



NIRMA LIMITED

REGD. OFFICE: NIRMA HOUSE, ASHRAM ROAD, AHMEDABAD - 380 009. PHONES: 079 - 27546565, 27549000 FAX : 079 - 27546603, 27546605
CIN: U24240GJ1980PLC003670 • Email: info@nirma.co.in • www. nirma.co.in

NOTICE

NOTICE is hereby given that the Extra Ordinary General Meeting of the Members of NIRMA LIMITED will be held on Friday, the 29th December, 2017 at 11.00 A.M. at Nirma House, Ashram Road, Ahmedabad 380009 to transact the following businesses: -

SPECIAL BUSINESS

1. Re-Appointment of Shri Vijay R. Shah as an Independent Director for second term

To consider and if though fit, to pass with or without modification(s) the following resolution as a Special Resolution: -

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 and the corresponding Rules framed thereunder (including any statutory modifications or re-enactment(s) thereof for the time being in force), Shri Vijay R. shah (DIN 00376570), who was appointed as an Independent Director of the company for a term of 3 years upto 4th March, 2018 and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013, and who is eligible for re-appointment, and in respect of whom the company has received a notice in writing from the member under Section 160 of the Companies, Act, 2013 signifying his intention to propose Shri Vijay R. Shah as a candidate for the office of Independent Director, be and is hereby re-appointed as an Independent Director of the Company not liable to retire by rotation, to hold office for a second term of 5 (Five) years with effect from 5th March, 2018.”

2. Re-Appointment of Smt. Purvi A. Pokhariyal as an Independent Director for second term

To consider and if though fit, to pass with or without modification(s) the following resolution as a Special Resolution: -

NIRMA

Better Products. Better Value. Better Living.

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 and the corresponding Rules framed thereunder (including any statutory modifications or re-enactment(s) thereof for the time being in force), Smt. Purvi A. Pokhariyal (DIN 07116166), who was appointed as an Independent Director of the company for a term of 3 years upto 4th March, 2018 and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013, and who is eligible for re-appointment, and in respect of whom the company has received a notice in writing from the member under Section 160 of the Companies, Act, 2013 signifying his intention to propose Smt. Purvi A. Pokhariyal as a candidate for the office of Independent Director, be and is hereby re-appointed as an Independent Director of the Company not liable to retire by rotation, to hold office for a second term of 5 (Five) years with effect from 5th March, 2018.”

3. To alter Articles of Association of the Company to insert enabling provision regarding re-issuance of debt securities

To consider and if though fit, to pass with or without modification(s) the following resolution as a Special Resolution: -

“Resolved That pursuant to Section 14 of the Companies Act, 2013, Regulation 20A of the SEBI (Issue and Listing of Debt Securities) Regulations, 2008 and any other applicable statutory provisions read with the rules and regulations made there under including any amendment, re-enactment or statutory modification thereof, approval of the members be and is hereby accorded to amend the Articles of Association of the Company by inserting Article 86A after Article 86 to be read as under”

Article No. 86A

Subject to the requirements of SEBI (Issue and Listing of Debt Securities) Regulations, 2008 as amended from time to time and any other applicable statutory provisions read with the

rules and regulations made there under including any amendment, re-enactment or statutory modification thereof, the Company shall, as and when required, carry out consolidation and re-issue of debt securities, bonds, perpetual or redeemable, debenture or debenture-stock

“RESOLVED FURTHER THAT the Board of Directors and the Company Secretary of the Company be and is hereby severally authorised to do and perform all such acts, deeds, matters and things as may be necessary, to give effect to the above resolution.”

Registered Office:
Nirma House
Ashram Road
Ahmedabad 380 009

By Order of the Board of Directors
For **NIRMA LIMITED**

Place: Ahmedabad
Date : 10th November 2017

S/d
Paresh Sheth
Company Secretary

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HERSELF/HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY (50) AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY. A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS PROXY FOR ANY OTHER PERSON OR SHAREHOLDER. Proxies, in order to be effective, must be received by the Company at its registered office not less than forty eight hours before the commencement of the aforesaid meeting. Proxies submitted on behalf of companies, societies etc. must be supported by appropriate resolution / authority as

applicable. Corporate members are requested to send duly certified copy of the resolution authorizing their representatives to attend and vote at the meeting.

2. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of the aforesaid item no. 1 to 3 is annexed herewith.
3. All documents referred to in the accompanying notice are open for inspection at the Registered Office of the Company between 1.00 p.m. to 5.00 p.m. till the conclusion of General Meeting.
4. Members are requested to handover the duly filled attendance slip at the entrance of the meeting hall.

**ANNEXURE TO NOTICE
EXPLANATORY STATEMENT**

As required by Section 102 of the Companies Act 2013, the following Explanatory Statement set out all material facts relating to the business mentioned under item no.1 to 3 of the accompanying notice dated 10th November, 2017

Item No. 1 & 2

At the Annual General Meeting held on 16th September, 2015, Members of the Company had approved appointment of Shri Vijay R. Shah and Smt. Purvi A. Pokhariyal, as Independent Directors of the Company for a period of three years starts from 5th March, 2015. The current term of the said appointment of Shri Vijay R. Shah and Smt. Purvi A. Pokhariyal as Independent Directors of the Company shall expire on 4th March, 2018. In terms of Section 149 (10) and (11) of the Companies Act, 2013, an Independent Director is eligible for re-appointment for second consecutive terms on passing of a Special Resolution by the Company and disclosure of such appointment in Board's Report.

The Company has received notices in writing from member alongwith the deposit of requisite amount under Section 160 of the Act proposing the candidatures of each of Shri Vijay R. Shah and Smt. Purvi A. Pokhariyal for the office of Independent Directors of the Company.

Shri Vijay R. Shah and Smt. Purvi A. Pokhariyal, being eligible and offer themselves for re-appointment as Independent Directors for second term and also provided (i) Consent in writing to act as director in Form DIR-2 pursuant to rule 8 of Companies (Appointment & Qualification of Directors) Rules 2014, (ii) intimation in form DIR 8 in terms of Companies (Appointment & Qualification of Director) Rules, 2014 to the effect that they are not disqualified under sub-section (2) of the Section 164 of the Companies Act, 2013 and (iii) a declaration to the effect that they meets the criteria of Independent as provided in sub-section (6) of the Section 149 of the Companies Act, 2013.

Based on their qualification, expertise, experience and performance evaluation carried out for the year 2016-17 and on recommendation by Nomination and remuneration committee at its meeting held on 1st November, 2017 in accordance with the Nomination and Remuneration Policy, the Board has recommended re-appointment of Shri Vijay R. Shah and Smt. Purvi A. Pokhariyal, who fulfill the conditions specified in the Act and rules made thereunder, for second term of 5 (five) years starting from 5th March, 2018 to 4th March, 2023.

Brief resume of Shri Vijay R. Shah and Smt. Purvi A. Pokhariyal is forming part of this Notice. Copy of the draft letters for respective appointments of Shri Vijay R. Shah and Smt. Purvi A. Pokhariyal as Independent Directors setting out the terms and conditions are available for inspection by members at the registered office of the Company.

Shri Vijay R. Shah and Smt. Purvi A. Pokhariyal are interested in the resolutions set out respectively at Item Nos. 1 and 2 of the Notice with regard to their respective appointments. The relatives of Shri Vijay R. Shah and Smt. Purvi A. Pokhariyal may be deemed to be interested in the resolutions set out respectively at Item Nos. 1 and 2 of the Notice, to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other directors or key managerial personnel of the Company or their relatives as contemplated in the provisions of section 102 of the Companies Act, 2013 are, in any way concerned or interested in the proposed resolution, except as a member of the Company.

The Board recommends the Special Resolutions set out at Item Nos. 1 and 2 of the Notice for approval by the shareholders.

Item No. 3

The Company has raised funds through issuance of Non-convertible Debentures on private placement basis listed on Wholesale Debt Market (WDM) segment of National Stock Exchange Of India Limited (NSE) under different series of International Securities Identification Numbers (“ISIN”) since last year.

The Securities Exchange Board of India (SEBI) vide its Circular ref. CIR/IMD/DF-1/67/2017 dated June 30, 2017 mandated that in respect of private placement of debt securities, a maximum of 12 ISINs maturing per financial year shall be allowed for plain vanilla debt securities. In addition, maximum of 5 ISINs maturing per financial year shall be allowed for structured debt securities, such as debt securities for call/or put option etc. The above provision is applicable for debt securities issued in the financial year 2017-18 after the date of the circular i.e 30th June 2017. Further, Regulation 20A of the SEBI (Issue and Listing of Debt Securities) Regulations, 2008 mentions consolidation and re-issuance of the debt securities by the Issuer.

The above circular also mentions that in order to comply with the provisions of Regulation 20A of the SEBI (Issue and Listing of Debt Securities) Regulations, 2008, the issuer shall have a time period of six months from the date of this circular to make an enabling provision in its Articles of Association to carry out consolidation and re-issuance of debt securities.

Accordingly, the Board of Directors of the Company at its meeting held on 10th November, 2017 proposed to alter Articles of Association (AOA) of the Company to capture enabling provisions in its Articles of Association, to carry out any consolidation and re-issuance of debt securities, pursuant to and in terms of the provisions of Regulation 20A of SEBI (Issue and Listing of Debt Securities) Regulations, 2008 by inserting new Article no. 86A in the Existing AOA of the Company.

None of the directors or key managerial personnel of the Company or their relatives as contemplated in the provisions of section 102 of the Companies Act, 2013 are, in any way concerned or interested in the proposed resolution, except as a member of the Company.

The Board recommends the Special Resolution set out at Item No. 3 of the Notice for approval by the shareholders.

Registered Office:
Nirma House
Ashram Road
Ahmedabad 380 009

Place: Ahmedabad
Date : 10th November 2017

By Order of the Board of Directors
For **NIRMA LIMITED**

S/d
Paresh Sheth
Company Secretary

Annexure to EGM Notice

Details of Directors seeking re-appointment at the Extra Ordinary General Meeting

| Name of Director | Shri Vijay R. Shah | Smt. Purvi A. Pokhariyal |
|--|---|---|
| Date of Birth | 11.09.1952 | 08.06.1976 |
| Date of Appointment | 05.03.2015 | 05.03.2015 |
| Qualification | B.Com (Hons), F.C.A. | Master in Law with specialization in Criminal Law |
| Directorship in Other Companies | Adishwar Motors Pvt. Ltd. Vadilal Industries Ltd. | -- |
| Chairmanship / Membership of Committees of other Companies | <p>Chairman</p> <p><u>CSR Committee:</u> Vadilal Industries Limited</p> <p>Member</p> <p><u>Audit Committee:</u> Vadilal Industries Limited</p> <p><u>Nomination and Remuneration Committee:</u> Vadilal Industries Limited</p> <p><u>Stakeholders Relationship Committee:</u> Vadilal Industries Limited</p> | -- |
| No. of Shares Held | Nil | Nil |
| Brief Profile | <p>He is Graduate in commerce faculty in 1972 from Indore University. Passed chartered accountancy in 1977. After serving 4 years in a textiles mills as a chief accountant, he joined Adishwar Motors Pvt Ltd (an authorised dealer of Tvs Motor Co Ltd) in 1982 to handle accounts finance and taxation matters and since than with the company to handle overall management of the company. Appointed as director in the company in 2006 and still holding the position.</p> <p>Also served as an independent director in Deep Industries Ltd. ,Kautilya Finance Ltd and Saurashtra Chemical Ltd</p> <p>Currently looking after finance and taxation matter of a Pvt Ltd Co. Also serving as independent director in Vadilal Industries Ltd and Nirma Ltd.</p> | <p>Smt. Purvi A. Pokhariyal holds Master degree in law with specialization in Criminal Law. She pursued her doctoral work in the area of Constitutional Law. She also holds Postgraduate Diploma in Business Management, International Relations and Personal Management.</p> <p>She is the Director and Dean of the Institute of Law and a faculty of Law in Nirma University. She specializes in the area of Criminal Justice Studies, Family Jurisprudence and Constitutional Law. She has several research papers in National and International Journals to her credit. She has more than 15 years of experience in teaching, research and senior administration.</p> |



NIRMA LIMITED

REGD. OFFICE: NIRMA HOUSE, ASHRAM ROAD, AHMEDABAD-380 009. PHONES: 27546565-74 FAX: (079) 27546605 Email: info@nirma.co.in
CIN U24240GJ1980PLC003670, Website: www.nirma.co.in

Form No. MGT-11

Proxy form

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN: U24240GJ1980PLC003670

Name of the Company: Nirma Limited

Registered office: Nirma House, Ashram Road, Ahmedabad 380009, Gujarat

Name of the Member(s):

Registered address:

E-mail Id:

Folio No/ Clint Id:

DP ID:

I/ We being the member of Nirma Limited, holding shares, hereby appoint

1. Name:

Address:

E-mail Id:

Signature:, or failing him

2. Name:

Address:

E-mail Id:

Signature:,

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at Extra Ordinary General Meeting of members of the Company, to be held on Friday, the 29th December, 2017 at 11.00 a.m. at the Registered office of the Company at Nirma House, Ashram Road, Ahmedabad 380009 and at any adjournment thereof in respect of such resolutions as are indicated below:



NIRMA LIMITED

REGD. OFFICE: NIRMA HOUSE, ASHRAM ROAD, AHMEDABAD-380 009. PHONES: 27546565-74 FAX: (079) 27546605 Email: info@nirma.co.in
CIN U24240GJ1980PLC003670, Website: www.nirma.co.in

**I wish my above Proxy to vote in the manner as indicated in the box below:

| No. | Particulars of special resolution | For | Against |
|-----|--|-----|---------|
| 1 | Re-Appointment of Shri Vijay R. Shah as an Independent Director for second term | | |
| 2 | Re-Appointment of Smt. Purvi A. Pokhariyal as an Independent Director for second term | | |
| 3 | Alteration of Articles of Association of the Company by inserting new Article 86A after Article 86 | | |

Signed this day of..... 2017

Signature of Shareholder

Signature of Proxy holder(s)

Affix Revenue
Stamp of
Re. 1/-

Notes:

- (1) **This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting.**
- (2) **A Proxy need not be a member of the Company.**
- (3) A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
- (4) ** This is only optional. Please put a '√' in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
- (5) Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes.
- (6) In the case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.



NIRMA LIMITED

REGD. OFFICE: NIRMA HOUSE, ASHRAM ROAD, AHMEDABAD-380 009. PHONES: 27546565-74 FAX: (079) 27546605 Email: info@nirma.co.in
CIN U24240GJ1980PLC003670, Website: www.nirma.co.in

ATTENDANCE SLIP

| | |
|-----------|--|
| DP ID. | |
| CLIENT ID | |

| | |
|---------------|--|
| FOLIO NO. | |
| NO. OF SHARES | |

Name & Address of Shareholder / Proxy holder / Authorised representative

I/we certify that I/we am/are member(s)/proxy for the member(s) of the company. I/we hereby record my/our presence at the Extra Ordinary General Meeting of the Company being held on 29th December, 2017, the Friday, at 11.00 a.m. at the Registered Office of the Company at Nirma House, Ashram Road, Ahmedabad 380009, Gujarat.

Signature of Member's / Proxy's / Authorised representative

(Shareholder attending the meeting in person or by proxy is requested to complete the attendance slip and handover at the entrance of the Meeting Hall. Only shareholders of the company and/or their Proxy will be allowed to attend the Meeting.)