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

NOTICE

NOTICE is hereby given that the forty-sixth Annual General Meeting of the Members of **NIRMA LIMITED** will be held on Thursday, the 24th September, 2026 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 31st March, 2026 and the reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Shri Rakesh K. Patel (DIN 00760023), who retires by rotation, and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

3. **To Re-appoint Shri Hiren K. Patel (DIN 00145149), Managing Director for further period of five years**

   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 Sections 196, 197 and 203, of the Companies Act, 2013 (‘‘Act”) read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) and enactment(s) thereof for the time being in force), the consent of the members be and is hereby accorded for the re-appointment of Shri Hiren K. Patel (DIN 00145149) as a Managing Director of the Company for further a period of 5 years, with effect from 1st May 2026, with the terms and conditions including terms of remuneration as set out in the Explanatory Statement annexed to the Notice convening this Annual General Meeting and as recommended by Nomination and Remuneration Committee (“Committee”), with liberty to the Committee to alter & vary the terms and conditions of the said re-appointment in such manner as they may deemed fit necessary without any further reference to the members in general meeting.

   RESOLVED FURTHER THAT Shri Hiren K. Patel, Managing Director be entrusted with substantial powers of management of the Company in accordance with the provisions of the Companies Act, 2013 and the relevant rules made thereunder, subject to superintendence, direction and control of the Board of Directors and such other powers as may be delegated to him by the Board from time to time.

   RESOLVED FURTHER THAT where in any financial year during the currency of his tenure, the Company has no profits or its profits are inadequate, the remuneration payable to the Managing Director by way of salary, perquisites and allowances shall not exceed the maximum remuneration payable in accordance with Section II of Part II of Schedule V of the Companies Act, 2013 with liberty to the Committee to decide the breakup of the remuneration from time to time in consultation with the Managing Director.

   RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, usual or expedient, to give effect to the aforesaid resolution.”

4. **Ratification of the remuneration of Cost Auditors for the financial year ending 31st March, 2027**

   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 31st March, 2027, 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."

Registered Office:	By Order of the Board of Directors
Nirma House	For **NIRMA LIMITED**
Ashram Road	
Ahmedabad 380 009	
CIN: U24240GJ1980PLC003670	**Paresh Sheth**
Ph. No. 079-27546565/27549000	Company Secretary
E-mail: sec_nirma@nirma.co.in	
Website: www.nirma.co.in	

Place: Ahmedabad
Date : 12th August, 2026

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 and 4 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 46th Annual General Meeting.

4. Any query relating to financial statements must be sent to the company's Registered Office at least 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.)
   5th floor, 506 to 508, Amarnath Business Centre – 1, Off C G Road, Ellisbridge, Ahmedabad – 380006.
   Contact No. 079 - 2646 5179
   Email: ahmedabad@in.mpms.mufg.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 under 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 and 4 of the accompanying Notice

Item No. 3

At the Annual General Meeting of the Company held on 6th September, 2021, the Members of the Company had approved the re-appointment and terms of remuneration of Shri Hiren K. Patel (DIN 00145149) as the Managing Director of the Company for a period of 5 years w.e.f. 1st May, 2021, which expired on 30th April, 2026.

Based on the recommendation by Nomination and Remuneration Committee ("Committee") at its meeting held on 11th February, 2026 and keeping in view of his vast experience and exposure in overall business development, the Board of Directors of the Company at its meeting held on 11th February 2026 have re-appointed Shri Hiren K. Patel, as the Managing Director of the Company for further period of 5 years w.e.f. 1st May, 2026, subject to approval of the members of the Company.

The terms and condition of his re-appointment are as under:

a. Basic Salary:

   ₹ 30,00,000 per month (₹ 3.60 crore per annum) with an increment / revision during the subsequent years which shall be 10% p.a. of the basic salary of the previous financial year or any revision in excess of 10% p.a. as may be approved by the Committee from time to time, within the overall limits as prescribed under section 196, 197 of the Act including any amendments thereof for the time being in force;

b. Allowances, perquisites and other benefits:

   In addition to the salary as stated above, Shri Hiren K. Patel shall be entitled by way of payment or reimbursement, for self and for family, to the perquisites, benefits and allowances whether in India or overseas including but not limited to expenses towards Medical, Travelling, Education of children, Attire & Accessories, Rented accommodations and maintenance thereof outside the Hometown, Insurance Premiums, Vehicle, Driver, Club, Electricity & Maintenance of Residence, Telephone &other communication facility at residence & Domestic Help, within the overall limits as prescribed under section 196, 197 read with Schedule V to the Act including any amendments thereof;

c. In addition to above, he shall also be eligible for Company's contribution to Provident Fund, Superannuation Fund or Annuity Fund or Leave Encashment and Gratuity as per the Rules of the Company;

d. Shri Hiren K. Patel is liable to retire by rotation and he shall not be entitled to any sitting fees for attending meetings of the Board or Committees thereof;

e. The aggregate of salary, together with perquisites, allowances, benefits and amenities payable to Shri Hiren K. Patel in any financial year shall not exceed the limits prescribed from time to time under section 196, 197 of the Act read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) and enactment(s) thereof for the time being in force);

f. The perquisites shall be valued and evaluated wherever applicable as per Income Tax Act, 2025 or rules made thereunder and any modification thereof.

Shri Hiren K. Patel, 53 years, holds Bachelor's degree in Engineering and a master degree in business administration. Under his leadership and supervision, the Company has achieved the milestone in terms of market growth and brand leverage. Relevant details of Shri Hiren K. Patel as required under the Act and applicable Secretarial Standard issued by the Institute of Company Secretaries of India, are provided in the "Annexure" to the Notice. 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.

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

The above may be treated as a written memorandum setting out the terms of re-appointment of Shri Hiren K. Patel under Section 190 of the Act.

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

Item No. 4

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 31st March, 2027 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 31st March, 2027.

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 ratification of the remuneration payable to the Cost Auditors for the financial year ending 31st March, 2027.

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 of the Notice.

The Board recommends the ordinary resolution set out at Item No.4 of the Notice for approval by the members.

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

Place: Ahmedabad
Date : 12th August, 2026

By Order of the Board of Directors

For **NIRMA LIMITED**

Paresh Sheth
Company Secretary

ANNEXURE TO NOTICE

Details of Directors seeking re-appointment at the Annual General Meeting.

Name of Director and DIN	**Shri Hiren K. Patel** (DIN 00145149)	**Shri Rakesh K. Patel** (DIN 00760023)
Age, Date of birth	53 years, 29th July, 1973	54 years, 18th July, 1972
Qualification	Bachelor's degree in Engineering from Stevens Institute of Technology, USA and a master degree in business administration from Drexel University, USA.	Bachelor's degree in commerce and Master of Business Administration (Marketing)
Experience	Shri Hiren K. Patel is a Managing Director and associated with the Nirma group since the year 1997. He plays a key role in the top leadership of the Company. He has profound and creditable experience in consumer goods, chemicals, cement, pharma and healthcare industry. 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.	Shri Rakesh K. Patel has rich and varied experience in handling portfolios such as procurement, logistics and HR functions of the Company. He is also associated with various management and industrial chapters. He has been associated with Nirma group since the year 1997. Apart from being a member of the Governing Body of Nirma University, he is also a member of Managing Committee of Nirma Education & Research Foundation.
Terms and Conditions of Re-appointment	Liable to retire by rotation, terms and conditions are as per resolution no.3 of the Notice of this meeting read with explanatory statement thereto.	In terms of section 152(6) of the Companies Act, 2013, he is liable to retie by rotation at this meeting.
Remuneration sought to be paid and last drawn	Remuneration last drawn: ₹ 4.94 crore (FY 2025-26): 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	04.02.1997	04.02.1997
Shareholding in the Company	29145609 equity shares	28668905 equity shares
Relationship with other Directors / Key Managerial Personnel	Dr. K.K. Patel, Chairman - Father Shri Rakesh K. Patel, Vice Chairman – Brother	Dr. K.K. Patel, Chairman - Father Shri Hiren K. Patel, Managing Director - Brother
No. of Meetings of Board attended during the year 2025-26	4 of 4	4 of 4
Directorship of Other Companies (including the Company)	1. Nirma Limited 2. Nuvoco Vistas Corporation Limited 3. Alivus Life Sciences Limited 4. Niyogi Enterprise Private Limited 5. Nirma Credit and Capital Private Limited 6. Nirma Chemical Works Private Limited	1. Nirma Limited 2. Ocular Enterprise Private Limited (formerly Nirma Management Services Private Limited) 3. Niyogi Enterprise Private Limited

<table>
<tr><td></td><td colspan="4">Shri Hiren K. Patel
(DIN 00145149)</td><td colspan="4">Shri Rakesh K. Patel
(DIN 00760023)</td></tr>
<tr><td rowspan="7">Chairmanship / Membership of Committees of other Companies (including the Company)</td><td>Sr. No.</td><td>Name of the Company</td><td>Name of the Committee</td><td>Position</td><td>Sr. No.</td><td>Name of the Company</td><td>Name of the Committee</td><td>Position</td></tr>
<tr><td rowspan="2">1</td><td rowspan="2">Nirma Limited</td><td>Corporate Social Responsibility Committee</td><td>Member</td><td rowspan="2">1</td><td rowspan="2">Nirma Limited</td><td>Nomination and Remuneration Committee</td><td>Member</td></tr>
<tr><td>Investment Committee of Directors</td><td>Member</td><td>Investment Committee of Directors</td><td>Member</td></tr>
<tr><td>2</td><td>Alivus Life Sciences Limited (formerly Glenmark Life Sciences Limited)</td><td>Nomination and Remuneration Committee</td><td>Member</td><td>2</td><td>Niyogi Enterprise Private Limited</td><td>Corporate Social Responsibility Committee</td><td>Member</td></tr>
<tr><td>3</td><td>Niyogi Enterprise Private Limited</td><td>Corporate Social Responsibility Committee</td><td>Chairman</td><td colspan="4" rowspan="3"></td></tr>
<tr><td>4</td><td>Nirma Credit and Capital Private Limited</td><td>Corporate Social Responsibility Committee</td><td>Member</td></tr>
<tr><td>5</td><td>Nirma Chemical Works Private Limited</td><td>Corporate Social Responsibility Committee</td><td>Member</td></tr>
</table>

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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 46th Annual General Meeting of members of the Company, to be held on Thursday, the 24th September 2026 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
Ordinary Business:			
1	Adoption of Financial Statements [including consolidated financial statements] for the year ended on 31st March, 2026.		
2	Re-appointment of Shri Rakesh K. Patel (DIN 00760023), Director retiring by rotation		
Special Business:			
3	Re-appointment of Shri Hiren K. Patel (DIN 00145149), Managing Director for further period of five years		
4	Ratification of remuneration of the Cost Auditors for the financial year ending 31st March, 2027		

Affix Revenue Stamp of ₹ 1/-

Signed this ____ day of ___________ 2026

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 46th 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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ATTENDANCE SLIP

46th ANNUAL GENERAL MEETING ON THURSDAY, 24th September, 2026 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 46th Annual General Meeting of the Company being held on Thursday, 24th September, 2026, 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.