



# NIRMA LIMITED

## NOTICE

NOTICE is hereby given that the forty-fourth Annual General Meeting of the Members of **NIRMA LIMITED** will be held on Monday, the 23<sup>rd</sup> September, 2024 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 standalone and consolidated audited financial statements for the Financial Year ended on 31<sup>st</sup> March, 2024 and the reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Shri Hiren K. Patel (DIN 00145149), who retires by rotation, and being eligible, offers himself for re-appointment.

### **SPECIAL BUSINESS**

#### **3. Ratification of the remuneration of Cost Auditors for the financial year ending 31<sup>st</sup> March, 2025**

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 remuneration payable to M/s. B. Desai & Co., Cost Accountants (Partnership Firm Registration no. 005431), who were appointed as Cost Auditors by the Board of Directors of the Company on the recommendation of the Audit Committee, to conduct the audit of the cost records of the Company for the financial year ending 31<sup>st</sup> March, 2025, amounting to ₹3.70 lakh p.a. plus applicable taxes and reimbursement of out of pocket expenses be and is hereby ratified.

**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. 079-27546565/27549000  
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 : 13<sup>th</sup> August, 2024

### **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

## Nirma Limited

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 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 and the relevant details of the Director seeking re-appointment at the Annual General Meeting, as required under Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, are annexed hereto.
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 and 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 44<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. 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  
5<sup>th</sup> 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
6. 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**

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**Item No. 3**

The Board, on the recommendation of the Audit Committee, approved the appointment and remuneration of M/s. B. Desai & Co., Cost Accountants (Partnership Firm Registration no. 005431) 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, 2025 at a fee of ₹3.70 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, 2025.

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 members of the Company.

Accordingly, consent of the members is sought for passing an ordinary resolution as set out in the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending 31<sup>st</sup> March, 2025.

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.

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

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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 : 13<sup>th</sup> August, 2024

# Nirma Limited

## ANNEXURE TO NOTICE

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

<b>Name of Director and DIN</b>	<b>Shri Hiren K. Patel</b> (DIN 00145149)			
Age, Date of birth	51 years 29 <sup>th</sup> July, 1973			
Qualification	Bachelor's degree in engineering from Stevens Institute of Technology, New Jersey, USA and master's degree in business administration from Drexel University, Pennsylvania, USA.			
Experience	Shri Hiren K. Patel plays a key role in the top leadership of the Company. He has rich and varied experience in consumer goods, chemicals, cement, and healthcare industry. He is presently the Chairman of Nuvoco Vistas Corporation Limited and Glenmark Life Sciences Limited. He is also a trustee of Nirma Education & Research Foundation, which runs Nirma University and Nirma Vidyavihar and is a member of the governing board of Nirma University. Under his guidance and leadership, the Company has achieved significant growth particularly in business development and brand leverage.			
Terms and Conditions of Re-appointment	In terms of section 152(6) of the Companies Act, 2013, he is liable to retire by rotation at this meeting.			
Remuneration sought to be paid and last drawn	Remuneration last drawn (FY 2023-24): ₹6.43 crore Remuneration sought to be paid: in accordance with the resolution passed at the 41 <sup>st</sup> Annual General Meeting of the Company.			
Date of first Appointment on the Board	04.02.1997			
No. of Shares Held in the Company	29145609			
Relationship with other Directors / Key Managerial Personnel	Dr. K.K. Patel, Chairman - Father Shri Rakesh K. Patel, Vice Chairman – Brother			
No. of Meetings of Board attended during the year 2023-24	5 of 6			
Directorship of Other Companies (including the Company)	<ol style="list-style-type: none"> <li>1. Nirma Limited</li> <li>2. Nuvoco Vistas Corporation Limited</li> <li>3. Glenmark Life Sciences Limited</li> <li>4. Nirma Chemical Works Private Limited</li> <li>5. Niyogi Enterprise Private Limited</li> <li>6. Nirma Credit And Capital Private Limited</li> </ol>			
Chairmanship / Membership of Committees of other Companies (including the Company)	<b>Sr. No.</b>	<b>Name of the Company</b>	<b>Name of the Committee</b>	<b>Position</b>
	1	Nirma Limited	Corporate Social Responsibility Committee	Member
	2	Niyogi Enterprise Private Limited		Chairman
	3	Nirma Chemical Works Private Limited		Member
	4	Nirma Credit And Capital Private Limited		Member
	5	Glenmark Life Sciences Limited	Nomination and Remuneration Committee	Member



## NIRMA LIMITED

REGD. OFFICE: NIRMA HOUSE, ASHRAM ROAD, AHMEDABAD-380 009.

PHONE: +91 79 27546565, 27549000

Email: sec\_nirma@nirma.co.in • Website : www.nirma.co.in • CIN : U24240GJ1980PLC003670

### Form MGT-11

#### 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 44<sup>th</sup> Annual General Meeting of members of the Company, to be held on Monday, the 23<sup>rd</sup> September 2024 at 1.30 p.m. at the Registered office of the Company at Nirma House, Ashram Road, Ahmedabad 380009 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, 2024.		
2	Re-appointment of Shri Hiren K. Patel, Director retiring by rotation.		
<b>Special Business:</b>			
3	Ratification of remuneration of the Cost Auditors for the financial year ending 31 <sup>st</sup> March, 2025		

Signed this \_\_\_\_ day of \_\_\_\_\_ 2024



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 44<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

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**PHONE:** +91 79 27546565, 27549000

**Email:** sec\_nirma@nirma.co.in • **Website :** www.nirma.co.in • **CIN :** U24240GJ1980PLC003670

### ATTENDANCE SLIP

44<sup>th</sup> ANNUAL GENERAL MEETING ON MONDAY, SEPTEMBER 23<sup>RD</sup>, 2024 AT 01.30 P.M.

DP ID.	
CLIENT ID	

FOLIO NO.	
NO. OF SHARES	

Name & 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 44<sup>th</sup> Annual General Meeting of the Company being held on Monday, September 23<sup>rd</sup>, 2024, 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.