



# NIMBUS PROJECTS LIMITED

(formerly known as NCJ International Limited)  
(An ISO 9001 : 2008 Certified Company)

CIN : L74899DL1993PLC055470

ENTERPRISE  
REAL  
ESTATE

NPL/BSE/23/2019-20

October 01, 2019

To  
The Manager,  
Listing Department,  
BSE Limited  
Phiroze Jeejeebhoy Tower,  
Dalal Street, Mumbai-400 001

BSE Scrip Code: 511714  
Scrip ID : NIMBSPROJ

**Sub: - Disclosure of Voting Results at the 26<sup>th</sup> Annual General Meeting (AGM) of the Company held on Monday, September 30, 2019.**

Dear Sir/Madam,

At the 26<sup>th</sup> Annual General Meeting (AGM) of the Company held on Monday, September 30, 2019 at 10:00 a.m. at "The Golden Palms Hotel & Spa" situated at Plot 6-C, Opp. East Delhi Police Headquarters, Patparganj, I.P. Extension, Delhi -110092, all the items of business contained in the Notice of the AGM dated August 12, 2019 were transacted and approved by the Shareholders with requisite majority.


The details of the combined voting results (which includes the results of remote e-voting and poll conducted at the Annual General Meeting) in the format prescribed under Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 along with Scrutinizer's Report are enclosed as Annexure I and Annexure II respectively.

You are requested to kindly take the same on records.

Thanking You

Yours Faithfully,

For Nimbus Projects Limited

  
Sahil Agarwal  
(Company Secretary & Compliance Officer)  
M. No.: A36817



Encl: As above



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## Annexure-I

Item No.	Detail of the Agenda	Resolution required: (Ordinary/Special)	Mode of Voting: (Poll/Postal Ballot / E-voting)	Result
(i)	To receive, consider and adopt the Audited Standalone and the Audited Consolidated Financial Statements of the Company for the year ended 31st March, 2019, together with Board's Report, and Report of Auditors' thereon.	Ordinary	E-voting and Poll	This Resolution was Passed with requisite majority
(ii)	To re-appoint a Director in the place of Mr. Bipin Agarwal (DIN: 00001276) who retires by rotation and being eligible offers himself for re-appointment.	Ordinary	E-voting and Poll	This Resolution was Passed with requisite majority
(iii)	Appointment of Mr. Prabhat Kumar Srivastava (DIN: 07600968) as a Non Executive and Non-Independent Director	Ordinary	E-voting and Poll	This Resolution was Passed with requisite majority
(iv)	Appointment of Mr. Lalit Agarwal (DIN: 00003903) as a Non Executive and Non-Independent Director:	Ordinary	E-voting and Poll	This Resolution was Passed with requisite majority
(v)	Re-Appointment of Mr. Surinder Singh Chawla (DIN: 00398131) as a Non-Executive Independent Director	Special	E-voting and Poll	This Resolution was Passed with requisite majority
(vi)	Re-Appointment of Mrs. Anu Rai (DIN: 07132809) as a Non-Executive Independent Director (Woman)	Special	E-voting and Poll	This Resolution was Passed with requisite majority
(vii)	Re-Appointment of Mr. Bipin Agarwal (DIN: 00001276) as Managing Director & designate him Chairman and Managing Director	Special	E-voting and Poll	This Resolution was Passed with requisite majority

For Nimbus Projects Limited

Company Secretary/Compliance Officer



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Date of the AGM	September 30, 2019
Total number of shareholders on record date	1935
No. of shareholders present in the meeting either in person or through proxy:  Promoters and Promoter Group: Public:	Total: 79 (Promoter, Public & Proxy)  Promoter & Promoter Group : 08  Public : 67 Proxy: 04
No. of Shareholders attended the meeting through Video Conferencing  Promoters and Promoter Group: Public:	NIL

For Nimbus Projects Limited

  
Company Secretary/Compliance Officer

Resolution No.1 To receive, consider and adopt the Audited Standalone and the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2019, together with Board's Report and report Auditors' thereon.

Resolution Required: (Special/Ordinary)			Ordinary					
Whether Promoter/Promoter Group are interested in the agenda			No					
Category	Mode of Voting	No. of Shares Held	No. of Valid Votes polled	% of Votes polled on outstanding shares	No. of Votes in favour	No. of votes against	% of votes in favour on votes polled	% of votes against on votes polled
Promoter and Promoter Group	E-voting	5555734	5555734	3=2/1*100	5555734	0	6=4/2*100	7=5/2*100
	At Poll	0	0	0	0	0	0	0
	Total	5555734	5555734	100	5555734	0	100	0
Public-Institution	E-voting	0	0	0	0	0	0	0
	At Poll	0	0	0	0	0	0	0
	Total	0	0	0	0	0	0	0
Public- Non Institutions	E-voting	285285	285285	100	285285	0	100	0
	At Poll	303188	303188	100	303188	0	100	0
	Total	588473	588473	100	588473	0	0	0
Total		6144207	6144207	100	6144207	0	100	0

For Nimbus Projects Limited  
 Sahil Agarwal  
 (Company Secretary & Compliance Officer)  
 M.No. A36817



Resolution No.2. To re-appoint a Director in the place of Mr. Bipin Agarwal (DIN: 00001276) who retires by rotation and being eligible offers himself for re-appointment.

Resolution Required: (Special/Ordinary)		Whether promoter/promoter group are interested in the agenda		Yes						
				Ordinary						
Category	Mode of Voting	No. of Shares Held	No. of Valid Votes polled	% of Votes polled on outstanding shares	No. of Votes in favour	No. of votes against	% of votes in favour on votes polled	% of votes against on votes polled		
Promoter and Promoter Group	E-voting	5000	5000	100	5000	0	100	0		
	At Poll	0	0	0	0	0	0	0		
	Total	5000	5000	100	5000	0	100	0		
Public-Institution	E-voting	0	0		0	0	0	0		
	At Poll	0	0		0	0	0	0		
	Total	0	0		0	0	0	0		
Public- Non Institutions	E-voting	283285	283285	100	283284	1	100	0		
	At Poll	303188	303188	100	303188	0	100	0		
	Total	586473	586473	100	591472	0	100	0		
Total		591473	591473	100	596472	1	100	0		

For Nimbus Projects Limited  
 Sahil Agarwal  
 (Company Secretary & Compliance Officer)  
 M.No. A36817



Resolution No.3 Appointment of Mr. Prabhath Kumar Srivastava (DIN: 07600968) as a Non Executive and Non-Independent Director

Resolution Required: (Special/Ordinary)

Ordinary

Whether Promoter/Promoter Group are interested in the agenda

No

Category	Mode of Voting	No. of Shares Held	No. of Valid Votes polled	% of Votes polled on outstanding shares	No. of Votes in favour	No. of votes against	% of votes in favour on votes polled	% of votes against on votes polled
Promoter and Promoter Group	E-voting	5555734	5555734	3=2/1*100	4	5	6=4/2*100	7=5/2*100
	At Poll	0	0	0	0	0	0	0
	Total	5555734	5555734	100	5555734	0	100	0
Public-Institution	E-voting	0	0	0	0	0	0	0
	At Poll	0	0	0	0	0	0	0
	Total	0	0	0	0	0	0	0
Public- Non Institutions	E-voting	285285	285285	100	285284	1	100	0
	At Poll	303188	303188	100	303188	0	100	0
	Total	588473	588473	100	588472	0	100	0
Total		6144207	6144207	100	6144206	1	100	0

For Nimbus Projects Limited

Sahil Agarwal

(Company Secretary & Compliance Officer)  
M.No. A36817



Resolution No.4: Appointment of Mr. Lalit Agarwal (DIN: 00003903) as a Non Executive and Non-Independent Director

Resolution Required: (Special/Ordinary)

Ordinary

Whether promoter/promoter group are interested in the agenda

No

Category	Mode of Voting	No. of Shares Held	No. of Valid Votes polled	% of Votes polled on outstanding shares	No. of Votes in favour	No. of votes against	% of votes in favour on votes polled	% of votes against on votes polled
Promoter and Promoter Group	E-voting	1	2	3=2/1*100	4	5	6=4/2*100	7=5/2*100
	At Poll	5555734	5555734	100	5555734	0	100	0
	Total	0	0	0	0	0	0	0
Public-Institution	E-voting	5555734	5555734	100	5555734	0	100	0
	At Poll	0	0	0	0	0	0	0
	Total	0	0	0	0	0	0	0
Public-Non Institutions	E-voting	285285	285285	100	285284	1	100	0
	At Poll	303188	303188	100	303188	0	100	0
	Total	588473	588473	100	588472	0	100	0
Total		6144207	6144207	100	6144206	1	100	0

For Nimbus Projects Limited

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(Company Secretary & Compliance Officer)  
M.No. A36817



Resolution No.5: Re-Appointment of Mr. Surinder Singh Chawla (DIN: 00398131) as a Non-Executive Independent Director

Resolution Required: (Special/Ordinary)

Special

Whether promoter/promoter group are interested in the agenda

No

Category	Mode of Voting	No. of Shares Held	No. of Valid Votes polled	% of Votes polled on outstanding shares	No. of Votes in favour	No. of votes against	% of votes in favour on votes polled	% of votes against on votes polled
Promoter and Promoter Group	E-voting	1	2	3=2/1*100	4	5	6=4/2*100	7=5/2*100
	At Poll	5555734	5555734	100	5555734	0	100	0
	Total	0	0	0	0	0	0	0
Public-Institution	E-voting	5555734	5555734	100	5555734	0	100	0
	At Poll	0	0	0	0	0	0	0
	Total	0	0	0	0	0	0	0
Public- Non Institutions	E-voting	285285	285285	100	285284	1	100	0
	At Poll	303188	303188	100	303188	0	100	0
	Total	588473	588473	100	588472	0	100	0
Total		6144207	6144207	100	6144206	1	100	0

For Nimbus Projects Limited

Sahil Aggarwal  
 (Company Secretary & Compliance Officer)  
 M.No. A36817





Resolution No.6: Re-Appointment of Mrs. Anu Rai (DIN: 07132809) as a Non-Executive Independent Director (Woman)

Resolution Required: (Special/Ordinary)

Special

Whether promoter/promoter group are interested in the agenda

No

Category	Mode of Voting	No. of Shares Held	No. of Valid Votes polled	% of Votes polled on outstanding shares	No. of Votes in favour	No. of votes against	% of votes in favour on votes polled	% of votes against on votes polled
Promoter and Promoter Group	E-voting	1	2	3=2/1*100	4	5	6=4/2*100	7=5/2*100
	At Poll	5555734	5555734	100	5555734	0	100	0
	Total	0	0	0	0	0	0	0
Public-Institution	E-voting	5555734	5555734	100	5555734	0	100	0
	At Poll	0	0	0	0	0	0	0
	Total	0	0	0	0	0	0	0
Public- Non Institutions	E-voting	285285	285285	100	285284	1	100	0
	At Poll	303188	303188	100	303188	0	100	0
	Total	588473	588473	100	588472	0	100	0
Total		6144207	6144207	100	6144206	1	100	0

For Nimbus Projects Limited

Sahil Agarwal

(Company Secretary & Compliance Officer)  
M.No. A36817



Resolution No.7. Reappointment of Mr. Bipin Agarwal (DIN: 00001276) as Managing Director & designate him Chairman and Managing Director.

Resolution Required: (Special/Ordinary)

Special

Whether promoter/promoter group are interested in the agenda

Yes

Category	Mode of Voting	No. of Shares Held	No. of Valid Votes polled	% of Votes polled on outstanding shares	No. of Votes in favour	No. of votes against	% of votes in favour on votes polled	% of votes against on votes polled
Promoter and Promoter Group	E-voting	5000	5000	3=2/1*100	4	5	6=4/2*100	7=5/2*100
	At Poll	0	0	100	0	0	100	0
	Total	5000	5000	100	5000	0	100	0
Public-Institution	E-voting	0	0	0	0	0	0	0
	At Poll	0	0	0	0	0	0	0
	Total	0	0	0	0	0	0	0
Public- Non Institutions	E-voting	283285	283285	100	283284	1	100	0
	At Poll	303188	303188	100	303188	0	100	0
	Total	586473	586473	100	591472	0	100	0
Total		591473	591473	100	596472	1	100	0

For Nimbus Projects Limited

Sahil Agarwal

(Company Secretary & Compliance Officer)  
M.No. A36817



**KAPIL DEV VASHISTH**  
Company Secretaries

B-26, Part-C, 1<sup>st</sup> Floor,  
Street No-2, Anna Park,  
Shakarpur, Delhi-11009,  
Ph. 9810473337  
E-mail: kdonnet@rediffmail.com

**Combined Report of Scrutinizer for E- Voting & Poll**

[Pursuant to Section 108/109 of the Companies Act, 2013 and Rule 20 and 21 of the Companies  
(Management and Administration) Rule 2014]

To,  
**The Chairman,**  
**M/s Nimbus Projects Limited,**  
**1001-1006, 10<sup>th</sup> Floor, Narain Manzil,**  
**23, Barakhamba Road,**  
**New Delhi-110001**

Dated : 01.10.2019

Dear Sir,

I KAPIL DEV VASHISTH, Company Secretaries have been appointed 'Scrutinizer' by the Board of Directors of **M/s Nimbus Projects Limited (CIN 74899 DL 1993 PLC 055470)** pursuant to Provision of Section 108 of the Companies Act 2013 read with Rule 20 of the Companies ( Management and Administration) Rule, 2014 to conduct the e-voting process and to scrutinize the physical ballot polling under provision of Section 109 of the Companies Act, 2013 read with Rule 21 of the Companies ( Management and Administration ) Rule 2014 in respect of the resolutions set out in the notice dated 12<sup>th</sup> August 2019 for convening the 26<sup>th</sup> Annual General Meeting (AGM ) of Shareholders held on 30<sup>th</sup> September 2019 at " Golden Palms Hotel and Spa" situated at Plot No-6C, Community Centre, Opp. East Delhi Police Headquarters, Patparganj, I P Extension, Delhi-110092.

The Management of the Company is responsible to ensure the compliance with the requirement of the Companies Act 2013 and Rules framed thereunder relating to Voting through electronic voting and voting on poll on the resolutions contained in the notice of 26<sup>th</sup> AGM of the Company. My responsibility as a Scrutinizer is restricted to report the votes cast in "FAVOUR" or "AGAINST" the resolutions proposed before Shareholders.

The Shareholders of the Company as on the 'Cut off' date i.e 23<sup>rd</sup> September 2019 were entitled to vote.

The Company has availed 'e- voting facility' provided by National Securities Depository Limited (NSDL) for enabling the Shareholders to cast their votes between the 27<sup>th</sup> September, 2019 (9 a.m. IST) to 29<sup>th</sup> September 2019 (5.00 p.m IST).





After the announcement of the poll by the Chairman, One Ballot box kept for polling was locked in my presence and Shareholders/Proxies. After the time fixed for closing of poll the said locked ballot box was opened in my presence and two witnesses.

The polling papers were diligently scrutinized and reconciled with the records kept by the Company / Registrar & Transfer Agents of the Company and Authorization / Proxies lodged with the Company. The reconciliation of attendance records with polling papers indicated that ballots for 6 shareholders holding 205 shares in aggregate were found defective. 20 shareholders holding 216 shares in aggregate did not cast their votes.

A separate scrutinizer's report on Poll in MGT-13 has been issued.

I have unblocked the votes cast through the remote e- voting at NSDL on 30<sup>th</sup> September 2019 portal in presence of two witnesses who are not in employment of the Company. They have signed below, in confirmation of votes unblocked in their presence:

1. Name Deepaai Seljal Kulshrestha Signature   
Address: R-161, Vani Vihar, Uttam Nagar,  
New Delhi - 110059
  
2. Name Chandya Kishore Mittal Signature   
Address: 1/2570, A, VGF, Kirti Nagar  
Kirti Nagar, Shalimar, Delhi



Based on the report downloaded from E- VOTING portal of NSDL and poll conducted at the venue of AGM, I submit the following combined Report:

Resolution No-1- (Ordinary Resolution) : To receive, consider and adopt the Audited Standalone and the audited Consolidated Financial Statements of the Company for the Year ended 31<sup>st</sup> March, 2019, together with Board's Report and reports Auditors' thereon;

Mode	No of members Voted	Votes in Favour	Votes against	Invalid Votes	Total	Result
		(a)	(b)		(a+b)	
e- voting	37	5841019	0	0	5841019	Passed by Requisite Majority
Poll	26	303188	0	0	303188	
Total	63	6144207		0	6144207	
% of votes		100.00	0.00	0	100.00	



**Resolution No-2: (Ordinary Resolution) : To re-appoint a Director in the place of Mr. Bipin Agarwal (DIN: 00001276) who retires by rotation and being eligible offers himself for re-appointment;**

Mode	No of members Voted	Votes in Favour	Votes against	Invalid Votes	Total	Result
		(a)	(b)		(a+b)	
e- voting	28	288284	1	514595*	288285	Passed by Requisite Majority
Poll	26	303188	0	0	303188	
<b>Total</b>	<b>54</b>	<b>591472</b>	<b>1</b>	<b>514595</b>	<b>591473</b>	
<b>% of votes</b>		<b>100.00</b>	<b>0.00</b>		<b>100.00</b>	

\* 514595 Votes for one shareholder has been found invalid.



**Resolution No-3: (Ordinary Resolution) : Appointment of Mr. Parabhat Kumar Srivastava ( DIN: 07600968) as a Non Executive and Non Independent Director;**

Mode	No of members Voted	Votes in Favour	Votes against	Invalid Votes	Total	Result
		(a)	(b)		(a+b)	
e- voting	37	5841018	1	0	5841019	Passed by Requisite Majority
Poll	26	303188	0	0	303188	
<b>Total</b>	<b>63</b>	<b>6144206</b>	<b>1</b>	<b>0</b>	<b>6144207</b>	
<b>% of votes</b>		<b>100.00</b>	<b>0.00</b>		<b>100.00</b>	



**Resolution No-4: (Ordinary Resolution) : Appointment of Mr. Lalit Agarwal ( DIN: 00003903) as a Non Executive and Non Independent Director;**

Mode	No of members Voted	Votes in Favour	Votes against	Invalid Votes	Total	Result
		(a)	(b)		(a+b)	
e- voting	37	5841018	1	0	5841019	Passed by Requisite Majority
Poll	26	303188	0	0	303188	
Total	63	6144206	1	0	6144207	
% of votes		100.00	0.00		100.00	





**Resolution No-5: (Special Resolution): Re-appointment of Mr. Surinder Singh Chawala ( DIN: 00398131) as a Non Executive Independent Director;**

Mode	No of members Voted	Votes in Favour	Votes against	Invalid Votes	Total	Result
		(a)	(b)		(a+b)	
e- voting	37	5841018	1	0	5841019	Passed by Requisite Majority
Poll	26	303188	0	0	303188	
Total	63	6144206	1	0	6144207	
% of votes		100.00	0.00		100.00	



**Resolution No-6: (Special Resolution) : Re-appointment of Mrs. Anu Rai (DIN: 07132809) as a Non Executive Independent Director (woman);**

Mode	No of members Voted	Votes in Favour	Votes against	Invalid Votes	Total	Result
		(a)	(b)		(a+b)	
e- voting	37	5841018	1	0	5841019	Passed by Requisite Majority
Poll	26	303188	0	0	303188	
<b>Total</b>	<b>63</b>	<b>6144206</b>	<b>1</b>	<b>0</b>	<b>6144207</b>	
% of votes		<b>100.00</b>	<b>0</b>		<b>100.00</b>	



**Resolution No-7: (Special Resolution): Re-appointment of Mr. Bipin Agarwal (DIN: 00001276) as Managing Director & designate him Chairman and Managing Director;**

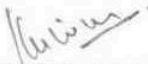
Mode	No of members Voted	Votes in Favour	Votes against	Invalid Votes	Total	Result
		(a)	(b)		(a+b)	
e- voting	29	288284	1	516595*	288285	Passed by Requisite Majority
Poll	26	303188	0	0	303188	
<b>Total</b>	<b>55</b>	<b>591472</b>	<b>1</b>	<b>516595</b>	<b>591473</b>	
<b>% of votes</b>		<b>100.00</b>	<b>0</b>		<b>100.00</b>	

\* 516595 Votes for Two shareholders have been found invalid.

The register and relevant records related to poll e-Voting shall remain in our custody until the Chairman consider, approve and signs the minutes and thereafter the records will be handed over to Company for safe keeping.

Thanking You,

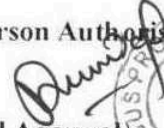
Yours Faithfully



**KAPIL DEV VASHISTH**  
**Company Secretaries**  
**(Scrutinizer)**  
**M. No. F- 5898**  
**C.P- 5458**



Counter signed by person Authorised to receive the report

  
**(Sahil Agarwal)**  
**Company Secretary**  
**Membership No. A36817**

