

## NOTICE

NOTICE is hereby given that the Thirty Ninth Annual General Meeting of the Members of **NIRMA LIMITED** will be held on Monday, the 30<sup>th</sup> September 2109 at 01:30 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, 2019 and the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Shri Kaushikbhai N. Patel (DIN 00145086), 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 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, 2020, 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  
Website: www.nirma.co.in

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

**Paresh Sheth**  
Company Secretary

Place: Ahmedabad  
Date : 12<sup>th</sup> August, 2019

# 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 is 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 39<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 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 of the accompanying Notice dated 12<sup>th</sup> August, 2019**

**Item No. 3**

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, 2020 at a fee of Rs. 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, 2020.

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. 3 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending 31<sup>st</sup> March, 2020.

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 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  
Place: Ahmedabad  
Date : 12<sup>th</sup> August, 2019

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

**Paresh Sheth**  
Company Secretary

# Nirma Limited

## Annexure to Notice

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

<b>Name of Director</b>	<b>Shri Kaushikbhai N. Patel</b> (DIN 00145086)
Age	63
Qualification	Chartered Accountant
Experience	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.
Remuneration last drawn <sup>§</sup> (2018-19)	Nil
Remuneration proposed to be paid <sup>§</sup>	Nil
Date of first Appointment on the Board	06.06.2002
No. of Shares Held in the Company	Nil
Relationship with other Directors / Key Managerial Personnel	Not related to any Director / Key Managerial Personnel
No. of Meetings of Board attended during the year 2018-19	4
Directorship of Other Companies	Nuvoco Vistas Corporation Ltd. The Kalupur Commercial Co-op. Bank Limited
Chairmanship / Membership of Committees of other Companies	Nuvoco Vistas Corporation Limited Nomination and Remuneration Committee – Member Corporate Social Responsibility Committee - Member

*§ 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 : \_\_\_\_\_

Email ID : \_\_\_\_\_

Signature : \_\_\_\_\_ , or failing him

2. Name : \_\_\_\_\_

Address : \_\_\_\_\_

Email ID : \_\_\_\_\_

Signature : \_\_\_\_\_

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at 39<sup>th</sup> Annual General Meeting of members of the Company, to be held on Monday, the September 30, 2019 at the Registered office of the Company at Nirma House, Ashram Road, Ahmedabad 380009 at 01:30 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, 2019.		
2	Re-appointment of Shri Kaushikbhai N. Patel, Director retiring by rotation.		
<b>Special Business:</b>			
3	Ratification of remuneration to Cost Auditors.		

Affix  
Revenue  
Stamp of  
₹ 1/-

Signed this ..... day of..... 2019

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.**
- 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.
- \* 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.
- For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of the 39<sup>th</sup> ANNUAL GENERAL MEETING of the Company.
- 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.
- 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**39<sup>th</sup> ANNUAL GENERAL MEETING ON MONDAY, SEPTEMBER 30, 2019 AT 01:30 P.M.

DP ID.	
CLIENT ID	

FOLIO NO.	
NO. OF SHARES	

Name &amp; Address of Shareholder / Proxy holder / Authorised Representative

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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 39<sup>th</sup> Annual General Meeting of the Company being held on Monday, September 30, 2019, 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.

