Nirlon Limited
CIN:L17120MH1958PLC011045
Pahadi Village, off the Western Express Highway, Goregaon (East), Mumbai 400 063.
Tele:+91 (022) 4028 1919/2685 2257/58/59
E-mail id :**info@nirlonltd.com**, Website:**www.nirlonltd.com**

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October 8, 2025

The Secretary,
BSE Limited,
P.J. Towers,
Dalal Street,
Mumbai- 400 001. **Security Code: 500307**

Dear Sir,

Sub: Postal Ballot Notice (1 of 2025-26)

Ref: APPOINTMENT OF MR. CHANDRESH HARIDAS RUPAREL, (D.O.B.: 14.10.1970) (DIN: 01669081) AS A NON-EXECUTIVE INDEPENDENT DIRECTOR FOR A TERM OF FIVE (5) YEARS EFFECTIVE FROM SEPTEMBER 26, 2025, NOT LIABLE TO RETIRE BY ROTATION BY WAY OF A SPECIAL RESOLUTION

This is to inform you that the Company is conducting the Postal Ballot exercise for the above referred subject matter.

We are enclosing herewith the Postal Ballot Notice (1 of 2025-26) dated September 26, 2025 for your reference.

IMPORTANT INFORMATION AT A GLANCE

Details of *Special* Resolution	**APPOINTMENT OF MR. CHANDRESH HARIDAS RUPAREL, (D.O.B.: 14.10.1970) (DIN:01669081) AS A NON-EXECUTIVE INDEPENDENT DIRECTOR FOR A TERM OF FIVE (5) YEARS EFFECTIVE FROM SEPTEMBER 26, 2025, NOT LIABLE TO RETIRE BY ROTATION**
Cut-off Date for sending the Notice to eligible Shareholders	**Friday, October 10, 2025**

Cut-off Date for determining eligibility for e-voting	
E-voting start date and time	**Friday, October 17, 2025 at 9.00 a.m. (IST)**
E-voting end date and time	**Saturday, November 15, 2025 at 5.00 p.m. (IST)**
Declaration of the Postal Ballot Result	**On or before November 18, 2025**
e-voting service provider	**MUFG INTIME INDIA PVT.LTD.** **(Formerly known as "Link Intime India Pvt.Ltd.")**
Event No.	**250770**

Kindly take the above information on your record.

Thanking you,
Yours faithfully,
For Nirlon Limited

Jasmin K. Bhavsar
Company Secretary, V.P. (Legal) & Compliance Officer
FCS 4178

Encl:a.a.

Nirlon Limited
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POSTAL BALLOT NOTICE

(1 of F.Y. 2025-26)

INFORMATION AT A GLANCE

Details of *Special* Resolution	**APPOINTMENT OF MR. CHANDRESH HARIDAS RUPAREL, (D.O.B.: 14.10.1970) (DIN:01669081) AS A NON-EXECUTIVE INDEPENDENT DIRECTOR FOR A TERM OF FIVE (5) YEARS EFFECTIVE FROM SEPTEMBER 26, 2025, NOT LIABLE TO RETIRE BY ROTATION**
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Event No.	**250770**

Dear Member(s) of Nirlon Limited,

NOTICE is hereby given pursuant to Section 110 read with Section 108 of the Companies Act, 2013 (**"Act"**) and other applicable provisions, if any, of the Act and Rule 20 and Rule 22 of the

Companies (Management and Administration) Rules, 2014 (**"Rules"**), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**"SEBI Listing Regulations**") and the Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India (**"SS-2"**), as amended from time to time, read with the General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, and subsequent circulars issued in this regard, the latest being 09/2024 dated September 19, 2024 issued by the Ministry of Corporate Affairs (**"MCA"**) (hereinafter collectively referred to as **"MCA Circulars"**), that the resolution seeking approval for appointment of **Mr. Chandresh Haridas Ruparel, (D.O.B.:14.10.1970) (DIN:01669081)**, as a Non-Executive Independent Director for a term of five (5) years effective from September 26, 2025, is proposed to be passed as a Special Resolution by the Members of **Nirlon Limited** (**"Company"**) through a Postal Ballot by voting through electronic means (**"remote e-voting")** only.

The Company has appointed **MUFG Intime India Pvt.Ltd. (MUFG)** to provide voting through remote e-voting facility to Members to cast their votes on Special Resolution as set out in the Postal Ballot Notice.

In compliance with the aforesaid MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories.

The communication of assent or dissent of the Members would take place only through the remote e-voting system. If your e-mail address is not registered with the Company/Depositories, please follow the process provided in the Notes to receive this Postal Ballot Notice.

An Explanatory Statement pursuant to Sections 102, 110 and other applicable provisions, if any, of the Act, pertaining to the Special Resolution setting out the material facts and reasons thereof, is appended to this Postal Ballot Notice. Pursuant to Rule 22(5) of the Rules, the Board of Directors of your Company has appointed Mr. Alwyn D'souza, Practicing Company Secretary (FCS No.5559 CP No.5137), or failing him Mr. Jay D'souza, Practicing Company

Secretary (FCS No.3058 CP No.6915) of Alwyn Jay & Co., Company Secretaries, Mumbai, as Scrutinizers to conduct the Postal Ballot through remote e-voting process in a fair and transparent manner.

The remote e-voting period commences from **9.00 a.m. (IST) on Friday, October 17, 2025, and ends at 5:00 p.m. (IST) on Saturday, November 15, 2025.**

The Scrutinizer will submit his report to the Chairman of the Company, or the Company Secretary upon completion of the scrutiny of the votes cast through remote e-voting. The results of the Postal Ballot will be announced not later than two (2) working days of the conclusion of the e-voting, i.e. on or before **5:00 p.m. (IST) Tuesday, November 18, 2025.**

The said results along with the Scrutinizer's Report would be intimated to BSE Limited, where the Equity Shares of the Company are listed. The results will also be uploaded on the Company's website **www.nirlonltd.com.**

SPECIAL BUSINESS:

APPOINTMENT OF MR. CHANDRESH HARIDAS RUPAREL, (D.O.B.: 14.10.1970) (DIN: 01669081) AS A NON-EXECUTIVE INDEPENDENT DIRECTOR FOR A TERM OF FIVE (5) YEARS EFFECTIVE FROM SEPTEMBER 26, 2025, NOT LIABLE TO RETIRE BY ROTATION

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

"**RESOLVED THAT Mr. Chandresh Haridas Ruparel (DIN:01669081)**, age 55 years, who was appointed as an Additional Director (Non-Executive Independent) of the Company with effect from September 26, 2025 by the Board of Directors, based on the recommendation of the Nomination and Remuneration Committee in terms of Section 161 of the Companies Act, 2013 (**"Act"**) read with Articles of Association of the Company, who is eligible for appointment and who has consented to act as a Director of the Company be and is hereby appointed as an Independent Director of the Company."

"RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Act read with Schedule IV to the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014, Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**"SEBI Listing Regulations"**), as amended from time to time, the appointment of **Mr. Chandresh Haridas Ruparel** (**DIN:01669081**), who meets the criteria for independence as provided in Section 149(6) of the Act, and Regulation 16(1)(b) of SEBI Listing Regulations and who has submitted a declaration to that effect, and who is eligible for appointment as a Non-Executive Independent Director of the Company for a term of five (5) years commencing from September 26, 2025 to September 25, 2030 and who would not be liable to retire by rotation, be and is hereby approved."

"RESOLVED FURTHER THAT the Board of Directors of the Company (which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) be and is hereby authorised to take all such steps as may be necessary, proper and expedient to give effect to this Resolution."

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NOTES:

1. The Explanatory Statement pursuant to the provisions of Sections 102 and 110 of the Companies Act, 2013 **('the Act')** read together with Rule 22 of the Companies (Management and Administration) Rules, 2014 and the Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India **('SS-2')** setting out the material facts and reasons for the Special Business to be transacted is annexed hereto and forms part of this Postal Ballot Notice.

The relevant details, pursuant to Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Director seeking appointment as Non-Executive Independent Director are also annexed to this Notice.

2. In compliance with the MCA Circulars, the Postal Ballot Notice along with the instructions regarding remote e-Voting shall be sent by electronic mode only to those Members whose names appear in the Register of Members/ list of Beneficial Owners, maintained by the Company/ Depositories as at close of business hours on **Friday, October 10, 2025** (**'Cut-off Date'**), and whose email IDs are registered with the Company / Depositories and whose names appear in the Register of Members / List of Beneficial Owners as received from National Securities Depository Limited **('NSDL')** / Central Depository Services (India) Limited **('CDSL')** and Company's **STA**, i.e. **MUFG Intime India Private Limited ('MUFG')** as on **the Cut-off Date**.

3. Members cannot exercise their votes through proxy on Postal Ballot. A Member need not cast all the votes in the same way. **Members are requested to exercise their voting rights through remote e-voting only**. No other means are permitted.

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

4. Members who have ***not registered their e-mail address*** are requested to register / update their email address, in respect of electronic holdings with the Depository through the concerned Depository Participants , and in respect of physical holdings with MUFG as per the **Note No. 14.**

5. Only those Members whose names are appearing in the Register of Members / List of Beneficial Owners as on the **Cut-off Date** shall be eligible to cast their votes through Postal Ballot.

A person who is not a Member on the **Cut-off Date** should treat this Notice for information purposes only. The voting rights of the Members shall be in proportion to their share of the paid-up equity share capital of the Company as on **the Cut-off Date.**

It is however, clarified that all Members of the Company as on the **Cut-Off Date** (*including those Members who may not have received this Notice due to non-registration of their e-mail*

address with the Company / MUFG / Depositories) shall be entitled to vote in relation to aforementioned Resolution in accordance with the process specified in this Notice.

6. In compliance with provisions of Section 108 and Section 110 and other applicable provisions, if any, of the Act, as amended read together with Rule 20 and 22 of Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015 **('SEBI Listing Regulations')**, SS-2 and MCA Circulars, the Company is pleased to offer remote e-voting facility to all the Members of the Company.

For this purpose, the Company has engaged MUFG for facilitating e-voting to enable the members to cast their votes through remote e-voting.

7. The Postal Ballot Notice has been uploaded on the website of the Company at i.e. **http://www.nirlonltd.com** and the website of MUFG i.e. **https://instavote.linkintime.co.in**, and shall be available on the websites of the Stock exchange i.e. BSE Limited at **www.bseindia.com**. Members who have not received the Notice may download the same from the aforesaid websites.

8. The remote e-voting period commences on **Friday, October 17, 2025 at 9:00 a.m. (IST) and ends on Saturday, November 15, 2025 at 5:00 p.m. (IST).**

The remote e-voting module shall be disabled for voting thereafter by MUFG. During this period, the Members of the Company holding shares in physical or electronic form, as on the **Cut-off Date** may cast their vote by electronic means in the manner and the process mentioned in **Note No. 15 of this Notice**. Once the vote on a resolution is cast by the Member, the Members shall not be allowed to change it subsequently.

9. Documents referred to in the Notice/ Explanatory Statement shall be made available for electronic inspection without any fee to the Members from the date of circulation of this Notice upto the date of closure of remote e-voting i.e. **Saturday, November**

15, 2025 at **5:00 p.m. (IST**). Members who wish to inspect such documents are requested to send an email to **share@nirlonltd.com** mentioning their name, folio no./client ID and DP ID and the documents they wish to inspect, with a self attested copy of their PAN card attached to the email.

10. The Board of Directors **('Board')** of the Company at its meeting held on September 26, 2025, has appointed Mr. Alwyn D'souza, Practicing Company Secretary (FCS No.5559 CP No.5137), or failing him Mr. Jay D'souza, Practicing Company Secretary (FCS No.3058 CP No.6915) of Alwyn Jay & Co., Company Secretaries, Mumbai, as Scrutinizers to conduct the Postal Ballot through remote e-voting process in a fair and transparent manner.

11. The Scrutinizer will submit his report, after the completion of scrutiny, to the Chairman of the Company or the Company Secretary within two (2) working days from the end of the remote e-voting period.

The Scrutinizer's decision on the validity of the Votes cast shall be final. The result of the Postal Ballot will be announced by the Chairman of the Company, or the Company Secretary not later than two (2) working days from the conclusion of remote e-voting.

12. The result of Postal Ballot along with the Scrutinizer's Report will also be placed on the Company's website at **http://www.nirlonltd.com** and on the MUFG's website at **https://instavote.linkintime.co.in** and shall be communicated to the BSE Ltd. at **www.bseindia.com**, the stock exchange where the Company's shares are listed.

13. A Special Resolution passed by the Members through a Postal Ballot is deemed to have been passed as if the same has been passed at general meeting of the Members convened in that behalf. The resolution, if approved by the requisite majority by means of Postal Ballot, shall be deemed to have been passed on the last date of remote e-voting i.e. **Saturday, November 15, 2025.**

14. Procedure for registering the e-mail addresses for obtaining the Notice of Postal ballot and remote e-voting instructions by the Members whose e-mail addresses are not registered with the DPs (in case of Members holding shares in Demat form) or with MUFG (in case of Members holding shares in physical form).

Those persons who are Members of the Company as on **Cut-off Date** i.e. **Friday, October 10, 2025** and who have not yet registered their e-mail addresses are requested to get their e-mail addresses registered by following the procedure given below:

a. In case shares are held in **Physical Mode** please provide folio no., name of Member, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card) and Aadhaar (self-attested scanned copy of Aadhaar card) by e-mail to **instameet@in.mpms.mufg.com.**

b. In case shares are held in Demat Mode, please provide DP ID & Client ID (16-digit DP ID & Client ID or 16-digit beneficiary ID), name, client master or copy of consolidated account statement, PAN (self-attested scanned copy of PAN card), Aadhaar (self-attested scanned copy of Aadhaar card) to **instameet@in.mpms.mufg.com**.

If you are an individual Member holding securities in Demat Mode, you are requested to refer to the login method explained above i.e., login method for e-voting for individual Member/shareholder holding securities in Demat Mode.

c. Alternatively, Members may send a request to e-mail at **enotices@in.mpms.mufg.com** for procuring User ID and Password for e-voting by providing above mentioned documents.

***For permanent registration of email*, kindly contact your DP, if shares are held in Demat Form and MUFG, if shares are held in Physical Form.**

Members may note that this Postal Ballot Notice will also be available on the Company's website **www.nirlonltd.com** and website of the Stock Exchange where the Equity Shares of the Company are listed i.e. BSE Limited **www.bseindia.com**.

15. The instructions for remote e-voting are as under:

i) In compliance with the provisions of Sections 108 and 110 of the Act, Rules 20 and 22 of the Rules, Regulation 44 of the SEBI Listing Regulations, MCA Circulars and SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 in relation to "**e-voting facility provided by Listed Entities**", the Members are provided with the facility to cast their vote electronically through the remote e-voting services provided by MUFG Intime India Pvt. ltd. (**MUFG**) through **Instavote.**

ii) Voting rights of the Members shall be in proportion to the shares held by them in the paid-up Equity Share capital of the Company as on **Cut-off Date**. Only those Members whose names are recorded in the Register of Members of the Company, or Register of Beneficial Owners maintained by the Depositories as on the **Cut-off Date** will be entitled to cast their votes by remote e-voting. A person who is not a member as on the **Cut-off Date** should treat this Postal Ballot Notice for information purposes only. **The remote e-voting period commences from 9:00 a.m. (IST) on Friday, October 17, 2025, and ends at 5:00 p.m. (IST) on Saturday, November 15, 2025.**

The e-voting module shall be disabled by MUFG thereafter. Once the vote on the resolution is cast by the Member, he/she shall not be allowed to change it subsequently.

iii) The details of the process and manner for remote e-voting are explained herein below:

REMOTE EVOTING INSTRUCTIONS:

In terms of SEBI circular no. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023, Individual shareholders holding securities in Demat Mode are allowed to vote through their Demat account maintained with Depositories and Depository Participants.

Shareholders are advised to update their mobile number and email id correctly in their Demat accounts to access remote e-Voting facility.

1. **Login method for Individual shareholders holding securities in Demat Mode:**

➢ Individual Shareholders holding securities in Demat Mode with **NSDL**

METHOD 1 - NSDL IDeAS facility

- **Shareholders registered for IDeAS facility:**

a) Visit URL: **https://eservices.nsdl.com** and click on "**Beneficial Owner**" icon under "**IDeAS Login Section**".

b) Click on "**Beneficial Owner**" icon under "**IDeAS Login Section**".

c) Post successful authentication, you will be able to see e-Voting services under Value added services section. Click on "**Access to e-Voting**" under e-Voting services.

d) Click on "**MUFG InTime**" or "**evoting link displayed alongside Company's Name**" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

OR

- **Shareholders not registered for IDeAS facility:**

a) To register, visit URL: **https://eservices.nsdl.com** and select "**Register Online for IDeAS Portal"** or click on **https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp**

b) Enter 8-character DP ID, 8-digit Client ID, Mobile no, Verification code & click on "**Submit**".

c) Enter the last 4 digits of your bank account / generate: '**OTP**'

d) Post successful registration, user will be provided with Login ID and password. Follow steps given above in points (a-d).

Shareholders/ Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.

Google Play App Store

METHOD 2 - NSDL e-voting website

a) Visit URL: **https://www.evoting.nsdl.com/**

b) Click on the "**Login**" tab available under '**Shareholder/Member**' section. Enter User ID (i.e., your 16-digit Demat account no.

held with NSDL), Password/OTP and a Verification Code as shown on the screen.

c) Post successful authentication, you will be re-directed to NSDL depository website wherein you will be able to see e-Voting services under Value added services. Click on "**Access to e-Voting**" under e-Voting services.

d) Click on "**MUFG InTime**" or "**evoting link displayed alongside Company's Name**" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

METHOD 3 - NSDL OTP based login

a) Visit URL:

https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp

b) Enter your 8 - character DP ID, 8 - digit Client Id, PAN, Verification code and generate OTP.

c) Enter the OTP received on your registered email ID/ mobile number and click on "**login**".

d) Post successful authentication, you will be re-directed to NSDL depository website wherein you will be able to see e-Voting services under Value added services. Click on "**Access to e-Voting**" under e-Voting services.

e) Click on "**MUFG InTime**" or "**evoting link displayed alongside Company's Name**" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

2. Individual Shareholders registered with CDSL Easi / Easiest facility

METHOD 1 - CDSL Easi/ Easiest facility:

- ***Shareholders registered for Easi/ Easiest facility:***

a) Visit URL: **https://web.cdslindia.com/myeasitoken/Home/Login**, or **www.cdslindia.com** & click on New System Myeasi Tab.

b) Enter existing username, Password & click on **"Login"**.

c) Post successful authentication, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG InTime. Click on "**MUFG InTime**" or "**evoting link displayed alongside**

Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

OR

- **Shareholders <u>not registered</u> for Easi/Easiest facility:**
  - **a)** To register, visit URL: **https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration/https://web.cdslindia.com/myeasitoken/Registration/EasiestRegistration**
  - **b)** Proceed with updating the required fields for registration.
  - **c)** Post successful registration, user will be provided username and password. Follow steps given above in points (a-c).

METHOD 2 - CDSL e-voting page

a) Visit URL: **https://www.cdslindia.com**

b) Go to e-voting tab.

c) Enter 16-digit Demat Account Number (BO ID) and PAN No. and click on "**Submit**".

d) System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account

e) Post successful authentication, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG InTime.

Click on "**MUFG InTime**" or "**evoting link displayed alongside Company's Name"** and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

3. Individual Shareholders holding securities in Demat Mode with <u>Depository Participant</u>

Individual shareholders can also login using the login credentials of your Demat account through your depository participant registered with NSDL / CDSL for e-voting facility.

a) Login to DP website

b) After Successful login, user shall navigate through "**e-voting**" option.

c) Click on "**e-voting option**", user will be redirected to NSDL / CDSL Depository website after successful authentication, wherein user can see e-voting feature.

d) Post successful authentication, click on "**MUFG InTime**" or "**evoting link displayed alongside Company's Name**" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

4. ***Login method for shareholders holding securities in <u>Physical Mode</u> / <u>Non-Individual Shareholders</u> holding securities in Demat Mode.***

Shareholders holding shares in Physical Mode / Non-Individual Shareholders holding securities in Demat Mode as on **the Cut-off Date for e-voting** may register and vote on InstaVote as under:

STEP 1: LOGIN / SIGNUP to InstaVote

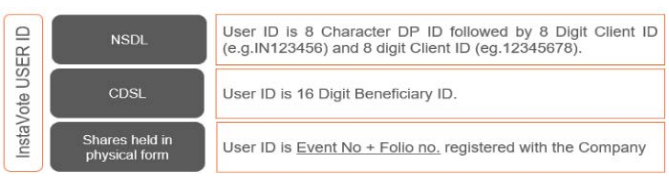
Shareholders <u>registered</u> for INSTAVOTE facility:

a) Visit URL: **https://instavote.linkintime.co.in** & click on **"Login"** under '**SHARE HOLDER'** tab.

b) Enter details as under:

1. User ID: Enter User ID

2. Password: Enter existing Password



3. Enter Image Verification (CAPTCHA) Code

4. Click "**Submit**".

(Home page of e-voting will open. Follow the process given under "**Steps to cast vote for Resolutions**")

OR

- **Shareholders <u>not registered</u> for INSTAVOTE facility**:

a) Visit URL: **https://instavote.linkintime.co.in** & click on **"Sign Up"** under '**SHARE HOLDER'** tab & register with details as under:

1. User ID: Enter User ID

2. PAN: Enter your 10-digit Permanent Account Number (**PAN**) (Shareholders who have not updated

their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.

3. DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP/Company - in DD/MM/YYYY format)
4. Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company.
   - Shareholders holding shares in **NSDL form**, shall provide '**3**' above
   - Shareholders holding shares in **Physical Form** but have not recorded '**3**' and '**4**', shall provide their Folio number in '**4**' above
5. Set the password of your choice.
   (The password should contain minimum 8 characters, at least one special Character (!#$&*), at least one numeral, at least one alphabet and at least one capital letter).
6. Enter Image Verification (CAPTCHA) Code.
7. Click "**Submit**" (You have now registered on InstaVote).
   Post successful registration, click on **"Login"** under '**SHARE HOLDER'** tab & follow steps given above in points (a-b).

STEP 2: Steps to cast vote for Resolutions through InstaVote

A. Post successful authentication and redirection to InstaVote inbox page, you will be able to see the "**Notification for e-voting**".

B. Select '**View'** icon. E-voting page will appear.

C. Refer the Resolution description and cast your vote by selecting your desired option '**Favour / Against'** (If you wish to view the entire Resolution details, click on the '**View Resolution'** file link).

D. After selecting the desired option i.e. Favour/Against, click on '**Submit**'.

E. A confirmation box will be displayed. If you wish to confirm your vote, click on **'Yes'**, else to change your vote, click on '**No**' and accordingly modify your vote.

NOTE: *Shareholders may click on* ***"Vote as per Proxy Advisor's Recommendation"*** *option and view proxy advisor recommendations for each*

*resolution before casting vote. "**Vote as per Proxy Advisor's Recommendation"** option provides access to expert insights during the e-Voting process. Shareholders may modify their vote before final submission.*

Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently.

5. *Guidelines for Institutional shareholders ("Custodian / Corporate Body/ Mutual Fund")*

STEP 1 – Custodian / Corporate Body/ Mutual Fund Registration

A. Visit URL: **https://instavote.linkintime.co.in**

B. Click on "**Sign Up**" under "**Custodian / Corporate Body/ Mutual Fund"**

C. Fill up your entity details and submit the form.

D. A declaration form and organization ID is generated and sent to the Primary contact person email ID (which is filled at the time of sign up). The said form is to be signed by the Authorised Signatory, Director, Company Secretary of the entity & stamped and sent to **insta.vote@linkintime.co.in.**

E. Thereafter, Login credentials (User ID; Organisation ID; Password) is sent to Primary contact person's email ID. (You have now registered on InstaVote)

STEP 2 – Investor Mapping

A. Visit URL: **https://instavote.linkintime.co.in** and login with InstaVote Login credentials.

B. Click on "**Investor Mapping**" tab under the Menu Section

C. Map the Investor with the following details:

1) '**Investor ID'** – Investor ID for NSDL Demat account is 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678; Investor ID for CDSL Demat account is 16 Digit Beneficiary ID.

2) '**Investor's Name'**- Enter Investor's Name as updated with DP.

3) '**Investor PAN'** - Enter your 10-digit PAN.

4) '**Power of Attorney'** - Attach Board resolution or Power of Attorney.

NOTE: File Name for the Board resolution/ Power of Attorney shall be DP ID and Client ID or 16 Digit Beneficiary ID.

Further, Custodians and Mutual Funds shall also upload specimen signatures.

D. Click on "**Submit"** button. (The investor is now mapped with the Custodian / Corporate Body/ Mutual Fund Entity). The same can be viewed under the "**Report Section**".

STEP 3 – Steps to cast vote for Resolutions through InstaVote

The corporate shareholder can vote by two methods, during the remote e-voting period.

METHOD 1 - VOTES ENTRY

a) Visit URL: **https://instavote.linkintime.co.in** and login with InstaVote Login credentials.

b) Click on "**Votes Entry**" tab under the Menu section.

c) Enter the "**Event No**." for which you want to cast vote.
Event No. can be viewed on the home page of InstaVote under "**On-going Events"**.

d) Enter "**16-digit Demat Account No**.".

e) Refer the Resolution description and cast your vote by selecting your desired option '**Favour / Against**' (If you wish to view the entire Resolution details, click on the '**View Resolution'** file link). After selecting the desired option i.e. Favour / Against, click on '**Submit**'.

f) A confirmation box will be displayed. If you wish to confirm your vote, click on '**Yes'**, else to change your vote, click on '**No**' and accordingly modify your vote.
(Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

METHOD 2 - VOTES UPLOAD

a) Visit URL: **https://instavote.linkintime.co.in** and login with InstaVote Login credentials.

b) After successful login, you will see "**Notification for e-voting**".

c) Select "**View**" icon for "**Company's Name / Event number**".

d) E-voting page will appear.

e) Download sample vote file from "**Download Sample Vote File**" tab.

f) Cast your vote by selecting your desired option '**Favour / Against**' in the sample vote file and upload the same under "**Upload Vote File**" option.

g) Click on '**Submit**'. '**Data uploaded successfully**' message will be displayed.

(Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

Helpdesk:

i. **Shareholders holding securities in Physical Mode / Non-Individual Shareholders holding securities in Demat Mode:**

Shareholders facing any technical issue in login may contact **INSTAVOTE** helpdesk by sending a request at **enotices@in.mpms.mufg.com** or contact on: Tel: 022 – 4918 6000.

ii. **Individual Shareholders holding securities in Demat Mode:**

Shareholders holding securities in Demat Mode may contact the respective helpdesk for any technical issues related to login through Depository i.e., NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in Demat Mode with **NSDL**	Members facing any technical issue in login can contact NSDL helpdesk by sending request at **evoting@nsdl.co.in** or call at: 022 - 4886 7000
Individual Shareholders holding securities in Demat Mode with **CDSL**	Members facing any technical issue in login can contact CDSL helpdesk by sending request at **helpdesk.evoting@cdslindia.com** or contact at toll free no. 1800 22 55 33

6. Forgot Password:

i. **Shareholders holding securities in Physical Mode / Non-Individual** Shareholders holding securities in **Demat Mode**:

Shareholders holding securities in Physical Mode / Non-Individual Shareholders holding securities in Demat Mode who have forgotten the USER ID [Login ID] or Password or both can use the "**Forgot Password**" option available on:

https://instavote.linkintime.co.in

- Click on **"Login"** under '**SHARE HOLDER**' tab.

- Click **"forgot password?"**
- Enter User ID, select Mode and Enter Image Verification code (CAPTCHA).
- Click on "**SUBMIT**".

ii. **In case Custodian / Corporate Body/ Mutual Fund** has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "**Forgot Password"** option available on: **https://instavote.linkintime.co.in**

- Click on '**Login**' under "Custodian / Corporate Body/ Mutual Fund" tab
- Click **"forgot password?"**
- Enter User ID, Organization ID and Enter Image Verification code (CAPTCHA).
- Click on "**SUBMIT**".

In case shareholders have a valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing information about the particulars of the Security Question and Answer, PAN, DOB/DOI etc. The password should contain a minimum of 8 characters, at least one special character (!#$&), at least one numeral, at least one alphabet and at least one capital letter.*

iii. **Individual Shareholders holding securities in Demat Mode with NSDL/ CDSL who have forgotten their password:**

Individual Shareholders holding securities in Demat Mode who have forgotten the USER ID [Login ID] or Password or both, are advised to use Forget User ID and Forget Password option available at above mentioned depository/ depository participants website.

General Instructions - Shareholders

- ❖ It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- ❖ For Shareholders/ Members holding shares in Physical Form, the details can be used only for voting on the resolution contained in this Notice.

- During the voting period, Shareholders/ Members can login any number of time till they have voted on the resolution(s) for a particular "**Event**".

By Order of the Board of Directors,
For Nirlon Limited
Sd/-
Jasmin K. Bhavsar
Company Secretary, Vice President (Legal) & Compliance Officer
FCS 4178

Mumbai, September 26, 2025
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
CIN no. : L17120MH1958PLC011045
E-mail id : info@nirlonltd.com
Website : www.nirlonltd.com

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EXPLANATORY STATEMENT PURSUANT TO SECTIONS 102 AND 110 OF THE COMPANIES ACT, 2013 ("ACT")

The following statement sets out all material facts relating to the special resolution to be passed as mentioned in the accompanying Notice.

Based on recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company at their meeting held on September 26, 2025 has appointed **Mr. Chandresh Haridas Ruparel** (**DIN:01669081)** as an Additional Director, designated as a Non-Executive Independent Director of the Company for a term of five (5) years commencing from September 26, 2025 to September 25, 2030, not liable to retire by rotation, subject to the approval of the Members by way of a Special Resolution.

Based on his skills, competence and expertise in Corporate Finance, General Management, M&As and Strategy, the Board, on the recommendation of the Nomination and Remuneration Committee, has determined that the appointment of Mr. Ruparel would be beneficial to the Company.

The Company has received a declaration from him to the effect that he meets the criteria of independence as provided in Section 149(6) of the Act and Rules framed thereunder and Regulation 16(1)(b) of the Securities

and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**"SEBI Listing Regulations**").

In terms of Regulation 25(8) of SEBI Listing Regulations, Mr. Ruparel has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties. Mr. Ruparel has also confirmed that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to the registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs.

Mr. Ruparel has also confirmed that he is not disqualified from being appointed as a Director, in terms of the provisions of Section 164 of the Act and is not debarred to hold the office of a Director by virtue of any order passed by the SEBI, or any other authority and has given his consent to act as a Director of the Company.

There is no inter se relationship between him and any member of the Board and other Key Managerial Personnel of the Company.

In the opinion of the Nomination and Remuneration Committee and the Board, Mr. Ruparel is a person of integrity, fulfils the conditions specified in the Act and the Rules made thereunder read with the provisions of the SEBI Listing Regulations, each as amended, and is independent of the Management of the Company.

The terms and conditions of Mr. Ruparel's appointment are available for inspection by the Members at the Registered Office of the Company during business hours on all working days, until the last date of remote e-voting.

Brief Profile of Mr. Chandresh Haridas Ruparel (DIN: **01669081) is as follows:**

Mr. Chandresh Ruparel has worked as a director and senior advisor with Rothschild & Co. India Pvt. Ltd. for 22 years (May 2023 to June 2025). Prior to which Mr. Ruparel led the India business for the firm.

Mr. Ruparel's role involved having detailed interaction with owners and senior management in helping assess their business, debating and rationalizing potential fund raising / inorganic initiatives and guidance in achieving a desired corporate finance outcome for stakeholders. Given his long-standing experience, Mr. Ruparel also helped leverage his connections and standing within the Advisory ecosystem in formulating strategic /

tactical / negotiation advice to clients.

Some of his recent experiences involved advising on:

- Raising private capital for a leading Pharma business
- Formulating India partnership for the Indian business of an international non-alcoholic beverages major
- Acquisition / Divestiture transactions involving financial sponsors / promoters
- Realignment of matured partnerships between Promoters and sponsors to achieve stakeholder objectives
- Cross border acquisitions by Indian companies

As a Head of the India office, Mr. Ruparel was responsible for the business strategy, outcomes and positioning (both internally and externally) of the India business and his team. Mr. Ruparel was a part of the AsiaPac Executive Committee for R&Co Global Advisory and the member R&Co 4 Generations (the Rothschild family led global Charity initiative) representing AsiaPac.

Prior to Rothschild & Co, Mr. Ruparel worked for Lazard India Ltd for 3 years and with SBI Capital Markets for 5 years. Mr. Ruparel is a BE (Computers) graduate from University of Mumbai and an MBA (Finance) from JBIMS, Mumbai and presently live with his family in Mumbai.

Mr. Ruparel is not holding any directorships in any other company.

Mr. Ruparel and his relatives are not holding any shares in Nirlon Limited.

In compliance with the provisions of Section 149 read with Schedule IV to the Act and Regulations 17 and 25 of SEBI Listing Regulations and other applicable Regulations, the appointment of Mr. Ruparel as Non-Executive Independent Director is now being placed before the Members for their approval by way of a Special Resolution.

The Board recommends the Special Resolution as set out in this Notice for approval of the Members.

Disclosure under Regulation 36(3) of the Listing Regulations and Secretarial Standard-2 issued by the Institute of Company Secretaries of India is set out in the "**Annexure**" to the Explanatory Statement. This Explanatory Statement may also be regarded as an appropriate disclosure under the Listing Regulations.

Except Mr. Ruparel and his relatives, none of the Directors and Key Managerial Personnel of the Company and their respective relatives is, in any way, concerned or interested, in the Special Resolution as set out in this Notice.

Annexure
Details of Director seeking appointment
[In pursuance of Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard – 2 on General Meetings]

Name	Mr. Chandresh Haridas Ruparel
DIN	01669081
Date of Birth and Age	October 14,1970 (55 years)
Date of first appointment	September 26, 2025
Qualifications	BE (Computers) graduate from University of Mumbai and an MBA (Finance) from JBIMS, Mumbai
Expertise in specific functional areas	Corporate Finance , General Management, M&As and Strategy
Terms and Conditions of appointment	Appointment as a Non-Executive Independent Director for a period of five (5) years commencing from September 26, 2025 to September 25, 2030, not liable to retire by rotation
Details of Remuneration last drawn	Not Applicable
Details of Remuneration sought to be paid	Sitting fees for attending Board and Committee Meetings, if any, where he is a member
Number of Board meetings attended during the Financial Year 2025-26 (as on date of the Postal Ballot Notice)	NIL
Directorships held in other companies (excluding foreign companies)	NIL
Listed Entities s from which he has resigned as Director in past 3 years	NIL

Memberships / Chairmanships of committees of other companies (excluding foreign companies)	NIL
Number of Equity Shares held in the Company	NIL

By Order of the Board of Directors,
For Nirlon Limited
Sd/-
Jasmin K. Bhavsar
Company Secretary, Vice President (Legal) & Compliance Officer
FCS 4178

Mumbai, September 26, 2025
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
CIN no. : L17120MH1958PLC011045
E-mail id : info@nirlonltd.com
Website : www.nirlonltd.com