

## NOTICE

NOTICE is hereby given that the Thirty Eighth Annual General Meeting of the Members of **NIRMA LIMITED** will be held on Friday, the September 21, 2018 at 1.30 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 together with the Report of the Auditors thereon) for the Financial Year ended on 31<sup>st</sup> March, 2018 and the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Shri Rakesh K. Patel (DIN 00760023), who retires by rotation, and being eligible, offers himself for re-appointment.

### SPECIAL BUSINESS:

3. **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 196, 197 and 203 of the Companies Act, 2013 (“Act”) read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) and enactment(s) thereof for the time being in force), the consent of the members be and is hereby accorded for the re-appointment of Shri Shailesh V. Sonara (DIN 06592025) as a Whole Time Director designated as Director (Environment & Safety) of the Company for a period of 5 years, with effect from 1<sup>st</sup> July 2018 with the terms and conditions including remuneration as set out in the Explanatory Statement annexed to the Notice convening this Annual General Meeting and as recommended by Nomination and Remuneration Committee (“Committee”) and approved by the Board, with liberty to the Board of Directors (including Committee) to alter and vary the terms and conditions of the said re-appointment /remuneration in such manner as deemed fit necessary.

**RESOLVED FURTHER THAT** the remuneration payable to Shri Shailesh V. Sonara, shall not exceed the overall ceiling of the total managerial remuneration as provided under section 197 and Schedule V of the Companies Act, 2013 or such other limits as may be prescribed from time to time.

**RESOLVED FURTHER THAT** where in any financial year during the currency of his tenure, the Company has no profits or its profits are inadequate, the remuneration payable to Shri Shailesh V. Sonara, Whole Time Director by way of salary, perquisites and allowances shall not exceed the maximum remuneration payable in accordance with Section II of Part II of Schedule V of the Companies Act, 2013 with liberty to the Board / Committee to decide the breakup of the remuneration from time to time in consultation with the Whole Time Director.

**RESOLVED FURTHER THAT** Shri Shailesh V. Sonara, Whole Time Director be entrusted with such powers and perform such duties as may from time to time be delegated / entrusted to him subject to the supervision and control of the Board.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, usual or expedient, to give effect to the aforesaid resolution.”

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 sections 149, 152 of the Companies Act, 2013 and all other applicable provisions if any, of the Companies Act, 2013 (“Act”) and the rules made there under, read with Schedule IV of the Act, (including any statutory modification or re-enactment thereof for the time being in force) consent of the members be and is hereby accorded for the change in designation of Shri Kaushikbhai Nandubhai Patel (DIN 00145086) who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) and Section 149(7) of the Companies Act, 2013, and who is eligible for appointment, from Non-Executive Director, by appointing him as an Independent Director of the Company for the period of five years effective from 10<sup>th</sup> May, 2018.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, usual or expedient, to give effect to the aforesaid resolution.”

## ***Nirma Limited***

**5. 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, 2019, be paid the remuneration, as approved by the Board of Directors and 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  
CIN: U24240GJ1980PLC003670  
Ph. No. 079-27546565  
E-mail: [info@nirma.co.in](mailto:info@nirma.co.in)  
Website: [www.nirma.co.in](http://www.nirma.co.in)

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

**Paresh Sheth**  
Company Secretary

Place: Ahmedabad  
Date : 10<sup>th</sup> August, 2018

**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 to 5 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 38<sup>th</sup> Annual General Meeting.
4. Any query relating to financial statements must be sent to the company's Registered Office at least seven days before the date of the Meeting.
5. Details of director seeking Appointment / re-appointment at Annual General Meeting are annexed hereto and form part of the Notice.
6. Address of share transfer agents to whom Members may contact in case of any change of address or queries relating to their shares  
Link Intime India Private Limited  
5th floor, 506 to 508, Amarnath Business Centre – 1, Off C G Road, Ellisbridge, Ahmedabad – 380006.  
Contact No. 079 - 2646 5179  
Email: ahmedabad@linkintime.co.in
7. Members are hereby informed that pursuant to provisions of section 125 of the Companies Act, 2013 and the Rules made thereunder, the Company is required to transfer the dividend which remains unpaid or unclaimed for a period of seven years (from the date of transfer to Unclaimed Dividend Account) to the credit of the Investor Education and Protection Fund ('the IEPF'). In view of the same, an amount of ₹ 7,26,939/- being the unclaimed dividend for FY 2009-10 was transferred to the IEPF Authority on 12<sup>th</sup> October 2017.
8. 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 to 5 of the accompanying Notice dated 10<sup>th</sup> August, 2018**

**Item NO. 3**

At the Annual General Meeting of the Company held on 30<sup>th</sup> September, 2013, the Members of the Company had approved the appointment and terms of remuneration of Shri Shailesh V. Sonara (DIN 06592025), Whole Time Director designated as Director (Environment & Safety) of the Company for a period of 5 years w.e.f. 1<sup>st</sup> July, 2013.

Based on the recommendation of the Nomination and Remuneration Committee and keeping in view of his vast experience and exposure in environment and safety, the Board of Directors of the Company at its meeting held on 10<sup>th</sup> May 2018, has re-appointment Shri Shailesh V. Sonara as a Whole Time Director designated as Director (Environment & Safety) for a period of 5 years w.e.f. 1<sup>st</sup> July, 2018, subject to approval of the members of the Company.

Shri Shailesh V. Sonara aged 72 years, is B.E. (Electricals) and L.L.B. He is looking after the environment and safety areas of various plants of the Company. He has good command on various environmental laws. He is also holding position as an Occupier for all plants under different Acts as may be applicable to the Company.

The terms and condition of his re-appointment are as under:

**Period:**

For the period of 5 years w.e.f. July 1, 2018

**Remuneration:**

1. Basic Salary:

₹ 1,10,000 (Rupees One lakh ten thousand only) per month, with such increment(s) as may be decided by the Nomination and Remuneration Committee from time to time in accordance with the HR policy of the Company;

2. He shall be entitled to the perquisites, benefits, and allowance as may be decided by Board and / or Nomination and Remuneration Committee from time to time;

3. In addition to above, he shall be entitled for Company's contribution to Provident Fund, leave encashment and payment of gratuity as per the HR Policy of the Company;

4. Overall Remuneration:

The aggregate of salary, together with perquisites, allowance, benefits and amenities payable to Shri Shailesh V. Sonara in any financial year shall not exceed the limits prescribed from time to time under section 196, 197 of the Act read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) and enactment(s) thereof for the time being in force);

5. Shri Shailesh V. Sonara shall not be entitled to any sitting fees for attending meetings of the Board or Committees thereof;

6. The perquisites shall be valued in terms of actual expenditure incurred by the Company and shall be evaluated wherever applicable as per Income Tax Act, 1961 or rules made thereunder and any modification thereof.

The above may be treated as a written memorandum setting out the terms of re-appointment of Shri Shailesh V. Sonara under Section 190 of the Act. Details of Shri Shailesh V. Sonara are provided in the "Annexure" to the Notice.

Shri Shailesh V. Sonara is interested in the resolution set out at Item No. 3 of the Notice.

Save and except the above, none of the other 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 special resolution set out at Item No. 3 of the Notice for approval by the members.

#### **Item No. 4**

Based on the recommendation of the Nomination and Remuneration Committee and subject to the approval of the Members of the Company, the Board of Directors of the Company in their meeting held on 10<sup>th</sup> May, 2018 has approved the change in designation of Shri Kaushikbhai Nandubhai Patel (DIN 00145086), 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 appointment, from Non-Executive Director, by appointing him as an Independent Director of the Company for the period of five years effective from 10<sup>th</sup> May, 2018, in accordance with the provisions of Section 149 of the Companies Act, 2013 ('the Act') read with Schedule IV.

Shri Kaushikbhai N. Patel is a Chartered Accountant, having rich and varied experience and exposure in the areas of finance, planning and capital market. He also possesses extensive knowledge in exploring diversification, mergers and acquisitions. His appointment as an Independent Director would help the Company in bringing his Independent judgment on various key areas for balanced decision making. Other Details of him are provided in Annexure to the Notice forming part of it, pursuant to the Provisions of the Act and Secretarial Standard on General Meeting, issued by the Institute of Company Secretaries of India. The terms and conditions of his appointment shall be open for inspection by the Members at the registered office of the Company during the normal business hours on any working day.

Shri Kaushikbhai N. Patel is interested in the resolution set out at Item No. 4 of the Notice.

Save and except the above, none of the other 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 members.

#### **Item No. 5**

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 31<sup>st</sup> March, 2019 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 31<sup>st</sup> March, 2019.

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. 5 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending 31<sup>st</sup> March, 2019.

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. 5 of the Notice, except as a member of the Company, if any.

The Board recommends the ordinary resolution set out at Item No. 5 of the Notice for approval by the members.

Registered Office:  
Nirma House  
Ashram Road  
Ahmedabad 380 009  
CIN: U24240GJ1980PLC003670  
Ph. No. 079-27546565  
E-mail: info@nirma.co.in  
Website: www.nirma.co.in

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

**Paresh Sheth**  
Company Secretary

Place: Ahmedabad  
Date : 10<sup>th</sup> August, 2018

**Annexure to Notice**

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

<b>Name of Director</b>	<b>Shri Rakesh K. Patel</b> (DIN 00760023)	<b>Shri Shailesh V. Sonara</b> (DIN 06592025 )	<b>Shri Kaushikbhai N. Patel</b> (DIN 00145086)
Age	46	72	62
Qualification	B.Com., M.B.A. (Marketing)	B.E. (Electricals) and L.L.B.	Chartered Accountant
Experience	Shri Rakesh K. Patel is an Industrialist having vast experience in production, logistic and human resource function.	Shri Shailesh V. Sonara has rich and varied experience in handling of Environmental areas of plants, compliance of laws and regulatory affairs.	Shri Kaushikbhai N. Patel has rich and varied experience and exposure in the areas of finance, accounts, audit, planning and capital market. He also possesses extensive knowledge and expertise in exploring diversification, mergers and acquisitions.
Terms and Conditions of Appointment / Re-appointment	In terms of section 152(6) of the Companies Act, 2013, he is liable to retire by rotation at this meeting.	As per resolution no. 3 of the Notice of this meeting read with explanatory statement thereto, he is proposed to be re-appointed for a further period of 5 years w.e.f. 1 <sup>st</sup> July, 2018.	As per resolution no. 4 of the Notice of this meeting read with explanatory statement thereto, Shri Kaushikbhai N. Patel is proposed to be appointment as an Independent Director for the period of 5 years w.e.f. 10 <sup>th</sup> May, 2018.
Remuneration last drawn <sup>§</sup> (2017-18)	Perquisites amounting to Rs. 34,141/-	Rs. 0.18 core	Nil
Remuneration proposed to be paid <sup>§</sup>	Specified perquisites	As per resolution no. 3 of the Notice of this meeting read with explanatory statement thereto.	Nil
Date of first Appointment on the Board	04.02.1997	10.06.2013	06.06.2002
No. of Shares Held in the Company	34744124*	Nil	Nil
Relationship with other Directors / Key Managerial Personnel	Son of Shri K. K. Patel Brother of Shri Hiren K. Patel and not related to any other Director / Key Managerial Personnel	Not related to any Director / Key Managerial Personnel	Not related to any Director / Key Managerial Personnel
No. of Meetings of Board attended during the year 2017-18	5	4	1
Directorship of Other Companies	Nirma Industries Pvt. Ltd. Nirma Management Services Pvt. Ltd Nirma Labs Harsiddh Associates LLP	The Kalapur Commercial Co-op. Bank Limited	Nuvoco Vistas Corporation Ltd. The Kalapur Commercial Co-op. Bank Limited
Chairmanship / Membership of Committees of other Companies	Nil	Nil	Nuvoco Vistas Corporation Limited Nomination and Remuneration Committee - Member

\*including shares held jointly and / or as Trustee of Trusts

§ Excluding Sitting fees for attending meetings



## 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]*

**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/ Client 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: ....., or failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at 38<sup>th</sup> Annual General Meeting of members of the Company, to be held on Friday, the 21<sup>st</sup> September, 2018 at the Registered office of the Company at Nirma House, Ashram Road, Ahmedabad 380009 at 1:30 P.M. and at any adjournment thereof in respect of such resolutions as are indicated below:

## Nirma Limited

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

Sr. No.	Resolutions	For	Against
<b>Ordinary Business:</b>			
1	Adoption of Financial Statements [including consolidated financial statements] for the year ended on 31 <sup>st</sup> March, 2018.		
2	Re-appointment of Shri Rakesh K. Patel, Director retiring by rotation.		
<b>Special Business:</b>			
3	Re-appointment of Shri Shailesh V. Sonara as a Whole Time Director designated as Director (Environment & Safety) of the Company for a period of five years.		
4	Appointment of Shri Kaushikbhai N. Patel as an Independent Director of the Company for the period of five years.		
5	Ratification of remuneration to Cost Auditors.		

Affix  
Revenue  
Stamp of  
₹ 1/-

Signed this ..... day of..... 2018

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) For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of the 38<sup>th</sup> ANNUAL GENERAL MEETING of the Company.
- (6) Appointing a proxy does not prevent a member from attending the meeting in person if he/she so wishes. When a member appoints a Proxy and both the member and proxy attend the meeting, the proxy will stand automatically revoked.
- (7) 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 :** +91 79 27546565,27549000 **Fax :** +91 79 27546603

**Email :** info@nirma.co.in • **Website :** www.nirma.co.in • **CIN :** U24240GJ1980PLC003670

**ATTENDANCE SLIP**

38<sup>th</sup> ANNUAL GENERAL MEETING ON FRIDAY, SEPTEMBER 21, 2018 AT 1.30 P.M.

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 38<sup>th</sup> Annual General Meeting of the Company being held on Friday September 21, 2018, at the Registered Office of the Company at Nirma House, Ashram Road, Ahmedabad 380009, Gujarat.

Signature of Member / Proxy / Authorised Representative

Notes:

1. Shareholder attending the meeting in person or by proxy is requested to sign the attendance slip and handover it at the entrance of the Meeting Venue.
2. Only Member/Proxy holder will be allowed to attend the Meeting.

**Route Map to the Venue of the AGM**

