

# NIRMA LIMITED

## NOTICE

NOTICE is hereby given that the forty-fifth Annual General Meeting of the Members of **NIRMA LIMITED** will be held on Thursday, the 14<sup>th</sup> August, 2025 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, 2025 and the reports of the Board of Directors and Auditors thereon.
2. Shri Pankaj R. Patel, Director (DIN 00131852), who retires by rotation, has expressed his willingness to retire by rotation. It is proposed not to fill-in the vacancy that would be caused by his retirement at this Annual General Meeting.

**“RESOLVED THAT** Shri Pankaj R. Patel, Director (DIN 00131852), who retires by rotation at this meeting and who has expressed his willingness to retire by rotation, be and is hereby retired by rotation as Director of the Company and that the vacancy that would be caused by his retirement be not filled up.”

### SPECIAL BUSINESS

#### 3. Ratification of the remuneration of Cost Auditors for the financial year ending 31<sup>st</sup> March, 2026

To consider and if thought 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, 2026, amounting to ₹4.00 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.”

#### 4. Payment of remuneration to Non-executive Directors

To consider and if thought fit, to pass with or without modification(s) the following resolution as an **Ordinary Resolution**.

**“RESOLVED THAT** in pursuance to the provisions of regulation 62D(11)(a) of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 including any amendments thereof and based on the recommendation of Nomination and Remuneration Committee (“NRC”), Audit Committee and the Board of Directors of the Company, the consent of the members be and is hereby accorded for payment to Shri Karsanbhai K. Patel (DIN 00404099), Chairman and Shri Rakesh K. Patel (DIN 00760023), Vice Chairman, the Non-Executive Directors of the Company, by way of perquisites, benefits and allowances such as electricity, telephone and other communication facility at his residence, payment of insurance premium for self and family, medical reimbursement for self and family, Leave Travel Concessions for self and family, free use of car/s with driver, club fees and such other perquisites, as may be determined by NRC for the services being rendered by them in the Company, in addition to the sitting fees and reimbursement of expenses for attending the meetings of Board of Directors and committees thereof, in accordance with the Act, subject to the maximum overall limit as prescribed under sections 197, 198 and all other applicable provisions, if any, of the Companies Act, 2013 read with rules made thereunder.

## Nirma Limited

RESOLVED FURTHER THAT the Board of Directors, Chief Financial Officer and Company Secretary of the Company, be and are hereby *severally* authorized to take such steps as may be necessary on behalf of the Company and generally to do all such other acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution.”

### 5. Payment of Remuneration to single Non-Executive Director for FY 2025-26, which may exceed 50% of the total annual remuneration payable to all the Non-Executive Directors

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

“**RESOLVED THAT** in accordance with the Regulation 62D(11)(d) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and applicable provisions, if any, of the Companies Act, 2013 and the rules framed thereunder, as amended and basis the recommendation of the Nomination and Remuneration Committee, Audit Committee and the Board of Directors of the Company, the consent of the members of the Company be and is hereby accorded for payment of remuneration by way of perquisites, benefits and allowances to Shri Karsanbhai K. Patel (DIN 00404099), Chairman (Non - Executive) of the Company for the Financial Year 2025-26, which may exceed 50% of the total annual remuneration that may be payable to all the Non - Executive Directors of the Company for the Financial Year 2025-26.

**RESOLVED FURTHER THAT** the Board of Directors, Chief Financial Officer and Company Secretary of the Company, be and are hereby *severally* authorized to take such steps as may be necessary on behalf of the Company and generally to do all such other acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving 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 : 7<sup>th</sup> August, 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 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 is 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 45<sup>th</sup> Annual General Meeting.
4. Any query relating to financial statements must be sent to the company's Registered Office atleast forty eight hours 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.

MUFG Intime India Pvt. Ltd (formerly Link Intime India Pvt. Ltd.)

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@in.mpms.mufig.com

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 to 5 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, 2026 at a fee of ₹4.00 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, 2026.

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, 2026.

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.

### Item No. 4 and 5

The Board of Directors of the Company at its meeting held on 30<sup>th</sup> November, 2015 had given approval to make payment to Shri Karsanbhai K. Patel (DIN 00404099), Chairman and Shri Rakesh K. Patel (DIN 00760023), Vice Chairman, the Non-Executive Directors of the Company, by way of perquisites, benefits and allowances, viz. payment of insurance premium for self and family, medical reimbursement for self and family and such other perquisites, in addition to the sitting fees and reimbursement of expenses for attending the meetings of Board of Directors and committees thereof, subject to the maximum overall limit as prescribed under Section 197 read with Section 198 of the Companies Act, 2013 ("the Act") and the rules made thereunder. Accordingly, the remuneration is being paid to them within that limit.

The Company being High Value Debt Listed Company under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR"), the approval of members is also now required for (i) payment of fees (except sitting fees for attending meetings) or compensation payable to non-executive directors under regulation 62D(11)(a) and (ii) annual remuneration payable to a single non-executive director upto ₹20 lakh which may exceed fifty percent. of the total annual remuneration payable to all non-executive directors under regulation 62D(11)(d) during the financial year 2025-26, by special resolution.

Given their leadership, expertise, business and industry experience and active contribution in policy decisions by Shri Karsanbhai K. Patel and Shri Rakesh K. Patel and on recommendation of Audit Committee and Nomination & Remuneration Committee of the Company, the Board of Directors of the Company at their meeting held on 7<sup>th</sup> August, 2025, recommended to take approval of members of the Company by the ordinary resolution and special resolution set out at Item No. 4 & 5 respectively of the Notice.

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. 4 and 5 of the Notice, except Shri



Karsanbhai K Patel, Chairman, Shri Rakesh K. Patel, Vice Chairman to the extent of their remuneration and shareholding in the Company and Shri Hiren K. Patel, Managing Director, being their relative also interested to the extent of his shareholding in the Company.

**Registered Office:**

Nirma House  
Ashram Road  
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Website: www.nirma.co.in

By Order of the Board of Directors

For **NIRMA LIMITED**

**Paresh Sheth**  
Company Secretary

Place: Ahmedabad  
Date : 7<sup>th</sup> August, 2025

# Nirma Limited

## 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 45<sup>th</sup> Annual General Meeting of members of the Company, to be held on Thursday, the 14<sup>th</sup> August 2025 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:

\*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, 2025.		
2	Retire by rotation of Shri Pankaj R. Patel.		
<b>Special Business:</b>			
3	Ratification of remuneration of the Cost Auditors for the financial year ending 31 <sup>st</sup> March, 2026		
4	Payment of remuneration to Non-executive Directors		
5	Payment of Remuneration to single Non-executive Director for FY 2025-26, which may exceed 50% of the total annual remuneration payable to all the Non-Executive Directors		

Affix  
Revenue  
Stamp of  
₹ 1/-

Signed this \_\_\_\_ day of \_\_\_\_\_ 2025

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 45<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.

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ATTENDANCE SLIP

45<sup>th</sup> ANNUAL GENERAL MEETING ON THURSDAY, 14<sup>th</sup> August, 2025 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 45<sup>th</sup> Annual General Meeting of the Company being held on Thursday, 14<sup>th</sup> August, 2025, 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.