

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 26, 2018

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 59th 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 voting results for the business transacted at the 59th Annual General Meeting of the Company held on Wednesday, September 26, 2018, along with the Scrutinizer's Report dated September 26, 2018, 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

NIRLON LIMITED

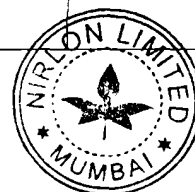
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**Result of the Voting:**

Day & Date of the 59 th Annual General Meeting	Wednesday, September 26, 2018
Cut-off date for the purpose of voting	Friday, September 21, 2018
Total Number of Shareholder as on record date	37,664
No. of Shareholders present on the day of the Meeting:	
Promoter and Promoters Group:	2
Public:	48
No. of shareholders attended the Meeting through Video Conferencing	
Promoter and Promoters Group:	N.A.
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, 2018, including the Statement of Profit and Loss for the Year ended on that date, Audited Balance Sheet as at March 31, 2018 and Reports of the Directors' and Auditors' thereon	Ordinary resolution	Remote E-voting/ Poll	Passed with requisite majority

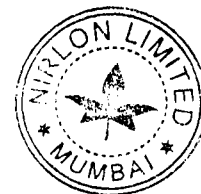


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2	To declare a dividend of Rs.0.75 per equity share of Rs. 10 / - each (@ 7.5%) for the Financial Year ended on March 31, 2018	Ordinary resolution	Remote E-voting/ Poll	Passed with requisite majority
3	To appoint a Director in place of Mr. Kunnasagaran Chinniah (DIN 01590108), aged 61 years, who retires by rotation at this Annual General Meeting, and being eligible offers himself for re-appointment	Ordinary resolution	Remote E-voting/ Poll	Passed with requisite majority
4	Appointment of S R B C & Co LLP, Chartered Accountants, Mumbai, with Firm Registration Number 324982E / E300003, be and are hereby appointed as the Statutory Auditors of the Company, to hold office for a period of 5 (Five) years, from the conclusion of 59 th Annual General Meeting up to the conclusion of the 64 th Annual General Meeting of the Company, at a remuneration as may be mutually agreed to, which is not materially different from that paid to the outgoing Auditors, between the Board of Directors and S R B C & Co LLP, Chartered Accountants, plus applicable taxes, out-of-pocket expenses, travelling and other expenses, in	Ordinary resolution	Remote E-voting/ Poll	Passed with requisite majority



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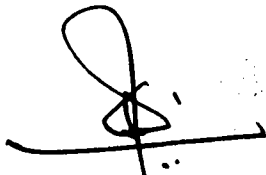
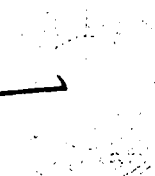
	connection with the work of audit to be carried out by them.			
5	Re-appointment of Mr. Moosa Raza (DIN 00145345), aged 81 years, as an Independent Director	Special resolution	Remote E-voting/ Poll	Passed with requisite majority
6	Re-appointment of Mr. Arjan R. Gurbuxani (DIN 00425885), aged 84 years, as an Independent Director	Special resolution	Remote E-voting/ Poll	Passed with requisite majority
7	Continuation of Mrs. Rajani M. Bhagat (DIN 00870716), aged 79 years, as a Director of the Company	Special resolution	Remote E-voting/ Poll	Passed with requisite majority
8	Ratification of Remuneration payable to Vinay Mulay & Co., the Practicing Cost Auditor (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, 2019	Ordinary resolution	Remote E-voting/ Poll	Passed with requisite majority

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



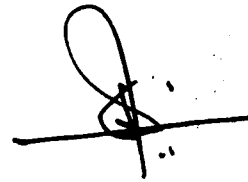
Nirlon Limited

Resolution Required : (Ordinary)		1 - To receive, consider and adopt the Audited Financial Statements of the Company for the Financial year ended March 31, 2018, including the Statement of Profit and Loss for the Year ended on that date, Audited Balance Sheet as at March 31, 2018 and Reports of the Directors' and Auditors' thereon.						
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	64396712	57606274	90.4006	57606274	0	100.0000	0.0000
	Poll		2659500	4.1735	2659500	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		60265774	94.5741	60265774	0	100.0000	0.0000
Public Institutions	E-Voting	9727761	2715716	27.9172	2715716	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		2715716	27.9172	2715716	0	100.0000	0.0000
Public Non Institutions	E-Voting	15993567	35812	0.2149	35805	7	99.9805	0.0195
	Poll		3541	0.0212	3541	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		39353	0.2361	39346	7	99.9822	0.0178
Total		90118040	63020843	69.9317	63020836	7	100.0000	0.0000

Nirlon Limited

Resolution Required : (Ordinary)			2 - To declare a dividend of Rs. 0.75 per equity share of Rs.10/- each (@ 7.5%) for the Financial Year ended on March 31, 2018					
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
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Nirlon Limited

3 - To appoint a Director in place of Mr. Kunnasagaran Chinniah (DIN 01590108), aged 61 years, who retires by rotation at this Annual General Meeting, and being eligible offers himself for re-appointment

Resolution Required : (Ordinary)

Whether promoter/ promoter group are interested in the agenda/resolution?

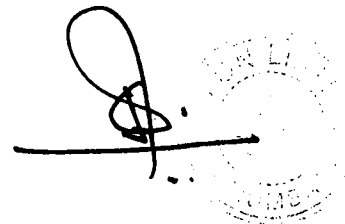
NO

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
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	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
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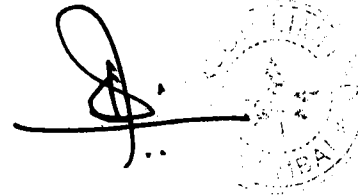
Nirlon Limited

Resolution Required : (Ordinary)			4 - To appoint S R B C & Co LLP , Chartered Accountants, Mumbai, with Firm Registration Number 324982E/E300003, as the Statutory Auditors of the Company, to hold office for a period of 5 (Five) years, from the conclusion of this Annual General Meeting up to the conclusion of the 64th Annual General					
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
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	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
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Total		90118040	63020843	69.9317	63020836	7	100.0000	0.0000



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Resolution Required : (Special)		5 - Re-appointment of Mr. Moosa Raza (DIN 00145345), aged 81 years, as an Independent Director not liable to retire by rotation for a period of 18 months from April 1, 2019						
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
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	Poll		0	0.0000	0	0	0.0000	0.0000
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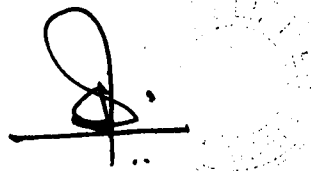


Nirlon Limited

Resolution Required : (Special)		6 - Re-appointment of Mr. Arjan R. Gurbuxani (DIN 00425885), aged 84 years, as an Independent Director not liable to retire by rotation for a period of 18 months from April 1, 2019						
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
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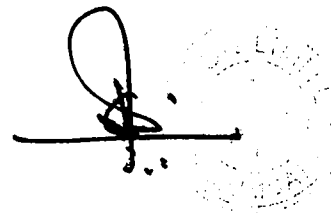
Nirlon Limited

Resolution Required : (Special)		7 - Continuation of Mrs. Rajani M. Bhagat (DIN 00870716), aged 79 years, as a Director of the Company liable to retire by rotation.						
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
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Total		90118040	63020843	69.9317	63020836	7	100.0000	0.0000



Nirlon Limited

Resolution Required : (Ordinary)		8 - Ratification of Remuneration payable to the Cost Auditor						
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
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Public Institutions	E-Voting	9727761	2715716	27.9172	2715716	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
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	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
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COMBINED SCRUTINIZERS' REPORT

ON

REMOTE E-VOTING AND POLL

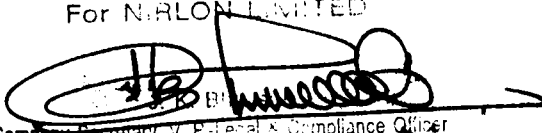
CONDUCTED AT THE 59th ANNUAL GENERAL MEETING OF

NIRLON LIMITED

HELD ON WEDNESDAY, SEPTEMBER 26, 2018



Certified True Copy
For NIRLON LIMITED


S. K. Bhat
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 59th Annual General Meeting of the Equity Shareholders of Nirlon Limited held on Wednesday, September 26, 2018 at 11.30 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 59th Annual General Meeting on the resolutions contained in the Notice calling the 59th Annual General Meeting of the Company held on Wednesday, September 26, 2018 at 11.30 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 59th 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 Tuesday, September 25, 2018 at 5.00 p.m. (IST).



- c) At the 59th Annual General Meeting of the Company held on Wednesday, September 26, 2018, 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 59th 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 Financial year ended March 31, 2018, including the Statement of Profit and Loss for the Year ended on that date, Audited Balance Sheet as at March 31, 2018 and Reports of the Directors' and 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	32	60357795	-
Voting by Poll at the AGM venue	26	2663041	-
TOTAL	58	63020836	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/abstain 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

~~A.~~ J

B. RESOLUTION NO.2: ORDINARY RESOLUTION

To declare a dividend of `0.75 per equity share of `10/- each (@ 7.5%) for the Financial Year ended on 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	32	60357795	-
Voting by Poll at the AGM venue	26	2663041	-
TOTAL	58	63020836	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/abstain 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 Mr. Kunnasagaran Chinniah (DIN 01590108), aged 61 years, who retires by rotation at this Annual General Meeting, and being eligible offers himself for re-appointment

(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	32	60357795	-
Voting by Poll at the AGM venue	26	2663041	-
TOTAL	58	63020836	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/abstain 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 S R B C & Co LLP , Chartered Accountants, Mumbai, with Firm Registration Number 324982E/E300003 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	32	60357795	-
Voting by Poll at the AGM venue	26	2663041	-
TOTAL	58	63020836	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/abstain 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: SPECIAL RESOLUTION

Re-appointment of Mr. Moosa Raza (DIN 00145345), aged 81 years, as an Independent Director

(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	32	60357795	-
Voting by Poll at the AGM venue	26	2663041	-
TOTAL	58	63020836	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/abstain 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



F. RESOLUTION NO.6: SPECIAL RESOLUTION

Re-appointment of Mr. Arian R. Gurbuxani (DIN 00425885), aged 84 years, as an Independent Director

(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	32	60357795	-
Voting by Poll at the AGM venue	26	2663041	-
TOTAL	58	63020836	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/abstain 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



G. RESOLUTION NO.7: SPECIAL RESOLUTION

Continuation of Mrs. Rajani M. Bhagat (DIN 00870716), aged 79 years, as a Director of the Company

(i) Voted in favour of the resolution:

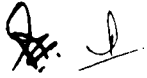
Particulars of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-Voting	32	60357795	-
Voting by Poll at the AGM venue	26	2663041	-
TOTAL	58	63020836	100.00

(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/abstain 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



H. RESOLUTION NO.8: ORDINARY RESOLUTION

Ratification of Remuneration payable to the Cost Auditor

(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	32	60357795	-
Voting by Poll at the AGM venue	26	2663041	-
TOTAL	58	63020836	100.00

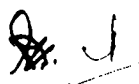
(ii) Voted against the resolution:

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/abstain 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 8 shall be deemed to have been passed with the requisite majority on the date of the 59th Annual General Meeting.



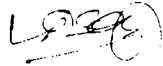
All the relevant records of Voting is under my safe custody until the Chairman considers, approves and signs the Minutes of the 59th Annual General Meeting and the same shall be handed over thereafter to the Chairman, or the Company Secretary for safe keeping.

Thanking you,

Sincerely,



Alwyn D'Souza
F.C.S No.5559,
Certificate of Practice No.5137
Practising Company Secretary



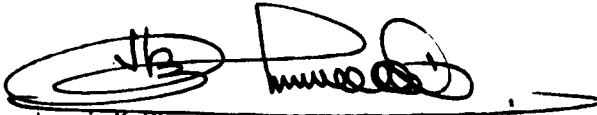
Jay D'Souza - Member
(DP ID: IN302814)
(Client Id: 11400235)

Place : Mumbai

Date : September 26, 2018

Countersigned by :

For Nirlon Limited



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

