

## NOTICE

Notice is hereby given that the **Thirty-Fourth Annual General Meeting of Acrysil Limited ("the Company")** will be held on Wednesday, September 22, 2021 at 03:30 p.m. (IST) through Video Conferencing ("VC")/Other Audio Visual Means ("OAVM") to transact the following business:

### ORDINARY BUSINESS

1. **To receive, consider and adopt:**
  - a) the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2021, together with the Reports of the Board of Directors and the Auditors thereon; and
  - b) the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2021, together with the Report of the Auditors thereon.
2. To confirm the payment of Interim Dividend on Equity Shares and to declare a Final Dividend of ₹1.20/- (60%) per share on fully paid equity shares of the face value of ₹2/- each of the Company for the financial year ended March 31, 2021.
3. To appoint a Director in place of Mr. Chirag A. Parekh (DIN: 00298807), who retires by rotation and, being eligible, offers himself for re-appointment.

### SPECIAL BUSINESS

4. To ratify the remuneration of Cost Auditors for the financial year ending March 31, 2022 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 148 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof, for the time being in force), the remuneration of ₹1,10,000/- (Rupees One Lakh and Ten Thousand only) plus taxes as applicable and re-imbursalment of out of pocket expenses incurred during the course of Audit to M/s. S. K. Rajani and Co., Cost Accountants (Firm Registration No: 101113), who have been appointed by the Board of Directors of the Company as the Cost

Auditors to conduct the audit of the cost records of the Company for the financial year ending March 31, 2022, be and is hereby ratified.

**RESOLVED FURTHER THAT** the Board of Directors of the Company and /or Company Secretary of the Company, be and are hereby severally authorised to do all such acts, deeds, matters and things as may be considered necessary, proper and expedient to give effect to this resolution."

5. To consider increase in the Borrowing Powers of the Company and, in this regard, 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 special resolution passed by the members at the 29<sup>th</sup> Annual General Meeting of the Company held on September 24, 2016, and pursuant to provisions of Section 180(1)(c) and any other applicable provisions, if any, of the Companies Act, 2013 and rules made there under, or any other applicable act(s) for the time being in force (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) 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 ("the board"), to borrow from time to time, such sum or sums of monies as it may deem requisite for the purpose of the business of the Company, *inter alia*, by way of loan/financial assistance from various bank(s), financial institution(s) and/or other lender(s), issue of debentures/bonds or other debt instruments, with or without security, whether in India or outside India) and through acceptance of fixed deposits and inter-corporate deposits (whether in Indian Rupees or in foreign currency, on such terms and conditions as the Board, at its sole discretion, may deem fit, notwithstanding that the monies so borrowed together with monies already borrowed by the Company (apart from the temporary loans obtained/to be obtained from the Company's bankers in the ordinary course of business) will exceed the aggregate of the paid-up share capital, free reserves and securities premium of the Company, provided that the total amount up to which monies may be borrowed by the Board shall not

## NOTICE (Contd.)

exceed a sum of ₹250 Crore (Rupees Two hundred and fifty Crore only) at any point of time.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to do all such acts, deeds, matters and things as may be required to be done to give effect to the above resolution.

6. To create a charge/security on the assets with respect to borrowing, consider and in this regard, 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 special resolution passed by the members at the 29<sup>th</sup> Annual General Meeting of the Company held on September 24, 2016, and pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013, and rules made there under, or any other applicable act(s) for the time being in force (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) 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 ('the Board'), to create from time to time such charges, mortgages, liens, hypothecations and/or other securities in addition to the existing charges, mortgages, liens and hypothecations and/or other securities, if any, created by the Company, on such terms and conditions as the Board at its sole discretion may deem fit, on the Company's assets and properties, both present and future whether movable and immovable, including the whole or substantially the whole of the Company's undertaking or undertakings, in favour of Bank(s), Financial Institution(s), and/or other lender(s), fixed deposit trustee, debenture trustee, security trustee as may be agreed to by the Board, for the purpose of securing repayment of any loans/financial assistance or debentures or bonds or other instruments issued to the public and/or on private placement basis and/or in any other manner (whether in Rupees or in foreign currency), subject to a maximum amount of ₹250 Crore (Rupees Two hundred and fifty Crore only).

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to negotiate and finalise the terms and conditions, agreements, deeds and documents

for creating the said mortgages, charges, liens, hypothecation and/or other securities and to do and perform all such acts, deeds, matters or things as may be necessary, proper, expedient or desirable to give effect to this resolution."

7. To re-appoint Mr. Chirag A. Parekh (DIN: 00298807) as Managing Director and in this regard, 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 special resolution passed earlier at the 32<sup>nd</sup> Annual General Meeting held on September 13, 2019 for the un-expired period of his term of appointment i.e. from November 1, 2021 to October 31, 2022 and in accordance with the provisions of Sections 196, 197, 198 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and Articles of Association of the Company and subject to such other approvals, permissions and sanctions, as may be required, approval of the members be and is hereby accorded for the re-appointment of Mr. Chirag A. Parekh (DIN: 00298807) as Managing Director of the Company, for a period of 3 (three) years with effect from November 1, 2021, liable to retire by rotation, on the terms and conditions including payment of remuneration as set out in the Statement annexed to the Notice convening this Meeting, with liberty to the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said re-appointment and/or remuneration as it may deem fit and as may be acceptable to Mr. Chirag A. Parekh.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

8. **Issue of securities to Qualified Institutional Buyers**

To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

## NOTICE (Contd.)

**“RESOLVED THAT** subject to the approval of the shareholders of the Company (“Members”) by way of a special resolution and pursuant to the applicable provisions of Sections 23, 42, 62, 71, 179 and other applicable provisions, if any, of the Companies Act, 2013, as amended (the “Companies Act”) and the rules enacted thereunder including the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 including any amendment(s) thereto or re-enactment(s) thereof, the relevant provisions of the Memorandum and Articles of Association of the Company and in accordance with the applicable provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 including any amendment(s), modification(s), variation(s) or re-enactment(s) thereof including regulations for qualified institutions placement contained in Chapter VI of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (hereinafter referred to as “SEBI ICDR Regulations”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, and the uniform listing agreements entered with the BSE Limited and the National Stock Exchange of India Limited (collectively referred to as “Stock Exchanges”), the applicable provisions of the Foreign Exchange Management Act, 1999, including any amendment(s), statutory modification(s), variation(s) or re-enactment(s) thereof (“FEMA”), the extant Consolidated Foreign Direct Investment Policy issued by the Department of Industrial Policy & Promotion, as amended and replaced from time to time (“FDI Policy”) and the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2017, and such other applicable rules, regulations, guidelines, notifications, circulars and clarifications issued/to be issued thereon by the Government of India (“GOI”), Ministry of Corporate Affairs (“MCA”), the Reserve Bank of India (“RBI”), the Securities and Exchange Board of India (“SEBI”), the Stock Exchanges where the equity shares of the Company of face value of ₹2/- each are listed and/ or any other regulatory/ statutory authorities under any other applicable law, from time to time (hereinafter singly or collectively referred to as the “Appropriate

Authorities”) to the extent applicable and subject to the terms, conditions, modifications, consents, sanctions and approvals of any of the Appropriate Authorities and guidelines and clarifications issued thereon from time to time and subject to such conditions and modifications as may be prescribed by any of them while granting such terms, conditions, modifications, approvals, permissions, consents and sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include any committee(s) constituted/ to be constituted by the Board, from time to time, to exercise its powers including powers conferred by this resolution), consent of the Board be and is hereby accorded to create, offer, issue and allot (including with provisions for reservations on firm and/ or competitive basis, or such part of issue and for such categories of persons as may be permitted) equity shares of face value of ₹2/- each of the Company or other eligible securities defined under Regulation 171(a) of SEBI ICDR Regulations (hereinafter referred to as “Eligible Securities”) to Qualified Institutional Buyers (“QIBs”) as defined in SEBI ICDR Regulations through a Qualified Institutions Placement (“QIP”), pursuant to and in accordance with the provisions of Chapter VI of the SEBI ICDR Regulations, whether or not such QIBs are Members of the Company, on the basis of the placement document(s) and/ or other letter or circular, at such time or times in one or more tranche or tranches, for cash at such a price or prices as the Board may deem fit including discount of up to 5 % on the floor price calculated as per Regulation 176 of SEBI ICDR Regulations, such that the total amount to be raised through issue of Equity Shares and/ or Eligible Securities or in any combination thereof shall not exceed ₹150 Crore (Rupees One Hundred and Fifty Crore only), to be subscribed to in Indian and/ or any foreign currency(ies) by all eligible investors, including but not limited to resident or non-resident/foreign investors (whether institutions and/ or incorporated bodies and/ or trusts or otherwise) /foreign portfolio investors/mutual funds/pension funds/venture capital funds/ banks/ alternate investment funds/ Indian and/ or multilateral financial institutions/ insurance companies and any other category of persons or entities who are authorised to invest in Equity Shares and/ or Eligible Securities of

## NOTICE (Contd.)

the Company as per extant regulations/ guidelines or any combination of the above as may be deemed appropriate by the Board in its absolute discretion in consultation with the book running lead managers and whether or not such investors are Members of the Company (collectively called "Investors"), to all or any of them, jointly or severally through a placement document, on such terms and conditions considering the prevailing market conditions and other relevant factors wherever necessary, including securities premium and green shoe option attached thereto, in one or more tranche or tranches, at such price or prices (at prevailing market price or at permissible discount or premium to market price in terms of applicable regulations) and on such terms and conditions at the Board's absolute discretion in consultation with the book running lead managers including the discretion to determine the categories of Investors, considering the prevailing market conditions and other relevant factors wherever necessary, to whom the offer, issue and allotment of Equity Shares and/or Eligible Securities shall be made to the exclusion of others, in such manner and where necessary in consultation with the book running lead managers and/ or other advisors or otherwise on such terms and conditions and deciding of other terms and conditions like number of Equity Shares and/or Eligible Securities to be issued and allotted, fixing of record date or book closure, if required, as the Board may in its absolute discretion decide, in each case, subject to the applicable laws.

**RESOLVED FURTHER THAT** in case of issue and allotment of Equity Shares and/or Eligible Securities by way of QIP in terms of Chapter VI of the SEBI ICDR Regulations:

- (i) the allotment of the Equity Shares and/or Eligible Securities, subject to applicable laws, shall be completed within 365 days from the date of passing of the special resolution of the shareholders of the Company or such other time as may be allowed under the SEBI ICDR Regulations;
- (ii) the equity shares issued shall rank pari passu in all respects including entitlement to dividend, voting rights or otherwise with the existing equity shares of the Company in all respects as may be provided under the terms of issue and in accordance with the placement document(s);
- (iii) the Equity Shares and/or Eligible Securities to be created, offered and issued shall be subject to the provisions of Memorandum and Articles of Association of the Company;
- (iv) no partly paid-up Equity Shares and/or Eligible Securities shall be issued/allotted;
- (v) in case of allotment of Equity Shares, the relevant date for the purpose of pricing of the equity shares to be issued, shall be the date of the meeting in which the Board or a committee thereof decides to open the proposed issue of equity shares, subsequent to the receipt of Members' approval in terms of provisions of the Act and other applicable laws, rules, regulations and guidelines in relation to the proposed issue of the equity shares and in case of case of allotment of eligible convertible securities in the form of convertible securities, either the date of the meeting in which the Board of the Company decides to open the issue of such convertible securities or the date on which the holders of such convertible securities become entitled to apply for the equity shares, as may be determined by the Board;
- (vi) issue of Equity Shares made by way of a QIP shall be at such price which is not less than the price determined in accordance with Regulation 176(1) provided under Chapter VI of the SEBI ICDR Regulations (the "QIP Floor Price"). The Board may, however, at its absolute discretion in consultation with the book running lead managers, issue Equity Shares at a discount of not more than 5% or such other discount as may be permitted under applicable regulations to the QIP Floor Price;
- (vii) no single allottee shall be allotted more than fifty per cent of the issue size and the minimum number of allottees shall be as per the SEBI ICDR Regulations;
- (viii) no allotment shall be made, either directly or indirectly, to any QIB who is a promoter, or any person related to the promoters of the Company;

**NOTICE** (Contd.)

- (ix) the Equity Shares and/or Eligible Securities shall not be sold for a period of 1 year from the date of allotment, except on a recognised Stock Exchange or except as may be permitted from time to time by the SEBI ICDR Regulations; and
- (x) any subsequent qualified institutions placement shall not be until the expiry of two weeks from the date of the prior qualified institutions placement made pursuant the special resolution.

**RESOLVED FURTHER THAT** without prejudice to the generality of the above, the aforementioned Equity Shares and/or Eligible Securities may have such features or attributes or any terms or combination of terms in accordance with international practices to provide for the tradability and free transferability thereof as per the prevailing practices and regulations in the capital markets including but not limited to the terms and conditions in relation to payment of dividend, issue of additional Equity Shares, variation of the conversion price or period of conversion of Eligible Securities during the duration of the Eligible Securities and the Board be and is hereby authorised, in its absolute discretion, in such manner, as it may deem fit, to dispose off such of the Equity Shares and/or Eligible Securities that are not subscribed.

**RESOLVED FURTHER THAT** for the purpose of giving effect to any offer, issue or allotment of Equity Shares and/or Eligible Securities, the Board is hereby authorised on behalf of the Company to do all such acts, deeds, matters and things, as it may, in its absolute discretion, deem necessary or desirable for such purpose, including without limitation, determining terms and conditions for issuance of Equity Shares and/or Eligible Securities including the number of such Equity Shares and/or Eligible Securities that may be offered in domestic and international markets and proportion thereof, issue price and discounts permitted under applicable law, timing for issuance of such Equity Shares and/or Eligible Securities and shall be entitled to vary, modify or alter any of the terms and conditions as it may deem expedient, entering into and executing arrangements for managing, marketing, listing, trading and entering into and executing arrangements with merchant bankers/ lead managers, legal advisors, depository, custodian,

registrar, escrow agent and executing other agreements, including any amendments or supplements thereto, as necessary or appropriate and to finalize, approve and issue any document(s) or agreements including but not limited to placement document and filing such documents (in draft or final form) with any Indian or foreign regulatory authority or Stock Exchanges and sign all deeds, documents and writings and to pay any fees, commissions, remuneration, expenses relating thereto and with power on behalf of the Company to settle all questions, difficulties or doubts that may arise in regard to the issue, offer or allotment of Equity Shares and/or Eligible Securities and take all steps which are incidental and ancillary in this connection, including in relation to utilisation of the issue proceeds, as it may in its absolute discretion deem fit without being required to seek further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to delegate (to the extent permitted by law) all or any of its powers herein conferred by this resolution to any Committee of Director or subject to applicable law, Directors or one or more executives of the Company to give effect to the above resolutions."

By order of the Board of Directors  
For Acrysil Limited

**Neha Poddar**  
Company Secretary and Compliance Officer

Place: Mumbai  
Date: August 05, 2021

**Registered Office:**

B-307, Citi Point, J. B. Nagar, Andheri - Kurla Road,  
Andheri (East), Mumbai - 400 059.

Tel.: 022-4015 7817/18

CIN: L26914MH1987PLC042283

Email: cs.al@acrysil.com

Website: www.acrysilcorporateinfo.com

## NOTICE (Contd.)

### IMPORTANT NOTES:

- 1) In view of the continuing COVID-19 pandemic, to ensure social distancing norms, the Ministry of Corporate Affairs ("MCA") has, vide its circular dated January 13, 2021 read together with circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 (collectively referred to as "MCA Circulars") permitted convening the Annual General Meeting ("AGM") through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM), without the physical presence of the members at a common venue. In accordance with the MCA Circulars, provisions of the Companies Act, 2013 ("the Act") and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the AGM of the Company is being held through VC/OAVM. The deemed venue for the AGM shall be the Registered Office of the Company.
- 2) Generally, a member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the Company. Since this AGM is being held through VC / OAVM pursuant to the MCA Circulars, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed hereto.
- 3) Since the AGM will be held through VC / OAVM, the route map of the venue of the Meeting is not annexed.
- 4) An Explanatory Statement pursuant to Section 102 of the Act, relating to the Special Business to be transacted at the Annual General Meeting ('AGM') is annexed hereto. The Board of Directors have considered and decided to include the Item Nos. 4, 5, 6, 7 and 8 given above as Special Business in the ensuing AGM, as they are unavoidable in nature.
- 5) In terms of the provisions of Section 152 of the Act, Mr. Chirag A. Parekh, Managing Director of the Company, retires by rotation at the ensuing Annual General Meeting. The Board of Directors of the Company recommend his re-appointment.

Mr. Chirag A. Parekh is interested in the Ordinary Resolution set out at Item Nos. 3, of the Notice with

regard to his re-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 Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the Ordinary Business set out under Item No. 3 of the Notice.

- 6) The relevant details, pursuant to Regulations 26(4) and 36(3) of the SEBI Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Director seeking re-appointment at this AGM are annexed.
- 7) Institutional/Corporate Shareholders (i.e. other than Individuals/ HUF, NRI, etc.) are required to send a scanned copy (PDF / JPEG format) of its Board or governing body Resolution / Authorisation etc., authorizing its representative to attend the AGM through VC/ OAVM on its behalf and to vote through remote e-voting. The said Resolution/ Authorisation shall be sent to the Company by email through its registered email address to [cs.al@acrysil.com](mailto:cs.al@acrysil.com).
- 8) The Company has notified closure of Register of Members and Share Transfer Books from September 10, 2021 to September 14, 2021 (both days inclusive) for the purpose of determining entitlement of members for dividend on Equity Shares, if declared at the ensuing Annual General Meeting of the Company.

### DIVIDEND RELATED INFORMATION

- 9) Subject to approval of the Members at the AGM, the dividend will be paid within 30 days from the conclusion of the AGM, to the Members whose names appear on the Company's Register of Members as on the Book Closure Date, and in respect of the shares held in dematerialised mode, to the Members whose names are furnished by National Securities Depository Limited and Central Depository Services (India) Limited as beneficial owners as on that date.

Payment of dividend shall be made through electronic mode to the Shareholders who have updated their bank account details. Dividend warrants/demand drafts will be dispatched to the registered address of the

## NOTICE (Contd.)

shareholders who have not updated their bank account details.

Shareholders are requested to register/update their complete bank details:

- (a) with their Depository Participant(s) with whom they maintain their demat accounts if shares are held in dematerialised mode by submitting the requisite documents, and
- (b) with the Company/Bigshare by clicking on <https://www.bigshareonline.com/InvestorRegistration.aspx> or by emailing at [cs.al@acrysil.com](mailto:cs.al@acrysil.com), if shares are held in physical mode, by submitting (i) scanned copy of the signed request letter which shall contain shareholder's name, folio number, bank details (Bank account number, Bank and Branch Name and address, IFSC, MICR details), (ii) self-attested copy of the PAN card and (iii) cancelled cheque leaf. In case shares are held in dematerialised mode, details in a form prescribed by your Depository Participant may also be required to be furnished.

Pursuant to the amendments introduced by the Finance Act, 2020, the Company will be required to withhold taxes at the prescribed rates on the dividend paid to its shareholders w.e.f. 1st April 2020. **No tax will be deducted on payment of dividend to the resident individual shareholders if the total dividend paid does not exceed ₹5,000/-.**

The withholding tax rate / exemption would vary depending on the residential status of the shareholder and documents registered with the Company.

- 10) As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialised form with effect from April 1, 2019, except in case of request received for transmission or transposition of securities.

In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialised form. Members can contact the Company or Company's Registrars and Transfer Agents, Bigshare Services Private Limited ("BSPL") for assistance in this regard.

- 11) To support the 'Green Initiative', Members who have not yet registered their email addresses are requested to register the same with their DPs in case the shares are held by them in electronic form and with BSPL in case the shares are held by them in physical form.
- 12) Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DPs in case the shares are held by them in electronic form and to BSPL in case the shares are held by them in physical form.
- 13) Non-Resident Indian members are requested to inform BSPL/ respective DPs, 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.
- 14) As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. Members are requested to submit the said details to their DP in case the shares are held by them in electronic form and to BSPL in case the shares are held in physical form.
- 15) Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or BSPL, the details of such folios together with the share certificates for consolidating their holdings in one folio. A consolidated share certificate will be issued to such Members after making requisite changes.
- 16) In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.

## NOTICE (Contd.)

- 17) Members seeking any information with regard to the accounts or any matter to be placed at the AGM, are requested to write to the Company on or before September 15, 2021 through email on [cs.al@acrysil.com](mailto:cs.al@acrysil.com). The same will be replied by the Company suitably.
- 18) Members are requested to note that, dividends if not encashed for a consecutive period of 7 years from the date of transfer to Unpaid Dividend Account of the Company, are liable to be transferred to the Investor Education and Protection Fund ("IEPF"). The shares in respect of such unclaimed dividends are also liable to be transferred to the demat account of the IEPF Authority. In view of this, Members are requested to claim their dividends from the Company, within the stipulated timeline. The Members, whose unclaimed dividends/shares have been transferred to IEPF, may claim the same by making an online application to the IEPF Authority in web Form No. IEPF-5 available on [www.iepf.gov.in](http://www.iepf.gov.in). For details, please refer to corporate governance report which is a part of this Annual Report.
- 19) In compliance with the aforesaid MCA Circulars and SEBI Circular dated January 15, 2021, Notice of the AGM along with the Annual Report 2020-21 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/Depositories. Members may note that the Notice and Annual Report 2020-21 will also be available on the Company's website [www.acrysilcorporateinfo.com](http://www.acrysilcorporateinfo.com), website of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively, and notice of the AGM will also be available on the website of CDSL [www.evotingindia.com](http://www.evotingindia.com).
- 20) Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
- 21) At the thirtieth AGM held on September 20, 2017 the Members approved appointment of M/s. P A R K & Company, Chartered Accountants (Firm Registration No.116825W) as Statutory Auditors of the Company to hold office for a period of five years from the conclusion of that AGM till the conclusion of the thirty-fifth AGM, subject to ratification of their appointment by Members at every AGM, if so required under the Act. The requirement to place the matter relating to appointment of auditors for ratification by Members at every AGM has been done away by the Companies (Amendment) Act, 2017 with effect from May 7, 2018. Accordingly, no resolution is being proposed for ratification of appointment of statutory auditors at the thirty-fourth AGM.
- 22) **Instructions for e-voting and joining the AGM are as follows:**
1. As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020. The forthcoming AGM/EGM will thus be held through through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM/EGM through VC/OAVM.
  2. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM/EGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the EGM/AGM will be provided by CDSL.
  3. The Members can join the EGM/AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM/

## NOTICE (Contd.)

AGM through VC/OAVM will be made available to atleast 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM/AGM without restriction on account of first come first served basis.

4. The attendance of the Members attending the AGM/EGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM/EGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM/EGM through VC/OAVM and cast their votes through e-voting.

In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM/EGM has been uploaded on the website of the Company at [www.acrysilcorporateinfo.com](http://www.acrysilcorporateinfo.com). The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively. The AGM/EGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM/EGM) i.e. [www.evotingindia.com](http://www.evotingindia.com).

6. The AGM/EGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.

In continuation of this Ministry's **General Circular No. 20/2020**, dated 05th May, 2020 and after due examination, it has been decided to allow companies whose AGMs were due to be held in the year 2020, or become due in the year 2021, to conduct their AGMs on or before 31.12.2021, in accordance with the requirements provided in paragraphs 3 and 4 of the General Circular No. 20/2020 as per MCA circular no. 02/2021 dated January 13, 2021.

### THE INTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:

- (i) The voting period begins on Sunday, September 19, 2021 (09:00 AM IST) and ends on Tuesday, September 21, 2021 (05:00 PM IST). During this period, shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date September 15, 2021 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/**

## NOTICE (Contd.)

**Depository Participants.** Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- (iv) In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are

allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> <li>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</li> <li>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</li> <li>3) If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page or click on <a href="https://evoting.cdslindia.com/Evoting/EvotingLogin">https://evoting.cdslindia.com/Evoting/EvotingLogin</a> The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>

**NOTICE** (Contd.)

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with <b>NSDL</b>	<ol style="list-style-type: none"> <li>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "Register Online for IDeAS "Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting</li> </ol>
Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants</b>	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forgot User ID and Forgot Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL**

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cDSLindia.com">helpdesk.evoting@cDSLindia.com</a> or contact at 022- 23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30

(v) Login method for e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form.**

- 1) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- 2) Click on "Shareholders" module.

## NOTICE (Contd.)

- 3) 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. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

<b>For Physical shareholders and other than individual shareholders holding shares in Demat.</b>	
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"> <li>• Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.</li> </ul>
Dividend Bank Details <b>OR</b> Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> <li>• If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.</li> </ul>

- (vi) After entering these details appropriately, click on "SUBMIT" tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant Acrysil Limited on which you choose to vote.
- (x) 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.
- (xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xii) 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.
- (xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**

## NOTICE (Contd.)

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the "Corporates" module.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto: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 linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto: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.
  - Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; [cs.al@acrysil.com](mailto:cs.al@acrysil.com), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
  5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
  6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
  7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast **7 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at [cs.al@acrysil.com](mailto:cs.al@acrysil.com). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **7 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at [cs.al@acrysil.com](mailto:cs.al@acrysil.com). These queries will be replied to by the company suitably by email.
  8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
  9. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
  10. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

### INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM/EGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the AGM/ EGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM/EGM.

### PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/ MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/ DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned

## NOTICE (Contd.)

copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to **Company/RTA email id.**

2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at 022-23058738 and 022-23058542/43.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL, ) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call on 022-23058542/43.

### **PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:**

1. For Physical shareholders – please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to Company/RTA email id.
2. For Demat shareholders – please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to Company/RTA email id.

### **INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:**

1. Shareholder will be provided with a facility to attend the AGM through VC/OAVM through the CDSL e-Voting

system. Shareholders may access the same at <https://www.evotingindia.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN of Company will be displayed.

2. Shareholders are encouraged to join the Meeting through Laptops / I pads for better experience.
3. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/ ask questions during the meeting may register themselves as a speaker by sending their request in advance between 9.00 a.m. on Tuesday, Sept 14, 2021 to 5.00 p.m. on Wednesday, Sept 15, 2021 mentioning their name, demat account number/ folio number, email-id, mobile number at [cs.al@acrysil.com](mailto:cs.al@acrysil.com). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance till 5.00 p.m. on Sept 15, 2021 mentioning their name, demat account number/ folio number, email id, mobile number at [cs.al@acrysil.com](mailto:cs.al@acrysil.com). These queries will be replied to by the Company suitably by email.
6. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ ask questions during the meeting.

### **INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING DURING THE AGM ARE AS UNDER:-**

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
2. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.

## NOTICE (Contd.)

3. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.
4. Shareholders who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

### (xviii) Note for Non – Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the "Corporates" module
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto: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 linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto: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 favor of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same
- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorised signatory who are authorised to vote, to the Scrutinizer and to the Company at the email address viz; [cs.al@acrysil.com](mailto:cs.al@acrysil.com), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same

In case you have any queries or issues regarding attending AGM & e-voting from the e-Voting System,

you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact Mr. Nitin Kunder (022-23058738) or Mr. Mehboob Lakhani (022-23058543) or Mr. Rakesh Dalvi (022-23058542).

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25<sup>th</sup> Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai – 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call on 022-23058542/43.

### PROCEDURE FOR INSPECTION OF DOCUMENTS:

The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, and the relevant documents referred to in the Notice will be available electronically for inspection by the members during the AGM.

All documents referred to in the Notice will also be available electronically for inspection without any fee by the members from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such documents can send an email to [cs.al@acrysil.com](mailto:cs.al@acrysil.com).

**By order of the Board of Directors  
For Acrysil Limited**

**Neha Poddar**  
Company Secretary and Compliance Officer

**Place:** Mumbai  
**Date:** August 05, 2021

### Registered Office:

B-307, Citi Point, J. B. Nagar, Andheri - Kurla Road, Andheri (East), Mumbai - 400 059.

Tel.: 022-4015 7817/18

CIN: L26914MH1987PLC042283

Email: [cs.al@acrysil.com](mailto:cs.al@acrysil.com)

Website: [www.acrysilcorporateinfo.com](http://www.acrysilcorporateinfo.com)

## NOTICE (Contd.)

### EXPLANATORY STATEMENT:

The following Statement sets out all material facts relating to the Special Business mentioned in the Notice:

#### Item No.4:

The Board of Directors of the Company, on the recommendation of the Audit Committee approved the appointment and remuneration of M/s. S. K. Rajani & Co., Cost Accountants as Cost Auditor to conduct the audit of the cost records of the Company's manufacturing units at Bhavnagar for the Financial Year ending March 31, 2022.

In accordance with the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor needs to be ratified by the Members of the Company. Accordingly, ratification of the Members is sought as referred to in the Resolution at Item No.4 of the Notice of the payment of the remuneration amounting to ₹1,10,000/- (Rupees One lakh and ten thousand only) for Cost Audit plus taxes as applicable and re-imburement of out of pocket expenses payable to the Cost Auditor for the Financial Year ending March 31, 2022.

None of the Directors or key managerial personnel or their relatives are concerned or interested, directly or indirectly, financially or otherwise, in these resolutions except to the extent of their respective shareholding, if any, in the Company.

The Board recommends passing of the Ordinary Resolution as set out in Item No. 4 of this Notice for ratification by the Members.

#### Item No.5 & 6:

Vide special resolutions dated September 24, 2016, passed by the members at the 29<sup>th</sup> Annual General Meeting of the Company had accorded their consent to the Board of Directors to borrow money(ies) for the purposes of the Company's Business not exceeding ₹150 Crore (including the temporary loans obtained / to be obtained from the Company's bankers in the ordinary course of business) in terms of Section 180(1)(c) of the Companies Act, 2013 ('the Act') and creation of mortgages, charges, liens, hypothecation and/or other securities of the Company's assets and properties, both present and future, whether movable or immovable, including the whole or substantially the whole of the Company's undertaking or undertakings, for securing the borrowings up to a limit of ₹150 Crore in terms of Section 180(1)(a) of the Act.

Considering the future business plan of the Company and to meet funding requirements for its business, the Board of Directors may need to resort to further borrowings from time to time, inter alia, by way of loans/financial assistance from various bank(s)/financial institution(s) and other lender(s), issue of debentures/bonds/commercial paper or other debt instruments and through acceptance of fixed deposits and inter-corporate deposits. These borrowings may also have to be secured by creation of mortgages, charges, liens, hypothecation and/or other securities of the Company's assets and properties, both present and future, whether movable or immovable, including the whole or substantially the whole of the Company's undertaking or undertakings, in favour of such bank(s)/financial institution(s)/other lender(s)/debenture trustee/security trustee/ fixed deposits trustee.

Accordingly, it is proposed to seek approval of the members of the Company for enhancing the limits of borrowing and creation of charge/security on the Company's assets with respect to borrowing from the existing limit of ₹150 Crore to ₹250 Crore.

None of the Directors or key managerial personnel or their relatives are concerned or interested, directly or indirectly, financially or otherwise, in these resolutions except to the extent of their respective shareholding, if any, in the Company.

The Board recommends passing of the Special Resolutions as set out in item nos. 5 and 6 of this Notice.

#### Item No.7

Mr. Chirag A. Parekh (DIN: 00298807) was appointed by the Shareholders as Chairman and Managing Director at their 32<sup>nd</sup> Annual General Meeting held on September 13, 2019 for a period of three years. In supersession of the special resolution passed earlier at the 32<sup>nd</sup> Annual General Meeting held on September 13, 2019 for the un-expired period of his term of appointment i.e. from November 1, 2021 to October 31, 2022 and considering his contribution in overall growth and performance of the Company, the Board of Directors of the Company ("Board"), at its meeting held on August 05, 2021 has, subject to the approval of members, re-appointed him for a period of three years with effect from November 1, 2021 to October 31, 2024, on the terms and conditions including remuneration as recommended by the Nomination & Remuneration Committee/Board on August 5, 2021.

## NOTICE (Contd.)

The re-appointment of Mr. Chirag A. Parekh (DIN: 00298807) as the Managing Director of the Company shall require the approval of the shareholders by way of passing of Special Resolution pursuant to the provisions of Sections 196, 197, 198, 203 and other applicable provisions, if any of the Companies Act, 2013 and the Rules made there under (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), read with Schedule V to the Companies Act, 2013.

The remuneration, allowances and perquisites payable to the above mentioned Director is given below:

### I. BASIC SALARY

**BASIC SALARY:** ₹1,68,00,000/- per annum (in the range of ₹1,68,00,000/- p.a. – ₹2,64,00,000/- p.a.) during his 3 year tenure.

### II. OTHER ALLOWANCES/PERQUISITES

(a) Other Allowances/ Perquisites: ₹1,68,00,000/- per annum (in the range of ₹1,68,00,000/- p.a. – ₹2,64,00,000/- p.a.) during his 3 year tenure.

The perquisites and allowances shall be evaluated, wherever applicable, as per the provisions of Income-tax Act, 1961 or any rules thereunder or any statutory modification(s) or re-enactment thereof; in the absence of any such rules, perquisites and allowances shall be evaluated at actual cost.

(b) Company's car and telephone (including mobile) at residence and reimbursement of expenses incurred by him for official duties shall not be included in the computation of perquisites for the purpose of calculating the said ceilings.

(c) Company's contribution to Provident Fund is not taxable under the Income tax Act, gratuity payable as per the Rules of the Company (within limit of 12% of the basic salary every year) and encashment of leave as per the Rules of the Company.

### III. COMMISSION

In addition to the salary, perquisites and allowances as set out above, Mr. Chirag A. Parekh will be entitled to receive

Commission @ 2% based on the Profits calculated as per Section 198 of the Companies Act, 2013.

### IV. OTHER TERMS

- (a) Reimbursement of entertainment and/or travelling, hotel and other expenses actually incurred by him in the performance of duties.
- (b) Mr. Chirag A. Parekh shall not be entitled for sitting fees for attending meetings of the Board of Directors of the Company or Board Committees so long as he functions as the Managing Director of the Company.
- (c) The tenure of the Managing Director may be terminated by either party by giving to the other party ninety days' notice in writing.
- (d) In the event of any dispute or difference arising at any time between Mr. Chirag A. Parekh and the Company in respect of the Agreement or the construction thereof, the same will be submitted to and be decided by Arbitration in accordance with the provisions of the Arbitration and Conciliation Act, 1996.
- (e) The Board may grant annual increments and revise the Salary within the aforesaid range by granting one or more increments in the above range, having regard to the merits and the Company's performance. The Fixed Salary can be paid as basic salary and various allowances as per the policies of the Company.

Mr. Chirag A. Parekh satisfies all the conditions set out in Part-I of Schedule V to the Act as also conditions set out under Section 196(3) of the act for being eligible for his re-appointment. He is not disqualified from being appointed as Director in terms of Section 164 of the Act.

Disclosure as required under Schedule V to the Companies Act, 2013 is given hereunder:

## NOTICE (Contd.)

### I. GENERAL INFORMATION

No.	Particulars			
1	Nature of Industry	Manufacturing of Quartz Kitchen Sinks		
2	Date or expected date of commencement of Commercial Production.	The Company is incorporated since 1987.		
3	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus.	Not Applicable		
4	Financial performance based on given indications.	<b>March 31, 2021</b> (₹in Lakhs)	<b>March 31, 2020</b> (₹in Lakhs)	<b>March 31, 2019</b> (₹in Lakhs)
	Revenue from operations (net)	24,834.13	21,437.31	19,875.60
	Profit before Tax	3,876.46	1,821.00	1,667.94
	Net Profit After Tax	2,662.64	1,279.13	1,178.40
5	Foreign investments or collaborators, if any	Not Applicable		

### II. INFORMATION ABOUT THE APPOINTEE

No	Particulars	
1	Background Details	Mr. Chirag A. Parekh has joined the Company in 1993 and has been the Managing Director of the Company since 2002. He has been responsible for driving the growth and profitability of the organisation. He holds a degree in Bachelor of Business Administration (B.B.A.) from European University. He is leading the Company for more than two decades now. He has strong business acumen, vast technical and commercial experience.
2	Past Remuneration / Perquisites	₹200 Lakhs
3	Recognition or Awards	Under his able leadership, the Company was recognised as " <b>Forbes Asia Best under a Billion Company</b> " in the year 2020. He has also received recognition for his contribution to manufacturing innovation and design at the Industry 2.0 Manufacturing Innovation Conclave'12.
4	Job Profile and His Suitability	Mr. Chirag Parekh has joined the Company in 1993. The turnover and profits of the Company have been increasing consistently over the years. The growth in the Company's operations can, to a large extent, be attributable to the dynamism and relentless efforts of Mr. Chirag Parekh. Several new initiatives have been and are being taken to further the growth and the profitability of the Company. Taking into consideration his expertise, Mr. Chirag Parekh is best suited for the responsibilities currently assigned to him by the Board of Directors of the Company.
5	Remuneration/perquisites proposed	Salary in the range of: (w.e.f. November 1, 2021) Basic Salary - ₹168 Lakhs p.a. Other Allowances/perquisites - ₹168 Lakhs p.a.
6	Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	Taking into consideration the size of the Company, the profile of the appointee, his responsibilities, the industry benchmarks, the remuneration proposed to be paid is commensurate with the remuneration packages paid to similar senior level counterpart(s) in other companies in the industry.

**NOTICE** (Contd.)

No	Particulars	
7	Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any,	Besides the remuneration proposed to be paid to him, the Managing Director does not have any other pecuniary relationship with the Company or relationship with the managerial personnel. Mr. Chirag A. Parekh is the Promoter of the Company. Mr. Chirag A. Parekh, Chairman and Managing Director holds 86,33,480 equity shares of the share capital of the Company

**III. OTHER INFORMATION**

NO	PARTICULARS	
1	Reasons of loss or inadequate profits	The Company has consistent track record of profitability and there is no loss in the Company. However, the remuneration proposed to be paid to Mr. Chirag A. Parekh, Managing Director of the Company as per the limit prescribed under Section 197 read with Schedule V of Companies Act, 2013 is in excess of Net Profit computed under Section 198 and as prescribed in Part II of Schedule II of Schedule V of the Companies Act, 2013.
2	Steps taken or proposed to be taken for improvement.	It has been endeavor of the Company to penetrate into existing as well as new export markets. The Company is continuously increasing its production capacity and thereby increasing the volumes of its business with focus on quality of its products. The Company is also making every effort to reduce cost and increase the overall efficiency, which will result increase in overall profitability of the Company.
3	Expected increase in productivity and profits in measurable terms	The Company is expecting growth in the turnover and profit due to expansion of production capacities and expecting to do good Export turnover in future.

**IV. DISCLOSURES**

1. Remuneration package of the managerial person: Fully described in the explanatory statement as stated above.
2. Disclosures in the Board of Directors' report under the heading 'Corporate Governance' included in Annual Report 2020-21: The requisite details of remuneration etc. of Directors are included in the Corporate Governance Report, forming part of the Annual Report of FY 2020-21 of the Company

Except Mr. Chirag A. Parekh, none of the other Directors or key managerial personnel or their relatives are concerned or interested, directly or indirectly, financially or otherwise, in these resolutions except to the extent of their respective shareholding, if any, in the Company.

The Board recommends passing of the Special Resolution as set out in item nos. 7 of this Notice

**Item No.8**

As a part of the growth strategy and to augment the long-term resources of the Company for meeting funding

requirements of its business activities and general corporate and other purposes, the Board of Directors of the Company ("Board"), at its Meeting held on August 05, 2021, approved the issue of Equity Shares or other Eligible Securities as defined under Regulation 171(a) of SEBI ICDR Regulations, to Qualified Institutional Buyers as defined under the SEBI ICDR Regulations ("QIBs") for an amount upto ₹150 Crore (Rupees one hundred and fifty Crore only) for cash in one or more tranches, through a Qualified Institutional Placement ("QIP"), under the SEBI ICDR Regulations. The issue/allotment of Equity Shares or Eligible Securities may be consummated in one or more tranches at such time or times and at such price, whether at a discount or premium to market price and on such terms and conditions as the Board (hereinafter referred to as the "Board" which term shall deemed to include any Committee(s) constituted/to be constituted by the Board) may in its absolute discretion decide, taking into consideration prevailing market conditions and other relevant factors and wherever necessary in consultation with advisors, book running lead managers and such other authority or authorities as may be necessary and subject

## NOTICE (Contd.)

to, as applicable, the SEBI ICDR Regulations, and other applicable guidelines, notifications, rules and regulations, each as amended.

The proposed QIP may result in the issuance of Equity Shares or Eligible Securities to investors who may not be Members of the Company. Therefore, consent of the Members is being sought by passing a special resolution as set out in the Notice, pursuant to applicable provisions of the Companies Act, 2013, the SEBI Listing Regulations, the SEBI ICDR Regulations and any other law for the time being in force and being applicable.

Since, the pricing and other terms of the QIP cannot be decided, except at a later stage, an enabling resolution is being passed to give adequate flexibility and discretion to the Board to finalize the terms of the Equity Shares or Eligible Securities that may be issued to the QIBs in the QIP. The pricing shall be freely determined subject to such price not being less than the price calculated in accordance with Chapter VI of the SEBI ICDR Regulations.

The Board in accordance with applicable law and in consultation with book running lead managers, may offer a discount of not more than 5% or such percentage as permitted under applicable law on the floor price determined pursuant to the SEBI ICDR Regulations (i.e. not less than the average of the weekly high and low of the closing prices of the equity shares quoted on a stock exchange during the two weeks preceding the 'Relevant Date').

The 'Relevant Date', in case of allotment of Equity Shares will be the date when the Board decides to open the QIP for subscription and in case of allotment of eligible convertible securities, either the date of the Meeting in which the Board or decides to open the issue of such convertible securities or the date on which the holders of such convertible securities become entitled to apply for the Equity Shares.

The allotment of Equity Shares or other Eligible Securities shall be completed within 365 days from the date of resolution passed by the Members.

The Equity Shares shall rank pari passu in all respects, including in respect of entitlement to dividend with the existing equity shares, as may be provided under the terms of the QIP, and in accordance with the provisions of the placement document(s).

The Eligible Securities or Equity Shares shall not be eligible to be sold for a period of one year from the date of allotment, except on a recognised stock exchange, or except as may be permitted under the SEBI ICDR Regulations from time to time.

Pursuant to Sections 42, 62 and other applicable provisions of the Companies Act, 2013, Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable provisions, if any (including any amendments, statutory modification(s) and/ or re-enactment thereof for the time being in force), the SEBI ICDR Regulations and the SEBI Listing Regulations, approval of Members is required to be obtained by way of a special resolution.

Accordingly, the Board of Directors recommends passing of the special resolution set out in the Notice.

None of the promoters or Directors will participate either in the offer or separately in furtherance of the objects.

None of the Directors or key managerial personnel or their relatives are concerned or interested, directly or indirectly, financially or otherwise, in these resolutions except to the extent of their respective shareholding, if any, in the Company.

The Board recommends passing of the Special Resolution as set out in item nos. 8 of this Notice

**By order of the Board of Directors  
For Acrysil Limited**

**Neha Poddar**  
**Company Secretary and Compliance Officer**

**Place:** Mumbai  
**Date:** August 05, 2021

**Registered Office:**

B-307, Citi Point, J. B. Nagar, Andheri - Kurla Road,  
Andheri (East), Mumbai - 400 059.

Tel.: 022-4015 7817/18,

CIN: L26914MH1987PLC042283

Email: cs.al@acrysil.com

Website: www.acrysilcorporateinfo.com

## ANNEXURE TO THE NOTICE DATED AUGUST 5, 2021

Particulars /Name	Chirag A. Parekh
DIN	00298807
Date of Birth and Age	30-08-1969 51 years
Date of first Appointment on the Board	02-11-2002
Qualifications	B.B.A. European University, Switzerland
Experience (including expertise in specific functional areas)	Experience of more than 2 decades in Administration, Finance, Marketing & Personnel management.
Terms & Conditions of Re-appointment/ Appointment	As per the resolution at Item No.3 & 7 of the Notice convening the Annual General Meeting read with explanatory statement thereto.
Remuneration last drawn (FY 2020-21)	Rs.200 Lakhs
Remuneration proposed to be paid	As per Explanatory Statement
Shareholding in the Company as on March 31, 2021	86,33,480 equity shares of Rs.2/- each
Relationship with other Directors / Key Managerial Personnel	Not related to any Director / Key Managerial Personnel
Number of meetings of the Board attended during the financial year (2020-21)	7
Directorships of other Boards as on March 31, 2021	a) Acrysil Steel Limited; b) Acrycol Minerals Limited; c) Sternhagen Bath Private Limited; d) Acrysil Appliances Limited; e) CP Sports Ventures Private Limited; f) Huuves Design Private Limited g) Silver Spur Wellness Private Limited
Memberships / Chairmanships of Committees of other Boards as on March 31, 2021	NIL

By order of the Board of Directors  
For Acrysil Limited

**Neha Poddar**  
Company Secretary and Compliance Officer

Place: Mumbai  
Date: August 05, 2021

**Registered Office:**  
B-307, Citi Point, J. B. Nagar, Andheri - Kurla Road,  
Andheri (East), Mumbai - 400 059.  
Tel.: 022-4015 7817/18,  
CIN: L26914MH1987PLC042283  
Email: cs.al@acrysil.com  
Website: www.acrysilcorporateinfo.com