

**FORM NO. MGT-13**  
**REPORT OF SCRUTINIZER**

*[Pursuant to Section 109 of the Companies Act, 2013 and Rule 21 (2) of the Companies (Management and Administration) Rules, 2014]*

To,  
Mr. Chirag A. Parekh, Chairman and Managing Director,  
36<sup>th</sup> Annual General Meeting of the Equity Shareholders of Carysil Limited,  
Held on Thursday, 28<sup>th</sup> September, 2023 at 03.30 p.m. through  
Video Conferencing ('VC') / Other Audio Visual Means ('OAVM')

Dear Sir,

I, Mr. Punit Shah, Partner of M/s. P. P. Shah & Co., Practicing Company Secretaries was appointed as Scrutinizer for the 36<sup>th</sup> Annual General Meeting of the equity shareholders of Carysil Limited (Formerly known as 'Acrysil Limited') held on Thursday, 28<sup>th</sup> September, 2023 at 3.30 p.m. through Video Conferencing ('VC') / Other Audio Visual Means ('OAVM') for the purpose of scrutinizing the E-voting process ('remote e-voting') and Electronic Voting (e-voting) at the 36<sup>th</sup> Annual General Meeting in a fair and transparent manner and ascertaining the requisite majority on E-voting ('remote e-voting') and Electronic Voting (e-voting) carried out as per the provisions of the Companies Act, 2013 and Rule 20 and 21 of the Companies (Management and Administration) Rules, 2014 on the resolutions referred to in this report.

We submit our report as under:

1. The 36<sup>th</sup> AGM is held in compliance with the MCA Circular dated 28<sup>th</sup> December, 2022 read with circulars dated 8<sup>th</sup> April, 2020, 13<sup>th</sup> April, 2020 and 5<sup>th</sup> May, 2020 (collectively referred to as 'MCA Circulars') and SEBI circular dated 12<sup>th</sup> May, 2020 read with circular dated 5<sup>th</sup> January, 2023 (collectively referred to as 'SEBI Circulars') regarding holding of the AGM through Video Conferencing (VC) / Other Audio Visual Means (OAVM), without the physical presence of the Members at a common venue.
2. The Notice of the AGM alongwith the Annual Report 2022 – 23 has been sent to all the Members on 4<sup>th</sup> September, 2023 only through electronic mode to those Members whose email addresses are registered with the Company, RTA or CDSL / NSDL ('Depositories') as on August 25, 2023 to vote on the proposed 6 (Six) resolutions as mentioned in the Notice of the 36<sup>th</sup> Annual General Meeting of "Carysil Limited" [Item No. 1 (One) to 6 (Six) of the Notice of the 36<sup>th</sup> Annual General Meeting of Carysil Limited].
3. The Company had provided the e-voting facility both for e-voting prior to the AGM (remote e-voting) and voting at the AGM by electronic means (e-voting) and had engaged the services of NSDL for this purpose.
4. Voting rights were reckoned as on Thursday, 21<sup>st</sup> September, 2023, being the cut-off date for the purpose deciding the entitlements of members for remote e-voting and e-voting during the AGM.
5. The remote e-voting period remained open from Monday, 25<sup>th</sup> September, 2023 at 09.00 a.m. to Wednesday, 27<sup>th</sup> September, 2023 at 05.00 p.m.



6. At the 36<sup>th</sup> Annual General Meeting of the Company held on Thursday, 28<sup>th</sup> September, 2023, the facility to vote through electronic system had been provided to facilitate voting for those Members who were present at the Meeting through VC / OAVM but could not participate in the Remote e-Voting to record their votes on the resolutions to be passed.
7. After the closure of the e-voting at the Annual General Meeting, the votes cast through e-Voting at the AGM and through remote e-Voting prior to the date of the Annual General Meeting were unblocked on Thursday, 28<sup>th</sup> September, 2023.
8. Since the meeting was held through VC / OAVM, no poll papers were cast.
9. The consolidated results of the remote e-voting and e-voting during AGM through VC / OAVM are as under:

**ORDINARY BUSINESS:**

**a. RESOLUTION NO. 1**

Ordinary Resolution No. 1 –					Adoption of Audited Financial Statements (Standalone & Consolidated) for the year ended March 31, 2023 and reports of the Directors and Auditors thereon:				
	Assent	%	Dissent	%	Total	%	Invalid	%	Total Votes Cast
Total No. of Shares on voting	13814181	100.00	31	0.00	13814212	100.00	0	0.00	13814212
Total No. of Members	176	98.32	3	1.68	179	100.00	0	0.00	179



b. RESOLUTION NO. 2

Ordinary Resolution No. 2 – Declaration of Final Dividend of ₹2/- per equity share (Face value of ₹ 2/-) each for the financial year ended March 31, 2023									
	Assent	%	Dissent	%	Total	%	Invalid	%	Total Votes Cast
Total No. of Shares on voting	13814086	100.00	126	0.00	13814212	100.00	0	0.00	13814212
Total No. of Members	175	97.77	4	2.23	179	100.00	0	0.00	179

c. RESOLUTION NO. 3

Ordinary Resolution No. 3 – Re-appointment of Mr. Chirag Parekh (DIN: 00298807), Director who retires by rotation:									
	Assent	%	Dissent	%	Total	%	Invalid	%	Total Votes Cast
Total No. of Shares on voting	13751585	99.55	62627	0.45	13814212	100.00	0	0.00	13814212
Total No. of Members	170	94.97	9	5.03	179	100.00	0	0.00	179

d. RESOLUTION NO. 4

Ordinary Resolution No. 4 – Ratification of remuneration payable to Cost Auditors of the Company for the Financial Year 2022-23									
	Assent	%	Dissent	%	Total	%	Invalid	%	Total Votes Cast
Total No. of Shares on voting	13813317	99.99	855	0.01	13814172	100.00	0	0.00	13814172
Total No. of Members	172	96.63	6	3.37	178	100.00	0	0.00	178



**SPECIAL BUSINESS:**

**e. RESOLUTION NO. 5**

Special Resolution No. 5 – Appointment of Mr. Pradyumna Vyas (DIN: 02359563) as an Independent Director									
	Assent	%	Dissent	%	Total	%	Invalid	%	Total Votes Cast
Total No. of Shares on voting	13813232	99.99	980	0.01	13814212	100.00	0	0.00	13814212
Total No. of Members	174	97.21	5	2.79	179	100.00	0	0.00	179

**f. RESOLUTION NO. 6**

Special Resolution No. 6 – Continuation of payment of remuneration to Mr. Chirag Parekh, (DIN 00298807) Chairman & Managing Director (Promoter) in excess of threshold limits as per SEBI (LODR) (Amendment) Regulations, 2018									
	Assent	%	Dissent	%	Total	%	Invalid	%	Total Votes Cast
Total No. of Shares on voting	5109404	98.62	71328	1.38	5180732	100.00	0	0.00	5180732
Total No. of Members	157	88.70	20	11.30	177	100.00	0	0.00	177

10. Since the votes cast FOR the resolutions exceed the number of votes cast AGAINST the resolutions by requisite majority, all the resolutions as set out in item no. 1 to 6 of the Notice of the 36<sup>th</sup> Annual General Meeting have been passed with requisite majority.



**Pradip Shah**  
B. Com, LL B, FCS

**P. P. Shah & Co.**  
Company Secretaries

**Punit Shah**  
B.Com, ACS

11. The consolidated result of the votes cast (by remote e-voting and e-voting during AGM) is provided as Annexure - 1 to this report.

Thanking You,  
Yours Faithfully,

**For P. P. Shah & Co.**  
**Practicing Company Secretaries**

*Punit P. Shah*

**Punit Shah**  
**Partner**  
**UDIN: A020536E001129028**



**Place: Mumbai**  
**Date: 29<sup>th</sup> September, 2023**

Annexure – 1

Consolidated Result of Voting (by Remote E-voting and E-voting) for Resolution Nos. 1 to 6 of the Notice of the 36<sup>th</sup> Annual General Meeting of 'Carysil Limited' held on Thursday, 28<sup>th</sup> September, 2023 at 3.30 p.m. by VC / OAVM

Resolution # 1 – Ordinary Resolution	Remote E-voting			E-Voting			Total		
	No.	Shares	%	No.	Shares	%	No.	Shares	%
Total Valid Votes Cast	170	13813482	100.00	9	730	100.00	179	13814212	100.00
Voted In Favour Of Resolution	167	13813451	100.00	9	730	100.00	176	13814181	100
Voted against the resolution	3	31	0.00	0	0	0	3	31	0.00

Resolution # 2 – Ordinary Resolution	Remote E-voting			E-Voting			Total		
	No.	Shares	%	No.	Shares	%	No.	Shares	%
Total Valid Votes Cast	170	13813482	100.00	9	730	100.00	179	13814212	100.00
Voted In Favour Of Resolution	167	138113396	100.00	8	690	94.52	175	13814086	100.00
Voted against the resolution	3	86	0.00	1	40	5.48	4	126	0.00

Resolution # 3 – Ordinary Resolution	Remote E-voting			E-Voting			Total		
	No.	Shares	%	No.	Shares	%	No.	Shares	%
Total Valid Votes Cast	170	13813482	100.00	9	730	100.00	179	13814212	100.00
Voted In Favour Of Resolution	161	13750855	99.55	9	730	100.00	170	13751585	99.55
Voted against the resolution	9	62627	0.45	0	0	100.00	9	62627	0.45

Resolution # 4 – Ordinary Resolution	Remote E-voting			E-Voting			Total		
	No.	Shares	%	No.	Shares	%	No.	Shares	%
Total Valid Votes Cast	170	13813482	100.00	8	690	100.00	178	13814172	100.00
Voted In Favour Of Resolution	164	13812627	99.99	8	690	100.00	172	13813317	99.99
Voted against the resolution	6	855	0.01	0	0	100.00	6	855	0.01



Resolution # 5 – Special Resolution	Remote E-voting			E-Voting			Total		
	No.	Shares	%	No.	Shares	%	No.	Shares	%
Total Valid Votes Cast	170	13813482	100.00	9	730	100.00	179	13814212	100.00
Voted In Favour Of Resolution	165	13812502	99.99	9	730	100.00	174	13813232	99.99
Voted against the resolution	5	980	0.01	0	0	0.00	5	980	0.01

Resolution # 6 – Special Resolution	Remote E-voting			E-Voting			Total		
	No.	Shares	%	No.	Shares	%	No.	Shares	%
Total Valid Votes Cast	168	5180002	100.00	9	730	100.00	177	5180732	100.00
Voted In Favour Of Resolution	148	5108674	98.62	0	730	100.00	157	5109404	98.62
Voted against the resolution	20	71328	1.38	9	0	0.00	20	71328	1.38

