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CORPORATE INFORMATION

BOARD OF DIRECTORS

Mr. NimishThakore	Director
Mr. Subhash Sharma	Director
Mr. Abdul Mohd Mukhi	Director
Mr. Surendra Soni	Additional Director

COMPLIANCE OFFICER

Mr. Kapil Chaturvedi

AUDITORS

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

REGISTERED OFFICE

B Wing 323, Orchid Road Mall, Royal Palms
Aarey Milk Colony, Goregaon East
MUMBAI-400065.

REGISTRAR & SHARE TRANSFER AGENT

Purva Share Registry (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 B Wing 323, Orchid Road Mall, Royal Palms, Aarey Milk Colony, Goregaon East, Mumbai-400065 on Friday 29th September 2017 at 04:00 PM to transact the following business:

ORDINARY BUSINESS

1. To consider and adopt the audited financial statement of the company for the financial year end 31st March, 2017, the reports of Board of Directors and Auditors thereon.
2. To appoint a Director in place of Shri. Subhash Sharma, who retire by rotation and being eligible offers himself for re-appointment as a Director.
3. 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) 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".

SPECIAL BUSINESS

4. To appoint Mr. Surendra Soni as the Director of the Company liable to retire by rotation

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. Surendra Soni, 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 Director of the Company liable to retire by rotation."

By order of the Board of Directors

Place: Mumbai
Date: 10/08/2017

Sd/-

NimishThakore
Director
DIN: 02460087

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 27th September, 2017 to 29th September, 2017 (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. PurvaSharegistry (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. PurvaSharegistry (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 29th September 2017 (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 22nd September, 2017 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.

ANNEXURE TO NOTICE

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013.

The Board of directors of the company in its meeting held on 27th December 2016, appointed Mr. Surendra Soni as additional director of the Company to hold office up to the date of this Annual General Meeting.

The Company has received a notice in writing from a member alongwith a deposit of Rs.1,00,000/- proposing the candidature of Mr. Surendra Soni for the office of Director of the Company.

Accordingly the Directors recommend the resolution set out in this item for the approval of members.

None of the Directors except Mr. Surendra Soni is interested in this resolution.

Details of the Directors seeking appointment/re-appointment in forthcoming Annual General Meeting

Name of the director	Mr. Subhash Sharma
Age	42 years
Date of appointment	30/03/2014
Expertise in specific functional areas	Marketing
Qualifications	Graduate
List of companies in which outside directorships held as on date (excluding private limited)	Not Applicable
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. Surendra Soni
Age	42 years
Date of appointment	27-12-2016
Expertise in specific functional areas	Marketing
Qualifications	B.A.Economics
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

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 2017 at 9.00 am and ends on 28th September 2017 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 22nd September 2017 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. E.g. 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 favor 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.

DIRECTORS' REPORT

To

The Members

NIMBUS INDUSTRIES LIMITED.

Your Directors have pleasure in presenting the Annual Report together with the Audited Accounts of the Company for the year ended 31st March 2017.

Financial Results:

(In Rupees)

Particulars	2016-17	2015-16
Revenue from Operation	1,01,00,28,845	9,86,051,406
Other Income	90,848	6,83,743
Total Revenue	1,01,01,19,693	98,67,35,149
Total Expense	1,00,60,37,267	98,34,29,920
Profit / (Loss) before Prior period, Exceptional and Extra-Ordinary items.	40,82,427	33,05,230
<u>Tax Expenses</u>		
Current Tax	12,98,821	11,85,000
Deferred Tax	-37,350	-1,61,795
Profit / (Loss) for the Year	28,20,956	22,82,025

Performance of the Company during the year under review

During the year the company has achieved net sales of Rs. 1,01,00,28,845/- as against Rs. 9,86,051,406/- in the previous year. The Company's net profit increased from Rs. 22,82,025/- to Rs. 28,20,956/- for the current year.

Company has made significant efforts in creation of market and brand for its quality products and prompts delivery. Further to report that Company is taken serious initiatives for development of business and make dent in market share through excellent marketing strategies. Your directors are therefore confident of coming out with significant growth in the future years and thereby wiping out losses incurred in the previous years and posting a decent growth.

Future Outlook:

During current year, your Company is trying to maximize its sales by entering into different markets and different marketing strategies.

Dividend:

The Board of Directors does not recommend any Dividend for the year 2016-17 considering the finance situation of the company.

Fixed deposits:

During the year under review, the Company has not accepted any fixed deposits and there are no fixed deposits, which are pending repayment.

Subsidiary Companies:

Your Company does not have any subsidiary company during the year under review.

Directors:

In accordance with the provisions of the Companies Act, 2013 and the Company's Articles of Association, Mr. Subhash Sharma, Director retire by rotation at this AGM being eligible, offer themselves for re-appointment. Brief resume of Mr. Subhash Sharma have been provided in the notice convening the Annual General Meeting.

Mr. Surendra Soni, who was appointed as an Additional Director pursuant to the provisions of Section 161 of the Companies Act, 2013, in respect of whom company had received a notice from a shareholder along with requisite fees had consented to be appointed as director of the Company.

Board Meeting

Six meetings of the Board of Directors were held during the year. Please refer the Corporate Governance Report part for more information about the meetings.

Directors' Responsibility statement:

The Directors' Responsibility Statement referred to in clause (c) of sub-section (3) shall state that—

- (a) In the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- (b) The directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit and loss of the company for that period;
- (c) The directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- (d) The directors had prepared the annual accounts on a going concern basis and