

**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, 2016

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

**Security Code: - 500307**

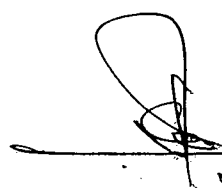

**Dear Sir,**

**Sub:** Proceedings of the 57<sup>th</sup> Annual General Meeting (**AGM**) of Nirlon Limited held on September 20, 2016 at the Registered Office of the Company

With reference to the above mentioned subject matter, we would like to, interalia, inform the following:-

- 1 The AGM commenced at 11.30 a.m. as per the appointed time, day and date.
- 2 94 members attended the 57<sup>th</sup> AGM of the Company.
- 3 **The Company Secretary ascertained the requisite quorum and advised the Chairman accordingly. The Chairman commenced the Meeting, announced the following :-**

- i. Memorandum and Articles of Association of the Company, Registers of Directors/KMP and their shareholding, Proxy Register, Form 'A' under clause 31 of the BSE Limited, and ESOP scheme Certificate issued under SEBI Regulations were kept open for inspection.
- ii. The other documents as mentioned/referred to in the 57<sup>th</sup> Notice were also made available for inspection.
- iii. The Company received 3 (three) valid proxies representing 889 equity shares of the Company.
- iv. The Company provided remote e-voting facility through CDSL as required under the Companies Act, 2013 and the voting period for the same was closed at 5.00 p.m. (IST) on Monday, September 19, 2016.

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- v. The Company provided Polling facility at the Meeting to those Members who have not availed the remote e-voting facility.
- vi. The Members exercised their right to vote through remote e-voting as above shall not be eligible to vote once again on a Poll at the Meeting.
- vii. The Poll process shall be conducted, and a report thereon will be prepared in accordance with Section 109 of the Companies Act, 2013 read with the relevant rules.
- viii. Votes cast under the Poll, shall be taken together with the votes cast through remote e-voting shall be counted for passing of resolution (s) and subject to receipt of sufficient votes, the respective resolution/s shall be deemed to be passed at the 57<sup>th</sup> AGM of the Company, i.e. on Tuesday, September 20, 2016.
- ix. The results of voting (consolidated/combined) on the resolutions set out in the Notice shall be declared within 2 (two) days from the conclusion of the 57<sup>th</sup> Annual General Meeting.
- x. The results declared along with the Scrutinizer's Report shall be placed on the Company's website 'www.nirlonltd.com' and shall be communicated to the BSE Limited.
- xi. In relation to the 57<sup>th</sup> Annual Report and the aforementioned Notice and the Explanatory Statement (including in the resolutions set out in Item No. 7 of the Notice as proposed to be passed at this 57<sup>th</sup> Annual General Meeting), the Members are hereby informed that the name of the Management Services Company / MSC referred to in the 57<sup>th</sup> Annual Report and the Notice and the Explanatory Statement was inadvertently mentioned in the Annual Report and the notice and explanatory statement (including in the resolutions set out in Item No. 7 of the Notice as proposed to be passed at this 57<sup>th</sup> Annual General Meeting) as being 'Nirlon Management Services Company Private



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Limited' and 'NMSCPL', instead of as 'Nirlon Management Services Private Limited' and 'NMSPL'.

The Members are hereby requested to read the name of the Management Services Company / MSC wherever appearing in the Annual Report and the Notice and Explanatory Statement (including in the resolutions set out in Item No. 7 of the Notice as proposed to be passed at this 57<sup>th</sup> Annual General Meeting) as '**Nirlon Management Services Private Limited**' and '**NMSPL**' (as applicable), wherever the name 'Nirlon Management Services Company Private Limited' and 'NMSCPL' respectively are mentioned in the 57<sup>th</sup> Annual Report.

The Chairman requested the Members to take the following items with their consent to be taken as read:-

- a. The Auditors' Report for the Audited Financial Statements for the year 2015-16 do not have any qualifications or adverse observations or comments in the report. the Auditors' Report; and
- b. The 57<sup>th</sup> AGM Notice along with the Explanatory Statement.

The Members consented for the same.

Thereafter, the Chairman invited questions from the Members on the business item as set out in the Notice, i.e.

1. To receive, consider and adopt the Audited Financial Statements of the Company for the year ended March 31, 2016, including the Statement of Profit and Loss for the year ended on that date, Audited Balance Sheet as at March 31, 2016 and the Reports of the Directors' and the Auditors' thereon
2. To declare dividend on equity shares for the Financial Year ended March 31, 2016
3. To appoint a director in place of Mr. Kunal V. Sagar (DIN 00388877), who retires by rotation at this Annual General Meeting, and being eligible offers himself for re-appointment
4. Appointment of M/s. N. M. Raiji & Co., (firm registration no.108296W) as Statutory Auditors of the Company

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5. Appointment of Mr. Kunnasagaran Chinniah (DIN 01590108) as a Director liable to retire by rotation
6. Ratification of remuneration payable to M/s. Vinay Mulay & Co., the Practising Cost Auditor of the Company, (ICAI-CMA No.8791 CP No.101159) appointed by the Board of Directors of the Company to conduct the audit of the Cost records of the Company for the F.Y. ending March 31, 2017
7. Approval for the proposed Related Party Transaction/s between Nirlon Limited and Nirlon Management Services Private Limited

Post replying to the Members queries/ explanations, the Chairman announced the following:-

- a. The Members who have not voted through e-voting can now vote on poll through Ballot papers available with the Company's Share Transfer Agent, and drop the Ballot papers in the Ballot Box once the vote cast by them.
- b. Mr. Alwyn D'souza, Partner of M/s. Alwyn Jay & Co., Company Secretaries, and Mr. Vijay Sonone, one of the shareholders of the Company, who is not in the employment of the Company to act as Scrutinizer(s) for the purpose of the poll to be taken on the resolutions as set out in the Notice calling 57<sup>th</sup> Annual General Meeting of the Equity Shareholders of Nirlon Limited.
- c. The Scrutinizer for the voting shall submit the combined voting results report to declare the results.

Thereafter, the Chairman requested the Scrutinizers to confirm that the empty ballot box is placed for the voting purpose, and post confirmation by the Scrutinizer, the Chairman requested the Members now can drop duly filled in ballot papers in the ballot box kept for the purpose, and declared the meeting as concluded with a vote of thanks to the Members at 12.30 p.m..

We will be sending the results of e-voting separately as per the Regulation 44 (3) of SEBI (LODR) Regulation, 2015, and the same will be displayed on the Company's Website.



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We request you to take the same on record and acknowledge receipt of the letter.

Thanking you,

Yours faithfully,

**For Nirlon Limited**



Jasmin K. Bhavsar

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