

German Engineered

April 3, 2021

To,
BSE LIMITED
Department of Corporate Services
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai- 400 001
Scrip Code: 524091

To,
National Stock Exchange of India Limited
Exchange Plaza, Plot No. C/1
'G' Block, Bandra – Kurla Complex
Bandra East,
Mumbai 400 051
Trading Symbol: ACRYSil

Subject: Postal Ballot Notice

Dear Sir/ Madam,

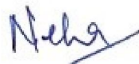
We enclose herewith the Postal Ballot Notice dated March 18, 2021 along with Explanatory Statement.

In compliance with the applicable circulars issued by the Ministry of Corporate Affairs and the Securities and Exchange Board of India, the Postal Ballot Notice is being sent to the Members of the Company who have their email ids registered with the Company/Depositories and whose names appear in the Register of Members/List of Beneficial Owners as received from Depositories as on Friday, March 19, 2021 through electronic mode only. The Postal Ballot Notice is also uploaded on the Company's website at www.acrysilcorporateinfo.com. Please note that the remote e-voting period in respect of the resolution mentioned in the Postal Ballot Notice will commence on Sunday, April 4, 2021 at 9:00 a.m. (IST) and ends on Monday, May 3, 2021 at 5:00 p.m. (IST). Please consider this as compliance under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

You are requested to kindly take the same on record

Thanking you,

Yours faithfully,
For ACRYSil LIMITED



NEHA PODDAR
COMPANY SECRETARY & COMPLIANCE OFFICER



Encl.: a/a

**Acrysil Limited**

(ISO 9001 : 2015 ; 14001 : 2015 and 45001 : 2018)

Forbes Asia
BEST UNDER A
BILLION
2020**Factory & Head Quarter:**

Bhavnagar-Rajkot Highway,
Navagam, Vartej-364 060 (INDIA)
Ph : +91-278-2540218, 2540893
Fax : +91-278-2540558
Visit us on: www.carysil.com

Regd. Office:

B-307, Citi Point, 3rd Floor,
J.B. Nagar, Andheri Kurla Road,
Andheri (East) Mumbai-400 059
Ph: +91-22-4015 7817 / 7818 / 7819
Fax: +91-22-2825 8052
CIN: L26914MH1987PLC042283

Branch Office:

B-30,
Okhla Industrial Area, phase-1,
New Delhi- 110020 (INDIA)
Ph.: +91-11-40524889

POSTAL BALLOT NOTICE

[Pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014]

Dear Member(s),

NOTICE is hereby given, pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (the **"Act"**) read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 (the **"Rules"**), Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**"Listing Regulations"**), General Circular No. 14/2020 dated April 08, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 22/2020 dated June 15, 2020, General Circular No. 33/2020 dated September 28, 2020 and General Circular No. 39/2020 dated December 31, 2020 (the **"MCA Circulars"**) and any other applicable laws and regulations, to transact the below mentioned proposed special businesses by the Members of Acrysil Limited (the **"Company"**) by passing special resolutions through postal ballot (**"Postal Ballot"**) via remote e-voting only.

For avoidance of doubt, due to the general understanding of meaning of 'Postal Ballot' as Voting by Post (which is not contemplated in this Notice), the term 'remote e-voting' is consciously used in this Notice (instead of using the term 'Postal Ballot') which appropriately clarifies that the manner of Voting on the Resolutions is restricted to Voting only through remote e-voting. Hence, in compliance with the requirements of the MCA Circulars, hard copy of Postal Ballot Notice along with Postal Ballot Forms and Pre-paid Business Reply Envelope will not be sent to the Members for the present Postal Ballot and Members are required to communicate their Assent or Dissent through the remote e-voting system only. The instructions for remote e-voting are appended to this Notice.

The proposed Special Resolutions and Explanatory Statement setting out material facts as required in terms of Section 102 of the Act read with the Rules and the MCA Circulars are appended below for seeking consent of the Members of the Company through remote e-voting.

The Board of Directors of the Company, at its Meeting held on March 18, 2021 have appointed M/s. P.P. Shah & Co., Practicing Company Secretaries, represented by Mr. Pradip Shah, Partner failing him, Mr. Punit Shah, Partner, as the Scrutinizer for conducting the Postal Ballot e-voting process in a fair and transparent manner.

The Company has engaged the services of Central Depository Services (India) Limited ('CDSL') for the purpose of providing remote e-voting facility to all its Members. Remote e-voting shall commence from April 04, 2021 at 09:00 A.M. (IST) and shall end on May 03, 2021 at 05:00 P.M. (IST).

The Scrutinizer will submit his report to the Chairman or any other Director of the Company as authorized by the Board of Directors, not later than forty eight hours from the last date of receipt of e-voting and the result of the Postal Ballot will be declared on or before May 05, 2021 at any time before 06:00 P.M. (IST). The result of Postal Ballot along with the Scrutinizer's Report shall be communicated to the Stock Exchange(s) where the shares of the Company are listed i.e. BSE Limited at www.bseindia.com and National Stock Exchange of India Limited at www.nseindia.com and shall also be uploaded on the Company's website at <http://www.acrysilcorporateinfo.com/>.

The proposed Special Resolutions, if approved, shall be deemed to have been passed on the last date of remote e-voting, i.e. May 03, 2021.

Special Business

Item no. 1:

Approval of "Acrysil Limited - Employee Stock Option Plan 2021" and grant of Employee Stock Options to Employees of the Company.

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

"RESOLVED THAT in accordance with the provisions contained in the Memorandum and Articles of Association and pursuant to the provisions of Section 62, and all other applicable provisions, if any, of the Companies Act, 2013 (the 'Act') and the rules made thereunder and the provisions contained in the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 ("the Regulations") and such other applicable laws (including any statutory modification(s) or re-enactment of the Act or the Regulations, for the time being in force), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), as amended, the Foreign Exchange Management Act, 1999, as amended and other applicable regulations, rules and circulars / guidelines in force, from time to time and subject to such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions which may be agreed by the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall deem to include any committees thereof, including the Nomination and Remuneration Committee and Allotment Committee to exercise its powers, including the powers conferred by this resolution), consent of the Members of the Company be and is hereby accorded to the Board to offer, issue, and allot 3,00,000 (Three Lakh) options exercisable into equivalent number of Equity Shares of face value of ₹ 2/- each fully paid up, under "Acrysil Limited-Employee Stock Option Plan 2021" ("the Scheme") for the benefit of such person(s) who are permanent employees of the Company, whether working in India or outside India, and / or to the directors of the Company, whether whole-time or not but excluding independent director(s) and to such other persons as may be decided by the Board and / or permitted under Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (hereinafter referred to as 'Eligible Employees') but does not include an employee who is a promoter or a person belonging to the promoter group or a director who either himself or through his relative or through any body corporate, directly or indirectly, holds more than 10% of the outstanding equity shares of the Company, on such terms and conditions as may be fixed or determined by the Nomination and Remuneration Committee in accordance with the provisions of the law or Regulations issued by the relevant authority.

RESOLVED FURTHER THAT the Board or the Nomination and Remuneration Committee or Allotment Committee be and is hereby authorized to issue and allot equity shares upon exercise of Options from time to time in accordance with the Scheme and such equity shares shall rank pari passu in all respects with the then existing equity shares of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorized to take necessary steps for listing of the shares allotted under the Scheme on the Stock Exchanges as per the provisions of the Listing Regulations and other applicable laws and regulations.

RESOLVED FURTHER THAT the Board or the Nomination and Remuneration Committee be and is hereby authorized to make any modification(s), change(s), variation(s), alteration(s) or revision(s) in the terms and conditions of the Scheme from time to time including, but not limited to, amendment(s) with respect to vesting period and schedule, exercise price, exercise period, eligibility criteria or to suspend, withdraw, terminate or revise the Scheme, in compliance with applicable regulations and to do all such acts, deeds, matters and things as it may in its absolute discretion deem fit or necessary or desirable for such purpose and with power on behalf of the Company to settle any questions, difficulties or doubts that may arise in this regard without requiring the Board to secure any further consent or approval of the Members of the Company.

RESOLVED FURTHER THAT subject to applicable provisions of the Act and other applicable laws, the Board be and is hereby authorised to delegate all or any powers conferred herein, to any Committee of Directors or Chairman and Managing Director of the Company with a power to further delegate to any executives or officer of the Company to do all such acts, deeds, matters and things as also to execute such documents, writings etc. as may be necessary in this regard."

Item no. 2:

Grant of Employee Stock Options to Employees of Subsidiaries.

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

"RESOLVED THAT in accordance with the provisions contained in the Memorandum and Articles of Association and pursuant to the provisions of Section 62, and all other applicable provisions, if any, of the Companies Act,

2013 (the 'Act') and the rules made thereunder and the provisions contained in the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 ("the Regulations") and such other applicable laws (including any statutory modification(s) or re-enactment of the Act or the Regulations, for the time being in force), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), as amended, the Foreign Exchange Management Act, 1999, as amended and other applicable regulations, rules and circulars / guidelines in force, from time to time and subject to such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions which may be agreed by the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any committees thereof, including the Nomination and Remuneration Committee and Allotment Committee to exercise its powers, including the powers conferred by this resolution), consent of the Members of the Company be and is hereby accorded to the Board to extend the benefits of the "Acrysil Limited - Employee Stock Option Plan 2021" ("the Scheme") referred in Item No. 1 of this notice to the benefit of the permanent employee(s) and directors of any subsidiary company(ies) of the Company whether in or outside India, as may be permissible under the Regulations from time to time, subject to the overall limits specified under the Scheme.

RESOLVED FURTHER THAT the Board or the Nomination and Remuneration Committee or Allotment Committee be and is hereby authorized to issue and allot equity shares upon exercise of Options from time to time in accordance with the Scheme and such equity shares shall rank pari passu in all respects with the then existing equity shares of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorized to take necessary steps for listing of the shares allotted under the Scheme on the Stock Exchanges as per the provisions of the Listing Regulations and other applicable laws and regulations.

RESOLVED FURTHER THAT the Board or the Nomination and Remuneration Committee be and is hereby authorized to make any modification(s), change(s), variation(s), alteration(s) or revision(s) in the terms and conditions of the Scheme from time to time including, but not limited to, amendment(s) with respect to vesting period and schedule, exercise price, exercise period, eligibility criteria or to suspend, withdraw, terminate or revise the Scheme, in compliance with applicable regulations and to do all such acts, deeds, matters and things as it may in its absolute discretion deem fit or necessary or desirable for such purpose and with power on behalf of the Company to settle any questions, difficulties or doubts that may arise in this regard without requiring the Board to secure any further consent or approval of the Members of the Company.

RESOLVED FURTHER THAT subject to applicable provisions of the Act and other applicable laws, the Board be and is hereby authorised to delegate all or any powers conferred herein, to any Committee of Directors or Chairman and Managing Director of the Company with a power to further delegate to any executives or officer of the Company to do all such acts, deeds, matters and things as also to execute such documents, writings etc. as may be necessary in this regard"

By order of the Board of Directors
For Acrysil Limited

Neha Poddar
Company Secretary & Compliance Officer
Membership No. ACS 28326

Place: Mumbai
Date : March 18, 2021

NOTES

1. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 ("**Act**") read together with Rule 22 of the Companies (Management and Administration) Rules, 2014 setting out material facts in respect of the aforesaid resolution is annexed hereto.
2. The Postal Ballot Notice is being published/displayed for all the Members, whose names appear in the Register of Members/List of Beneficial Owners as received from Depositories i.e. National Securities Depository Limited ("**NSDL**")/Central Depository Services (India) Limited ("**CDSL**") as on March 19, 2021 and is also being sent to the Members who already have their e-mail IDs registered with the Company/Depositories, in accordance with the provisions of the Act, read with Rules made thereunder and Ministry of Corporate Affairs, Government of India's General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 22/2020 dated June 15, 2020, General Circular No. 33/2020 dated September 28, 2020 and General Circular No. 39/2020 dated December 31, 2020. A person who is not a Member as on March 19, 2021, should treat this Postal Ballot Notice for information purposes only. A copy of this Postal Ballot Notice will also be available on the website of the Company at <http://www.acrystalcorporateinfo.com/>, on the relevant section of the websites of the Stock Exchanges where the Equity Shares of the Company are listed i.e. BSE Limited at www.bseindia.com and National Stock Exchange of India Limited at www.nseindia.com and on the website of Central Depository Services (India) Limited ("**CDSL**") at www.evotingindia.com.
3. The Members of the Company whose names appear in the Register of Members/List of Beneficial Owners as received from Depositories i.e., NSDL/CDSL as on March 19, 2021 (including those Members who may not have received this Postal Ballot Notice due to non-registration of the e-mail ID with the Company/Depositories), shall be entitled to vote in relation to the resolution specified in this Postal Ballot Notice.
4. In terms of Sections 108, 110 and other applicable provisions of the Act, as amended, read together with the Rules, MCA Circulars and in compliance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time ('Listing Regulations'), the Company is pleased to offer remote e-voting facility to all the Members of the Company. The Company has appointed CDSL for facilitating remote e-voting to enable the Members to cast their votes electronically.
5. The hard copy of this Postal Ballot Notice along with Postal Ballot forms and pre-paid business envelope will not be sent to the Members for the Postal Ballot in accordance with the requirements specified under the MCA Circulars. Accordingly, the communication of the assent or dissent of the Members would take place through the remote e-voting system only.

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on Sunday, April 4, 2021 at 09.00 A.M. (IST) and ends on Monday May 3, 2021 at 05.00 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 i.e. March 19, 2021, 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) - 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. - 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.
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. 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 relevant for Acrysil Limited.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take 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 cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Please follow the instructions as prompted by the mobile app while voting on your mobile.

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 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 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) 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.

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013

Item no. 1 & 2:

It is intended by the Nomination and Remuneration Committee and the Board of the Company to roll out an ESOP Scheme primarily to retain and reward key employees who have been consistently performing well by providing opportunity to participate in the growth of the Company through owning equity shares.

Accordingly the Board of Directors ("the Board") of the Company at its meeting held on March 18, 2021, based on the recommendations of the Nomination and Remuneration Committee, approved introduction of "Acrysil Limited-Employee Stock Option Plan 2021" ("the Scheme") under which the maximum number of equity shares of the Company that can be offered, issued and allotted should not exceed 3,00,000 (Three Lakh) Options exercisable into equivalent number of Equity Shares of ₹ 2/- each fully paid up of the Company.

Disclosure in terms of Regulation 6(2) of the SEBI (Share Based Employee Benefits) Regulations, 2014 as notified by SEBI vide Circular CIR/CFD/POLICY CELL/2/2015 dated June 16, 2015 is as under:

A	Brief description of the Scheme;	"Acrysil Limited-Employee Stock Option Plan 2021." 3,00,000 (Three Lakh) Options exercisable into equivalent number of equity shares of face value ₹ 2/- each to the benefit of Eligible Employees on such terms and conditions as may be fixed or determined by the Nomination and Remuneration Committee.
B	The total number of options to be granted;	3,00,000 (Three Lakh) Options
C	Identification of classes of employees entitled to participate and be beneficiaries in the Scheme;	a) Permanent employees of the Company, whether working in India or outside India, and / or to the directors of the Company, whether whole-time or not but excluding independent director(s) and to such other persons as may be decided by

		the Board and / or permitted under Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (hereinafter referred to as 'Eligible Employees') but does not include an employee who is a promoter or a person belonging to the promoter group and a director(s) who either himself or through his relative or through any body corporate, directly or indirectly, holds more than 10% of the outstanding equity shares of the Company. b) Permanent employee(s) and Directors of any subsidiary company(ies) of the Company whether in or outside India, as may be permissible under the Regulations from time to time.
D	Requirements of vesting and period of vesting;	The Options granted shall vest so long as an eligible employee continues to be in the employment of the Company or the Subsidiary Company as the case may be, except in case of Retirement, Death & Permanent Disability. The Options granted under the Scheme shall vest in 3 (three) tranches as under: I) 50% of the options at the end of one year from the date of grant; II) 30% of the options at the end of the two years from the date of grant. III) 20% of the Options at the end of the three years from the date of grant. In any case, the vesting will be subject to completion of one year from the date of the grant.
E	Maximum period (subject to regulation 18(1) and 24(1) of the regulations, as the case may be) within which the options shall be vested;	The maximum period within which the options shall be vested would be 3 years from the date of grant.
F	Exercise price;	The Grants are proposed to be issued at an Exercise Price of ₹ 60/- per option. The Board or the Nomination and Remuneration Committee has powers to vary the Exercise Price in such a manner so as to ensure that the Scheme remains attractive and beneficial to the Grantees.
G	Exercise period and process of exercise;	The exercise period of the employees while in employment shall be a period commencing from the date of vesting and shall continue upto completion of three years from the date of respective vesting. The exercise period in case of separation: All the vested options shall be exercised as per the provisions outlined below: i. Resignation/ Termination: within the notice period or 90 days whichever is later; ii. Retirement or Early Retirement/ Death/ Permanent Disability: within the exercise period as per the Scheme.

		All the Unvested options shall be exercised as per the provisions outlined below: i. Retirement or Early Retirement/ Death/ Permanent Disability: within the exercise period as per the Scheme. The options would be exercisable by submitting the requisite application form/exercise notice to the Company as the Company may prescribe, subject to conditions for payment of Exercise Price in the manner prescribed by the Board/ Committee. All the participants in the Scheme shall deliver a written notice of exercise, in the prescribed form, to the Nomination and Remuneration Committee on or before the expiry of the exercise period.
H	The appraisal process for determining the eligibility of employees for the Scheme;	The appraisal process shall include evaluation of an employee based on one or more criteria(s) for determining eligibility of the employees to be granted options, including but not limited to the following: a) Work related or academic performance of the employee. b) Potential of the employee to contribute to the Company's / Subsidiary's performance c) Designation d) The extent of contribution made by the employee towards business results, achievement of medium to long term performance plans, processes, and customer satisfaction or employee satisfaction. e) High market value /difficulty in replacement. f) High risk of losing the employee to competition.
I	Maximum number of options to be issued per employee and in aggregate;	a) The Committee may from time to time make Grants to one or more Employees, determined by it to be eligible for participation in the Scheme in accordance with the provisions of the Scheme. b) The number of the total Options available for grant under the Scheme shall not, at any time, exceed 3,00,000 (Three Lakh) Options, exercisable into shares. c) The maximum number of options that can be granted to any eligible single employee during any one-year shall not be equal to or exceed 1% of the issued capital of the Company at the time of grant of grant unless otherwise approved by the shareholders.
J	Maximum quantum of benefits to be provided per employee under the Scheme;	The maximum quantum of benefits to be provided per employee shall be equal to the difference between the exercise price and market price as on date of exercise of options.
K	Whether the Scheme is to be implemented and administered directly by the company or through a trust;	Scheme to be implemented and administered directly by the Company.

L	Whether the Scheme(s) involves new issue of shares by the company or secondary acquisition by the trust or both;	The Scheme involves new issue of shares of the Company.
M	The amount of loan to be provided for implementation of the Scheme(s) by the company to the trust, its tenure, utilization, repayment terms, etc;	Not Applicable
N	Maximum percentage of secondary acquisition (subject to limits specified under the regulations) that can be made by the trust for the purposes of the Scheme;	Not Applicable
O	Confirmation with accounting policies;	The Company shall confirm to the Accounting Policies specified under the Regulations.
P	The method which the company shall use to value its options.	The Company shall use fair value method for the valuation of the options granted.

The equity shares allotted pursuant to the exercise of the Options shall be listed on the Stock Exchanges where the Company's Equity Shares are listed and necessary applications will be made to those Stock Exchanges in this behalf.

In terms of Regulation 6(1) of the Regulations, any Employee Stock Option Scheme must be approved by way of a special resolution. Further as the Scheme will entail further shares to be offered to persons other than existing members of the Company, consent of the Members is required for issue of the equity shares and / or instruments entitling the holder to subscribe to or purchase equity shares, in terms of the provisions of Section 62(1)(b) of the Companies Act, 2013.

Regulation 6(3)(c) of the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 requires that a separate resolution is required to be passed if the benefits of the Scheme are to be extended to eligible employees of the Subsidiary Companies.

A draft copy of the Scheme will be made available for inspection electronically on all working days between 10.00 A.M. to 01.00 P.M. upto the date of closing of e-voting.

The options to be granted / shares to be issued under the Scheme shall not be treated as an offer or invitation made to public for subscription in the shares of the Company.

None of the Directors or Key Managerial Personnel of the Company are, in any way, concerned or interested in the resolutions, except to the extent of their shareholding in the Company or the options, which may be granted to them pursuant to the Scheme.

The Board accordingly recommends the resolutions as set out in Item no. 1 & 2 of the Notice for approval of members.

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

Neha Poddar
Company Secretary & Compliance Officer
Membership No. ACS 28326

Place: Mumbai
Date : March 18, 2021