

**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



**January 22, 2015**

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

**Security Code: 500307**

**Dear Sir,**

**Sub: Revised Clause 49 Quarterly Compliance Report on Corporate Governance for 3<sup>rd</sup> Quarter ended December 31, 2014**


**Ref: Letter Dated January 2, 2015**

With reference to the above subject matter, the Company has filed Clause 49 (amended) effective from October 2014. Under the said disclosure, the Company has filed the Clause 49 (amended) disclosure on Corporate Governance VIII F, G and H (which was in line with the initial amended Clause 49 as prescribed by SEBI as well as the Companies Act, 2013). Now we understand that the Company is required to file the Clause 49 (Revised Format) except point VIII F, G and H.

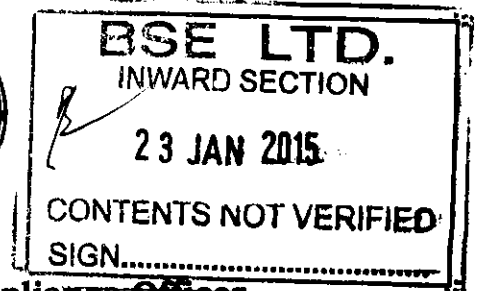
In view of the above, the Company has given factual disclosure in their Corporate Governance Report which was filed on January 2, 2015, in order to disseminate the factual information to the shareholders and public at large.

In view of the above and under the circumstances we are filing the Revised Clause 49, and request you to consider and take on record the same and we request you not to lay any penalty/ action.

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



Jasmin K. Bhavsar



**Company Secretary & Vice President (Legal) & Compliance Officer**  
**Encl: as above**

**NIRLON LIMITED**

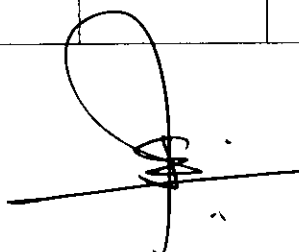

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**Format of Quarterly Compliance Report on Corporate Governance under Clause 49 of the Listing Agreement**

**Name of the Company: NIRLON LIMITED**  
**Quarter ending on: 31st December, 2014 (3rd Quarter of 2014)**  
**Security Code: 500307**

<b>Particulars</b>	<b>Clause of Listing Agreement</b>	<b>Compliance Status Yes/No</b>	<b>Remarks</b>
<b>II Board of Directors</b>	49 II		
(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	Adopted at the Board of Directors Meeting held on November 13, 2014
(F) Whistle Blower Policy	49(IIF)	Yes	Adopted at the Board of Directors Meeting held on November 13, 2014
<b>III. Audit Committee</b>	49 (III)		
(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>	49 (IV)	Yes	Remuneration Committee renamed as the Nomination and Remuneration Committee by the Board in its Meeting held on July 25, 2014 Board Meeting

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<b>V. Subsidiary Companies</b>	49 (V)	N.A	
<b>VI. Risk Management</b>	49(VI)	Yes	Adopted at the Board of Directors Meeting held on November 13, 2014
<b>VII. Related Party Transactions</b>	49(VII)	N.A	Adopted at the Board of Directors Meeting held on November 13, 2014
<b>VIII. Disclosures</b>	49(VIII)	N.A	
(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 preferential issues, etc	49 (VIII F)	N.A	
<b>IX.CEO/CFO Certification</b>	49 (IX)	<b>Yes</b>	<b>Certification will be done for the Audited Financial Accounts for the year ended on 31st March, 2015 and shall form part of 56th Annual Report</b>
<b>X. Report on Corporate Governance</b>	49 (X)	<b>Yes</b>	<b>Will be done for the Company's 56th Annual Report - 2014-15</b>
<b>XI. Compliance</b>	49 (XI)	<b>Yes</b>	<b>A certificate on Corporate Governance Report will be obtained, and will be annexed to the Director's Report Annual Report - 2014-15)</b>

