

# FORM NO. MGT-7

[Pursuant to sub-Section(1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11of the Companies (Management and Administration) Rules, 2014]



# Annual Return (other than OPCs and Small Companies)

Form language  English  Hindi

Refer the instruction kit for filing the form.

## I. REGISTRATION AND OTHER DETAILS

(i) \* Corporate Identification Number (CIN) of the company

U24240GJ1980PLC003670

Pre-fill

Global Location Number (GLN) of the company

\* Permanent Account Number (PAN) of the company

AAACN5350K

(ii) (a) Name of the company

NIRMA LIMITED

(b) Registered office address

NIRMA HOUSE ASHRAM ROAD  
AHMEDABAD  
Ahmedabad  
Gujarat  
380009

(c) \*e-mail ID of the company

sec\_nirma@nirma.co.in

(d) \*Telephone number with STD code

07927549000

(e) Website

www.nirma.co.in

(iii) Date of Incorporation

25/02/1980

(iv)	Type of the Company	Category of the Company	Sub-category of the Company
	Public Company	Company limited by shares	Indian Non-Government company

(v) Whether company is having share capital

Yes  No

(vi) \*Whether shares listed on recognized Stock Exchange(s)

Yes  No

(b) CIN of the Registrar and Transfer Agent

U67190MH1999PTC118368

Pre-fill

Name of the Registrar and Transfer Agent

LINK INTIME INDIA PRIVATE LIMITED

Registered office address of the Registrar and Transfer Agents

C-101, 1st Floor, 247 Park, Lal Bahadur Shastri Marg, Vikh  
roli (West ), NA

(vii) \*Financial year From date 01/04/2023 (DD/MM/YYYY) To date 31/03/2024 (DD/MM/YYYY)

(viii) \*Whether Annual general meeting (AGM) held  Yes  No

(a) If yes, date of AGM

(b) Due date of AGM

30/09/2024

(c) Whether any extension for AGM granted

Yes  No

(f) Specify the reasons for not holding the same

## II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

\*Number of business activities

1

S.No	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	C	Manufacturing	C6	Chemical and chemical products, pharmaceuticals, medicinal chemical and	90.35

## III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

\*No. of Companies for which information is to be given

6

Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	KARNAVATI HOLDINGS INC., U		Subsidiary	100
2	SEARLES VALLEY MINERALS IN		Subsidiary	100
3	SEARLES VALLEY MINERALS EU		Subsidiary	100
4	SEARLES DOMESTIC WATER CC		Subsidiary	100
5	TRONA RAILWAY COMPANY LI		Subsidiary	100

6	Glenmark Life Sciences Limited	L74900PN2011PLC139963	Subsidiary	75
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#### IV. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

##### (i) \*SHARE CAPITAL

###### (a) Equity share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Total number of equity shares	1,461,000,000	146,075,130	146,075,130	146,075,130
Total amount of equity shares (in Rupees)	7,305,000,000	730,375,650	730,375,650	730,375,650

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of equity shares	1,461,000,000	146,075,130	146,075,130	146,075,130
Nominal value per share (in rupees)	5	5	5	5
Total amount of equity shares (in rupees)	7,305,000,000	730,375,650	730,375,650	730,375,650

###### (b) Preference share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	4,500,000	0	0	0
Total amount of preference shares (in rupees)	450,000,000	0	0	0

Number of classes

1

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of preference shares	4,500,000	0	0	0
Nominal value per share (in rupees)	100	100	100	100
Total amount of preference shares (in rupees)	450,000,000	0	0	0

###### (c) Unclassified share capital

Particulars	Authorised Capital
Total amount of unclassified shares	0

###### (d) Break-up of paid-up share capital

Class of shares	Number of shares			Total nominal amount	Total Paid-up amount	Total premium
	Physical	DEMAT	Total			
<b>Equity shares</b>						
<b>At the beginning of the year</b>	0	146,075,130	146075130	730,375,650	730,375,650	
<b>Increase during the year</b>	0	0	0	0	0	0
i. Public Issues	0	0	0	0	0	0
ii. Rights issue	0	0	0	0	0	0
iii. Bonus issue	0	0	0	0	0	0
iv. Private Placement/ Preferential allotment	0	0	0	0	0	0
v. ESOPs	0	0	0	0	0	0
vi. Sweat equity shares allotted	0	0	0	0	0	0
vii. Conversion of Preference share	0	0	0	0	0	0
viii. Conversion of Debentures	0	0	0	0	0	0
ix. GDRs/ADRs	0	0	0	0	0	0
x. Others, specify				0	0	
<b>Decrease during the year</b>	0	0	0	0	0	0
i. Buy-back of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify				0	0	
<b>At the end of the year</b>	0	146,075,130	146075130	730,375,650	730,375,650	
<b>Preference shares</b>						
<b>At the beginning of the year</b>	0	0	0	0	0	
<b>Increase during the year</b>	0	0	0	0	0	0
i. Issues of shares	0	0	0	0	0	0
ii. Re-issue of forfeited shares	0	0	0	0	0	0

iii. Others, specify						
<b>Decrease during the year</b>	0	0	0	0	0	0
i. Redemption of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify						
<b>At the end of the year</b>	0	0	0	0	0	0

ISIN of the equity shares of the company

(ii) Details of stock split/consolidation during the year (for each class of shares)

Class of shares		(i)	(ii)	(iii)
Before split / Consolidation	Number of shares			
	Face value per share			
After split / Consolidation	Number of shares			
	Face value per share			

(iii) Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company) \*

Nil

[Details being provided in a CD/Digital Media]

Yes  No  Not Applicable

Separate sheet attached for details of transfers

Yes  No

Note: In case list of transfer exceeds 10, option for submission as a separate sheet attachment or submission in a CD/Digital Media may be shown.

Date of the previous annual general meeting	<input type="text"/>
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Date of registration of transfer (Date Month Year) <input type="text"/>			
Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>
Ledger Folio of Transferor <input type="text"/>			
Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name
Ledger Folio of Transferee <input type="text"/>			
Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

Date of registration of transfer (Date Month Year) <input type="text"/>			
Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>
Ledger Folio of Transferor <input type="text"/>			
Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name
Ledger Folio of Transferee <input type="text"/>			
Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

(iv) \*Debentures (Outstanding as at the end of financial year)

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debentures	350,000	100000	34,653,701,113
Partly convertible debentures	0	0	0
Fully convertible debentures	0	0	0
<b>Total</b>			<b>34,653,701,113</b>

Details of debentures

Class of debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Non-convertible debentures	4,354,090,140	34,653,701,113	4,354,090,140	34,653,701,113
Partly convertible debentures	0	0	0	0
Fully convertible debentures	0	0	0	0

(v) Securities (other than shares and debentures)

0

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
<b>Total</b>					

V. \*Turnover and net worth of the company (as defined in the Companies Act, 2013)

(i) Turnover

72,676,581,802

(ii) Net worth of the Company

81,953,831,692

VI. (a) \*SHARE HOLDING PATTERN - Promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	146,075,130	100	0	
	(ii) Non-resident Indian (NRI)	0	0	0	
	(iii) Foreign national (other than NRI)	0	0	0	

2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	0	0	0	
10.	Others	0	0	0	
	<b>Total</b>	146,075,130	100	0	0

**Total number of shareholders (promoters)**

7

**(b) \*SHARE HOLDING PATTERN - Public/Other than promoters**

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	0	0	0	
	(ii) Non-resident Indian (NRI)	0	0	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	



4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	0	0	0	
10.	Others	0	0	0	
	<b>Total</b>	0	0	0	0

**Total number of shareholders (other than promoters)**

0

**Total number of shareholders (Promoters+Public/  
Other than promoters)**

7

**VII. \*NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS  
(Details, Promoters, Members (other than promoters), Debenture holders)**

Details	At the beginning of the year	At the end of the year
Promoters	7	7
Members (other than promoters)	0	0
Debenture holders	8	42

**VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**

**(A) \*Composition of Board of Directors**

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive
<b>A. Promoter</b>	1	2	1	2	19.95	78.61
<b>B. Non-Promoter</b>	1	2	1	3	0	0
(i) Non-Independent	1	1	1	1	0	0
(ii) Independent	0	1	0	2	0	0
<b>C. Nominee Directors representing</b>	0	0	0	0	0	0

(i) Banks & FIs	0	0	0	0	0	0
(ii) Investing institutions	0	0	0	0	0	0
(iii) Government	0	0	0	0	0	0
(iv) Small share holders	0	0	0	0	0	0
(v) Others	0	0	0	0	0	0
Total	2	4	2	5	19.95	78.61

Number of Directors and Key managerial personnel (who is not director) as on the financial year end date

9

**(B) (i) \*Details of directors and Key managerial personnel as on the closure of financial year**

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
KARSANBHAI KHODIJI	00404099	Director	86,152,936	
RAKESHBHAI KARSANBHAI	00760023	Director	28,668,905	
PANKAJ RAMANBHAI	00131852	Director	0	
KAUSHIKBHAI NANDLAL	00145086	Director	0	
TEJALBEN AMITKUMAR	10125072	Director	0	
SHAILESHBHAI VALJI	06592025	Whole-time director	0	
HIREN KARSANBHAI	00145149	Managing Director	29,145,609	
MANAN NUTANBHAI	ALLPS2780H	CFO	0	
PARESH BALMUKUND	AEAPS2375C	Company Secretary	0	

**(ii) Particulars of change in director(s) and Key managerial personnel during the year**

2

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation	Nature of change (Appointment/ Change in designation/ Cessation)
TEJALBEN AMITKUMAR	10125072	Additional director	18/05/2023	Appointed as Independent Director
TEJALBEN AMITKUMAR	10125072	Director	15/09/2023	Members at AGM held on 15.09.2023

**IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS**

**A. MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS**

Number of meetings held

2

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
ANNUAL GENERAL MEETING	15/09/2023	7	6	100
EXTRA ORDINARY GENERAL MEETING	16/10/2023	7	6	100

## B. BOARD MEETINGS

\*Number of meetings held

6

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	25/05/2023	7	5	71.43
2	20/06/2023	7	6	85.71
3	08/08/2023	7	7	100
4	21/09/2023	7	5	71.43
5	26/10/2023	7	7	100
6	02/02/2024	7	6	85.71

## C. COMMITTEE MEETINGS

Number of meetings held

17

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
1	Audit Committee	25/05/2023	3	2	66.67
2	Audit Committee	08/08/2023	3	2	66.67
3	Audit Committee	26/10/2023	3	3	100
4	Audit Committee	02/02/2024	3	2	66.67
5	Audit Committee	18/03/2024	3	3	100
6	Corporate Social Responsibility	25/05/2023	3	3	100
7	Corporate Social Responsibility	02/02/2024	3	3	100
8	Nomination and Remuneration	20/06/2023	3	2	66.67

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
9	Investment Co	26/04/2023	4	3	75
10	Investment Cor	08/05/2023	4	3	75

**D. \*ATTENDANCE OF DIRECTORS**

S. No.	Name of the director	Board Meetings			Committee Meetings			Whether attended AGM held on
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	
1	KARSANBHAI	6	6	100	2	2	100	
2	RAKESHBHAI	6	6	100	8	7	87.5	
3	PANKAJ RAM	6	5	83.33	0	0	0	
4	KAUSHIKBHAI	6	4	66.67	17	12	70.59	
5	TEJALBEN AM	6	6	100	8	8	100	
6	SHAILESHBHAI	6	4	66.67	12	10	83.33	
7	HIREN KARSANBHAI	6	5	83.33	11	11	100	

**X. \*REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**

Nil

Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered

2

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/Sweat equity	Others	Total Amount
1	HIREN KARSANBHAI	MANAGING DIRECTOR	54,842,233	0	0	9,478,552	64,320,785
2	SHAILESHBHAI VA	WHOLE TIME DIRECTOR	2,518,896	0	0	463,067	2,981,963
	Total		57,361,129	0	0	9,941,619	67,302,748

Number of CEO, CFO and Company secretary whose remuneration details to be entered

2

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/Sweat equity	Others	Total Amount
1	MANAN NUTANBHAI	CFO	6,398,832	0	0	1,058,869	7,457,701

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
2	PARESH BALMUKI	COMPANY SEC	7,206,542	0	0	402,847	7,609,389
	Total		13,605,374	0	0	1,461,716	15,067,090

Number of other directors whose remuneration details to be entered

5

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	KARSANBHAI KHC	DIRECTOR	0	0	0	416,345	416,345
2	RAKESHBHAI KAR	DIRECTOR	0	0	0	338,862	338,862
3	PANKAJ RAMANBH	DIRECTOR	0	0	0	200,000	200,000
4	KAUSHIKBHAI NAM	DIRECTOR	0	0	0	180,000	180,000
5	TEJALBEN AMITKL	DIRECTOR	0	0	0	300,000	300,000
	Total		0	0	0	1,435,207	1,435,207

#### XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

\* A. Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year  Yes  No

B. If No, give reasons/observations

#### XII. PENALTY AND PUNISHMENT - DETAILS THEREOF

(A) DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/DIRECTORS /OFFICERS  Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which penalised / punished	Details of penalty/ punishment	Details of appeal (if any) including present status

(B) DETAILS OF COMPOUNDING OF OFFENCES  Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in Rupees)

**XIII. Whether complete list of shareholders, debenture holders has been enclosed as an attachment**

Yes  No

**XIV. COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES**

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

Name

Whether associate or fellow  Associate  Fellow

Certificate of practice number

**I/We certify that:**

- (a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.  
(b) Unless otherwise expressly stated to the contrary elsewhere in this Return, the Company has complied with all the provisions of the Act during the financial year.

**Declaration**

I am Authorised by the Board of Directors of the company vide resolution no. ...  dated

(DD/MM/YYYY) to sign this form and declare that all the requirements of the Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:

1. Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.
2. All the required attachments have been completely and legibly attached to this form.

**Note: Attention is also drawn to the provisions of Section 447, section 448 and 449 of the Companies Act, 2013 which provide for punishment for fraud, punishment for false statement and punishment for false evidence respectively.**

**To be digitally signed by**

Director

DIN of the director

**To be digitally signed by**

- Company Secretary  
 Company secretary in practice

Membership number

Certificate of practice number

**Attachments**

- 1. List of share holders, debenture holders
- 2. Approval letter for extension of AGM;
- 3. Copy of MGT-8;
- 4. Optional Attachement(s), if any

<b>Attach</b>
<b>Attach</b>
<b>Attach</b>
<b>Attach</b>

**List of attachments**

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<b>Remove attachment</b>
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Modify
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Check Form
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Prescrutiny
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Submit
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**This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company**

**C. COMMITTEE MEETINGS**

Number of meetings held

17

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
1	Investment Co	20/05/2023	4	3	75
2	Investment Co	27/11/2023	4	4	100
3	Investment Co	27/12/2023	4	3	75
4	Investment Co	12/02/2024	4	4	100
5	Investment Co	22/02/2024	4	4	100
6	Committee of I	02/11/2023	3	3	100
7	Committee of I	23/02/2024	3	3	100
8					



### **Clarification in form MGT-7 of Nirma Limited for financial year ended 31.03.2024**

#### **Point No. III – Particulars of Holding, Subsidiary and associate Companies (including joint venture)**

Sr. no. 6 – During the year under review, the Company acquired 75% equity shares of Glenmark Life Sciences Limited (“GLS”) (55% on 06.03.2024 and 20% on 12.03.2024) and consequently GLS become subsidiary of the Company.

#### **Point No. IV(iv) - Details of debentures**

Outstanding Amount of debentures at the beginning and end of the financial year includes the amount of interest accrued on such NCDs. The said amount is as per outstanding amount of NCDs as mentioned in the audited Annual Financial Statements of the Company (as per IND AS) for FY ended on 31.03.2024. During the FY 2023-24, the Company had issued 350000 Secured listed Non-Convertible Debentures of Rs. 1 Lakh each in three tranches aggregating to Rs. 3500 crore.

#### **Point No. VI (a) - SHARE HOLDING PATTERN – Promoter**

Sr. No. 1(i)

- Shri Karsanbhai K. Patel holds 86152936 Equity Shares being 58.98% of Equity Capital as Promoter.
- other members hold 59922194 Equity Shares being 41.02% of Equity Capital as Promoter Group – Immediate relatives of Promoter.

In absence of separate row for shares held by Promoter Group – Immediate relatives of Promoter, the above clarification is given.

First Name	Middle Name	Last Name	Folio No.	DP ID-Client Id	Account Number	Number of shares held	Class of Shares
Karsanbhai <sup>#</sup>	Khodidas	Patel	NA	IN304295	50926304	86,152,936	Equity share
Rakesh <sup>§</sup>	Karsanbhai	Patel	NA	IN301321	10713232	28,668,905	Equity share
Hiren <sup>§</sup>	Karsanbhai	Patel	NA	IN301321	10713249	29,145,609	Equity share
Shantaben <sup>§</sup>	Karsanbhai	Patel	NA	IN301321	10713265	100	Equity share
Rajalben* <sup>§</sup>	H	Patel	NA	IN301321	10335702	964,280	Equity share
Keyuriben* <sup>§</sup>	Rakeshbhai	Patel	NA	IN301321	10679911	1143200	Equity share
Dhruvil <sup>§</sup>	H	Patel	NA	IN301321	10741127	100	Equity share

\* Shares held jointly

<sup>#</sup> Promoter

<sup>§</sup> Promoter Group ~ Immediate relatives of Promoter

## List of Non-convertible Debenture Holders of Nirma Limited as on 31.03.2024

First Name	Middle Name	Last Name	Reference Number	Number of debentures	Total amount of debentures
ADITYA BIRLA SUN LIFE TRUSTEE PRIVATE LIMITED A/C ADITYA BIRLA SUN LIFE SAVINGS FUND	NA	NA	INE091A07190	25000.00	2500000000
SBI MAGNUM LOW DURATION FUND	NA	NA	INE091A07190	10000.00	1000000000
ICICI PRUDENTIAL SAVINGS FUND	NA	NA	INE091A07190	20000.00	2000000000
ICICI PRUDENTIAL ULTRA SHORT TERM FUND	NA	NA	INE091A07190	9500.00	950000000
ADITYA BIRLA SUN LIFE INSURANCE COMPANY LIMITED	NA	NA	INE091A07190	2500.00	2500000000
KOTAK SAVINGS FUND	NA	NA	INE091A07190	25000.00	2500000000
BANDHAN CREDIT RISK FUND	NA	NA	INE091A07190	2000.00	2000000000
AXIS MUTUAL FUND TRUSTEE LIMITED A/C AXIS MUTUAL FUND A/C AXIS ULTRA SHORT TERM FUND	NA	NA	INE091A07190	5000.00	5000000000
UTI - CREDIT RISK FUND	NA	NA	INE091A07190	1500.00	1500000000
ICICI PRUDENTIAL LIFE INSURANCE COMPANY LIMITED	NA	NA	INE091A07190	4500.00	4500000000
ALPHA ALTERNATIVES FINANCIAL SERVICES PRIVATE LIMITED	NA	NA	INE091A07190	5000.00	5000000000
HSBC CREDIT RISK FUND	NA	NA	INE091A07208	2500.00	2500000000
ICICI PRUDENTIAL ALL SEASONS BOND FUND	NA	NA	INE091A07208	20000.00	2000000000
ICICI PRUDENTIAL SAVINGS FUND	NA	NA	INE091A07208	7500.00	7500000000
ICICI PRUDENTIAL SHORT TERM FUND	NA	NA	INE091A07208	12500.00	1250000000
ICICI PRUDENTIAL FLOATING INTEREST FUND	NA	NA	INE091A07208	5000.00	5000000000
NIPPON LIFE INDIA TRUSTEE LTD-A/C NIPPON INDIA CREDIT RISK FUND	NA	NA	INE091A07208	2500.00	2500000000
KOTAK CREDIT RISK FUND	NA	NA	INE091A07208	2000.00	2000000000
AXIS MUTUAL FUND TRUSTEE LIMITED A/C AXIS MUTUAL FUND A/C AXIS STRATEGIC BOND FUND	NA	NA	INE091A07208	6000.00	6000000000
KOTAK MAHINDRA TRUSTEE CO. LTD. A/C KOTAK MEDIUM TERM FUND	NA	NA	INE091A07208	3500.00	3500000000
AXIS MUTUAL FUND TRUSTEE LIMITED A/C AXIS MUTUAL FUND A/C AXIS CREDIT RISK FUND	NA	NA	INE091A07208	1500.00	1500000000
KOTAK MAHINDRA TRUSTEE CO. LTD. A/C KOTAK LOW DURATION FUND	NA	NA	INE091A07208	2000.00	2000000000
HDFC MUTUAL FUND-HDFC CREDIT RISK DEBT FUND	NA	NA	INE091A07208	12500.00	1250000000
HDFC MUTUAL FUND-HDFC FLOATING RATE DEBT FUND	NA	NA	INE091A07208	1000.00	1000000000
ADITYA BIRLA FINANCE LIMITED	NA	NA	INE091A07208	3000.00	3000000000
SBI MAGNUM MEDIUM DURATION FUND	NA	NA	INE091A07208	1000.00	1000000000
SBI CREDIT RISK FUND	NA	NA	INE091A07208	11500.00	1150000000
ICICI PRUDENTIAL CREDIT RISK FUND	NA	NA	INE091A07208	15000.00	1500000000
ICICI PRUDENTIAL MEDIUM TERM BOND FUND	NA	NA	INE091A07208	10000.00	1000000000
BARODA BNP PARIBAS CREDIT RISK FUND	NA	NA	INE091A07208	1000.00	1000000000
DSP CREDIT RISK FUND	NA	NA	INE091A07216	1500.00	1500000000
ADITYA BIRLA SUN LIFE TRUSTEE PRIVATE LIMITED A/C ADITYA BIRLA SUN LIFE SAVINGS FUND	NA	NA	INE091A07216	50000.00	5000000000
ICICI PRUDENTIAL SAVINGS FUND	NA	NA	INE091A07216	27500.00	2750000000
NIPPON LIFE INDIA TRUSTEE LTD-A/C NIPPON INDIA HYBRID BOND FUND	NA	NA	INE091A07216	2500.00	2500000000
NIPPON LIFE INDIA TRUSTEE LTD-A/C NIPPON INDIA CREDIT RISK FUND	NA	NA	INE091A07216	2000.00	2000000000
KOTAK MAHINDRA TRUSTEE CO. LTD. A/C KOTAK LOW DURATION FUND	NA	NA	INE091A07216	10500.00	1050000000
AXIS MUTUAL FUND TRUSTEE LIMITED A/C AXIS MUTUAL FUND A/C AXIS ULTRA SHORT TERM FUND	NA	NA	INE091A07216	1000.00	1000000000
UTI ULTRA SHORT DURATION FUND	NA	NA	INE091A07216	2500.00	2500000000
UTI LOW DURATION FUND	NA	NA	INE091A07216	5000.00	5000000000
UTI - CREDIT RISK FUND	NA	NA	INE091A07216	1000.00	1000000000
HDFC MUTUAL FUND-HDFC CREDIT RISK DEBT FUND	NA	NA	INE091A07216	6500.00	6500000000
ADITYA BIRLA FINANCE LIMITED	NA	NA	INE091A07216	10000.00	1000000000

**Form No. MGT-8**

*[Pursuant to Section 92(2) of the Companies Act, 2013 and Rule 11(2) of  
Companies (Management and Administration) Rules, 2014]*

We have examined the registers, records and books and papers of **Nirma Limited** (CIN: U24240GJ1980PLC003670) having Registered Office situated at Nirma House, Ashram Road, Ahmedabad- 380009, Gujarat ('the Company') as required to be maintained under the Companies Act, 2013 ('the Act') and the rules made there under for the financial year ended on **31<sup>st</sup> March, 2024**.

In our opinion and to the best of our information and according to the examinations carried out by us and explanations furnished to us by the company, its officers and agents, We certify that:

- A. The Annual Return states the facts as at the close of the aforesaid financial year correctly and adequately.
- B. During the aforesaid financial year the Company has complied with provisions of the Act & Rules made there under in respect of:
  1. its status under the Act;
  2. The Company has kept and maintained all registers /records & made entries therein within the time prescribed there for;
  3. The Company has filed forms and returns with the Registrar of Companies or other authorities within/beyond the prescribed time;
  4. The Company has complied with all the provisions relating to calling/ convening/ holding meetings of Board of Directors & its Committees, and the meetings of the members of the Company on due dates as stated in the Annual Return in respect of which proper notices were given of and the proceedings have been properly recorded in the minutes book/ registers maintained for the purpose and the same have been signed.
  5. The Company was not required to close its Register of Members during the year under review;
  6. The Company has complied with the provisions of Section 185 of the Act in respect of loans/guarantees given/provided by the Company, if any;
  7. The Company has complied with all applicable provisions relating to Contracts / arrangements with related parties as specified in Section 188 of the Act;

8. The Company has:

(i)

(A) Issued Secured, Rated, Listed, Redeemable, Non-Convertible Debentures Series VII having face value of Rs. 1,00,000/- (Indian Rupees One Lakhs only) each in three tranches (Tranche A, Tranche B and Tranche C), aggregating to Rs. 3,500 crores for cash, on a private placement basis and got the same listed at National Stock Exchange of India Limited after complying with necessary provisions and made allotment on 22<sup>nd</sup> February, 2024 after complying with the provisions of the Companies Act, 2013.

Except this, the Company has not issued / allotted any Shares or other securities during the financial year.

(B) Redeemed 3100, 7.75% Secured, Rated, Listed, Redeemable Non-Convertible Debentures (NCDs Series V) aggregating to Rs. 310 crore, on 2nd June, 2023, on maturity.

(C) Redeemed 1000, 7.59% Unsecured, Rated, Listed, Non-Convertible Debentures (NCDs Series VI) aggregating to Rs. 100 crore, on 5<sup>th</sup> January, 2024, on maturity.

(ii) not delivered any certificates as no application were lodged for transfer/transmission or for any other purpose during the financial year.

(iii) not bought back any shares during the financial year.

(iv) not issued any preference shares.

(v) Altered the authorised capital clause of the Memorandum of Association of the Company by reclassification and consolidation of several classes of Preference Shares capital of the Company, in pursuance to approval given by the members of the Company at the Annual General Meeting held on 15<sup>th</sup> September, 2023. There was no alteration in paid up Share Capital of the Company during the financial year.

(vi) not reduced its paid up Share Capital during the financial year.

(vii) not issued any convertible securities during the financial year.

9. There were no transactions necessitating the Company to keep abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares;

10. The Company has not declared any dividend for the year under review hence the question of payment of dividend does not arise. The Company was not required to transfer any unpaid/ unclaimed dividend/other amounts as applicable to the Investor Education and Protection Fund in accordance with section 125 of the Act during the year under review;
11. The Audited Financial Statements are signed as per the provisions of section 134 of the Act and the Report of Directors is signed as per the provisions of sub - sections (3), (4) and (5) thereof;
12. The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of Board of Directors including appointment of Independent Directors and re-appointment of a Whole Time Director that took place during the year under review were made in compliance with the applicable provisions. Except this there was no re-appointment / retirement / filling up casual vacancies of Directors/ Key Managerial Personnel during the year under review. The Company has obtained the disclosures from the Directors & Key Managerial Personnel and has complied with provisions of the Act in respect of remuneration paid to them;
13. The Company had complied with all the provisions Section 139 of the Act relating to appointment/ reappointment of Auditors and there was no instance of filling up casual vacancy of Auditors;
14. The Company was not required to obtain any approvals from the Central Government, Tribunal, Regional Director, Registrar, Court or such other authorities under the various provisions of the Act during the year under review;
15. The Company has not accepted or invited any deposit during the year under review;
16. The amounts borrowed by the Company from directors, financial institutions, banks and others during the financial year ending 31<sup>st</sup> March, 2024 are within the borrowing limits prescribed under section 180(1)(c) of the Companies Act, 2013 and formalities for creation/ modification/ satisfaction of charges wherever applicable have been complied with;
17. The Company has made loans and investments or given guarantees or provided securities to other Bodies Corporate or persons in compliance with the provisions of Section 186 of the Act.
18. The Company, by way of passing respective Special Resolutions at the Annual General Meeting held on 15<sup>th</sup> September, 2023, has:
  - a) Altered the Memorandum of Association (MOA) by alteration, substitution, consolidation & addition of Object clause, Liability clause & reclassification and consolidation of several classes of Preference Share capital under Capital Clause.

- b) Altered the Articles of Association (AOA) by way of insertion of new Article 72A (Power to appoint Nominee Director by debenture trustee in terms of SEBI (Debenture Trustees) Regulation, 1993 read with SEBI (Issue and Listing of Non-Convertible Securities) Regulation, 2021.

**For KASHYAP R. MEHTA & ASSOCATES,  
COMPANY SECRETARIES,  
FRN: S2011GJ166500**

**KASHYAP R. MEHTA  
PROPRIETOR**

Place: Ahmedabad

Date: \_\_\_\_\_, 2024

**FCS-1821 : COP-2052 : PR-5709/2024**

**UDIN: \_\_\_\_\_**