

ACRYSIL LIMITED
CIN: L26914MH1987PLC042283
Registered office:
704, Centre Point, J.B. Nagar, Andheri – Kurla Road,
Andheri (East), Mumbai – 400 059
Tel.: 022-6671 1101 / 05, Fax: 022- 6671 1109,
Website: www.carysil.com, www.acrysilcorporateinfo.com
Email ID: cs.al@acrysil.com

Notice is hereby given that an Extra Ordinary General Meeting of the members of **ACRYSIL LIMITED** ("the Company") shall be held at Indian Merchant Chambers, IMC Road, Churchgate, Mumbai, on Friday, August 14, 2015, at 11.00 a.m. to transact with or without modification(s) the following special business:

SPECIAL BUSINESS:

- (i) **To approve issue of 5,30,976 equity shares of the Company on preferential basis in terms of ICDR Regulations to certain persons / entities not forming part of Promoter and Promoter Group ("PPG")**

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

"**RESOLVED THAT** pursuant to the provisions of Section 62(1)(c) read with Section 42, 23 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 thereof for the time being in force) (the "**Act**") and in accordance with the provisions of the Memorandum and Articles of Association of the Company, the listing agreements entered into by the Company with the stock exchanges, where the shares of the Company are listed, provisions of Chapter VII – "Preferential Issue" and other applicable provisions, if any, of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as may be modified or re-enacted from time to time (hereinafter referred to as the "**ICDR Regulations**"), the applicable rules, notifications, guidelines issued by various authorities including but not limited to, the Government of India, the Securities and Exchange Board of India ("**SEBI**"), the Reserve Bank of India ("**RBI**") and other competent authorities and subject to the approvals, permissions, sanctions and consents as may be necessary from any regulatory and other appropriate authorities (including but not limited to, the SEBI, RBI, the Government of India, etc.), and all such other approvals (including approvals of the existing lenders of the Company, if required), and subject to such conditions and modifications as may be prescribed by any of them while granting such approvals, permissions, sanctions and consents, which may be agreed to by the Board of Directors (hereinafter referred to as the "**Board**"), which term shall be deemed to include any committee which the Board has constituted or may constitute to exercise its powers, including the powers conferred by this resolution), the consent of the Company be and is hereby accorded to the Board to create, offer, issue and allot 5,30,976 (Five Lacs Thirty Thousands Nine Hundred Seventy Six) fully paid-up equity shares of the Company, having face value of Rs.10/- (Rupees Ten Only) each, at a price of Rs.572/- (Rupees Five Hundred Seventy Two Only) per equity share or the minimum price determined as on the Relevant Date in accordance with Regulation 76(1) of the ICDR Regulations and applicable law, whichever is higher, to certain persons / entities as mentioned in the explanatory statement (hereinafter referred to as the "**Investors**" or the "**Proposed Allottees**") whether they are Shareholders of the Company or not, by way of a preferential allotment and in such manner and on such other terms and conditions, as the Board may, in its absolute discretion, think fit."

"**RESOLVED FURTHER THAT** in accordance with Regulation 71(a) of the ICDR Regulations, the "Relevant Date", for determining the minimum price of the equity shares being allotted to the Proposed Allottees, on a preferential basis, is July 15, 2015 being the date which is 30 (Thirty) days prior to the date of this general meeting."

"**RESOLVED FURTHER THAT** the equity shares to be allotted in terms of this resolution shall be made fully paid up at the time of allotment and shall rank *pari passu* with the existing equity shares of the Company in all respects and the same shall be subject to lock-in for such period that may be prescribed under Regulation 78 of the ICDR Regulations."

"**RESOLVED FURTHER THAT** for the purpose of giving effect to the aforesaid resolution, the Board / Allotment Committee of the Board be and is hereby authorised on behalf of the Company to take all actions and to do all such acts, deeds, matters and things (including sub-delegating its powers to authorised representatives) as it may, in its absolute discretion, deem necessary, proper or desirable for such purpose, including deciding / revising the dates of allotment, deciding and / or finalizing other terms of issue and allotment in consonance with the ICDR Regulations, listing of the equity shares to be issued and allotted, and to modify, accept and give effect to any modifications to the terms and conditions of the issue as may be required by the statutory, regulatory and other appropriate authorities including but not limited to SEBI, the RBI, the Government of India, etc. and such other approvals (including approvals of the existing lenders of the Company) and as may be agreed by the Board, and to settle all questions, difficulties or doubts that may arise in the proposed issue, pricing of the issue, allotment and listing of the equity shares, including utilisation of the issue proceeds and to execute all such deeds, documents, writings, agreements, applications, forms in connection with the proposed issue as the Board may in its absolute discretion deem necessary or desirable without being required to seek any further consent or approval of the Shareholders or otherwise with the intent that the Shareholders 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 all or any of the powers conferred by this resolution on it, to any Committee of Directors, any other Director(s) or officer(s) of the Company to give effect to the aforesaid resolution."

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

Ahmedabad
July 14, 2015

Damodar H. Sejpal
COMPANY SECRETARY

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

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE EXTRA-ORDINARY GENERAL MEETING (THE "MEETING") IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF / HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING THE PROXY, IN ORDER TO BE EFFECTIVE, MUST BE DEPOSITED AT THE COMPANY'S REGISTERED OFFICE, DULY COMPLETED AND SIGNED, NOT LESS THAN 48 (FORTY-EIGHT) HOURS BEFORE THE MEETING.

A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.
2. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, members would be entitled to inspect the proxies lodged, at any time during the business hours of the Company, provided not less than 3 days' written notice is given to the Company.
3. The Explanatory Statement pursuant to section 102 of the Act in respect of the business under Item No. 1 of the Notice is annexed hereto.
4. Pursuant to Section 103 of the Act, at least 30 members should be personally present to form quorum for a meeting of the Company.
5. Corporate members intending to send their Authorised Representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
6. A member registered under Section 8 of the Act shall not be entitled to appoint any other person as his / her proxy unless such other person is also a member of the Company.
7. Members are requested to bring their Attendance Slip along with their copy of Notice of EGM to the Meeting.
8. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
9. Relevant documents referred to in the accompanying Notice and the Statements are open for inspection by the members at the Registered Office of the Company on all working days, except Saturdays, Sundays and public holidays, during business hours(09.30 a.m. to 06.30 p.m.) up to the date of the meeting.
10. Members holding shares in electronic form may note that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend. The Company or Bigshare Services Private Limited, Registrars and Transfer Agents (RTA), cannot act on any request received directly from the members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant ("DP") by the members.
11. Members holding shares in electronic form are requested to intimate immediately any change in their address or bank mandates to their DP with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to advise any change in their address or bank mandates immediately to the Company/RTA.
12. The Securities and Exchange Board of India ("SEBI") has mandated the submission of Permanent Account Number ("PAN") by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their DPs with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company/RTA.
13. Pursuant to Section 72 of the Act, members holding shares in physical form may file nomination in the prescribed Form SH-13 and for cancellation / variation in nomination in the prescribed Form SH-14 with the Company's RTA. In respect of shares held in electronic/demat form, the nomination form may be filed with the respective DP.
14. Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to RTA, for consolidation into a single folio. The share certificates will be returned to the members after making requisite changes thereon.
15. Non-Resident Indian members are requested to inform the RTA, immediately of:
 - (a) Change in their residential status on return to India for permanent settlement.
 - (b) Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.
16. To support the 'green initiative' members who have not registered their e-mail addresses so far are requested to register their e-mail address with the RTA /depositories for receiving all communication including annual report, notices, circulars, etc. from the company electronically.
17. Members desirous of obtaining any information concerning accounts and operations of the Company are requested to address their questions in writing to the Company at least 7 days before the date of the EGM so that the information required may be made available at the EGM.
18. The Company has connectivity from the CDSL & NSDL and Equity Shares of the Company may also be held in the electronic form with any DP with whom the members/investors are having their depository account. The ISIN No. for the Equity Shares of the Company is INE482D01016. In case of any query/difficulty in any matter relating thereto may be addressed to the RTA.
19. Trading in the shares of the Company is compulsorily in dematerialized form for all investors. Dematerialization would facilitate paperless trading through state-of-the-art technology, quick transfer of corporate benefits to members and avoid inherent problems of bad deliveries, loss in postal transit, theft and mutilation of share certificate and will not attract any stamp duty. Hence, we request all those members who have still not dematerialised their shares to get their shares dematerialized at the earliest.
20. The Notice of the EGM is being sent by electronic mode to those members whose e-mail addresses are registered with the Company/Depositories, unless any member has requested for a physical copy of the same. For members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode.
21. In terms of Section 108 of the Companies Act, 2013 (the Act) read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, ("the Rules") and clause 35B of the Listing Agreement, the Company is pleased to provide members the facility to exercise their right to vote through e-voting in respect of the special resolution proposed to be passed at the extra-ordinary general meeting by using the electronic voting facility provided by CDSL, on all resolutions set forth in this Notice.

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on Monday, August 10, 2015 at 9.00 A.M. (IST) and ends on Thursday, August 13, 2015 at 5:00 P.M. (IST). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Friday, July 10, 2015, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.

- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN Field. The Sequence Number is printed on along with address of shareholder/notice. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. <ul style="list-style-type: none"> Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant ACRYLIL LIMITED on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Note for Non – Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to HYPERLINK "http://www.evotingindia.com" www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to HYPERLINK "mailto:helpdesk.evoting@cdslindia.com" 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 should be mailed to 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.
- (xix) We have appointed Mr. Pradip C. Shah, Partner of P. P. Shah & Co., Practicing Company Secretary, Mumbai as the scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- (xx) The Scrutinizer shall, after the conclusion of the EGM, first count the votes cast at the meeting and thereafter unlock the votes cast through e-voting in the presence of at least two (2) witnesses not in the employment of the Company. The Scrutinizer shall, within a period of not later than three (3) days from the conclusion of the EGM, prepare a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, and submit it to the Chairman or any person authorized by him in writing, who shall countersign the same and declare the results of the voting.
- (xxi) The Results so declared, along with the Scrutinizer's Report, shall be placed on the Company's website viz. www.acrysilcorporateinfo.com and on the website of CDSL. The results shall also be forwarded to stock exchange.
- (xxii) Voting rights of the members shall be in proportion to their respective shareholding as on the cut-off date i.e. July 10, 2015.
- (xxiii) The facility for voting through polling paper shall be made available at the EGM and members attending the meeting who have not cast their vote by e-voting shall be able to exercise their right to vote at the meeting through polling paper.
- (xxiv) The members who have cast their vote by e-voting prior to the EGM may also attend the EGM but shall not be entitled to cast their vote again.
- (xxv) A person whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of e-voting as well as voting at the EGM through ballot paper.
- (xxvi) To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.
- (xxvii) Members may also note that the Notice of the EGM will be available on the Company's website viz. www.acrysilcorporateinfo.com Physical copies of the aforesaid documents will be available at the registered office for inspection during business hours on working days.

In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com

By order of the Board of Directors
For ACRYLIL LIMITED

Ahmedabad
July 14, 2015

Damodar H. Sejpal
COMPANY SECRETARY

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EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Agenda Item No. 1

To approve issue of 5,30,976 equity shares of the Company on preferential basis in terms of ICDR Regulations to certain persons / entities not forming part of PPG.

Certain persons / entities as detailed hereinafter (hereinafter collectively referred to as the "Investors" or "Proposed Allottees") intend to support the Company, are desirous of infusing funds in form of equity share capital and which is proposed to be *inter alia* used for brand building programme for domestic market, capital expenditure of the Company and its subsidiaries, joint ventures and affiliates, including investment in subsidiaries, joint ventures and affiliates, repayment of debt, exploring acquisition opportunities, working capital requirement of the existing businesses, general corporate purposes and such other purposes as may be determined from time to time.

In terms of Section 62(1)(c) read with Section 23, 42 of the Companies Act, 2013 and Rules made there under (the "Act"), a company can undertake preferential allotment / private placement only after obtaining prior approval of the shareholders by way of special resolution in terms of Section 23, 42 and 62(1)(c) of the Act read with provisions of Chapter VII – "Preferential Issue" of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (the "ICDR Regulations"), as amended, and on the terms and conditions and formalities as stipulated in the Act and the ICDR Regulations.

Accordingly, the Company proposes to issue and allot 5,30,976 (Five Lacs Thirty Thousands Nine Hundred Seventy Six) fully paid up equity shares of Rs.10/- (Rupees Ten Only) each of the Company, at a price of Rs.572/- (Rupees Five Hundred Seventy Two Only) per equity share or the minimum price determined as on Relevant Date in accordance with Regulation 76(1) of the ICDR Regulations and applicable law, whichever is higher, to the Proposed Allottees as mentioned below. The following details of the proposed preferential issue of the equity shares are disclosed in accordance with the provisions of the Act and the ICDR Regulations, as amended from time to time:

- (i) **The object / purpose of the preferential issue:**
The object of the issue is for one or more of following objects a) brand building programme for domestic market, b) capital expenditure of the Company and its subsidiaries, joint ventures and affiliates, including investment in subsidiaries, joint ventures and affiliates, c) repayment of debt, d) exploring acquisition opportunities, e) working capital requirement of the existing businesses, f) general corporate purposes and g) such other purposes as may be determined from time to time.
- (ii) **The total number of shares or other securities to be issued:**
The Board intends to offer, issue and allot 5,30,976 (Five Lacs Thirty Thousands Nine Hundred Seventy Six) fully paid-up equity shares of the Company, having face value of Rs.10/- (Rupees Ten Only) each, at a price of Rs.572/- (Rupees Five Hundred Seventy Two Only) per equity share or the minimum price determined as on Relevant Date in accordance with Regulation 76(1) of the ICDR Regulations and applicable law, whichever is higher.
- (iii) **The price or price band at / within which the allotment is proposed:**
The issue price is Rs.572/- (Rupees Five Hundred Seventy Two Only) per equity share which is not less than minimum price determined as on Relevant Date in accordance with Regulation 76(1) of the ICDR Regulations and applicable law, whichever is higher.
- (iv) **Basis on which the price has been arrived at along with report of the registered valuer:**
This is not applicable in the present case since the Company is a listed company and the pricing is in terms of the ICDR Regulations.
- (v) **Relevant date with reference to which the price has been arrived at:**
The "Relevant Date" in terms of Regulation 71(a) of the ICDR Regulations for determination of minimum price is July 15,2015 being a date which is 30 (Thirty) days prior to the date of Extra-Ordinary General Meeting i.e. August 14, 2015.
- (vi) **The class or classes of persons to whom the allotment is proposed to be made:**
The allotment is proposed to be made to the Proposed Allottees as mentioned at point no.(ix) below.
- (vii) **The intention / proposal of the Promoters, Directors and Key Managerial Personnel of the Company to subscribe to the proposed preferential offer:**
None of the current Promoters, Directors or Key Managerial Personnel of the Company intends to subscribe to the proposed preferential offer.
- (viii) **Proposed time within which the allotment shall be completed:**
The Company will issue and allot equity shares to Proposed Allottees within the time limit specified under the ICDR Regulations or any longer time limit as may be permitted under the ICDR Regulations.
- (ix) **The identity of the Proposed Allottees, maximum number of equity shares proposed to be issued and the percentage of post issue capital that may be held by the Proposed Allottees:**

Details of the Proposed Allottees:

Sr. No.	Proposed Allottees	Natural person who ultimately controls the Proposed Allottees	Category	No of equity shares to be allotted	Pre-Issue shareholding		Post-Issue shareholding	
					No. of shares	%	No. of shares	%
1	Mr. Varun Daga PAN:AHNPD2386C	Not Applicable	Individual	88,496	52,967	1.14	1,41,463	2.73
2	Mr. Ashish Kacholia PAN: AADPK0757F	Not Applicable	Individual	2,21,240	Nil	Nil	2,21,240	4.26
3	Bengal Finance and Investment Pvt. Ltd. <i>(a Company incorporated and registered under the Companies Act, 1956 and having registered office at Unit No 10, Bldg No 2 Bmittal IDL Estate, Andheri Kurla Road Sakinaka, Andheri East Mumbai - J400059)</i> CIN: U65923MH1997PTC106632 PAN: AABC7275Q	Mr. Narendra Kumar Agarwal, Mr. Manoj Kumar Agarwal, Mr. Suresh Kumar Agarwal, Mr. Omprakash Agarwal and Mr. Shyam Sunder Agarwal	Bodies Corporate	2,21,240	Nil	Nil	2,21,240	4.26

(x) The change in control, if any, in the Company that would occur consequent to the preferential offer:

The existing Promoters of the Company will continue to be in control of the Company and there will not be any change in the management or control of the Company as a result of the proposed preferential allotment.

(xi) Number of persons to whom allotment on preferential basis has been made during the year in terms of number of securities as well as price:

No preferential allotments have been made from April 01, 2015 to until date.

(xii) The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:

This is not applicable in the present case as the Company is a listed company, and, the pricing is in terms of ICDR Regulations. Further, the proposed allotment is for cash consideration only.

(xiii) The pre issue and post issue shareholding pattern of the Company:

The pre issue and post issue shareholding pattern of the Company after considering the preferential issue to be made to Proposed Allottees is provided hereunder:

Sl. No.	Category of Shareholder	Pre-Preferential Issue Shareholding (as on 10.07.2015)		Post-Preferential Issue Shareholding (Proposed) (After allotment of equity shares)	
		No. of Shares held	% of Shareholding	No. of Shares held	% of Shareholding
A	Shareholding of Promoter and Promoter Group				
1	Indian	2201350	47.2596	2201350	42.4236
2	Foreign	0	0.00	0	0.00
	Total shareholding of Promoter and Promoter Group (A)	2201350	47.2596	2201350	42.4236
B	Public Shareholding				
1	Institutions				
(a)	Mutual Funds	0	0.0000	0	0.00
(b)	Insurance Companies	0	0.0000	0	0.00
(c)	Financial Institutions/ Banks	150	0.0032	150	0.0029
(d)	Venture Capital Funds	0	0.0000	0	0.00
(e)	Foreign Portfolio Investors/FII's	0	0.0000	0	0.00
	Sub-Total (B)(1)	150	0.0032	150	0.0029
2	Non-Institutions				
(a)	Bodies Corporate	176499	3.7892	397739	7.6651
(b)	Individuals	1504365	32.2964	1814101	34.9607
(c)	NRI	315805	6.7798	315805	6.0861
(d)	Qualified Foreign Investor	0	0.0000	0	0.00
(e)	Others	459831	9.8719	459831	0.00
	Sub-Total (B)(2)	2456500	52.7372	2987476	57.5735
	Total Public Shareholding (B) = (B)(1) + (B)(2)	2456650	52.7404	2987626	57.5764
C	Shares held by Custodians and against which Depository Receipts have been issued				
(a)	Promoter and Promoter Group	0	0.00	0	0.00
(b)	Public	0	0.00	0	0.00
	Sub Total (C)	0	0.00	0	0.00
	Grand Total (A+B+C)	4658000	100.0000	5188976	100.0000

The Company will ensure compliance with all applicable laws and regulations including the ICDR Regulations at the time of allotment of the equity shares.

(xiv) Undertaking to recompute price:

The same is not applicable in the present case.

(xv) Undertaking to put under lock-in till the recomputed price is paid:

The same is not applicable in the present case.

(xvi) Certificate from Statutory Auditors:

A copy of the certificate from Statutory Auditors certifying that the issue is being made in accordance with the requirements of ICDR Regulations shall be made available for inspection at the registered office of the Company on or after (date of BM) between 10.30 a.m. and 5.00 p.m. on all working days (except Saturdays, Sundays and Holidays) up to the date of Extra-ordinary General Meeting.

(xvii) Lock-in Period:

The securities allotted to Proposed Allottees shall be locked in as per Regulation 78 and other applicable provisions of ICDR Regulations. The consent of the Shareholders is sought for the issue of equity shares in terms of Section 62(1)(c) and other applicable provisions, if any, of the Act and in terms of the provisions of the ICDR Regulations and the listing agreements entered into by the Company with the stock exchanges, where the Company's equity shares are listed. The copy of the subscription agreement and the shareholders' agreement are available for inspection at the registered office of the Company between 10.30 a.m. to 5.00 p.m. on all working days (except Saturdays, Sundays and Holidays) up to the date of Extra-ordinary General Meeting.

None of the Directors and Key Managerial Personnel of the Company and their relatives has any concern or interest, financial or otherwise, in the proposed resolution. Further, the Promoters or Directors or Key Managerial Personnel of the Company do not have any shareholding interest in the Proposed Allottees. In light of the above, you are requested to accord your approval to the Special Resolution as set out at Agenda Item No.1 of the accompanying Notice.

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

Ahmedabad
July 14, 2015

Damodar H. Sejpal
COMPANY SECRETARY

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

ACRYSIL LIMITED
(CIN: L26914MH1987PLC042283)

Registered office:
704, Centre Point, J.B. Nagar, Andheri – Kurla Road, Andheri (East), Mumbai – 400 059
Tel.: 022-6671 1101 / 05, Fax: 022- 6671 1109,
Website: www.acrysil.com, www.acrysilcorporateinfo.com
Email ID: cs.al@acrysil.com

ATTENDANCE SLIP

Extra-Ordinary General Meeting August 14, 2015 at 11.00 a.m.

Folio No. / DP/ID NO _____
No. of Shares held _____
Name of the Member _____

I certify that I am a registered shareholder / proxy of registered shareholder of the Company. I hereby record my presence at the Extra-Ordinary General Meeting of the Company at Indian Merchant chambers, IMC Road, Churchgate, Mumbai on Friday, August 14, 2015 at 11.00 A.M.

Proxy's Name in Block Letters

Member's/Proxy's Signature

NOTE:

1. Shareholder / Proxy holders are requested to bring this Attendance Slip to the Meeting and hand over the same at the entrance duly signed.
2. If signed by Proxy, his name Member's / Proxy's Signature should be written here in BLOCK letters

ACRYSIL LIMITED
(CIN: L26914MH1987PLC042283)
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Email ID: cs.al@acrysil.com

PROXY FORM

(Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014)

Name of member(s):			
Registered address:			
Email id:			
Folio No./ Client id:		DP ID:	

I/We being a member(s) of _____ shares of the above named company, hereby appoint:

1	Name			
	Address			
	Email id:		Signature	

Or failing him:

2	Name			
	Address			
	Email id:		Signature	

Or failing him:

3	Name			
	Address			
	Email id:		Signature	

As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra-Ordinary General Meeting of the Company to be held on the Friday, August 14, 2015 at 11.00 a.m. at Indian Merchant chambers, IMC Road, Churchgate, Mumbai and at any adjournment thereof in respect of the such resolutions as are indicated below:

No.	SPECIAL RESOLUTION	OPTIONAL	
		For	Against
1.	Approval of issue of 5,30,976 Equity Shares of the Company on Preferential Basis in terms of ICDR Regulations to certain persons / entities not forming part of Promoter and Promoter group		

Signed this _____ day of _____ 2015

Signature of member (s) _____

Signature of proxy holder(s) _____

Please affix
Rs.1/-
Revenue
Stamp

Note:

1. The Proxy form, in order to be effective, should be completed, duly signed and stamped and must be deposited at the Registered Office of the Company not less than 48 hours before the time for commencement of the aforesaid meeting.
2. A Proxy need not be a member of the Company.
3. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights.

This is only optional. Please indicate your option by putting an 'X' in the appropriate column against the resolutions indicated. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate