

# FORM NO. MGT-7

[Pursuant to sub-Section(1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11of the Companies (Management and Administration) Rules, 2014]



सत्यमेव जयते

## Annual Return

Form language ☒ English ☐ Hindi

Refer the instruction kit for filing the form.

### I. REGISTRATION AND OTHER DETAILS

(i) \* Corporate Identification Number (CIN) of the company

L17120MH1958PLC011045

Pre-fill

Global Location Number (GLN) of the company

\* Permanent Account Number (PAN) of the company

AAACN4042N

(ii) (a) Name of the company

NIRLON LIMITED

(b) Registered office address

PAHADI VILLAGE,  
GOREGAON EAST  
MUMBAI  
Maharashtra  
400063

(c) \*e-mail ID of the company

info@nirlonltd.com

(d) \*Telephone number with STD code

02240281919

(e) Website

WWW.nirlonltd.com

(iii) Date of Incorporation

12/03/1958

(iv)	Type of the Company	Category of the Company	Sub-category of the Company
	Public Company	Company limited by shares	Indian Non-Government company

(v) Whether company is having share capital

☒ Yes

☐ No

(vi) \*Whether shares listed on recognized Stock Exchange(s)

☒ Yes

☐ No

(a) Details of stock exchanges where shares are listed

S. No.	Stock Exchange Name	Code
1	BOMBAY STOCK EXCHANGE	1

(b) CIN of the Registrar and Transfer Agent

U67190MH1999PTC118368

Pre-fill

Name of the Registrar and Transfer Agent

LINK INTIME INDIA PRIVATE LIMITED

Registered office address of the Registrar and Transfer Agents

C-101, 1st Floor, 247 Park,  
Lal Bahadur Shastri Marg, Vikhroli (West)

(vii) \*Financial year From date 01/04/2018 (DD/MM/YYYY) To date 31/03/2019 (DD/MM/YYYY)

(viii) \*Whether Annual general meeting (AGM) held ☒ Yes ☐ No

(a) If yes, date of AGM 03/09/2019

(b) Due date of AGM 30/09/2019

(c) Whether any extension for AGM granted ☐ Yes ☒ No

## II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

\*Number of business activities 2

S.No	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	F	Construction	F1	Buildings	98.19
2	L	Real Estate	L1	Real estate activities with own or leased property	1.81

## III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

\*No. of Companies for which information is to be given 1

Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	Reco Berry Pvt. Ltd.		Holding	63.92

## IV. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

### (i) \*SHARE CAPITAL

#### (a) Equity share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Total number of equity shares	150,000,000	90,132,062	90,118,040	90,118,040
Total amount of equity shares (in Rupees)	1,500,000,000	901,320,620	901,180,400	901,180,400

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Equity shares				
Number of equity shares	150,000,000	90,132,062	90,118,040	90,118,040
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	1,500,000,000	901,320,620	901,180,400	901,180,400

#### (b) Preference share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	0	0	0	0
Total amount of preference shares (in rupees)	0	0	0	0

Number of classes

0

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of preference shares				
Nominal value per share (in rupees)				
Total amount of preference shares (in rupees)				

#### (c) Unclassified share capital

Particulars	Authorised Capital
Total amount of unclassified shares	0

#### (d) Break-up of paid-up share capital

Class of shares	Number of shares	Total nominal amount	Total Paid-up amount	Total premium
Equity shares				

<b>At the beginning of the year</b>	90,118,040	901,180,400	901,180,400	
<b>Increase during the year</b>	0	0	0	0
i. Pubic Issues	0	0	0	0
ii. Rights issue	0	0	0	0
iii. Bonus issue	0	0	0	0
iv. Private Placement/ Preferential allotment	0	0	0	0
v. ESOPs	0	0	0	0
vi. Sweat equity shares allotted	0	0	0	0
vii. Conversion of Preference share	0	0	0	0
viii. Conversion of Debentures	0	0	0	0
ix. GDRs/ADRs	0	0	0	0
x. Others, specify				
<b>Decrease during the year</b>	0	0	0	0
i. Buy-back of shares	0	0	0	0
ii. Shares forfeited	0	0	0	0
iii. Reduction of share capital	0	0	0	0
iv. Others, specify				
<b>At the end of the year</b>	90,118,040	901,180,400	901,180,400	
<b>Preference shares</b>				
<b>At the beginning of the year</b>	0	0	0	
<b>Increase during the year</b>	0	0	0	0
i. Issues of shares	0	0	0	0
ii. Re-issue of forfeited shares	0	0	0	0
iii. Others, specify				
<b>Decrease during the year</b>	0	0	0	0

i. Redemption of shares	0	0	0	0
ii. Shares forfeited	0	0	0	0
iii. Reduction of share capital	0	0	0	0
iv. Others, specify				
<b>At the end of the year</b>	0	0	0	

**(ii) Details of stock split/consolidation during the year (for each class of shares)**

0

Class of shares		(i)	(ii)	(iii)
Before split / Consolidation	Number of shares			
	Face value per share			
After split / Consolidation	Number of shares			
	Face value per share			

**(iii) Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company) \***

☐ Nil

[Details being provided in a CD/Digital Media]

☐

Yes

☒

No

☐

Not Applicable

Separate sheet attached for details of transfers

☒

Yes

☐

No

Note: In case list of transfer exceeds 10, option for submission as a separate sheet attachment or submission in a CD/Digital Media may be shown.

Date of the previous annual general meeting		26/09/2018	
Date of registration of transfer (Date Month Year)			
Type of transfer		1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred		Amount per Share/ Debenture/Unit (in Rs.)	
Ledger Folio of Transferor			

Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name
Ledger Folio of Transferee		<input type="text"/>	
Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

Date of registration of transfer (Date Month Year) <input type="text"/>			
Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>
Ledger Folio of Transferor		<input type="text"/>	
Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name
Ledger Folio of Transferee		<input type="text"/>	
Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

**(iv) \*Indebtedness including debentures (Outstanding as at the end of financial year)**

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debentures	0	0	0
Partly convertible debentures	0	0	0
Fully convertible debentures	0	0	0
Secured Loans (including interest outstanding/accrued but not due for payment) excluding deposits			8,585,775,000
Unsecured Loans (including interest outstanding/accrued but not due for payment) excluding deposits			0
Deposit			0
<b>Total</b>			8,585,775,000

**Details of debentures**

Class of debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Non-convertible debentures	0	0	0	0
Partly convertible debentures	0	0	0	0
Fully convertible debentures	0	0	0	0

**(v) Securities (other than shares and debentures)**

0

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
<b>Total</b>					

**V. \*Turnover and net worth of the company (as defined in the Companies Act, 2013)****(i) Turnover**

2,986,650,829

**(ii) Net worth of the Company**

3,524,619,832

**VI. (a) \*SHARE HOLDING PATTERN - Promoters**

S. No.	Category	Equity	Preference
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		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	2,913,185	3.23	0	
	(ii) Non-resident Indian (NRI)	1,329,750	1.48	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	60,055,461	66.64	0	
10.	Others	0	0	0	
	<b>Total</b>	64,298,396	71.35	0	0

**Total number of shareholders (promoters)**

9

**(b) \*SHARE HOLDING PATTERN - Public/Other than promoters**

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	9,480,758	10.52	0	
	(ii) Non-resident Indian (NRI)	2,849,768	3.16	0	
	(iii) Foreign national (other than NRI)	62	0	0	



2.	Government				
	(i) Central Government	177,171	0.2	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	8,650	0.01	0	
4.	Banks	18,200	0.02	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	10,172,956	11.29	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	2,856,252	3.17	0	
10.	Others Overseas BC & Alternate Inv	255,827	0.28	0	
	<b>Total</b>	25,819,644	28.65	0	0

**Total number of shareholders (other than promoters)**

36,972

**Total number of shareholders (Promoters+Public/  
Other than promoters)**

36,981

**(c) \*Details of Foreign institutional investors' (FIIs) holding shares of the company**

9

Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held
ALBULA INVESTMENT	DEUTSCHE BANK AG DB HOUSE, H			5,063,701	5.62
ARES DIVERSIFIED	ICICI BANK LTD, SMS DEPT, EMPIRE			1,157,630	1.29
ARIAL HOLDINGS 1	FIFTH FLOOR, EBENE ESPLANADE 2			1,558,086	1.73
ITF MAURITIUS	C/O. ICICI BANK LIMITED.SMS 1ST I			544,546	0.6
MARSHFIELD PTE LTD	8 TEMASEK BOULEVARD 32-01 SUI			440,760	0.49
PREMIER INVESTMENT	C/O KOTAK MAHINDRA BANK LIMI			105,000	0.12
RESONANCE OPPORTU	EDELWEISS CUSTODIAL SERVICES			75,705	0.08
SILVER STALLION LIMI	C/O CIM FUND SERVICES LTD 33 EI			181,000	0.2

Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held
TVF FUND LTD	C/O KOTAK MAHINDRA BANK LIM			1,046,528	1.16

**VII. \*NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS**  
(Details, Promoters, Members (other than promoters), Debenture holders)

Details	At the beginning of the year	At the end of the year
Promoters	9	9
Members (other than promoters)	38,267	36,972
Debenture holders	0	0

**VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**

**(A) \*Composition of Board of Directors**

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive
<b>A. Promoter</b>	1	3	1	2	1.48	1.48
<b>B. Non-Promoter</b>	0	4	0	2	0	0
(i) Non-Independent	0	0	0	0	0	0
(ii) Independent	0	4	0	2	0	0
<b>C. Nominee Directors representing</b>	0	0	0	0	0	0
(i) Banks & FIs	0	0	0	0	0	0
(ii) Investing institutions	0	0	0	0	0	0
(iii) Government	0	0	0	0	0	0
(iv) Small share holders	0	0	0	0	0	0
(v) Others	0	0	0	0	0	0
Total	1	7	1	4	1.48	1.48

Number of Directors and Key managerial personnel (who is not director) as on the financial year end date

8

**(B) (i) \*Details of directors and Key managerial personnel as on the closure of financial year**

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
MOOSA RAZA	00145345	Director	0	
KUNAL VIRENCHEE S.	00388877	Director	1,329,750	
RAHUL VIRENCHEE S.	00388980	Whole-time director	1,329,750	
ARJAN RAMCHAND G	00425885	Director	724	
KUNNASAGARAN CHIL	01590108	Nominee director	0	
JASMIN K BHAVSAR	AFMPB9404Q	Company Secretary	30,000	
MANISH BHALCHANDI	ABPPP1872P	CFO	50	
RAHUL VIRENCHEE S.	AMWPS3414N	CEO	1,329,750	

**(ii) Particulars of change in director(s) and Key managerial personnel during the year**

4

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation	Nature of change (Appointment/ Change in designation/ Cessation)
RAHUL VIRENCHEE S.	AMWPS3414N	CEO	12/11/2018	Appointment
RAJANI MANHAR BHA	00870716	Director	22/03/2019	Cessation (Disqualification)
RAMA VARMA	00031890	Director	31/03/2019	Retirement
ARUNA MAKHAN	00025727	Director	31/03/2019	Retirement

**IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS**

**A. MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS**

Number of meetings held

1

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
Annual General Meeting	26/09/2018	37,664	50	2.96

**B. BOARD MEETINGS**

\*Number of meetings held

5

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	14/05/2018	8	8	100
2	06/08/2018	8	8	100
3	26/09/2018	8	8	100
4	12/11/2018	8	7	87.5
5	08/02/2019	8	8	100

### C. COMMITTEE MEETINGS

Number of meetings held

14

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
1	Audit Committee	14/05/2018	4	4	100
2	Audit Committee	06/08/2018	4	4	100
3	Audit Committee	12/11/2018	4	3	75
4	Audit Committee	08/02/2019	4	4	100
5	Stakeholders Forum	14/05/2018	4	4	100
6	Stakeholders Forum	06/08/2018	4	4	100
7	Stakeholders Forum	12/11/2018	4	3	75
8	Stakeholders Forum	08/02/2019	4	4	100
9	Nomination & Remuneration Committee	14/05/2018	4	4	100
10	Nomination & Remuneration Committee	12/11/2018	4	3	75

### D. \*ATTENDANCE OF DIRECTORS

S. No.	Name of the director	Board Meetings			Committee Meetings			Whether attended AGM held on
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	03/09/2019
								(Y/N/NA)
1	MOOSA RAZA	5	5	100	14	14	100	Yes

2	KUNAL VIREN	5	5	100	3	3	100	Yes
3	RAHUL VIREN	5	5	100	3	3	100	Yes
4	ARJAN RAMC	5	5	100	11	11	100	Yes
5	KUNNASAGA	5	5	100	0	0	0	Yes

**X. \*REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**

☐ Nil

Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered

1

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	RAHUL VIRENCHE	Wholetime Direc	9,800,000	0	0	13,568,000	23,368,000
	Total		9,800,000	0	0	13,568,000	23,368,000

Number of CEO, CFO and Company secretary whose remuneration details to be entered

2

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	JASMIN K BHAVSA	Company Secre	8,761,880	0	0	2,611,013	11,372,893
2	MANISH BHALCHA	CFO	4,340,082	0	0	1,273,711	5,613,793
	Total		13,101,962	0	0	3,884,724	16,986,686

Number of other directors whose remuneration details to be entered

7

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	MOOSA RAZA	Director	0	0	0	1,000,000	1,000,000
2	ARJAN RAMCHAN	Director	0	0	0	900,000	900,000
3	RAMA VARMA	Director	0	0	0	750,000	750,000
4	ARUNA MAKHAN	Director	0	0	0	900,000	900,000
5	RAJANI MANHAR E	Director	0	0	0	400,000	400,000
6	KUNAL VIRENCHE	Director	0	0	0	450,000	450,000
7	KUNNASAGARAN	Nominee Directo	0	0	0	250,000	250,000
	Total		0	0	0	4,650,000	4,650,000

## XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

- \* A. Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year ☒ Yes ☐ No

B. If No, give reasons/observations

## XII. PENALTY AND PUNISHMENT - DETAILS THEREOF

(A) DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/DIRECTORS /OFFICERS ☒ Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which penalised / punished	Details of penalty/ punishment	Details of appeal (if any) including present status

(B) DETAILS OF COMPOUNDING OF OFFENCES ☒ Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in Rupees)

## XIII. Whether complete list of shareholders, debenture holders has been enclosed as an attachment

☐ Yes ☒ No

(In case of 'No', submit the details separately through the method specified in instruction kit)

## XIV. COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

Name

RAGINI CHOKSHI

Whether associate or fellow

☐ Associate ☒ Fellow

Certificate of practice number

1436

### I/We certify that:

- (a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.  
(b) Unless otherwise expressly stated to the contrary elsewhere in this Return, the Company has complied with all the provisions of the Act during the financial year.

### Declaration

I am Authorised by the Board of Directors of the company vide resolution no. ...  dated

(DD/MM/YYYY) to sign this form and declare that all the requirements of the Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:

1. Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.
2. All the required attachments have been completely and legibly attached to this form.

**Note: Attention is also drawn to the provisions of Section 447, section 448 and 449 of the Companies Act, 2013 which provide for punishment for fraud, punishment for false statement and punishment for false evidence respectively.**

To be digitally signed by

Director

RAHUL  
VIRENCHE  
E SAGAR  
Digitally signed by  
RAHUL VIRENCHEE  
SAGAR  
Date: 2019.09.30  
14:44:52 +05'30'

DIN of the director

00388980

To be digitally signed by

Jasminkumar  
Kirit Kumar  
Bhavsar  
Digitally signed by  
Jasminkumar Kirit Kumar  
Bhavsar  
Date: 2019.09.30  
14:44:52 +05'30'

☒ Company Secretary

☐ Company secretary in practice

Membership number

4178

Certificate of practice number

### Attachments

1. List of share holders, debenture holders
2. Approval letter for extension of AGM;
3. Copy of MGT-8;
4. Optional Attachment(s), if any

Attach

Attach

Attach

Attach

### List of attachments

MGT-8 Nirlon.pdf  
List of share transfer\_Nirlon 2018-19.pdf  
Details of Additional Committee Meetings\_

Remove attachment

Modify

Check Form

Prescrutiny

Submit

**This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company**