

NIRLON LIMITED

Western Express Highway,
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

**September 5, 2018**

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

Security Code: - 500307**Dear Sir,****Sub:** Regulation 30 of the SEBI (LODR) Regulation, 2015**Ref:** 59th Annual General Meeting - Financial Year 2017-18

We are enclosing herewith copy of 59th 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

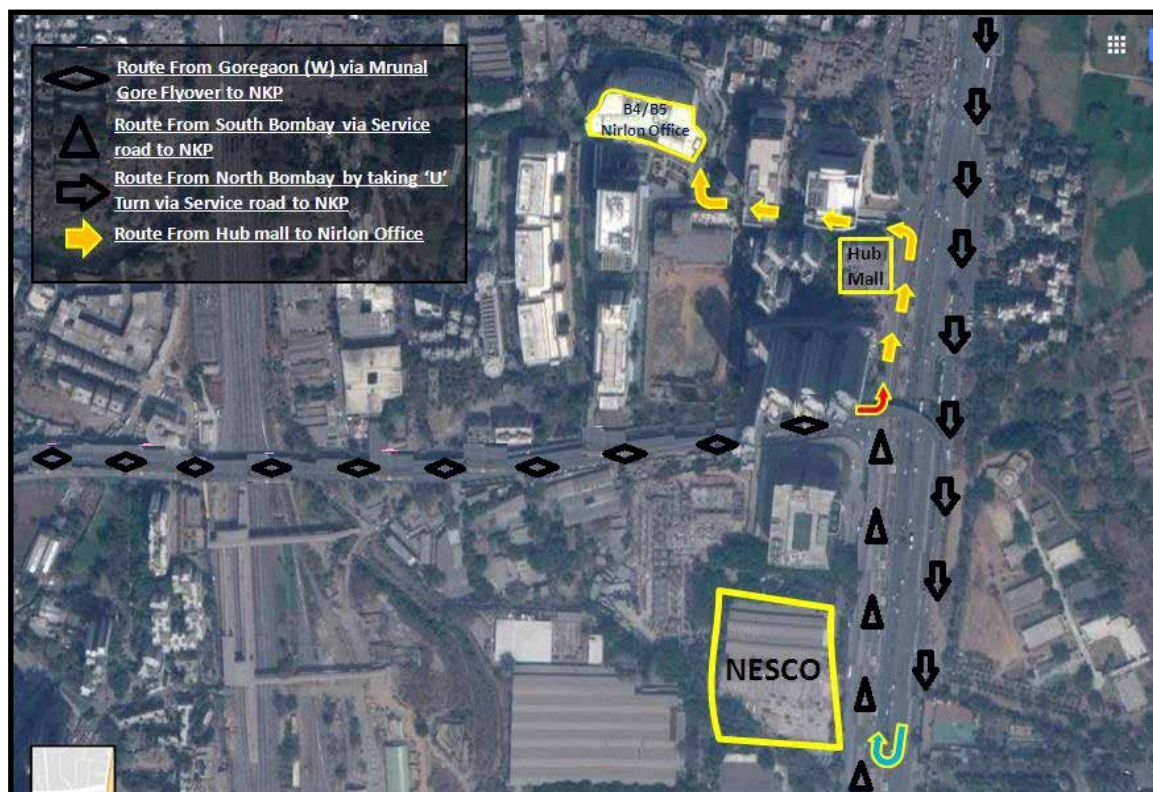
**Company Secretary & Vice President (Legal) & Compliance Officer****Encl: a/a**



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The Route Map for the venue of the 59th AGM is given below





NIRLON

Board of Directors: (As on August 6, 2018)

1. Padma Bhushan Mr. Moosa Raza (**Chairman**)
2. Mr. Rama Varma
3. Mr. Arjan R. Gurbuxani
4. Mrs. Aruna Makhan
5. Mrs. Rajani M. Bhagat
6. Mr. Kunnasagaran Chinniah
7. Mr. Kunal V. Sagar
8. Mr. Rahul V. Sagar (**Executive Director**)

Key Managerial Personnel:

1. Mr. Rahul V. Sagar (Executive Director)
2. Mr. Jasmin K. Bhavsar (Company Secretary, Vice President (Legal) & Compliance Officer)
3. Mr. Manish B. Parikh (Chief Financial Officer)

Legal Advisors:

1. Matubhai Jamietram, Advocates & Solicitors, Mumbai
2. JSA, Advocates & Solicitors, Mumbai

Auditors:

1. Statutory

- Price Waterhouse Chartered Accountants LLP, Mumbai (FRN 012754N / N500016) for the Financial Year 2017-18
- S R B C & Co LLP, Chartered Accountants, Mumbai (FRN 324982E / E300003) (recommended by the Audit Committee / Board at their Meetings held on August 6, 2018 and subject to Members' approval at the 59th AGM from the Financial Year 2018-19)

2. Internal

KPMG, Mumbai

3. Cost

Vinay Mulay & Co., Cost Accountants, Mumbai

4. Secretarial

Alwyn Jay & Co., Company Secretaries, Mumbai

5. Lenders

HDFC Limited

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**

Share Transfer Agent (STA):

Link Intime India Pvt. Ltd., C 101, 247 Park, L B S Marg, Vikhroli (West), Mumbai 400 083.

Tele : +91 (022) 49186000

Fax : +91 (022) 49186060

CIN no. : U67190MH1999PTC118368

E-mail id: rnt.helpdesk@linkintime.co.in

Website : **www.linkintime.co.in**

**NOTICE TO MEMBERS**

NOTICE is hereby given that the **59th** Annual General Meeting (AGM) of Nirlon Limited will be held on **Wednesday, September 26, 2018 at 11.30 a.m.** (IST) at the Registered Office of the Company, at 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, 2018, including the Statement of Profit and Loss for the Year ended on that date, Audited Balance Sheet as at March 31, 2018 and Reports of the Directors' and Auditors' thereon.
2. To declare a dividend of ₹0.75 per equity share of ₹ 10 / - each (@ 7.5%) for the Financial Year ended on March 31, 2018.
3. To appoint a Director in place of Mr. Kunnasagaran Chinniah (DIN 01590108), aged 61 years, who retires by rotation at this Annual General Meeting, and being eligible offers himself for re-appointment.
4. To consider and approve the appointment of the Statutory Auditors of the Company to hold office for a period of 5 (Five) years until the conclusion of the 64th Annual General Meeting and to fix their remuneration and to pass the following resolution as an **Ordinary Resolution**:

Appointment of Statutory Auditors

"RESOLVED THAT pursuant to the provisions of Section 139 and 142 of the Companies Act, 2013, the Companies (Audit and Auditors) Rules, 2014, (including any re-enactment or modification thereto), and such other applicable provisions, if any, S R B C & Co LLP, Chartered Accountants, Mumbai, with Firm Registration Number 324982E / E300003, be and are hereby appointed as the Statutory Auditors of the Company, to hold office for a period of 5 (Five) years, from the conclusion of this Annual General Meeting up to the conclusion of the 64th Annual General Meeting of the Company, at a remuneration as may be mutually agreed to, which is not materially different from that paid to the outgoing Auditors, between the Board of Directors and S R B C & Co LLP, Chartered Accountants, plus applicable taxes, out-of-pocket expenses, travelling and other expenses, in connection with the work of audit to be carried out by them."

SPECIAL BUSINESS:

5. Re-appointment of **Mr. Moosa Raza (DIN 00145345)**, aged 81 years, as an Independent Director and in this regard to consider and to pass the following Resolution

as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 149, 152, Schedule IV and all other applicable provisions of the Companies Act, 2013, and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification / s or re-enactment thereof for the time being on force) and other applicable Regulations including the Regulation 17 (A) of the SEBI (Listing Obligations and Disclosure Requirements (Amendment) Regulations), 2018 as may be amended from time to time, Mr. Moosa Raza (DIN 00145345), aged 81 years, who was appointed as an Independent Director for a term upto March 31, 2019, and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of a Director of the Company, be and is hereby re-appointed as an Independent Director of the Company, to hold office for another term of eighteen (18) months effective from April 1, 2019, not liable to retire by rotation."

6. Re-appointment of **Mr. Arjan R. Gurbuxani (DIN 00425885)**, aged 84 years, as an Independent Director and in this regard to consider and to pass the following Resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 149, 152, Schedule IV and all other applicable provisions of the Companies Act, 2013, and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification / s or re-enactment thereof for the time being on force) and other applicable Regulations including the Regulation 17 (A) of the SEBI (Listing Obligations and Disclosure Requirements (Amendment) Regulations), 2018 as may be amended from time to time, Mr. Arjan R. Gurbuxani (DIN 00425885), aged 84 years, who was appointed as an Independent Director for a term upto March 31, 2019, and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of a Director of the Company, be and is hereby re-appointed as an Independent Director of the Company, to hold office for another term of eighteen (18) months effective from April 1, 2019, not liable to retire by rotation."

7. Continuation of **Mrs. Rajani M. Bhagat (DIN 00870716)**, aged 79 years, as a Director of the Company and in this regard to consider and to pass the following Resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 152, and all other applicable provisions of the Companies Act, 2013, and the Companies (Appointment



NIRLON

and Qualification of Directors) Rules, 2014 (including any statutory modification / s or re-enactment thereof for the time being in force) and other applicable Regulations including the regulation 17 (A) of the SEBI (Listing Obligations and Disclosure Requirements (Amendment) Regulations), 2018 as may be amended from time to time, Mrs. Rajani M. Bhagat (DIN 00870716), aged 79 years, be continued as a Director of the Company liable to retire by rotation.”

8. To consider and if thought fit 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 Practicing 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, 2019, 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 16, 2018

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**

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 59th 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 21, 2018** 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 21, 2018**, 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 21, 2018**.
- e. An electronic copy of the 59th Annual Report for the Financial Year 2017-18 along with the Notice calling the 59th AGM of the Company (Attendance Slip and Proxy Form etc.) 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 59th Annual Report for the Financial Year 2017-18 along with the Notice calling the 59th AGM of the Company, interalia, indicating the process and manner of e-voting along with Attendance Slip and 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. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (**'the Act'**), relating to Business Items no. 4 to 8 to be transacted at the 59th AGM are annexed to the Notice.
5. a. In terms of Section 152 and all other applicable provisions of the Companies Act, 2013, Mr. Kunnasagaran Chinniah (DIN 01590108), aged 62 years, Director retires by rotation at the 59th AGM and being eligible, offers himself for re-appointment.
 - b. In terms of Sections 149, 152, Schedule IV and all other applicable provisions of the Companies Act, 2013, and Regulations 16, 17, 17 (1A) and 25 of the SEBI (Listing Obligations and Disclosure Requirements), 2015 as may be amended from time to time, the following Independent Directors, are eligible for re-appointment as Non-Executive Independent Directors for another term of eighteen (18) months w.e.f. April 1, 2019:
 - i. Mr. Moosa Raza (DIN 00145345), aged 81 years; and
 - ii. Mr. Arjan Gurbuxani (DIN 00425885), aged 84 years.

The Company has received notices in writing under Section 160 of the Companies Act, 2013 from a member proposing their respective candidature

for the office of Directors of the Company to be re-appointed as Independent Directors of the Company for another term of eighteen (18) months effective from April 1, 2019.

Members may note that the Special Resolutions are being passed as mandated under the applicable provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements), 2018.

- c. In terms of Section 152, and all other applicable provisions of the Companies Act, 2013, and Regulations 16, 17, 17(1A) and 25 of the SEBI (Listing Obligations and Disclosure Requirements), 2015 as may be amended from time to time, continuation of Mrs. Rajani M. Bhagat (DIN 00870716), aged 79 years, as a Director of the Company liable to retire by rotation is proposed.
- d. 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, and the Secretarial Standard-2 are provided in the Corporate Governance Report forming part of this 59th Annual Report.
- e. The Board of Directors of the Company recommend the following:
 - i. Re-appointment of Mr. Kunnasagaran Chinniah (DIN 01590108) aged 61 years, as a Director liable to retire by rotation. Mr. Chinniah is a Nominee Director of Reco Berry India Pvt. Ltd., Promoter.
 - ii. Re-appointment of the following Independent Directors for another term of eighteen (18) months w.e.f. April 1, 2019:
 - Mr. Moosa Raza (DIN 00145345), aged 81 years; and
 - Mr. Arjan Gurbuxani (DIN 00425885), aged 84 years.
 - iii. Continuation of Mrs. Rajani M. Bhagat (DIN 00870716), aged 79 years, as a Director liable to retire by rotation.



In addition to the above requirement of the Act, the provisions of the SEBI LODR (Amendment), 2018 also mandates that the appointment and continuation of a Non-Executive Director who has attained the age of 75 years requires a special resolution to be passed to that effect, with a justification for appointing and continuing such individual as Non-Executive Director.

Accordingly, the following Directors of the Company have attained the age of 75 years during their proposed re-appointment* & continuation** as Directors in the Company.

- *Mr. Moosa Raza (DIN 00145345), aged 81 years;
- *Mr. Arjan Gurbuxani (DIN 00425885), aged 84 years; and
- **Mrs. Rajani M. Bhagat (DIN 00870716), aged 79 years.

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 59th 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 Directors are interested, maintained under Section 189 of the Companies Act, 2013;
- c. Any other documents as referred to in this 59th Annual Report shall also be available for inspection by Members.

7. a. Members may note that the Notice calling the 59th AGM and the 59th Annual Report for the F.Y. 2017-18 are also available on the Company's website 'www.nirlonltd.com' and also on the BSE Ltd.'s website 'www.bseindia.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 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 (Ten) 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.
- l. Non-resident Indian Members are requested to inform the Share Transfer Agent / Depository Participant(s) immediately of:
- Change in their residential status on returning to India permanently.
 - 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 (seven) 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 Dematerialised 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**'. 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.
- s. For any communication, Members may also send requests to the Company's Investor e-mail id: '**share@nirlonltd.com**'.
- t. 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.
- u. 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 Share Transfer books of the Company will remain closed from **Friday, September 14, 2018 to Wednesday, September 26, 2018 (both days inclusive)** for the 59th AGM.
10. A dividend of ₹0.75 per equity share (@ 7.5%) has been recommended by the Board for the F.Y. 2017-18, subject to the approval of Members at this ensuing 59th AGM. If the dividend as recommended by the Board is approved at this 59th AGM, payment of such dividend will be made on or before **October 26, 2018** to Members as under:
- 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 13, 2018**.
 - 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 13, 2018**.
11. Members holding shares:
- 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 can not 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 59th 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 21, 2018**.
- 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 21, 2018** 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 59th AGM and is holding shares as on the cut-off date, i.e. **Friday, September 21, 2018**, may obtain the User ID and password as per the CDSL's instructions.

- viii. If a Member is already registered with the 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. **Wednesday, September 26, 2018**.

For Members (holding shares in Dematerialized Form or Physical Form) who receive Notice of the 59th 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), Sunday, September 23, 2018**
 - **End of remote e-voting: 5.00 p.m. (IST) on Tuesday, September 25, 2018**

Remote e-voting will not be allowed beyond the prescribed mentioned date and time, and the e-voting module shall be disabled by the 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	<p>Enter your 10 digit alpha-numeric PAN issued by the Income Tax Department (Applicable for both Demat Shareholders as well as Physical Shareholders)</p> <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. • In case 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. E.g. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
DOB	<p>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.</p>
Dividend Bank Details	<p>Enter the Dividend Bank Details as recorded in your demat account or in the Company records for the said demat account or folio.</p> <ul style="list-style-type: none"> • Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the Depository or Company please enter the member id / folio number in the 'Dividend Bank Details' field as mentioned in instruction iv.

- viii. After entering these details appropriately, click on 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 **EVS**N 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**' and enter the details as prompted by the system.
- xviii. Note for Non-Individual Shareholders / Members and 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'.

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.
- 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, resolutions shall be deemed to be passed at the 59th AGM of the Company scheduled to be held on Wednesday, September 26, 2018.

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 59th 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 Directors including Independent Directors seeking re-appointment and continuation at the 59th AGM is given as follows:

- a. **Mr. Kunnasagaran Chinniah (DIN 01590108)**, aged 61 years (D.O.B 10-05-1957), was nominated as Director, by Reco Berry Pvt. Ltd., a Promoter of the Company, w.e.f. April 28, 2016. Thereafter, Members of the Company appointed Mr. Chinniah as a Director retiring by rotation at their 57th AGM held on September 20, 2016.

Mr. Chinniah is a qualified Chartered Financial Analyst (CFA) and his other academic qualifications include a Bachelor's Degree in Electrical Engineering from the National University of Singapore and an MBA from the University of California, Berkeley, USA.

Mr. Chinniah retired in 2013 as the Managing Director / Global Head of Portfolio, Strategy & Risk Group with GIC Special Investments (GIC SI), the Private Equity arm of the Government of Singapore Investment Corporation (GIC). He joined GIC in 1989 and held various positions with the Special Investments Department of GIC in their North American, European and Asian regions.

Mr. Chinniah also serves on the Boards of various companies including Indian companies such as Edelweiss Financial Services Ltd., Edelweiss Commodities Services Ltd., Edelweiss Securities Ltd. and Edelweiss Agri Value Chain Ltd.

He is holding membership in the Audit Committee of Edelweiss Commodities Services Ltd., Edelweiss Securities Ltd. and Edelweiss Agri Value Chain Ltd., and also a member of the Stakeholders Relationship Committee of Edelweiss Financial Services Ltd.

Mr. Chinniah is not related to any Director / KMP of the Company, and has confirmed that he is not disqualified to act a Director of the Company.

He attended 5 (five) Board Meetings during the F.Y. 2017-18.

He does not hold any equity shares in the Company.



- b. **Mr. Moosa Raza (DIN 00145345)**, aged 81 years (D.O.B 27-02-1937), has been a civil servant for 35 years, and is a recipient of Padma Bhushan awarded by the Hon'ble President of India for his distinguished civil service to the Nation.

Mr. Raza has served the Governments of Gujarat, Jammu & Kashmir, Uttar Pradesh and the Government of India in various capacities as Secretary (Health), the Secretary in Cabinet Secretariat, Secretary of Steel, and Governor's Advisor. He was the President of the Indian Steel Alliance. He runs several NGOs dealing with Education, and is associated with Central Universities.

Mr. Raza also headed as CEO more than 10 public and private sector Industrial and Commercial organizations, such as the National Textile Corporation, Gujarat State Fertilizers & Chemicals, the India Trade Promotion Organization, the Calico Group of Companies, etc. Mr. Raza was elected Chairman of the Standing Committee of Public Enterprises, and was a Member / Director of several organizations dealing with management and administration such as the International Management Institute, IMI-A, SMG, etc.

Mr. Raza has been a Director of the Company since July 1996, and was re-appointed as an Independent Director and Chairman by the Board effective from October 28, 2006.

Subsequently, Members at their Meeting held on August 30, 2007 confirmed his appointment as an Independent Director liable to retire by rotation, and thereafter, at the 55th AGM held on September 23, 2014, Mr. Raza was appointed as an Independent Director, not liable to retire by rotation, to hold office upto March 31, 2019.

Mr. Raza is also holding the position of Director on the Board of the National Waqf Development Corporation Limited, Coastal Energen Pvt. Ltd., and Management Options for Value Enhancement Pvt. Ltd.

Mr. Raza is the Chairman of the Board, Audit, Stakeholders Relationship, Corporate Social Responsibility, and Anti-Sexual Harassment Committee, and is also a member of the Nomination and Remuneration Committees of the Company.

Mr. Raza is not related to any Director / KMP of the Company, and has confirmed that he meets with the criteria for an Independent Director as required.

He attended 5 (five) Board Meetings during the F.Y. 2017-18.

He does not hold any Equity Shares in the Company.

- c. **Mr. Arjan R. Gurbuxani (DIN 00425885)**, aged 84 years (D.O.B. 28-07-1934), graduated with B.A. (Hons.), and LL.B., both from Bombay University and completed C.A.I.I.B.

Mr. Gurbuxani has served Multinational Banks for 42 years in senior positions both in India and abroad.

Mr. Gurbuxani has been a Director of Nirlon Limited since 1994, and was re-appointed as an Independent Director by the Board effective June 24, 2006.

Subsequently, Members at their Meeting held on September 28, 2006 confirmed his appointment as an Independent Director liable to retire by rotation, and thereafter, at the 55th AGM held on September 23, 2014, Mr. Gurbuxani was appointed as an Independent Director, not liable to retire by rotation, to hold office up to March 31, 2019.

Since 2006, Mr. Gurbuxani is the CEO of a Public Charitable Trust established 1903, which manages in Rishikesh (Uttarakhand) two CBSE affiliated Public Schools with more than 3,200 students. The said Trust also manages two Hospitals with more than 280 Beds. One of the Hospitals is dedicated to Eye Care only and has performed more than 1,02,000 free Eye Surgeries since 2007.

Mr. Gurbuxani is the Chairman of the Nomination and Remuneration Committee and Risk Management Committee, and is also a member of the Audit, Stakeholder Relationship and Anti-Sexual Harassment Committees of the Company.

Mr. Gurbuxani is not related to any Director / KMP of the Company, and has confirmed that he meets with the criteria for an Independent Director as required.

He attended 5 (five) Board Meetings during the F.Y. 2017-18.

He holds 724 Equity Shares in the Company.

- d. **Mrs. Rajani M. Bhagat (DIN 00870716)**, aged 79 years (D.O.B 01-10-1938), graduated with B.A. (Hons.), B.Com, B.Sc. (Economics).

Mrs. Bhagat has been occupying the office of Director since March 2003 and was re-appointed as a Director by the Board effective from October 28, 2006.

Subsequently, Members at their Meeting held on August 30, 2007 confirmed her appointment as a Director liable to retire by rotation, and thereafter, at the 51st, 54th, 55th, 56th and 58th AGMs held on September 14, 2010, September 27, 2013, September 23, 2014, September 21, 2015 and September 29, 2017 respectively, Members have re-



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appointed her as a Director liable to retire by rotation.

She is also holding the position of Director on the Board of Pharma Fill Ltd., Pali Manor Pvt. Ltd., Nirfil Investments Pvt. Ltd., Punu Trading and Investment Company Pvt. Ltd., Shital Trading and Interiors Pvt. Ltd., the Bombay Garage (Ahmedabad) Ltd., Bhagat Trading Company Pvt. Ltd., and Indian Pharma Caps and Chemicals Pvt. Ltd.

Mrs. Bhagat is a member of the Corporate Social Responsibility Committee of the Company.

Mrs. Bhagat is not related to any Director / KMP of the Company, and has confirmed that she is not disqualified to act, and can continue as a Director as required.

She attended 4 (four) Board Meetings during the F.Y. 2017-18.

She holds 6,73,349 Equity Shares in the Company.

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 to 8 of the accompanying Notice dated August 16, 2018

Item no. 4

The Board of Directors of the Company at their Meeting held on August 9, 2017 had appointed Price Waterhouse Chartered Accountants LLP, Mumbai (Firm Registration Number 012754N / N500016) as the Statutory Auditors of the Company.

Members of the Company at their 58th AGM held on September 29, 2017 confirmed their appointment as the Statutory Auditors of the Company for a period of five (5) years, commencing from the conclusion of the 58th AGM till the conclusion of the 63rd AGM of the Company.

Price Waterhouse Chartered Accountants LLP, Mumbai have, basis on their discussions with the Company, expressed their intention to resign as auditors, and the same was accepted and recorded by the Board of Directors of the Company at its meeting held on August 6, 2018. Accordingly, the Board of Directors have proposed the appointment of S R B C & Co LLP, Chartered Accountants, Mumbai, with Firm Registration Number 324982E / E300003 as Statutory Auditors of the Company.

S R B C & Co LLP, Chartered Accountants, Mumbai, have conveyed their consent to be appointed as the Statutory Auditors of the Company along with the confirmation that, their appointment, if approved by Members, would be within the limits prescribed under the Act.

Please note: There is no material change in fee payable to the new Statutory Auditors from that paid to the outgoing Auditors.

The Members are requested to appoint S R B C & Co LLP, Chartered Accountants, Mumbai, with Firm Registration Number 324982E / E300003, as the Statutory Auditors of the Company from the F.Y. 2018-19 at the 59th AGM by way of passing an Ordinary Resolution to hold office for a period of 5 (five) years from the conclusion of the 59th ensuing AGM till the conclusion of the 64th AGM of the Company and to fix their remuneration.

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 Ordinary Resolution as set out at **Item No. 4** of the accompanying Notice for the approval by Members of the Company.

Item no. 5

Section I – Background

Members of the Company, at their 55th Annual General Meeting held on September 23, 2014, passed an Ordinary Resolution appointing Mr. Moosa Raza (Chairman), as an Independent Director for a term of 5 (five) years effective from April 1, 2014 upto March 31, 2019.

At present, the Company's Board consists of 8 (eight) Directors i.e. 4 (four) Non – Executive Independent Directors, 3 (three) Promoter Directors, and 1 (One) Nominee Director of Reco Berry Pvt. Ltd., Promoter of the Company.

At the Board meeting held on May 14, 2018, Mr. Raza has provided a declaration that he is qualified to act as a Director of the Company, and also meets with the criteria to act as an Independent Director as laid down under the Companies Act, 2013 (**the Act**), and the SEBI (Listing Obligations and Disclosure Requirements), 2015 (**SEBI LODR**) as amended to date.

Mr. Raza has expressed his desire and willingness to be re-appointed as an Independent Director for another term of eighteen (18) months effective from April 1, 2019 up to September 30, 2020.

In the opinion of the Board, Mr. Raza fulfils the conditions for appointment as an Independent Director as specified in the Act, and the SEBI LODR, 2015 as amended in 2018. Mr. Raza is Independent of the Management.



Section II – Statutory Provisions under the Act and the SEBI LODR, 2018 (amended, effective from April 1, 2019)

1. Sections 149 and 152 of the Act lay down, inter alia, as under:

Every listed public company shall have at least one third of the total number of Directors as Independent Directors, who are not liable to retire by rotation and shall have at least 1 (one) woman Director;

2. An Independent Director shall hold office for a term up to 5 (five) consecutive years on the Board of a company, **but** shall be eligible for re-appointment on passing of a **Special Resolution** by the Company and disclosure of such appointment in the Board's Report.
3. Regulations 16, 17 and 25 of the SEBI LODR, inter alia, stipulate conditions for appointment of Independent Directors by a listed company.
4. Regulation 17 (1A) of the SEBI LODR, 2018, inter alia, provides that no listed entities shall appoint or continue the Directorship of any Director who has attained age of 75 years **unless** a **Special Resolution** is passed to that effect with Explanatory Statement to the Notice with justification for appointing or continuing with such Director.
5. Board of Directors of a listed entity shall have an optimum combination of executive and Non-Executive Directors with at least 1 (one) woman Director and not less than 50 (fifty) percent of the Board of Directors shall comprise of Non-Executive Directors;
6. Where the chairperson of the Board of Directors is a Non-Executive Director, at least one-third of the Board of Directors shall comprise of Independent Directors and where the listed entity does not have a regular Non-Executive chairperson, at least half of the Board of Directors shall comprise of Independent Directors;
7. A person shall not serve as an Independent Director in more than 7 (seven) listed entities;

The maximum tenure of Independent Director, with proposed re-appointment, shall be in accordance with the Companies Act, 2013 and rules made thereunder, in this regard, from time to time.

Section III – Recommendations & Justifications

In the opinion of the Board, Mr. Raza fulfils the conditions for re-appointment as an Independent Director as prescribed in the Act, and the SEBI LODR.

The Directors place on record the outstanding performance of Mr. Raza and appreciate the tremendous support being provided in by him at all levels in steering the Company

towards increased and sustained profitability. Mr. Raza has varied, relevant and extensive experience with business and the Government in India, as well as in depth knowledge about the workings of the Company. Accordingly, the Company relies extensively on his counsel and guidance. He remains a pillar of its success.

It is, therefore, proposed that is in the best interests of the Company to re-appoint Mr. Raza as an Independent Director under the Act, and SEBI LODR to hold office for another term of eighteen (18) months effective from April 1, 2019 up to September 30, 2020 effective from April 1, 2019 (not exceeding in aggregate 10 (ten) years consecutively from his appointment as Independent Director effective from April 1, 2014) as per the Act.

The Company has received an individual notice in writing along with the deposit of the requisite amount under section 160 of the Act, proposing the candidature of Mr. Raza for the office of a Director of the Company.

A brief resume of Mr. Raza containing the nature of expertise in specific functional areas, names of companies in which he holds Chairmanships, Directorships and Memberships of Board / Committees, Shareholding, and relationship with the other Directors as stipulated under the SEBI LODR, are provided in the Corporate Governance Report forming part of this 59th Annual Report.

Copy of draft letter for the proposed appointment of Mr. Raza as an Independent Director, setting out the terms and conditions of his appointment, is available for inspection by any Member of the Company. This Statement may also be regarded as a disclosure under the Act and the SEBI LODR.

Mr. Raza is interested in the Resolution set out at Item No.5 of this Notice.

Name of Director	Date of Birth	Age	Age	Age
Mr. Moosa Raza	27-02-1937	(As on date of Notice i.e. August 6, 2018)	(As on April 1, 2019)	(As on September 30, 2020)
		81 years	82 years	83 years

Save and except to the above, 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 commends the Special Resolution for **Item No.5** of this Notice for approval by Members under the Act, and as well as under the SEBI LODR, 2018.



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Item No. 6

Section I – Background

Members of the Company, at their 55th Annual General Meeting held on September 23, 2014, passed an Ordinary Resolution appointing Mr. Arjan R. Gurbuxani, as an Independent Director for a term of 5 (five) years effective from April 1, 2014 upto March 31, 2019.

At present, the Company's Board consists of 8 (eight) Directors i.e. 4 (four) Non – Executive Independent Directors, 3 (three) Promoter Directors, and 1 (One) Nominee Director of Reco Berry Pvt. Ltd., Promoter of the Company.

At the Board meeting held on May 14, 2018, Mr. Gurbuxani has provided declaration that he is qualified to act as a Director of the Company, and also meets with the criteria to act as an Independent Director as laid down under the Companies Act, 2013 (**the Act**), and the SEBI (Listing Obligations and Disclosure Requirements), 2015 (**SEBI LODR**) as amended to date.

Mr. Gurbuxani has expressed his desire and willingness to be re-appointed as an Independent Director for another term of eighteen (18) months effective from April 1, 2019 up to September 30, 2020.

In the opinion of the Board, Mr. Gurbuxani fulfils the conditions for appointment as an Independent Director as specified in the Act, and the SEBI LODR, 2015 as amended in 2018. Mr. Gurbuxani is Independent of the management.

Section II – Statutory Provisions under the Act and the SEBI LODR, 2018 (amended, effective from April 1, 2019)

1. Sections 149 and 152 of the Act lay down, inter alia, as under:

Every listed public company shall have at least one third of the total number of Directors as Independent Directors, who are not liable to retire by rotation and shall have at least 1 (one) woman Director;
2. An Independent Director shall hold office for a term up to 5 (five) consecutive years on the Board of a company, **but** shall be eligible for re-appointment on passing of a **Special Resolution** by the Company and disclosure of such appointment in the Board's Report.
3. Regulations 16, 17 and 25 of the SEBI LODR, inter alia, stipulate conditions for appointment of Independent Directors by a listed company.
4. Regulation 17 (1A) of the SEBI LODR, 2018, inter alia, provides that no listed entities shall appoint or continue the Directorship of any Director who has attained age of 75 years **unless** a **Special Resolution** is passed to that effect with Explanatory Statement to the Notice with justification for appointing or continuing with such Director.

5. Board of Directors of a listed entity shall have an optimum combination of executive and Non-Executive Directors with at least 1 (one) woman Director and not less than 50 (fifty) percent of the Board of Directors shall comprise of Non-Executive Directors;
6. Where the Chairperson of the Board of Directors is a Non-Executive Director, at least one-third of the Board of Directors shall comprise of Independent Directors and where the listed entity does not have a regular Non-Executive Chairperson, at least half of the Board of Directors shall comprise of Independent Directors;
7. A person shall not serve as an Independent Director in more than 7 (seven) listed entities;

The maximum tenure of Independent Director, with proposed re-appointment, shall be in accordance with the Companies Act, 2013 and rules made thereunder, in this regard, from time to time.

Section III – Recommendations & Justifications

In the opinion of the Board, Mr. Gurbuxani fulfils the conditions for re-appointment as an Independent Director as prescribed in the Act, and the SEBI LODR.

Mr. Gurbuxani's wide ranging and extensive financial experience and expertise continues to be consistently relied upon by the Board and the Management to better guide the successful growth of the Company. His attention to detail, fiscal prudence and in-depth knowledge of the financial aspects of the Company's business make him an invaluable resource for the Company during its ongoing period of growth,

It is, therefore, proposed that is in the best interests of the Company to re-appoint Mr. Gurbuxani as an Independent Director under the Act, and the SEBI LODR to hold office for another term of eighteen (18) months effective from April 1, 2019 up to September 30, 2020 (not exceeding in aggregate 10 (ten) years consecutively from his appointment as Independent Director effective from April 1, 2014) as per the Act.

The Company has received an individual notice in writing along with the deposit of the requisite amount under section 160 of the Act, proposing the candidature of Mr. Gurbuxani for the office of a Director of the Company.

Brief resume of Mr. Gurbuxani containing the nature of expertise in specific functional areas, names of companies in which he holds Chairmanships, Directorships and Memberships of Board / Committees, Shareholding, and relationship with the other Directors as stipulated under the SEBI LODR, are provided in the Corporate Governance Report forming part of this 59th Annual Report.

Copy of draft letter for the appointment of Mr. Gurbuxani as an Independent Director, setting out the terms and conditions of his appointment, are available for inspection by any Member



of the Company.

This Statement may also be regarded as a disclosure under the Act and the SEBI LODR.

Mr. Gurbuxani is interested in the Resolution set out at Item No.6 of this Notice to the extent of his shareholding in the Company.

Name of Director	Date of Birth	Age	Age	Age
Mr. Arjan R. Gurbuxani	28-07-1934	(As on date of Notice i.e. August 6, 2018)	(As on April 1, 2019)	(As on September 30, 2020)
		84 years	84 years	86 years

Save and except to the above, 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.6** of the Notice.

The Board commends the Special Resolution for **Item No. 6** of this Notice for approval by Members under the Act, and as well as under the SEBI LODR, 2018.

Item no. 7

Mrs. Rajani M. Bhagat (DIN 00870716), aged 79 years, is a Promoter and has been occupying the office of Director since March 2003. She is liable to retire by rotation.

The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 (**SEBI, LODR, 2018**), issued a notification No. SEBI / LAD-NRO / GN / 2018 / 10 issued on May 9, 2018 effective from April 1, 2019.

Under the said Notification, SEBI inserted a new sub-regulation 17 (1A):

“(1A) No listed entity shall appoint a person or continue the Directorship of any person as a Non-Executive Director who has attained the age of seventy five years unless a special resolution is passed to that effect, in which case the explanatory statement annexed to the notice for such motion shall indicate the justification for appointing such a person.”

Mrs. Bhagat has attained the age of 79 years (D.O.B. 01-10-1938), and hence, in order to continue to hold her Directorship, Members approval is required by way of a Special Resolution as required under the above sub-regulation of the SEBI LODR, 2018.

This statement may be regarded as a disclosure under the SEBI LODR.

None of the other Directors / key managerial personnel of the Company / their relatives is in anyway concerned or

interested, financially or otherwise, in the Resolution, save and except to the extent of her shareholding.

Her contributions as a Promoter Director are appreciated by the Company. Therefore, the Board commends the Special Resolution as set out at **Item No.7** of this Notice for approval by Members for continuation of Mrs. Bhagat as a Director under the SEBI LODR, 2018.

Item no. 8

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, 2019.

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. 8** of the Notice for ratification of the remuneration payable to the Cost Auditor for the financial year ending March 31, 2019.

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.8** of the Notice.

The Board recommends the Resolution set out at **Item No.8** 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 16, 2018

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

KYC FORM

To
Link Intime India Private Limited
C 101, 247 Park, L.B.S.Marg, Vikhroli (West), Mumbai - 400083.
Unit: **Nirlon Limited**
(formerly known as “Nirlon Synthetic Fibres& Chemicals Limited”)

Date:
Folio No:
No of Equity Shares:

Dear Sir Madam,

We refer to the current KYC status as provided by you in the below table:

Name of the shareholder (s)	PAN	Bank details	Specimen Signature	Email ID	Mobile No.	Nominee Details
	(A)	(B)	(C)	(D)	(E)	(F)

Based on the above data, we are forwarding herewith the required supporting documents by ticking in the appropriate checkbox below for all the fields where the status is shown as 'Required' in the above table).

A For registering PAN of the registered and/or joint shareholders (as applicable)

Registered shareholder Joint holder 1 Joint holder 2 Joint holder 3 (self-attested copy for all Shareholders attached)

B For registering Bank details of the registered shareholder

Aadhar/Passport/utility bill Original cancelled cheque leaf Bank Passbook/Bank Statement

C For registering the Specimen Signature of Registered and/or joint shareholders (as applicable)

Affidavit Banker verification Original cancelled cheque leaf Bank Passbook/Bank Statement (for all Shareholders attached)

D For Updating email id: _____

E: Mobile No:

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F For registering the Nominee details by the registered shareholder

Form SH-13 (Nomination registration form attached)

Note:- For residents of Sikkim instead of PAN provide Aadhar Card/Voters Card/Driving License/Passport or any other identity proof issued by Govt.

I /We hereby state that the above mentioned details are true and correct and we consent towards updating the particulars based on the self-attested copies of the documents enclosed with this letter by attesting my/our signature(s) to it

Sign: _____ Sign: _____ Sign: _____ Sign: _____
Registered holder Joint holder 1 Joint holder 2 Joint holder 3



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 59th Annual General Meeting of Nirlon Limited to be held on Wednesday, September 26, 2018 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

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 59th Annual General Meeting of the Company to be held on Wednesday, September 26, 2018 at 11.30 a.m. (IST) at the Registered Office of the Company, 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 Financial year ended March 31, 2018, including the Statement of Profit and Loss for the Year ended on that date, Audited Balance Sheet as at March 31, 2018 and Reports of the Directors' and Auditors' thereon.		
2.	To declare a dividend of ₹0.75 per equity share of ₹10/- each (@ 7.5%) for the Financial Year ended on March 31, 2018.		
3.	To appoint a Director in place of Mr. Kunnasagan Chinniah (DIN 01590108), aged 61 years, who retires by rotation at this Annual General Meeting, and being eligible offers himself for re-appointment		
4.	Appointment of the Statutory Auditors of the Company "RESOLVED THAT pursuant to the provisions of Section 139 of the Companies Act, 2013, the Companies (Audit and Auditors) Rules, 2014, (including any re-enactment or modification thereto), and such other applicable provisions, if any, S R B C & Co LLP, Chartered Accountants, Mumbai, with Firm Registration Number 324982E/E300003, be and are hereby appointed as the Statutory Auditors of the Company, to hold office for a period of 5 (Five) years, from the conclusion of this Annual General Meeting up to the conclusion of the 64th Annual General Meeting of the Company, at a remuneration as may be mutually agreed, to which is not materially different from that paid to the outgoing Auditors, between the Board of Directors and S R B C & Co LLP, Chartered Accountants, plus applicable taxes, out-of-pocket expenses, travelling and other expenses, in connection with the work of audit to be carried out by them."		
Special Business:			
5.	Re-appointment of Mr. Moosa Raza (DIN 00145345), aged 81 years, as an Independent Director		
6.	Re-appointment of Mr. Arjan R. Gurbuxani (DIN 00425885), aged 84 years, as an Independent Director		
7.	Continuation of Mrs. Rajani M. Bhagat (DIN 00870716), aged 79 years, as a Director of the Company		
8.	Ratification of Remuneration payable to the Cost Auditor		

Signed this _____ day of _____ 2018

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.