



Ragini Chokshi & Associates

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Company Secretary

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Date : _____

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]

CERTIFICATE BY A COMPANY SECRETARY IN PRACTICE

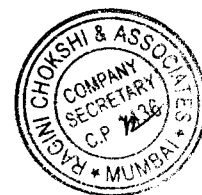
I have examined the registers, records and books and papers of **NIRLON LIMITED (the Company)** bearing CIN: **L17120MH1958PLC011045**, as required to be maintained under the Companies Act, 2013 (the Act) and the Rules made thereunder for the Financial Year ended **March 31, 2017**.

In my opinion and to the best of my information and according to the examinations carried out by me and explanations furnished to me by the Company, its officers, I 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 the Company has complied with provisions of the Act & Rules made thereunder in respect of:
 1. its status under the Act;
 2. maintenance of registers/records & making entries therein within the time prescribed for them ;
 3. filing of forms and returns, with the Registrar of Companies, ~~Regional Director, Central Government, the Tribunal, Court~~ or other authorities within the prescribed time;
 4. calling/ convening/ holding meetings of Board of Directors and its Committees, and the meetings of Members of the Company on due dates in respect of which, proper notices were given and the proceedings including the circular resolutions and resolutions passed by postal ballot have been properly recorded in the Minutes Book/Registers maintained for the purpose and the same have been signed;
 5. closure of Register of Members;
 6. advances/loans to its Directors and/or persons or firms or companies referred in section 185 of the Act; **(No reportable event during the period under review)**
 7. contracts/arrangements with related parties as specified in section 188 of the Act, in compliance with the provision of the Act;



8. ~~issue or allotment, transfer or transmission, buy back of securities/redemption of preference shares or debentures/alteration or reduction of share capital/conversion of shares/securities~~, and issue of security certificates in required instances, during the audit period;
9. keeping 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. declaration/ payment of dividend; unpaid/ unclaimed dividend/other amounts as applicable to the Investor Education and Protection Fund have been transferred duly in accordance with section 125 of the Act;
11. signing of audited financial statement as per the provisions of section 134 of the Act and report of Directors is as per sub - sections (3), (4) and (5) thereof;
12. constitution/re-appointments/~~retirement~~/disclosures/~~casual vacancy~~/ of the Directors, Key Managerial Personnel and the remuneration paid to them;
13. appointment of auditors as per the provisions of section 139 of the Act, further there was no case reported with respect to filling up casual vacancies of auditors in the Company during the audit period;
14. Approval was not required to be taken from the Central Government, ~~Tribunal~~, ~~Regional Director~~, Registrar, ~~Court~~ or such other authorities, under the various provisions of the Act;
15. the Company has neither accepted nor renewed deposits;**(No reportable event during the period under review)**
16. borrowings from ~~directors, members~~ - HDFC Ltd. in accordance with the resolution passed , and creation/ modification/ satisfaction of charges in that respect, wherever applicable;



17. loans to and investments or guarantees given or providing of securities to other bodies corporate or persons falling under the provisions of section 186 of the Act; (No reportable event during the period under review)
18. alteration of the provisions of the Memorandum and/ or Articles of Association of the Company. (No reportable event during the period under review)

Note: References in respect of the matters not applicable to the Company during the aforesaid financial year have been scrolled out.

For Ragini Chokshi & Associates,
(Company Secretaries)

Place: Mumbai

Date: 18/10/2017



R. K. Chokshi

Ragini Chokshi
(Proprietor)

ICSI C.P. No. : 1436

ICSI M. No. : 2390