

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 24, 2014

✓ **The Secretary,**

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

Security Code: - 500307

Dear Sir,

Sub: Disclosure of voting Results of the 55th Annual General Meeting of Nirlon Limited held on September 23, 2014 as per the requirements of Clause 35A of Listing Agreement

Ref: Clause 35A

With reference to the above subject matter, we are submitting voting results at the 55th AGM of the Company in prescribed format as required in Clause 35A of the Listing Agreement.

Result of Voting:

| | |
|---|--------------------|
| Date of 55 th Annual General Meeting | September 23, 2014 |
| Total Number of Shareholders on record date :- cutoff date for E-Voting : Friday , August 15, 2014 | 44,189 |
| No. of shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group: Public: | 11 201 |



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**Agenda wise**

| Sr. No. | Detail of Agenda | Resolution required (Ordinary/Special) | Mode of Voting | Remarks |
|---------|--|--|----------------|---|
| 1 | Adoption of the Audited Financial Statements of the Company for the year ended March 31, 2014 including the Statement of Profit and Loss for the year ended on that date, Audited Balance Sheet as at March 31, 2014, and the Reports of the Directors' and the Auditors thereon. | Ordinary | E-Voting | Resolution was passed with requisite majority |
| 2 | The declaration of Dividend @ 7.5 % on Face Value of Rs. 10/- each on Pro-rata basis for the Financial Year ended March 31, 2014. | Ordinary | E-Voting | Resolution was passed with requisite majority |
| 3 | Appointment of Smt. Rajani M. Bhagat (DIN 00870716), as a Director retires by rotation. | Ordinary | E-Voting | Resolution was passed with requisite majority |
| 4 | Appointment of M/s. N.M.Raiji & Co., (Firm Registration No. 108296W), Chartered Accountants, as the Statutory Auditors of the Company to hold office from the conclusion of 55 th Annual General Meeting until the conclusion of the 56 th Annual General Meeting to be held for the Financial Year 2014-15, and authorised the Board of Directors to fix their remuneration for the Financial Year ending March 31, 2015. | Ordinary | E-Voting | Resolution was passed with requisite majority |
| 5 | Appointment of Shri Moosa Raza (DIN 00145345) as an Independent Director. | Ordinary | E-Voting | Resolution was passed with requisite majority |



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| | | | | |
|---|---|----------|----------|---|
| 6 | Appointment of Shri Rama Varma (DIN 00031890) as an Independent Director. | Ordinary | E-Voting | Resolution was passed with requisite majority |
| 7 | Appointment of Shri Arjan R. Gurbuxani (DIN 00425885) as an Independent Director. | Ordinary | E-Voting | Resolution was passed with requisite majority |
| 8 | Appointment of Smt. Aruna Makhan (DIN 00025727) as an Independent Director. | Ordinary | E-Voting | Resolution was passed with requisite majority |

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

We are also attaching herewith the certified true copy of the Scrutinizer's report dated September 19, 2014.

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

Report of Scrutinizer

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20(xi) of the Companies (Management and Administration) Rules, 2014]

To,
The Chairman
Nirlon Limited,

Dear Sir,

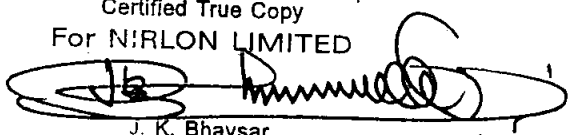
I, Alwyn D'souza, Practising Company Secretary and Partner of Alwyn Jay & Co., Company Secretaries, Mumbai, appointed as Scrutinizer for the purpose of scrutinizing the e-voting process of **Nirlon Limited** ("the Company") in a fair and transparent manner, for the below mentioned resolution(s) as contained in the Notice of the 55th Annual General Meeting of the Company to be held on **23rd September, 2014** submit our report as under:

1. The e-voting period commenced on 15th September, 2014 from 9.00 AM and concluded on 17th September, 2014 at 6.30 PM. The e-voting services were provided by Central Depository Services (India) Limited (CDSL).
2. The votes were unblocked on 17th September, 2014 in the presence of two witnesses **Ms. Kirti Iyer** residing at Building No.2, Room No.106, Mahadeo Complex, Ramdev Park Road, Mira Road (East), Thane 401107 and **Ms. Divya Ved** residing at 11 Victor Apartments, Holly Cross Road, I C Colony, Borivali (West), Mumbai 400103 and who are not in the employment of the Company.
3. The Equity Shareholders holding shares as on 15th August, 2014, "Cut off date" were entitled to vote on the resolutions stated in the Notice of the 55th Annual General Meeting of the Company.
4. The Public Notice regarding the details of AGM and e-voting information was released in Free Press Journal (English Edition) newspaper on September 3, 2014 and in Navshakti (Regional Language) newspaper on September 3, 2014.
5. The results of e-Voting alongwith the list of shareholders who voted "For" and "Against" the below resolutions were downloaded from the e-voting website of CDSL.
6. The results of the e-voting are as under:

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Certified True Copy
For NIRLON LIMITED


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

A. RESOLUTION NO.1 – ORDINARY RESOLUTION

Adoption of Audited Financial Statements of the Company for the year ended March 31, 2014, including the Statement of Profit and Loss for the year ended on that date, Audited Balance Sheet as at March 31, 2014, and the Reports of the Directors' and the Auditors' thereon

(i) Voted in favour of the resolution:

| Number of members voted electronically | Number of votes cast in favour of the resolution | % of total number of valid votes cast |
|--|--|---------------------------------------|
| 30 | 6037759 | 99.999 |

(ii) Voted against the resolution:

| Number of members voted electronically | Number of votes cast against the resolution | % of total number of valid votes cast |
|--|---|---------------------------------------|
| 3 | 59 | 0.001 |

(iii) Invalid votes:

| Total number of members whose votes were invalid | Total number of votes cast by them |
|--|------------------------------------|
| NIL | NIL |

B. RESOLUTION NO.2: ORDINARY RESOLUTION

To declare dividend on equity shares for the Financial Year ended March 31, 2014

(i) Voted in favour of the resolution:

| Number of members voted electronically | Number of votes cast in favour of the resolution | % of total number of valid votes cast |
|--|--|---------------------------------------|
| 30 | 6037759 | 99.999 |

(ii) Voted against the resolution:

| Number of members voted electronically | Number of votes cast against the resolution | % of total number of valid votes cast |
|--|---|---------------------------------------|
| 2 | 57 | 0.001 |

(iii) Invalid votes:

| Total number of members whose votes were invalid | Total number of votes cast by them |
|--|------------------------------------|
| 1 | 2 |

18



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 reappointment

(i) Voted in favour of the resolution:

| Number of members voted electronically | Number of votes cast in favour of the resolution | % of total number of valid votes cast |
|--|--|---------------------------------------|
| 30 | 6037759 | 99.999 |

(ii) Voted against the resolution:

| Number of members voted electronically | Number of votes cast against the resolution | % of total number of valid votes cast |
|--|---|---------------------------------------|
| 3 | 59 | 0.001 |

(iii) Invalid votes:

| Total number of members whose votes were invalid | Total number of votes cast by them |
|--|------------------------------------|
| NIL | NIL |

D. RESOLUTION NO.4: ORDINARY RESOLUTION

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

(i) Voted in favour of the resolution:

| Number of members voted electronically | Number of votes cast in favour of the resolution | % of total number of valid votes cast |
|--|--|---------------------------------------|
| 30 | 6037759 | 99.999 |

(ii) Voted against the resolution:

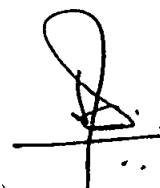
| Number of members voted electronically | Number of votes cast against the resolution | % of total number of valid votes cast |
|--|---|---------------------------------------|
| 3 | 59 | 0.001 |

(iii) Invalid votes:

| Total number of members whose votes were invalid | Total number of votes cast by them |
|--|------------------------------------|
| NIL | NIL |







E. RESOLUTION NO.5: ORDINARY RESOLUTION

Appointment of Shri Moosa Raza (DIN 00145345) as an Independent Director, for a period of five years, not liable to retire by rotation.

(i) Voted in favour of the resolution:

| Number of members voted electronically | Number of votes cast in favour of the resolution | % of total number of valid votes cast |
|--|--|---------------------------------------|
| 30 | 6037759 | 99.999 |

(ii) Voted against the resolution:

| Number of members voted electronically | Number of votes cast against the resolution | % of total number of valid votes cast |
|--|---|---------------------------------------|
| 3 | 59 | 0.001 |

(iii) Invalid votes:

| Total number of members whose votes were invalid | Total number of votes cast by them |
|--|------------------------------------|
| NIL | NIL |

F. RESOLUTION NO.6: ORDINARY RESOLUTION

Appointment of Shri Rama Varma (DIN 00031890) as an Independent Director, for a period of five years, not liable to retire by rotation.

(i) Voted in favour of the resolution:

| Number of members voted electronically | Number of votes cast in favour of the resolution | % of total number of valid votes cast |
|--|--|---------------------------------------|
| 30 | 6037759 | 99.999 |

(ii) Voted against the resolution:

| Number of members voted electronically | Number of votes cast against the resolution | % of total number of valid votes cast |
|--|---|---------------------------------------|
| 3 | 59 | 0.001 |

(iii) Invalid votes:

| Total number of members whose votes were invalid | Total number of votes cast by them |
|--|------------------------------------|
| NIL | NIL |



G. RESOLUTION NO.7: ORDINARY RESOLUTION

Appointment of Shri Arjan R. Gurbuxani (DIN 00425885) as an Independent Director, for a period of five years, not liable to retire by rotation.

(i) Voted in favour of the resolution:

| Number of members voted electronically | Number of votes cast in favour of the resolution | % of total number of valid votes cast |
|--|--|---------------------------------------|
| 30 | 6037759 | 99.999 |

(ii) Voted against the resolution:

| Number of members voted electronically | Number of votes cast against the resolution | % of total number of valid votes cast |
|--|---|---------------------------------------|
| 3 | 59 | 0.001 |

(iii) Invalid votes:

| Total number of members whose votes were invalid | Total number of votes cast by them |
|--|------------------------------------|
| NIL | NIL |

H. RESOLUTION NO.8: ORDINARY RESOLUTION

Appointment of Smt. Aruna Makhan (DIN 00025727) as an Independent Director, for a period of five years, not liable to retire by rotation.

(i) Voted in favour of the resolution:

| Number of members voted electronically | Number of votes cast in favour of the resolution | % of total number of valid votes cast |
|--|--|---------------------------------------|
| 30 | 6037759 | 99.999 |

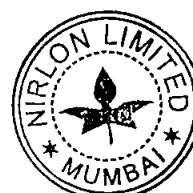
(ii) Voted against the resolution:

| Number of members voted electronically | Number of votes cast against the resolution | % of total number of valid votes cast |
|--|---|---------------------------------------|
| 3 | 59 | 0.001 |

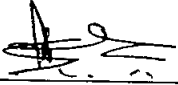
(iii) Invalid votes:

| Total number of members whose votes were invalid | Total number of votes cast by them |
|--|------------------------------------|
| NIL | NIL |

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The relevant records relating to electronic voting shall remain in our safe custody until the Chairman considers, approves and signs the minutes of the 55th Annual General Meeting and the same shall thereafter be handed over to the Company Secretary for safe keeping.



Alwyn D'souza

F.C.S No.5559,

Certificate of Practice No.5137

Practising Company Secretary

Place : Mumbai

Date : 19.09.2014

We, the undersigned witnesseth that the votes were unblocked from the e-voting website of Central Depository Services (India) Limited (CDSL) (<https://www.evotingindia.co.in/>) in our presence on 17th September, 2014 at the office of the Scrutinizer.



Ms. Kirti Iyer

Building No.2, Room No.106,

Mahadeo Complex, Ramdev

Park Road, Mira Road (East),

Thane 401107.



Ms. Divya Ved

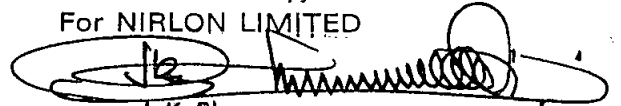
11 Victor Apartments, Holly Cross Road,

I C Colony, Borivali (West), Mumbai 400103



Certified True Copy

For NIRLON LIMITED



J. K. Bhavsar

Company Secretary, V. P. Legal & Compliance Officer

F.C.S. 4178