



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, Fax: +91 (022) 4028 1940

E-mail id : info@nirlonltd.com, Website: www.nirlonltd.com

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August 30, 2024

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

Security Code: 500307

Dear Sir,

Sub: 65th AGM Notice of the Company

Ref: Regulation 30 of the SEBI LODR, 2015

We are sending the Notice calling the 65th AGM of the Company to be held on **Tuesday, September 24, 2024 at 12.00 noon (IST)** through Video Conferencing (**VC**) /Other Audio Visual Means (**OAVM**).

The said Notice forms part of the 65th Annual Report and Annual Audited Accounts of the Company for the Financial Year 2023-24.

The Notice is available on the website of the Company at https://nirlonltd.com/pdf/20232024/reg_30_65th_agm_notice.pdf

This is submitted pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.

This is for your information and records.

Kindly acknowledge receipt of the letter.

Thanking you,

Yours faithfully,

For Nirlon Limited



Jasmin K. Bhavsar

Company Secretary, V. P. (Legal) & Compliance Officer

FCS 4178

Encl: a.a



NOTICE TO MEMBERS

NOTICE is hereby given that the **65th** Annual General Meeting (“**AGM**”) of Nirlon Limited will be held on **Tuesday, September 24, 2024 at 12.00 noon (IST)** through Video Conferencing (“**VC**”) / Other Audio Visual Means (“**OAVM**”) 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, 2024, including the Statement of Profit and Loss for the Year ended on that date, Audited Balance Sheet as at March 31, 2024 and Reports of the Directors’ and Auditors’ thereon.
2. To declare a final dividend of ₹11.00 per equity share of face value ₹10.00 each (@ 110%) for the Financial Year ended on March 31, 2024.
3. To appoint a Director in place of **Mr. Kunnasagaran Chinniah (DIN 01590108)**, age 67 years, who retires by rotation at this Annual General Meeting, and being eligible offers himself for re-appointment.

SPECIAL BUSINESS:

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

Appointment of Mr. Arjun Khullar (DIN 10671903) as a Nominee Director liable to retire by rotation

“**RESOLVED THAT** pursuant to the provisions of Section 152, 161 of the Companies Act, 2013 and the Companies (Appointment and Qualifications of Directors) Rules, 2014 and any other applicable provisions of the Companies Act, 2013 (**‘Act’**) and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and the Memorandum of Association and the Articles of Association of the Company, **Mr. Arjun Khullar (DIN 10671903)** who was appointed as an Additional Nominee Director of the Company by the Board of Directors at its meeting held on June 20, 2024 and whose term of office expires at this Annual General Meeting (“**AGM**”) and in respect of whom the Company has received a notice in writing from a member along with deposit of the requisite

amount under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director, the consent of Members be and is hereby accorded for the appointment of **Mr. Arjun Khullar (DIN 10671903)** as a Nominee Director of the Company liable to retire by rotation.”

5. **To consider, and if thought fit, to pass 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 (Cost Records and Audit) Rules, 2014 (including any statutory modification/s or re-enactment/s thereof for the time being in force), remuneration of ₹1,50,000.00 (Rupees One lakh Fifty Thousand only) payable to Mr. Vinay B. Mulay, the practicing Cost Accountant (ICAI CMA No. 8791) 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, 2025, excluding GST, travelling and other out-of-pocket expenses incurred / to be incurred by them in connection with the aforesaid audit be and is hereby ratified and confirmed”.

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 12, 2024

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

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Website : www.nirlonltd.com



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NOTES:

1. a. The Ministry of Corporate Affairs (“MCA”) vide its General Circulars Nos.14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 05, 2020, and subsequent circulars issued in this regard, the latest being 9/2023 dated September 25, 2023, (“MCA Circulars”) has permitted the holding of the Annual General Meeting (“AGM”) through Video Conferencing (“VC”) or through Other Audio-Visual Means (“OAVM”), without the physical presence of the Members at a common venue.

Further, towards this, the Securities and Exchange Board of India (“SEBI”), vide its Circular(s) dated May 12, 2020, January 15, 2021, May 13, 2022, January 5, 2023, October 6, 2023, and October 7, 2023 (“SEBI Circulars”) and other applicable circulars issued in this regard from time to time, has provided relaxations from compliance with certain provisions of the SEBI Listing Regulations.

In compliance with the applicable provisions of the Act, SEBI Listing Regulations, MCA Circulars and SEBI Circulars, the 65th AGM of the Company will be held through VC / OAVM on **Tuesday, September 24, 2024 at 12.00 noon (IST)**. The proceedings of the 65th AGM shall be deemed to be conducted at the Registered Office of the Company.

- b. The Statement, pursuant to Section 102 of the Companies Act, 2013, as amended (‘Act’) setting out material facts concerning the business with respect to **Item Nos. 4 and 5** forms part of this Notice. Additional information, pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“SEBI Listing Regulations”) and Secretarial Standard - 2 on General Meetings, issued by The Institute of Company Secretaries of India (ICSI), in respect of Directors appointment and re-appointment at this Annual General Meeting (“Meeting” or “AGM”) is furnished as an **Annexure** to this Notice.
- c. In compliance with the applicable provisions of the Companies Act, 2013 (the “Act”) (including any

statutory modification or re-enactment thereof for the time being in force) read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (the “Rules”), as amended from time to time, read with the MCA Circulars, SEBI Circular and pursuant to Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) the 65th Annual General Meeting (“AGM”) of the Company is scheduled to be held on **Tuesday, September 24, 2024 at 12.00 noon (IST)** through VC / OAVM and the voting for items to be transacted as set out in the Notice calling the 65th AGM will be conducted only through the remote electronic voting process (“e-Voting”).

- d. **PURSUANT TO THE PROVISIONS OF THE ACT, A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIS / HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**

SINCE THIS AGM IS BEING HELD PURSUANT TO THE MCA CIRCULARS AND THE SEBI CIRCULARS REFERRED TO IN ‘1a’ ABOVE, THROUGH VC / OAVM, THE REQUIREMENT OF PHYSICAL ATTENDANCE OF MEMBERS HAS BEEN DISPENSED WITH.

ACCORDINGLY, IN TERMS OF THE MCA CIRCULARS AND THE SEBI CIRCULARS, THE FACILITY FOR APPOINTMENT OF PROXIES BY MEMBERS WILL NOT BE AVAILABLE FOR THIS AGM AND HENCE, THE PROXY FORM, ATTENDANCE SLIP AND ROUTE MAP FOR THE AGM ARE NOT ANNEXED TO THIS NOTICE.

- e. In accordance with the Secretarial Standard on General Meetings (“SS-2”) issued by the ICSI read with Clarification / Guidance on applicability of Secretarial Standards – 1 and 2 issued by the ICSI, the proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company which shall be the deemed venue of the AGM.
- f. As per the provisions of Clause 3.A.II. of the General Circular No. 20/2020 dated May 5, 2020, the matters



of Special Business as appearing at **Item Nos. 4 and 5** of the accompanying Notice are considered to be unavoidable by the Board, and hence form part of this Notice.

- g.** The business set out in the 65th AGM Notice will be transacted through an electronic voting system (“**e-voting**”) only, and the Company is providing a facility for voting by electronic means through remote e-voting.
- h.** Pursuant to the above mentioned MCA & SEBI Circulars, physical attendance of Members is not required at the AGM, and attendance of Members through VC / OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
- i.** The Company’s Share Transfer Agent (“**STA**”) for its Share Registry Work (Physical and Electronic) is Link Intime India Pvt. Ltd. (“**LIPL**”) having its office at C 101, 247 Park, LBS Marg, Vikhroli (West) Mumbai 400 083.
- j.** In terms of the referred MCA Circulars and the SEBI Circulars, the Company is sending the 65th AGM Notice along with the 65th Annual Report for the F.Y. 2023-24 in electronic mode only to those Members whose e-mail addresses are registered with the Company / Depositories.

The Notice convening the 65th AGM and the Annual Report for the F.Y.2023-24 has been uploaded on the website of the Company at www.nirlonltd.com and may also be accessed from the relevant section of the websites of the Stock Exchange i.e. BSE Limited (“**BSE**”) at www.bseindia.com. The AGM Notice is also available on the website of **LIPL** at <https://instavote.linkintime.co.in>.

- 2 a.** Members of the Company holding shares either in **Physical Form** or **Dematerialised Form** as on the **cut-off date i.e. Tuesday, September 17, 2024**, may cast their vote by remote e-Voting.

The remote e-Voting period commences on **Friday, September 20, 2024 at 9:00 a.m. (IST) and ends on Monday, September 23, 2024 at 5:00 p.m. (IST)**. The remote e-Voting module shall be disabled by **LIPL** for voting thereafter.

- b.** 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. Tuesday, September 17, 2024**.
 - c.** Once the vote on a resolution is cast by a Member, the Member shall not be allowed to change it subsequently.
 - d.** Institutional Investors, who are Members of the Company, are encouraged to attend and vote at the 65th AGM through the VC / OAVM facility. Corporate Members intending to appoint their authorized representatives to attend the 65th AGM through VC or OAVM, and to vote thereat through remote e-Voting are requested to send a certified copy of the Board Resolution to the Scrutinizer by an e-mail at alwyn.co@gmail.com with a copy marked to enotices@linkintime.co.in and share@nirlonltd.com.
- 3.** The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 setting out material facts in respect of the business under **Items Nos. 4 and 5** above is annexed to the Notice. As required, the relevant details under Regulations 26 (4) and 36 (3) of the Listing Regulations read with the Secretarial Standard on General Meetings (**SS-2**) in respect of Directors seeking re-appointment and appointment at this AGM are given in the 65th AGM Notice.
 - 4.** SRBC & Co. LLP, Chartered Accountants, Mumbai (FRN 324982E/E300003) were appointed as the Statutory Auditors of the Company at its 64th AGM held on Friday, September 15, 2023 to hold office as the Statutory Auditors of the Company until the conclusion of the 69th AGM of the Company.
 - 5. a.** In terms of Section 152 and all other applicable provisions of the Companies Act, 2013, **Mr. Kunnasagaran Chinniah (DIN 01590108)**, age 67 years, Nominee Director, retires by rotation at the 65th AGM and being eligible, offers himself for re-appointment;
 - b.** In terms of Sections 160 and 161 and other applicable provisions of the Companies Act, 2013, and applicable Regulations of the SEBI (Listing



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Obligations and Disclosure Requirements), 2015 as may be amended from time to time, **Mr. Arjun Khullar (DIN 10671903)**, age 58 years, an Additional Nominee Director holds office upto the date of this 65th Annual General Meeting and is eligible for appointment as a Director.

The Company has received a Notice from a member in writing along with the requisite deposit under Section 160 of the Act, proposing Mr. Arjun Khullar's candidature for the office of Nominee Director.

- c. A brief resume of Directors, including Mr. Chinniah and Mr. Khullar, nature of their expertise in specific functional areas, names of companies in which they hold Directorships and Memberships / Chairmanships of Boards / 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 65th Annual Report.
- d. The Board of Directors of the Company recommend the following:
 - i. Re-appointment of **Mr. Kunnasagaran Chinniah (DIN 01590108)**, age 67 years, as a Director liable to retire by rotation.
Mr. Chinniah is Nominee Director of Reco Berry Pvt. Ltd.
 - ii. Appointment of Mr. Arjun Khullar (**DIN 10671903**), age 58 years, as a Nominee Director liable to retire by rotation.
Mr. Khullar is nominated as a Nominee Director by Reco Berry Pvt. Ltd.
6. a. Members who wish to inspect the relevant documents referred to in the Notice can send an e-mail to share@nirlonltd.com up to the date of the 65th AGM.
- b. Members desiring inspection of statutory registers during the 65th AGM may send their request in writing to the Company at share@nirlonltd.com and <https://linkintime.co.in>.
7. a. 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.
- b. Members can join the 65th AGM in the VC / OAVM mode 30 minutes before and 15 minutes after the scheduled time of the commencement of the AGM by following the procedure mentioned in the Notice. Members will be able to view the proceedings on LIPL's e-Voting website at <https://instameet.linkintime.co.in>. The facility of participation at the AGM through VC / OAVM will be made available to at least 1,000 Members on a first come first served basis as per the MCA Circulars.
8. a. Pursuant to Section 91 of the Act, the Register of Members of the Company will remain closed from **Friday, September 13, 2024 to Tuesday, September 24, 2024, both days inclusive, for the purpose of the 65th AGM.**
- b. A final dividend of ₹11.00 per equity share of ₹10.00 each (@110%) has been recommended by the Board of Directors for the F.Y. 2023-24, subject to TDS and for the approval of Members at the 65th AGM. If the dividend, as recommended by the Board of Directors, is approved at the 65th AGM, payment of such dividend, subject to deduction of tax at source ("TDS"), will be made **after Friday, September 27, 2024**, as under:
 - i. To all Beneficial Owners in respect of shares held in **Dematerialised Form** as per the data as may be made available by National Security Depository Limited ("**NSDL**") and Central Depository Services (India) Limited ("**CDSL**") (both collectively referred to as "**Depositories**") as of the close of business hours on **Thursday, September 12, 2024 ("Record Date")**;
 - ii. To all Members in respect of shares held in **Physical Form** after giving effect to valid transmission and transposition requests lodged with the Company on or before the close of business hours on **Thursday, September 12, 2024 ("Record Date")**.



9. TDS on Dividend

The Board of Directors of the Company (“**Board**”) have at their meeting held on May 15, 2024 recommended a final dividend of ₹11.00 per equity share having a face value of ₹10.00 each for the Financial Year ended March 31, 2024.

In terms of the provisions of the Income-tax Act, 1961 (“**the Act**”), dividend paid or distributed by a Company on or after April 1, 2020 is taxable in the hands of the Shareholders. The Company shall therefore be required to deduct tax at source at the time of payment of dividend. The deduction of tax at source will be based on the category of Shareholders and subject to fulfillment of conditions as provided herein below:

➤ For Resident Shareholders:

- a. Tax will be deducted at source (“**TDS**”) under Section 194 of the Act @ 10% on the amount of dividend payable unless exempt under any of the provisions of the Act. However, in case of individuals, TDS would not apply if the aggregate of total dividend distributed to them by the Company during the financial year does not exceed ₹5,000/-.
- b. Tax at source will not be deducted in cases where a Shareholder provides Form 15G (applicable to Individuals) / Form 15H (applicable to an individual above the age of 60 years), provided that the eligibility conditions are being met.
- c. For shareholders who have not linked PAN and Aadhaar, the PAN will be considered as invalid and higher rate of taxes shall apply (applicable if dividend is declared, distributed or paid on or after 1 July, 2023, subject to any further relaxation as may be provided by the CBDT).

For all Members (i.e. Holding shares either in **Dematerialised Form** and / or **Physical Form**):

The forms for tax exemption can be downloaded from **LI IPL**’s website. The URL for the same is as under: <https://www.linkintime.co.in/client-downloads.html>

On this page select the “**General tab**”. All forms are available under the head “**Form 15G/15H/10F**”.

The aforementioned documents (duly completed and signed) are required to be uploaded on the URL mentioned below: <https://linkintime.co.in/formsreg/submission-of-form-15g-15h.html>

On this page, the user shall be prompted to select / share the following information to register their request.

- a. Select the company (Dropdown)
- b. Folio / DP-Client ID
- c. PAN
- d. Financial year (Dropdown)
- e. Form selection
- f. Document attachment – 1 (PAN)
- g. Document attachment – 2 (Forms)
- h. Document attachment – 3 (Any other supporting document)

Please Note:

- i. That the upload of documents (duly completed and signed) on the website of **LI IPL** should be done on or before the **Record Date** for the dividend, i.e. **Thursday, September 12, 2024** in order to enable the Company to determine and deduct appropriate TDS / Withholding Tax. Incomplete and / or unsigned forms and declarations will not be considered by the Company. No communication on the tax determination / deduction shall be considered after the **Record Date for the dividend, i.e. Thursday, September 12, 2024**.
- ii. Members may note that in case the tax on dividend is deducted at a higher rate in absence of receipt of the aforementioned details / documents, an option is available to Members to file the return of income as per the Income Tax Act, 1961 and claim an appropriate refund, if eligible.
- iii. All communications / queries in this respect should be addressed to **LI IPL** at their dedicated weblink at <https://web.linkintime.co.in/formsreg/submission-of-form-15g-15h.html>
- iv. All fields mentioned in the Form are mandatory and the Company may reject the form submitted, if it does not fulfill the requirement of law.



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- v. A valid Permanent Account Number (“PAN”) will be mandatorily required.
- vi. NIL / lower tax shall be deducted on the dividend payable to the following resident Shareholders on submission of self-declaration:
 - a. **Insurance Companies:** Declaration by Shareholders qualifying as Insurer as per Section 2(7A) of the Insurance Act, 1938 along with self-attested copy of PAN card;
 - b. **Mutual Funds:** Declaration by Mutual Fund Shareholders eligible for exemption under Section 10(23D) of the Income- tax Act, 1961 along with self-attested copies of registration documents and PAN card;
 - c. **Alternative Investment Funds (AIFs) established in India:** Declaration that the Shareholder is eligible for exemption under Section 10(23FBA) of the Act and they are established as Category I or Category II AIFs under the SEBI regulations. Copy of self-attested registration documents and PAN card should be provided.
 - d. **New Pension System Trust:** Declaration along with self-attested copy of documentary evidence supporting the exemption and self-attested copy of PAN card.
 - e. **Other Shareholders:** Declaration along with self-attested copy of documentary evidence supporting the exemption and self-attested copy of PAN card.
 - f. Shareholders who have provided a valid certificate issued under Section 197 of the Act for lower / nil rate of deduction or an exemption certificate issued by the income tax authorities along with Declaration.

➤ **For Non-Resident Shareholders (including Foreign Institutional Investors and Foreign Portfolio Investors)**

Tax is required to be withheld in accordance with the provisions of Section 195 and Section 196D of the Act at applicable rates in force. As per the relevant provisions of the Act, the tax shall be withheld @ 20% (plus applicable surcharge and cess) on the amount of dividend payable.

However, as per Section 90 of the Act, a non-resident Shareholder has the option to be governed by the provisions of the Double Tax Avoidance Agreement (“DTAA”) between India and the country of tax residence of the Shareholder, if they are more beneficial to the shareholder. For this purpose, i.e. to avail the tax treaty benefits, the non-resident Shareholder will have to provide the following:

- a. Self-attested copy of PAN card, if any, allotted by the Indian income tax authorities;
- b. Self-attested copy of Tax Residency Certificate (“TRC”) obtained from the tax authorities of the country in which the Shareholder is resident;
- c. Form 10F in electronic format as required by Notification No.03/2022;
- d. Self-declaration by the non-resident Shareholder for meeting treaty eligibility requirements and satisfying beneficial ownership requirements (Non-resident having PE in India would need to comply with provisions of Section 206AB of the IT Act).
- e. In case of Foreign Institutional Investors and Foreign Portfolio Investors, self-attested copy of SEBI registration certificate.
- f. In case Shareholders are tax residents of Singapore, they are required to furnish the letter issued by the competent authority or any other evidence demonstrating the non applicability of Article 24 - Limitation of Relief under the India-Singapore DTAA.

Recently, Government vide Notification No. 03/2022 has mandated non-residents to issue Form 10F in the electronic format duly verified in the manner as prescribed in the Notification. Accordingly, furnishing of Form 10F in any other format will not be considered valid.

Application of beneficial DTAA rate shall depend upon the completeness and satisfactory review by the Company of the documents submitted by non-resident Shareholders and meeting the requirements of the Act, read with the applicable tax treaty. In absence of the same, the Company will not be obligated to apply the beneficial DTAA rates at the time of tax deduction on dividend amounts.



➤ **Section 206AB of the IT Act, 1961**

Rates of TDS mentioned above are subject to provisions of Section 206AB of Act (effective from July 1, 2021) which introduces special provisions for TDS in respect of non-filers of income-tax returns. As provided in Section 206AB, tax is required to be deducted at the higher of following rates in case of payments to such specified persons:

- at twice the rate specified in the relevant provision of the Act; or
- at twice the rate or rates in force; or
- at the rate of 5%;

Where Sections 206AA and 206AB are applicable i.e. the specified person has not submitted the PAN as well as not filed the return; the tax shall be deducted at the higher of the two rates prescribed in these two Sections.

TDS to be deducted at higher rate in case of non-linkage of PAN with Aadhaar

As per Section 139AA of the Income Tax Act, every person who has been allotted a PAN and who is eligible to obtain an Aadhaar Card, shall be required to link the PAN with the Aadhaar Card. In case of failure to comply with this, the PAN allotted shall be deemed to be invalid / inoperative and tax shall be deducted at the rate of 20% as per the provisions of Section 206AA of the Act. Provisions will be effective from July 1, 2023. Shareholders may visit <https://www.incometax.gov.in/iec/foportal/> for FAQ's issued by the Government on PAN Aadhaar linking.

The Company will rely upon results provided by the Government utility to determine applicability of Section 206AB and PAN-Aadhaar Card not being linked.

A non-resident who does not have a permanent establishment in India is excluded from the scope of a specified person.

To enable the Company to determine the appropriate TDS / withholding tax rate applicable, it is required that Shareholders provide the above details and documents to **LIPL not later than Thursday, September 12, 2024.**

To summarise, dividend will be paid after deducting TDS as under:

- i. NIL for resident Shareholders receiving dividend upto ₹5000/-, or in case of submission of Form 15G / Form 15H (as applicable) along with submission of self-attested copy of the PAN card.
- ii. 10% for other resident Shareholders in case a copy of PAN card is provided / available.
- iii. 20% for resident Shareholders if a copy of PAN card is not provided / not available / Specified Person as per Section 206AB.
- iv. Tax for non-resident shareholders will be assessed on the basis of documents submitted by them.
- v. 20% plus applicable surcharge and cess for non-resident Shareholders in case the relevant documents are not submitted.
- vi. Lower / NIL TDS on submission of a self-attested copy of a valid certificate issued under Section 197 of the Act.

The aforesaid rates will be subject to applicability of Section 206AB of the Act.

In terms of Rule 37BA of Income Tax Rules 1962, if dividend income on which tax has been deducted at source is assessable in the hands of a person other than the deductee, then such deductee should file declaration with the Company in the manner prescribed by the Rules.

In case tax on dividend is deducted at a higher rate in the absence of receipt or defect in any of the aforementioned details / documents, Shareholders will be able to claim refund of the excess tax deducted by filing their income tax return. No claim shall lie against the Company for such taxes deducted.

➤ **Updating of PAN, e-mail address and Other Details**

- a. Shareholders holding shares in **Dematerialised Form** are requested to update their records such as tax residential status, permanent account number (**PAN**), registered e-mail addresses, mobile number/s and other details with their relevant depositories through their Depository Participants (**DPs**).



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- b. Shareholders holding shares in **Physical Form** are requested to furnish details to **LIPL**.

The Company is obligated to deduct TDS based on the records available with **LIPL**, and no request will be entertained for revision of TDS returns.

Kindly note that the aforementioned documents should be sent to **LIPL's** dedicated weblink at <https://web.linkintime.co.in/formsreg/submission-of-form-15g-15h.html>

No communication on the tax determination / deduction shall be entertained after the **Record Date i.e. Thursday, September 12, 2024**.

➤ **Updating of Bank Account Details:**

- a. Shareholders are requested to submit / update their bank account details with their Depository Participant in case they are holding shares in **Dematerialised Form**.

- b. Further, in order to receive the dividend in a timely manner, Members holding shares in **Physical Form**, who have not updated their mandate for receiving dividends directly in their bank accounts through Electronic Clearing Service (“**ECS**”) or any other means, are requested to send hard copies of the following details / documents to **LIPL** at C 101, 247 Park, LBS Marg, Vikhroli (West), Mumbai 400 083 on or before **Thursday, September 12, 2024**:

- A signed request letter mentioning Name, Folio Number, complete address and the following details relating to the Bank Account in which the dividend is to be received:
- Name and Branch of Bank and Bank Account type;
- Bank Account Number and type allotted by the Shareholders’ bank after implementation of Core Banking Solutions;
- 11 digit IFSC Code;
- Self-attested copy of cancelled cheque bearing the name of the Member or first holder, in case shares are held jointly;
- Self-attested copy of the PAN Card; and

- Self-attested copy of any document (such as Aadhaar Card, Driving License, Election Identity Card, Passport) in support of the address of the Member as registered with the STA.

➤ **Registration of Bank Details for Members holding shares in Physical Form:**

- a. Members of the Company holding Equity Shares of the Company in **Physical Form**, and who have not registered their Bank details can get the same registered with **LIPL**, by clicking the link below: https://linkintime.co.in/emailreg/email_register.html, or at their web site www.linkintime.co.in using the Investor Services tab by choosing the e-mail/ Bank Registration heading and following the registration process as guided therein.
- b. Members are requested to provide details such as Name, Folio Number, Certificate number, PAN, e-mail id etc. along with a copy of the cheque leaf with the first named Member’s name imprinted on the face of the cheque leaf containing the bank name and branch, type of account, bank account number, MICR details and IFSC code in PDF or JPEG format.

It is very important for the Member to submit the request letter duly signed.

LIPL will verify the documents uploaded, and will only take on record all valid cases.

On submission of details by a Member as stated above, an OTP will be received by a Member which needs to be entered in the link for verification.

- Members holding shares in **Dematerialised Form** may please note that their bank details as furnished by the respective **Depositories** to the Company will be considered for remittance of dividend as per the applicable regulations of the **Depositories** and the Company will not entertain any direct request from such Members for change / deletion in such bank details.

Further, instructions, if any, already given by them in respect of shares held in **Physical Form**, will not be automatically applicable to the dividend paid on shares held in **Dematerialised Form**. Members may, therefore, give instructions to their Depository Participants (**DPS**) regarding bank accounts in which they wish to receive dividend.



- For Members who are unable to receive the dividend directly in their bank accounts through ECS or any other means, due to non-registration of the Electronic Bank Mandate, the Company shall dispatch the dividend warrant / Bankers' cheque / demand draft through post / courier services.

10. Members are requested to note and give attention to the following:

- a. The Securities and Exchange Board of India (“SEBI”) through its circular issued dated January 15, 2022 and May 25, 2022 stated that listed companies shall henceforth issue securities in **Dematerialised Form only** while processing the following service requests.

- Issue of duplicate securities certificate;
- Claim from Unclaimed Suspense Account;
- Renewal / Exchange of securities certificate;
- Endorsement;
- Sub-division / Splitting of securities certificate;
- Consolidation of securities certificates / folios;
- Transmission;
- Transposition;

The securities holder / claimant shall submit duly filled **Form ISR-4** along with the documents / details specified therein. For item nos. **iii to viii** in paragraph **a** above, the **STA** / Issuer Companies shall obtain the original securities certificate(s) for processing of service requests.

- b. The SEBI through its Master Circular bearing reference no. SEBI/HO/MIRSD/POD-1/P/CIR/202 /37 dated May 7, 2024 stated inter alia as follows:
1. It is mandatory for all holders of physical securities in listed companies to furnish PAN, Contact Details, (Postal Address with PIN and Mobile Number), Bank Account Details, and Specimen Signature for physical folios.
 2. Any payment including dividend, interest or redemption payment in respect of such folios is permitted only through electronic mode w.e.f. April 1, 2024, and such payment shall be made electronically only upon furnishing of PAN, KYC details and Nomination by holders of physical securities.

We therefore request to those shareholders who have not updated their PAN, KYC details and Nomination to be compliant in this regard by submitting the relevant documents viz; Forms ISR-1, ISR-2, ISR-3, SH-13, SH-14 so that the Company can pay the withheld dividend in electronic mode at the earliest possible.

The formats for updation of KYC details and Nomination are available on Link Intime India Pvt. Ltd.'s website at <https://www.linkintime.co.in> → **Resources** → **Downloads** → **KYC** → **Formats for KYC**. The security holder may register on “**SWAYAM**”, online Investor Self-Service Portal <https://swayam.linkintime.co.in/> that empowers holders to effortlessly access information through a dashboard and avail various services in digital mode.

- c. Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone / mobile numbers, PAN, registering of nomination and power of attorney, Bank Mandate details such as name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DP in case the shares are held in **Dematerialised Form**, and to the **STA** in case the shares are held in **Physical Form**.
- d. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised to not leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned DP and holdings should be verified from time to time.
- e. As per the provisions of Section 72 of the Act, the facility for making a nomination is available for Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. The said form can be downloaded from the Company's website



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<http://www.nirlonltd.com> (under the Investor Section-Financial & Corporate Data). Members are requested to submit the said form to their respective DP in case the shares are held in **Dematerialised Form** and to **LIPL** in case the shares are held in **Physical Form**.

- f. SEBI has made it mandatory for all companies to use the bank account details furnished by the **Depositories** and the bank account details maintained by the **STA** for payment of dividend to Members electronically. The Company has extended the facility of electronic credit of dividend directly to the respective bank accounts of Member(s) through the Electronic Clearing Service (**ECS**) / National Electronic Clearing Service (**NECS**) / National Electronic Fund Transfer (**NEFT**) / Real Time Gross Settlement (**RTGS**) / Direct Credit, etc.
- g. Updating of mandates for receiving dividends directly in a bank through ECS or any other mode in a timely manner.
- Shares held in **Physical Form**: Members are requested to send the following documents in original to the **LIPL** latest by **Thursday, September 12, 2024**:
 - A signed request letter mentioning name, folio number, complete address and following details relating to the bank account in which the dividend is to be received:
 - Name and Branch of Bank and Bank Account type;
 - Bank Account Number and type allotted by the bank after implementation of Core Banking Solutions;
 - 11 digit IFSC Code.
 - original cancelled cheque bearing the name of the Member or first holder, in case shares are held jointly;
 - self-attested photocopy of the PAN Card; and

- self-attested photocopy of any document (such as Driving License, Election Identity Card, Passport etc.) in support of the address of the Member as registered with the Company.

- Shares held in **Dematerialised Form**: Members may please note that their bank details as furnished by the respective **Depositories** to the Company will be considered for remittance of dividend as per the applicable regulations of the **Depositories**, and the Company will not be able to accede to any direct request from such Members for change / addition / deletion in such bank details. Accordingly, the Members holding shares in **Dematerialised Form** are requested to update their Electronic Bank Mandate with their respective DPs.

Further, please note that instructions, if any, already given by the Members in respect of shares held in **Physical Form**, will not be automatically applicable to the dividend paid on shares held in **Dematerialised Form**. For Members who are unable to receive dividend directly in their bank accounts due to non-registration of the Electronic Bank Mandate, the Company shall dispatch the dividend warrant / bankers' cheque / demand draft to such Members by post / courier services.

- h. The format of the Register of Members prescribed by the MCA under the Act requires the Company / **LIPL** to record additional details of Members, including their PAN details, e-mail address, bank details for payment of dividend etc.

11. The Company has opened the following Accounts as required:

- a. **"Nirlon Limited - Unclaimed Suspense Account"** under Regulation 39 (4) of the SEBI LODR, 2015 as amended.

The opening balance in this account as on April 1, 2023 was 2,955 shares and closing balance in this account as on March 31, 2024 is 2,954 shares.

- b. **"Nirlon Limited - Unclaimed Suspense Escrow Account"** as required under the SEBI Circular No.



SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022.

The opening balance in this account as on April 1, 2023 was nil shares and closing balance in this account as on March 31, 2024 is 2,306 shares.

12. Transfer to Investor Education and Protection fund

- a. Pursuant to Sections 124 and 125 of the Companies Act, 2013, read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 (“**the IEPF Rules**”) notified by the Ministry of Corporate Affairs with effect from September 7, 2016, as amended, all unclaimed / unpaid dividend, application money, debenture interest and interest on deposits as well as principal amounts of debentures and deposits remaining unpaid or unclaimed for a period of 7 years from the date they became due for payment, are required to be transferred to the Investor Education and Protection Fund (“**IEPF**”) administered by the Central Government.
- b. Further, pursuant to Section 124 of the Act read with the IEPF Rules, all shares on which dividend has not been paid or claimed for seven consecutive years or more shall be transferred to IEPF Authority as notified by the Ministry of Corporate Affairs.
- c. In accordance with the aforesaid IEPF Rules, the Company has sent a communication to all those Shareholders whose dividends are lying unpaid / unclaimed against their name for 7 (seven) consecutive years and whose shares are due for transfer to the IEPF Authority, and has also published notice(s) in leading newspapers in English and the regional language having a wide circulation. The details of such dividends / shares and other unclaimed moneys to be transferred to the IEPF are uploaded on the website of the Company at the following links:
- https://www.nirlonltd.com/pdf/iepf/iepf-_fy_2016_17_proposed_list_final_div.pdf
 - https://www.nirlonltd.com/pdf/iepf/iepf-_fy_2016_17_proposed_list.pdf
 - https://www.nirlonltd.com/pdf/iepf/newspaper_iepf-4_fy_2016_17.pdf

- d. Due dates of transferring unpaid or unclaimed dividends declared by the Company for the Financial Year 2016-17 and thereafter for transfer to the IEPF are as under:

Dividend for the F.Y. Ended	Date of declaration of Dividend	Last date for claiming unpaid/ unencashed Dividend	Proposed dated for transfer of unclaimed Dividend to IEPF
March 31, 2014	23/09/2014	Already transferred to the IEPF within due date	Already transferred to the IEPF within due date
March 31, 2015	21/09/2015	Already transferred to the IEPF within due date	Already transferred to the IEPF within due date
March 31, 2016	20/09/2016	Already transferred to the IEPF within due date	Already transferred to the IEPF within due date
March 31, 2017	29/09/2017	04/11/2024	02/12/2024
March 31, 2018	26/09/2018	30/10/2025	28/11/2025
March 31, 2019	3/09/2019	06/10/2026	04/11/2026
March 31, 2020	29/09/2020	02/11/2027	30/11/2027
March 31, 2021	29/09/2021	02/11/2028	30/11/2028
March 31, 2022 (Interim dividend for the F.Y.2021-22)	09/02/2022	13/03/2029	11/04/2029
March 31, 2022	19/09/2022	25/10/2029	23/11/2029
March 31, 2023 Interim (Interim Dividend for the F.Y. 2022-23)	09/02/2023	13/03/2030	11/04/2030
March 31, 2023	15/09/2023	16/10/2030	15/11/2030
March 31, 2024 (Interim Dividend for the F.Y. 2023-24)	12/02/2024	15/03/2031	14/04/2031

- e. The Company urges all Members to encash / claim their respective dividends during the prescribed period. Members who have not encashed dividend warrants so far in respect of the aforesaid period(s), are requested to make their claim to **LIPL** well in advance of the above due dates.
- f. Pursuant to the provisions of the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, the Company



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has uploaded the details of unpaid and unclaimed amounts with the Company as on September 15, 2023 (date of the previous Annual General Meeting of the Company) on the website of the Company at the following links:

- https://www.nirlonltd.com/pdf/iepf/nl_iepf2_2022_2023_file_1.xls
- https://www.nirlonltd.com/pdf/iepf/nl_iepf2_2022_2023_file_2.xls
- https://www.nirlonltd.com/pdf/iepf/nl_iepf2_2022_2023_file_3.xls
- https://www.nirlonltd.com/pdf/iepf/nl_iepf2_2022_2023_file_4.xls
- https://www.nirlonltd.com/pdf/iepf/nl_iepf2_2022_2023_file_5.xls
- https://www.nirlonltd.com/pdf/iepf/nl_iepf2_2022_2023_file_6.xls
- https://www.nirlonltd.com/pdf/iepf/nl_iepf2_2022_2023_file_7.xls

as well as on the website of the Ministry of Corporate Affairs at the link:<http://www.iepf.gov.in>.

- g. Members / claimants who have not encashed their dividends may contact **LIPL** immediately to encash the same. In case dividends are unencashed for a consecutive period of 7 (seven) years from the date of transfer to the Unpaid Dividend Account of the Company, such amounts are liable to be transferred to the Investor Education and Protection Fund (“**IEPF**”).

Further, the shares in respect of such unclaimed dividends are also liable to be transferred to the demat account of the IEPF Authority. In view of this, Members / Claimants are requested to claim their dividends from the Company within the stipulated timeline.

The Company has sent, through SPEED POST, individual letters to its Shareholders:

- **Dated June 22, 2024** to their last known address, stating that Shareholders whose dividend is unpaid / unencashed for the **F.Y.2016-17** should initiate and take prompt action in this regard to claim unpaid / unencashed dividend amount

by submitting the requisite documents to **LIPL** latest by **Monday, November 4, 2024**, failing which such unpaid / unencashed dividend amounts for the F.Y. 2016-17 will be transferred / credited to the IEPF.

- **Dated June 22, 2024** to their last known address, stating that shares on which dividend is unpaid / unencashed for seven (7) *consecutive* years commencing from the **F.Y. 2016-17** should initiate and take prompt action in this regard to claim unpaid / unencashed dividend amount by submitting the requisite documents to **LIPL** latest by **Monday, November 4, 2024**, failing which such shares will be transferred / credited to the IEPF.

13. Information and other instructions relating to e-mail registration and e-voting are as under:

- a. 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 65th 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**”).
- b. The Company has appointed **LIPL** to provide an e-voting facility to Members to cast their votes on Resolutions as set out in the 65th AGM Notice.
- i. Members attending the Meeting who have not cast their vote by remote e-voting shall be able to vote at the VC Meeting.
- ii. Members who have cast their vote by remote e-voting may also attend the Meeting through VC but shall not be entitled to cast their vote again.
- iii. The Board of Directors of the Company have 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 scrutinize the voting at the AGM and remote e-voting for the 65th AGM to ensure the same is conducted in a fair and transparent manner. Mr. Alwyn D'souza and Mr. Jay D'souza have communicated their willingness to be appointed, and will be available for this purpose.

- iv. 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. Tuesday, September 17, 2024.**
- v. Only persons whose names are recorded in the Register of Members and in the Register of Beneficial Owners maintained by the depositories as on the **cut-off date i.e. Tuesday, September 17, 2024** shall be entitled to avail the facility of remote e-voting.
- vi. The 65th AGM Notice is being sent by e-mail only to those eligible members who have already registered their e-mail address with the **Depositories / the DPs / LIPL / the Company** or who will register their e-mail address with **LIPL, on or before 5:00 p.m. (IST), Monday, September 16, 2024.**
- vii. To facilitate Members to receive this Notice electronically and cast their vote electronically, the Company has made an arrangement with **LIPL** for registration of e-mail addresses in terms of the MCA Circulars. Eligible Members, who have not submitted their e-mail address to **LIPL**, are required to provide their e-mail address to **LIPL, on or before 5:00 p.m. (IST), Monday, September 16, 2024**, pursuant to which any Member may receive on the e-mail address provided by the Member the 65th Annual Report and the procedure for remote e-Voting along with the login ID and password for remote e-Voting. The process for registration of an e-mail address is as under:
 - **Registration of e-mail id for Members holding shares in Physical Form:**
 - a. Members of the Company holding shares of the Company in **Physical Form**, and who

have not registered their e-mail addresses may get their e-mail addresses registered with **LIPL** by clicking the link: https://linkintime.co.in/emailreg/email_register.html on their website www.linkintime.co.in at the Investor Services tab by choosing the e-mail / bank registration heading and follow the registration process as guided therein.

- b. Members are requested to provide details such as Name, Folio Number, Certificate number, PAN, mobile number and e-mail ID, and also upload the image of their share certificates in PDF or JPEG format (upto 1 MB).

On submission of details by a Member as stated above, an OTP will be received by a Member which needs to be entered in the link for verification.

➤ **For Permanent Registration of e-mail id for Members holding shares in Dematerialised Form:**

It is clarified that for permanent registration of an e-mail address, Members are requested to register their e-mail address, in respect of demat holdings with the respective Depository Participants (“DPs”) by following the procedure prescribed by the DP.

➤ **For Temporary Registration of e-mail id for Members holding shares in Dematerialised Form:**

Members of the Company holding Shares of the Company in **Dematerialised Form**, and who have not registered their e-mail addresses may temporarily get their e-mail addresses registered with **LIPL** by clicking the link: https://linkintime.co.in/emailreg/email_register.html on their website www.linkintime.co.in using the Investor Services tab by choosing the e-mail Registration heading and following the registration process as guided therein. Members are requested to provide details such as Name, DPID, Client ID / PAN, mobile number and e-mail id.



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On submission of details by a Member as stated above, an OTP will be received by a Member which needs to be entered in the link for verification.

viii. After successful submission of the e-mail address, **LIPL** will e-mail a copy of the 65th Annual Report along with the remote e-Voting user ID and password, within 48 hours of successful registration of the e-mail address by the Member. In case of any queries, Members may write to enotices@linkintime.co.in.

ix. Those Members who have already registered their e-mail addresses are requested to keep their e-mail addresses validated with their **DPs / LIPL** to enable serving of notices / documents / Annual Reports and other communications electronically to their e-mail address in future.

14. Remote e-Voting Instructions for Members:

i. In compliance with the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, the provisions of Regulation 44 of the Listing Regulations and MCA Circulars, Members are provided with the facility to cast their vote electronically, through the e-voting services provided by **LIPL** on all Resolutions set forth in this Notice, through remote e-voting.

ii. It is hereby clarified that it is not mandatory for a Member to vote using the remote e-voting facility.

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

Day, date and time of commencement of remote e-voting	From Friday, September 20, 2024 at 9.00 a.m. (IST)
Day, date and time of end of remote e-voting beyond which remote e-voting will not be allowed	To Monday, September 23, 2024 at 5.00 p.m. (IST)

iv. Remote e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be disabled by **LIPL** upon expiry of the aforesaid period.

v. Once the vote on a Resolution(s) is cast by the Member, the Member shall not be allowed to change it subsequently.

vi. Remote e-Voting Instructions for Shareholders post change in the Login mechanism for Individual Shareholders holding securities in **Dematerialised Form**, pursuant to SEBI circular dated December 9, 2020:

a. e-Voting facilities provided by Listed Companies to Individual Shareholders holding securities in **Dematerialised Form** can cast their vote through their demat account maintained with **Depositories** and Depository Participants.

b. Shareholders are advised to update their mobile number and e-mail ID in their demat accounts to access the e-Voting facility.

c. Login method for Individual Shareholders holding securities in **Dematerialised Form / Physical Form** is given below:

Please Note:

As per the SEBI circular dated December 9, 2020, individual shareholders holding securities in Dematerialised Form can register directly with the Depository, or will have the option of accessing various ESP portals directly from their Demat Accounts.

➤ Login method for Individual shareholders holding securities in **Dematerialised Form** is given below:

Type of Shareholder	Log in Method
Individual Shareholders holding securities in Dematerialised Form with NSDL	1. Existing IDeAS user can visit the e-Services website of NSDL viz. https://eservices.nsd.com either on a personal computer or on a mobile. On the e-Services home page click on the “ Beneficial Owner ” icon under “ Login ” which is available under “ IDeAS ” section. This will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services.



	<p>Click on “Access to e-Voting” under e-Voting services and you will be able to see the e-Voting page. Click on the “Company name” or “e-Voting service provider name” i.e. LINKINTIME and you will be re-directed to “InstaVote” website for casting your vote during the remote e-Voting period.</p> <ol style="list-style-type: none"> If you are not registered for IDeAS e-Services, an option to register is available at https://eservices.nsdl.com Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a personal computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under the “Shareholder / Member” section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number hold with NSDL), Password / OTP and a Verification Code as shown on the screen. <p>After successful authentication, you will be redirected to NSDL Depository site wherein you can see the e-Voting page. Click on the “Company name” or “e-Voting service provider name” i.e. LinkIntime and you will be redirected to “InstaVote” website for casting your vote during the remote e-Voting period.</p>		<ol style="list-style-type: none"> After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by the company. On clicking the “evoting option”, the user will be able to see the e-Voting page of the e-Voting service provider i.e. LinkIntime for casting your vote during the remote e-Voting period or joining the virtual meeting & voting during the meeting. Additionally, there are also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly. If the user is not registered for Easi / Easiest, the option to register is available at the CDSL website www.cdslindia.com. Click on “login” & New System “Myeasi” Tab and then click on “registration option”. Alternatively, the user can directly access the e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending an OTP on the registered Mobile & the Email as recorded in the Demat Account. After successful authentication, the user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
<p>Individual Shareholders holding securities in Dematerialised Form with CDSL</p>	<ol style="list-style-type: none"> Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. The option will be made available to reach the e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit the CDSL website www.cdslindia.com and click on “login icon” & “New System Myeasi” Tab and then use your existing my easi username & password. 	<p>Individual Shareholders (holding securities in Dematerialised Form login through their Depository Participants (DPs))</p>	<ol style="list-style-type: none"> You can also login using the login credentials of your demat account through your Depository Participant registered with the NSDL / CDSL for e-Voting facility. After successful login, you will be able to see the e-Voting option. Once you click on “e-Voting option”, you will be redirected to the NSDL / CDSL Depository site after successful authentication, wherein you can see the e-Voting feature. Click on the “Company name” or “e-Voting service provider name” i.e. LinkIntime and you will be redirected to the e-Voting service provider website for casting your vote during the remote e-Voting period.



<p>Login method for Individual shareholders holding securities in Physical Form / Non-Individual Shareholders holding securities in Dematerialised Form</p>	<p>Individual Shareholders of the Company, holding shares in Physical Form / Non-Individual Shareholders holding securities in Dematerialised Form as on the cut-off date for e-voting may register for the e-Voting facility of LinkIntime as under:</p> <ol style="list-style-type: none"> 1. Open the internet browser and launch the URL: https://instavote.linkintime.co.in Click on “Sign Up” under the “SHARE HOLDER” tab and register with your following details: <ol style="list-style-type: none"> A. User ID: Shareholders holding shares in Physical Form shall provide the Event No. + Folio Number registered with the Company. Shareholders holding shares in NSDL demat account shall provide an 8 Character DP ID followed by an 8 Digit Client ID; Shareholders holding shares in CDSL demat account shall provide a 16 Digit Beneficiary ID. B. 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. C. DOB / DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format) D. Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP / Company. <i>*Shareholders holding shares in Physical Form who have not recorded “C” and “D”, shall provide their Folio number in “D” above.</i> <i>*Shareholders holding shares in NSDL shall provide “D” above.</i> 	<ol style="list-style-type: none"> ➤ 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). ➤ Click “confirm” (Your password is now generated) Click on “Login” under the “SHARE HOLDER” tab. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on “Submit”. <p>Cast your vote electronically:</p> <ol style="list-style-type: none"> After successful login, you will be able to see the notification for e-voting. Select “View” icon. E-voting page will appear. 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”. 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. <p>➤ Guidelines for Institutional Shareholders:</p> <p>Institutional Shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of LIPL at https://instavote.linkintime.co.in and register themselves as “Custodian / Mutual Fund / Corporate Body”.</p> <p>They are also required to upload a scanned certified true copy of the board resolution / authority letter / power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the “Custodian / Mutual Fund / Corporate Body” login for the Scrutinizer to verify the same.</p>
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- Helpdesk for Individual Shareholders holding securities in **Physical Form / Institutional shareholders:**

Shareholders facing any technical issue in login may contact **Link Intime INSTAVOTE** helpdesk by sending a request at enotices@linkintime.co.in , or contact on Tel: (+91) (022) 4918 6000.

- Helpdesk for Individual Shareholders holding securities in **Dematerialised Form:**

Individual Shareholders holding securities in **Dematerialised Form** may contact the respective helpdesk for any technical issues related to login through the Depository i.e. **NSDL** and **CDSL**.

Login type	Helpdesk details
Individual Shareholders Holding securities in Dematerialised Form with NSDL	Members facing any technical issue in login can contact the NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at : (+91) (022) 4886 7000 and (+91) (022) 2499 7000
Individual Shareholders Holding securities in Dematerialised Form with CDSL	Members facing any technical issue in login can contact the CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

- Individual Shareholders holding securities in **Physical Form** who have **forgotten their password:**

If an Individual Shareholders holding securities in **Physical Form** has forgotten the USER ID [Login ID] or Password or both, then the Shareholder can use the **“Forgot Password”** option available on the e-Voting website of Link Intime: <https://instavote.linkintime.co.in>.

Click on **“Login”** under the **“SHARE HOLDER”** tab and further Click **“Forgot Password?”**

Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on **“SUBMIT”**.

In case the shareholder/s is having a valid email address, the Password will be sent to his / her registered e-mail address. The shareholders can set the password of his / her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB / DOI, Bank Account Number (last four digits) etc. as mentioned above. 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.*

*User ID for Shareholders holding shares in **Physical Form** (i.e. Share Certificate): Your User ID is the Event No. + Folio Number registered with the Company.

- Individual Shareholders holding securities in **Dematerialised Form** with **NSDL / CDSL** who have forgotten their password: Shareholders who are unable to retrieve User ID / Password are advised to use the **“Forgot User ID** and **“Forgot Password”** option available at above mentioned Depository / DPs website.
- 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 resolutions contained in this Notice.
- During the voting period, Shareholders / Members can login any number of times till they have voted on the resolution(s) for a particular **“Event”**.

15. Information and other instructions relating to attending the 65th AGM of the Company through Video Conferencing (VC) through InstaMeet are as under:

- i. The MCA and SEBI have permitted the holding of the Annual General Meeting (**“AGM”**) through Video Conferencing (**“VC”**) / Other Audio Visual Means (**“OAVM”**), without the physical presence of Members at a common venue.



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- ii. The Company has appointed **LIPL** to provide a Video Conferencing ("**VC**") facility through their "**InstaMeet**" for Members to attend the 65th AGM.
- iii. The process and manner for attending the 65th Annual General Meeting of Nirlon Limited through InstaMeet, a platform provided by **LIPL** is as follows:
 - **Open the internet browser and launch the URL:** <https://instameet.linkintime.co.in> and click on "**Login**".

Select the "**Company**" and "**Event Date**" and register with your following details:

- A. **Demat Account No. or Folio No:** Enter your 16 digit Demat Account No. or Folio No.
 - Shareholders / Members holding shares in **CDSL** Demat account shall provide the 16 Digit Beneficiary ID
 - Shareholders / Members holding shares in **NSDL** Demat account shall provide the 8 Character DP ID followed by 8 Digit Client ID
 - Shareholders / Members holding shares in **Physical Form shall provide** Folio Number registered with the Company
- B. **PAN:** Enter your 10 digit Permanent Account Number (**PAN**): Members who have not updated their PAN with the Depository Participant (**DP**) / the Company shall use the sequence number provided to you, if applicable.
- C. **Mobile No.:** Enter your mobile number.
- D. **Email ID:** Enter your email id, as recorded with your DP / Company.
 - Click "**Go to Meeting**" (You are now registered for InstaMeet and your attendance is marked for the meeting).

- iv. Instructions for Shareholders / Members to Speak during the 65th Annual General Meeting through InstaMeet:

- a. Shareholders who would like to speak during the meeting must register their request with the Company by sending an email to share@nirlonltd.com.
- b. Shareholders will get confirmation on a first come first serve basis depending upon the provision made by the client.
- c. Shareholders will receive a "**Speaking Serial Number**" once they mark attendance for the meeting.
- d. Other Shareholders may ask questions to the panelists, via the active chat-board during the meeting.
- e. Please remember your speaking serial number and start your conversation with panelists by switching on video mode and audio of your device.

Shareholders are requested to speak only when the Moderator of the meeting / Management will announce the name and serial number for speaking.

- v. ***Instructions for Shareholders / Members to Vote during the 65th Annual General Meeting through InstaMeet:***

Once the electronic voting is activated by the scrutinizer during the meeting, Shareholders Members who have not exercised their vote through remote e-voting can cast the vote as under:

- a. On the Shareholders VC page, click on the link for e-Voting "**Cast Your Vote**".
- b. Enter your 16 digit Demat Account No. / Folio No. and OTP (received on the registered mobile number / registered email Id) received during registration for **InstaMeet** and click on "**Submit**".
- c. After successful login, you will see "**Resolution Description**" and against the same the option "**Favour / Against**" for voting.



- d. Cast your vote by selecting the appropriate option i.e. **“Favour / Against”** as desired. Enter the number of shares (which represents no. of votes) as on the cut-off date under **“Favour / Against”**.
- e. After selecting the appropriate option i.e. **“Favour / Against”** as desired and you have decided to vote, click on **“Save”**. A confirmation box will be displayed. If you wish to confirm your vote, click on **“Confirm”**, else to change your vote, click on **“Back”** and accordingly modify your vote.
- f. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

Notes:

- Shareholders / Members, who will be present in the 65th Annual General Meeting through **InstaMeet** facility, and have not cast their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting facility during the 65th AGM.
- Shareholders / Members who have voted through Remote e-Voting prior to the 65th Annual General Meeting will be eligible to attend / participate in the 65th Annual General Meeting through **InstaMeet**. However, they will not be eligible to vote again during the 65th AGM. Shareholders / Members are encouraged to join the AGM through Tablets / Laptops connected through broadband for a better experience.
- Shareholders / Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.
- Shareholders / Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio / Visual loss due to fluctuation in their network. It is therefore recommended to use a

stable Wi-Fi or LAN connection to mitigate any kind of the aforesaid glitches.

- In case Shareholders / Members have any queries regarding login / e-voting, they may send an email to instameet@linkintime.co.in or contact on: **Tel: (+91) (022) 4918 6175**.
16. The Chairman shall, at the end of discussion on the resolutions on which voting is to be held, allow voting by use of the remote e-Voting system for all those Members who are present during the 65th AGM through VC / OAVM, but have not cast their votes by availing the remote e-Voting facility. The remote e-Voting module during the 65th AGM shall be disabled by **LIPL** for voting 15 minutes after the conclusion of the Meeting.
 17. 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, e-voting voting done at the 65th AGM, taken together with the votes cast through remote e-voting shall be counted for passing of the respective resolution/s.
 18. The Scrutinizer shall, after the conclusion of voting at the 65th AGM, first count the votes cast during the AGM, and thereafter unblock the votes cast through remote e-Voting and shall make, not later than 48 hours from the conclusion of the 65th AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, for the Chairman, or the Company Secretary, who shall countersign the same and declare the result of the voting forthwith.
 19. The Results declared, along with the Scrutinizer's Report, shall be placed on the Company's website <http://www.nirlonltd.com> and on the website of <https://instavote.linkintime.co.in>, immediately after the declaration of the result by the Chairman, or the Company Secretary as authorised. The results shall also be immediately forwarded to the BSE Ltd.
 20. Subject to receipt of the requisite number of votes, the Resolutions shall be deemed to have been passed on the day and date of the 65th AGM i.e. **Tuesday, September 24, 2024**.



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21. Information relating to the Directors seeking appointment and re-appointment at the 65th AGM is given as follows:

- i. **Mr. Kunnasagaran Chinniah (DIN 01590108)**, age 67 years (D.O.B. 10-05-1957), was nominated as a Director, by Reco Berry Pvt. Ltd., a Promoter of the Company, w.e.f. April 28, 2016.

Members of the Company appointed Mr. Chinniah as a Director retiring by rotation at their 57th AGM held on September 20, 2016, 59th AGM held on September 26, 2018, 61st AGM held on September 29, 2020 and 63rd AGM held on September 19, 2022 respectively.

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 presently serves on the Boards of Meerut Budaun Expressway Limited, and is also a Member of the Audit Committee.

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

He attended Six (6) Board Meetings during the F.Y. 2023-2024.

Mr. Chinniah and his immediate relatives do not hold any equity shares in Nirlon Limited.

- ii. **Mr. Arjun Khullar (DIN 10671903)**, age 58 years (D.O.B. 06-06- 1966), was nominated as a Director by Reco Berry Pvt. Ltd., a Promoter of the Company, w.e.f. June 20, 2024.

Mr. Khullar is an Advisor to the Integrated Strategies Group (**ISG**) at Singapore Investment Corporation (**GIC**) and a member of their Investment Committee. Prior to this role he was a Founding Member and Head of ISG and was also a member of India Business Group in GIC. Prior to his move to ISG in 2013, he was a Portfolio Manager in GIC Equities.

Before joining GIC in 2011, Mr. Khullar was a Managing Director at JPMorgan. During his 16 years at JPMorgan, he focused on Investment Banking / Equity Capital Markets in Europe and Asia. Prior to JPMorgan, he worked at HSBC for 5 years in Asia.

Mr. Khullar received a Master's Degree from London Business School, and is also a Chartered Accountant.

Mr. Khullar is not related to any Director / KMP of the Company, and has confirmed that he is not dis-qualified to act as a Director of the Company.

Mr. Khullar and his immediate relatives do not hold any equity shares in Nirlon Limited.

Mr. Khullar neither holds any directorships in any other listed nor any public limited 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 and 5 of the accompanying 65th AGM Notice dated August 12, 2024

Item no. 4**Appointment of Mr. Arjun Khullar (DIN 10671903) as a Nominee Director liable to retire by rotation**

Mr. Arjun Khullar (DIN 10671903) was appointed as an Additional Director of the Company with effect from June 20, 2024 by the Board of Directors as a Nominee of Reco Berry Private Limited, one of the Promoters of the Company pursuant to powers exercised by Reco Berry Private Limited under Article 167(A)(2) of the Articles of Association of the Company.

In terms of Section 161(1) of the Companies Act, 2013, Mr. Khullar holds office upto the date of this 65th Annual General Meeting and is eligible for re-appointment as a Director. The Company has received a Notice from a member in writing along with the requisite deposit under Section 160 of the Act, proposing Mr. Arjun Khullar’s (DIN 10671903) candidature for the office of a Director.

Mr. Khullar presently holds positions in Companies /Bodies as per the details given below:

Sr. No.	Name of the Company	Listed / Unlisted	Director / Chairman	Member of the Committee of the Board	Chairman of the Committee of the Board
1	Nirlon Limited	Listed	Nominee Director	Nil	Nil

Mr. Khullar is a Chartered Accountant and his other academic qualifications include a Master’s Degree from London Business School.

A statement containing his profile is given in the Directors’ Report under the Corporate Governance Report.

Except Mr. Khullar and Mr. Chinniah, being Nominee Directors of Reco Berry Pvt. Ltd., none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at **Item No.4**.

The Board recommends the passing of the **Ordinary Resolution** as set out in **Item no. 4** of the Notice for the appointment of **Mr. Arjun Khullar (DIN 10671903)** as a Nominee Director, liable to retire by rotation.

Item No. 5: Ratification of Remuneration payable to the Cost Auditor

The Board, on the recommendation of the Audit Committee, has approved the appointment and remuneration of Mr. Vinay B. Mulay, the practicing Cost Accountant (ICAI CMA no. 8791) of Vinay Mulay & Co., Mumbai, to conduct the audit of the cost records of the Company for the financial year ending March 31, 2025.

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

Accordingly, consent of Members is sought for passing an Ordinary Resolution as set out at **Item No. 5** of the Notice for ratification of the remuneration payable to the Cost Auditor for the financial year ending March 31, 2025.

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

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

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 12, 2024

Registered Office:

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