



NIRMA LIMITED

REGD. OFFICE : NIRMA HOUSE, ASHRAM ROAD, AHMEDABAD - 380 009. PHONE : 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 MONDAY, THE 10TH, MARCH, 2025 AT 1.30 P.M. AT NIRMA HOUSE, ASHRAM ROAD, AHMEDABAD 380009 TO TRANSACT THE FOLLOWING BUSINESS: -

SPECIAL BUSINESS:

- (1) Approval for continuation of directorship of Shri Karsanbhai K. Patel, Chairman (Non-Executive Director) above the age of seventy five years

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

“**RESOLVED THAT** in pursuance to regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, the approval of members of the Company be and is hereby accorded for continuation of directorship of Shri Karsanbhai K. Patel (DIN 00404099) as Chairman (Non-Executive Director) of the Company, not liable to retire by rotation, notwithstanding that he has already attained the age of seventy five years.”

- (2) Appointment of Shri Sanjivkumar N. Patel (DIN 02794095) as an Independent Director

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, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’) and the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulations 17, 25(2A) and other applicable provisions, if any, of the SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015 (“SEBI LODR”) (including



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any statutory modification or re-enactment thereof for the time being in force), and based on the recommendation made by the Nomination and Remuneration Committee and the Board of Directors of the Company, Shri Sanjivkumar N. Patel (DIN 02794095), being eligible and fulfilling the criteria of Independence as provided in the Act and the SEBI LODR and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for a term of 3 (three) consecutive years commencing from 15th March, 2025 upto 14th March, 2028 (both days inclusive).

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

(3) Appointment of Shri Satish C. Shah (DIN 00385356) as an Independent Director

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, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’) and the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulations 17, 17(1A), 25(2A) and other applicable provisions, if any, of the SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015 (“SEBI LODR”) (including any statutory modification or re-enactment thereof for the time being in force) and based on the recommendation made by the Nomination and Remuneration Committee and the Board of Directors of the Company, Shri Satish C. Shah (DIN 00385356), being eligible and fulfilling the criteria of independence as provided in the Act and the SEBI LODR and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director of the Company, be and is hereby



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appointed as an Independent Director of the Company, not liable to retire by rotation, for a term of 3 (three) consecutive years commencing from 15th March, 2025 upto 14th March, 2028 (both days inclusive), notwithstanding that he has already attained the age of seventy five years as mentioned in regulation 17 (1A) of SEBI LODR.

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

(4) Appointment of Shri Khodabhai K. Patel (DIN 00403392) as an Independent Director

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, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’) and the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulations 17, 17(1A), 25(2A) and other applicable provisions, if any, of the SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015 (“SEBI LODR”) (including any statutory modification or re-enactment thereof for the time being in force), and based on the recommendation made by the Nomination and Remuneration Committee and the Board of Directors of the Company, Shri Khodabhai K. Patel (DIN 00403392), being eligible and fulfilling the criteria of independence as provided in the Act and the SEBI LODR and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for a term of 3 (three) consecutive years commencing from 15th March, 2025 upto 14th March, 2028 (both days inclusive), not liable to retire by rotation, notwithstanding that he has already attained the age of seventy five years as mentioned in regulation 17 (1A) of SEBI LODR.



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RESOLVED FURTHER THAT the Board of Directors and Company Secretary of the Company be and is hereby severally authorized to do all such 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. 079-27546565/27549000

E-mail: sec_nirma@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: 13th February, 2025

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND ON A POLL VOTE ON HER/HIS BEHALF 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 (10) PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN TEN (10) 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. The instrument of Proxy, in order to be effective, must be received by the Company at its registered office, duly completed and signed, not less than forty-eight (48) hours before the commencement of the aforesaid meeting. Proxy form is annexed to this Notice. Proxies submitted on behalf of companies, societies etc. must be supported by

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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 4 is annexed herewith.
3. The Register of Directors and Key Managerial Personnel of the Company and their shareholding maintained under Section 170 of the Act, the Register of Contracts and Arrangements in which Directors are interested maintained under Section 189 of the Act 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 Extra-ordinary General Meeting.
4. Members are requested to handover the duly filled attendance slip at the entrance of the meeting hall.



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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 4 of the accompanying notice dated 13th February, 2025.

Item No. 1

As per the SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015 (“SEBI LODR”), the Company being high value debt listed entity (“HVLD”) required to additionally comply with certain provisions (Regulations 15 to 27 of SEBI LODR) relating to Corporate Governance as applicable to equity listed company within the time prescribed under SEBI LODR.

Regulation 17(1A) of SEBI LODR prescribes that the Company shall not appoint a person or continue directorship of any person as a Non-Executive Director who has attained the age of 75 years, unless a special resolution is passed to that effect alongwith justification for such appointment in explanatory statement. Shri Karsanbhai K. Patel (DIN 00404099) is Non-Executive Chairman of the Company, aged 81 years.

Shri Karsanbhai K Patel is the founder and promoter of the Nirma group. He has to his credit several decades of rich experience in the fields of inorganic & organic chemicals, consumer goods, healthcare and cement industries. He is the key driving force behind the success of the Nirma group. Under his leadership and guidance, the Nirma group achieved significant size and scale of operations. His other details 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.



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The Nomination and Remuneration Committee and the Board of Directors of the Company at their meeting held on 13th February, 2025 have recommended to take approval of members by way of special resolution for continuation of directorship of Shri Karsanbhai K. Patel as Chairman (Non-Executive Director) of the Company not liable to retire by rotation, notwithstanding his age of above seventy- five years, to continue to avail his leadership and guidance considering his reach experience and immense contribution in the growth of the Company.

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. 1 of the Notice, except Shri Karsanbhai K Patel who is concerned and interested for continuation of directorship as Chairman (Non-Executive Director) and Shri Rakesh K. Patel, Vice Chairman and Shri Hiren K. Patel, Managing Director of the Company with their relatives, to the extent of their shareholding in the Company.

The Board of Directors recommends the Special Resolution set out at Item No. 1 of the Notice for approval by the Members.

Item No. 2 to 4

As per the SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015 (“SEBI LODR”), the Company being high value debt listed entity (“HVLD”) required to additionally comply with certain provisions (Regulations 15 to 27 of SEBI LODR) relating to Corporate Governance as applicable to equity listed company within the time prescribed under SEBI LODR.

As per Regulation 17(1) of SEBI LODR, where the regular non-executive chairperson is a promoter of the Company, at least half of the board of directors shall comprise of



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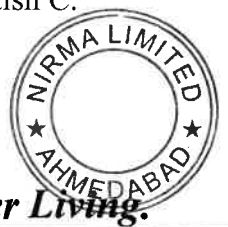
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Independent Directors. Since the Chairman of the Company is the Promoter, the Company is required to appoint three new Independent Directors on the Board of the Company.

Based on the recommendation of the Nomination and Remuneration Committee (“Committee”) and subject to the approval of the Members of the Company, the Board of Directors of the Company:

- Approved to appoint Shri Sanjivkumar N. Patel (DIN 02794095) as an Independent Director on the Board of the Company for the term of 3 (three) consecutive years commencing from 15th March, 2025 upto 14th March, 2028 (both days inclusive) who fulfills the criteria for independence as provided in Section 149(6), 149(7) of the Companies Act, 2013 (“the Act”) and Regulation 16(1)(b) of SEBI LODR and who is eligible for appointment and who has submitted a declaration and consent to that effect. The Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director.
- Approved to appoint Shri Satish C. Shah (DIN 00385356) and Shri Khodabhai K. Patel (DIN 00403392) as Independent Directors on the Board of the Company for the term of 3 (three) consecutive years commencing from 15th March, 2025 upto 14th March, 2028 (both days inclusive) who fulfill the criteria for independence as provided in Section 149(6), 149(7) of the Act and Regulation 16(1)(b) of SEBI LODR and who are eligible for appointment and who have submitted a declaration and consent to that effect. The Company has received a notice in writing under Section 160 of the Act from a member proposing their candidature for the office of Director.

As per Regulation 17 (1A) of SEBI LODR, the Company shall not appoint a person as a Non-Executive Director who has attained the age of 75 years, unless a special resolution is passed to that effect with justification for appointment in explanatory statement. Since Shri Satish C.



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Shah is aged 77 years and Shri Khodabhai K. Patel is aged 79 years, approval of members of the Company by special resolution is also being sought for their appointment.

Shri Sanjivkumar N. Patel, B.E. (Chemical) and MBA, USA, is one of the promoter and CMD of Public Limited Company and has a vast experience over 28 years in different areas. Shri Satish C. Shah, B.Com and Chartered Accountant, has career of four decades in the areas of Accounts, Audit and Taxation. Shri Khodabhai K. Patel, B.Sc. in Chemistry has experience of working as Managing Director, Director in co-operative bank and also associated to many institutions. Their other details 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.

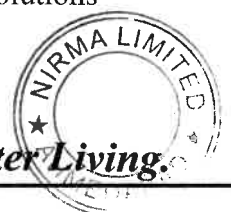
In the opinion of the Board, they fulfill the conditions specified in the Act and the Rules made thereunder and under SEBI LODR for appointment as Independent Directors and they are independent of the management. Their appointment as Independent Directors would help the Company in bringing their Independent judgment on various key areas for balanced decision making.

Independent Directors shall be entitled to remuneration by way of sitting fees for attending meetings of the Board and its Committees, as determined by the Board from time to time, in accordance with the Act and SEBI LODR. In addition, they are also entitled for reimbursement of all reasonable expenditure that may be incurred while performing their role. The terms and conditions of their 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.

Except Shri Sanjivkumar N. Patel, Shri Satish C. Shah and Shri Khodabhai K. Patel and their relatives, 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 resolutions set out at Item No. 2 to 4 of the Notice respectively.



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The Board recommends the Special Resolutions set out at Item No. 2 to 4 of the Notice for approval by the members.

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Ahmedabad 380 009
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By Order of the Board of Directors
For NIRMA LIMITED


Paresh Sheth
Company Secretary

Place: Ahmedabad
Date : 13th February, 2025



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ANNEXURE TO NOTICE

Details of Director seeking continuation of appointment/appointment at the Extra-ordinary General Meeting

Name of Director and DIN	Shri Karsanbhai K. Patel (DIN 00404099)
Age, Date of birth	81 years, 7 th January, 1944
Qualification	B.sc (Chemistry)
Experience	<p>Shri Karsanbhai K Patel is the founder and promoter of the Nirma group. He has to his credit several decades of rich experience in the fields of inorganic & organic chemicals, consumer goods, healthcare and cement industries. He is the key driving force behind the success of the Nirma group. Under his leadership and guidance, the Nirma group achieved significant size and scale of operations.</p> <p>Special Achievements: The Government of India honoured Dr. Karsanbhai K Patel with one of the highest civilian awards, the Padma Shri in 2010. He has also received the Udyog Rattan award from the Institute of Economic Studies, New Delhi in 1987. Further, he has been conferred an honorary Doctorate of Humane Letters by Florida Atlantic University, USA in 2001, and an honorary Doctor of Letters by Devi Ahilya Vishwavidyalaya, Indore (University of Indore) in 2007.</p>
Terms and Conditions of Appointment	As per resolution no. 1 of the Notice of this meeting read with explanatory statement thereto, not liable to retire by rotation.
Remuneration sought to be paid and last drawn as WTD	Remuneration last drawn (FY 2023-24): Rs. 4.16 lakh incl. sitting fees Remuneration sought to be paid: Remuneration as approved by the Board and/or the Nomination and remuneration Committee from time to time, in addition to sitting fees, subject to the maximum overall limit as prescribed under Section 197 read with Section 198 of the Companies Act, 2013 and the rules made thereunder.
Date of first appointment on the Board	25.02.1980
No. of Shares Held in the Company	86152936 equity shares of Rs. 5 each
Relationship with other Directors / Key Managerial Personnel	Shri Rakesh K. Patel, Vice Chairman – Son Shri Hiren K. Patel, Managing Director – Son
No. of Meetings of Board attended during the year 2024-25	5 of 5
Directorship of Other Companies (including the Company)	1. Nirma Limited 2. Niyogi Enterprise Private Limited 3. Nirma Industries Private Limited 4. Nirma Credit and Capital Private Limited 5. Nirma Chemical Works Private Limited



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Chairmanship / Membership of Committees of other Companies (including the Company)	Sr. No.	Name of the Company	Name of the Committee	Position
	1	Nirma Limited	Corporate Social Responsibility Committee	Chairman
	2	Nirma Chemical Works Private Limited	Corporate Social Responsibility Committee	Chairman
	3	Nirma Credit and Capital Private Limited	Corporate Social Responsibility Committee	Chairman

Name of Director and DIN	Shri Sanjivkumar N. Patel (DIN 02794095)	Shri Satish C. Shah (DIN 00385356)
Age, Date of birth	52 years, 11 th September, 1972	77 years, 17 th January, 1948
Qualification	Bachelor in Engineering (Chemical) and Master of Business Administration, USA	Bachelor of Commerce, Chartered Accountant
Experience	He is having vast experience over 28 years in different areas. He is one of the Promoter and CMD of Patels Airtemp (India) Ltd. He also worked in field of business consulting in MIS and Business Analyst. His core skills and expertise are in the areas of Financial, legal & compliance, Corporate Governance, Global business and strategy planning.	He has illustrious career of four decades in areas of Accounts, Audit and Taxation. He is having expertise in preparing and finalizing financial statements. He has significantly contributed for growth of various organizations. He also worked with professional firm, leading companies incl. chief financial officer, for several years.
Terms and Conditions of Appointment	As per resolution no. 2 of the Notice of this meeting read with explanatory statement thereto	As per resolution no. 3 of the Notice of this meeting read with explanatory statement thereto
Remuneration sought to be paid and last drawn as WTD	Remuneration last drawn (FY 2023-24): Not Applicable Remuneration sought to be paid: in accordance with Resolution no. 2 of the Notice of this meeting read with explanatory statement thereto.	Remuneration last drawn (FY 2023-24): Not Applicable Remuneration sought to be paid: in accordance with Resolution no. 3 of the Notice of this meeting read with explanatory statement thereto.
Date of first Appointment on the Board	Proposed to be appointed from 15 th March, 2025	Proposed to be appointed from 15 th March, 2025
No. of Shares Held in the Company	Nil	Nil
Relationship with other Directors / Key Managerial Personnel	None	None
No. of Meetings of Board attended during the year 2024-25	Not Applicable	Not Applicable



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Directorship of Other Companies	1. Patels Airtemp (India) Limited 2. Therm flow Engineers Private Limited 3. Shiv Fintrade LLP (Designated Partner)				Nil								
Chairmanship / Membership of Committees of other Companies	Sr. No.	Name of the Company	Name of the Committee	Position	<table border="1"> <tr> <td>Sr. No.</td> <td>Name of the Company</td> <td>Name of the Committee</td> <td>Position</td> </tr> <tr> <td></td> <td>NIL</td> <td></td> <td></td> </tr> </table>	Sr. No.	Name of the Company	Name of the Committee	Position		NIL		
	Sr. No.	Name of the Company	Name of the Committee	Position									
	NIL												
	1	Patels Airtemp (India) Limited	Finance Committee	Chairman									

Name of Director and DIN	Shri Khodabhai K. Patel (DIN 00403392)								
Age, Date of birth	79 years, 4 th January, 1946								
Qualification	B.Sc. in Chemistry								
Experience	He began his corporate career as Managing Director of MASCOT (INDIA) Instruments Pvt Ltd. under US Technical Collaboration. He was also a Director in Kalapur Commercial Co-operative Bank Limited. He is associated to many institutions as trustees and president and as director in private limited companies. He is presently a vice president in Nirma University.								
Terms and Conditions of Appointment	As per resolution no. 4 of the Notice of this meeting read with explanatory statement thereto								
Remuneration sought to be paid and last drawn as WTD	Remuneration last drawn (FY 2023-24): Not Applicable Remuneration sought to be paid: in accordance with Resolution no. 4 of the Notice of this meeting read with explanatory statement thereto.								
Date of first Appointment on the Board	Proposed to be appointed from 15 th March, 2025								
No. of Shares Held in the Company	Nil								
Relationship with other Directors / Key Managerial Personnel	None								
No. of Meetings of Board attended during the year 2024-25	Not Applicable								
Directorship of Other Companies	1. Nirma Labs 2. Rapidradio Solutions Private Limited 3. Anaxee Technologies Private Limited (Nominee Director)								
Chairmanship / Membership of Committees of other Companies (including the Company)	<table border="1"> <tr> <td>Sr. No.</td> <td>Name of the Company</td> <td>Name of the Committee</td> <td>Position</td> </tr> <tr> <td></td> <td>Nil</td> <td></td> <td></td> </tr> </table>	Sr. No.	Name of the Company	Name of the Committee	Position		Nil		
Sr. No.	Name of the Company	Name of the Committee	Position						
	Nil								



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