



NIMBUS PROJECTS LIMITED

(An ISO 9001 : 2015 Certified Company)

CIN : L74899DL1993PLC055470

ENTERPRISE
REAL
ESTATE

NPL/BSE/2023-24/34

September 01, 2023

**To,
The Manager
Listing Department,
BSE Limited
Phiroze Jeejeebhoy Towers,
Rotunda Building,
Dalal Street, Mumbai - 400 023**

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

Sub: Notice of the 30th Annual General Meeting to be held on September 28, 2023.

Dear Sir/Madam,

Pursuant to Regulation 30 read with Part A of Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we submit herewith the Notice of the 30th Annual General Meeting of Nimbus Projects Limited scheduled to be held on Thursday, the 28th day of September, 2023 at 12:30 P.M. (IST) through Video Conference (VC) / Other Audio-Visual Means (OAVM). The said Notice forms part of the Annual Report and Annual Accounts of the Company for the Financial Year 2022-23.

The Notice of the AGM is also available on the website of the Company at www.nimbusprojectsLtd.com.

This is for your information and records.

Thanking you,

Yours faithfully,
For Nimbus Projects Limited

Nisha Sarayan
Digitally signed by
Nisha Sarayan
Date: 2023.09.01
18:13:47 +05'30'

**Nisha Sarayan
Company Secretary & Compliance Officer
Mem No.: A67145**

Encl: as above



NIMBUS PROJECTS LIMITED
CIN No. L74899DL1993PLC055470
Regd. Office: 1001-1006, 10th Floor Narain Manzil,
23, Barakhamba Road, New Delhi-110001
Ph.: +91-11-42878900 Fax.:+91-11-41500023
E-mail: nimbusindiaLtd@gmail.com
website: www.nimbusprojectsLtd.com

NOTICE OF THE 30TH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Thirtieth (30th) Annual General Meeting of the Members of Nimbus Projects Limited will be held on Thursday, the 28th day of September, 2023 at 12:30 P.M. IST through Video Conferencing (VC)/ Other Audio Visual Means (OAVM), to transact the following business:

ORDINARY BUSINESS:

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, 2023, TOGETHER WITH REPORTS OF THE BOARD AND THE AUDITORS THEREON AND IN THIS REGARD, TO CONSIDER AND TO PASS THE FOLLOWING RESOLUTION AS AN ORDINARY RESOLUTION:

“RESOLVED THAT the audited standalone financial statement of the Company for the financial year ended March 31, 2023 and the reports of the Board of Directors and the Auditors thereon as laid before this meeting be and are hereby received, considered and adopted;

RESOLVED FURTHER THAT the audited consolidated financial statement of the Company for the financial year ended March 31, 2023 and the report of the Auditors thereon as laid before this meeting be and are hereby received, considered and adopted.”

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 AND IN THIS REGARD, TO CONSIDER AND TO PASS THE FOLLOWING RESOLUTION AS AN ORDINARY RESOLUTION:

“RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013, Mr. Bipin Agarwal (DIN: 00001276) Director who retires by rotation and being eligible offers himself for re-appointment be and is hereby re-appointed as a Director of the Company, liable to retire by rotation.”

SPECIAL BUSINESS:

3. TO APPROVE ENTERING INTO MATERIAL RELATED PARTY TRANSACTIONS WITH IDENTIFIED PARTNERSHIP FIRMS IN WHICH COMPANY IS A PARTNER AND IN THIS REGARD, TO CONSIDER AND TO PASS, THE FOLLOWING RESOLUTION AS AN ORDINARY RESOLUTION:

“RESOLVED THAT pursuant to the provisions of Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended till date, (“Listing Regulations”), the applicable provisions of the Companies Act, 2013 (“the Act”) read with Rules made thereunder, other applicable laws/ statutory provisions, if any, (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof, for the time being in force), the Company's Policy on Related Party Transactions and subject to such approval(s), consent(s), permission(s) as may be necessary from time to time and on the basis of the approval/ recommendation of the Audit Committee and the Board of Directors of the Company, the approval of the members of the Company be and is hereby accorded to the Company to enter/ continue to enter/proposed to be entered into (whether by way of an individual transaction or transactions taken together or a series of

transactions or otherwise), as mentioned in detail in the Explanatory Statement annexed herewith, with identified Partnership Firms of the Company viz., IITL Nimbus The Express Park View, IITL Nimbus The Palm Village and Indogreen International on such terms and conditions as may be mutually agreed between the Company and aforementioned Related Parties of the Company for an aggregate value not exceeding Rupees 200 Crore, Rupees 200 Crore and Rupees 100 Crore respectively from this Meeting till the next Annual General Meeting of the Company to be held in year 2024 provided that such transaction(s) / contract(s) / arrangement(s) / agreement(s) are being carried out at an arm's length pricing basis and in the ordinary course of business;

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as 'Board' which term shall be deemed to include the Audit Committee of the Company and any duly constituted/ to be constituted Committee of Directors thereof to exercise its powers including powers conferred under this resolution) be and is hereby authorized to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion and to take all such steps as may be required in this connection including finalizing and executing necessary documents, contract(s), scheme(s), agreement(s) and such other documents as may be required, seeking all necessary approvals to give effect to this resolution for and on behalf of the Company and settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions powers herein conferred to, without being required to seek further consent or approval of the members or otherwise to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution;

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any director(s), committee(s), executive(s), officer(s) or representatives(s) of the Company or to any other person to do all such acts, deeds, matters and things as may be considered necessary or expedient and also to execute such documents, writings etc. as may be necessary to give effect to this resolution;

RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter referred to or contemplated in this resolution, be and is hereby approved, ratified and confirmed in all respect.”

4. TO APPROVE ENTERING INTO MATERIAL RELATED PARTY TRANSACTIONS WITH IDENTIFIED PROMOTER AND IN THIS REGARD, TO CONSIDER AND TO PASS, THE FOLLOWING RESOLUTION AS AN ORDINARY RESOLUTION:

“RESOLVED THAT pursuant to the provisions of Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended till date, (“Listing Regulations”), the applicable provisions of the Companies Act, 2013 (“the Act”) read with Rules made thereunder, other applicable laws/ statutory provisions, if any, (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof, for the time being in force), the Company's Policy on Related Party Transactions, and subject to such approval(s), consent(s), permission(s) as may be necessary from time to time and basis the approval/ recommendation of the Audit Committee and the Board of Directors of the Company, the approval of the members of the Company be and is hereby accorded to the Company to enter/ continue to enter/proposed to be entered into (whether by way of an individual transaction or transactions taken together or a series of transactions or otherwise), as mentioned in detail in the Explanatory Statement annexed herewith, with Mr. Bipin Agarwal, Director and Promoter of the Company on such terms and conditions as may be mutually agreed between the Company and aforementioned Related Parties for an aggregate value not exceeding Rupees 50 Crore from this Meeting till the next Annual General Meeting of the Company to be held in year 2024 provided that such transaction(s) / contract(s) / arrangement(s) / agreement(s) is being carried out at an arm's length pricing basis and in the ordinary course of business;

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as 'Board' which term shall be deemed to include the Audit Committee of the Company and any duly constituted/ to be constituted Committee of Directors thereof to exercise its powers including powers conferred under this resolution) be and is hereby authorized to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion and to take all such steps as may be required in this connection including finalizing and executing necessary documents, contract(s), scheme(s), agreement(s) and such other documents as may be required, seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company and settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions powers herein conferred to, without being required to seek further consent or approval of the members or otherwise to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution;

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any director(s), committee(s), executive(s), officer(s) or representatives(s) of the Company or to any other person to do all such acts, deeds, matters and things as may be considered necessary or expedient and also to execute such documents, writings etc. as may be necessary to give effect to this resolution.”

RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter referred to or contemplated in this Resolution, be and is hereby approved, ratified and confirmed in all respect.”

5. TO APPROVE ENTERING INTO MATERIAL RELATED PARTY TRANSACTIONS WITH IDENTIFIED PROMOTER GROUP COMPANIES AND IN THIS REGARD, TO CONSIDER AND TO PASS, THE FOLLOWING RESOLUTION AS AN ORDINARY RESOLUTION:

“**RESOLVED THAT** pursuant to the provisions of Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended till date, (“Listing Regulations”), the applicable provisions of the Companies Act, 2013 (“the Act”) read with Rules made thereunder, other applicable laws/ statutory provisions, if any, (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof, for the time being in force), the Company's Policy on Related Party Transactions and subject to such approval(s), consent(s), permission(s) as may be necessary from time to time and on the basis of the approval/ recommendation of the Audit Committee and the Board of Directors of the Company, the approval of the members of the Company be and is hereby accorded to the Company to enter/ continue to enter/proposed to be entered into (whether by way of an individual transaction or transactions taken together or a series of transactions or otherwise), as mentioned in detail in the Explanatory Statement annexed herewith, with identified Promoter Group Companies via Nimbus (India) Limited and Nimbus Propmart Private Limited on such terms and conditions as may be mutually agreed between the Company and aforementioned Related Parties of the Company for an aggregate value of Rupees 100 Crore and Rupees 50 Crore respectively from this Meeting till the next Annual General Meeting of the Company to be held in year 2024 provided that such transaction(s) / contract(s) / arrangement(s) / agreement(s) is being carried out at an arm's length pricing basis and in the ordinary course of business;

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as 'Board' which term shall be deemed to include the Audit Committee of the Company and any duly constituted/ to be constituted Committee of Directors thereof to exercise its powers including powers conferred under this resolution) be and is hereby authorized to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion and to take all such steps as may be required in this connection including finalizing and executing necessary documents, contract(s), scheme(s), agreement(s) and such other documents as may be required seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company and settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions powers herein conferred to, without being required to seek further consent or approval of the members or otherwise to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution;

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any director(s), committee(s), executive(s), officer(s) or representatives(s) of the Company or to any other person to do all such acts, deeds, matters and things as may be considered necessary or expedient and also to execute such documents, writings etc. as may be necessary to give effect to this resolution;

RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter referred to or contemplated in this Resolution, be and is hereby approved, ratified and confirmed in all respect.”

6. TO APPROVE ENTERING INTO MATERIAL RELATED PARTY TRANSACTIONS WITH INDUSTRIAL INVESTMENT TRUST LIMITED AND IITL PROJECTS LIMITED AND IN THIS REGARD, TO CONSIDER AND TO PASS, THE FOLLOWING RESOLUTION AS AN ORDINARY RESOLUTION:

“**RESOLVED THAT** pursuant to the provisions of Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended till date, (“Listing Regulations”), the applicable provisions of the Companies Act, 2013 (“the Act”) read with Rules made thereunder, other applicable laws/ statutory provisions, if any, (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof, for the time being in force), the Company's Policy on Related Party Transactions and subject to such approval(s), consent(s), permission(s) as may be necessary

from time to time and on the basis of the approval/ recommendation of the Audit Committee and the Board of Directors of the Company, the approval of the members of the Company be and is hereby accorded to the Company to enter/ proposed to be entered into (whether by way of an individual transaction or transactions taken together or a series of transactions or otherwise), as mentioned in detail in the Explanatory Statement annexed herewith, with certain identified Related Parties viz., Industrial Investment Trust Limited and IITL Projects Limited on such terms and conditions as may be mutually agreed between the Company(s) and aforementioned Related Parties of the Company for an aggregate value not exceeding Rupees 100 Crore and Rupees 50 Crore respectively from this Meeting till the next Annual General Meeting of the Company to be held in year 2024 provided that such transaction(s) / contract(s) / arrangement(s) / agreement(s) is being carried out at an arm's length pricing basis and in the ordinary course of business;

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as 'Board' which term shall be deemed to include the Audit Committee of the Company and any duly constituted/ to be constituted Committee of Directors thereof to exercise its powers including powers conferred under this resolution) be and is hereby authorized to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion and to take all such steps as may be required in this connection including finalizing and executing necessary documents, contract(s), scheme(s), agreement(s) and such other documents as may be required, seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company and settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions powers herein conferred to, without being required to seek further consent or approval of the members or otherwise to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution;

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any director(s), committee(s), executive(s), officer(s) or representatives(s) of the Company or to any other person to do all such acts, deeds, matters and things as may be considered necessary or expedient and also to execute such documents, writings etc. as may be necessary to give effect to this resolution.”

7. TO APPROVE ENTERING INTO MATERIAL RELATED PARTY TRANSACTIONS WITH WORLD RESORTS LIMITED AND N.N. FINANCIAL SERVICES PRIVATE LIMITED AND IN THIS REGARD, TO CONSIDER AND TO PASS, THE FOLLOWING RESOLUTION AS AN ORDINARY RESOLUTION:

“RESOLVED THAT pursuant to the provisions of Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended till date, (“Listing Regulations”), the applicable provisions of the Companies Act, 2013 (“the Act”) read with Rules made thereunder, other applicable laws/ statutory provisions, if any, (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof, for the time being in force), the Company's Policy on Related Party Transactions and subject to such approval(s), consent(s), permission(s) as may be necessary from time to time and on the basis of the approval/ recommendation of the Audit Committee and the Board of Directors of the Company, the approval of the members of the Company be and is hereby accorded to the Company to enter/ proposed to be entered into (whether by way of an individual transaction or transactions taken together or a series of transactions or otherwise), as mentioned in detail in the Explanatory Statement annexed herewith, with World Resorts Limited and N.N. Financial Services Private Limited on such terms and conditions as may be mutually agreed between the Company(s) and aforementioned Related Parties of the Company for an aggregate value not exceeding Rupees 150 Crore and Rupees 100 Crore respectively from this Meeting till the next Annual General Meeting of the Company to be held in year 2024 provided that such transaction(s) / contract(s) / arrangement(s) / agreement(s) is being carried out at an arm's length pricing basis and in the ordinary course of business;

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as 'Board' which term shall be deemed to include the Audit Committee of the Company and any duly constituted/ to be constituted Committee of Directors thereof to exercise its powers including powers conferred under this resolution) be and is hereby authorized to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion and to take all such steps as may be required in this connection including finalizing and executing necessary documents, contract(s), scheme(s), agreement(s) and such other documents as may be required, seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company and settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions powers herein conferred to, without being required to seek further consent or approval of the members or otherwise to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution;

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any director(s), committee(s), executive(s), officer(s) or representatives(s) of the Company or to any other person to do all such acts, deeds, matters and things as may be considered necessary or expedient and also to execute such documents, writings etc. as may be necessary to give effect to this resolution.”

8. TO APPROVE ENTERING INTO MATERIAL RELATED PARTY TRANSACTIONS WITH ANAMICA FINANCIAL SERVICES PRIVATE LIMITED, ANAMICA PORTFOLIO PRIVATE LIMITED, SAFFRON HOLDINGS PRIVATE LIMITED AND RCJ INVESTMENT TRUST PRIVATE LIMITED AND IN THIS REGARD, TO CONSIDER AND TO PASS, THE FOLLOWING RESOLUTION AS AN ORDINARY RESOLUTION:

“**RESOLVED THAT** pursuant to the provisions of Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended till date, (“Listing Regulations”), the applicable provisions of the Companies Act, 2013 (“the Act”) read with Rules made thereunder, other applicable laws/ statutory provisions, if any, (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof, for the time being in force), the Company's Policy on Related Party Transactions and subject to such approval(s), consent(s), permission(s) as may be necessary from time to time and on the basis of the approval/ recommendation of the Audit Committee and the Board of Directors of the Company, the approval of the members of the Company be and is hereby accorded to the Company to enter/ continue to enter/proposed to be entered into (whether by way of an individual transaction or transactions taken together or a series of transactions or otherwise), as mentioned in detail in the Explanatory Statement annexed herewith, with Anamica Financial Services Private Limited, Anamica Portfolio Private Limited, Saffron Holdings Private Limited and RCJ Investment Trust Private Limited on such terms and conditions as may be mutually agreed between the Company(s) and aforesaid Related Party of the Company for an aggregate value not exceeding Rupees 10 Crore, Rupees 10 Crore, Rupees 10 Crore and Rupees 10 Crore respectively from this Meeting till the next Annual General Meeting of the Company to be held in year 2024 provided that such transaction(s) / contract(s) / arrangement(s) / agreement(s) are being carried out at an arm's length pricing basis and in the ordinary course of business;

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as 'Board' which term shall be deemed to include the Audit Committee of the Company and any duly constituted/ to be constituted Committee of Directors thereof to exercise its powers including powers conferred under this resolution) be and is hereby authorized to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion and to take all such steps as may be required in this connection including finalizing and executing necessary documents, contract(s), scheme(s), agreement(s) and such other documents as may be required, seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company and settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions powers herein conferred to, without being required to seek further consent or approval of the members or otherwise to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution;

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any director(s), committee(s), executive(s), officer(s) or representatives(s) of the Company or to any other person to do all such acts, deeds, matters and things as may be considered necessary or expedient and also to execute such documents, writings etc. as may be necessary to give effect to this resolution.”

9. TO APPROVE ENTERING INTO MATERIAL RELATED PARTY ARRANGEMENT WITH IITL PROJECTS LIMITED AND IN THIS REGARD, TO CONSIDER AND TO PASS, THE FOLLOWING RESOLUTION AS AN ORDINARY RESOLUTION:

“**RESOLVED THAT** pursuant to the provisions of Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended till date, (“Listing Regulations”), the applicable provisions of the Companies Act, 2013 (“the Act”) read with Rules made thereunder, other applicable laws/ statutory provisions, if any, (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof, for the time being in force), the Company's Policy on Related Party Transactions and subject to such approval(s), consent(s), permission(s) as may be necessary from time to time and on the basis of approval and recommendation of the Audit Committee and the Board of Directors of the Company, the approval of the members of the Company be and is hereby accorded to the Company to purchase wholly/partially stake from IITL Projects Limited in IITL-Nimbus Express Park View and IITL-Nimbus The Palm Village (collectively referred as firms/ Special Purpose Vehicles-SPVs) jointly maintained by the Company and IITL Projects Limited, for an aggregate consideration of contract/ arrangement / transaction(s) not exceeding Rupees 30 Crore (Rupees Thirty Crore), provided that such

transaction(s)/ contract(s)/ arrangement(s)/ agreement(s) shall be carried out at an arm's length prices and in the ordinary course of business;

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as 'Board' which term shall be deemed to include the Audit Committee of the Company and any duly constituted/ to be constituted Committee of Directors thereof to exercise its powers including powers conferred under this resolution) be and is hereby authorized to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion and to take all such steps as may be required in this connection including finalizing and executing necessary documents, contract(s), scheme(s), agreement(s) and such other documents as may be required, seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company and settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions powers herein conferred to, without being required to seek further consent or approval of the members or otherwise to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution;

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any director(s), committee(s), executive(s), officer(s) or representatives(s) of the Company or to any other person to do all such acts, deeds, matters and things as may be considered necessary or expedient and also to execute such documents, writings etc. as may be necessary to give effect to this resolution.”

10. TO APPROVE BORROWING LIMITS OF THE COMPANY AND IN THIS REGARD, TO CONSIDER AND TO PASS, THE FOLLOWING RESOLUTION AS A SPECIAL RESOLUTION:

“**RESOLVED THAT** in continuation with the earlier special resolution passed by the shareholders and pursuant to provision of section 180(1)(c) and any other applicable provisions, if any, of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), the approval of the members of the Company be and is hereby accorded to borrow from time to time, any sum or sums of monies, which together with the monies already borrowed by the company (apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business) may exceed the aggregate of the paid-up capital of the company and its free reserves, that is to say, reserves not set apart for any specific purpose, provided that total outstanding amount so borrowed shall not at any time exceed the limit of Rupees 325 Crore;

RESOLVED FURTHER THAT the Board be and is hereby authorized and empowered to arrange or settle the terms and conditions on which all such monies are to be borrowed from time to time as to interest, repayment, security or otherwise howsoever as it may think fit and to do all such acts, deeds and things, to execute all such documents, instruments and writings as may be required.”

11. TO AUTHORIZE CREATION OF CHARGE ON THE ASSETS OF THE COMPANY AND IN THIS REGARD TO CONSIDER AND TO PASS, THE FOLLOWING RESOLUTION AS A SPECIAL RESOLUTION:

“**RESOLVED THAT** in continuation of the earlier special resolution passed by the shareholders and pursuant to provision of section 180(1)(a) and any other applicable provisions, if any, of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), approval of the members of the Company be and is hereby accorded for creation of such mortgages, charges and hypothecations as may be necessary on such of the assets of the Company, both present and future, in such manner as the Board may direct, together or in favour of financial institutions, investment institutions and their subsidiaries, banks, mutual funds, trust, other bodies corporate (hereinafter referred to as the “Lending Agencies”) and trustees for the holders of debentures/bonds and/ or other instruments which may be issued on private placement basis or otherwise, to secure rupee term loans/credits/borrowings, foreign currency loans, debentures, bonds and other instruments of an outstanding aggregate value, at any time, not exceeding Rupees 325 Crore together with interest thereon at the agreed rates, further interest, liquidated damages, premium on pre-payment or on redemption, costs, charges, expenses and all other moneys payable by the Company to the trustees under the Trust Deed and to the Lending Agencies under respective Agreements/ Loan Agreements/ Debenture Trust Deeds entered/ to be entered into by the Company in respect of the said borrowings;

RESOLVED FURTHER THAT the Board be and is hereby authorized to finalize with the Lending Agencies/ trustees, the documents for creating the aforesaid mortgages, charges and/or hypothecations and to accept any modifications to, or to modify,

alter or vary, the terms and conditions of the aforesaid documents and to do all such acts and things and to execute all such documents as may be necessary for giving effect to this Resolution”.

12. TO AUTHORIZED THE BOARD TO MAKE LOAN(S) OR GIVE GUARANTEE(S), PROVIDE SECURITY(IES) OR MAKE INVESTMENT(S) IN EXCESS OF THE PRESCRIBED LIMIT UNDER SECTION 186 OF THE COMPANIES ACT, 2013 AND IN THIS REGARD, TO CONSIDER AND TO PASS, THE FOLLOWING RESOLUTION AS SPECIAL RESOLUTION:

“**RESOLVED THAT** pursuant to the provisions of Section 186 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactments(s) thereof for the time being in force) ("the Act") read with Companies (Meetings of Board and its Powers) Rules, 2014 and subject to other applicable statutory approvals, consents, sanctions and permissions, as may be necessary, consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute to exercise its powers, including the powers conferred by this resolution) to (i) give any loans to any person or other body corporate or (ii) give any guarantee(s) or to provide any security(ies) in connection with any loan to any other body corporate or person, or (iii) to acquire by way of subscription, purchase or otherwise, the securities of any other body corporate(s), from time to time and in one or more tranches, for such amount(s) as the Board may in its absolute discretion determine provided that the aggregate outstanding amount of such loan(s)/ guarantee(s)/ security(ies)/ investment(s) shall not at any given time exceed Rupees 325 Crore over and above the limits specified in Section 186 (2) of the Companies Act, 2013 excluding the loans/guarantees / securities given or provided to wholly owned subsidiaries or joint venture companies (as the case may be) whether situated in India or abroad and investments made in wholly owned subsidiaries, whether situated in India or abroad;

RESOLVED FURTHER THAT the Board be and is hereby authorized to negotiate the terms and conditions of the above said investments, loan(s), security(ies) or guarantee(s) as they deem fit and in the best interest of the Company and take all such steps as may be necessary to complete the same;

RESOLVED FURTHER THAT to give effect to this resolution, the Board be and is hereby authorized to execute the documents, deeds or writings required to be made and to do all acts, deeds and things as it may in its absolute discretion deem necessary, proper or desirable, including to settle any question, difficulty or doubt that may arise in respect of such investments/ loans/ guarantees/ securities made or given or provided by the Company (as the case may be).”

Registered Office:
Nimbus Projects Limited
1001-1006, 10th Floor, Narain Manzil,
23, Barakhamba Road, New Delhi-110001
CIN: L74899DL1993PLC055470

By Order of the Board of Directors
For Nimbus Projects Limited

Nisha Sarayan
Company Secretary
M. No: A67145

Date: August 10, 2023
Place: New Delhi

NOTES:

1. Pursuant to the general circular issued by the Ministry of Corporate Affairs ('MCA') has vide its General Circular No. 20/2020 dated May 5, 2020 in relation to clarification on holding of Annual General Meeting ('AGM') through video conferencing ('VC') or other audio visual means ('OAVM') read with General Circulars Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 19/2021 dated December 8, 2021, Circular No. 2/2022 dated May 5, 2022 and Circular No. 10/2022, Circular No. 11/2022 dated December 28, 2022 in relation to 'Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013 and the rules made thereunder and General Circular No.02/2021 dated January 13, 2021 (collectively referred to as 'MCA Circulars') and the Securities and Exchange Board of India ('SEBI') vide its circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 in relation to 'Additional relaxation in relation to compliance with certain provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 and Circular Nos. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 and Circular Nos. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023 (collectively referred to as 'SEBI Circulars') permitted the holding of the Annual General Meeting ('AGM'/the Meeting) through VC/ OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 ('Act'), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') and MCA Circulars, the 30th Annual General Meeting ("AGM") of the members will be held through VC/ OAVM. Hence, members can attend and participate in the AGM through VC/OAVM only. The venue of the meeting shall be deemed to be the registered office of the Company
2. As per the provisions of clause 3.A. II. of the General Circular No. 20/2020 dated May 5, 2020 issued by the MCA the matters of Special Business as appearing in the accompanying Notice are considered to be unavoidable by the Board and hence, form part of this Notice.
3. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of Special business is annexed hereto.
4. IN ACCORDANCE WITH THE APPLICABLE PROVISIONS THE ACT, A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIM/HER AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. SINCE THE 30TH AGM IS BEING HELD PURSUANT TO THE AFORESAID MCA CIRCULARS THROUGH VC, PHYSICAL ATTENDANCE OF MEMBERS HAS BEEN DISPENSED WITH. ACCORDINGLY, IN LINE WITH THE MCA CIRCULARS AND SEBI CIRCULARS, THE FACILITY FOR APPOINTMENT OF PROXIES BY THE MEMBERS WILL NOT BE AVAILABLE FOR THE 30TH AGM AND HENCE THE PROXY FORM, ATTENDANCE SLIP AND ROUTE MAP ARE NOT ANNEXED TO THIS NOTICE.
5. The facility of participation at the AGM through VC/OAVM will be made available to at least 1000 members on a first come first serve basis as per the MCA Circular. However, attendance of members holding more than 2% of the shares of the Company, Institutional Investors, Directors and Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee, the Stakeholders Relationship Committee and Auditors will not be restricted on first come first serve basis.
6. Institutional Investors and Corporate Members are encouraged to attend and vote at the 30th AGM through VC/ OAVM facility. Institutional Investors and Corporate Members (i.e. other than individuals, HUF's, NRI's etc.) intending to appoint their authorized representatives pursuant to Sections 112 and 113 of the Companies Act, 2013, as the case maybe, to attend the AGM through VC/ OAVM or to vote through remote e-voting are requested to send a certified copy of the Board Resolution to the Scrutinizer by email at kdonnet@rediffmail.com with a copy marked to evoting@nsdl.co.in. Shareholders (i.e. other than individuals, HUF's, NRI's etc.) can also upload their Board Resolution /Power of Attorney/Authority Letter etc. by clicking on 'Upload Board Resolution/Authority Letter' displayed under 'e-Voting' tab in their login.
7. Members who are shareholders as on Thursday, September 21, 2023 can join the AGM 15 minutes before the commencement of the AGM i.e. at 12:30 P.M. and 15 minutes after the Schedule time following the procedure mentioned in this Notice.
8. Members attending the Meeting through VC/OAVM will be counted for the purposes of reckoning of Quorum under Section 103 of the Companies Act, 2013.
9. In case of joint holders, the member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.

10. Details as required in sub-regulation (3) of Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and Secretarial Standard on General Meeting (SS-2) of ICSI in respect of the Directors seeking appointment/re-appointment at the AGM forms integral part of the Notice of the AGM. Requisite declarations have been received from the Directors for seeking appointment/re-appointment.
11. The Register of Members and Share Transfer Books of the Company will be closed from Friday, September 22, 2023 to Thursday, September 28, 2023 (both days inclusive).
12. Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/mobile numbers, Permanent Account Number ('PAN'), mandates, nominations, power of attorney, bank details such as name of the bank and branch details, bank account number, MICR code, IFSC code, etc.
 - For shares held in electronic form: To their Depository Participant only and not to the Company's RTA. Changes intimated to the Depository Participant will then be automatically reflected in the Company's records which will help the Company and its RTA provide efficient and better service to the Members.
 - For shares held in physical form: To the Company's RTA in prescribed Form ISR -1 and other forms pursuant to SEBI circular SEBI/HO/MIRSD/MIRSD_RTAMB/P/ CIR/2021/655 dated November 3, 2021, as per instructions mentioned in the form. The said form can be downloaded on the Company's website under Corporate Announcement of Investor Service and is also available on the website of the RTA.
13. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company's RTA, the details of such folios together with the share certificates for consolidating their holdings in one folio.
14. To prevent fraudulent transaction, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised to not leave their demat account(s) dormant for long. Periodic statement of holding should be obtained from the concerned Depository participant and holdings should be verified from time to time.
15. As per the provisions of Section 72 of the Companies Act, 2013 the facility for making nominations available for the members in respect of the shares held by them, members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. Members are requested to submit the said details to their Depository Participants in case the shares are held by them in electronic form and to the Company's Registrar and Transfer Agent ('RTA') in case the shares are held by them in physical form quoting your folio number.
16. SEBI has mandated the submission of PAN, KYC details and nomination by holders of physical securities by October 1, 2023, and vide its circular no. SEBI/HO/MIRSD_POD-1/P/CIR/2023/37 dated March 16, 2023. Shareholders are requested to submit their PAN, KYC and nomination details to the Company's RTA, Alankit Assignments Limited, at kycupdate@alankit.com. Members holding shares in electronic form are, therefore, requested to submit their PAN to their DP.

In case a holder of physical securities fails to furnish PAN and KYC details before October 1, 2023, in accordance with the SEBI circular dated March 16, 2023, RTA is obligated to freeze such folios. The securities in the frozen folios shall be eligible to receive payments (including dividend) and lodge grievances only after furnishing the complete documents. If the securities continue to remain frozen as on December 31, 2025, the RTA / the Company shall refer such securities to the administering authority under the Benami Transactions (Prohibitions) Act, 1988, and / or the Prevention of Money Laundering Act, 2002.

17. Members who have already registered their email addresses are requested to get their email addresses validated with their Depository Participants / the Company's Registrar and Share Transfer Agent, Alankit Assignments Limited to enable servicing of notices / documents / Annual Reports electronically to their email address.
18. Notice of Annual General Meeting and the Annual Reports have been sent via email to all those members who have registered their email ids with the Company or the Registrar and Transfer Agent or the Depositories or the Depository Participants as on Friday, August 18, 2023 unless any member has requested for a physical copy of the same. The Notice of AGM and Annual Report 2022-23 are available on the Company's website viz. www.nimbusprojectsltd.com and may also be accessed from the relevant section of the websites of the Stock Exchange i.e. BSE Limited at www.bseindia.com. The notice of AGM is also available on the website of NSDL at www.evoting.nsdl.com. Members may download the notice and the annual report from the above stated websites.

19. All documents referred to in the accompanying Notice and the Explanatory Statement have been uploaded on the website of the Company at www.nimbusprojectsLtd.com. All shareholders will be able inspect to documents referred to in the Notice electronically without any fee from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such documents can send an email secretarial@nimbusgroup.net. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, and the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Companies Act, 2013 and the relevant documents referred to in the Notice will be available electronically for inspection by the members during the AGM.
20. Members may please note that SEBI vide its Circular no SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the listed companies to issue securities in dematerialized form only while processing service requests, viz., issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/ exchange of securities certificate; endorsement; sub- division/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR-4. The said form can be downloaded from the Company's website under Investors services and is also available on the website of the RTA .It may be noted that any service request can be processed only after the folio is KYC Compliant.
21. The amended Regulation 40 of the SEBI (LODR) Regulations, 2015 has mandated that all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialise form.

In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialization, members are advised to dematerialize the shares held by them in physical form.

22. SEBI has mandated submission of PAN by every Participant in the securities market and members holding shares in the securities market. Members holding shares in electronics form are, therefore requested to submit their PAN details to their Depository participants. Members holding shares in physical form are requested to submit their details to the company's RTA.

1. VOTING BY MEMBERS:

- A. In compliance with the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), Regulation 44 of the SEBI (LODR) Regulations, 2015 (as amended), MCA Circulars and the SEBI Circular, the Company is providing its members the facility to exercise their right to vote on resolutions proposed to be considered at the AGM by electronic means (by using the electronic voting system provided by NSDL) either by (a) remote e-voting prior to the AGM (as explained at 'para F' herein below) or (b) remote e-voting during the AGM (as explained at 'para G' below) (c) Instructions for members for attending the AGM through VC/OAVM are explained at 'para H' below.
- B. The voting rights of the Shareholders shall be in the same proportion to the paid up share capital.
- C. A person whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on Thursday, September 21, 2023 ('the cut-off date') shall be entitled to vote in respect of the shares held by availing the facility of remote e-voting prior to the AGM or remote e-voting during the AGM.
- D. The members can opt for only one mode of remote e-voting i.e. either prior to the AGM or during the AGM. The members present at the Meeting through VC/OAVM who have not already cast their vote by remote e-voting prior to the Meeting shall be able to exercise their right to cast their vote by remote e-voting during the Meeting. The members who have cast their vote by remote e-voting prior to the AGM are eligible to attend the Meeting but shall not be entitled to cast their vote again.
- E. The Board of Directors has appointed Mr Kapil Dev Vashisth (Membership No. FCS 5898), Practicing Company Secretary, as the Scrutinizer to scrutinize e-voting process "Remote as well as voting at AGM", in a fair and transparent manner.

F. INSTRUCTIONS FOR REMOTE E-VOTING PRIOR TO THE AGM

Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes member of the Company after the notice is send through e-mail and holding shares as of the cut-off date i.e. Thursday, 21

September, 2023, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or Issuer/RTA. However, if you are already registered with NSDL for remote e-voting, then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using “Forgot User Details/Password” or “Physical User Reset Password” option available on www.evoting.nsdl.com or call on toll free no. 022-4886 7000 and 022-2499 7000 . In case of Individual Shareholders holding securities in demat mode who acquires shares of the Company and becomes a member of the Company after sending of the Notice and holding shares as of the cut-off date i.e. Thursday, 21 September, 2023 may follow steps mentioned in the Notice of the AGM under “Access to NSDL e-voting system”.

The remote e-voting period begins on 25th day of September, 2023 at 09:00 A.M. and ends on 27th day of September, 2023 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The members whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. 21st September, 2023 may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date being 21st September 2023.

The way to vote electronically on NSDL e-voting system consists of “Two Steps” which are mentioned below:





Step 1: Access to NSDL e-voting system

A) Login method for e-voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-voting facility provided by Listed Companies, Individual shareholders holding securities in de-mat mode are allowed to vote through their de-mat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their de-mat accounts in order to access e-voting facility.

B) Login method for Individual shareholders holding securities in de-mat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> 1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under 'IDeAS'section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-voting” under e-voting services and you will be able to see e-voting page. Click on company name or e-voting service provider i.e. NSDL and you will be re-directed to e-voting website of NSDL for casting your vote during the remote e-voting period or joining virtual meeting & voting during the meeting. 2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-voting system is launched, click on the icon “Login” which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-voting page. Click on company name or e-voting service provider i.e. NSDL and you will be redirected to e-

	<p>voting website of NSDL for casting your vote during the remote e-voting period or joining virtual meeting & voting during the meeting.</p> <p>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: center; align-items: center;">  App Store  Google Play </div> <div style="display: flex; justify-content: center; align-items: center; margin-top: 10px;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-voting page of the e-voting service provider for casting your vote during the remote e-voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-voting Service Providers, so that the user can visit the e-voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-voting page by providing Demat Account Number and PAN No. from a e-voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-voting option where the e-voting is in progress and also able to directly access the system of all e-voting Service Providers.
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-voting facility. Upon logging in, you will be able to see e-voting option. Click on e-voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-voting feature. Click on company name or e-voting service provider i.e. NSDL and you will be redirected to e-voting website of NSDL for casting your vote during the remote e-voting period or joining virtual meeting & voting during the meeting.</p>

c) How to retrieve your 'initial password'?

(i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a pdf file. Open the pdf file. The password to open the pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The pdf file contains your 'User ID' and your 'initial password'.

(ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.

6. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:

- a) Click on “[Forgot User Details/Password?](#)”(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) [Physical User Reset Password?](#)” If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
 8. Now, you will have to click on “Login” button.
 9. After you click on the “Login” button, Home page of e-voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-voting system.**How to cast your vote electronically and join General Meeting on NSDL e-voting system?**

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select “EVEN” of company to cast your vote during the remote e-voting period and casting your vote during the AGM. EVEN of the Company is **125178**. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join Meeting”.
3. Now you are ready for e-voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote to the Scrutinizer by e-mail to kdonnet@rediffmail.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "**e-voting**" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event you will need to go through the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 022 - 4886 7000 and

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at 022-4886 7000 and 022-2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

C) Login Method for e-voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-voting website?

1. Visit the e-voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-voting system is launched, click on the icon “Login” which is available under 'Shareholder/ Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is :
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300*** 12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN of the Company is 125178 then user ID is 125178001***

5. Password details for shareholders other than individual shareholders are given below:
 - a) If you are already registered for e-voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.

022 - 2499 7000 or send a request to Ms. Pallavi Mhatre, Senior Manager, NSDL at evoting@nsdl.co.in.

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, Scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to secretarial@nimbusgroup.net.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to secretarial@nimbusgroup.net. If you are an individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-voting facility provided by Listed Companies, individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-voting facility.

G. THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-

- 1) The procedure for e-voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
- 2) Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system in the AGM.
- 3) Members who have voted through Remote e-voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
- 4) The details of the person who may be contacted for any grievances connected with the facility for e-voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

H. THE INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-voting system. Members may access by following the steps mentioned above for **Access to NSDL e-voting system**. After successful login, you can see link of "VC/OAVM link" placed under "**Join meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that participants connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is, therefore, recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email-id mobile number secretarial@nimbusgroup.net. The same will be replied by the company suitably.
6. Members are encouraged to submit their questions in advance with regard to the financial statements or any other matter to be placed at the AGM from their registered email address mentioning their name, DP ID and Client ID number /folio number and mobile number to reach the Company's email address secretarial@nimbusgroup.net on or before 5.00 p.m. (IST) on Thursday, 21 September, 2023. Queries that remain unanswered at the AGM will be appropriately responded by the Company at the earliest post the conclusion of the AGM.
7. Members who would like to express their views/ask questions as a speaker at the Meeting may preregister themselves by sending a request from their registered email address mentioning their names, DP ID and Client ID/folio number, PAN and mobile number at secretarial@nimbusgroup.net between Saturday, September 16, 2023 (9:00 a.m. IST) and Thursday, September 21, 2023 (5:00 p.m. IST). Only those members who have pre-registered themselves as a speaker will be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.
8. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 022-4886 7000 and 022-2499 7000 or send a request to Ms. Pallavi Mhatre, Assistant Manager, NSDL at evoting@nsdl.co.in.

2. DECLARATION OF RESULTS ON THE RESOLUTIONS:

The Scrutinizer shall, immediately after the completion of the scrutiny of the e-voting (votes cast during the AGM and votes cast through remote e-voting), not later than 48 hours from the conclusion of the AGM submit a consolidated Scrutinizer's report of the total votes cast in favor and against the resolution(s), invalid votes, if any, and whether the resolution(s) has/have been carried or not to the Chairman or a person authorized by him in writing.

The result declared along with the Scrutinizer's Report shall be placed on the Company's website www.nimbusprojectsltd.com and on the website of NSDL www.evoting.nsdl.com immediately after the result is declared. The Company shall simultaneously forward the results to BSE Limited where the securities of the Company are listed.

Subject to the receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting i.e. September 28, 2023

Registered Office:

Nimbus Projects Limited

1001-1006, 10th Floor, Narain Manzil,
23, Barakhamba Road, New Delhi-110001
CIN: L74899DL1993PLC055470

By Order of the Board of Directors

For Nimbus Projects Limited

Nisha Sarayan
Company Secretary
M. No: A67145

Date: August 10, 2023

Place: New Delhi

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 (“ACT”)**Item No 03 to 09: To approve entering into material Related Party Transactions****a. BACKGROUND**

Pursuant to the amended Regulation 23 of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 (“SEBI Listing Regulations”), mandates prior approval of the Shareholders through ordinary resolution for all 'material' Related Party Transactions notwithstanding the fact that the same are on an arm's length basis and in the ordinary course of business. Further for this purpose, a Related Party Transaction will be considered 'material' if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year exceeds Rs. 1,000 Crore or 10% of the annual consolidated turnover of the Company as per the last audited financial statements of the Company, whichever is lower.

Given the nature of real estate industry, the Company works closely with its related parties (including Associate Companies, Group Companies, Promoters and Partnership Firms in which Company is a Partner), (hereinafter collectively referred as related parties) to achieve its business objectives and enters into various operational transactions with its related parties, from time to time, in the ordinary course of business and on arm's length basis. Amongst the transactions that Company enters into with its related parties, the estimated value of the contract(s)/ arrangement(s)/ transaction(s) with related parties of the Company, may exceed the revised threshold of material Related Party Transactions within the meaning of amended Regulation 23(1) of the SEBI (LODR) Regulations, 2015 i.e. the transactions being the lower of Rs. 1000 Crores (Rupees one thousand crores) or 10% (ten per cent) of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity.

Further, the Company had in the past, undertaken same/ similar transactions with the related parties. However, the estimated value of the aggregate contract(s)/ arrangement(s)/ transaction(s) may also exceed the current threshold mentioned under Regulation 23(1) of the Listing Regulations i.e. 10% of the annual consolidated turnover of the Company (i.e. Rs. 22.67Lakh) as per the last audited financial statements of the Company for the financial year 2022-23.

Members may importantly note that the Company has been undertaking such transactions of similar nature with the said related parties in the past financial years, in the ordinary course of business and on arms' length after obtaining requisite approvals. The maximum annual value of the proposed transactions with identified related parties is estimated on the basis of Company's current transactions with them and future business projections.

b. PROPOSAL AND DETAILS OF TRANSACTIONS

The proposed transactions being of operational and critical nature play a significant role in Company's business. Therefore, in order to secure continuity of operations, the Company is proposing to seek approval of the Shareholders for quantum of transactions with below mentioned related parties for as per the following details:

Details w.r.t. material Related Party Transactions with Identified Partnership Firms

Description	IITL Nimbus The Express Park View	IITL Nimbus The Palm Village	Indogreen International
Name of the Related Party and its relationship	Partnership firm(s) wherein Nimbus Projects Ltd. is a partner		Mr. Bipin Agarwal is a partner along with Nimbus Projects Limited
Tenture of proposed Transaction	From 30 th Annual General Meeting till the next Annual General Meeting of the Company to be held in year 2024	From 30 th Annual General Meeting till the next Annual General Meeting of the Company to be held in year 2024	From 30 th Annual General Meeting till the next Annual General Meeting of the Company to be held in year 2024

Type, material terms, monetary value and particulars of the proposed RPTs	Value of transaction will not exceed Rs. 200 Crore	Value of transaction will not exceed Rs. 200 Crore	Value of transaction will not exceed Rs. 100 Crore
	<p>Following transactions proposed to be entered with identified Partnership Firms :</p> <p>a) availing and rendering of service(s) in the ordinary course of business;</p> <p>b) reimbursement of expenses including towards availing/ providing for sharing/usage of each other's resources viz. employees, office space, infrastructure including IT assets, taxes and related owned/ third-party services;</p> <p>c) purchase, sale, exchange, transfer, change, lease of business asset(s), investment, stake, rights, change in partners, contribution and/ or equipment to meet its business objectives/ requirements;</p> <p>d) selling or otherwise disposing of or leasing, or buying property(ies) to meet its business objectives/ requirements;</p> <p>e) transfer of any resources, services or obligations to meet its business objectives/requirements; and</p> <p>f) providing loan(s)/ advance(s) guarantee(s), acting as Co- borrower or providing security(ies) for loan taken by aforementioned partnership firms or making investment(s) by way of capital contribution therein to meet its business objectives / requirements / exigencies</p>		
Percentage of the Company's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed RPTs	8823%	8823%	4412%
Transaction related to providing loan(s)/ advances(s) or securities for loan taken by a related party	The Company may render loan(s)/ advance(s) guarantee(s), act as Co- borrower or provide security(ies) for loan taken by aforementioned partnership firms or make investment(s) by way of capital contribution therein to meet business objectives / requirements/ exigencies of Firms.		
Details of the source of funds in connection with the proposed transaction	The Company as a corporate partner may arrange funds from Banks/ NBFCs, other eligible sources of finance. Any other financial assistances will be provided from the internal accruals/own funds of the Company.		
If any financial indebtedness is incurred to make or give such loans/advances/ securities for loan and Nature of Indebtness/ Cost of Funds/Tenure	The Company as corporate partner may authorize the firms to secure loans (secured or unsecured) and provide securities for such loans of their own assets to the financiers, to act as co-borrower with firms or any other arrangement. The cost fund, rate and tenure etc. shall be decided in consultation with the financiers.		
Applicable terms, including covenants, tenure, interest rate, repayment schedule, whether secured (nature of security) or unsecured	Any financial assistance in the form of loan, guarantee, or investment by way of capital contribution from time to time would be provided at arm's length basis at such terms that are prevailing in the industry and approved by the Audit Committee and the Board Meeting.		

Purpose for which funds will be utilised by the identified Partnership Firms	Funds shall be utilized by the partnership firms towards business objectives and discharging its payment obligations.
Justification for the proposed RPTs and Rationale/Benefit of the transaction and why this transaction is in the interest of the Company	<p>The Company has been engaging in Related Party Transactions with the aforementioned firms which includes leasing of property, sharing of resources, reimbursement of expenses in the ordinary course of business to timely meet the operational and business requirements. The sharing and pooling of resources and services drives operational synergy and provide optimization of common assets & resources for Company and Firms.</p> <p>Additionally, since the related parties are the Partnership Firms (Firms) of Nimbus Projects Limited, the Company on the request of Firms render financial assistance from time to time in the form of loan, guarantee, investment by way of capital contribution or acts as Co-Borrower (financial assistance) in order to meet its funding requirements and render support during exigency.</p> <p>Such transaction occurs in the ordinary course of business with the approval of Audit Committee and Board. However, the estimated value of the aggregate contract(s)/ arrangement(s)/ transaction(s) with the aforementioned in future may exceed the current threshold of materiality under Listing Regulations, hence the Company is seeking enabling approval in advance in order to enter into such prospective transaction as per the business requirements.</p>
Valuation or other external report, if any, relied upon by the Company entity in relation to the proposed transaction will be made available through the registered email address of the shareholders	The transaction/arrangement will be undertaken at arms-length criteria based on market prices and or alternative price method of relevant material and/or services The valuation report or other external report, as may be applicable, shall be obtained by the parties. In case of reimbursements/ recoveries shall be based on actual cost incurred.
Any other information that may be relevant	All relevant/ important information form a part of this Explanatory statement setting out material facts pursuant to Section 102(1) of the Companies Act, 2013.

Details w.r.t. material Related Party Transactions with Identified Promoter of the Company

Description	Bipin Agarwal
Name of the Related Party and its Relationship	Mr. Bipin Agarwal is the Managing Director as well as Promoter of the Company
Tenure of proposed transaction	From 30 th Annual General Meeting till the next Annual General Meeting of the Company to be held in year 2024
Type, material terms, monetary value and particulars of the proposed RPTs.	<p>Value of transaction will not exceed Rs. 50 Crore</p> <p>a) Given the nature of real estate industry the Company foresee that it may require to collaborate or enter into Partnerships or establish Special Purpose Vehicles to execute and undertake Real Estate development Projects or for other strategic/investment purposes to achieve the business objectives of the Company.</p> <p>b) Transfer of any resources, services, or obligations to meet its business objectives /requirements.</p>

Percentage of the Company's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed RPTs	2206%
Justification and Rational for the proposed RPTs and why this transaction is in the interest of the Company	<p>The Company keeps on exploring profitable projects across Delhi, NCR region and in this regard the Company identifies Business Associates from time to time for expanding business horizons.</p> <p>Currently the Company in association with Mr. Bipin Agarwal are partners for Partnership Firms M/s Indogreen International. Mr. Bipin Agarwal is a dynamic business entrepreneur having good exposure in development/construction of infrastructure /housing projects. Additionally, Company may also collaborate with him for strategic and restructuring options.</p> <p>The Company may collaborate, receive or transfer resources services or obligations etc. with Mr. Bipin Agarwal however it may associate with him for business and strategic requirement. This proposal seeks to provide enabling authority to the Board to undertake arrangement/transaction in the forms of collaboration as and when the requirement arises.</p> <p>The proposed transaction/arrangement will be undertaken at prevailing market rate and at such terms that are general accepted and ongoing in the industry. Hence, the propose transaction is not prejudicial to the interest of the Company and is justified.</p>
Valuation or other external report, if any, relied upon by the Company entity in relation to the proposed transaction will be made available through the registered email address of the shareholders	The transaction/arrangement will be undertaken at arms-length criteria based on market prices. The valuation report or other external report, as may be applicable, shall be obtained by the parties. In case of reimbursements/ recoveries shall be based on actual cost incurred.
Any other information that may be relevant	All relevant/ important information form a part of this Explanatory statement setting out material facts pursuant to Section 102(1) of the Companies Act, 2013.

Details w.r.t. material Related Party Transactions with Identified Promoter Group Companies

Description	Nimbus (India) Limited	Nimbus Propmart Privatd Limited
Name of the Related Party and its relationship	<p>Nimbus (India) Limited is a Non-Banking Financial Company (NBFC) registered with Reserve Bank of India(RBI). Nimbus (India) Limited, a group Company in which Mr. Bipin Agarwal, Managing Director is interested as Common Director and shareholder in both contracting parties.</p> <p>Nimbus (India) Limited is also a Promoter of the Company holding 18,22,381 Equity Shares aggregating to 16.81 % of shareholding.</p>	<p>Nimbus Propmart Private Limited is a Group Company, in which Mr. Bipin Agarwal, Managing Director is interested as Common Director and shareholder in both contracting parties.</p> <p>Nimbus Propmart Private Limited is also a Promoter of the Company holding 7,74,000 Equity Shares aggregating to 7.14% of shareholding.</p>

Tenure of proposed transaction	From 30 th Annual General Meeting till the next Annual General Meeting of the Company to be held in year 2024	From 30 th Annual General Meeting till the next Annual General Meeting of the Company to be held in year 2024
Type, material terms, monetary value and particulars of the proposed RPTs	<p>Value of transaction will not exceed Rs. 100 Crore</p> <p>a) availing and rendering of service(s) in the ordinary course of business;</p> <p>b) reimbursement of expenses including towards availing/ providing for sharing/usage of each other's resources viz. employees, office space, infrastructure including IT assets, taxes and related owned/ third-party services;</p> <p>c) purchase/ sale/ exchange/ transfer/ lease of business asset(s), including but not limited to investment in securities, or equipment to meet its business objectives/ requirements;</p> <p>d) selling or otherwise disposing of or leasing, or buying property(ies) to meet its business objectives/ requirements;</p> <p>e) transfer of any resources, services or obligations including but not limited to receiving investments, loans / advances etc. to meet its business objectives/ requirements; and</p> <p>f) availing or continue to avail loan(s)/ advance(s) guarantee(s) or security(ies) for loan taken by the Company or receiving investment(s) or enter into any arrangement to meet its business objectives/ requirements/ exigencies.</p>	<p>Value of transaction will not exceed Rs. 50 Crore</p> <p>a) availing and rendering of service(s) in the ordinary course of business;</p> <p>b) reimbursement of expenses including towards availing/ providing for sharing/usage of each other's resources viz. employees, office space, infrastructure including IT assets, taxes and related owned/ third-party services;</p> <p>c) purchase/ sale/ exchange/ transfer/ lease of business asset(s), including but not limited to investment in securities, and/ or equipment to meet its business objectives/ requirements;</p> <p>d) selling or otherwise disposing of or leasing, or buying property(ies) to meet its business objectives/ requirements;</p> <p>e) transfer of any resources, services or obligations to meet its business objectives/ requirement; and</p> <p>f) receiving investment(s) or enter into any arrangement/partnerships to meet its business objectives / requirements / exigencies.</p>
Percentage of the Company's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed RPTs	4412%	2206%
If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the Company or its subsidiary :	N.A.	N.A.

<p>Justification and Rational for the proposed RPTs and why this transaction is in the interest of the Company</p>	<p>The Company shall carry out the transactions at market price and resources of both companies are conveniently available to each other. The resources of the both companies can be optimally utilised.</p> <p>Also, the Related Party Transactions, will be at arm's length basis.</p> <p>Hence, the proposed transaction for enabling the Company to enter into Related Party Transactions is not prejudicial to the interest of the Company and is justified.</p>	<p>The Company shall carry out the transactions at market price and resources of both companies are conveniently available to each other. The resources of the both companies can be optimally utilised.</p> <p>The Company has been undertaking Related Party Transactions with Nimbus Propmart Private Limited in the ordinary course of business viz leasing of property, sharing of resources.</p> <p>Also, the other Related Party Transactions, if availed, will be at arm's length basis.</p> <p>Hence, the proposed transaction for enabling the Company to raise funding and other Related Party Transactions is not prejudicial to the interest of the Company and is justified.</p>
<p>Valuation or other external report, if any, relied upon by the Company entity in relation to the proposed transaction will be made available through the registered email address of the shareholders</p>	<p>The transaction/arrangement will be undertaken at arms-length criteria based on market prices and or alternative price method of relevant material and/or services The valuation report or other external report, as may be applicable, shall be obtained by the parties. In case of reimbursements/ recoveries shall be based on actual cost incurred.</p>	
<p>Any other information that may be relevant</p>	<p>All relevant/ important information form a part of this Explanatory statement setting out material facts pursuant to Section 102(1) of the Companies Act, 2013.</p>	

Details w.r.t. Material Related Party Transactions with Industrial Investment Trust Limited and IITL Projets Limited

Description	Industrial Investment Trust Limited	IITL Projects Limited
<p>Name of the Related Party and its Relationship</p>	<p>Industrial Investment Trust Limited, a Mumbai based listed Company wherein Mr. Bipin Agarwal is a common Director</p>	<p>IITL Projects Limited, a Mumbai based listed Company wherein Mr. Bipin Agarwal is a common Director.</p>
<p>Tenure of proposed transaction</p>	<p>From 30th Annual General Meeting till the next Annual General Meeting of the Company to be held in year 2024</p>	<p>From 30th Annual General Meeting till the next Annual General Meeting of the Company to be held in year 2024</p>
<p>Type, material terms, monetary value and tenure particulars of the poposed RPTs.</p>	<p>Value of transaction will not exceed Rs 100 Crore</p> <p>Following transaction are entered/proposed to be entered with aforementioned Related Parties respectively</p> <p>a) purchase/ sale/ exchange/ transfer/ lease of business asset(s), including investment, securities, contribution, liabilities, and investment for business requirements;</p>	<p>Value of transaction will not exceed Rs.50 Crore</p> <p>Following transaction are entered/proposed to be entered with aforementioned Related Parties respectively</p> <p>a) purchase/ sale/ exchange/ transfer/ lease of business asset(s), including investment, securities, contribution, liabilities, and investment for business requirements;</p>

	<p>b) selling or otherwise disposing of or leasing, or buying property(ies) to meet its business objectives/ requirements; and</p> <p>c) transfer of any services, resources, or obligations to meet specific business and strategic restructuring requirements.</p>	<p>b) selling or otherwise disposing of for leasing, or buying property(ies) to meet its business objectives/ requirements;</p> <p>c) transfer of any services, resources, or obligations to meet specific business and strategic restructuring requirements; and</p> <p>d) to enter into any arrangements, collaborations, partnerships or association for establishing and Joint Venture or Special Purpose Vehicle for undertaking projects and for carrying business purposes.</p>
Percentage of the Company's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed RPTs	4412%	2206%
Justification and Rational for the proposed RPTs and why this transaction is in the interest of the Company	<p>IITL Projects Limited is a subsidiary of Industrial Investment Trust Limited engaged in Real Estate business, construction of residential complexes in the National Capital Region (NCR) (collectively referred as IITL Group).</p> <p>Currently, the Company in association with the IITL Projects has established Special Purpose Vehicle (SPV) in the form of partnership firms to develop Real Estate Projects.</p> <p>IITL Group is a trusted business associate of the Company for more than a decade and the Company desires to continue its association with IITL Group for potential business opportunities, strategic and restructuring options. Such transaction/arrangements occurs in the ordinary course of business with the prior approval of Audit Committee and Board at such terms that are ongoing in the industry.</p> <p>The Company is not collaborating for any new projects immediately with IITL Group. This proposal seeks to provide enabling authority to the Board to undertake arrangement in the forms of collaboration, association with IITL Group, in future as when the business opportunities, investment or restructuring options arises.</p> <p>The estimated value of the aggregate contract(s)/ arrangement(s)/ transaction(s) with the aforementioned, may exceed the current threshold of materiality under SEBI (LODR) Regulations,2015, hence the Company is seeking enabling approval in advance in order to enter into such arrangements in future as per the business requirements.</p>	
Valuation or other external report, if any, relied upon by the Company entity in relation to the proposed transaction will be made available through the registered email address of the shareholders	<p>The transaction/arrangement will be undertaken at arms-length criteria based on market prices and or alternative price method of relevant material and/or services. The valuation report or other external report, as may be applicable, shall be obtained by the parties. In case of reimbursements/ recoveries shall be based on actual cost incurred.</p>	
Any other information that may be relevant	<p>All relevant/ important information form a part of this Explanatory statement setting out material facts pursuant to Section 102(1) of the Companies Act, 2013.</p>	

Details w.r.t. Material Related Party Transactions with World Resorts Limited

Description	World Resorts Limited	N.N. Financial Services Private Limited
Name of the Related Party and its Relationship	World Resorts Limited, a Bangalore based Company engaged in hospitality, wherein Mr. Bipin Agarwal is a Common Director.	N.N. Financial Services Private Limited, a group Company in which Mr. Bipin Agarwal, Managing Director is interested as Common Director in both contracting parties.
Tenure of proposed transaction	From 30th Annual General Meeting till the next Annual General Meeting of the Company to be held in year 2024	From 30 th Annual General Meeting till the next Annual General Meeting of the Company to be held in year 2024
Type, material terms, monetary value and tenure particulars of the proposed RPTs.	<p>Value of transaction will not exceed Rs.150 Crore</p> <p>Following transaction are entered/ proposed to be entered with aforementioned Related Parties respectively</p> <p>a) purchase/ sale/ exchange/ transfer/ lease of business asset(s) and/or or buying property(ies) including investment, securities and contribution, liabilities, to meet its business objectives/ requirements;</p> <p>b) transfer of any services, resources, or obligations to meet specific business and strategic restructuring requirements; and</p> <p>c) availing or continue to avail loan(s)/ advance(s) guarantee(s) or security(ies) for loan taken by the Company or receiving investment(s) or enter into any arrangement to meet its business objectives/ requirements/ exigencies.</p>	<p>Value of transaction will not exceed Rs.100 Crore</p> <p>a) availing and rendering of service(s) in the ordinary course of business;</p> <p>b) reimbursement of expenses including towards availing/ providing for sharing/usage of each other's resources viz. employees, office space, infrastructure including IT assets, taxes and related owned/ third-party services;</p> <p>c) purchase/ sale/ exchange/ transfer/ lease of business asset(s), including but not limited to investment in securities, or equipment to meet its business objectives/ requirements;</p> <p>d) selling or otherwise disposing of or leasing, or buying property(ies) to meet its business objectives/ requirements;</p> <p>e) transfer of any resources, services or obligations including but not limited to receiving investments, loans / advances etc. to meet its business objectives/ requirements; and</p> <p>f) availing loan(s)/ advance(s) guarantee(s) or security(ies) for loan taken by the Company or receiving investment(s) or enter into any arrangement to meet its business objectives / requirements / exigencies.</p>
Percentage of the Company's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed RPTs	6618%	4412%
Justification and Rational for the proposed RPTs and why this transaction is in the interest of the Company	World Resorts Limited operates and own "Golden Palms Hotel & Spa" a five star deluxe category Hotel & Restaurant in Bangalore. Company already hold	The Company shall carry out the transactions at market price and resources of both companies are conveniently available to each other. The resources of

<p>Name of the Related Party and its Relationship</p>	<p>preference share capital comprising of 30,00,000 Preference Shares of face value 10/- each in World Resort Limited.</p> <p>The Company is not entering into any transaction with World Resorts Limited. This proposal seeks to provide enabling authority to the Board to undertake transactions/ arrangement as aforementioned, in future as and when the business requirement arises.</p> <p>The estimated value of the aggregate contract(s)/ arrangement(s)/ transaction(s) may exceed the current threshold of materiality under Listing Regulations, hence the Company is seeking enabling approval in advance in order to enter into such arrangements in future as per the business requirements.</p>	<p>the both companies can be optimally utilized.</p> <p>Also, the Related Party Transactions, will be at arm's length basis.</p> <p>Hence, the proposed transaction for enabling the Company to enter into Related Party Transactions is not prejudicial to the interest of the Company and is justified.</p>
<p>Valuation or other external report, if any, relied upon by the Company entity in relation to the proposed transaction will be made available through the registered email address of the shareholders</p>	<p>The transaction/arrangement will be undertaken at arms-length criteria based on market prices and or alternative price method of relevant material and/or services. The valuation report or other external report, as may be applicable, shall be obtained by the parties. In case of reimbursements/ recoveries shall be based on actual cost incurred.</p>	
<p>Any other information that may be relevant</p>	<p>All relevant/ important information form a part of this Explanatory statement setting out material facts pursuant to Section 102(1) of the Companies Act, 2013.</p>	

Details w.r.t. material Related Party Transactions with Anamica Financial Services Private Limited, Anamica Portfolio Private Limited, Saffron Holdings Private Limited and RCJ Investment Trust Private Limited

Description	Anamica Financial Services Private Limited	Anamica Portfolio Private Limited	Saffron Holdings Private Limited	RCI Investment Trust Private Limited
<p>Name of the Related Party and its relationship.</p>	<p>Anamica Financial Services Private Limited is a Non-Banking Financial Company (NBFC) registered with Reserve Bank of India (RBI).</p> <p>Mr. Bipin Agarwal is interested as common shareholder in both the contracting parties.</p>	<p>Anamica Portfolio Private Limited is a Non-Banking Financial Company (NBFC) registered with Reserve Bank of India (RBI).</p> <p>Relative of Mr. Bipin Agarwal is shareholder in the contracting party.</p>	<p>Saffron Holdings Private Limited is a Non-Banking Financial Company (NBFC) registered with Reserve Bank of India (RBI).</p> <p>Relative of Mr. Bipin Agarwal is shareholder in the contracting party.</p>	<p>RCJ Investment Trust Private Limited is a Non-Banking Financial Company (NBFC) registered with Reserve Bank of India (RBI).</p> <p>Mr. Bipin Agarwal is indirectly interested as Anamica Financial Services Private limited, Anamica Portfolio Private Limited, Saffron Holdings Private Limited are the shareholders in RCJ Investment Trust Private Limited.</p>

Tenure of proposed transaction	From 30 th Annual General Meeting till the next Annual General Meeting of the Company to be held in year 2024.	From 30 th Annual General Meeting till the next Annual General Meeting of the Company to be held in year 2024.	From 30 th Annual General Meeting till the next Annual General Meeting of the Company to be held in year 2024.	From 30 th Annual General Meeting till the next Annual General Meeting of the Company to be held in year 2024.
Type, material terms, monetary value and particulars of the proposed RPTs.	Value of transaction will not exceed Rs. 10 Crore.	Value of transaction will not exceed Rs. 10 Crore.	Value of transaction will not exceed Rs. 10 Crore.	Value of transaction will not exceed Rs. 10 Crore.
	<ul style="list-style-type: none"> a. availing and rendering of service(s) in the ordinary course of business; b. reimbursement of expenses including towards availing/ providing for sharing/usage of each other's resources viz. employees, office space, infrastructure including IT assets, taxes and related owned/ third-party services; c. purchase/ sale/ exchange/ transfer/ lease of business asset(s), including but not limited to investment in securities, or equipment to meet its business objectives/ requirements; d. selling or otherwise disposing of or leasing, or buying property(ies) to meet its business objectives/ requirements; e. transfer of any resources, services or obligations including but not limited to receiving investments, loans/ advances etc. to meet its business objectives/ requirements; and f. availing loan(s)/ advance(s) guarantee(s) or security(ies) for loan taken by the Company or receiving investment(s) or enter into any arrangement to meet its business objectives / requirements/ exigencies. 			
Percentage of the Company's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed RPTs	441%	441%	441%	441%
Justification and Rational for the proposed RPTs and why this transaction is in the interest of the Company	<p>The Company shall carry out the transactions at market price and resources of both companies are conveniently available to each other. The resources of the both companies can be optimally utilized.</p> <p>Also, the Related Party Transactions, will be at arm's length basis.</p> <p>Hence, the proposed transaction for enabling the Company to enter into Related Party Transactions is not prejudicial to the interest of the Company and is justified.</p>			
Valuation or other external report, if any, relied upon by the Company entity in relation to the proposed transaction will be made available through the registered email address of the shareholders	<p>The transaction/arrangement will be undertaken at arms-length criteria based on market prices and or alternative price method of relevant material and/or services. The valuation report or other external report, as may be applicable, shall be obtained by the parties. In case of reimbursements/ recoveries shall be based on actual cost incurred.</p>			
Any other information that may be relevant	<p>All relevant/ important information form a part of this Explanatory statement setting out material facts pursuant to Section 102(1) of the Companies Act, 2013.</p>			

Details w.r.t. material related party arrangement with IITL Projects Limited

Description	IITL Projects Limited
Name of the Related Party and its Relationship	IITL Projects Limited, a Mumbai based real estate company and Mr. Bipin Agarwal is the common Director.
Tenure of proposed transaction	From 30th Annual General Meeting till the next Annual General Meeting of the Company to be held in year 2024.
Type, material terms, monetary value and tenure particulars of the proposed RPTs.	<p>Value of transaction shall not exceed Rs. 30 Crore.</p> <p>Following transaction(s) are proposed to be entered with aforesaid related party:</p> <p>a) to acquire/buy the capital investment or contribution held by IITL Projects Limited, in the firms viz IITL-Nimbus The Express Park View and IITL-Nimbus The Palm Village.</p> <p>b) to change in capital contributions in above said firms/SPVs, assuming liabilities of the other partner, reconstitution of firms including admission of new partner(s), registration of supplementary deeds etc.</p> <p>c) transfer of any resources, or obligations to meet its business objectives / requirements / exigencies.</p>
Percentage of the Company's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed RPTs	1327%
Justification and Rational for the proposed RPTs and why this transaction is in the interest of the Company	<p>IITL-Nimbus The Express Park View and IITL-Nimbus the Palm Village are the partnerships firms (Special Purpose Vehicle –SPV) jointly controlled by the Company and IITL Projects Limited. The firms are carrying on business of real estate construction and development in Delhi-NCR region.</p> <p>Through proposed arrangement, the Company will enhance its stakes in the said SPVs. The capital infusion and other requirements of the firms, development and construction of the projects under taken by the firms will be predominantly managed and done by the Company. The admission of new partner(s) will enable the Company to manage the affairs of SPVs conveniently. The entire transaction will be done at arm's length prices and as per commercial terms prevailing in the market. Hence the arrangement is justified.</p> <p>The estimated value of the aggregate contract(s)/ arrangement(s)/ transaction(s) with the aforesaid may exceed the current threshold of materiality under Listing Regulations, hence the Company is seeking enabling approval to enter into such arrangements as per business requirements.</p>
Valuation or other external report, if any, relied upon by the Company entity in relation to the proposed transaction will be made available through the registered email address of the shareholders	<p>The arrangement/transactions will be undertaken at arms-length criteria based on market prices and/or alternative price method of relevant material and/or services .</p> <p>The valuation report or other external report, as may be applicable, shall be obtained by the parties.</p> <p>In case of reimbursements/ recoveries shall be based on actual cost incurred.</p>
Any other information that may be relevant	All relevant/ important information form a part of this Explanatory statement setting out material facts pursuant to Section 102(1) of the Companies Act, 2013.

The Board of Directors of the Company, at its meetings held on August 10, 2023 based on the approval and recommendation of the Audit Committee, has approved the above proposals such that the maximum value of the Related Party Transactions with a particular related party does not exceed the amounts as proposed aforesaid in the respective resolutions.

Pursuant to Regulation 23 of the SEBI (LODR) Regulations, 2015, members may also note that no related party of the Company shall vote to approve the Resolutions No. 03 to 09 whether the entity is a related party to the particular transaction or not.

The Promoters and the Promoter group of the Company, specifically Mr. Bipin Agarwal (as a Director and a shareholder), Nimbus (India) Limited and Nimbus Propmart Private Limited, are directly or indirectly, interested in any of the proposed transactions. The proposed transactions shall not, in any manner, be detrimental to the interest of minority shareholders and will be in the best interest of the Company and its shareholders.

The Board accordingly recommends to the members the above matters for passing Ordinary Resolutions.

None of the other Directors and/or Key Managerial Personnel of the Company and/or their relatives is deemed to be concerned or interested, financially or otherwise in the said resolution except to the extent of his directorships or shareholding, if any.

Item No.10: To approve borrowing limits of the Company and in this regard to consider and to pass, the following resolution as a Special Resolution:

According to Section 180(1)(c) of the Companies Act, 2013, the Board of Directors of a Company shall exercise the powers to borrow money, where the money to be borrowed, together with the money already borrowed by the Company will exceed aggregate of its paid up share capital and free reserves, apart from temporary loans obtained from the Company's bankers in the ordinary course of business only with the consent of the shareholders obtained by way of a Special Resolution.

The shareholders of the Company by way of Special Resolution in its Twenty Fifth Annual General Meeting of the Company held on September 27, 2018 had accorded their consent to the Board of Directors for raising loans/ credit/borrowings up to a limit of Rs. 300 Crore (Rupees Three Hundred Crore only) in excess of the aggregate of its the paid up share capital of the Company and free reserve i.e. reserves not set apart for any specific purpose as per the latest annual audited financial statement.

Further it is proposed to seek the approval of the shareholders to borrow (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) in excess of the aggregate of company's the paid up share capital of the Company and free reserve up to a limit of Rs. 325 Crore (Rupees Three Hundred Twenty-Five Core Only) by way of a Special Resolution.

The Board accordingly recommends to the members the above matter for passing a Special Resolution.

None of the Directors and/or Key Managerial Personnel of the Company and/or their relatives is deemed to be concerned or interested financially or otherwise in the said resolution except to the extent of his directorships or shareholding, if any.

Item No. 11 : To authorize creation of Charge on the assets of the Company and in this regard to consider and to pass, the following resolution as a Special Resolution:

According to Section 180(1)(a) of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013, the Board of Directors of the Company shall create mortgage/ charge/lien/hypothecation over the present or future assets/movable/immovable properties of the Company to secure the repayment of monies borrowed by the Company (including temporary loans obtained from the Company's bankers in the ordinary course of business) only with the consent of the shareholders obtained by way of a Special Resolution.

The shareholders of the Company by way of Special Resolution in its Twenty Fifth Annual General Meeting of the Company held on September 27, 2018 had accorded their consent to the Board of Directors for creation of charge/lien/mortgage/hypothecation over the present or future assets/movable/immovable properties of the Company to borrow upto the limit of Rs. 300 Crore (Rupees Three Hundred Crores) in excess of the aggregate of its the paid up share capital and free reserves of the Company.

It is, therefore, proposed to seek the approval of the shareholders to create charge/lien/mortgage/hypothecation etc. over the present or future assets/movable/immovable properties of the Company to secure the repayment of monies borrowed by the Company (including temporary loans obtained from the Company's bankers in the ordinary course of business) upto a limit of

Rs.325Crore (Rupees Three Hundred Twenty-five Crore) in excess of the aggregate of its the paid up share capital and free reserves of the Company.

The Board accordingly recommends to the members the above matter for passing a Special Resolution.

None of the Directors and/or Key Managerial Personnel of the Company and/or their relatives is deemed to be concerned or interested, financially or otherwise in the said resolution except to the extent of his directorships or shareholding, if any.

Item No. 12: To authorize the Board to make loan(s) or give guarantee(s) or provide security(ies) or make investment(s) in excess of the prescribed limit under Section 186 of the Companies Act, 2013 and in this regard to consider and to pass, the following resolution as a Special Resolution

Section 186 of the Companies Act, 2013 authorize the Board of Directors of the Company may give loan(s), give guarantee(s), provide security(ies) and to make investment(s) to other body corporate(s) or person(s) in the ordinary course of business exceeding the prescribed limits i.e. i) Sixty per cent of the aggregate of the paid-up share capital and free reserves and securities premium account of the Company or, ii) Hundred per cent of its free reserves and securities premium account of the Company, whichever is more, with the prior approval of shareholders of the Company by means of passing a Special Resolution.

In order to enable the Board of Directors to explore various opportunities for growth and as a measure of achieving greater financial flexibility and to enable optimal financing structure, the shareholders of the Company by way of Special Resolution through postal ballot notice on June 24, 2016 had accorded their consent to give powers to the Board of Directors or any duly constituted committee thereof, for making further investment(s) or providing loan(s) or giving guarantee(s) or providing securities in connection with loans to anybody corporate(s) or person up to an amount not exceeding Rs.300 Crore(Rupees Three Hundred Crore Only) over and above the limits as specified in Section 186(2) of the Companies Act, 2013.

Further it is proposed to seek approval of the shareholders to increase the limit upto Rs.325 Crore (Three Hundred Twenty-five Crore Only) to give power to the Board of Directors or any duly constituted committee thereof for making further investment(s) or providing loan(s) or giving guarantee(s) or providing securities in connection with loans to any body corporate(s) or person thereof.

The aforesaid limit is over and above the limits prescribed in Section 186(2) of the Companies Act, 2013. Such loan(s) shall be given and investment(s) shall be made or guarantee/security (ies) shall be provided by the Board of Directors of the Company / Committee (s) thereof in other body corporate(s) or other person(s) including subsidiary (ies)/ step subsidiary(ies) in India and abroad from time to time.

The Register of Loans and Investments containing the details required to be mentioned therein shall be open for inspection during the office hours on all working days.

The Board accordingly recommends to the members the above matter for passing a Special Resolution.

None of the Directors and/or Key Managerial Personnel of the Company and/or their relatives is deemed to be concerned or interested, financially or otherwise in the said resolution except to the extent of his directorship or shareholding, if any.

The documents referred to in the notice, for which the shareholder's approval is being sought, will be available electronically for inspection without any fee by the members from the date of circulation of this notice up to the date of AGM i.e. September 28, 2023. Members seeking to inspect such documents can send an email to secretarial@nimbusgroup.net.

Registered Office:**Nimbus Projects Limited**

1001-1006, 10th Floor, Narain Manzil,
23, Barakhamba Road, New Delhi-110001
CIN: L74899DL1993PLC055470

**By Order of the Board of Directors
For Nimbus Projects Limited**

**Nisha Sarayan
Company Secretary
M. No: A67145**

Date: August 10, 2023

Place: New Delhi

*Annexure-I***DETAILS OF DIRECTOR SEEKING RE-APPOINTMENT AT THE ANNUAL GENERAL MEETING SCHEDULED TO BE HELD ON SEPTEMBER 28, 2023**

Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 and Clause 1.2.5 of Secretarial Standard 2 on General Meeting

Name	Mr. Bipin Agarwal
Date of Birth	01.11.1965
Age	57 years
DIN	00001276
Qualification	B.Com(H) and Fellow Member of Institute of Company Secretaries of India
Details of remuneration sought to be paid	N.A.
Nationality	Indian
Expertise in specific functional areas	Mr. Bipin Agarwal is a Fellow Member of the Institute of Company Secretaries of India. He has an extensive experience in advisory, consulting and syndication services for corporate and possesses expertise in construction, real estate and infrastructure development. He is a dynamic business entrepreneur and has experience in Portfolio Management, Finance and Corporate Restructuring.
Date of first appointment on the Board of the Company as Managing Director	01.09.2000
Terms and conditions of appointment or re-appointment along with details of remuneration sought to be paid	He is seeking re-appointment as director liable to retire by rotation. As Managing Director he is entitled to get a remuneration of Rs 60,00,000/- per annum (monthly remuneration payable Rs 5,00,000/-)
Last drawn remuneration, if applicable	Rs. 60,00,000/- per annum/ Rs 5,00,000 per month as Managing Director of the Company.
No. of Board meetings attended during the year 2022-23	9
Directorship held in Indian Companies	<ol style="list-style-type: none"> 1. Nimbus Projects Limited 2. IITL Projects Limited 3. Industrial Investment Trust Limited 4. Nimbus (India) Limited 5. Nimbus Propmart Private Limited 6. Capital Infraprojects Private Limited 7. Nimbus Multicommodity Brokers Private Limited 8. N.N. Financial Services Private Limited 9. Urvashi Finvest Private Limited 10. Gupta Fincaps Private Limited 11. IIT Investtrust Limited 12. IITL Management and Consultancy Private Limited 13. World Resorts Limited

Name(s) of the Listed Entities in which Directorship is held including membership /chairman of any committee	Name of Company	Committee
Membership/Chairmanship of Committees in the Companies	IITL Projects Limited Industrial Investment Trust Limited	Member-CSR Committee Member- Corporate Social Responsibility Committee Member- Committee for Investments /Loans and Risk Management
Number of Shares held in the Company	679554 Equity Shares (6.27%)	
Relationship with other directors, Manager, key managerial personnel of the Company.	Not related to any Directors and Key Managerial Personnel of the Company	

Registered Office:
Nimbus Projects Limited
 1001-1006, 10th Floor, Narain Manzil,
 23, Barakhamba Road, New Delhi-110001
 CIN: L74899DL1993PLC055470

By Order of the Board of Directors
For Nimbus Projects Limited

Nisha Sarayan
Company Secretary
M. No: A67145

Date: August 10, 2023
Place: New Delhi