



NOTICE

NOTICE is hereby given that the Thirty Seventh Annual General Meeting of the Members of NIRMA LIMITED will be held on Friday, the 1st September, 2017 at 12:30 P.M. at Nirma House, Ashram Road, Ahmedabad 380009 to transact the following businesses:-

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements (including Audited Consolidated Financial Statements) for the Financial Year ended on 31st March, 2017 and the Reports of the Board of Directors and Auditors thereon
2. To appoint a Director in place of Shri Hiren K. Patel (DIN 00145149), who retires by rotation, and being eligible, offers himself for re-appointment.
3. To appoint Auditor and fix their Remuneration and in this regard, to pass with or without modification(s) the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 139 of the Companies Act, 2013, the Companies (Audit and Auditors) Rules, 2014, (including any re-enactment or modification thereto), and such other applicable provisions, if any, as may be amended from time to time, M/s. Rajendra D. Shah & Co., Chartered Accountants, Ahmedabad (Firm Registration No. 108363W) be and are hereby appointed as the Auditors of the Company in place of M/s. Hemanshu Shah & Co., Chartered Accountants, Ahmedabad to hold Office from the conclusion of this 37th Annual General Meeting till the conclusion of the 42nd Annual General Meeting and subject to ratification of appointment at every Annual General Meeting, at a remuneration as may be fixed by Board of Directors in consultation with the Auditors.”

SPECIAL BUSINESS

4. **To consider and if though fit, to pass with or without modification(s) the following resolution as an Ordinary Resolution: -**

“RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the Cost Auditors 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, be paid the remuneration as set out in the Statement annexed to the Notice convening this Meeting;”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

Registered Office:
Nirma House
Ashram Road
Ahmedabad 380 009

Place: Ahmedabad
Date : 4th August, 2017

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

Paresh Sheth
Company Secretary

Nirma Limited

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 Statements pursuant to Section 102 of the Companies Act, 2013 in respect of the aforesaid item no. 3 & 4 are annexed herewith.
3. All documents referred to in the accompanying notice are open for inspection at the Registered Office of the Company on all working days between 2.00 p.m. to 5.00 p.m. upto the date of 37th Annual General Meeting.
4. Details of director seeking appointment/re-appointment at Annual General Meeting are annexed hereto and form part of the Notice.
5. Members are requested to handover the duly filled attendance slip at the entrance of the meeting hall and to bring copy of the Annual Report with them at the Annual General Meeting.

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. 3 & 4 of the accompanying Notice dated August 4, 2017

Item NO. 3

Though not mandatory, this statement is provided for reference.

M/s. Hemanshu Shah & Co., Chartered Accountants, Ahmedabad was appointed as Auditors of the Company at 36th Annual General Meeting held on 30th July 2016, to hold office up to the conclusion of the 37th Annual General Meeting.

In pursuance to the provisions of Section 139 of the Companies Act, 2013 ("the Act"), the existing Auditor as an Individual shall not be appointed for more than five consecutive years from the commencement of the Companies Act, 2013 i.e 1st April 2014. Every Company existing on or before the commencement of this Act, shall, not later than date of the first annual general meeting held after three years from the date of commencement of the Act, shall comply with this requirement. Accordingly, the term of the existing Auditors, M/s. Hemanshu Shah & Co, Chartered Accountants shall come to an end on conclusion of 37th Annual General Meeting of the Company.

On the basis of recommendation of the Audit Committee, the Board of Directors proposed the appointment of M/s. Rajendra D. Shah, Chartered Accountants, Ahmedabad (Firm Registration No. 108363W) as Auditors for a period of 5 years commencing from the conclusion of 37th Annual General Meeting till the conclusion of the 42nd Annual General Meeting, subject to ratification by shareholders every year, as may be applicable, in place of M/s. Hemanshu Shah & Co., Chartered Accountants.

The Company has received letter from M/s. Rajendra D. Shah, Chartered Accountants to the effect that their appointment, if made, would be within the prescribed limits under Section 141(3)(g) of the Act and they are not disqualified for appointment.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or Interested, financially or otherwise, in the resolution set out at Item No. 3 of the Notice, except as a member of the Company, if any.

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

Item No. 4

The Board, on the recommendation of the Audit Committee, has approved the appointment and remuneration of the Shri Bhalchandra Chunilal Desai, Cost Accountant as Cost Auditors of the Company to conduct the audit of the cost records of the Company for the financial year ending 31st March, 2018 at a fee of ₹ 3.20 lakh p.a. plus applicable taxes and reimbursement of out of pocket expenses, as remuneration for cost audit services for the financial year ending 31st March, 2018.

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be ratified by the shareholders of the Company.

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at Item No. 4 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending 31st March, 2018.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or Interested, financially or otherwise, in the resolution set out at Item No. 4 of the Notice, except as a member of the Company, if any.

The Board recommends the ordinary resolution set out at Item No. 4 of the Notice for approval by the shareholders.

Registered Office:
Nirma House
Ashram Road
Ahmedabad 380 009

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

Place: Ahmedabad
Date : 4th August, 2017

Paresh Sheth
Company Secretary

Annexure to AGM Notice

Details of Directors seeking re-appointment at the Annual General Meeting

Name of Director	Shri Hiren K. Patel (DIN 00145149)
Date of Birth	29.07.1973
Date of Appointment	04.02.1997
Qualification	Bachelor's degree in Chemical Engineering from Stevens Institute of Technology, New Jersey, USA. M. B. A. with specialization in Finance and Marketing from Drexel University, Pennsylvania, USA
Directorship in Other Companies	4
Chairmanship / Membership of Committees of other Companies*	Nil
No. of Shares Held	26947280 (including shares held as Trustee of Trusts)
Brief Profile	<p>Shri Hiren K. Patel joined Nirma Limited, the family-promoted Company, as a Director and went on to become Managing Director of the Company in 2006. His strategic leadership, vision and business acumen helped Nirma registering creditable surge in revenue. He currently plays the key role of managing the overall operations of the company, with hands-on role for the upcoming projects, procurement and strategic investment deals for inorganic growth including diversification and acquisitions.</p> <p>Shri Hiren K. Patel devotes time for a number of social/humanitarian services and social upliftment projects. His generous support for the victims of Gujarat earthquake and his personal efforts in building an exhaustive HLA-Typing registry for Peripheral Blood Stem Cell (PBSC) are notable among his social contributions. Being an active member of the Managing Committee of Nirma Education & Research Foundation, Shri Hiren K. Patel provides inspiring and passionate support to many initiatives in the domain of education at Nirma University as well as two institutions for quality education viz Nirma Vidyavihar and Nirma Vidyamandir.</p>

* Chairmanship / Membership of Board Committees includes only Audit Committee, Investors Grievance Committee.



NIRMA LIMITED

Regd. Office : Nirma House, Ashram Road, Ahmedabad-380 009.
Phones : +91 79 27546565,27549000 **Fax :** +91 79 27546603
Email : info@nirma.co.in • **Website :** www.nirma.co.in • **CIN :** U24240GJ1980PLC003670

PROXY FORM

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

Name of the Member(s) : _____
Registered address : _____
E-mail Id : _____
Folio No/ Client Id : _____
DP ID : _____

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

- Name :
Address :
E-mail Id :
Signature:, or failing him
- Name :
Address :
E-mail Id :
Signature:, or failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at 37th Annual General Meeting of members of the Company, to be held on Friday, the 1st September, 2017 at the Registered office of the Company at Nirma House, Ashram Road, Ahmedabad 380009 at 12:30 P.M. 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 : +91 79 27546565,27549000 **Fax :** +91 79 27546603
Email : info@nirma.co.in • **Website :** www.nirma.co.in • **CIN :** U24240GJ1980PLC003670

ATTENDANCE SLIP

DP ID.	
CLIENT ID	

FOLIO NO.	
NO. OF SHARES	

Name & Address of Shareholder / Proxy holder

I certify that I am a registered Shareholder / Proxy holder for the registered Shareholder of the Company. I hereby record my presence at the 37th Annual General Meeting of the Company held on 1st September, 2017, the Friday, at the Registered Office of the Company at Nirma House, Ashram Road, Ahmedabad 380009, Gujarat .

Member's / Proxy's Signature

(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)

Nirma Limited

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

Resolution No.

		For	Against
Ordinary Business:			
1	Adoption of Financial Statements (including consolidated financial statements) for the year ended on 31 st March, 2017.		
2	Re-appointment of Shri Hiren K. Patel, Director retiring by rotation.		
3	Appointment of Auditors		
Special Business:			
4	Ratification of remuneration to Cost Auditors.		

Signed thisday of..... 2017



Signature of Shareholder

Signature of Proxy holder(s)

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.

Route Map to the Venue of the AGM

