



ACRYSIL LIMITED

CIN: L26914MH1987PLC042283

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

Tel.: 022-4015 7817, Fax: 022-2825 8052

Website: www.acrysilcorporateinfo.com, Email ID: cs.al@acrysil.com

NOTICE OF THE EXTRA ORDINARY GENERAL MEETING

Notice is hereby given that the Extra-Ordinary General Meeting of the Members of Acrysil Limited will be held on Friday, December 21, 2018 at 01.00 P.M. at Indian Merchant Chambers, IMC Road, Churchgate, Mumbai – 400020 to transact the following business:

SPECIAL BUSINESS:

1. SUB -DIVISION OF FACE VALUE OF EQUITY SHARES OF THE COMPANY:

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

“**RESOLVED THAT** pursuant to the provisions of Section 61(d) and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof, for the time being in force), and the provisions of the Memorandum of Association and Articles of Association of the Company and subject to such approvals, consents, permissions and sanctions as may be necessary from the concerned authorities or bodies, each of the Equity Shares of the Company having a face value of Rs 10/- each in the Authorized and paid-up Share Capital of the Company be sub-divided into 5 (Five) Equity Shares having a face value of Rs. 2/- (Rupee Two only) each on such date as may be fixed by the Board of Directors (hereinafter called 'the Board', which term shall be deemed to include any other Committee of the Board, which the Board may have constituted or hereinafter constitute for the time being, to exercise its powers including the powers conferred on the Board of Directors by this resolution, or any person(s) authorized by the Board or its Committee for such purposes) for this purposes ('Record Date').

RESOLVED FURTHER THAT upon the sub-division of the Equity Shares as aforesaid, the existing Share Certificate(s) in relation to the existing Equity Shares of the face value of Rs. 10/- each held in physical form shall be deemed to have been automatically cancelled and be of no effect on and from the Record Date and the Company may without requiring the surrender of the existing Share Certificate(s) directly issue and dispatch the new Share Certificate(s) of the Company, in lieu of such existing issued Share Certificate(s) and in the case of the Equity Shares held in the dematerialized form, the number of sub-divided Equity Shares be credited to the respective beneficiary accounts of the Shareholders with the Depository Participants, in lieu of the existing credits representing the Equity Shares of the Company before sub-division.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and steps as may be necessary for obtaining such approvals in relation to the above and to execute all such documents, instruments and writings as may be required in this connection and to delegate all or any of the powers herein vested in the Board to any Committee thereof to give effect to the aforesaid resolution.”

2. ALTERATION OF THE CAPITAL CLAUSE IN THE MEMORANDUM OF ASSOCIATION:

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

“**RESOLVED THAT** pursuant to the provisions of Sections 13 and 61(d) and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Clause V of the Memorandum of Association be and is hereby amended and substituted by the following:

- V. The Authorized Share Capital of the Company is Rs. 8,00,00,000/- (Rupees Eight Crores Only) divided into 4,00,00,000 (Four Crore) Equity Shares of Rs. 2/- (Rupees Two Only) each, with the power to the Board to increase or reduce the capital of the Company and/or the nominal value of the shares and to divide the shares in the capital for the time being into several classes and to attach thereto respectively such preferential, deferred, qualified or special rights, privileges or conditions with or without voting rights, as may be determined by or in accordance with the Articles of Association of the Company or as may be decided by the Board of Directors or the Company in General Meeting, as applicable, in conformity with the provisions of the Act and to vary, modify, amalgamate or abrogate any such rights, privileges or conditions and to consolidate or sub-divide the shares and to issue shares of higher or lower denominations in such manner as may for the time being be provided by the Articles of Association of the Company.”

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board (which expression shall also include a Committee thereof), be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary for obtaining such approvals in relation to the above and to execute all such documents, instruments and writings as may be required in this connection and to delegate all or any of its powers herein conferred to its Directors, Company Secretary or any other officer(s).”

By order of the Board of Directors
For Acrysil Limited

Date: November 16, 2018
Place: Mumbai

Damodar Sejpal
Company Secretary

NOTES:

1. A Statement pursuant to Section 102(1) of the Companies Act, 2013 ('Act') relating to the Special Business to be transacted at the Extra-Ordinary General Meeting ('EGM') is annexed hereto and forms part of the Notice.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE EGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES IN ORDER TO BE

EFFECTIVE MUST BE RECEIVED AT THE REGISTERED OFFICE OF THE COMPANY AT ANY TIME BUT NOT LESS THAN 48 HOURS BEFORE THE TIME OF THE EGM. A FORMAT OF PROXY FORM IS ENCLOSED. PROXIES SUBMITTED ON BEHALF OF COMPANIES, SOCIETIES, ETC. TO ATTEND AND VOTE AT THE EGM ON THEIR BEHALF MUST BE SUPPORTED BY CERTIFIED COPY OF THE BOARD RESOLUTION/AUTHORITY LETTER, AS APPLICABLE.

3. A person can act as a proxy on behalf of members not exceeding 50 (fifty) in number and holding in 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.
4. Corporate members intending to send their authorised representatives to attend the EGM are requested to send to the Company a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the EGM.
5. A member registered under Section 8 of the Companies Act, 2013 shall not be entitled to appoint any other person as his / her proxy unless such other person is also a member of the Company.
6. Members are requested to bring their attendance slip to the EGM Venue.
7. Attendance Slip, Proxy Form along-with the route map showing directions to reach the venue of the EGM are enclosed herewith.
8. Members are informed that in case of joint holders attending the EGM, only such joint holder who is higher in the order of names as per the Register of Members of the Company will be entitled to vote.
9. Notice of EGM of the Company, Attendance Slip, Proxy Form, Route Map along-with other relevant documents are open for inspection by the members at the Registered Office and copies thereof are open for inspection at Registered Office of the Company during working hours between 9.30 A.M. and 5.00 P.M. on all working days up to the date of the EGM. The Registered Office of the Company is situated at B-307, Citi Point, J. B. Nagar, Andheri – Kurla Road, Andheri (East), Mumbai – 400 059 Ph: +91 22 4015 7817 / 7818 / 7819. The aforesaid documents are also available on the Company's website i.e. www.acrysilcorporateinfo.com for their download.
10. Members are requested to notify any change of their address to the Company's Registrar and Share Transfer Agent, M/s. Bigshare Services Pvt. Ltd., 1 floor, Bharat Tin Works Building, Opp. Vasant Oasis Apartments, Marol - Maroshi Road, Andheri (East), Mumbai – 400 059 Ph: +91-22-6263 8200 Fax: +91-22-2847 5207, E-mail: investor@bigshareonline.com
11. Members are requested to notify to the Company/Registrar and Share Transfer Agent of their email address and any change in the correspondence address.
12. The members holding shares in physical form are further requested to convert their shareholding from Physical form to Demat form with a Depository Participant of their choice. Holding share in demat form has following advantages:
 - i. Freedom from physical storage.
 - ii. Elimination of chances of theft, mutilation, defacement.
 - iii. Easy to sell and realize sale proceeds and/or dividend in the bank account linked with the Depository.
 - iv. Contribution to the 'Green Initiative'
13. 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 the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company /Registrar and Share Transfer Agent.
14. The Notice of the EGM is being sent by electronic mode to those members whose e-mail addresses are registered with Company / Depository, 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 under the Companies Act, 2013.
15. Warrants which are not converted in equity shares yet, in the exercise of each Warrant and the price payable for such Equity Shares, shall be proportionately adjusted.

16. Voting through electronic means

In compliance with provisions of Section 108 of the Act and Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended from time to time), Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard - 2 on General Meetings issued by the Institute of Company Secretaries of India (ICSI), the Company is pleased to provide its members the facility to exercise their right to vote at the EGM by electronic means from a place other than the venue of the EGM ('remote e-voting').

For this purpose, the Company has availed the e-Voting Services provided by Central Depository Services (India) Limited ('CDSL'). The complete details of instructions for e-voting are as provided below:

The facility for voting through ballot paper shall also be available at the EGM and the members attending the EGM who have not cast their vote through remote e-voting shall be able to cast their vote at the EGM. Members who would have already cast their vote through remote e-voting shall be entitled to attend the EGM but shall not have the right to vote again at EGM.

The instructions for shareholders voting electronically are as under:

- (I) The voting period begins on December 18, 2018 at 09:00 A.M. and ends on December 20, 2018 at 05:00 P.M. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. December 14, 2018 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
- For CDSL: 16 digits beneficiary ID,
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - 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 sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN field.
Dividend Bank Details OR 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"> 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 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 <ACRYSIL 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 a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xvii) 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.
- (xviii) Shareholders can also use Mobile app - "m - Voting" for e voting. m - Voting app is available on Apple , Android and Windows based Mobile. Shareholders may log in to m - Voting using their e voting credentials to vote for the company resolution(s).
- (xix) **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 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 helpdesk.evoting@cdslindia.com.
 - After receiving the login details, 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 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.
- (xx) 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.
17. The Company 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.

18. 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.
19. 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.
20. Voting rights of the members shall be in proportion to their respective shareholding as on the cut-off date i.e. December 14, 2018.
21. 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.

The members who have cast their vote by e-voting prior to the EGM may also attend the AGM but shall not be entitled to cast their vote again.

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. 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.

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.

Route Map showing directions to reach to the venue of the EGM is given at the end of this Notice as per the requirement of the Secretarial Standards 2 on General Meetings.

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

Date: November 16, 2018
Place: Mumbai

**Damodar Sejpal
Company Secretary**

ANNEXURE TO NOTICE

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

The following explanatory statements sets out all material facts relating to the business mentioned in the accompanying notice for Item No. 1 and 2 dated November 16, 2018 and shall be taken as forming part of the notice.

Item No. 1: Sub-Division of face value of Equity Shares of the Company:

In order to improve the liquidity of the Company's shares and also increase the shareholders base on the stock market to make them more affordable for the small retail investors, it is proposed to sub-divide equity shares of the Company of face value of Rs. 10/- each into equity shares of face value of Rs. 2/- each.

The Board of Directors recommends passing as an Ordinary Resolution set out in Item No. 1 of this Notice, for approval of the Members.

A copy of the Memorandum of Association along with proposed amendments will be open for inspection by the Members at the Registered Office of the Company during business hours on all working days up to the date of this meeting.

None of the Directors / Key Managerial Personnel / their relatives of the Company are concerned or interested in the resolution, except to the extent of their respective shareholding, if any, in the Company.

Item No. 2: Alteration of the Capital Clause in the Memorandum of Association:

The proposed split of the face value of the Equity Shares of the Company of Rs. 10/- each into denomination of Rs. 2/- each fully paid-up requires amendment to the Memorandum of Association of the Company. Accordingly Clause V of the Memorandum of Association is proposed to be amended as set out in Item No. 2 for reflecting the corresponding changes in the Authorized Share Capital of the Company. Further, no alteration required in Article 6 regarding share capital and variation in rights of the Articles of Association of the Company.

The Board of Directors recommends passing as a Special Resolution set out in Item No. 2 of this Notice, for approval of the Members.

A copy of the Memorandum of Association along with proposed amendments will be open for inspection by the Members at the Registered Office of the Company during business hours on all working days up to the date of this meeting.

None of the Directors / Key Managerial Personnel / their relatives of the Company are concerned or interested in the resolution, except to the extent of their respective shareholding, if any, in the Company, for approval of the Members.

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

Date: November 16, 2018
Place: Mumbai

**Damodar Sejpal
Company Secretary**



ACRYSIL LIMITED

CIN: L26914MH1987PLC042283

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Tel.: 022-4015 7817, Fax: 022-2825 8052

Website: www.acrysilcorporateinfo.com, Email ID: cs.al@acrysil.com

ATTENDANCE SLIP

Name of the Member : _____

Folio No./DP/ID NO: _____

No. of Shares held : _____

I certify that I am a registered shareholders/proxy of registered shareholder if the Company.

I hereby record my presence at the Extra-Ordinary General Meeting of the Company on Friday the December 21, 2018 at 01.00 P.M. at Indian Merchant Chambers, IMC Road, Churchgate, Mumbai – 400020.

Proxy's Name in Block Letter

Member's/Proxy's Signature

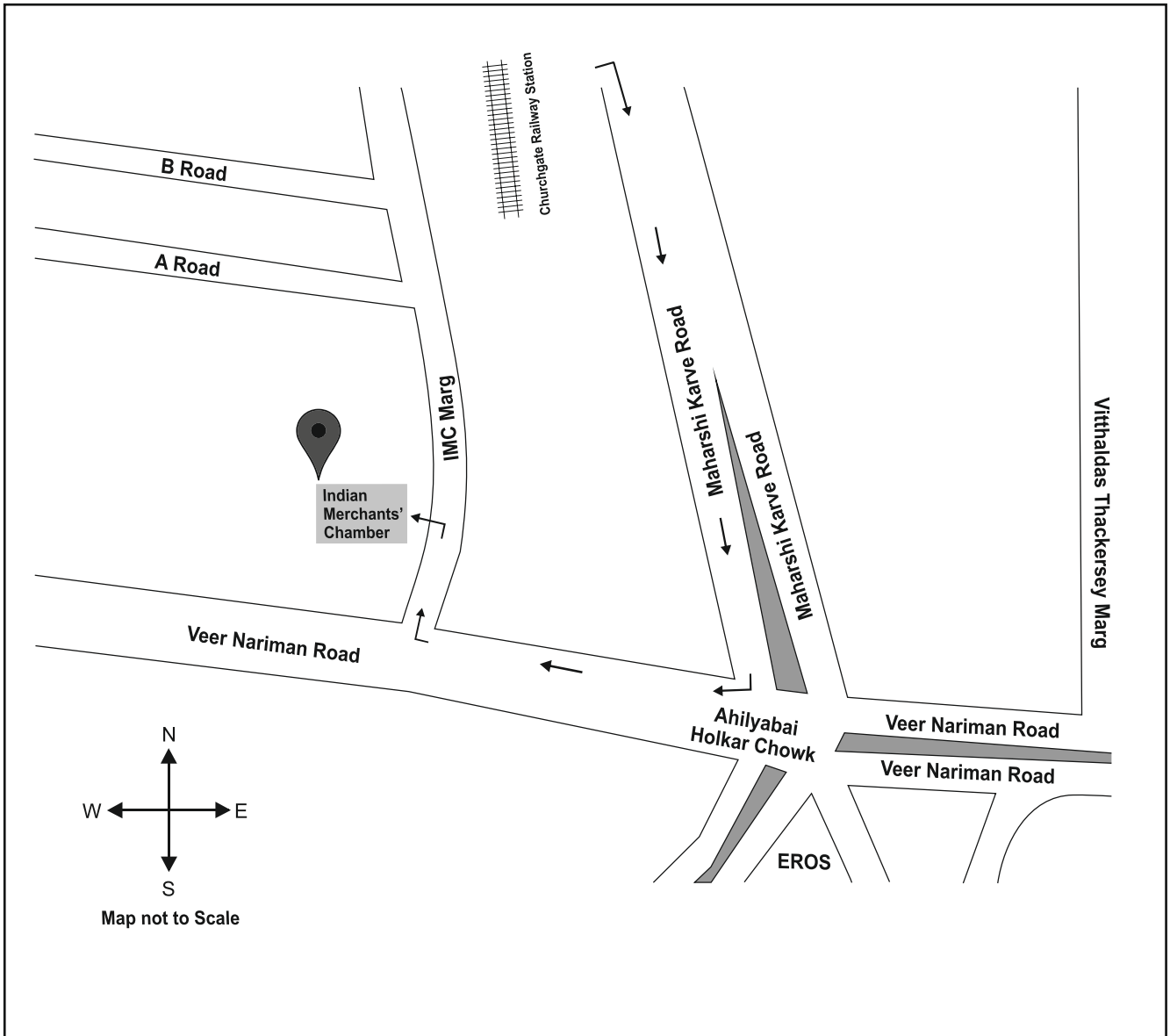
NOTE:

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.

MAP SHOWING VENUE OF THE EXTRA-ORDINARY GENERAL MEETING OF ACRYSL LIMITED

Venue :

Indian Merchants' Chamber,
IMC Road, Churchgate, Mumbai 400 020



**SCAN QR CODE FOR
EGM LOCATION**



ACRYSIL LIMITED

CIN: L26914MH1987PLC042283

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

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Website: www.acrysilcorporateinfo.com, 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 and Address of the Member(s): _____

Name of Joint holders, if any: _____

Folio No./DP ID - Client Id: _____

No. of Shares held: _____ E-mail ID: _____

I/We, being the member(s) of ACRYSil LIMITED hereby appoint:

1	Name:	Signature
	Address:	
	E-mail Id:	
	Or failing him/her,	
2	Name:	Signature
	Address:	
	E-mail Id:	
	Or failing him/her,	
3	Name:	Signature
	Address:	
	E-mail Id:	

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 on Friday, December 21, 2018 at 01:00 P.M. at Indian Merchant Chambers, IMC Road, Churchgate, Mumbai – 400020, Maharashtra and at any adjournment thereof in respect of the following resolution:

Sr. No.	Resolution	No. of shares held by me	I assent to the resolution	I dissent to the resolution
	Special Business			
1	Sub -Division of face value of Equity Shares of the Company.			
2	Alteration of the Capital Clause in the Memorandum of Association.			

Signed this _____ day of _____ 2018

Signature of member (s) _____

Signature of proxy holder(s) _____

Please affix
Re. 1/-
Revenue
Stamp

Notes:

- Affix revenue stamp of Re. 1/-
- This form of proxy, in order to be effective, should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the meeting.
- A member entitled to attend and vote is entitled to appoint a proxy to attend and to vote on poll instead of himself/herself. A proxy need not be a member.
- Signature of member should be across a Revenue stamp of Re. 1/-.
- Please put a tick (✓) mark in the Box in the appropriate column against the respective resolutions. It is optional to indicate your preference. If you leave the "For" and "Against" columns blank against any or all resolutions, your proxy will be entitled to vote in the manner as he/she may deem appropriate.
- A shareholder need not use all his votes nor he need to cast all his votes in the same way. It may be noted that since all the shares in the issued and paid-up capital of the Company are fully paid and rank *pari-passu* in all respects, each share entitles the member for one vote.

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