

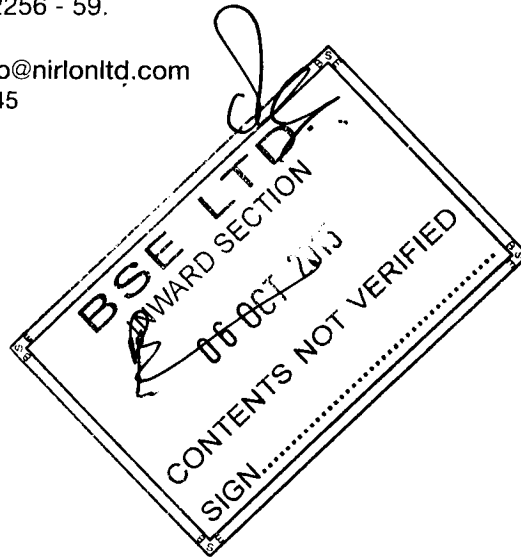
**NIRLON LIMITED**

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



October 5, 2015

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



**Security Code: 500307**

**Dear Sir,**

**Sub:** Quarterly Compliance Report on the Corporate Governance for the 2<sup>nd</sup> Quarter ended September 30, 2015

**Ref:** Clause 49 of the Listing Agreement

With reference to the above subject, we are submitting herewith the 2<sup>nd</sup> Quarterly Compliance Report on the Corporate Governance as required under the Clause 49 of the Listing Agreement for your information and record.

Thanking you,  
Yours faithfully,  
**For Nirlon Limited**



Jasmin K. Bhavsar

**Company Secretary & Vice President (Legal) & Compliance Officer**

**Encl: a/a**

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**NIRLON LIMITED**  
**Quarter ending September 30, 2015**  
**(2<sup>nd</sup> Quarter -F.Y. 2015-16)**  
**Security Code: 500307**

Particulars	Clause of Listing Agreement	Compliance Status Yes/No	Remarks
<b>II. Board of Directors</b>	<b>49 (II)</b>		
(A) Composition of Board	49(IIA)	Yes	
(B) Independent Directors	49(II B)	Yes	
(C) Non-executive Directors' Compensation & Disclosures	49 (IIC)	Yes	Only sitting Fees are paid
(D) Other provisions as to Board and Committees	49 (IID)	Yes	
(E) Code of Conduct	49 (IIE)	Yes	
(F) Whistle Blower Policy	49(IIF)	Yes	
<b>III. Audit Committee</b>	<b>49 (III)</b>		
(A) Qualified & Independent Audit Committee	49 (IIIA)	Yes	
(B) Meeting of Audit Committee	49 (IIIB)	Yes	
(C) Powers of Audit Committee	49 (IIIC)	Yes	
(D) Role of Audit Committee	49 (IIID)	Yes	
(E) Review of Information by Audit Committee	49 (IIIE)	Yes	
<b>IV. Nomination and Remuneration Committee</b>	<b>49 (IV)</b>	<b>Yes</b>	
<b>V. Subsidiary Companies</b>	<b>49 (V)</b>	<b>N.A.</b>	
<b>VI. Risk Management</b>	<b>49(VI)</b>	<b>Yes</b>	
<b>VII. Related Party Transactions</b>	<b>49(VII)</b>	<b>N.A.</b>	
<b>VIII. Disclosures</b>	<b>49(VIII)</b>		
(A) Related Party Transactions	49 (VIII A)	N.A	
(B) Disclosure of Accounting Treatment	49 (VIII B)	Yes	
(C) Remuneration of Directors	49 (VIII C)	Yes	
(D) Management	49 (VIII D)	Yes	
(E) Shareholders	49 (VIII E)	Yes	
(F) Proceeds from public issues, rights issue, preferential issues, etc	49 (VIII F)	N.A.	


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<b>IX.CEO/CFO Certification</b>	<b>49 (IX)</b>	<b>Yes</b>	<b>Certification will be done for the Audited Financial Accounts for the year ended 31st March, 2016 and shall form part of the 57<sup>th</sup> Annual Report</b>
<b>X. Report on Corporate Governance</b>	<b>49 (X)</b>	<b>Yes</b>	<b>Will be done for the Company's 57<sup>th</sup> Annual Report - 2015-16</b>
<b>2 Compliance</b>	<b>49 (XI)</b>	<b>Yes</b>	<b>A certificate on the Corporate Governance Report will be obtained, and will be annexed to the Director's Report (57<sup>th</sup> Annual Report - 2015-16</b>

**For Nirlon Limited**



Jasmin K. Bhavsar

**Company Secretary, V.P. (Legal) & Compliance Officer  
Mumbai, October 5, 2015**