

NIRLON LIMITED

Pahadi Village,
Goregaon (E), Mumbai - 400 063.
T +91-22-4028 1919 / 2685 2256 - 59.
F +91-22-4028 1940.
www.nirlonltd.com, Email:info@nirlonltd.com
CIN:L17120 MH1958PLC 011045



**The Secretary,
BSE Limited,
P.J. Towers,
Dalal Streets,
Mumbai - 400 001.**

September 07, 2017

Security Code: 500307

Dear Sir,

Sub: Regulation 30 of the SEBI (LODR) Regulations, 2015

Ref: 58th Annual General Meeting – Financial Year 2016-17

We are enclosing herewith copy of 58th Annual General Meeting Notice along with Explanatory Statement and Notes to Notice.

We request you to take the same on record and oblige.

Thanking you,

Yours Faithfully,
For Nirlon Limited,



Jasmin K. Bhavsar

Company Secretary, V.P. – Legal & Compliance Officer

Encl:-a/a



NOTICE TO MEMBERS

NOTICE is hereby given that the **58th** Annual General Meeting of Nirlon Limited will be held on **Friday, September 29, 2017 at 11.30 a.m.** (IST) at the Registered Office of the Company, Pahadi Village, off the Western Express Highway, Goregaon (East), Mumbai 400 063 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the Financial year ended March 31, 2017, including the Statement of Profit and Loss for the year ended on that date, Audited Balance Sheet as at March 31, 2017 and the Reports of the Directors' and the Auditors' thereon.
2. To declare dividend of ₹0.75 paise per equity share of ₹10/- each (7.5%) for the Financial Year ended March 31, 2017.
3. To appoint a director in place of Mrs. Rajani M. Bhagat (DIN 00870716), who retires by rotation at this Annual General Meeting, and being eligible offers herself for reappointment.
4. To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

Appointment of the Statutory Auditors of the Company

"RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions of the Companies Act, 2013 ('Act'), if any, read with the Companies (Audit & Auditors) Rules, 2014, as amended from time to time and pursuant to the recommendation of the Audit Committee and the Board at their respective Meetings held on August 9, 2017, Price Waterhouse Chartered Accountants LLP (FRN 012754N/ N500016) having their office at 252, Veer Savarkar Marg, Shivaji Park, Dadar (West), Mumbai 400 028, be and are hereby appointed as the Statutory Auditors of the Company, in place of N.M.Rajji & Co. (FRN 108296W), Chartered Accountants, to hold office from the conclusion of the 58th Annual General Meeting (AGM) until the conclusion of the 63rd AGM of the Company to be held in the year 2022 (subject to ratification of their appointment by Members at every AGM, as required under the Act), at such remuneration, including applicable taxes and out-of-pocket expenses, as may be mutually agreed between the Board of Directors of the Company and the Auditors".

SPECIAL BUSINESS:

5. To consider and if thought fit, to pass with or without modification(s) the following resolution as an **Ordinary Resolution**:

Ratification of Remuneration payable to the Cost Auditor

"Resolved that pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the appointment of Mr. Vinay B. Mulay, the Practising Cost Auditor (ICAI-CMA No.8791 CP No.101159) of Vinay Mulay & Co., Mumbai, appointed by the Board of Directors of the Company to conduct the audit of the cost records of the Company for the financial year ending March 31, 2018, for a sum of ₹1,50,000/- (Rupees One Lakh Fifty Thousand Only) excluding GST, travelling and other out-of-pocket expenses incurred/to be incurred by him in connection with the aforesaid audit be and is hereby ratified and confirmed;

"Resolved further that the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution".

By Order of the Board of Directors
For Nirlon Limited
sd/-

Jasmin K. Bhavsar

Company Secretary, Vice President (Legal) & Compliance Officer
FCS 4178

Mumbai, August 9, 2017

Registered Office:

Nirlon Limited

Pahadi Village,

Off the Western Express Highway,

Goregaon (East), Mumbai 400 063.

Tele : +91 (022) 4028 1919/ 2685 2257/58/59

Fax : +91 (022) 4028 1940

CIN no. : L17120MH1958PLC011045

E-mail id: info@nirlonltd.com

Website : www.nirlonltd.com



NIRLON

NOTES:

1. a. **ANY MEMBER OF THE COMPANY ENTITLED TO ATTEND AND VOTE AT THE MEETING OF THE COMPANY IS ENTITLED TO APPOINT ANOTHER PERSON AS PROXY/PROXIES TO ATTEND AND VOTE ON A POLL AT THE MEETING INSTEAD OF HIMSELF/ HERSELF, AND THAT A PROXY NEED NOT BE A MEMBER OF THE COMPANY.**
 - b. The instrument of proxy, in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not later than 48 hours before the commencement of the Meeting.
 - c. A person can act as proxy on behalf of not more than fifty (50) Members, holding in the aggregate not more than ten (10) % of the total paid up share capital of the Company. A member holding more than ten (10) % of the total paid up 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/ Member.
 - d. Proxies submitted on behalf of companies, corporate bodies, etc., must be supported by an appropriate resolution/authority, as applicable.
2. a. The business set out in the 58th AGM Notice will also be transacted through an electronic voting system and the Company is providing a facility for voting by electronic means through remote e-voting.
 - b. 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 i.e. Friday, September 22, 2017** only shall be entitled to avail the facility of remote e-voting.
 - c. Any person who becomes a member of the Company after dispatch of the Notice of the Meeting and holding shares as on the cut-off date i.e. **Friday, September 22, 2017**, may obtain the User ID and password in the manner as mentioned in the Notes to the Notice.
 - d. Voting rights shall be reckoned on the paid up value of shares registered in the name of the Member/ Beneficial Owner (in case of Dematerialised Form) as on the cut-off date i.e. **Friday, September 22, 2017**.
- e. An electronic copy of the 58th Annual Report for the Financial Year 2016-17 along with the Notice calling the 58th AGM of the Company (Attendance Slip & Proxy Form) is being sent to Members whose E-mail IDs are registered with the Share Transfer Agent/Depository Participant(s) for communication purposes.

For Members who have not registered their e-mail address, physical copies of the 58th Annual Report for the Financial Year 2016-17 along with the Notice calling the 58th AGM of the Company, *inter alia*, indicating the process and manner of e-voting along with Attendance Slip & Proxy Form are being sent by other permissible modes.
- f. Information and other instructions relating to remote e-voting are given in this Notice under **Note No. 12**.
3. a. Corporate Members intending to send their authorized representatives to attend the Meeting are requested to send a certified true copy of the board resolution authorizing their representative to attend and vote on their behalf at the Meeting.
 - b. Members / proxies / authorized representatives should bring the duly filled Attendance Slip enclosed herewith to attend the Meeting.
 - c. Members who hold shares in Dematerialised Form are requested to write their client ID and DPID number, and those who hold shares in Physical Form are requested to write their folio number in the attendance slip for attending the Meeting.
 - d. In case of joint holders attending the Meeting, only such joint holders who are higher in the order of names will be entitled to vote at the Meeting.
4. A Statement pursuant to Section 102 of the Companies Act, 2013, relating to Business item nos. 4 and 5 to be transacted at the 58th AGM is annexed to the Notice.
5. a. In terms of Section 152 of the Companies Act, 2013, Mrs. Rajani M. Bhagat (DIN 00870716), director retires by rotation at the 58th AGM and being eligible, offers herself for reappointment.
 - b. A brief resume of Directors, nature of their expertise in specific functional areas, names of companies in which they hold Directorships and Memberships/ Chairmanships of Board / Committees, Shareholding, and relationships between Directors



inter-se as required by the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, are provided in the Corporate Governance Report forming part of this 58th Annual Report.

The Board of Directors of the Company recommend the reappointment of Mrs. Rajani M. Bhagat as a director liable to retire by rotation.

6. The following Registers would be available for inspection by Members at the Registered Office of the Company from 11.00 a.m. (IST) to 1.00 p.m. (IST) on any working day, excluding Saturdays, Sundays and public holidays, up to the date of the 58th AGM:
 - a. Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013;
 - b. The Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Companies Act, 2013;
 - c. Any other documents as referred to in this 58th Annual Report shall also be available for inspection by Members.
7.
 - a. Members may note that the Notice calling the 58th AGM and the 58th Annual Report for 2016-17 is also available on the Company's website 'www.nirlonltd.com'.
 - b. **Members, who have not registered their e-mail addresses so far, are requested to register their e-mail address for receiving all communication including the annual report, notices, circulars, etc. from the Company electronically and support Green e-initiatives.**
8. Members are requested to note and give attention to the following:
 - a. In order to provide protection against fraudulent encashment of the dividend warrants, Members holding shares in Physical Form are requested to intimate to the Company's Share Transfer Agent, Link Intime India Pvt. Ltd. under the signature of the sole/first joint holder, the following information to be incorporated on the Dividend Warrants:
 - i. Name of the Sole/First joint holder and folio number
 - ii. Particulars of Bank Account, viz.:
 - Name of the Bank
 - Name of the Branch
 - Complete address of the Bank with Pin Code Number
 - Bank Account Number
 - E-mail ID
 - b. Members holding shares in Physical Form are requested to consider converting their holding to Dematerialized Form to eliminate all risks associated with physical shares.
 - c. Inform any change of address directly to their respective Depository Participants in case Members are holding shares in Dematerialized Form.
 - d. Send all correspondence relating to transfer and transmission of shares to the Share Transfer Agent/ the Company.
 - e. Quote their Folio no. / Client ID no. in their correspondence with the Share Transfer Agent.
 - f. Send their queries related to accounts and operations of the Company at least 10 working days in advance so that the required information can be made available at the Meeting.
 - g. Intimate the Share Transfer Agent for consolidation of folios, in case they have more than one folio.
 - h. Intimate immediately any change in their address to the Share Transfer Agent.
 - i. Members holding shares in Dematerialized Form are requested to intimate all changes pertaining to their registered e-mail id, bank details, NECS, mandates, nominations, power of attorney etc. to their Depository Participants. Changes intimated to the Depository Participants will then be automatically reflected in the Company's records which will help the Share Transfer Agent, to provide efficient and better service to Members.
 - j. Members holding shares in Physical Form are requested to advise any changes in registered e-mail id, bank details, NECS, mandates, nominations, power of attorney etc. to the Share Transfer Agent.
 - k. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address, or demise of a member as soon as possible.



- I. Non-resident Indian Members are requested to inform the Share Transfer Agent / Depository Participant(s) immediately of:
 - i. Change in their residential status on returning to India permanently.
 - ii. Particulars of their bank accounts maintained in India with complete name, branch, type of account, number and address of the bank with the pin code number, if not furnished earlier.
 - m. The Securities and Exchange Board of India (**SEBI**) has mandated the submission of the Permanent Account Number (**PAN**) by every participant in the securities market. Members holding shares in Dematerialized Form are, therefore, requested to submit their PAN to their Depository Participant(s).
 - n. Members holding shares in Physical Form are required to submit their PAN details to the Share Transfer Agent.
 - o. **SEBI** and the Reserve Bank of India (**RBI**) have advised all listed companies to use the Electronic Clearing Services (**ECS**) mandate facility wherever possible for payment of dividend to Members. In view of this stipulation, the Company has implemented the ECS facility. Members holding shares in Physical Form are requested to provide the Company with ECS details for crediting future dividend payments directly to their respective bank accounts. The Company shall be able to co-ordinate with their bankers only on receipt of necessary information. Members holding shares in Dematerialized Form may instruct their Depository Participants accordingly.
 - p. As per the provisions of Section 124(5) of the Companies Act, 2013, any money transferred by the Company to unpaid dividend accounts of the Company and which is remaining unpaid / unclaimed over a period of 7 years from the date of such transfer is to be transferred to the 'Investor Education and Protection Fund' (**IEPF**) and no claim will be entertained thereafter by the Company. Members are therefore requested to expeditiously put in their claims for unclaimed dividends.
 - q. Pursuant to the provision of Section 72 of the Companies Act 2013, Member(s) holding shares in Physical Form may nominate, in the prescribed manner, a person to whom all the rights in the shares shall vest in the event of death of the sole holder or all the joint holders.
 - r. Member(s) holding shares in Dematerialized Form may contact their respective Depository Participants for availing this facility. The Nomination Form can be downloaded from the Company's website under the section '**General Information - forms**'.
 - s. Members who hold shares in Physical Form are requested to surrender their old share certificates to the Share Transfer Agent for new share certificates in form SH-1.
 - t. For any communications, Members may also send requests to the Company's Investor e-mail id: '**share@nirlonltd.com**'.
 - u. Entry to the Auditorium/Hall will be strictly against the entry coupon available at the counters at the venue, and against the exchange of a duly filled in, signed, and valid Attendance Slip.
 - v. Any briefcase/bags/eatables or such other articles as may be ordered by the authorities are not allowed inside the venue of the Meeting.
9. Pursuant to Section 91 of the Act, the Register of Members and the Share Transfer books of the Company will remain closed from **Friday, September 15, 2017 to Friday, September 29, 2017 (both days inclusive)** for the 58th AGM.
 10. A dividend of ₹0.75 paise per equity share (7.5%) has been recommended by the Board for the Financial Year 2016-17, and subject to the approval of Members at this ensuing 58th AGM. If the dividend as recommended by the Board is approved at this 58th AGM, payment of such dividend will be made on or before October 26, 2017 to Members as under:
 - i. To all Beneficial Owners in respect of shares held in **Dematerialized Form**, as per the data made available by the National Securities Depository Limited and the Central Depository Services (India) Limited, as on the close of business hours on **Thursday, September 14, 2017**.
 - ii. To all Members in respect of shares held in **Physical Form**, after giving effect to valid transfers in respect of transfer requests lodged with the Company on or before the close of business hours on **Thursday, September 14, 2017**.
 11. Members holding shares:
 - i. **In Dematerialized Form** are hereby informed that the bank particulars registered against their respective depository accounts will be used by the



Company for payment of dividend. The Company or its Share Transfer Agent cannot act on any request received directly from Members holding shares in Dematerialised Form for any change of bank particulars, or bank mandates. Such changes are to be advised only to the Depository Participant of Members;

- ii. **In Physical Form** and desirous of either registering bank particulars, or changing bank particulars already registered against their respective folios for payment of dividend, are requested to write to the Share Transfer Agent.

12. Information and other instructions relating to e-voting are as under:

- i. Pursuant to the provisions of Section 108 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Management and Administration) Rules, 2014, as amended and under the relevant regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide to its Members the facility to exercise their right to vote on resolutions proposed to be passed in the 58th AGM by electronic means. Members may cast their votes using an electronic voting system from a place other than the venue of the Meeting (**'remote e-voting'**).
- ii. The facility for voting through ballot paper/poll shall be made available at the venue of the Meeting, and Members attending the Meeting who have not cast their vote by remote e-voting shall be able to vote at the Meeting in a Poll.
- iii. Members who have cast their vote by remote e-voting may also attend the Meeting but shall not be entitled to cast their vote again.
- iv. The Board of Directors of the Company has appointed **Mr. Alwyn D'souza**, Practising Company Secretary (FCS No.5559 CP No.5137) of Alwyn Jay & Co., Company Secretaries, Mumbai, as Scrutinizer to the remote e-voting, as also for voting in a Poll at the Meeting, to ensure the same are conducted in a fair and transparent manner. Mr. Alwyn D'souza has communicated his willingness to be appointed, and will be available for this purpose.
- v. The Company has engaged the services of the Central Depository Services (India) Limited (**CDSL**) for remote e-voting for this Meeting.

- vi. Voting rights shall be reckoned on the paid-up value of Equity Shares registered in the name of the Member / Beneficial Owner (in case of Dematerialized Form) as on the cut-off date, i.e. **Friday, September 22, 2017**.

- vii. Only persons whose names are recorded in the Dematerialized Form Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the cut-off date i.e. **Friday, September 22, 2017** shall be entitled to avail the facility of remote e-voting /participate in a poll.

However, any person who becomes a member of the Company **after** dispatch of the Notice of the 58th AGM and is holding shares as on the cut-off date, i.e. Friday, September 22, 2017, may obtain the User ID and password as per CDSL's instructions.

- viii. If the Member is already registered with CDSL's e-voting platform, then he/she can use his/her existing User ID and password for casting a vote through remote e-voting.
- ix. The Scrutinizer, after scrutinizing the votes cast in a Poll at the Meeting, and also votes cast through remote e-voting will, not later than two (2) days from the conclusion of the Meeting, make a consolidated Scrutinizer's Report and shall submit the same to the Chairman. The results declared along with the consolidated Scrutinizer's Report shall be placed on the website of the Company '**www.nirlonltd.com**'. The results shall simultaneously be communicated to the BSE Limited.
- x. Subject to receipt of the requisite number of votes, the Resolutions shall be deemed to be passed on the day and date of the Meeting, i.e. Friday, September 29, 2017.

For Members (holding shares in Dematerialized Form or Physical Form) who receive Notice of the 58th AGM and desire to vote electronically (remote e-voting):

A The instructions for remote e- voting are as under:

- i. The remote e-voting facility will be available during the following period:

Commencement of remote e-voting: 9.00 a. m. (IST), Monday, September 25, 2017

End of remote e-voting: 5.00 p.m. (IST) on Thursday, September 28, 2017



Remote e-voting will not be allowed beyond the prescribed mentioned date and time, and the e-voting module shall be disabled by CDSL upon expiry of the prescribed period.

- ii. Shareholders/Members should log on to the remote e-voting website 'www.evotingindia.com'.
- iii. Click on '**Shareholders**'
- iv. Now enter your User ID
 - a. For CDSL: 16 digit beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by the 8 digit Client ID,
 - c. Members holding shares in Physical Form should enter the 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 Dematerialized Form and had logged on to 'www.evotingindia.com' and voted in 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 the 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 the Postal Ballot / Attendance Slip indicated 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.
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- viii. After entering these details appropriately, click on the '**SUBMIT**' tab.
- ix. Members holding shares in Physical Form will then directly reach the '**COMPANY SELECTION**' screen. However, Members holding shares in Dematerialized Form will now reach the '**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 Dematerialized Members for voting resolutions of any other company on which they are eligible to vote, provided that that Company too opts for e-voting through the CDSL platform (the Company has chosen the CDSL platform). It is strongly recommended not to share your password with any other person and take the 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 **<Company Name>** 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 voting done by you by clicking on the **'CLICK HERE TO PRINT'** option on the Voting page.
- xvii. If a Demat account holder has forgotten the 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/Members & Custodians:
- Non-Individual Shareholders/Members (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log onto **'www.evotingindia.com'** and register themselves as Corporates and Custodians respectively. A scanned copy of the Registration Form bearing the entity stamp and signed by the entity should be e-mailed to **'helpdesk.evoting@cdslindia.com'**.
 - After receiving the login details, they should create the compliance user using the admin login and password. The compliance user would be able to link the depository account(s)/folio numbers on which they wish to vote.
 - 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. In case you have any queries or issues regarding remote e-voting you may refer to the Frequently Asked Questions (**'FAQs'**) and e-voting manual available at **'www.evotingindia.com'** under the **'HELP'** section or write an e-mail to **'helpdesk.evoting@cdslindia.com'**.
- ii. In the event of a Poll at the Meeting, please note that Members who have exercised their right to vote through remote e-voting as above shall not be eligible to vote by way of a Poll at the Meeting. The Poll process shall be conducted and a report thereon will be prepared in accordance with Section 109 of the Companies Act, 2013 read with the relevant rules. In such an event, votes cast under the Poll, taken together with the votes cast through remote e-voting shall be counted for passing of respective resolution(s).
- iii. Subject to receipt of sufficient votes, the resolutions shall be deemed to be passed at the 58th AGM of the Company scheduled to be held on Friday, September 29, 2017.
- The Chairman shall declare the results of voting on the resolutions set out in the Notice within 2 (two) days from the conclusion of the 58th AGM. The results declared along with the Scrutinizer's Report shall be placed on the Company's website **'www.nirlonltd.com'**, and shall also be communicated to the BSE Limited.
13. Information relating to Mrs. Rajani M. Bhagat, (DIN 00870716) - (Promoter & NED), seeking reappointment at the 58th AGM:
- Mrs. Rajani M. Bhagat, aged 79 years, graduated with B.A. (Hons.), B.Com. and B.Sc. (Economics).
- Mrs. Bhagat has been occupying the office of Director since March 2003 and was reappointed as a Director by the Board effective from October 28, 2006. Subsequently, Members at their Meeting held on August 30, 2007 confirmed the appointment of Mrs. Bhagat as a Director liable to retire by rotation. Members of the Company at their 51st, 54th, 55th & 56th AGMs held on September 14, 2010, September 27, 2013, September 23, 2014 and September 21, 2015 respectively have also reappointed Mrs. Bhagat as a Director liable to retire by rotation.
- Mrs. Bhagat is not related to any Director/KMP of the Company. She attended four (4) Board Meetings during the Financial Year 2016-17.
- She is also holding the position of Director on the Board of Pharma Fill Limited and the Bombay Garage (Ahmedabad) Limited.
- She holds 6,73,349 equity shares of the Company.

B General Instructions:

- i. Once a vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.



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The following Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ('the Act'), sets out all material facts relating to the business mentioned at Item Nos. 4 and 5 of the accompanying Notice dated August 9, 2017

Item no. 4

As per the provisions of Section 139 of the Act, no listed company can appoint or re-appoint an audit firm as auditor for more than two terms of five consecutive years. Section 139 of the Act also provides a period of three years from the date of commencement of the Act to comply with this requirement.

In this context, N.M. Rajji & Co., Chartered Accountants complete their term at the conclusion of the ensuing 58th AGM of the Company and are not eligible to be reappointed as statutory auditors of the Company.

Accordingly, the Board has, as per the applicable provisions of the Act and on the recommendation of the Audit Committee, at its Meeting held on August 9, 2017 proposed the appointment of Price Waterhouse Chartered Accountants LLP (FRN 012754N/N500016) as the Statutory Auditors of the Company for a period of 5 years, commencing from the conclusion of the 58th AGM till the conclusion of the 63rd AGM, to be held in the year 2022 (subject to ratification of their appointment by Members at every AGM, as required under the Act) to conduct audits for the financial years 2017-18 to 2021-22.

Price Waterhouse have consented to the said appointment and confirmed that their appointment, if made, would be within the limits specified under Section 141(3)(g) of the Act. They have also furnished a declaration in terms of Section 141 of the Act that they are eligible to be appointed as auditors of the Company and that they have not incurred any disqualification under the Act.

None of the Directors/Key Managerial Personnel/their relatives is in any way concerned or interested, financially or otherwise, in the Resolution set out at **Item No. 4** of the Notice.

The Board recommends the resolution as set out at **Item No. 4** of the accompanying Notice for the approval by Members of the Company by way of an Ordinary Resolution.

Item no. 5

The Board, on recommendation of the Audit Committee, has approved the appointment and remuneration of Mr. Vinay B. Mulay, the Practicing Cost Auditor (ICAI-CMA No. 8791 CP No. 101159) of Vinay Mulay & Co., Mumbai, to conduct the audit of the cost records of the Company for the financial year ending March 31, 2018.

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor as recommended by the Audit Committee and approved by the Board of Directors, is required to be ratified by Members of the Company at their Meeting.

Accordingly, consent of Members is sought for passing an Ordinary Resolution as set out at **Item No. 5** of the Notice for ratification of the remuneration payable to the Cost Auditor for the financial year ending March 31, 2018.

None of the Directors/Key Managerial Personnel/their relatives is in any way, concerned or interested, financially or otherwise, in the resolution set out at **Item No. 5** of the Notice.

The Board recommends the Resolution set out at **Item No. 5** of the Notice for approval by Members of the Company by way of an Ordinary Resolution.

By Order of the Board of Directors
For Nirlon Limited
sd/-
Jasmin K. Bhavsar

Company Secretary, Vice President (Legal) & Compliance Officer
FCS 4178

Mumbai, August 9, 2017

Registered Office:

Nirlon Limited,

Pahadi Village,

Off the Western Express Highway,

Goregaon (East), Mumbai 400 063.

Tele : +91 (022) 4028 1919/ 2685 2257/58/59

Fax : +91 (022) 4028 1940

CIN no. : L17120MH1958PLC011045

E-mail id: info@nirlonltd.com

Website : www.nirlonltd.com



NIRLON

NIRLON LIMITED

CIN No.: L17120MH1958PLC011045

Regd Office: Pahadi Village, off the Western Express Highway, Goregaon (East), Mumbai: 400 063.
Tel. No.: + 91 (022) 4028 1919 / 2685 2257/58/59 • E-mail id: info@nirlonltd.com • Website: www.nirlonltd.com.

ATTENDANCE SLIP

(To be handed over at the entrance of the Meeting Hall)

Folio No./Client ID :

I/We hereby record my/our presence at the 58th Annual General Meeting of Nirlon Limited to be held on Friday, September 29, 2017 at 11.30 a.m. (IST) at the Registered Office of the Company, Pahadi Village, off the Western Express Highway, Goregaon (East), Mumbai 400 063.

Member's/Proxy Full Name

Member's/Proxy's Signature

NIRLON LIMITED

CIN No.: L17120MH1958PLC011045

Regd Office: Pahadi Village, off the Western Express Highway, Goregaon (East), Mumbai: 400 063.
Tel. No.: + 91 (022) 4028 1919 / 2685 2257/58/59 • E-mail id: info@nirlonltd.com • Website: www.nirlonltd.com.

PROXY FORM

Name of the Member(s)	
Registered Address	
E-mail ID	
Folio No./Client ID	DP ID:

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

1.	Name:	Address:
	E-mail ID	Signature:
	Or failing him/her	
2.	Name:	Address:
	E-mail ID	Signature:
	Or failing him/her	
3.	Name:	Address:
	E-mail ID	Signature:
	Or failing him/her	

as my/our proxy to attend and vote (in a poll) for me/us and on my/our behalf on the 58th Annual General Meeting of the Company to be held on Friday, September 29, 2017 at 11.30 a.m. (IST) at the Registered Office of the Company situate at Pahadi Village, off the Western Express Highway, Goregaon (East), Mumbai 400 063, and at any adjournment thereof in respect of such resolutions as are indicated below:

Sr. No.	Description of Resolution	Vote (Please mention No. of Share/s)	
		For	Against
Ordinary Business:			
1.	To receive, consider and adopt the Audited Financial Statements of the Company for the year ended March 31, 2017, including the Statement of Profit and Loss for the year ended on that date, Audited Balance Sheet as at March 31, 2017 and the Reports of the Directors' and the Auditors' thereon.		
2.	To declare dividend of ₹0.75 paise per equity share of ₹10/- each (7.5%) for the Financial Year ended March 31, 2017.		
3.	To appoint a director in place of Mrs. Rajani M. Bhagat (DIN 00870716), who retires by rotation at this Annual General Meeting, and being eligible offers herself for reappointment.		
4.	Appointment of the Statutory Auditors of the Company 'RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions of the Companies Act, 2013 ('Act'), if any, read with the Companies (Audit & Auditors) Rules, 2014, as amended from time to time and pursuant to the recommendation of the Audit Committee and the Board at their respective Meetings held on August 9, 2017, Price Waterhouse Chartered Accountants LLP (FRN 012754N/ N500016) having their office at 252, Veer Savarkar Marg, Shivaji Park, Dadar (West), Mumbai 400 028, be and are hereby appointed as the Statutory Auditors of the Company, in place of N.M.Rajji & Co. (FRN 108296W), Chartered Accountants, to hold office from the conclusion of the 58 th Annual General Meeting (AGM) until the conclusion of the 63 rd AGM of the Company to be held in the year 2022 (subject to ratification of their appointment by the Members at every AGM, as required under the Act), at such remuneration, including applicable taxes and out-of-pocket expenses, as may be mutually agreed between the Board of Directors of the Company and the Auditors.'		
Special Business:			
5.	Ratification of remuneration payable to M/s. Vinay Mulay & Co., Cost Auditor of the Company, (ICAI-CMA No. 8791, CP No. 101159) appointed by the Board of Directors of the Company to conduct the Audit of the Cost records of the Company for the Financial Year ending March 31, 2018		

Signed this _____ day of _____ 2017

Signature of the Member _____ Signature of Proxy holder(s) _____

Affix Revenue Stamp of ₹ 1/-

Note: This Form of Proxy, in order to be effective should be duly stamped, completed, signed and deposited at the Registered Office of the Company, not less than 48 hours before commencement of the Meeting.



NIRLON LIMITED
(CIN: L17120MH1958PLC011045)

Registered Office: Pahadi Village, off the Western Express Highway, Goregaon (East), Mumbai 400 063.
Tele No. : + 91 (022) 4028 1919/ 2685 2257/58/59, Fax No. : + 91 (022) 4028 1940
Email: info@nirlonltd.com, Website: www.nirlonltd.com

ATTENDANCE SLIP

I /we hereby record my/our presence at the 58th **Annual General Meeting of the Company** on Friday , September 29, 2017 at 11.30 a.m. (IST) at Registered Office of the Company situate at Pahadi Village, off the Western Express Highway, Goregaon (East), Mumbai 400 063.

Sr. No. :

Name and Address of the Member (s)	:
Joint Holder (s)	:
Regd. Folio / DP Id & Client ID	:
No. of Shares	:

Signature of Member/Proxy

Note:

1. Please sign this attendance slip and hand it over at the attendance verification counter at the entrance of the Meeting hall.
2. Electronic copy of the 58th Annual Report for the Financial year ended March 31, 2017 and Notice of the 58th Annual General Meeting (AGM) along with Attendance Slip and Proxy Form are being sent to all Members whose e-mail addresses are registered with the Company/ Depository Participant(s).
3. Physical copy of the 58th Annual Report for the Financial year ended March 31, 2017 and Notice of the 58th AGM along with the Attendance Slip and Proxy Form are also sent in the permitted mode(s) to all Members whose e-mail addresses are not registered or have requested for a hard copy.

E-voting Information

EVSN (Electronic Voting Sequence Number)	USER ID	Password
170830027		USE YOUR PAN