



Ragini Chokshi & Associates

Company Secretary

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Date : 21/11/2016

FORM NO. MGT-8

[Pursuant to section 92(2) of the Companies Act, 2013 and rule 11(2) of Companies (Management and Administration) Rules, 2014]

We have examined the registers, records and books and papers of **NIRLON LIMITED CIN No.: L17120MH1958PLC011045** (the Company) as required to be maintained under the Companies Act, 2013 (the Act) and the rules made thereunder for the financial year ended as on 31st March, 2016. In our opinion and to the best of my information and according to the examinations carried out by us and explanations furnished to me/ us by the company, its officers and agents, we certify that:

A. The annual return states the facts as at the close of the aforesaid financial year correctly and adequately.

B. During the aforesaid financial year::

1. The company has complied with provisions of the Act & Rules made there under in respect of its status under the Act as a Non Government Public Company limited by shares ;
2. The Company has Maintained the registers/records as required under the Act & made entries therein within the time prescribed therefore ;

3. The Company has filed forms and returns as required under the Act with the Registrar of Companies, generally within the prescribed time and in case of delay, the necessary additional fees have been paid;
4. The Company has given adequate notice for calling/convening/holding meetings of Board of directors or its committees, and the meetings of the members of the company on due dates as stated in the annual return and the proceedings of meeting including the circular resolutions, and resolutions passed by postal ballot, have been properly recorded in the Minute Book/registers maintained for the purpose and the same have been signed ;
5. The Company has closed the Register of Members in compliance with the provisions of the Act & rules made thereunder;
6. The Company has not advanced any loans to its directors and/or persons or firms or companies referred in section 185 of the Act ;
7. The Company has not entered into the contracts/arrangements with related parties as specified in section 188 of the Act.
8. The Company has not made any issue or allotment or transmission or buy back of securities/ redemption of preference shares or debentures/alteration or reduction of share capital/conversion of shares/securities,hence there were no instances of issues of security certificates. However transfer of shares have been effected during the year, in compliance with the provisions of the Act;
9. There were no transactions necessitating the company, to keep in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares in compliance with the provisions of the Act;
10. The Company has declared dividend and transfer any unpaid/unclaimed dividend/ other amounts as applicable to the Investor Education and Protection Fund in accordance with section 125 of the Act ;



11. The audited financial statement and the report of Directors for the financial year ended on 31st March 2016 have been duly signed as per the provisions of section 134 of the Act -
12. The Company has complied with the provisions of the Act regarding constitution/ appointment/ re-appointments/ retirement, disclosures of the Directors, Key Managerial Personnel and the remuneration paid to them.
13. The Company has complied the provisions of Section 139 of the Act pertaining to appointment/re-appointment of auditors of the Company;
14. The Company was not required to take any approval from the Central Government, Tribunal, Regional Director, Registrar, Court or such other authorities under the various provisions of the Act ;
15. The Company has not accepted deposits nor it has renewed any deposits from public within the meaning of Sections 73 to 76 of the Companies Act, 2013;
16. The Company has made borrowings only From Banks and HDFC Limited as per the resolutions passed by the shareholders in ordinary course of its business as per the limits of borrowing and creation of security
17. The Company has not made any loans and investments or given guarantees or provided securities to other bodies corporate or person falling under the provisions of section 186 of the Act;



18. The Company has altered the provisions of the Memorandum and/or Articles of Association of the Company in compliance with the provision of the Act.

Place: Mumbai

Date: 21/11/2016

For Ragini Chokshi & Associates

R. K. Chokshi

Ragini Chokshi

(Proprietor)

C.P. No.: 1436

Membership no.2390

