

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 MH1958PLC 011045



August 17, 2015

The Secretary,

BSE Limited,

P.J.Towers,

Dalal Street,

Mumbai - 400 001.

Security Code: - 500307

Dear Sir,

Sub: Disclosure of Postal Ballot Results (including e-voting), declared on August 17, 2015

Ref: Clause 35A of the Listing Agreement

With reference to the above subject, we are submitting the Postal Ballot results declared on August 17, 2015 on passing special resolutions as set out in the Postal Ballot Notice dated June 20, 2015 in the prescribed format as required under Clause 35A of the Listing Agreement.

(I) In this connection, we would like to furnish the following details:-

1. Date of the Postal Ballot Notice: June 20, 2015
2. Record Date of the reckoning of the voting right: June 26,2015
3. Date of dispatch of Postal Ballot Notice: July 3, 2015
4. Total number of Shareholder on Record Date: 42,438
5. Date of Declaration of the Postal Ballot: August 17,2015
6. Number of valid Postal Ballot received :

	Resolution No. 1	Resolution No. 2	Resolution No. 3
Promoter & Promoter Group	8	8	8
Public	508	499	496
Total	516	507	504




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,MH1958PLC 011045

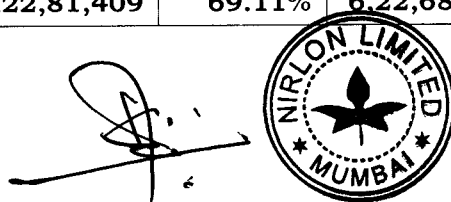


(II) Item wise, the details of the same are given below:

Item Nos.	Resolution Description	Resolution (Ordinary/Special)	Nature of Voting	Remarks
1	Re-classification of Preference Shares consequent upon alteration of the Capital Clause of the Memorandum of the Association of the Company	Special	Postal Ballot including E-Voting	Resolution was carried by a requisite majority
2	Adoption of a New Set of Articles of Association of the Company	Special	Postal Ballot including E-Voting	Resolution was carried by a requisite majority
3	Appointment of Mr.Rahul V.Sagar as an Executive Director of the Company and Payment of his Managerial Remuneration for a period of 10 months w.e.f. April 1,2015 to January 31,2016	Special	Postal Ballot including E-Voting	Resolution was carried by a requisite majority

(III) (1) Special Resolution for the item No.1 as per the Postal Ballot Notice dated June 20, 2015

Public/ Promoter	Number shares held (1)	No. of vote polled (2)	% of voted polled on outstandi ng shares (3)=[(2)/(1)]*100	No. of votes in the favour (4)	No. of votes against (5)	% of voted in the favour of resolution (6)=[(4)/(2)] *100	% of voted in the against of resolution (7)=[(5)/(2)] *100
Promoter & Promoter Group	6,45,13,125	6,21,12,176	96.28%	6,21,12,176	0	100%	0.00%
Public:-							
(1)Institutional Holders	61,05,771	63,785	1.04%	63,785	0	100%	0.00%
(2)Others	1,94,99,144	1,05,448	0.54%	92,438	13,010	87.66%	12.34%
Total	9,01,18,040	6,22,81,409	69.11%	6,22,68,399	13,010	99.98%	0.02%



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 MH1958PLC 011045



(III) (2) Special Resolution for the item No.2 as per the Postal Ballot Notice dated June 20, 2015

Public/ Promoter	Number shares held (1)	No. of vote polled (2)	% of voted polled on outstandin g shares (3)=[(2)/(1)]*100	No. of votes in the favour (4)	No. of votes against (5)	% of voted in the favour of resolutio n (6)=[(4)/(2)]*100	% of voted in the against of resoluti on (7)=[(5)/(2)]*100
Promoter& Promoter Group	6,45,13,125	6,21,12,176	96.28%	6,21,12,176	0	100%	0.00%
Public:-							
(1)Institutional Holders	61,05,771	63,785	1.04%	63,785	0	100%	0.00%
(2)Others	1,94,99,144	1,04,533	0.54%	92,259	12,274	88.26%	11.74%
Total	9,01,18,040	6,22,80,494	69.11%	6,22,68,220	12,274	99.98%	0.02%

(III) (3) Special Resolution for the item No.3 as per the Postal Ballot Notice dated June 20, 2015

Public/ Promoter	Number shares held (1)	No. of vote polled (2)	% of voted polled on outstandi ng shares (3)=[(2)/(1)]*100	No. of votes in the favour (4)	No. of votes against (5)	% of voted in the favour of resolutio n (6)=[(4)/(2)]*100	% of voted in the against of resoluti on (7)=[(5)/(2)]*100
Promoter& Promoter Group	6,45,13,125	6,21,12,176	96.28%	6,21,12,176	0	100%	0.00%
Public:-							
(1)Institutional Holders	61,05,771	63,785	1.04%	63,785	0	100%	0.00%
(2)Others	1,94,99,144	1,04,284	0.54%	85,476	18,808	81.96%	18.04%
Total	9,01,18,040	6,22,80,245	69.11%	6,22,61,437	18,808	99.97%	0.03%



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 MH1958PLC 011045



We are enclosing herewith a certified true copy of the Scrutinizer's Report dated August 14, 2015 for your reference and record.

We are displaying the Postal Ballot Result at the Company website www.nirlonltd.com, click Please note.

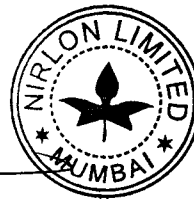
As required, we are publishing the Postal Ballot Result in the Newspapers.

We request you to take the same on record and oblige.

Thanking you,

Yours faithfully,

For Nirlon Limited



Jasmin K. Bhavsar

Company Secretary & Vice President (Legal) & Compliance Officer

Encl: a/a

ALWYN D'SOUZA

ALWYN JAY & CO.

COMPANY SECRETARIES

Annex-103, Dimple Arcade, Asha Nagar, Kandivli (E), Mumbai 400101. Tel: 022-28549355

Branch Office: D-003, Gr. Flr, Indraprasta, Poonam Vihar, Mira Road (E) Thane 401107.

Tel: 022-28125781; Mob: 09820465195 ; E-mail: alwyn.co@gmail.com

SCRUTINIZERS' REPORT

To,
Mr. Arjan Gurbuxani,
Nirlon Limited,
Pahadi Village, Off Western Express Highway
Goregaon East,
Mumbai 400 063.

Scrutinizers Report on the Postal Ballot voting including voting by electronic means in respect of passing resolutions contained in the Notice dated 20th June, 2015

Dear Sir,

I, Mr. Alwyn D'souza, Partner of Alwyn Jay & Co., Company Secretaries have been appointed as Scrutinizer by the Board of Directors of **Nirlon Limited** (the Company) for scrutinizing postal ballot voting including voting by electronic means in respect of the Special resolutions contained in the Postal Ballot Notice dated 20th June, 2015 through postal ballot.

The Compliance with the provisions of the Companies Act, 2013 and the Rules made thereunder and the listing agreements with the Stock Exchange relating to Postal Ballot including voting by electronic means is the responsibility of the Management. My responsibility as a scrutinizer is to ensure that the voting process is conducted in a fair and transparent manner, and render a consolidated Scrutinizer's Report on the voting to the Chairman on the Special Resolutions contained in the Notice dated 20th June, 2015 based on the reports generated from the electronic voting system by the Central Depository Service (India) Limited (CDSL) and the scrutiny of the physical ballot forms received till the close of

[Handwritten mark]



Certified True Copy
For NIRLON LIMITED

[Handwritten signature]
J. K. Bhavsar
Company Secretary, V. P.-Legal & Compliance Officer
F.C.S. 4178

working hours i.e., 5.00 p.m on Wednesday, 12th August, 2015 and reports provided by Registrar and Transfer Agents, M/s. Sharepro Services (India) Private Limited.

I submit my report as under:-

1. After the time fixed for closing of the e-voting i.e., 05.00 p.m. on Wednesday 12th August, 2015 the votes were unblocked at 5.07 p.m. on the e-voting website of the Central Depository Services (India) Limited (<https://www.evotingindia.com>) and a final electronic report was generated by me. The data generated was diligently scrutinized.
2. The physical Postal Ballots forms received till the time fixed for closing of the Postal Ballot i.e., 5.00 p.m. on Wednesday, 12th August, 2015 were diligently scrutinized and reconciled with the records maintained by the Company's Registrar and Transfer Agents i.e., M/s. Sharepro Services (India) Private Limited and the authorisations lodged with the them.
3. The data for the purpose of verification of the number of shares was taken as of 26th June, 2015 which was the cut-off date (record date) fixed for determining voting rights of the members entitled to participate in the voting process.
4. In cases where the members who have exercised their vote in physical as well as electronic mode, the vote by electronic mode only has been considered as specified in the Notice dated 20th June, 2015.
5. Envelopes which have been undelivered bearing Serial No. 1 to 625 have not been opened and have been separately classified and kept.
6. In general and for your information, I carried out such scrutiny as I considered necessary on the basis of such authorizations and other documents and records.

The results of the scrutiny of the above Postal Ballot voting including voting by electronic means in respect to passing of Special Resolution contained in the Notice dated 20th June, 2015 through the Postal Ballot is as under :-

(Handwritten mark)



Certified True Copy
For NIRLON LIMITED

(Handwritten signature)
J. K. Bhavsar
Company Secretary, V. P.-Legal & Compliance Officer
F.C.S. 4178

A. ITEM NO.1: SPECIAL RESOLUTION

Re-classification of Preference Shares consequent upon alteration of the Capital Clause of the Memorandum of Association of the Company

(i) Voted **in favour** of the resolution:

Particulars of Postal Ballot Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Physical	450	65,51,859	10.519
E-voting	35	5,57,16,540	89.461
TOTAL	485	6,22,68,399	99.980

(ii) Voted **against** the resolution:

Particulars of Postal Ballot Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Physical	27	11,772	0.018
E-voting	4	1,238	0.002
TOTAL	31	13,010	0.020

(iii) **Invalid/Abstain** votes:

Particulars of Postal Ballot Voting	Total number of members whose votes were declared invalid/abstain	Total number of votes cast by them
Physical	36	25,456
E-voting	Nil	Nil
TOTAL	36	25,456

Based on the foregoing, the Resolution for Re-classification of Preference Shares consequent upon alteration of the Capital Clause of the Memorandum of Association of the Company may be considered as carried by a requisite majority.



Certified True Copy
For NIRLON LIMITED

J. K. Bhavsar
Company Secretary, V. P.-Legal & Compliance Officer
F.C.S. 4178

B. ITEM NO.2: SPECIAL RESOLUTION

Adoption of new set of Articles of Association of the Company

(i) Voted in favour of the resolution:

Particulars of Postal Ballot Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Physical	445	65,51,680	10.519
E-voting	35	5,57,16,540	89.461
TOTAL	480	6,22,68,220	99.980

(ii) Voted against the resolution:

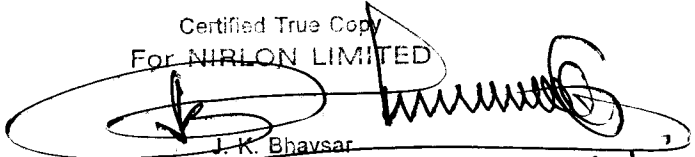
Particulars of Postal Ballot Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Physical	23	11,036	0.018
E-voting	4	1,238	0.002
TOTAL	27	12,274	0.020

(iii) Invalid/Abstain votes:

Particulars of Postal Ballot Voting	Total number of members whose votes were declared invalid/abstain	Total number of votes cast by them
Physical	45	26,371
E-voting	Nil	Nil
TOTAL	45	26,371

Based on the foregoing, the Resolution for adoption of new set of Articles of Association of the Company may be considered as carried by a requisite majority.



Certified True Copy
For NIRLON LIMITED

J. K. Bhavsar
Company Secretary, V. P.-Legal & Compliance Officer
F.C.S. 4178

C. ITEM NO.3: SPECIAL RESOLUTION

Appointment of Mr. Rahul V Sagar as Executive Director of the Company and payment of his Managerial Resolution for a period of 10 months w.e.f April 1, 2015 to January 31, 2016.

(i) Voted **in favour** of the resolution:

Particulars of Postal Ballot Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Physical	435	65,50,910	10.518
E-voting	31	5,57,10,527	89.452
TOTAL	466	6,22,61,437	99.970

(ii) Voted **against** the resolution:

Particulars of Postal Ballot Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Physical	32	12,057	0.019
E-voting	6	6,751	0.011
TOTAL	38	18,808	0.030

(iii) **Invalid/Abstain** votes:

Particulars of Postal Ballot Voting	Total number of members whose votes were declared invalid/abstain	Total number of votes cast by them
Physical	46	26,120
E-voting	2	500
TOTAL	48	26,620

Based on the foregoing, the Resolution for appointment of Mr. Rahul V Sagar as Executive Director of the Company and payment of his Managerial Resolution for a period of 10 months w.e.f April 1, 2015 to January 31, 2016 may be considered as carried by a requisite majority.



Certified True Copy
For NIRLON LIMITED

J. K. Bhavsar
Company Secretary, V. P. Legal & Compliance Officer
F.C.S. 4178

The relevant records relating to the electronic voting alongwith the physical postal ballot forms shall remain in my safe custody and will be handed over to the Company Secretary for preserving safely after the Chairman considers, approves and signs the Minutes.

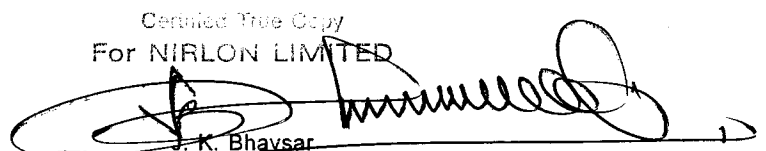


Alwyn D'souza
F.C.S No.5559,
Certificate of Practice No.5137
Practising Company Secretary

Mumbai dated 14th August, 2015



Certified True Copy
For NIRLON LIMITED



J. K. Bhavsar
Company Secretary, V. P.-Legal & Compliance Officer
F.C.S. 4178