



ANNUAL REPORT
2014-15

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CORPORATE INFORMATION

1. BOARD OF DIRECTORS

Mr. Nimish Thakore	Director
Mr. Subhash Sharma	Independent Director
Mr. Gaurang Panchal	Independent Director

2. COMPLIANCE OFFICER

Mr. Nimish Thakore

3. AUDITORS

M/s. N. L. Upadhyaya
& Co., 103/104, Sand
Stone Apartments,
Holy Cross Street, I. C.
Colony, Borivali
(West), Mumbai -
400103.

4. REGISTERED OFFICE

A - 4, Sai Baba Dham, CHS Sai Baba
Nagar, Borivali West, Mumbai –
400092.

5. REGISTRAR & SHARE TRANSFER AGENT

Purva Shareregistry (India)
Private Limited 9, Shiv Shakti
Industrial Estate,
Lower Parel East, Mumbai – 400011.

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that next **Annual General Meeting** of **Nimbus Industries Limited** will be held **A - 4, Sai Baba Dham CHS, Sai Baba Nagar, Borivali West, Mumbai - 400092**, on **Wednesday, 30th September 2015** at 04:00 PM to transact the following business:

ORDINARY BUSINESS

6. To consider and adopt the audited financial statement of the company for the financial year end 31st March, 2015, the reports of Board of Directors and Auditors thereon.
7. To appoint Auditors and to fix their remuneration;

To consider and if thought fit, to pass the following resolution, with or without modifications, as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of section 139 and other applicable provisions of the Companies Act, 2013 and rules made there under (including any statutory amendment(s) or modification(s) or enactment(s) thereof, for the time being in force) and pursuant to recommendation of Audit Committee of the Board of Directors, M/s N. L. Upadhyaya & Co, Chartered Accountants, be and are hereby re-appointed as the Auditors of the company to hold office from the conclusion of this Annual General Meeting until the conclusion of next Annual General Meeting, at such remuneration as the Board of Directors or Audit Committee of the Board of Directors may fix in this behalf”.

8. Re-appointment of Mr. Nimish Thakore as Director liable to retire by rotation

“RESOLVED THAT Mr. Nimish Thakore (DIN 02460087) 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

9. To appoint Mr. Gaurang Panchal as the Additional director of the Company.

To consider and, if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT in accordance with the provisions of Section 160 and all other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Gaurang Panchal, who was appointed as an

Additional Director pursuant to the provisions of Section 161 of the Companies Act, 2013, be and is hereby appointed as a Director of the Company.”

By order of the Board of Directors

Place: Mumbai

Date: 18/08/2015

Nimish Thakore
Director

NOTES:-

1. *A member entitled to attend and vote at the Annual General Meeting (the “Meeting”) is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the Company. The instrument appointing the proxy should, however, be deposited at the registered office of the Company not less than 48 (forty-eight) hours before the commencement of the Meeting.*
2. *A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.*
3. *Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.*
4. *Brief resume of Directors including those proposed to be re-appointed, nature of their expertise in specific functional areas, names of companies in which they hold directorships and memberships / chairmanships of Board Committees, shareholding and relationships between directors inter-se as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges, are provided in the Corporate Governance Report forming part of the Annual Report*
5. *Members are requested to bring their attendance slip along with their copy of Annual Report to the Meeting.*
6. *In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.*

7. ***The Company has notified closure of Register of Members and Share Transfer Books from 29th September, 2015 to 30th September, 2015 (both days inclusive) for determining the names of members eligible for dividend on Equity Shares, if declared at the Meeting.***
8. *The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company / M/s. Purva Sharegistry (India) Private Limited.*
9. *Members holding shares in single name and physical form are advised to make nomination in respect of their shareholding in the Company.*
10. *Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to M/s. Purva Sharegistry (India) Private Limited., for consolidation into a single folio.*
11. ***Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.***
12. *Members are requested to send their queries to the Company, if any on Accounts at least 10 days before the Meeting.*
13. ***E-Voting :***

The Company is pleased to provide E-voting facility through M/s. Central Depository Services Limited as an alternative, for all members of the Company to enable them to cast their votes electronically on the resolutions mentioned in the notice of Annual General Meeting of the Company dated 30th September 2015 (the AGM Notice). The Company has appointed Mr. Roy Jacob, Practicing Company Secretary, as the Scrutinizer for conducting the e-voting process in a fair and transparent manner. E-voting is optional. The E-voting rights of the shareholders/beneficial owners shall be reckoned on the equity shares held by them as 23rd September, 2015 being the Cut-off date for the purpose. Shareholders of the Company holding shares either in physical or in dematerialized form, as on the Cut-off date, may cast their vote electronically.

The instructions for E-Voting are as under:

PROCEDURE AND INSTRUCTIONS FOR E-VOTING

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on 26th September 2015 9.00 am and ends on 29th September 2015 at 5.00 P.M. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 23rd September 2015 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iv) Click on Shareholders.
- (v) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used

by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the relevant NIMBUS INDUSTRIES LIMITED on which you choose to vote.
- (xiii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xviii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) **Note for Non – Individual Shareholders and Custodians**
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

ANNEXURE TO NOTICE

Details of the Directors seeking appointment/re-appointment in forthcoming Annual General Meeting (In pursuance of Clause 49 of the Listing Agreements)

Name of the director	Mr. Nimish Thakore
Age	56 Years
Date of appointment	01-12-2005
Expertise in specific functional areas	Management
Qualifications	Chartered Accountant
List of companies in which outside directorships held as on date (excluding private limited)	Three Unlisted Limited Company
Chairman/member of the committees of the boards of other companies in which he is a director as on date	Nil

Name of the director	Mr. Gaurang Panchal
Age	58 Years
Date of appointment	07-07-2015
Expertise in specific functional areas	Management
Qualifications	Post Graduate
List of companies in which outside directorships held as on date (excluding private limited)	Nil
Chairman/member of the committees of the boards of other companies in which he is a director as on date.	Nil

By order of the Board of Directors

Place: Mumbai

Dated: 18/08/2015

Nimish Thakore
Director

NIMBUS INDUSTRIES LIMITED
(CIN: L99999MH1975PLC018079)

Regd. Office: A - 4, Sai Baba Dham, CHS Sai Baba Nagar, Borivali West, Mumbai - 400092.

ATTENDANCE SLIP

I hereby record my presence at the Annual General Meeting of the Company at A - 4, Sai Baba Dham, CHS Sai Baba Nagar, Borivali West, Mumbai - 400092., on 30th September, 2015 at 04:00 PM.

Name of Shareholders _____	DP ID* _____
_____	CLIENT ID* _____
Registered Address _____	: _____
_____	FOLIO NO _____
_____	: _____
_____	NO.OF SHARES _____
_____	: _____

Note: Please fill up this attendance slip and hand it over at the entrance of the meeting hall. Members are requested to bring their copies of Annual Report to the meeting.

*Applicable for investors holding shares in electronic form.

Signature of the Shareholder/Proxy
