



**NPL/BSE/2023-24/12**

**May 29, 2023**

To,  
The Manager  
Department of Corporate Services,  
BSE Limited,  
Phiroze Jee Jee Bhoy Towers,  
Dalal Street, Mumbai - 400001

**Scrip Code: 511714**  
**Scrip ID: NIMBSPROJ**

**Ref: SEBI Circular CIR/CFD/CMD1/27/2019 dated February 08, 2019**

**Sub: Annual Secretarial Compliance Report under Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements), 2015 for the financial year ended March 31, 2023**

Dear Sir,

With reference to the SEBI Circular CIR/CFD/CMD1/27/2019 dated February 08, 2019, please find enclosed Annual Secretarial Compliance Report under Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 issued by Mr. Kapil Dev Vashisth, Practicing Company Secretary for the year ended March 31, 2023.

This is for your information and record.

**For Nimbus Projects Limited**

Digitally signed  
by Nisha Sarayan  
Date: 2023.05.29  
18:44:20 +05'30'

**Nisha Sarayan**  
**Company Secretary & Compliance Officer**  
**Mem: A67145**

**Encl: as above**

**KAPIL DEV VASHISTH**  
Company Secretaries

F-745-A,S/F Flat,  
Near Krishna Mandir,  
Ganesh Nagar-II,  
Shakarpur, Delhi-110092  
Mob.-9810473337  
e-mail:kdonnet@rediffmail.com

To,  
The Board of Directors,  
Nimbus Projects Limited,  
10th Floor, Narain Manzil,  
23 Barakhamba Road,  
Delhi-110 001

I have been engaged by **Nimbus Projects Limited** ('the Company') bearing **CIN: L74899 DL 1993 PLC 055470** whose equity shares are listed with BSE Limited, to conduct an audit in terms of Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI Listing Regulations) as amended, read with SEBI's Circular No. CIR/CFD/CMD1/27/2019 dated 08th February, 2019 and to issue the Annual Secretarial Compliance Report thereon for the financial year ending 31.03.2023.

It is the responsibility of the management of the Company to maintain records, devise proper systems to ensure compliance with provisions of all applicable SEBI Regulations and circulars/ guidelines issued thereunder from time to time and to ensure that the systems are adequate and are operating effectively.

My responsibility is to verify compliances made by the Company with provisions of all applicable SEBI Regulations and circulars/ guidelines issued there under from time to time and issue a report thereon.

My audit was conducted in accordance with Guidance Note on Annual Secretarial Compliance Report issued by the Institute of Company Secretaries of India and in a manner which involved such examinations and verifications as considered necessary and adequate for the said purpose.

Annual Secretarial Compliance Report for the financial year ended 31.03.2023 is enclosed.

**KAPIL DEV VASHISTH**  
Company Secretaries  
M.No. F 5898  
CP No. 5458



Place : Delhi  
Dated : 29.05.2023

**Secretarial Compliance Report  
of Nimbus Projects Limited for the financial year ended 31.03.2023**

I have examined:

- (a) all the documents and records made available to us and explanation provided by **Nimbus Projects Limited ("the listed entity")**,
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended **31.03.2023** ("Review Period") in respect of compliance with the provisions of:

- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:

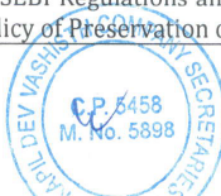
- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; **Not applicable to the listed entity during the review period.**
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **Not applicable to the listed entity during the review period.**
- (e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; **Not applicable to the listed entity during the review period.**
- (f) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; **Not applicable to the listed entity during the review period.**
- (g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (h) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;

and circulars/ guidelines issued thereunder:



I hereby report that, during the Review Period the compliance status of the listed entity is appended as below:

S. No.	Particulars	Compliance status (Yes/No/N.A)	Observations remark by PCS
1.	<b>Secretarial Standards:</b>  The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI), as notified by the Central Government under section 118(10) of the Companies Act, 2013 and mandatorily applicable	Yes	None
2.	<b>Adoption and timely updation of the Policies:</b>  a.) All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities  b.) All the policies are in conformity with SEBI Regulations and have been reviewed & updated on time, as per the regulations/circulars/guidelines issued by SEBI	Yes	None
3.	<b>Maintenance and disclosures on Website:</b>  a) The Listed entity is maintaining a functional website  b) Timely dissemination of the documents/ information under a separate section on the website  c) Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re- directs to the relevant document(s)/ section of the website	Yes	None
4.	<b>Disqualification of Director:</b>  None of the Director(s) of the Company is/are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity.	Yes	None
5.	<b>Details related to Subsidiaries of listed entities have been examined w.r.t.:</b> (a) Identification of material subsidiary companies (b) Disclosure requirement of material as well as other subsidiaries	N.A	The Company has no subsidiary during the review period
6.	<b>Preservation of Documents:</b>  The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of	Yes	None



	Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.		
7.	<b>Performance Evaluation:</b> The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year/during the financial year as prescribed in SEBI Regulations.	Yes	None
8.	<b>Related Party Transactions:</b>  (a) The listed entity has obtained prior approval of Audit Committee for all related party transactions; or  (b) The listed entity has provided detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit Committee, in case no prior approval has been obtained.	Yes	None
9.	<b>Disclosure of events or information:</b>  The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.	Yes	None
10.	<b>Prohibition of Insider Trading:</b>  The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.	Yes	None
11.	<b>Actions taken by SEBI or Stock Exchange(s), if any:</b>  No action(s) has been taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder.	N.A	There was no reportable action during the review period
12.	<b>Additional Non-compliances, if any:</b>  No additional non-compliance observed for any SEBI regulation/circular/guidance note etc.	N.A	There was no reportable action during the review period

The compliance of the provisions of Para 6 of Circular No. CIR/ CFD/CMD1/114/2019 issued by SEBI on 18th October, 2019 for terms of appointment of Statutory Auditors / Resignation of Statutory Auditors of Listed Entity- **No reportable event during the review period;**

a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:



S. No.	Compliance Requirement (Regulations/circulars/guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Re- marks
1.	Special contingent insurance policy towards the risk arises out of issuance of duplicate shares certificate Refer: Para 5 of the SEBI Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/70 dated 25th May, 2022	SEBI Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/70 dated 25th May, 2022	The Company has issued duplicate share certificate for 100 shares in the month of July, 2022 as per SEBI Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/70 dated 25th May, 2022. The Company was required to take special contingent insurance policy in term of above said circular.	N.A	N.A	N.A	N.A	The Company was required to take special contingent insurance policy in term of said circular at the time of issue of duplicate share certificate	The Company has taken insurance policy as per SEBI Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/70 dated 25th May, 2022 that is effective from 01.4.2023 to 31.03.2024	
2.	Annual Disclosure under Regulation 31(4) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011	Regulation 31(4) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011	Non-disclosure of annual encumbrance, if any, by some promoters at the end of financial year 31.03.2023 to the Company and to BSE	N.A	N.A	N.A	N.A	4 Promoters holding 8800 shares in aggregate did not disclose their annual encumbrance, if any, at the end of financial year 31.03.2023 to the Company and to BSE	The Company has not received the disclosures from those promoters despite our several reminders and follow ups.	



**KAPIL DEV VASHISTH**  
Company Secretaries

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Near Krishna Mandir,  
Ganesh Nagar-II,  
Shakarpur, Delhi-110092  
Mob.-9810473337  
e-mail:kdonnet@rediffmail.com

b) The listed entity has taken the following actions to comply with the observations made in previous reports:

S.No.	Compliance Requirement (Regulations/circulars/guidelines including specific clause)	Regulation/Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/Remarks of the Practicing Company Secretary	Management Response	Remarks
NIL										

KAPIL DEV VASHSITH  
Company Secretaries  
M.No. F 5898  
CP No. 5458  
Place : Delhi  
Date: 29.05.2023



P.R Certificate No- 1389/2021  
ICSI UDIN - F005898E000409873