

# 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  
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, Vikhroli (West), Mumbai - 400083, Maharashtra

(vii) \*Financial year From date  (DD/MM/YYYY) To date  (DD/MM/YYYY)

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

(a) If yes, date of AGM

(b) Due date of AGM

(c) Whether any extension for AGM granted

Yes  No

(f) Specify the reasons for not holding the same

AGM will be held on 15/09/2023

## II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

\*Number of business activities

| 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 | 91.32                        |

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

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

**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              |

#### 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             | 351,000,000        | 0              | 0                  | 0               |
| Total amount of preference shares (in rupees) | 450,000,000        | 0              | 0                  | 0               |

Number of classes

3

| Class of shares                               | Authorised capital | Issued capital | Subscribed capital | Paid up capital |
|---|--------------------|----------------|--------------------|-----------------|
| 6% Redeemable Non Cumulative Non Convertible  |                    |                |                    |                 |
| Number of preference shares                   | 1,000,000          | 0              | 0                  | 0               |
| Nominal value per share (in rupees)           | 100                | 100            | 100                | 100             |
| Total amount of preference shares (in rupees) | 100,000,000        | 0              | 0                  | 0               |
| Class of shares                               | Authorised capital | Issued capital | Subscribed capital | Paid up capital |
| 6% Redeemable Non Cumulative Non Convertible  |                    |                |                    |                 |
| Number of preference shares                   | 250,000,000        | 0              | 0                  | 0               |
| Nominal value per share (in rupees)           | 1                  | 1              | 1                  | 1               |
| Total amount of preference shares (in rupees) | 250,000,000        | 0              | 0                  | 0               |

| Class of shares                               | Authorised capital | Issued capital | Subscribed capital | Paid up capital |
|---|--------------------|----------------|--------------------|-----------------|
| 5% Redeemable Non Cumulative Non Convertible  |                    |                |                    |                 |
| Number of preference shares                   | 100,000,000        | 0              | 0                  | 0               |
| Nominal value per share (in rupees)           | 1                  | 1              | 1                  | 1               |
| Total amount of preference shares (in rupees) | 100,000,000        | 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                |   |             |           | 0           | 0           |   |
|                                     |   |             |           |             |             |   |
| <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                 |   |             |           | 0           | 0           |   |
|                                     |   |             |           |             |             |   |
| <b>At the end of the year</b>       | 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) |
|-------------------------------------|----------------------|-----|------|-------|
| <b>Before split / Consolidation</b> | Number of shares     |     |      |       |
|                                     | Face value per share |     |      |       |
| <b>After split / Consolidation</b>  | 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 style="width:100%;" type="text"/>                   |   |
| Date of registration of transfer (Date Month Year) |   | <input style="width:100%;" type="text"/>                   |   |
| Type of transfer                                   | <input style="width:50%;" type="text"/> | 1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock |   |
| Number of Shares/ Debentures/ Units Transferred    | <input style="width:50%;" type="text"/> | Amount per Share/ Debenture/Unit (in Rs.)                  | <input style="width:50%;" type="text"/> |
| Ledger Folio of Transferor                         |   | <input style="width:100%;" type="text"/>                   |   |
| Transferor's Name                                  | <input style="width:50%;" type="text"/> | <input style="width:50%;" type="text"/>                    | <input style="width:50%;" type="text"/> |
|  | Surname                                 | middle name  | first name                              |
| Ledger Folio of Transferee                         |   | <input style="width:100%;" type="text"/>                   |   |
| Transferee's Name                                  | <input style="width:50%;" type="text"/> | <input style="width:50%;" type="text"/>                    | <input style="width:50%;" type="text"/> |
|  | Surname                                 | middle name  | first name                              |
| Date of registration of transfer (Date Month Year) |   | <input style="width:100%;" type="text"/>                   |   |
| Type of transfer                                   | <input style="width:50%;" type="text"/> | 1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock |   |
| Number of Shares/ Debentures/ Units Transferred    | <input style="width:50%;" type="text"/> | Amount per Share/ Debenture/Unit (in Rs.)                  | <input style="width:50%;" 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    | 4,100           | 1000000                | 4,354,090,140 |
| Partly convertible debentures | 0               | 0                      | 0             |
| Fully convertible debentures  | 0               | 0                      | 0             |
| <b>Total</b>                  |                 |                        | 4,354,090,140 |

**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    | 12,923,038,782                              | 1,056,850,417            | 9,625,799,059            | 4,354,090,140                         |
| 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>       | <input type="text"/> |                            | <input type="text"/> |                            | <input type="text"/> |

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

(i) Turnover

85,605,043,775

(ii) Net worth of the Company

75,095,758,317

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                              | 146,075,730      | 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<br>(not mentioned above) | 0                | 0          | 0                |            |
| 10.    | Others                                  | 0                | 0          | 0                |            |
|        | <b>Total</b>                            | 146,075,730      | 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<br>(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<br>(other than promoters) | 0                            | 0                      |
| Debenture holders                 | 18                           | 8                      |








## 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  | 4             | 1  | 2             | 0  | 0             |
| (i) Non-Independent                      | 1  | 1             | 1  | 1             | 0  | 0             |
| (ii) Independent                         | 0  | 3             | 0  | 1             | 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             |
| <b>Total</b>                             | <b>2</b>   | <b>6</b>      | <b>2</b>                                   | <b>4</b>      | <b>19.95</b>   | <b>78.61</b>  |

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

### (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 KHODID    | 00404099   | Director            | 86,152,936                     |  |
| RAKESHBHAI KARSAN    | 00760023   | Director            | 28,668,905                     |  |
| PANKAJ RAMANBHAI     | 00131852   | Director            | 0                              |  |
| KAUSHIKBHAI NANDU    | 00145086   | Director            | 0                              |  |
| SHAILESHBHAI VALJIE  | 06592025   | Whole-time director | 0                              |  |
| HIREN KARSANBHAI F   | 00145149   | Managing Director   | 29,145,609                     |  |
| MANAN NUTANBHAI S    | ALLPS2780H | CFO                 | 0                              |  |

| Name             | DIN/PAN    | Designation      | Number of equity share(s) held | Date of cessation (after closure of financial year : If any) |
|------------------|------------|------------------|--------------------------------|--|
| PARESH BALMUKUND | AEAPS2375C | Company Secretar | 0                              |  |

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

6

| 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) |
|--------------------|----------|--|---|--|
| VIJAYKUMAR RATILAL | 00376570 | Director   | 05/03/2023  | Retirement (ceased as an Independent Director)                   |
| PURVIBEN ANANT AN. | 07116166 | Director   | 05/03/2023  | Retirement (ceased as an Independent Director)                   |
| PANKAJ RAMANBHAI I | 00131852 | Director   | 01/04/2022  | Retirement (ceased as an Independent Director)                   |
| PANKAJ RAMANBHAI I | 00131852 | Additional director                                      | 30/05/2022  | Appointed as an Additional Director (Independent Director)       |
| PANKAJ RAMANBHAI I | 00131852 | Director   | 26/09/2022  | Members at AGM held on 26.09.2022                                |
| KAUSHIKBHAI NANDU  | 00145086 | Director   | 31/03/2023  | Appointed as an Independent Director                             |

**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 MEETI | 26/09/2022      | 7  | 5                          | 80.05                   |
| EXTRA ORDINARY GENE  | 13/02/2023      | 7  | 6                          | 100                     |

**B. BOARD MEETINGS**

\*Number of meetings held

5

| S. No. | Date of meeting | Total Number of directors associated as on the date of meeting | Attendance                   |                 |
|--------|-----------------|--|------------------------------|-----------------|
|        |                 |  | Number of directors attended | % of attendance |
| 1      | 16/04/2022      | 7  | 7                            | 100             |
| 2      | 30/05/2022      | 7  | 7                            | 100             |
| 3      | 10/08/2022      | 8  | 8                            | 100             |

| S. No. | Date of meeting | Total Number of directors associated as on the date of meeting | Attendance                   |                 |
|--------|-----------------|--|------------------------------|-----------------|
|        |                 |  | Number of directors attended | % of attendance |
| 4      | 08/11/2022      | 8  | 6                            | 75              |
| 5      | 04/02/2023      | 8  | 8                            | 100             |

### C. COMMITTEE MEETINGS

Number of meetings held

13

| 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 | 16/04/2022      | 3   | 3                          | 100             |
| 2      | Audit Committee | 30/05/2022      | 3   | 2                          | 66.67           |
| 3      | Audit Committee | 10/08/2022      | 3   | 3                          | 100             |
| 4      | Audit Committee | 07/11/2022      | 3   | 3                          | 100             |
| 5      | Audit Committee | 03/02/2023      | 3   | 3                          | 100             |
| 6      | Audit Committee | 02/03/2023      | 3   | 3                          | 100             |
| 7      | Corporate Soc   | 16/04/2022      | 3   | 3                          | 100             |
| 8      | Corporate Soc   | 30/05/2022      | 3   | 3                          | 100             |
| 9      | Nomination an   | 30/05/2022      | 3   | 3                          | 100             |
| 10     | Nomination an   | 02/03/2023      | 3   | 3                          | 100             |

### 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      | KARSANBHA            | 5  | 5                           | 100             | 2  | 2                           | 100             |                              |
| 2      | RAKESHBHA            | 5  | 4                           | 80              | 3  | 3                           | 100             |                              |
| 3      | PANKAJ RAM           | 3  | 2                           | 66.67           | 0  | 0                           | 0               |                              |
| 4      | KAUSHIKBHA           | 5  | 5                           | 100             | 5  | 3                           | 60              |                              |

|   |             |   |   |     |   |   |     |  |
|---|-------------|---|---|-----|---|---|-----|--|
| 5 | SHAILESHBH  | 5 | 5 | 100 | 9 | 9 | 100 |  |
| 6 | HIREN KARS, | 5 | 5 | 100 | 5 | 4 | 80  |  |

**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/<br>Sweat equity | Others     | Total<br>Amount |
|--------|-----------------|--------------|--------------|------------|-------------------------------|------------|-----------------|
| 1      | HIREN KARSANBH  | MANAGING DIF | 47,748,071   | 0          | 0                             | 10,623,633 | 58,371,704      |
| 2      | SHAILESHBHAI VA | WHOLE TIME D | 1,607,148    | 0          | 0                             | 623,891    | 2,231,039       |
|        | Total           |              | 49,355,219   | 0          | 0                             | 11,247,524 | 60,602,743      |

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

2

| S. No. | Name           | Designation | Gross Salary | Commission | Stock Option/<br>Sweat equity | Others    | Total<br>Amount |
|--------|----------------|-------------|--------------|------------|-------------------------------|-----------|-----------------|
| 1      | MANAN NUTANBH  | CFO         | 5,740,212    | 0          | 0                             | 966,944   | 6,707,156       |
| 2      | PARESH BALMUKI | COMPANY SEC | 6,284,150    | 0          | 0                             | 1,605,206 | 7,889,356       |
|        | Total          |             | 12,024,362   | 0          | 0                             | 2,572,150 | 14,596,512      |

Number of other directors whose remuneration details to be entered

6

| S. No. | Name            | Designation | Gross Salary | Commission | Stock Option/<br>Sweat equity | Others    | Total<br>Amount |
|--------|-----------------|-------------|--------------|------------|-------------------------------|-----------|-----------------|
| 1      | KARSANBHAI KHC  | DIRECTOR    | 0            | 0          | 0                             | 275,750   | 275,750         |
| 2      | RAKESHBHAI KAR  | DIRECTOR    | 0            | 0          | 0                             | 228,917   | 228,917         |
| 3      | PANKAJ RAMANBH  | DIRECTOR    | 0            | 0          | 0                             | 50,000    | 50,000          |
| 4      | KAUSHIKBHAI NAM | DIRECTOR    | 0            | 0          | 0                             | 135,000   | 135,000         |
| 5      | VIJAYKUMAR RAT  | DIRECTOR    | 0            | 0          | 0                             | 165,000   | 165,000         |
| 6      | PURVI ANANTANA  | DIRECTOR    | 0            | 0          | 0                             | 165,000   | 165,000         |
|        | Total           |             | 0            | 0          | 0                             | 1,019,667 | 1,019,667       |

**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

0

| 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

Kashyap R. Mehta

Whether associate or fellow

Associate  Fellow

Certificate of practice number

2052

**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 [2429]

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 Attachment(s), if any

- Attach
- Attach
- Attach
- Attach

**List of attachments**

ListofShareholdersandDebentureholders31  
ClarificationletterMGT7Nirma202223.pdf  
MeetingofCommitteeofDirector.pdf

Remove attachment

Modify      Check Form      Prescrutiny      Submit

**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

13

| 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   | 28/06/2022      | 4   | 3                          | 75              |
| 2      | Investment Co   | 05/07/2022      | 4   | 3                          | 75              |
| 3      | Investment Co   | 27/02/2023      | 4   | 3                          | 75              |



| 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              | 8,61,52,936           | Equity share    |
| Rakesh <sup>§</sup>     | Karsanbhai  | Patel     | NA        | IN301321 10713232              | 2,86,68,905           | Equity share    |
| Hiren <sup>§</sup>      | Karsanbhai  | Patel     | NA        | IN301321 10713249              | 2,91,45,609           | Equity share    |
| Shantaben <sup>§</sup>  | Karsanbhai  | Patel     | NA        | IN301321 10713265              | 100                   | Equity share    |
| Rajalben* <sup>§</sup>  | H           | Patel     | NA        | IN301321 10335702              | 9,64,280              | 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

# Promoter

§ Promoter Group – immediate relatives of Promoter

List of Non-convertible Debenture Holders of Nirma Limited as on 31.03.2023

| First Name   | Middle Name | Last Name | Reference Number | Number of debentures | Total amount of debentures |
|--|-------------|-----------|------------------|----------------------|----------------------------|
| CENTRAL BANK OF INDIA  | NA          | NA        | INE091A07182     | 850.00               | 850000000                  |
| INDIAN BANK  | NA          | NA        | INE091A07182     | 1000.00              | 1000000000                 |
| BANK OF INDIA  | NA          | NA        | INE091A07182     | 750.00               | 750000000                  |
| UNION BANK OF INDIA  | NA          | NA        | INE091A07182     | 500.00               | 500000000                  |
| NIPPON LIFE INDIA TRUSTEE LTD-A/C NIPPON INDIA HYBRID BOND FUND          | NA          | NA        | INE091A08172     | 100.00               | 100000000                  |
| NIPPON LIFE INDIA TRUSTEE LTD-A/C NIPPON INDIA CREDIT RISK FUND          | NA          | NA        | INE091A08172     | 150.00               | 150000000                  |
| NIPPON LIFE INDIA TRUSTEE LTD-A/C NIPPON INDIA ULTRA SHORT DURATION FUND | NA          | NA        | INE091A08172     | 150.00               | 150000000                  |
| SBI CREDIT RISK FUND   | NA          | NA        | INE091A08172     | 600.00               | 600000000                  |

## Clarification in form MGT-7 of Nirma Limited for financial year ended 31.03.2023

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

Outstanding Amount of debentures outstanding 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 31.03.2023. During the FY 2022-23, the Company had issued 1000 Non-Convertible Debentures of Rs. 10 Lakh each aggregating to Rs. 100 crore.

In absence of separate row in MGT 7, the amount of Rs. 105,68,50,417/- mentioned in as debentures increase during the year includes Rs. 100 crore of NCDs issued during the year and interest accrued on this debentures.

### 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.

**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, 2023**.

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) issued and allotted unsecured, listed, non-convertible debentures aggregating to Rs. 100 crore on 5<sup>th</sup> July, 2022. Except this, the Company has not issued / allotted any Shares or other securities during the financial year.
  - (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) not altered its Share Capital 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 unpaid/ unclaimed amounts lying under equity capital reduction and redemption of preference share capital was duly transferred 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. The appointment & retirement of Independent Directors & Non-executive Directors made during the year were in accordance 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 all the disclosures of the Directors, Key Managerial Personnel and the details of remuneration paid have also been disclosed in Annual Report for the year 2022-23;
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/or others during the financial year ending 31<sup>st</sup> March, 2023 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 has not altered the provisions of the Memorandum and/ or Articles of Association of the Company.

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

**KASHYAP R. MEHTA  
PROPRIETOR**

**FCS-1821 : COP-2052 : PR-583/2019  
UDIN: \_\_\_\_\_**

Place: Ahmedabad

Date: \_\_\_\_ September, 2023