

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 58th 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 58 th 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:	3
Public:	68
No. of shareholders attended the Meeting through Video Conferencing	N.A.
Promoter and Promoters Group:	
Public:	

Agenda wise it is as follows:

Sr. no.	Details of the agenda	Resolution required	Mode of voting	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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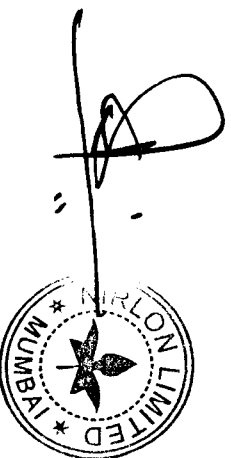
4	Appointment of Price Waterhouse Chartered Accountants LLP (FRN 012754N/ N500016) having their office at 252, Veer Savarkar Marg, Shivaji Park, Dadar (West), Mumbai 400 028, be and are hereby appointed as the Statutory Auditors of the Company, in place of N.M.Raiji & Co. (FRN 108296W), Chartered Accountants, to hold office from the conclusion of the 58 th Annual General Meeting (AGM) until the conclusion of the 63 rd 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-of-pocket expenses, as may be mutually agreed between the Board of Directors of the Company and the Auditors	Ordinary 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

Resolution required		Ordinary Resolution						
Whether promoter/ promoter group are interested in the agenda/resolution?		No						
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	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
Promoter and Promoter Group	E-Voting		57606274	89.3146	57606274	0	100.0000	0.0000
	Poll	64498175	2659500	4.1234	2659500	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		60265774	93.4380	60265774	0	100.0000	0.0000
Public Institutions	E-Voting		15979	0.1743	15979	0	100.0000	0.0000
	Poll	9169262	0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		15979	0.1743	15979	0	100.0000	0.0000
Public Non Institutions	E-Voting		1410	0.0086	1403	7	99.5035	0.4965
	Poll	16450603	38062	0.2314	38062	0	100.0000	0.0000
	Postal 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



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

Resolution Required		Ordinary Resolution						
Whether promoter/ promoter group are interested in the agenda/resolution?		No, save and except to the extent to their shareholding						
Category	Mode of Voting	No. of shares held [1]	No. of votes polled [2]	% of Votes Polled on outstanding shares [3]={[2]/[1]}*100	No. of Votes - in favour [4]	No. of Votes - Against [5]	% of Votes in favour on votes polled [6]={[4]/[2]}*100	% of Votes against on votes polled [7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting		57606274	89.3146	57606274	0	100.0000	0.0000
	Poll		2659500	4.1234	2659500	0	100.0000	0.0000
	Postal Ballot	64498175	0	0.0000	0	0	0.0000	0.0000
	Total		60265774	93.4380	60265774	0	100.0000	0.0000
Public Institutions	E-Voting		15979	0.1743	15979	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot	9169262	0	0.0000	0	0	0.0000	0.0000
	Total		15979	0.1743	15979	0	100.0000	0.0000
Public Non Institutions	E-Voting		1410	0.0086	1403	7	99.5035	0.4965
	Poll		38062	0.2314	37882	180	99.5271	0.4729
	Postal Ballot	16450603	0	0.0000	0	0	0.0000	0.0000
	Total		39472	0.2400	39285	187	99.5262	0.4738
Total		90118040	60321225	66.9358	60321038	187	99.9997	0.0003



(Handwritten signature)

Item No. 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

Resolution Required		Ordinary Resolution						
Whether promoter/ promoter group are interested in the agenda/resolution?		No						
Category	Mode of Voting	No. of shares held [1]	No. of votes polled [2]	% of Votes Polled on outstanding shares [3]={[2]/[1]}*100	No. of Votes - in favour [4]	No. of Votes - Against [5]	% of Votes in favour on votes polled [6]={[4]/[2]}*100	% of Votes against on votes polled [7]={[5]/[2]}*100
Promoter and Promoter Group	E- Voting		57606274	89.3146	57606274	0	100.0000	0.0000
	Poll		2659500	4.1234	2659500	0	100.0000	0.0000
	Postal Ballot	64498175	0	0.0000	0	0	0.0000	0.0000
	Total		60265774	93.4380	60265774	0	100.0000	0.0000
Public Institutions	E- Voting		15979	0.1743	0	15979	0.0000	100.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot	9169262	0	0.0000	0	0	0.0000	0.0000
	Total		15979	0.1743	0	15979	0.0000	100.0000
Public Non Institutions	E- Voting		1410	0.0086	1403	7	99.5035	0.4965
	Poll	16450603	38062	0.2314	38062	0	100.0000	0.0000
	Postal 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	60305239	15986	99.9735	0.0265

Item no. 4 - Appointment of the Statutory Auditors of the Company

Resolution Required		Ordinary resolution						
Whether promoter/ promoter group are interested in the agenda/resolution?		No						
Category	Mode of Voting	No. of shares held [1]	No. of votes polled [2]	% of Votes Polled on outstanding shares [3]={[2]/[1]}*100	No. of Votes - in favour [4]	No. of Votes - Against [5]	% of Votes in favour on votes polled [6]={[4]/[2]}*100	% of Votes against on votes polled [7]={[5]/[2]}*100
Promoter and Promoter Group	E- Voting		57606274	89.3146	57606274	0	100.0000	0.0000
	Poll		2659500	4.1234	2659500	0	100.0000	0.0000
	Postal Ballot	64498175	0	0.0000	0	0	0.0000	0.0000
	Total		60265774	93.4380	60265774	0	100.0000	0.0000
Public Institutions	E- Voting		15979	0.1743	15979	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot	9169262	0	0.0000	0	0	0.0000	0.0000
	Total		15979	0.1743	15979	0	100.0000	0.0000
Public Non Institutions	E- Voting		1410	0.0086	1403	7	99.5035	0.4965
	Poll	16450603	38062	0.2314	38012	50	99.8686	0.1314
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		39472	0.2400	39415	57	99.8556	0.1444
Total		90118040	60321225	66.9358	60321168	57	99.9999	0.0001



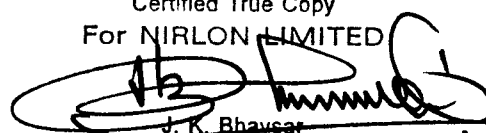

Item no. 5 :- Approval for Ratification of remuneration payable to the Cost Auditor for the Financial Year ending March 31, 2018

Resolution Required		Ordinary Resolution						
Whether promoter / promoter group are interested in the agenda/resolution?		No						
Category	Mode of Voting	No. of shares held [1]	No. of votes polled [2]	% of Votes Polled on outstanding shares [3]={[2]/[1]}*100	No. of Votes - in favour [4]	No. of Votes - Against [5]	% of Votes in favour on votes polled [6]={[4]/[2]}*100	% of Votes against on votes polled [7]={[5]/[2]}*100
Promoter and Promoter Group	E- Voting		57606274	89.3146	57606274	0	100.0000	0.0000
	Poll		2659500	4.1234	2659500	0	100.0000	0.0000
	Postal Ballot	64498175	0	0.0000	0	0	0.0000	0.0000
	Total		60265774	93.4380	60265774	0	100.0000	0.0000
Public Institutions	E- Voting		15979	0.1743	15979	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot	9169262	0	0.0000	0	0	0.0000	0.0000
	Total		15979	0.1743	15979	0	100.0000	0.0000
Public Non Institutions	E- Voting		1410	0.0086	1403	7	99.5035	0.4965
	Poll		38062	0.2314	38062	0	100.0000	0.0000
	Postal Ballot	16450603	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

Certified True Copy
For NIRLON LIMITED



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



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 58th 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 58th 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 58th 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 58th 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:

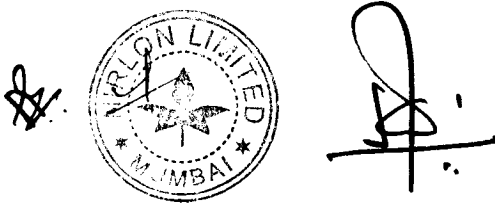
Particulars of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-Voting	23	57623656	-
Voting by Poll at the AGM venue	19	2697562	-
TOTAL	42	60321218	100.00

- (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 number of members whose votes were declared 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:

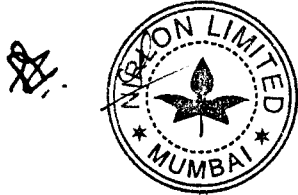
Particulars of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-Voting	23	57623656	-
Voting by Poll at the AGM venue	18	2697382	-
TOTAL	41	60321038	100.00

(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	1	180	-
TOTAL	2	187	0.00

(iii) Invalid votes:

Particulars of Voting	Total number of members whose votes were declared 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



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:

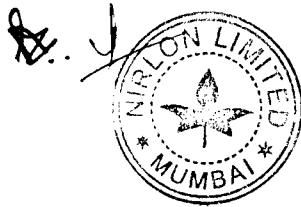
Particulars of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-Voting	22	57607677	-
Voting by Poll at the AGM venue	19	2697562	-
TOTAL	41	60305239	99.97

(ii) Voted against the resolution:

Particulars of Voting	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 number of members whose votes were declared 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



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:

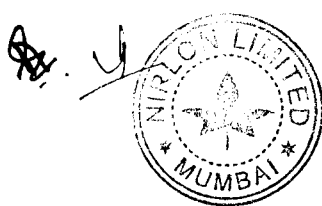
Particulars of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-Voting	23	57623656	-
Voting by Poll at the AGM venue	18	2697512	-
TOTAL	41	60321168	100.00

(ii) Voted against the resolution:

Particulars of Voting	Number of members voted	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	50	-
TOTAL	2	57	0.00

(iii) Invalid votes:

Particulars of Voting	Total number of members whose votes were declared 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



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 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	19	2697562	-
TOTAL	42	60321218	100.00

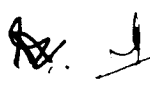
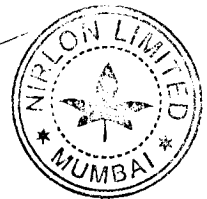

(ii) Voted against the resolution:

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 number of members whose votes were declared 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 58th Annual General Meeting.

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

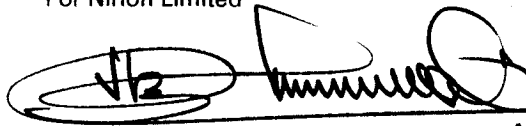


Jay D'Souza - Member
(DP ID: IN302814)
(Client Id: 11400235)

Place : Mumbai
Date : September 29, 2017

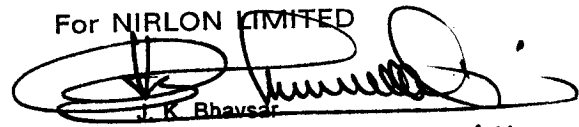
Countersigned by :

For Nirlon Limited



Jasmin K. Bhavsar
Company Secretary, Vice President (Legal) & Compliance Officer

Certified True Copy
For NIRLON LIMITED



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

