



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

CIN : L17120MH1958PLC011045

E-mail id : info@nirlonltd.com

Website: www.nirlonltd.com

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August 24, 2022

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

Security Code: 500307

Dear Sir,

Sub: 63rd AGM Notice of the Company

Ref: Regulation 30 of the SEBI LODR, 2015

We are sending the Notice calling the 63rd AGM of the Company to be held on **Monday, September 19, 2022 at 12.00 noon (IST)** through Video Conferencing (**VC**) /Other Audio Visual Means (**OAVM**).

The said Notice forms part of the 63rd Annual Report and Annual Audited Accounts of the Company for the Financial Year 2021-2022.

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 63rd Annual General Meeting (**AGM**) of Nirlon Limited will be held on **Monday, September 19, 2022 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, 2022, including the Statement of Profit and Loss for the Year ended on that date, Audited Balance Sheet as at March 31, 2022 and Reports of the Directors’ and Auditors’ thereon.
2. To declare a final dividend of ₹11.00 per equity share of face value ₹10/- each (@ 110%) for the Financial Year ended on March 31, 2022.
3. To appoint a Director in place of Mr. Kunnasagaran Chinniah (**DIN 01590108**), aged 65 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:**

Ratification of Remuneration payable to the Cost Auditor

“**Resolved that** pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification/s or re-enactment/s thereof for the time being in force), remuneration of ₹1,50,000/- (Rupees One lakh Fifty Thousand only) payable to Mr. Vinay B. Mulay, the practicing Cost Auditors (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, 2023, 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 09, 2022

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: L17120MH1958PLC011045

E-mail id: info@nirlonltd.com

Website: <http://www.nirlonltd.com>

NOTES:

1. a. The Ministry of Corporate Affairs (“**MCA**”) has vide its General Circular No. 14/2020 dated April 08 , 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 20/2020 dated May 05, 2020, General Circular No. 22/2020 dated June 15, 2020, General Circular No. 33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020, General Circular No. 02/2021 dated January 13, 2021, General Circular no. 21/2021 dated December 14, 2021, and General Circular No. 2/2022 dated May 05, 2022 respectively (collectively referred to as “**MCA Circulars**”) and the Securities and Exchange Board of India (“**SEBI**”) has vide its Circular Nos. SEBI/HO/CFD/CMD1/ CIR/P/2020/79 dated May 12, 2020, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 and SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 (collectively referred to as “**SEBI Circulars**”) permitted the holding of this Annual General Meeting (“**AGM**” or “**the Meeting**”) through Video Conferencing (“**VC**”) / Other Audio Visual Means (“**OAVM**”), without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 (“**the Act**”), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”) and the MCA & SEBI Circulars, the AGM of the Company is being held through VC/OAVM, without the physical presence of the Members at a common venue.
- b. 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 Circulars and pursuant to Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”) the 63rd Annual General Meeting (“**AGM**”) of the Company is scheduled to be held on **Monday, September 19, 2022 , at 12.00 noon (IST)** through VC/OAVM and the voting for items to be transacted as set out in the Notice calling the 63rd **AGM**, through the remote electronic voting process **only** (“**e-Voting**”).
- c. **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 MCA CIRCULARS AND 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 OF AGM ARE NOT ANNEXED TO THIS NOTICE.

- d. In accordance with the Secretarial Standard on General Meetings (“SS-2”) issued by the Institute of Company Secretaries of India (“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.
- e. As per the provisions of Clause 3.A.II. of the General Circular No. 20/ 2020 dated May 5, 2020, the matter of Special Business as appearing at **Item No. 4** of the accompanying Notice is considered to be unavoidable by the Board, and hence form part of this Notice.
- f. The business set out in the 63rd 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.
- g. Pursuant to the above mentioned MCA & SEBI Circulars, physical attendance of the Members is not required at the AGM, and attendance of the Members through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
- h. The Company’s Share Transfer Agent (“STA”) for its Share Registry Work (Physical and Electronic) is Link Intime India Pvt. Ltd. (“LI IPL”) having its office at C 101, 247 Park, LBS Marg, Vikhroli (West) Mumbai 400 083.
- i. In terms of the referred **MCA Circulars** and **SEBI Circulars**, the Company is sending the 63rd AGM Notice along with the 63rd Annual Report for the F.Y. 2021-2022 in Electronic mode only, to those Members whose e-mail addresses are registered with the Company/Depositories.

The Notice convening the 63rd AGM and the Annual Report for the F.Y.2021- 2022 has been uploaded on the website of the Company at <https://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 Link Intime India Pvt. Ltd. (“LI IPL”) at <https://instavote.linkintime.co.in>.

2. a. Members of the Company holding share/s either in **Physical Form or Dematerialized Form** as on the **cut-off date** i.e. **Monday, September 12, 2022**, may cast their vote by remote e-Voting.

The remote e-Voting period commences on **Thursday, September 15, 2022 at 9:00 a.m. (IST)** and **ends on Sunday, September 18, 2022 at 5:00 p.m. (IST)**. The remote e-Voting module shall be disabled by LI IPL 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 Mode) as on the **cut-off date** i.e. **Monday, September 12, 2022**.
- c. Once the vote on a resolution is cast by the 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 63rd AGM through the VC/OAVM facility. Corporate Members intending to appoint their authorized representatives to attend the 63rd 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 **Item No. 4** 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 the Director seeking re-appointment at this AGM are given in the 63rd AGM Notice.

4. SRBC & Co. LLP, Chartered Accountants, Mumbai (FRN 324982E/E300003) were appointed as Statutory Auditors of the Company at its 59th AGM held on Wednesday, September 26, 2018.

Pursuant to the Notification issued by the MCA on May 7, 2018 amending Section 139 of the Act and the Rules framed thereunder, the mandatory requirement for ratification of appointment of Auditors by the Members at every AGM has been omitted, and hence the Company is not proposing an item on ratification of appointment of Auditors at this AGM.

The Statutory Auditors at the confirmation to the effect that they are eligible for appointment for a period of 5 years and that they are not disqualified for being appointed as the Statutory Auditors of the Company.



The remuneration payable to the Statutory Auditors shall be determined by the Board of Directors based on the recommendation of the Audit Committee.

5. a. In terms of Section 152 and all other applicable provisions of the Companies Act, 2013, **Mr. Kunnasagaran Chinniah (DIN 01590108)**, aged 65 years, Director, retires by rotation at the 63rd AGM and being eligible, offers himself for re-appointment;
 - b. A brief resume of the Director, nature of his expertise in specific functional areas, names of companies in which he holds Directorships and Memberships / Chairmanships of Board / Committees, Shareholding, and relationships between Directors inter-se as required by the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and the Secretarial Standard-2 are provided in the Corporate Governance Report forming part of this 63rd Annual Report.
 - c. The Board of Directors of the Company recommends the re-appointment of **Mr. Kunnasagaran Chinniah (DIN 01590108)** aged 65 years, as a Director liable to retire by rotation. Mr. Chinniah is a nominee Director of Reco Berry Pvt. Ltd., one of the Promoters of the Company.
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 63rd AGM.
 - b. Members desiring inspection of statutory registers during the 63rd 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 63rd 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 09, 2022 to Monday, September 19, 2022**, both days inclusive, for the purpose of the 63rd AGM.

- b. A final dividend of ₹11/-per equity share of ₹10/-each (@ 110%) has been recommended by the Board of Directors for the F.Y. 2021-2022, subject to tax at source ("**TDS**") and for the approval of Members at the 63rd AGM. If the dividend, as recommended by the Board of Directors, is approved at the 63rd AGM, payment of such dividend, subject to deduction of TDS, will be made on or after **Saturday, September 24, 2022**, as under:
 - i. To all Beneficial Owners in respect of shares held in **Dematerialized 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 08, 2022 ("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 08, 2022 ("Record Date")**.

9. TDS on Dividend

The Board of Directors of the Company ("**Board**") have at their meeting held on May 27, 2022 recommended a final dividend of ₹11.00 per equity share having a nominal value of ₹10/- each for the Financial Year ended March 31, 2022.

In terms of the provisions of the Income-tax Act, 1961 ("**the Act**"), dividend paid or distributed by a Company on or after April 01, 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 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.

For all Members (i.e. holding shares either in Dematerialized Form and/ or Physical Form):

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



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On this page select the “**General tab**”. All forms are available in 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 **Link Intime India Private Ltd.** (“**STA**”) should be done **on or before the Record date for the dividend, i.e. Thursday, September 08, 2022** 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 08, 2022**.
- 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 **LIPL** at their e-mail id nirlonlimitedtaxexemption@linkintime.co.in.
- 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.
- v. 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 Shareholder 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 Shareholder eligible for exemption u/s 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 u/s. 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 if all the details required in this Form are not mentioned in the TRC;
- 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 evidences demonstrating the non applicability of Article 24 - Limitation of Relief under the India-Singapore DTAA.

Recently, Government vide Notification No. 03/2022 have mandated non-resident to issue Form 10F in electronic format duly verified in manner as prescribed in Notification. This requirement is applicable if prescribed information is not contained in Tax Residence Certificate. 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**

Rate of TDS @10% u/s 194 of the Act is 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 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.

The Company will rely upon results provided by the Government utility to determine applicability of Section 206AB.

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 LI IPL not later than **Thursday, September 08, 2022**.

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

- i. NIL for resident Shareholders receiving dividend upto ₹5000/-, or in case 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 will be assessed on the basis of documents submitted by non-resident Shareholders.
- 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.



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

- a. Shareholders holding shares in **Dematerialized 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.
- 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 on e-mail id nirnonlimitedtaxemption@linkintime.co.in. No communication on the tax determination / deduction shall be entertained after the Record Date i.e. **Thursday, September 08, 2022**.

➤ 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 08, 2022**:
- c. 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 Link Intime India Pvt. Ltd., 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 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.

Link Intime 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 **Dematerialized 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 **Dematerialized Form**. Members may, therefore, give instructions to their Depository Participants (**DP**) 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. SEBI through its circular issued dated January 15, 2022 and May 25, 2022 stated that listed companies shall henceforth issue securities in **Dematerialized Form only** while processing the following service requests.
 - i. Issue of duplicate securities certificate;
 - ii. Claim from Unclaimed Suspense Account;
 - iii. Renewal / Exchange of securities certificate;
 - iv. Endorsement;
 - v. Sub-division / Splitting of securities certificate;
 - vi. Consolidation of securities certificates/folios;
 - vii. Transmission;
 - viii. Transposition;

The securities holder/claimant shall submit duly filled up [Form ISR-4](#) along with the documents / details specified therein. For item nos. iii to viii in paragraph 1 above, the RTA / Issuer Companies shall obtain the original securities certificate(s) for processing of service requests.

- b. 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 **Dematerialized Form**, and to the STA in case the shares are held in **Physical Form**.
- c. 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.
- d. 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 <http://www.nirlonltd.com> (under the Investor section). Members are requested to submit the said form to their DP in case the shares are held in **Dematerialized Form** and to **LIPL** in case the shares are held in **Physical Form**.

- e. The Securities and Exchange Board of India ("**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 Share Transfer Agent 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 the 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.
- f. Updating of mandate 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 08, 2022:**

- 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) in support of the address of the Member as registered with the Company.
- **Shares held in Dematerialized 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.

- g. 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 opened the “**Nirlon Limited - Unclaimed Suspense Account**” as required under Regulation 39 (4) of the SEBI LODR, 2015 as amended, and has transferred 13,415 shares into the said account. Out of these 13,415 shares 10,828 shares have been transferred to the IEPF during the F.Y.2021-2022, and 398 shares have been transferred to this Account, leaving a closing balance of 2,985 shares as on March 31, 2022.

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 communication to all those Shareholders whose dividends are lying unpaid/unclaimed against their name for **seven (7) 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 IEPF are uploaded on the website of the Company at the following link:

- https://www.nirlonltd.com/pdf/iepf/iepf-1_fy_2014_15_proposed_list_final_div.pdf
 - https://www.nirlonltd.com/pdf/iepf/iepf-4_fy_2014_15_list.pdf
 - https://www.nirlonltd.com/pdf/iepf/newspaper_iepf-4_fy_2014_15.pdf
- d. Due dates of transferring unclaimed and unpaid dividends declared by the Company for the Financial Year 2014-15 and thereafter 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 on 27/10/2021	Already transferred to the IEPF on 27/10/2021
March 31, 2015	21/09/2015	02/10/2022	23/10/2022
March 31, 2016	20/09/2016	02/10/2023	23/10/2023
March 31, 2017	29/09/2017	05/10/2024	26/10/2024
March 31, 2018	26/09/2018	09/10/2025	30/10/2025
March 31, 2019	3/09/2019	29/09/2026	12/10/2026
March 31, 2020	29/09/2020	16/10/2027	06/11/2027
March 31, 2021	29/09/2021	16/10/2028	06/11/2028
March 31, 2022 – Interim Dividend for the F.Y.2021-22	09/02/2022	08/04/2029	07/05/2029

- e. The Company urges all Members to encash/claim their respective dividend 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 the **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 has uploaded the details of unpaid and unclaimed amounts with the Company as on September 29, 2021 (date of the previous Annual General Meeting



of the Company) on the website of the Company at the links:

- i. https://www.nirlonltd.com/pdf/nl_iepf2_202101_file_1.xls
- ii. https://www.nirlonltd.com/pdf/nl_iepf2_202101_file_2.xls
- iii. https://www.nirlonltd.com/pdf/nl_iepf2_202101_file_3.xls
- iv. https://www.nirlonltd.com/pdf/nl_iepf2_202101_file_4.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 written individual letters to its Shareholders:

- Dated **May 23, 2022** to their last known address, whose dividend is unpaid / unencashed for the F.Y. 2014-15 stating that Shareholders should initiate and take prompt action in this regard to claim unpaid / unencashed dividend by submitting the necessary requisite documents to the **LIPL** latest by **Saturday, October 01, 2022**, failing which such unpaid/unencashed **dividend amount for the F.Y. 2014-15** will be transferred / credited to the IEPF on **Friday, October 21, 2022**.
- Dated **May 19, 2022** to their last known address, stating that shares on which dividend is unpaid / unencashed for the **seven (7) consecutive years commencing from the F.Y. 2014-15** will be transferred to the IEPF. Shareholders are requested to submit the requisite documents and claim their unpaid/unencashed dividends respectively on or before **Saturday, October 01, 2022** failing which such **shares** will be transferred / credited to the IEPF on **Friday, October 21, 2022**.

13. Information and other instructions relating 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 63rd 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 Link Intime India Pvt. Ltd. (“**LIPL**”) to provide an e-voting facility to Members to cast their votes on Resolutions as set out in the 63rd 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 63rd 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 Dematerialized Form) as on the **cut-off date**, i.e. **Monday, September 12, 2022**.
 - 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. Monday, September 12, 2022** shall be entitled to avail the facility of remote e-voting.



- vi. The 63rd 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 DP/LIPL / the Company or who will register their e-mail address with Link Intime India Pvt. Ltd. (LIPL) , on or before **5:00 p.m. (IST) on Sunday, September 11, 2022.**
- vii. To facilitate Members to receive this Notice electronically and cast their vote electronically, the Company has made a special 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) on Sunday, September 11, 2022**, pursuant to which any Member may receive on the e-mail address provided by the Member the 63rd 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 Dematerialized 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 Participant (“DP”) by following the procedure prescribed by the DP.

For Temporary Registration of e-mail id for Members holding shares in Dematerialized Form:

Members of the Company holding Equity Shares of the Company in **Dematerialized Form**, and who **have not** registered their e-mail addresses may temporarily get their e-mail addresses registered with Link Intime India Pvt. Ltd. by clicking the link:

[https://linkintime.co.in/ emailreg/email_register.html](https://linkintime.co.in/emailreg/email_register.html) on their web site 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.

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 63rd Annual 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 DP / LIPL to enable servicing 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 Thursday , September 15, 2022 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 Sunday , September 18, 2022 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 Dematerialized Form, pursuant to SEBI circular dated December 9, 2020:
- e-Voting facilities provided by Listed Companies-Individual Shareholders holding securities in Dematerialised Form can cast their vote through their demat account maintained with Depositories and Depository Participants.
 - Shareholders are advised to update their mobile number and e-mail Id in their demat accounts to access the e-Voting facility.
 - Login method for Individual Shareholders holding securities in **Dematerialised Form / Physical Form** is given below:

Type of Shareholders	Login Method
Individual Shareholders holding securities in Demat Form with NSDL	<ul style="list-style-type: none"> If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open the web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under the ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see the e-Voting page. Click on “company name” or e-Voting service provider name and you will be re-directed to the e-Voting service provider website for casting your vote during the remote e-Voting period or joining the virtual meeting & voting during the meeting. If the user is not registered for IDeAS e-Services, the 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 the 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 held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to the NSDL Depository site wherein you can see the e-Voting page. Click on the company name or e-Voting service provider name and you will be redirected to the e-Voting service provider website for casting your vote during the remote e-Voting period or joining the virtual meeting & voting during the meeting.
Individual Shareholders holding securities in Demat Form with CDSL	<ul style="list-style-type: none"> Existing users of CDSL who have opted for Easi / Easiest, can login through their user id and password. An option will be made available to reach the e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on “New System Myeasi”. After successful login of Easi / Easiest the user will also be able to see the E Voting Menu. The Menu will have links of the e-Voting service provider i.e. NSDL, KARVY, LINK NTIME, CDSL. Click on the e-Voting service provider name to cast your vote. If the user is not registered for Easi/Easiest, an option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration Alternatively, the user can directly access the e-Voting page by providing the demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending an OTP on the registered Mobile & Email as recorded in the demat Account. After successful authentication, the user will be provided links for the respective ESP where the E- Voting is in progress.
Individual Shareholders holding securities in Dematerialised Mode & login through their Depository Participants	<ul style="list-style-type: none"> You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for the e-Voting facility. Once logged in, you will be able to see the e-Voting option. Once you click on the “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 the e-Voting service provider name and you will be redirected to the e-Voting service provider website for casting your vote during the remote e-Voting period or joining the virtual meeting & voting during the meeting.



<p>Individual Shareholders holding securities in Physical Form & e-voting service Provider is LINKINTIME/ LIPL</p>	<ol style="list-style-type: none"> 1. Open the internet browser and launch the URL: https://instavote.linkintime.co.in <ul style="list-style-type: none"> ▶ Click on “Sign Up” under the “Shareholder” tab and register with your following details: <ol style="list-style-type: none"> A. User ID: Shareholders/ Members holding shares in Physical Form shall provide Event No. + 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)/ 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)
	<ol style="list-style-type: none"> <ul style="list-style-type: none"> D. Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/ Company. • Shareholders/ Members holding shares in Physical Form but who have not recorded ‘C’ and ‘D’, shall provide their Folio number in ‘D’ above <ul 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). 2. Click on “Login” under the “Shareholder” tab. 3. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on “Submit”. 4. After successful login, you will be able to see the notification for e-voting. Select the “View” icon. 5. E-voting page will appear. 6. Refer to 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). 7. 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.

Institutional Shareholders:

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**”.

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.

- d. Individual Shareholders holding securities in **Physical Form** & evoting service Provider is **LIPL** who have forgotten their password:
 - Click on “**Login**” under “**SHAREHOLDER**” tab and further Click “**Forgot Password?**”
 - Enter **User ID**, select **Mode** and Enter Image Verification (CAPTCHA) Code and Click on “**Submit**”.
 - In case Shareholder/ Member has a valid e-mail address, the password will be sent to his / her registered e-mail address.
 - Shareholders/Members can set the password of his/her choice by providing 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.
- e. Individual Shareholders holding securities in **Dematerialized Form** with NSDL/ CDSL who have forgotten the password:
 - Shareholders/ Members who are unable to retrieve User ID/ Password are advised to use “**Forgot User ID**” and “**Forgot Password**” option available at the abovementioned depository / depository participants’ 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 Mode**, 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**”.



- f. Helpdesk for Individual Shareholders holding securities in **Dematerialised Mode**:

In case Shareholders/ Members holding securities in **Dematerialised Form** have any technical issues related to login through Depository i.e. NSDL/ CDSL, they may contact the respective helpdesks given below:

Login type	Helpdesk details
Individual Shareholders holding securities in Demat Form with NSDL	Members facing any technical issue in logging in can contact the NSDL helpdesk by sending a request at evoting@nsdl.co.in or call on toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in Dematerialised Form with CDSL	Members facing any technical issue in logging in can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact on 022-23058738 or 22-23058542-43.

- g. Helpdesk for Individual Shareholders holding Securities in Physical Form / Institutional Shareholders & whose evoting service Provider is **LINKINTIME/LIPL**

In case Shareholders/ Members holding securities in Physical Mode/Institutional Shareholders have any queries regarding e-voting, they may refer the **Frequently Asked Questions (“FAQs”)** and the **InstaVote e-Voting manual** available at <https://instavote.linkintime.co.in>, under the “**Help**” section, or send an e-mail to enotices@linkintime.co.in, or contact them on: Tel: 022 – 4918 6000.

15. Information and other instructions relating to attending the 63rd AGM of the Company through Video Conferencing (VC) through InstaMeet are as under:

- 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.
- The Company has appointed Link Intime India Pvt. Ltd. (“**LIPL**”) to provide a Video Conferencing facility through their “**InstaMeet**” for Members to attend the 63rd AGM.
- Process and manner for attending the 63rd Annual General Meeting of Nirlon Limited through **InstaMeet**, a platform provided by Link **LIPL** is as follows :

Open the internet browser and launch the URL: <https://instameet.linkintime.co.in>

- ▶ 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 Accounts shall provide the 16 Digit Beneficiary ID.**
- Shareholders/ Members holding shares in **NSDL Demat Accounts shall provide the 8 Character DP ID followed by the 8 Digit Client ID.**
- Shareholders/ Members holding shares in **Physical Forms shall provide the 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**)/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).

Please refer to the instructions (**see annexure below**) for software requirements and kindly ensure to install the same on the device which will be used to attend the meeting. Please read the instructions carefully and participate in the meeting. You may also call upon the InstaMeet Support Desk for any support on the dedicated number provided to you on the instruction/ **InstaMEET website.**

- Instructions for Shareholders/ Members to Speak during the Annual General Meeting through InstaMeet:
 - Shareholders who would like to speak during the meeting must register their request atleast 3 days in advance with the Company on the specific e-mail id nirlonagm@linkintime.co.in created for the General Meeting.
 - Shareholders will get confirmation on a first come first serve basis depending upon the provision made by the client.
 - Shareholders will receive a “**Speaking Serial Number**” once they mark attendance for the meeting.
 - Other Shareholders may ask questions to the panelists, via an active chat-board during the meeting.



NIRLON

- e. Please remember your speaking serial number and start your conversation with the panelists by switching on the video mode and audio of your device.
 - f. 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 63rd Annual General Meeting through InstaMeet:
- Once the electronic voting is activated by the scrutinizer/moderator during the meeting, Shareholders/ Members who have not exercised their vote through remote e-voting can cast their 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 63rd Annual General Meeting through the 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 the e-Voting facility during the meeting. Shareholders/ Members who have voted through Remote e-Voting prior to the 63rd Annual General Meeting will be eligible to attend/ participate in the 63rd Annual General Meeting through InstaMeet. However, they will not be eligible to vote again during the meeting.
- Shareholders/ Members are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for 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: Tel: 022-49186175.

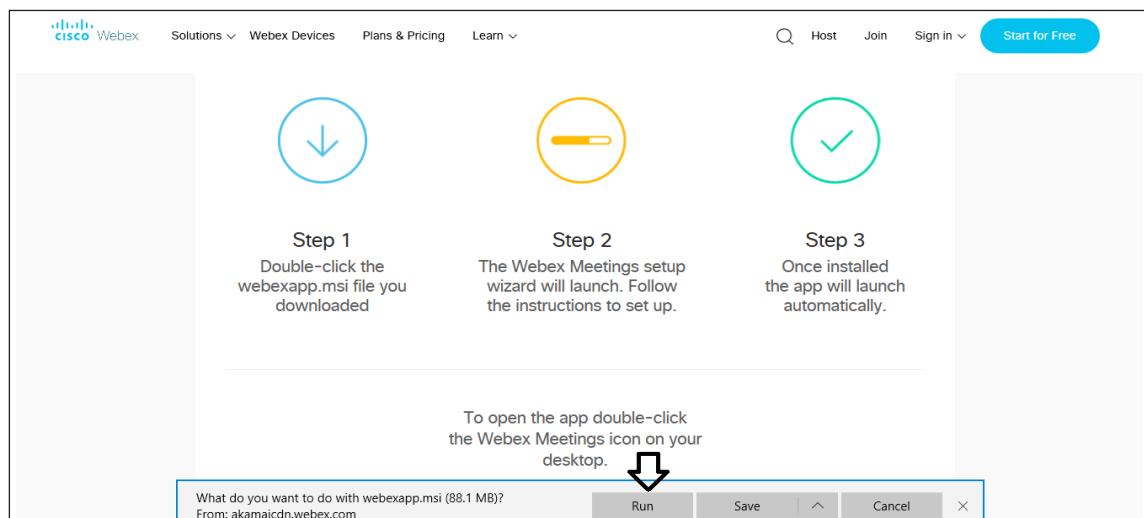
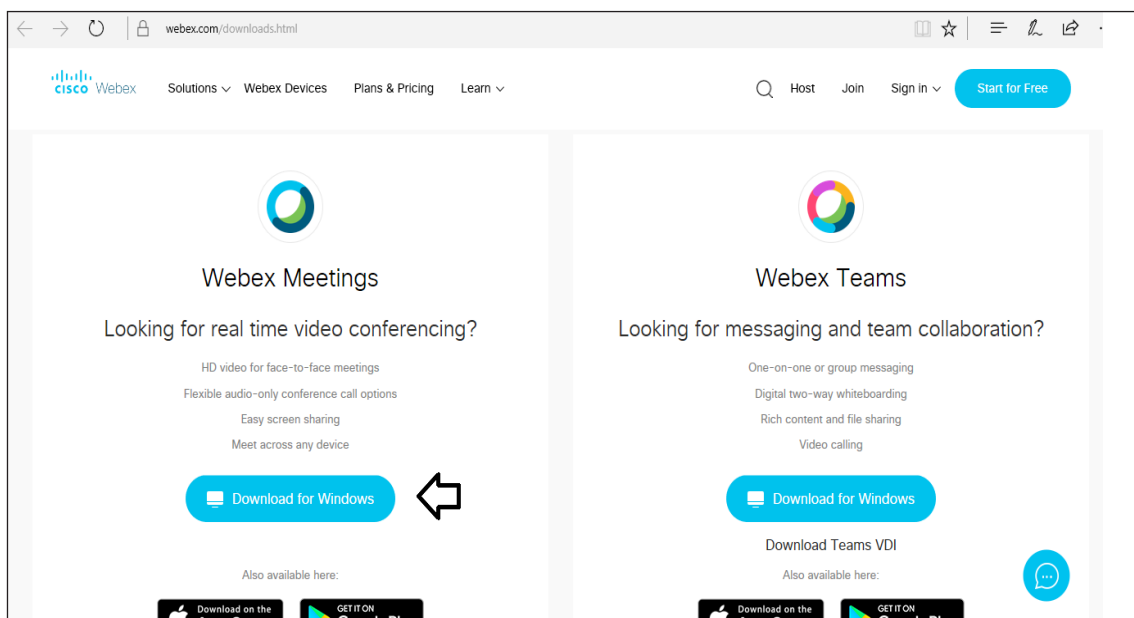


Annexure

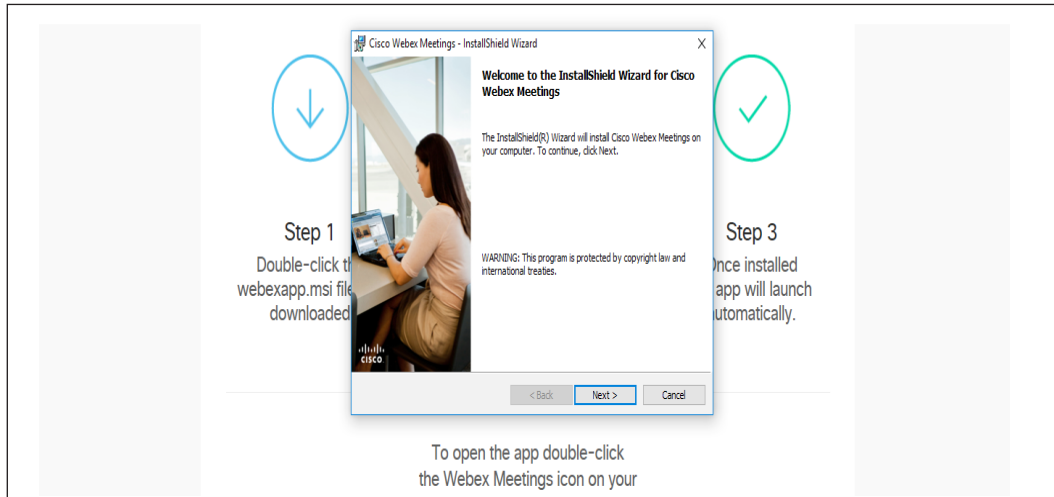
Guidelines to attend the 63rd AGM proceedings through InstaMEET

For a smooth experience of viewing the AGM proceedings through InstaMEET, Shareholders/Members who are registered as speakers for the event are requested to download and install the Webex application in advance by following the instructions as under:

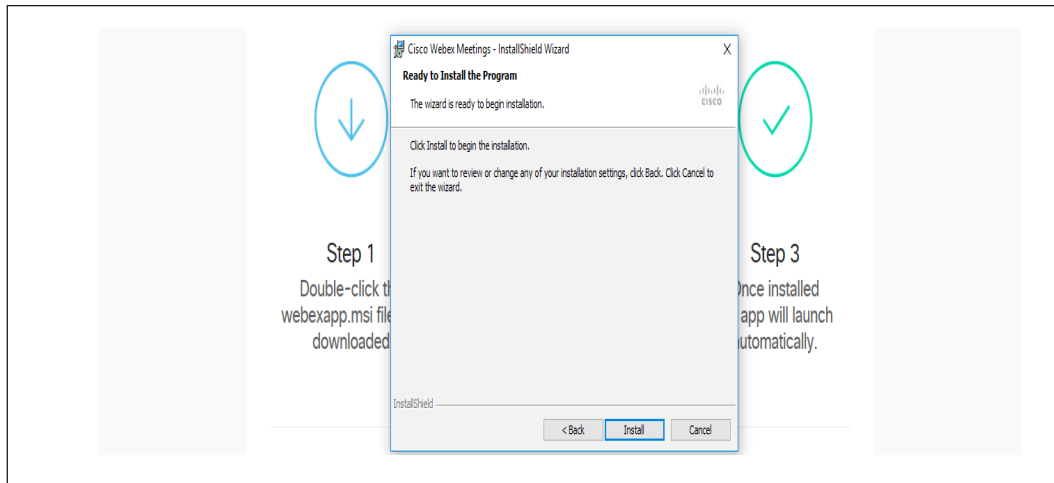
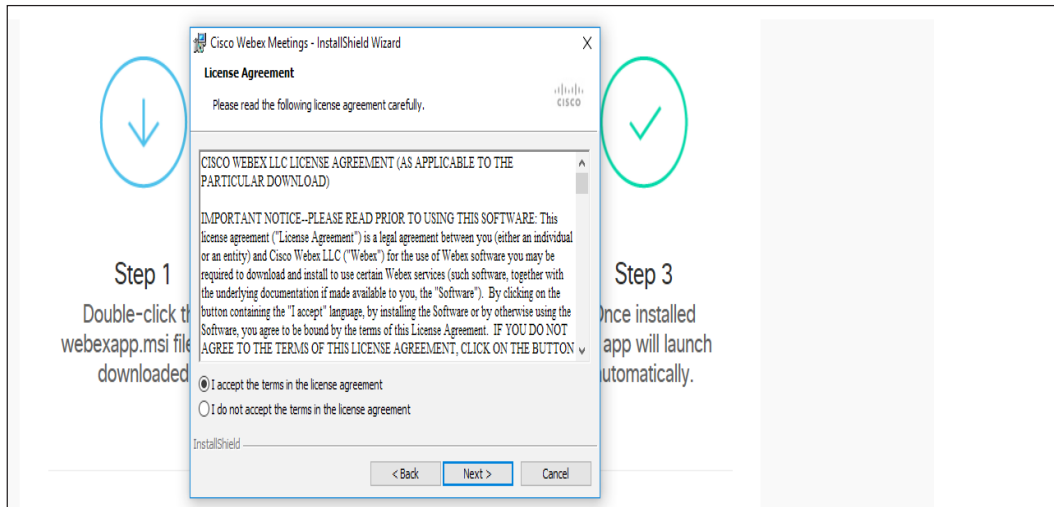
- a. Please download and install the Webex application by clicking on the link <https://www.webex.com/downloads.html>



OR



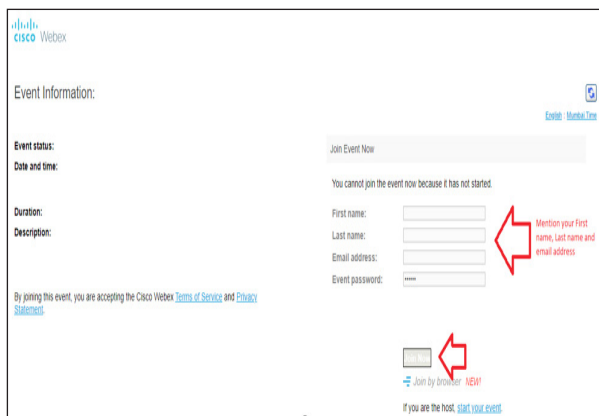
Step 1 Enter your First Name, Last Name and Email ID and click on “Join Now”





Step 1	Enter your First Name, Last Name and Email ID and click on “Join Now”
1 (A)	If you have already installed the Webex application on your device, join the meeting by clicking on “Join Now”
1 (B)	If the Webex application is not installed, a new page will appear giving you an option to either add Webex to chrome, or Run a temporary application . Click on Run a temporary application , and an exe file will be downloaded. Click on this exe file to run the application and join the meeting by clicking on “Join Now”

- b. If you do not want to download and install the Webex application, you may join the meeting by following the process mentioned as under:



- 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 63rd AGM through VC/OAVM, but have not cast their votes by availing the remote e-Voting facility. The remote e-Voting module during the 63rd AGM shall be disabled by LIPL for voting 15 minutes after the conclusion of the Meeting.
- 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 63rd AGM, taken together with the votes cast through remote e-voting shall be counted for passing of the respective resolution/s.
- The Scrutinizer shall, after the conclusion of voting at the 63rd 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 63rd 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.

- 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 by him. The results shall also be immediately forwarded to the BSE Ltd.
- 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 63rd AGM i.e. **Monday, September 19, 2022.**
- Information relating to the Director seeking re-appointment at the 63rd AGM is given as follows:**

Mr. Kunnasagaran Chinniah (DIN 01590108), aged 65 years, was nominated as 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 and 61st AGM held on September 29, 2020 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 also serves on the Boards of various other public limited companies including the following Indian companies:

- Edelweiss Financial Services Ltd. , (he is also a Member of the Audit, Risk Management, Stakeholders Relationship, Nomination & Remuneration and IT Committees).



NIRLON

2. Edelweiss Rural & Corporate Services Ltd., (he is also Chairman of the Audit and Member of the Nomination & Remuneration Committees).
3. ECL Finance Ltd., (he is also a Member of the Audit, Risk Management and Corporate Social Responsibility Committees).
4. Edelweiss Tokio Life Insurance Co. Ltd., (he is also a Member of the Audit Committee).
5. Edelweiss Securities Ltd., (he is also a Member of Nomination & Remuneration, Corporate Social Responsibility and Risk Management Committees).
6. Edelweiss Finance and Investments Ltd., (he is also a Member of the Audit, Nomination & Remuneration, Corporate Social Responsibility, IT and Risk Management Committees).

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

He attended Six (6) Board Meetings during the F.Y. 2021-2022.

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

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 No. 4 of the accompanying 63rd AGM Notice dated August 09, 2022

Item No. 4: Ratification of Remuneration payable to the Cost Auditor

The Board, on the recommendation of the Audit Committee, has approved the appointment and remuneration of Vinay Mulay & Co., Mumbai, to conduct the audit of the cost records of the Company for the financial year ending March 31, 2023.

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

Accordingly, consent of Members is sought for passing an Ordinary Resolution as set out at **Item No. 4** of the Notice for ratification of the remuneration payable to the Cost Auditor for the financial year ending March 31, 2023.

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

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

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

Mumbai, August 09, 2022

Registered Office:

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CIN : L17120MH1958PLC011045
E-mail id : info@nirlonltd.com
Website: <http://www.nirlonltd.com>