

NIRLON LIMITED

Western Express Highway,
Goregaon (E), Mumbai - 400 063
T +91-22-4028 1919 / 2685 2256 - 59
F +91-22-4028 1940
www.nirlonltd.com, Email: info@nirlonltd.com
CIN L17120 MH1958PLC011045



November 23, 2020

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

Dear Sir,

Security Code: 500307

Sub: Postal Ballot

Ref: Appointment of Mr. Rahul V. Sagar (DIN 00388980) as Executive Director & Chief Executive Officer (CEO) of the Company and Payment of his Managerial Remuneration for a period of 5 (five) years w.e.f. February 1, 2021 to January 31, 2026

With reference to the above subject, we are enclosing herewith the soft copy (in PDF format) of the Postal Ballot Notice **revised with e-voting date** dated November 21, 2020 for your information and record please.

We are displaying the same on our Company's website "www.nirlonltd.com".

We request you to take note of the above and acknowledge receipt of the same.

Thanking you,
Yours faithfully,

For Nirlon Limited

Jasmin K. Bhavsar



**Company Secretary, V. P. (Legal) & Compliance Officer
FCS 4178**



NIRLON LIMITED

(CIN: L17120MH1958PLC011045)

Registered Office: Pahadi Village, off the Western Express Highway,
Goregaon (East), Mumbai 400 063.

Tele No. : + 91 (022) 4028 1919/ 2685 2257/58/59

Fax No. : + 91 (022) 4028 1940

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

=====

POSTAL BALLOT NOTICE

**[Notice Pursuant to Section 110 of the Companies Act, 2013, read with rule
22 of the Companies (Management and Administration) Rules, 2014]**

Dear Member(s),

NOTICE is hereby given to the Members of **Nirlon Limited (the ‘Company’)** that the Resolution appended below is proposed to be passed by the Members through Postal Ballot (**‘Postal Ballot’**) by way of remote e-voting (**‘e-voting / remote e-voting’**) as a Special Resolution, in accordance with the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred as **‘the said Act’**) read with the Companies (Management and Administration) Rules, 2014 (hereinafter referred as **‘the Rules’**) including any statutory modification(s) or re-enactment(s) thereof for the time being in force.

Item no. 1:

Appointment of Mr. Rahul V. Sagar (DIN 00388980) as Executive Director & Chief Executive Officer (CEO) of the Company and Payment of his Managerial Remuneration for a period of 5 (five) years w.e.f. February 1, 2021 to January 31, 2026

To consider and, if thought fit to accord assent / dissent to the following Resolution as a **Special Resolution:**

“RESOLVED THAT in accordance with the provisions of Section 196, 197, 198 and 203 read with Schedule V of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force), and other applicable provisions, if any, of the Companies Act, 2013 (**‘the Act’**) [including any statutory modification or re-enactment thereof for the time being in force], the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and subject to any approvals, consents, permissions or sanctions of the Central Government, as may be required and subject to such conditions or modifications as may be prescribed or imposed by the Central Government, while granting such approvals, consents, permissions or sanctions and which may be agreed to and accepted by the Board of Directors of the Company (herein after referred to as **‘the Board’** which expression shall include the Nomination and Remuneration Committee of the Board), consent of the Company be and is hereby accorded for the appointment and payment of remuneration to Mr. Rahul V. Sagar as Executive Director & CEO of the Company for a period of 5 (five) years with effect from February 1, 2021 to January 31, 2026 on terms and conditions including the remuneration set out below and to be incorporated in the agreement proposed to be entered between the Company and Mr. Rahul V. Sagar, with liberty to the Board of

Directors to alter and vary the terms and conditions periodically as recommended by the Nomination and Remuneration Committee:

• **Fixed Remuneration :**

Particulars	Amount (In INR)
A. SALARY	
• Monthly Basic Salary	5,33,333.33
• Gratuity	As per statute
• Contribution to Provident Fund	As per statute
B. ALLOWANCE	
• Monthly House rent allowance (50% of basic salary)	2,66,666.66
C. PERQUISITES	
• Transport and driver	At actual
• Telephones/mobile	At actual
• Leave travel concession	2,00,000/- p.a.
• Medical insurance for self and family	As per the Company's rules

• **Variable Remuneration**

Proportionate variable pay, linked to performance ranging from 50% to 200% of basic salary, to be decided for the each corporate financial year, i.e. from 2020-2021 to 2025-2026 by the Board of Directors (which includes any Committee thereof).

“RESOLVED FURTHER THAT notwithstanding anything contained herein, where during the term of appointment of Mr. Rahul V. Sagar in the event of loss or inadequacy of profit in the respective financial year ranging from 2020-2021 to 2025-2026, unless otherwise approved by the Central Government, the remuneration payable to Mr. Rahul V. Sagar including salary, perquisites and any other allowances

shall be governed and be subject to the ceiling provided under Schedule V to the Act or such other limits as may be prescribed by the Central Government from time to time as minimum remuneration;

“RESOLVED FURTHER THAT Mr. Rahul V. Sagar shall not be liable to retire by rotation;

“RESOLVED FURTHER THAT Mr. Rajinder Pal Singh, Chairman, Ms. Anjali Seth - Independent Director, Mr. Sridhar Srinivasan - Independent Director, and Mr. Jasmin K. Bhavsar, Company Secretary & Vice President (Legal) be and are hereby severally authorized to take all necessary or desirable steps for the aforesaid purpose and matters incidental thereto including but not limited to filing of an application with the Central Government and requisite e-forms with the Ministry of Corporate Affairs/ROC”.

**By Order of the Board of Directors,
For Nirlon Limited**

sd/-

Jasmin K. Bhavsar

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

Mumbai, November 21, 2020

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. Ministry of Corporate Affairs, Government of India (the '**MCA**') in terms of the General Circular No.14/2020 dated April 8, 2020 General Circular No. 17/2020 dated April 13, 2020, General Circular No. 22/2020 dated June 15, 2020 and General Circular No.33/2020 dated September 28 , 2020 (the '**MCA Circulars**'), in view of the current extraordinary circumstances due to COVID-19 pandemic requiring social distancing, have advised the companies to take all decisions requiring members' approval, other than items of ordinary business or business where any person has a right to be heard, through the mechanism of postal ballot/e-voting in accordance with the provisions of the Companies Act 2013 and rules made thereunder, without holding a general meeting that requires physical presence of members at a common venue. The MCA has clarified that for companies that are required to provide e-voting facility under the Act, while they are transacting any business (es) only by postal ballot upto December 31, 2020, or till further orders, whichever is earlier, the requirements provided in Rule 20 of the Rules as well as the framework provided in the MCA Circulars will be applicable *mutatis mutandis*. Further, the company will send Postal Ballot Notice by e-mail to all its shareholders who have registered their e-mail addresses with the company or depository/depository participants and the communication of assent/dissent of the members will only take place through the remote e-voting system. This Postal Ballot is accordingly being initiated in compliance with the MCA Circulars.
2. Hence, in compliance with the requirements of the MCA Circulars, hard copy of Postal Ballot Notice along with Postal Ballot Forms and pre-paid business reply envelope will not be sent to the Shareholders for this Postal Ballot and the Shareholders are

required to communicate their assent or dissent through the remote e-voting system only.

3. The Shareholders who have not yet registered their e-mail address are requested to get their e-mail addresses registered by following the procedure given below:

Pursuant to the aforesaid Circular issued by the MCA, for remote e-voting for this Postal Ballot, Shareholders who have not registered their e-mail address and in consequence the e-voting Notice could not be serviced to them may temporarily get their e-mail address registered with the Company's Share Transfer Agent, **Link Intime India Private Limited ('LI IPL')**, by clicking the link:

https://linkintime.co.in/emailreg/email_register.html and follow the registration process as guided thereafter. Post successful registration of the e-mail, the Shareholder would get soft copy of the Postal Ballot Notice and the procedure for e-voting along with the User ID and Password to enable e-voting for this Postal Ballot.

In case of any queries, Shareholder may write to rnt.helpdesk@linkintime.co.in.

4. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (**'the Act'**) setting out material facts concerning the Special Resolution is annexed herewith.
5. The Company has appointed Mr. Alwyn D' Souza, Practising Company Secretary (FCS No.5559 CP No.5137), or failing him Mr. Vijay Sonone (FCS No.7301 CP No.7991, Partners, of Alwyn Jay & Co., Company Secretaries, Mumbai as Scrutinizer (**'the Scrutinizer'**) for conducting the Postal Ballot process in a fair and transparent manner.
6. After the lockdown is lifted by the Central/State governments, statutory/ regulatory and other administrative authority, relevant document referred to in the accompanying Notice and the Statement pursuant to Section 102 of the Act, shall be available for

inspection at the Registered Office of the Company during normal business hours on all working days upto and including the date of declaration of the results of the Postal Ballot. The relevant document will also be made available on the website of the Company during the abovementioned period.

7. Pursuant to the provisions of Section 110, the MCA Circulars and other applicable provisions, if any, of the Act read with the Companies (Management and Administration) Rules, 2014, assent or dissent of the Members in respect of the Resolution contained in the **Postal Ballot Notice dated November 21, 2020** is being taken **through e-voting only**.
8. The Notice is being sent to all the Members/Beneficiaries, whose names appear on the Register of Members/Record of Depositories as on **Friday, November 20, 2020** in accordance with the provisions of the Companies Act, 2013, read with Rules made thereunder. Voting Rights shall be reckoned on the paid-up value of shares registered in the name of the Member(s) as on that date and any person who is not a member as on that date should treat this Notice for information purposes only. The Notice of Postal Ballot is also placed on the website of the Company i.e. <http://www.nirlonltd.com> and the website of Link Intime India Private Limited i.e. www.linkintime.co.in and at the relevant sections of the website BSE Ltd. (www.bseindia.com).
9. The e- Postal Ballot Notice is seeking the Members assent or dissent through e-voting within a period of thirty (30) days from the date of completion of e-mail of the Postal Ballot Notice.
10. In compliance with the provisions of Sections 108 and 110 of the Act, read with the Companies (Management and Administration) Rules, 2014 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), the Company is pleased to offer e-voting

facility to all the Members, to enable them to cast their votes electronically. The Company has appointed **Link Intime India Private Limited** for facilitating e-voting to enable the Members to cast their votes electronically (hereinafter referred to as the '**Remote e-voting /e-voting** ').

11. Please note that pursuant to the MCA Circular voting by Members can only be through e-voting.
12. There will be one e-vote for every Folio/Client ID irrespective of the number of joint holders.
13. The voting period begins on **Friday, November 27, 2020 from 10.00 a.m. (IST) and ends at 5.00 p.m. (IST), Saturday, December 26, 2020**. During this period, Members of the Company holding equity shares either in Physical Form or in Dematerialized Form, as on the cut-off date i.e., Friday, November 20, 2020 may cast their vote electronically. The e-voting module shall be disabled by Link Intime India Private Limited for voting thereafter.
14. Voting Rights in the Postal Ballot cannot be exercised by a proxy.
15. The Scrutinizer will submit his report to the Company Secretary of the Company after the completion of e-voting.
16. The Scrutinizer's decision on the validity of e-voting will be final.
17. In case of any queries, any Member who has grievances connected with e-voting for the Postal Ballot can contact Mr. Rajiv Ranjan | Assistant Vice President - e-Voting, Link Intime India Pvt. Ltd., C-101, 247 Park, LBS Marg, Vikhroli (West), Mumbai – 400 083, at
+91 22 49186000 | Extn. 2540 or at +91 22 49186000 | Extn. 2505 or e- mail at enotices@linkintime.co.in.
18. The Chairman or authorised Independent Directors , and in their absence, the Company Secretary of the Company will declare/ announce the result of the Postal Ballot/e-voting on or before **5.00 p.m. (IST) on Tuesday, December 29, 2020**, at the Registered Office of the Company. The Resolution as mentioned in the Notice

shall be deemed to have been passed on **Saturday, December 26, 2020**, being the last date for e-voting. In the event that the national lockdown on account of COVID-19 situation is eased off and the Company's Registered Office is open for business, the Company will also display the result of the Postal Ballot at its Registered Office.

19. The Result declared along with the Scrutinizer's Report shall be placed on the website of the Company at www.nirlonltd.com and on the website of Link Intime India Private Limited and shall also be communicated to BSE Ltd.

Instructions for Shareholders to vote electronically:

➤ **Log-in to e-Voting website of Link Intime India Private Limited ('LI IPL')**

1. Visit the e-voting system of LI IPL.
Open web browser by typing the following URL:
<https://instavote.linkintime.co.in>
2. Click on '**Login**' tab, available under '**Shareholders**' section.
3. Enter your User ID, password and image verification code (CAPTCHA) as shown on the screen and click on '**SUBMIT**'.
4. Your User ID details are given below:
 - a. **Shareholders holding shares in demat account with NSDL:** Your User ID is 8 Character DP ID followed by 8 Digit Client ID
 - b. **Shareholders holding shares in demat account with CDSL:** Your User ID is 16 Digit Beneficiary ID
 - c. **Shareholders holding shares in Physical Form (i.e. Share Certificate):** Your User ID is Event No + Folio Number registered with the Company

5. Your Password details are given below:

If you are using e-Voting system of LIPL: <https://instavote.linkintime.co.in> for the first time or if you are holding shares in Physical Form, you need to follow the steps given below:

Click on **‘Sign Up’** tab available under **‘Shareholders’** section register your details and set the password of your choice and confirm (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).

For Shareholders holding shares in Demat Form or Physical Form	
PAN	<ul style="list-style-type: none">• Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (applicable for both demat shareholders as well as physical shareholders).• Members who have not updated their PAN with depository Participant or in the company record are requested to use the sequence number which is communicated to the shareholder.
DOB/ DOI	<ul style="list-style-type: none">• Enter the DOB (Date of Birth) / DOI as recorded with depository participant or in the company record for the said demat account or folio number in dd/mm/yyyy format.
Bank Account	<ul style="list-style-type: none">• Enter the Bank Account number (Last Four Digits) as recorded in your demat

Number	<p>account or in the company records for the said demat account or folio number.</p> <ul style="list-style-type: none"> • Please enter the DOB/ DOI or Bank Account number in order to register. If the above mentioned details are not recorded with the depository participants or company, please enter Folio number in the Bank Account number field.
--------	--

If you are holding shares in demat form and had registered on to e-Voting system of LIPL:

<https://instavote.linkintime.co.in>, and/or voted on an earlier voting of any company then you can use your existing password to login.

If Shareholders holding shares in Demat Form or Physical Form have forgotten password:

- Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on 'SUBMIT'.
- In case shareholder is having valid e-mail address, Password will be sent to the shareholders registered e-mail address. Else, shareholder can set the password of his/her choice by providing the information about the particulars of the Security Question & Answer, PAN, DOB/ DOI, Dividend Bank Details etc. and confirm. (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).

Notes:

- a. The password is to be used by Demat Shareholders for voting on the Resolution placed by the Company in which they are a Shareholder and eligible to vote, provided that the Company opts for e-voting platform of LIPL.
- b. For Shareholders holding shares in Physical Form, the details can be used only for voting on the Resolution contained in this Postal Ballot Notice.
- c. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

➤ **Cast your vote electronically:**

6. After successful login, you will be able to see the notification for e-voting on the home page of INSTA Vote. Select/ View '**Event No**' of the company, you choose to vote.
7. On the voting page, you will see '**Resolution Description**' and against the same the option '**Favour/Against**' for voting.

Cast your vote by selecting 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**'.

You may also choose the option '**Abstain**' and the Shares held will not be counted under '**Favour/Against**'.

8. If you wish to view the entire Resolution details, click on the '**View Resolutions**' File Link.

9. After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, 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.
10. Once you confirm your vote on the Resolution, you will not be allowed to modify or change your vote subsequently.
11. You can also take the printout of the votes cast by you by clicking on **'Print'** option on the Voting page.

➤ **General Guidelines for shareholders:**

- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to e-Voting system of LIPL:
<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.
- During the voting period, shareholders can login any number of time till they have voted on the Resolution for a particular **'Event'**.
- Shareholders holding multiple folios/demat account shall choose the voting process separately for each of the folios/demat account.

- In case the shareholders have any queries or issues regarding e-voting, please refer the Frequently Asked Questions ('FAQs') and Instavote e-Voting manual available at <https://instavote.linkintime.co.in>, under Help section or write an e-mail to enotices@linkintime.co.in or Call at : Tel : 022 - 49186000.

=====

**EXPLANATORY STATEMENT CONTAINING MATERIAL FACTS
PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

Item no. 1:

I. Background

Mr. Rahul V. Sagar (**DIN 00388980**) is 49 years old, and graduated with a B.A. in Economics. He is a Promoter of Nirlon Limited, and the brother of Mr. Kunal V. Sagar.

Mr. Rahul Sagar has been occupying the office of a Director since June, 2006. Subsequently, Members at their Meeting held on September 28, 2006 confirmed the appointment of Mr. Rahul Sagar as a Director.

Prior to joining Nirlon Limited, Mr. Rahul Sagar worked as the Chief Operating Officer of Sempertans Nirlon Private Limited.

Mr. Rahul Sagar has been occupying the office of the Executive Director since July 1, 2009. Mr. Rahul Sagar was re-appointed w.e.f. February 1, 2016 for a period of five years by Members through the Postal Ballot results declared on August 29, 2016, and is not liable to retire by rotation.

Mr. Rahul Sagar was additionally designated as the Chief Executive Officer ('**CEO**') of the Company effective from November 12, 2018.

Mr. Rahul Sagar does not hold directorship in any other public limited company. He is not disqualified to act as a Director of the Company.

The Board, subject to the Members' of the Company approval, has unanimously approved at their meeting held on November 13, 2020 the re-appointment of Mr. Rahul Sagar as the Executive Director and CEO of the Company for a term of Five Years effective from February 1, 2021 as the current term will be expiring on January 31, 2021.

While considering the re-appointment of Mr. Rahul Sagar, the Board has considered the contributions, achievements and proven track record of Mr. Rahul Sagar as an Executive Director & CEO of Nirlon Ltd., and the recommendation of the NRC.

Mr. Rahul V. Sagar has a proven financial, commercial, and timely project implementation track record. His familiarity with the Company as Promoter Director is a great support to the Company, not only for the successful execution of the Company's ongoing projects but also to successfully implement future plans.

Pursuant to the provisions of Section 203 of the Companies Act, 2013, it is mandatory that a Company having paid up share capital of INR 10.00 cr. or more (the Company's paid-up share capital is in excess of INR 10.00 cr.) shall have whole-time Key Managerial Personnel as Chief Executive Officer/Managing Director/ Whole-time Director/Manager in addition to a Company Secretary (CS) and a Chief Financial Officer (CFO).

The continuation of Mr. Rahul V. Sagar will be of great value for the current as well as the future projects of the Company considering his many achievements to date, the more recent of which are listed below:

II. Performance

1. Consistent improvements in the results of the Company over the past five years, and consistent increases in Net Profit after Depreciation over the past five years. (as per the Annual Report)
2. Ensuring contracted escalations in license fees for phases 1, 2, 3 & 4 licensees were implemented on schedule;
3. Ensuring that almost the entire chargeable area in the existing 1,2,3 & 4 phases was successfully licensed to various reputed licensees;
4. Ensuring that all Licensee renewals were executed in a timely manner. All licensees in NKP phases 1, 2, 3 & 4 have renewed, largely on improved terms from their old terms, without any loss of license fees.
5. Ensuring that the development of Phase 5 (re-development of Phase 0 of NKP) is on schedule (prior to the Covid-19 pandemic and subject to certain regulatory issues), with the required budgetary controls, and with design and specifications of an international standard, commensurate with an 'A' grade office building. Increase in the volume has not resulted in a corresponding increase in the cost of Phase 5 prior to Covid-19. The Company was on track to execute Phase 5 at a lower cost prior to Covid-19 based on the note on June 22, 2020. All relevant approvals as on date with respect to Phase 5 (re- development of Phase 0 of NKP) have been obtained by the Company;
6. Making constant improvement in providing professional and focused property management services for NKP phases 1, 2, 3 & 4. This includes billing and recovery of CAM from phases 1, 2, 3 & 4, and an additional percentage of property management fees on CAM;

7. Further Strengthening of the relationship with the Company's lender.
8. Successful signing of a binding agreement to pre-license before construction completion the entire Phase 5 licensable area of approx. 1.16 million sq. ft to JP Morgan Chase on competitive terms.

The Board of Directors at their meeting held on November 13, 2020 considered and approved the recommendation of the Nomination and Remuneration Committee recommending re-appointment of Mr. Rahul V. Sagar & CEO, w.e.f. February 1, 2021 for a term of 5 (Five) years as Executive Director & CEO, and the payment of his proposed Managerial Remuneration on the following terms and conditions:

A) Fixed Remuneration:

Particulars	Amount (In INR)
A. SALARY	
• Monthly Basic Salary	5,33,333.33
• Gratuity	As per statute
• Contribution to Provident Fund	As per statute
B. ALLOWANCE	
• Monthly House rent allowance (50% of basic salary)	2,66,666.66

C. PERQUISITES	
• Transport and driver	At actual
• Telephones/mobile	At actual
• Leave travel concession	2,00,000/- p.a.
• Medical insurance for self and family	As per the Company's rules

B) Variable Remuneration:

Proportionate variable pay, linked to performance ranging from 50% to 200% of basic salary, to be decided for each corporate financial year, i.e. from 2020-2021 to 2025-2026 by the Board of Directors (which includes any Committee thereof).

The proposed remuneration of Mr. Rahul V. Sagar may / may not be in excess of the ceilings prescribed in Sections 197 and other applicable provisions of the Companies Act, 2013 ('Act') read with Schedule V thereof.

An application will be made to the Central Government for the payment of the remuneration, if required, in case of inadequate profit /loss. In such a case, until such time as approval for payment of the remuneration is received from the Central Government, Mr. Rahul V. Sagar will be paid minimum remuneration as per the provisions of the Act.

III. Proposed indicative scope of work from February 1, 2021 during the term of 5 (five) years

1. To ensure Phase 5 of NKP is completed in a timely and cost effective manner, as per financial projections.
2. To ensure the smooth transition and integration of the Phase 5 development to the Property Management team.
3. To ensure the maximum continued licensing of all available

- space within NKP.
4. To ensure on time escalations of contracted licence fees for various licensees.
 5. To continue to manage NKP in a cost effective, professional, responsive, and occupant centric manner as per internationally recognized standards.
 6. To optimize the rate of interest on the Company's loans.

IV. Other material terms of appointment

- i. The Executive Director & CEO shall:
 - a. not become interested or otherwise concerned directly or through his wife and/or minor children in any selling agency of the Company without the prior approval of the Central Government.
 - b. be bound to devote his whole time and attention to the management of the Company and its business.
 - c. be entitled to proportionate privilege leave on full pay and allowance, but not more than one month's leave and he shall be entitled to encash leave not availed of at the end of the tenure as per the rules of the Company.
 - d. be entitled to reimbursement of expenses actually and properly incurred for the business of the Company, as well as other expenses incurred by him in the performance of his duties on behalf of the Company.
 - e. not be liable to retire by rotation.
- ii. The agreement may be terminated by the Company or by him by giving not less than three (3) months prior notice in writing.
- iii. The agreement will set out the mutual rights and obligations of the Company and the Executive Director & CEO.

- iv. No sitting fees shall be payable to the Executive Director & CEO for attending the meetings of the Board of Directors or Committee/s thereof.

The above may be also be treated as an abstract of the terms and conditions of the appointment of Mr. Rahul V. Sagar as required under Section 190 of the Companies Act, 2013.

No Director, except Mr. Rahul V.Sagar and Mr. Kunal V. Sagar (brother of Mr. Rahul V. Sagar who are interested in this Special Resolution), Key Managerial Personnel and/or their relatives are in any way concerned, or interested in this Resolution at Item No. 1 of the Notice, save and except to the extent of their shareholding in the Company.

The draft agreement proposed to be executed by and between the Company and Mr. Rahul V. Sagar is available for inspection.

The Board recommends the Resolution set out at **Item No.1** in the Postal Ballot Notice for approval by the Members through the Postal Ballot by way of a Special 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, November 21, 2020

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>