#### **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 29, 2017

The Secretary,

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

Security Code: - 500307

Dear Sir,

Sub: Disclosure of the Voting Results of the 58th Annual General Meeting of Nirlon Limited

Ref: Regulation 44(3) of SEBI (LODR) Regulation, 2015

With reference to the above subject, we are submitting consolidated/combined voting results for the business transacted at the 58<sup>th</sup> Annual General Meeting of the Company held on Friday, September 29, 2017, along with the Scrutinizer's Report dated September 29, 2017, as per Regulation 44(3) of SEBI (LODR) Regulation, 2015.

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 & Vice President (Legal) & Compliance Officer Encl: a/a.

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# Result of the Voting:

Day & Date of the 58th Annual General Meeting	Friday, September 29, 2017
Cut-off date for the purpose of voting	Friday, September 22, 2017
Total Number of Shareholder as on record date	39,124
No. of Shareholders present on the day of the Meeting:	
Promoter and Promoters Group:	
Public:	3
N C 1 11	68
No. of shareholders attended the Meeting through	N.A.
Video Conferencing	•
Promoter and Promoters Group:	
Public:	

# Agenda wise it is as follows:

Sr. no.	Details of the agenda	Resolutio n required		Remark
1	To receive, consider and adopt the Audited Financial Statements of the Company for the Financial year ended March 31, 2017, including the Statement of Profit and Loss for the year ended on that date, Audited Balance Sheet as at March 31, 2017 and the Reports of the Directors' and the Auditors' thereon	Ordinary resolution	Remote E-voting/ Poll	Passed with requisite majority
2	To declare dividend of Rs.0.75 Paise per equity share of Rs.10/- each (7.5%) for the Financial Year ended March 31, 2017	Ordinary resolution	Remote E- voting/ Poll	Passed with requisite majority
3	To appoint a director in place of Mrs. Rajani M. Bhagat (DIN 00870716), who retires by rotation at this Annual General Meeting, and being eligible offers herself for reappointment	Ordinary resolution	Remote E-voting/ Poll	Passed with requisite majority

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4	Appointment of Price Waterhouse	Ordinor	Domoto E	Donal - '11
4	Appointment of Price Waterhouse Chartered Accountants LLP (FRN 012754N/ N500016) having their office at 252, Veer Savarkar Marg, Shivaji Park, Dadar (West), Mumbai 400 028, be and are hereby appointed as the Statutory Auditors of the Company, in place of N.M.Raiji & Co. (FRN 108296W), Chartered Accountants, to hold office from the conclusion of the 58th Annual General Meeting (AGM) until the conclusion of the 63rd AGM of the Company to be held in the year 2022 (subject to ratification of their appointment by Members at every AGM, as required under the Act), at such remuneration, including applicable taxes and out-ofpocket expenses, as may be mutually agreed between the Board of Directors of the Company and the Auditors	resolution	Remote E-voting/ Poll	Passed with requisite majority
5	Ratification of remuneration payable to 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 Financial Year ending March 31, 2018	Ordinary resolution	Remote E-voting/ Poll	Passed with requisite majority

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



Item no. 1: To receive, consider and adopt the Audited Financial Statements of the Company for the year ended March 31, 2017, including the Statement of Profit and Loss for the year ended on that date, Audited Balance Sheet as at March 31, 2017 and the Reports of the Directors' and the Auditors' thereon

	Total		Institutions	Public Non			Institutions	Public			Promoter Group	Promoter and	• ;		Category	Whether promoter/ promoter group interested in the agenda/resolution?	kesolution required
		Total	Postal Ballot	Poll	Voting	Total	Postal Ballot	Poll	E- Voting	Total	Postal Ballot	Poll	E- Voting		Mode of Voting	noter/ pron he agenda/	ппеп
	90118040		10430003	16450			0100202	0160363			64498175			No. of shares held [1]		noter group are resolution?	
	60321225	39472	0	38062	1410	15979	0	0	15979	60265774	0	2659500	57606274	No. of votes polled [2]		No	Cidinal Incomme
	66.9358	0.2400	0.0000	0.2314	0.0086	0.1743	0.0000	0.0000	0.1743	93.4380	0.0000	4.1234	89.3146	% of Votes Polled on outstanding shares [3]={[2]/[1]}*100			
	60321218	39465	0	38062	1403	15979	0	0	15979	60265774	0	2659500	57606274	No. of Votes – in favour [4]			
)	7	7	0	0	7	0	0	0	0	0	0	0	0	Votes - Against [5]	No. of		
	100.0000	99.9823	0.0000	100.0000	99.5035	100.0000	0.0000	0.0000	100.0000	100.0000	0.0000	100.0000	100.0000	favour on votes polled [6]={[4]/[2]}*100	% of Votes in		
	0.0000	0.0177	0.0000	0.0000	0.4965	0.0000	0.0000	0.0000	0.0000	0.0000	0.0000	0.0000	0.0000	% of Votes against on votes polled [7]={[5]/[2]}*100			



Item no. 2 - To declare dividend of Rs.0.75 paise per equity share of Rs.10/- each (7.5%) for the Financial Year ended March 31, 2017

			<b>\</b>					
0.0003	99.9997	187	60321038	66.9358	60321225	90118040		Total
0.4738	99.5262	187	39285	0.2400	39472		Total	
0.0000	0.0000	0	0	0.0000	0	16450603	Postal Ballot	Institutions
0.4729	99.5271	180	37882	0.2314	38062		Poll	Public Non
0.4965	99.5035	7	1403	0.0086	1410		E-Voting	
0.0000	100.0000	0	15979	0.1743	15979		Total	
0.0000	0.0000	0	0	0.0000	0	210202	Postal Ballot	ר מסווכ ווופתות נוסוופ
0.0000	0.0000	0	0	0.0000	0	0160060	Poll	Dublic Institutions
0.0000	100.0000	0	15979	0.1743	15979		E-Voting	
0.0000	100.0000	0	60265774	93.4380	60265774		Total	
0.0000	0.0000	0	0	0.0000	0	64498175	Postal Ballot	Promoter Group
0.0000	100.0000	0	2659500	4.1234	2659500		Poll	Promoter and
0.0000	100.0000	0	57606274	89.3146	57606274		E-Voting	
[7]={[5]/[2]}*100	[6]={[4]/[2]}*100	[5]	<b></b>	[3]={[2]/[1]}*100	[2]	[1]		
% of Votes against on votes polled		No. of Votes - Against	No. of Votes - in favour	% of Votes Polled on outstanding shares	No. of votes	No. of shares held		
							Mode of Voting	Category
		lding	o their shareho	No , save and except to the extent to their shareholding	No, save and	group are	promoter ida/resolutio	Whether promoter/ promoter ginterested in the agenda/resolution?
				ution	Ordinary Resolution			Resolution Required



	36.66	1	39403	0.2400	6022122		LOTAL	
	20 00	1	30465	0 2400	20472		7242	
0.000	0.0000	0	0	0.0000	0	16450603	Postal Ballot	Institutions
0.0000	100.0000	0	38062	0.2314	38062	1	Poll	Public Non
0.4965	99.5035	7	1403	0.0086	1410		E- Voting	
100.0000	0.0000	15979	0	0.1743	15979		Total	
0.0000 0.0000	0.00	0	0	0.0000	0	2076016	Postal Ballot	Institutions
0.0000 0.0000	0.00	0	0	0.0000	0	0160060	Poll	Public
100.0000	0.0000	15979	0	0.1743	15979		E- Voting	
0.0000	100.0000	0	60265774	93.4380	6026577 4		Total	
0.0000	0.00	0	0	0.0000	0	64498175	Postal Ballot	Promoter Group
0.0000	100.0000	0	2659500	4.1234	2659500		Poll	Promoter and
0.0000	100.0000	0	57606274	89.3146	57606274		E- Voting	
	[6]={[4]/[2]}*100	[5]	[4]	[3]={[2]/[1]}*100	[2]	Ξ		
n es % of Votes against on votes polled	% of Votes in favour on votes polled	No. of Votes - Against	No. of Votes	% of Votes Polled on outstanding shares	No. of votes polled	No. of shares	Mode of Voting	Category
					No	promoter group are da/resolution?	promoter/ pror in the agenda/r	Whether promoter/ promoter grointerested in the agenda/resolution?
				solution	Ordinary Resolution		uired	Resolution Required
			-	eligible offers herself for reappointment		appointment	erself for re	eligible offers herself for reappointment



0.0001	99.9999	57	60321168	66.9358	60321225	90118040		Total
0.1444	99.8556	57	39415	0.2400	39472		Total	
0.0000	0.0000	0	0	0.0000	0	16450603	Postal Ballot	Institutions
0.1314	99.8686	50	38012	0.2314	38062		Poll	Public Non
0.4965	99.5035	7	1403	0.0086	1410	· ····	E- Voting	
0.0000	100.0000	0	15979	0.1743	15979		Total	
0.0000	0.0000	0	0	0.0000	0		Postal Ballot	Institutions
0.0000	0.0000	0	0	0.0000	0	9169262	Poll	Public
0.0000	100.0000	0	15979	0.1743	15979	1	E- Voting	
0.0000	100.0000	0	60265774	93.4380	60265774		Total	
0.0000	0.0000	0	0	0.0000	0	0,1064+0	Postal Ballot	Promoter Group
0.0000	100.0000	0	2659500	4.1234	2659500	64400175	Poll	Promoter and
0.0000	100.0000	0	57606274	89.3146	57606274		E- Voting	•
[7]={[5]/[2]}*100	[6]={[4]/[2]}*100	<u> </u>	<b>4</b>	[3]={[2]/[1]}*100	[2]	[1]		
% of Votes against on votes polled	% of Votes in favour on votes polled	No. of Votes -	No. of Votes	% of Votes Polled on outstanding shares	No. of votes	No. of shares held	Mode of Voting	Category
					No	oter group are esolution?	ter/ promc e agenda/n	Whether promoter/ promoter group are interested in the agenda/resolution?
				lon	Ordinary resolution		uired	Resolution Required
				Company	- Appointment of the Statutory Auditors of the Company	t of the Statutory	ppointment	Item no. 4 - A <sub>1</sub>



Resolution Required	uired		Ordinary Resolution	olution				
Whether promoter/ promoter group are interested in the agenda/resolution?	iter/ promo e agenda/r	ter group are esolution?	No					
Category	Mode of Voting							
		No. of shares held	No. of votes	% of Votes Polled on outstanding shares	No. of Votes	No. of Votes - Against	% 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
	E- Voting		57606274	89.3146	57606274	0	100.0000	0.0000
Promoter and	Poll		2659500	4.1234	2659500	0	100.0000	0.0000
Promoter Group	Postal Ballot	64498175	0	0.0000	0	0	0.0000	0.0000
	Total		60265774	93.4380	60265774	0	100.0000	0.0000
	E- Voting		15979	0.1743	15979	0	100.0000	0.0000
Public	Poll	) • • • •	0	0.0000	0	0	0.0000	0.0000
Institutions	Postal Ballot	9169262	0	0.0000	0	0	0.0000	0.0000
	Total		15979	0.1743	15979	0	100.0000	0.0000
	E- Voting		1410	0.0086	1403	7	99.5035	0.4965
Public Non	Poll		38062	0.2314	38062	0	100.0000	0.0000
Institutions	Postal	16450603						
	Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		39472	0.2400	39465	7	99.9823	0.0177
Total		90118040	60321225	66.9358	60321218	7	100.0000	0.0000



# **COMBINED SCRUTINIZERS' REPORT**

ON

# REMOTE E-VOTING AND POLL CONDUCTED AT THE 58th ANNUAL GENERAL MEETING OF NIRLON LIMITED

**HELD ON FRIDAY, SEPTEMBER 29, 2017** 

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

Certified True Copy

# 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 the 58<sup>th</sup> Annual General Meeting of the Equity Shareholders of Nirlon Limited held on Friday, September 29, 2017 at 11.35 a.m. at the Registered Office of the Company situate at Pahadi Village, off the Western Express Highway, Goregaon (East), Mumbai 400 063.

Dear Sir,

We, Alwyn D'souza, partner of Alwyn Jay & Co., Company Secretaries, Mumbai, appointed as Scrutinizer for the purpose of scrutinizing both voting by use of ballot at the venue and remote electronic voting process under the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and in accordance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015; and Mr. Jay D'souza, a member having (DP ID: IN302814 Client Id: 11400235) 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 58th Annual General Meeting on the resolutions contained in the Notice calling the 58th Annual General Meeting of the Company held on Friday, September 29, 2017 at 11.35 a.m. at the Registered Office of the Company situate at Pahadi Village, off the Western Express Highway, Goregaon (East), Mumbai 400 063, 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 Shareholders on the resolutions proposed in the Notice calling the 58<sup>th</sup> 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 the Share Transfer Agent, Link Intime India Private Limited for voting by use of ballots at the Meeting.
  - b) The remote e-voting was concluded on Thursday, September 28, 2017 at 5.00 p.m. (IST).







- c) At the 58<sup>th</sup> Annual General Meeting of the Company held on Friday, September 29, 2017, the Chairman at the end of the discussions on the resolution(s) announced the voting by use of ballots to facilitate 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 58<sup>th</sup> 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, 2017, including the Statement of Profit and Loss for the year ended on that date, Audited Balance Sheet as at March 31, 2017 and the Reports of the Directors' and the Auditors' thereon

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

23	57623656	-
19	2697562	-
42	\60321218	100.00
	42	42 \60321218

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

Particulars of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-Voting	1	7	-
Voting by Poll at the AGM venue	0	0	-
TOTAL	1	7	0.00

#### (iii) Invalid votes:

Particulars of Voting	Total whose invalid			Total number of votes cast by them
Remote e-Voting		 	0	0
Voting by Poll at the AGM venue			0	0
TOTAL			0	0





# **B.RESOLUTION NO.2: ORDINARY RESOLUTION**

To declare dividend of Rs.0.75 paise per equity share of Rs.10/- each (7.5%) for the Financial Year ended March 31, 2017

# (i) Voted in favour of the resolution:

Particulars of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-Voting	23	57623656	-
Voting by Poll at the AGM venue	18	269 <b>7</b> 38 <b>2</b>	
TOTAL	41	60321038	100.00

# (ii) Voted against the resolution:

Particulars Voting	of	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-Voting		1	7	-
Voting by Poll at the AGM venue		1	180	•
TOTAL		2	187	0.00

#### (iii) Invalid votes:

Particulars of Voting			Total number o votes cast by them	
Remote e-Voting		 0	(	)
Voting by Poll at the AGM venue	_	0	(	)
TOTAL		0		ס





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# C. RESOLUTION NO.3: ORDINARY RESOLUTION

To appoint a director in place of Mrs. 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:

Particulars of Voting	1	Number of votes cast by them	% of total number of valid votes cast
Remote e-Voting	22	57607677	-
Voting by Poll at the AGM venue	19	2697562	-
TOTAL	41	60305239	99.97

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

Particulars Voting	of Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-Voting	2	15986	-
Voting by Poll at the AGM venue	0	0	-
TOTAL	2	15986	0.03

#### (iii) Invalid votes:

Particulars of Voting	Total whose invalid			Total number of votes cast by them
Remote e-Voting			0	0
Voting by Poll at the AGM venue			0	0
TOTAL			0	0

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# D. RESOLUTION NO.4: ORDINARY RESOLUTION

# Appointment of Price Waterhouse Chartered Accountants LLP (FRN 012754N / N500016) as Statutory Auditors of the Company

# (i) Voted in favour of the resolution:

Particulars of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast	
Remote e-Voting	23	57623656	-	
Voting by Poll at the AGM venue	18	2697512	-	
TOTAL	41	60321168	100.00	

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

Particulars of Voting	Number of members voted	]	% of total number of valid votes cast
Remote e-Voting	1	7	-
Voting by Poll at the AGM venue	1	50	-
TOTAL	2	57	0.00

#### (iii) Invalid votes:

Particulars of Voting	Total whose invalid			Total number of votes cast by them
Remote e-Voting			0	0
Voting by Poll at the AGM venue		 	0	0
TOTAL			0	0

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#### E. RESOLUTION NO.5: ORDINARY RESOLUTION

Approval for ratification of remuneration payable to the Cost Auditor for the financial year ended March 31, 2018

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

Particulars Voting	of Number of members voted	f Number of votes cast by them	% of total number of valid votes cast
Remote e-Voting	2	57623656	-
Voting by Poll at the AGM venue	1	2697562	-
TOTAL	4	2 60321218	100.00

# (ii) Voted against the resolution:

Particulars Voting	of	Number of members voted		% of total number of valid votes cast
Remote e-Voting		1	7	
Voting by Poll at		0	0	-
the AGM venue TOTAL		1	7	0.00

#### (iii) Invalid votes:

Particulars of Voting	Total whose invalid			Total number of votes cast by them
Remote e-Voting			0	0
Voting by Poll at the AGM venue			0	0
TOTAL		 	0	0

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 58<sup>th</sup> Annual General Meeting.

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All the relevant records of Voting is under my safe custody until the Chairman considers, approves and signs the Minutes of the 58<sup>th</sup> 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

Jay D'Souza - Member (DP ID: IN302814) (Client Id: 11400235)

Place : Mumbai

Date: September 29, 2017

Countersigned by:

For Nirlon Limited

Certified True Copy

FOR NIRLON KIMITED

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

F.C.S. 4178

Jasmin K. Bhavsar

Company Secretary, Vice President (Legal) & Compliance Officer

