travelling expenses, etc., as may be mutually agreed between the Board of Directors of the Company and the Statutory Auditors.”

II. SPECIAL BUSINESS

5. APPOINTMENT OF MR. SHYAM H. MARIWALA (DIN: 00350235) AS AN INDEPENDENT DIRECTOR OF THE COMPANY

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mr. Shyam H. Mariwala (DIN: 00350235), who was appointed as a Director liable to retire by rotation and whose term expires at this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years for a term up to 31st March, 2019.”

6. APPOINTMENT OF MR. PRADEEP H. GOHIL (DIN: 03022804) AS AN INDEPENDENT DIRECTOR OF THE COMPANY

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mr. Pradeep H. Gohil (DIN: 03022804), who was appointed as a Director liable to retire by rotation and whose term expires at this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years for a term up to 31st March, 2019.”

7. APPOINTMENT OF MR. JAGDISH R. NAIK (DIN: 00030172) AS AN INDEPENDENT DIRECTOR OF THE COMPANY

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mr. Jagdish R. Naik (DIN: 00030172), Director of the Company whose period of office is liable to determination by retirement of directors by rotation and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years for a term up to 31st March, 2019.”

8. APPOINTMENT OF MR. AJIT R. SANGHVI (DIN: 00340809) AS AN INDEPENDENT DIRECTOR OF THE COMPANY

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mr. Ajit R. Sanghvi (DIN: 00340809), Director of the Company whose period of office is liable to determination by retirement of directors by rotation and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years for a term up to 31st March, 2019.”

9. APPOINTMENT OF MRS. SHETAL CHIRAG PAREKH (DIN: 03018222) AS A DIRECTOR OF THE COMPANY

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

“RESOLVED THAT Mrs. Shetal Chirag Parekh (DIN: 03018222), who was appointed as an Additional Director in pursuant to applicable provisions under Sections 149, 150, 152,161 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, by the Board of Directors on 12th August, 2014 on recommendation of Nomination & Remuneration Committee, and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed with effect from the commencement of this meeting as Director of the Company, liable to retire by rotation.”

10. INCREASE BORROWING POWERS OF THE BOARD

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

“RESOLVED THAT in supersession of the ordinary resolution passed at the 26th Annual General Meeting held on 26th September, 2013 under section 293(1)(d) of the Companies Act, 1956 and pursuant to the provisions of Section 180(1)(c) and any other applicable provisions of the Companies Act 2013 and the rules made there under , or any other law for the time being in force (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force) and in terms of the Articles of Association of the Company, the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company, for borrowing any sum or sums of money from time to time whether in Indian rupees or foreign currency (including external commercial borrowings in foreign denominated currencies from any foreign source / countries as prescribed by guidelines, if any in this respect) from any one or more of Company’s bankers and /or from financial institutions, banks or other acceptable source whether by way of advances, deposits, loans, non-convertible debentures, bonds or otherwise and whether unsecured or secured notwithstanding that the moneys to be borrowed together with moneys already borrowed by the Company (apart from the temporary loans obtained from the Company’s Bankers in the ordinary course of business) will or may exceed the aggregate paid-up capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose but, provided that the total outstanding amount of such borrowings shall not exceed ₹100 Crores (Rupees One hundred Crores) over and above the aggregate of the paid up capital of the Company and its free reserves at any time.

RESOLVED FURTHER THAT the Board be and is hereby authorised and empowered to arrange or settle the terms and conditions on which all such moneys are to be borrowed from time to time as to interest, repayment, security or otherwise howsoever as it may think fit and to do all such acts, deeds and things, to execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to a Committee constituted by the Board and/or any member of such Committee with power to the said Committee to sub-delegate its powers to any of its members.”

11. CREATION OF CHARGE ON THE ASSETS OF THE COMPANY

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

“RESOLVED THAT in supersession of the Ordinary Resolution passed at the Annual General Meeting of the Company held on 15th September, 2012 and pursuant to the provisions of Section 180(1) (a) and other applicable provisions, if any, of the Companies Act, 2013, as amended from time to time, consent of the members of the Company be and is hereby given to the Board of Directors of the Company (‘the Board’) to create such charges, mortgages and hypothecations in addition to the existing charges, mortgages and hypothecations, if any, created by the Company, on such movable and immovable properties, both present and future, and in such manner as the Board may deem fit, in favour of Banks, Financial Institutions, Insurance Companies, other lending/ investing agencies or bodies/ trustees for holders of debentures/bonds which may be issued to or subscribed to by all or any of the Banks, Financial Institutions, Insurance Companies, other lending/investing agencies or any other person(s)/ bodies corporate by way of private placement or otherwise (hereinafter collectively referred to as ‘Lenders’), provided that the total amount of loans together with interest thereon, additional interest, compound interest, liquidated damages, commitment charges, premia on pre-payment or on redemption, costs, charges, expenses and all other moneys

payable by the Company in respect of the said loans, for which such charges, mortgages or hypothecations are created, shall not, at any time exceed the limit of ₹100 Crores (Rupees one hundred crores only).

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things, to execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to a Committee constituted by the Board and/or any member of such Committee with power to the said Committee to sub-delegate its powers to any of its members.”

12. RATIFICATION OF REMUNERATION OF COST AUDITORS OF THE COMPANY FOR THE YEAR 2014-15

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

“RESOLVED THAT pursuant to provisions of Section 148(3) of the Companies Act, 2013 read with Rule 14(a) of the Companies (Audit and Auditors) Rules, 2014 (“the Act”) and recommendation of the Audit Committee and approval by the Board of Directors at their meetings dated 26th May, 2014, the consent of the members of the Company be and is hereby accorded for ratification of the remuneration to S. K. Rajani & Co., Cost Accountants as the Cost Auditors of the Company for the financial year 2014-15 as per the terms given below:

a) ₹ 50,000/- plus out of pocket expenses & service tax as applicable for conducting the audit of the cost accounting records for the manufacturing of Quartz Kitchen Sinks activities of all manufacturing facilities of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts and take such actions as may be necessary, expedient and proper to give effect to this resolution.”

NOTES:

- A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (THE “MEETING”) IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING THE PROXY, IN ORDER TO BE EFFECTIVE, MUST BE DEPOSITED AT THE COMPANY’S REGISTERED OFFICE, DULYCOMPLETED AND SIGNED, NOT LESS THAN 48 (FORTY-EIGHT) HOURS BEFORE THE MEETING.**
A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.
- The Explanatory Statement pursuant to section 102 of the Companies Act, 2013 (“Act”) in respect of the business under Item Nos. 3 to 12 of the Notice, is annexed hereto. The relevant details as required under clause 49 of the Listing Agreements entered into with the Stock Exchanges, of persons seeking appointment/ re-appointment as Directors under Item Nos. 3 and 5 to 9 of the Notice, are also annexed.
- Corporate members intending to send their Authorised Representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
- A member registered under Section 8 of the Companies Act, 2013 shall not be entitled to appoint any other person as his / her proxy unless such other person is also a member of the Company.
- Members are requested to bring their Attendance Slip along with their copy of Annual Report to the Meeting.
- In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
- Relevant documents referred to in the accompanying Notice and the Statements are open for inspection by the members at the Registered Office of the Company on all working days, except Saturdays, Sundays and public holidays, during business hours (09.30 a.m. to 06.30 p.m.) up to the date of the meeting.
- (a) The Company has notified closure of Register of Members and Share Transfer Books from, Thursday, 18th September, 2014 to Wednesday, 24th September, 2014 (both days inclusive) for determining the names of members eligible for dividend on Equity Shares, if declared at the Meeting.
(b) The dividend on Equity Shares, if declared at the Meeting, will be credited/dispatched between Friday, 10th October, 2014 and Wednesday, 15th October, 2014 to those members whose names shall appear on the Company’s Register of Members on Tuesday, 17th September, 2014; in respect of the shares held in dematerialized form, the dividend will be paid to members whose names are furnished by National Securities Depository Limited and Central Depository Services (India) Limited as beneficial owners as on that date.
- Members holding shares in electronic form may note that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend. The Company or Bigshare Services Private Limited, Registrars and Transfer Agents (RTA), cannot act on any request received directly from the members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant by the members.

10. Members holding shares in electronic form are requested to intimate immediately any change in their address or bank mandates to their Depository Participants (DP) with whom they are maintaining their Demat accounts. Members holding shares in physical form are requested to advise any change in their address or bank mandates immediately to the Company/RTA.
11. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company/RTA.
12. Pursuant to Section 72 of the Companies Act, 2013, members holding shares in physical form may file nomination in the prescribed Form SH-13 and for cancellation / variation in nomination in the prescribed Form SH-14 with the Company's RTA. In respect of shares held in electronic/demat form, the nomination form may be filed with the respective Depository Participant.
13. Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to RTA, for consolidation into a single folio. The share certificates will be returned to the members after making requisite changes thereon.
14. Non-Resident Indian Members are requested to inform the RTA, immediately of:
 - (a) Change in their residential status on return to India for permanent settlement.
 - (b) Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.
15. **TO SUPPORT THE 'GREEN INITIATIVE' MEMBERS WHO HAVE NOT REGISTERED THEIR E-MAIL ADDRESSES SO FAR ARE REQUESTED TO REGISTER THEIR E-MAIL ADDRESS WITH THE RTA /DEPOSITORIES FOR RECEIVING ALL COMMUNICATION INCLUDING ANNUAL REPORT, NOTICES, CIRCULARS, ETC. FROM THE COMPANY ELECTRONICALLY.**
16. Members desirous of obtaining any information concerning accounts and operations of the Company are requested to address their questions in writing to the Company at least 7 days before the date of the AGM so that the information required may be made available at the AGM.
17. The Company has connectivity from the CDSL & NSDL and Equity Shares of the Company may also be held in the electronic form with any DP with whom the members/investors are having their depository account. The ISIN No. for the Equity Shares of the Company is INE482D01016. In case of any query/difficulty in any matter relating thereto may be addressed to the RTA.
18. Trading in the shares of the Company is compulsorily in dematerialized form for all investors. Dematerialization would facilitate paperless trading through state-of-the-art technology, quick transfer of corporate benefits to members and avoid inherent problems of bad deliveries, loss in postal transit, theft and mutilation of share certificate and will not attract any stamp duty. Hence, we request all those members who have still not dematerialised their shares to get their shares dematerialized at the earliest.
19. The members who have not encashed their Dividend Warrants for previous financial years are requested to send the same for revalidation to the Company's RTA.

Members wishing to claim dividends for previous financial years, which remain unclaimed, are requested to correspond with the RTA.

Members are requested to note that dividends not encashed or claimed within seven years from the date of transfer to the Company's Unpaid Dividend Account, will, as per Section 124 of the Companies Act, 2013, be transferred to the Investor Education and Protection Fund (IEPF). No claim shall lie against the IEPF or the Company for the amounts so transferred prior to 31st March, 2014, nor shall any payment be made in respect of such claim.
20. Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details, National Electronic Clearing Service (NECS), Electronic Clearing Service (ECS), mandates, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers, etc., to their DP. Changes intimated to the DP will then be automatically reflected in the Company's records which will help the Company and the Company's RTA to provide efficient and better services. Members holding shares in physical form are requested to intimate such changes to RTA.
21. The Notice of the AGM along with the Annual Report 2013-14 is being sent by electronic mode to those members whose e-mail addresses are registered with the Company/Depositories, unless any member has requested for a physical copy of the same. For members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode.
22. In compliance with the provisions of section 108 of the Act and the Rules framed there under and Clause 35B of the Listing Agreement, the members are provided with the facility to cast their vote electronically, through the e-voting services provided by CDSL, on all resolutions set forth in this Notice.

The instructions for members for voting electronically are as under:-

In case of members receiving e-mail from CDSL [for members whose email IDs are registered with the Company/Depository Participants(s)]:

- (i) Log on to the e-voting website www.evotingindia.com
- (ii) Click on “Shareholders” tab.
- (iii) Now, select the “COMPANY NAME” from the drop down menu and click on “SUBMIT”
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) 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.
- (vii) If you are a first time user 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 (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the last 8 digits of the demat account/folio number in the PAN field. • In case the folio number is less than 8 digits enter the applicable number of O's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with folio number 100 then enter RA00000100 in the PAN field.
DOB#	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format. OR
Dividend Bank Details#	Enter the Dividend Bank Details as recorded in your demat account or in the company records 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 number of shares held by you as on the cut off date in the Dividend Bank details field .

- (viii) After entering these details appropriately, click on “SUBMIT” tab.
- (ix) Members holding shares in physical form will then reach directly 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.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the Company ‘ACRYSIL LIMITED’.
- (xii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xvii) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates.
- They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cDSLindia.com.
- After receiving the login details they have to create a user who would be able to link the account(s) 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.
- They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

In case of members receiving the physical copy:

- (A) Please follow all steps from sl. no. (i) to sl. no. (xvii) above to cast vote.
- (B) The voting period begins on Thursday, 18th September, 2014 (9.00 a.m. IST) and ends on Saturday, 20th September, 2014 (6.00 p.m. IST). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 18th September, 2014, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (C) 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.co.in under help section or write an email to helpdesk.evoting@cDSLindia.com.

Other Instructions:

- The e-voting period commences on Thursday, 18th September, 2014 (9.00 a.m. IST) and ends on Saturday, 20th September, 2014 (6.00 p.m. IST). During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on 18th September, 2014, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, he shall not be allowed to change it subsequently.
- The voting rights of Members shall be in proportion to their shares of the paid up equity share capital of the Company as on 18th September, 2014.
- Mr. Pradip Shah, Practicing Company Secretary (Membership No. FCS 1483) has been appointed as the Scrutinizer to scrutinize the e-voting process (including the Ballot Form received from the Members who do not have access to the e-voting process) in a fair and transparent manner.
- The Scrutinizer shall, within a period not exceeding three working days from the conclusion of the e-voting period, unblock the votes in the presence of at least two witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
- Members who do not have access to e-voting facility may send the duly completed Ballot Form (enclosed with the Annual Report) so as to reach the Scrutinizer appointed by the Board of Directors of the Company, Mr. Pradip Shah, Practicing Company Secretary (Membership No. FCS 1483), at the Registered Office of the Company not later than Saturday, 20th September, 2014.

**By order of the Board of Directors
For ACRYSIL LIMITED**

Damodar H. Sejpal
COMPANY SECRETARY

Mumbai
12th August, 2014

Registered Office:

704, Centre Point, J.B. Nagar, Andheri – Kurla Road,
Andheri (East), Mumbai – 400 059
Tel.: 022-6671 1101/05
Fax: 022- 6671 1109
CIN: L26914MH1987PLC042283
Website: www.carysil.com

EXPLANATORY STATEMENT

(Pursuant to section 102 of the Companies Act, 2013)

As required by section 102 of the Companies Act, 2013 (“Act”), the following explanatory statement sets out all material facts relating to the business mentioned under Item Nos. 3 to 12 of the accompanying Notice:

Item No. 3:

This explanatory statement is provided though strictly not required as per section 102 of the Act.

In terms of Section 149 read with Section 152(6) of the Companies Act, 2013, which has been brought into force with effect from 1st April, 2014, the provisions of retirement of directors by rotation are not applicable to Independent Directors and the office of two-thirds of all Non-Independent Directors will be liable to determination by retirement of directors by rotation. Hence, the period of office of Mr. Chirag A. Parekh, Chairman & Managing Director has become liable to determination by retirement by rotation. Accordingly, Mr. Chirag A. Parekh will retire at the ensuing Annual General Meeting and being eligible, offers himself for re-appointment. The period of office of Mr. Chirag A. Parekh, if re-appointed, shall not be considered as a break in his service as managerial personnel of the Company.

Mr. Chirag A. Parekh is interested in the resolutions set out at Item No. 3 of the Notice with regard to his appointment. The relatives of Mr. Chirag A. Parekh may be deemed to be interested in the resolution set out at Item No. 3 of the Notice, to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors and Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

The Board recommends the Ordinary Resolution set out at Item No. 3 of the Notice for approval of the members.

Item No. 4:

This explanatory statement is provided though strictly not required as per section 102 of the Act.

M/s Sanghavi & Co., Chartered Accountants, Bhavnagar (ICAI Firm Registration No. 109099W), were appointed as the statutory auditors of the Company for financial year 2013-14 at the Annual General Meeting (AGM) of the Company held on 26th September, 2013.

M/s Sanghavi & Co., Chartered Accountants, Bhavnagar (ICAI Firm Registration No. 109099W), have been the Auditors of the Company since 1995-96. As per the provisions of section 139 of the Act, no listed company can appoint or re-appoint an audit firm as auditor for more than two terms of five consecutive years. Section 139 of the Act has also provided a period of three years from the date of commencement of the Act to comply with this requirement.

In view of the above, M/s Sanghavi & Co., Chartered Accountants, Bhavnagar (ICAI Firm Registration No. 109099W), are eligible for re-appointment and based on the recommendation of the Audit Committee, the Board of Directors has, at its meeting held on 12th August, 2014 proposed the appointment of M/s Sanghavi & Co., Chartered Accountants, Bhavnagar (ICAI Firm Registration No. 109099W), as the statutory auditors of the Company for a period of three years to hold office from the conclusion of this Annual General Meeting till the conclusion of the thirtieth Annual General Meeting of the Company to be held in the year 2017 (subject to ratification of their appointment at every Annual General Meeting held after the 27th Annual General Meeting).

The Board recommends the Ordinary Resolution at Item No. 4 for approval of the members.

None of the Directors or Key Managerial Personnel of the Company and their relatives is, in any way, concerned or interested, financially or otherwise, in the Resolution at Item No. 4 of the accompanying Notice.

Item Nos. 5 to 8:

The Company had, pursuant to the provisions of clause 49 of the Listing Agreements entered with the Stock Exchange(s), appointed Mr. Shyam H. Mariwala (DIN: 00350235), Mr. Pradeep H. Gohil (DIN: 03022804), Mr. Jagdish R. Naik (DIN: 00030172), and Mr. Ajit R. Sanghvi (DIN: 00340809), as Independent Directors at various times, in compliance with the requirements of the clause.

Pursuant to the provisions of section 149 of the Act, which came in to effect from 1st April, 2014, every listed public company is required to have at least one-third of the total number of directors as independent directors, who are not liable to retire by rotation.

The Nomination and Remuneration Committee has recommended the appointment of these directors as Independent Directors to hold office for five consecutive years for a term upto 31st March, 2019.

Mr. Shyam H. Mariwala (DIN: 00350235), Mr. Pradeep H. Gohil (DIN: 03022804), Mr. Jagdish R. Naik (DIN: 00030172), and Mr. Ajit R. Sanghvi (DIN: 00340809), are not disqualified from being appointed as Directors in terms of Section 164 of the Act and have given their consent to act as Directors.

Mr. Shyam H. Mariwala (DIN: 00350235), Mr. Pradeep H. Gohil (DIN: 03022804), Mr. Jagdish R. Naik (DIN: 00030172), and Mr. Ajit R. Sanghvi (DIN: 00340809), non-executive directors of the Company, have given a declaration to the Board that they meet the criteria of independence as provided under section 149(6) of the Act and under Clause 49 of the Listing Agreement.

The Company has received notices in writing from members alongwith the deposit of requisite amount under Section 160 of the Act proposing the candidatures of each Mr. Shyam H. Mariwala (DIN: 00350235), Mr. Pradeep H. Gohil (DIN: 03022804), Mr. Jagdish R. Naik (DIN: 00030172), and Mr. Ajit R. Sanghvi (DIN: 00340809), for the office of Directors of the Company.

In the opinion of the Board, each of these directors fulfill the conditions specified in the Act and the Rules framed thereunder for appointment as Independent Directors and they are independent of the management.

In compliance with the provisions of section 149 read with Schedule IV of the Act, the appointment of these directors as Independent Directors is now being placed before the Members for their approval.

Copy of the draft letters for respective appointments of above Directors as Independent Directors setting out the terms and conditions are available for inspection by members at the Registered Office of the Company during normal business hours on any working day, excluding Saturday.

A brief profile of the Independent Directors to be appointed is given below:

1. Mr. Shyam H. Mariwala

He is founder of Marson Biocare Private Limited which is mainly in the manufacturing of Soil Substrates in 1994. He has been a trustee in Mariwala Foundation Trust, whose charitable activities support educational, cultural and health related activities since 1995. He founded Recos Soil Substrates in January 2006 which is the marketing and trading arm of Marson Biocare Private Limited and established the business of importing and indenting. He founded Marson Capital Advisors Private Limited in 2011 for financial investments and trading in different instruments.

2. Mr. Pradeep H. Gohil

He has been associated with various organisations like Excel Crop Care Limited, Excel Industries Limited, Armstrong Inarco Limited, Associated Rubber Industries Limited, Tec-Rap Inc. Houston, USA, Brown & Root, Houston, USA, Arco Chemicals, Glenolden, USA, Kendal Co.(Subsidiary of Colgate-Palmolive), USA. He is also associated with Rotary Club, Bhavnagar. Mr. Gohil is also holds the position of "Honorary Secretary" of Bhavnagar Stree Kelavani Mandal. He has more than 35 years experience in the field of Chemical Engineering.

3. Mr. Jagdish R. Naik

He was a partner in a reputed firm of Chartered Accountants of M/s S.V. Ghatalia & Associates for about nine years from 1983 to 1992. Presently, he advises many companies on corporate matters including Amalgamation, Demerger, Joint Ventures, Business Valuation, Income Tax and Company Law matters. He has been rendering services as a Corporate Advisor to Excel Crop Care Limited, Excel Industries Limited, Transpek Silox Industry Limited and Shah Granites Group of Companies. He is also a director in several companies including Excel Crop Care Limited, Anshul Specialty Molecules Limited, Agrocel Industries Limited, Excel Industries (Europe) N.V., Excel Industries (Australia) Pty. Limited, and Excel Genetics Limited.

4. Mr. Ajit R. Sanghvi

He is a qualified Chartered Accountant having extensive experience in the financial services industry and in stock brokering. He serves as a Director of Sterling Consultancy Pvt. Ltd., Hrisal Investment Advisors Pvt. Ltd., MSS Securities Pvt. Ltd. and Harileela Investrade Pvt. Ltd.

Other details of the Independent Directors, whose appointment is proposed at Item Nos. 5 to 8 of the accompanying Notice, have been given in the annexure attached.

This Statement may also be regarded as a disclosure under Clause 49 of the Listing Agreement with the Stock Exchanges.

Mr. Shyam H. Mariwala (DIN: 00350235), Mr. Pradeep H. Gohil (DIN: 03022804), Mr. Jagdish R. Naik (DIN: 00030172), and Mr. Ajit R. Sanghvi (DIN: 00340809) are interested in the resolutions set out respectively at Item Nos. 5 to 8 of the Notice with regard to their respective appointments. The relatives of Mr. Shyam H. Mariwala (DIN: 00350235), Mr. Pradeep H. Gohil (DIN: 03022804), Mr. Jagdish R. Naik (DIN: 00030172), and Mr. Ajit R. Sanghvi (DIN: 00340809) may be deemed to be interested in the resolutions set out respectively at Item Nos. 5 to 8 of the Notice, to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors and Key Managerial Personnel of the Company and their relatives is, in any way, concerned or interested, financially or otherwise, in these resolutions.

The Board commends the Ordinary Resolutions set out at Item Nos. 5 to 8 of the Notice for approval of the members.

Item No.9:

As per the provisions of Section 149(1) of the Companies Act, 2013 and amended Clause 49 of the Listing Agreement, the Company should have at least one woman director.

Keeping in view the above legal requirements, Mrs. Shetal C. Parekh was appointed as an Additional Director by the Board of Director w.e.f 12th August, 2014 in accordance with the provisions of section 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013 and Article 107 of Articles of Association of the Company. Pursuant to Section 161 of the Companies Act, 2013 the above director holds office up to the date of the ensuing Annual General Meeting. In this regard the Company has received request in writing from a member of the company proposing his candidature for appointment as Director of the Company in accordance with the provisions of Section 160 and all other applicable provisions of the Companies Act, 2013.

The Nomination and Remuneration Committee has recommended the appointment of Mrs. Shetal Chirag Parekh (DIN: 03018222) as an Additional Director to hold office up to the date of the ensuing Annual General Meeting and liable to retire by rotation.

Mrs. Shetal C. Parekh is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given her consent to act as a Director. She holds 1,00,000 equity shares in the Company.

The Board feels that presence of Mrs. Shetal C. Parekh on the Board is desirable and would be beneficial to the company and hence recommend for adoption.

The Board recommends the Ordinary Resolution set out at Item No. 9 of the Notice for approval of the members.

Save and except the Mrs. Shetal C. Parekh & Mr. Chirag A. Parekh being relatives, none of the other Directors and Key Managerial Personnel of the Company and their relatives is, in any way, concerned or interested, financially or otherwise, in this resolution.

Item No.10:

Under the erstwhile Section 293(1)(d) of the Companies Act, 1956, the Board of Directors of a Company could, with the consent of the members obtained by an Ordinary Resolution, borrow moneys, apart from temporary loans obtained from the Company's Bankers in the ordinary course of business, in excess of the aggregate of paid-up capital and free reserves of the Company, that is to say, reserves not set apart for any specific purpose. Under the provisions of Section 180(1)(c) of the Companies Act, 2013, the above powers can be exercised by the Board only with the consent of the members obtained by a Special Resolution. As such, it is necessary to obtain fresh approval of the members by means of a Special Resolution, to enable the Board of Directors of the Company to borrow moneys, apart from temporary loans obtained from the Company's Bankers in the ordinary course of business, in excess of the aggregate of paid-up share capital and free reserves of the Company. The borrowing limit of ₹ 100 Crores under the earlier resolution passed by the members at the Annual General Meeting of the Company held on 26th September, 2013 remains unchanged.

The Board commends the Resolution at Item No.10 of the Notice for approval of the members by a Special Resolution.

None of the Directors and key managerial personnel of the Company or their relatives are in any way, concerned or interested, financially or otherwise, in the Resolution mentioned at Item No.10 of the Notice.

Item No. 11:

Under the erstwhile Section 293(1)(a) of the Companies Act, 1956, the Board of Directors of a Company could, with the consent of the members obtained by an Ordinary Resolution, create charge/mortgage/hypothecation on the Company's assets, both present and future, in favour of the lenders/trustees for the holders of debentures/bonds, to secure the repayment of moneys borrowed by the Company (including temporary loans obtained from the Company's Bankers in the ordinary course of business) Under the provisions of Section 180 (1) (a) of the Companies Act, 2013, the above powers can be exercised by the Board only with the consent of the members obtained by a Special Resolution. As such, it is necessary to obtain fresh approval of the members by means of a Special Resolution, to enable the Board of Directors of the Company to create charge/ mortgage/ hypothecation on the Company's assets, both present and future, in favour of the lenders/ trustees for the holders of debentures/bonds, to secure the repayment of moneys borrowed by the Company (including temporary loans obtained from the Company's Bankers in the ordinary course of business). As the documents to be executed between the Company and the lenders/ trustees for the holders of debentures/ bonds may contain the power to take over the management of the Company in certain events, it is necessary to obtain members' approval under Section 180 (1) (a) of the Companies Act, 2013, by way of a Special Resolution.

The existing limit of ₹ 100 Crores under the earlier resolution passed by the members at the Annual General Meeting of the Company held on 15th September, 2012 remains unchanged.

The Board recommends the Resolution at Item No.11 of the Notice for approval of the members by a Special Resolution.

None of the Directors and key managerial personnel of the Company or their respective relatives are concerned or interested, financially or otherwise, in the Resolution mentioned at Item No.11 of the Notice.

Item No. 12:

The Board of Directors, at its meeting held on 26th May, 2014, on recommendation of the Audit Committee, approved the appointment of S. K. Rajani & Co., Cost Accountants as the Cost Auditors of the Company for the financial year 2014-15 at fees of ₹ 50,000/- plus out of pocket expenses & service tax as applicable for conducting the audit of the cost accounting records for the manufacturing of Quartz Kitchen Sinks and other activities of all manufacturing facilities of the Company.

Section 148(3) of the Companies Act, 2013 ("the Act") read with Rule 14(a) of the Companies (Audit and Auditors) Rules, 2014, requires the Board to appoint an individual, who is a cost accountant in practice or a firm of cost accountants in practice, as a cost auditor on the recommendations of the Audit committee, which shall also recommend remuneration for such cost auditor and such remuneration shall be considered and approved by the Board of Directors and ratified subsequently by the members.

The resolution contained in Item No. 12 of the accompanying Notice, accordingly, seeks the members approval for ratification of remuneration of Cost Auditors of the Company for the financial year 2014-15.

The Board recommends the Resolution at Item No.12 of the Notice for approval of the members by an Ordinary Resolution.

None of the Directors and key managerial personnel of the Company or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution mentioned at Item No.12 of the Notice.

**By order of the Board of Directors
For ACRYSIL LIMITED**

**Damodar H Sejpal
COMPANY SECRETARY**

Mumbai
12th August, 2014

Registered Office:

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Andheri (East), Mumbai-400 059
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CIN: L26914MH1987PLC042283
Website: www.carysil.com

DETAILS OF DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT AT THE ANNUAL GENERAL MEETING

Particulars	Mr. Chirag A. Parekh	Mrs. Shetal C. Parekh	Mr. Shyam H. Mariwala	Mr. Pradeep H. Gohil	Mr. Jagdish R. Naik	Mr. Ajit R. Sanghvi
Date of Birth	30.08.1969	04.05.1975	11.11.1967	02.08.1949	23.09.1958	04.03.1957
DIN	00298807	03018222	00350235	03022804	00030172	00340809
Date of Appointment	02.11.2002 (seeking re-appointment on rotation basis)	12.08.2014 (Appointed as an Additional Director, seeking regularization from additional director to regular director)	27.07.2013 (Appointed as an Independent Director, seeking re-appointment as an Independent Director for term of Five years till 31 st March, 2019)	28.01.2013 (Appointed as an Independent Director, seeking re-appointment as an Independent Director for term of Five years till 31 st March, 2019)	29.03.1989 (Appointed as an Independent Director, seeking re-appointment as an Independent Director for term of Five years till 31 st March, 2019)	31.01.2000 (Appointed as an Independent Director, seeking re-appointment as an Independent Director for term of Five years till 31 st March, 2019)
Qualifications	B.B.A. - European University - Switzerland	B.A. Pharma, B.A. in Psychology, M.A. Psychology	BSME - Mechanical Engineering, University of Denver, USA	LL.B. (Labour Law), Master of Management Science, M.S. in Chemical Engineering & M.S. in Plastics	F.C.A.	F.C.A.
Expertise in specific functional areas	Experience of more than 2 decades in Administration and Finance. Experience of 14 years in Marketing & Personnel.	Experience in Freelance Interior Projects as well as event management.	Vast experience and expertise in strategic business advisory.	Vast experience and expertise in Chemical Manufacturing.	Accounting, Audit, Finance, Taxation, Corporate Law	Accounting, Audit, Finance, Taxation, Corporate Law
Directorships held in other companies (excluding foreign companies)	04	04	03	0	09	04
Memberships/ Chairmanships of committees of other companies (includes only Audit Committee and Shareholders/ Investors Grievance Committee)	0	0	0	0	0	0
Number of shares held in the Company	1735946	100000	0	0	3204	0