

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



September 21, 2015

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

Security Code: - 500307

Dear Sir,

Sub: Disclosure of the voting result of the 56th Annual General Meeting of Nirlon Limited

Ref: Clause 35A of the Listing Agreement

With reference to the above, we are submitting the consolidated voting results for the business transacted at the 56th Annual General Meeting of the Company held on Monday, September 21, 2015, alongwith the Scrutinizer's Report dated September 21, 2015, in the prescribed format as required under Clause 35A of the Listing Agreement.

The Company shall display the same on its website 'www.nirlonltd.com'.

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

Thanking you,

Yours faithfully,
For Nirlon Limited



Jasmin K. Bhavsar

Company Secretary, V.P. - (Legal) & Compliance Officer

Encl: a/a

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**Result of the voting:**

Day and Date of the 56 th Annual General Meeting	Monday, September 21, 2015
Cut-off date for the purpose of voting	Monday, September 14, 2015
Total number of Shareholders on record date:-	41,670
No. of shareholders present on the day of the meeting:	
Promoters and Promoters Group:	3
Public:	194
No. of Shareholders attended the meeting through Video Conferencing	Not Applicable

Agenda wise:

Sr. no.	Details of the agenda	Resolution required	Mode of voting	Remark
1	Adoption of the Audited Financial Statements of the Company, for the Financial Year ended March 31, 2015 including the Audited Balance Sheet as on March 31, 2015, and the Reports of Auditor's and Directors' thereon	Ordinary resolution	Remote E-voting/ Poll	Passed with requisite majority
2	Declaration of dividend on equity shares at the rate of 7.5% on face value of Rs. 10/- each	Ordinary resolution	Remote E-voting/ Poll	Passed with requisite majority
3	Appointment of Smt. Rajani M. Bhagat (DIN 00870716) as a Director, who retires by rotation	Ordinary resolution	Remote E-voting/ Poll	Passed with requisite majority
4	Appointment of M/s. N.M. Rajji & Co., (Firm Registration No. 108296W), Chartered Accountants, as the Statutory Auditors of the Company to hold office from the conclusion of 56 th Annual General Meeting until the conclusion of the 57 th Annual	Ordinary resolution	Remote E-voting/ Poll	Passed with requisite majority



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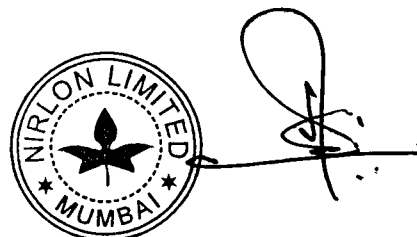
	General Meeting to be held for the Financial Year 2015-16, and authorised the Board of Directors to fix their remuneration for the Financial Year ending March 31, 2016			
5	Ratification of remuneration of M/s. Vinay Mulay & Co., Practicing Cost Auditor (ICAI-CMA No. 8791 CP No. 101159), for the financial year ending March 31, 2016	Ordinary resolution	Remote E-voting/ Poll	Passed with requisite majority

Results: Voting by way of Remote E-voting and Poll

Ordinary Resolution 1:

To receive, consider and adopt the Audited Financial Statements of the Company for the year ended March 31, 2015, including the Statement of Profit and Loss for the year ended on that date, Audited Balance Sheet as at March 31, 2015 and the Reports of the Directors' and the Auditors' thereon

Promoter/ Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outsta nding shares (3)=[(2) /(1)]* 100	No. of Votes - in Favour (4)	No. of Vot es - agai nst (5)	% of Votes in favour on votes polled (6)=[(4)/ (2)] *100	% of Votes against on votes polled (7)=[(5) /(2)] *100
Promoter and Promoter Group	6,45,13,125	5,70,89,622	88.49%	5,70,89,622	0	100.00%	0.00%
Public - (Institutional Holders)	62,55,729	49,285	0.79%	49,285	0	100.00%	0.00%
Public- (Others)	1,93,49,186	4,028	0.02%	4,019	9	99.78%	0.22%
Total	9,01,18,040	5,71,42,935	63.41%	5,71,42,926	9	99.99%	0.01%



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Results: Voting by way of Remote E-voting and Poll

Ordinary Resolution 2:

To declare dividend on equity shares for the Financial Year ended March 31, 2015

Promoter/ Public	No. of shares held	No. of votes polled	% of Votes Polled on outsta nding shares	No. of Votes - in Favour	No. of Vote s - agai nst	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)=[(2) /(1)]* 100	(4)	(5)	(6)=[(4)/(2)] *100	(7)=[(5)/ (2)] *100
Promoter and Promoter Group	6,45,13,125	5,70,89,622	88.49 %	5,70,89,622	0	100.00%	0.00%
Public - (Institutional Holders)	62,55,729	49,285	0.79%	49,285	0	100.00%	0.00%
Public- (Others)	1,93,49,186	4,028	0.02%	4,019	9	99.78%	0.22%
Total	9,01,18,040	5,71,42,935	63.41 %	5,71,42,926	9	99.99%	0.01%

Results: Voting by way of Remote E-voting and Poll

Ordinary Resolution 3:

To appoint a director in place of Smt. Rajani M. Bhagat (DIN 00870716), who retires by rotation at this Annual General Meeting, and being eligible offers herself for re-appointment

Promoter/ Public	No. of shares held	No. of votes polled	% of Votes Polled on outsta nding shares	No. of Votes - in Favour	No. of Vo te s - agai nst	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)=[(2) /(1)]* 100	(4)	(5)	(6)=[(4)/(2)] *100	(7)=[(5)/ (2)] *100
Promoter and	6,45,13,125	5,70,89,622	88.49	5,70,89,622	0	100.00	0.00%



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Promoter Group			%			%	
Public – (Institutional Holders)	62,55,729	49,285	0.79%	49,285	0	100.00 %	0.00%
Public- (Others)	1,93,49,186	3,019	0.016 %	3,000	19	99.37%	0.63%
Total	9,01,18,040	5,71,41,926	63.40 %	5,71,41,907	19	99.99%	0.01%

Results: Voting by way of Remote E-voting and Poll

Ordinary Resolution 4:

Appointment of M/s. N.M. Rajji & Co., (Firm Registration No. 108296W), Chartered Accountants, as the Statutory Auditors of the Company to hold office from the conclusion of 56th Annual General Meeting until the conclusion of the 57th Annual General Meeting to be held for the Financial Year 2015-16, and authorised the Board of Directors to fix their remuneration for the Financial Year ending March 31, 2016

Promoter/ Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outsta nding shares (3)=[(2) /(1)]* 100	No. of Votes – in Favour (4)	No. of Votes – against (5)	% of Votes in favou r on votes polle d (6)=[(4) /(2)]* 100	% of Votes against on votes polled (7)=[(5)/ (2)] *100
Promoter and Promoter Group	6,45,13,125	5,70,89,622	88.49 %	5,70,89,622	0	100.00 %	0.00%
Public – (Institutional Holders)	62,55,729	49,285	0.79%	0	49,285	0.00%	100.00%
Public- (Others)	1,93,49,186	3,521	0.018 %	3,502	19	99.46 %	0.54%
Total	9,01,18,040	5,71,42,428	63.41 %	5,70,93,124	49,304	99.91 %	0.09%



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Results: Voting by way of Remote E-voting and Poll

Ordinary Resolution 5:

Ratification of remuneration of M/s. Vinay Mulay & Co., Practicing Cost Auditor (ICAI-CMA No. 8791 CP No. 101159), for the financial year ending March 31, 2016

Promoter/ Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outsta nding shares (3)=[(2) /(1)]* 100	No. of Votes - in Favour (4)	No. of Vot es - agai nst (5)	% of Votes in favour on votes polled (6)=[(4) /(2)] *100	% of Votes again st on votes polled (7)=[(5) /(2)] *100
Promoter and Promoter Group	6,45,13,125	5,70,89,622	88.49%	5,70,89,622	0	100.00 %	0.00%
Public - (Institutional Holders)	62,55,729	49,285	0.79%	49,285	0	100.00 %	0.00%
Public- (Others)	1,93,49,186	3,276	0.02%	3,267	9	99.73 %	0.27%
Total	9,01,18,040	5,71,42,183	63.41%	5,71,42,174	9	99.99 %	0.01%

Thanking you,

Yours faithfully,
For Nirlon Limited

Jasmin K. Bhavsar

Company Secretary, V.P. - (Legal) & Compliance Officer



NIRLON LIMITED

(CIN: L17120MH1958PLC011045)

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

Tel : 022-40281919/26852257/58/59; Email: info@nirlonltd.com,

Website : www.nirlonltd.com

COMBINED SCRUTINIZERS' REPORT

ON

REMOTE E-VOTING AND POLL

CONDUCTED AT THE 56TH ANNUAL GENERAL MEETING OF

NIRLON LIMITED

HELD ON MONDAY, SEPTEMBER 21, 2015

Certified True Copy
For NIRLON LIMITED

J. K. Bhavsar

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

Report of the Scrutinizers

[Pursuant to Section 108 of the Companies Act, 2013 and Companies (Management and Administration) Rules 2014 as amended]

To,

The Chairman of 56th Annual General Meeting of the Equity Shareholders of Nirlon Limited held on Monday, September 21, 2015 at 11.00 a.m. at Pama Thadhani Auditorium, Jai Hind College Building, 'A' Road, Churchgate, Mumbai 400 020.

Dear Sir,

We, Alwyn D'souza, partner of M/s. Alwyn Jay & Co., Company Secretaries, Mumbai, having office at Annex-103, Dimple Arcade, Asha Nagar, Kandivali (E), Mumbai 400101 appointed as Scrutinizer for the purpose of scrutinizing both remote electronic voting process under the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 & 21 of the Companies (Management and Administration) Amendment Rules, 2015 and voting by use of ballot at the venue.

and Mr. Milind Deshmukh, member having DPID : IN301330/ Client ID : 20924826 of Mumbai, appointed as scrutinizer by the Chairman of the meeting for the purpose of scrutinizing the voting by use of ballot at the venue of the Annual General Meeting on the resolutions contained in the Notice calling the 56th Annual General Meeting of the Company held on Monday, September 21, 2015 at 11.00 a.m. at Pama Thadhani Auditorium, Jai Hind College Building, 'A' Road, Churchgate, Mumbai 400 020, submit report as under:

- a) The Compliance with the provisions of the Companies Act, 2013 and the Rules made thereunder relating to remote E-Voting and voting by using ballots by the Shareholders on the resolutions proposed in the Notice calling the 56th Annual General Meeting of the Company is the responsibility of the Management. Our responsibility as Scrutinizers 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 Resolutions based on the reports generated from the electronic voting system by the Central Depository Services (India) Limited (CDSL) and the reports generated electronically by Registrar and Transfer Agents, M/s. Sharepro Services (India) Private Limited for voting by use of ballots at the Meeting.



- b) The remote e-voting was concluded on Sunday, September 20, 2015 at 5.00 p.m. (IST)
- c) At the 56th Annual General Meeting of the Company held on Monday, September 21, 2015, the Chairman at the end of the discussions on the resolution(s) announced the voting by use of ballots to facilitate the Shareholders present in the Meeting who could not participate in the remote e-voting to record their votes.
- d) We have issued Scrutinizer's Report separately on the remote e-voting and voting by use of Ballots at the Meeting and we hereby submit a consolidated Scrutinizer's Report pursuant to rule 20 (4) (xii) on the Resolutions contained in the Notice of the 56th Annual General Meeting.
- e) The Consolidated Results of the Voting are as under:

A. RESOLUTION NO.1 – ORDINARY RESOLUTION

To receive, consider and adopt the Audited Financial Statements of the Company for the year ended March 31, 2015, including the Statement of Profit and Loss for the year ended on that date, Audited Balance Sheet as at March 31, 2015 and the Reports of the Directors' and the Auditors' thereon

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

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
59	5,71,42,926	99.998

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

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
4	1,309	0.002

- (iii) **Invalid/abstain** votes:

Total number of members whose votes were declared invalid/abstain	Total number of votes cast by them
NIL	NIL

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B. RESOLUTION NO.2: ORDINARY RESOLUTION**To declare dividend on equity shares for the Financial Year ended March 31, 2015.**(i) Voted **in favour** of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
59	5,71,42,926	99.998

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

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
4	1,309	0.002

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

Total number of members whose votes were declared invalid/abstain	Total number of votes cast by them
NIL	NIL

C. RESOLUTION NO.3: ORDINARY RESOLUTION**To appoint a director in place of Smt. Rajani M. Bhagat (DIN 00870716), who retires by rotation at this Annual General Meeting, and being eligible offers herself for re-appointment.**(i) Voted **in favour** of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
51	5,71,41,907	99.998

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

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
4	1,319	0.002

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

Total number of members whose votes were declared invalid/abstain	Total number of votes cast by them
8	1,009

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D. RESOLUTION NO.4: ORDINARY RESOLUTION

Appointment of M/s. N.M.Raiji & Co., (firm registration no.108296W) as Statutory Auditors of the Company

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

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
52	5,70,93,124	99.911

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

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
6	50,604	0.089

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

Total number of members whose votes were declared invalid/abstain	Total number of votes cast by them
5	507

E. RESOLUTION NO.5: ORDINARY RESOLUTION

Approval of remuneration of the Cost Auditor for the financial year ended March 31, 2016

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

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
53	5,71,42,174	99.998

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

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
4	1,309	0.002

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

Total number of members whose votes were declared invalid/abstain	Total number of votes cast by them
6	752

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Based on the foregoing, the Resolution No.(s) 1 to 5 shall be deemed to have been passed with the requisite majority on the date of the 56th Annual General Meeting.

All the relevant records of Voting is under my safe custody until the Chairman considers, approves and signs the Minutes of the 56th Annual General Meeting and the same shall be handed over thereafter to the Chairman, or the Company Secretary for safe keeping.

Thanking you,

Sincerely,



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

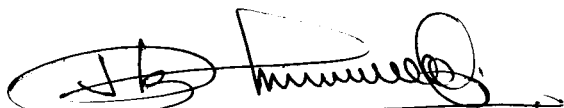


Milind Deshmukh
DPID : IN301330/ Client ID : 20924826

Mumbai, September 21, 2015

Countersigned by :

For Nirlon Limited



Jasmin K. Bhavsar
Company Secretary, Vice President - Legal & Compliance Officer