



NIMBUS PROJECTS LIMITED

Regd. Office : 1001-1006, 10th Floor
Narain Manzil, 23 Barakhamba Road, New Delhi-110001

CIN No. L74899DL1993PLC055470

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E-mail: info@nimbusgroup.net

Website : www.nimbusprojectsLtd.com

NOTICE

Notice is hereby given that the 22nd Annual General Meeting of the Members of Nimbus Projects Limited will be held on Wednesday, 30th day of September, 2015 at 10.00 a.m. at "The Golden Palms Hotel and Spa", situated at Plot - 6C, Community Centre, Opp. East Delhi Police Headquarters, Patparganj, I.P. Extension, Delhi-110092, to transact the following businesses:

ORDINARY BUSINESSES:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the year ended 31st March, 2015, together with Reports of Directors, Corporate Governance and the Auditor's thereon.
2. To appoint a Director in place of Mr. Lalit Agarwal (DIN: 00003903), who retires by rotation at this Annual General Meeting and being eligible, offers himself for reappointment.
3. To ratify the appointment of M/s. Anil Prahalad & Co., Chartered Accountants as the Statutory Auditors 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 pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder and resolution passed by the members at 21st Annual General Meeting held on September 30, 2014, the appointment of M/s. Anil Prahalad & Co., Chartered Accountants (Firm Registration no. 003921C), as the Statutory Auditors of the Company to hold the office till the conclusion of 24th Annual General Meeting to be held in the year 2017 be and is hereby ratified and the Board of Directors of the Company on the recommendation of the Audit Committee be and is hereby authorised to fix the remuneration payable to them for the financial year ending March 31, 2016."

SPECIAL BUSINESSES:

4. **Confirmation of appointment of Ms. Anu Rai (DIN: 07132809) as an Independent Woman Director**

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014, as may be amended from time to time and Clause 49 of the Listing Agreement, Ms. Anu Rai (DIN: 07132809) who was appointed as an Additional Director (Independent Woman) by the Board of Directors, and who has submitted a declaration that she meets the criteria for independence as provided in Section 149(6) of the Act and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 for signifying her candidature as Director be and is hereby appointed as an Independent Woman Director of the Company for a term of five consecutive years commencing from the date of 22nd Annual General Meeting of the Company and she is not liable to retire by rotation."

5. **Approval for giving property on lease to Nimbus Multicommodity Brokers Limited, a Related Party**

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

"RESOLVED THAT pursuant to the provisions of Section 188 and other applicable provisions of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), consent of the members be and is hereby accorded to the Board of

Directors to enter into Lease Agreement with Nimbus Multicommodity Brokers Limited, a 'Related Party' as defined under Section 2(76) of the Act, for giving its one sitting space in the premises of the Company at 1001-1006, 10th Floor, Narain Manzil, 23 Barakhamba Road, New Delhi-110001 at a monthly rent of Rs. 10,000/- (Rupees Ten Thousands only) including maintenance charges, electricity charges and other common charges related to the said office space upon such terms and conditions as set out in the Explanatory Statement annexed to the Notice convening this meeting.

RESOLVED FURTHER THAT the Board of Directors of the Company, be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary, proper, expedient, required or incidental thereto, in this regard."

6. Approval to ratify the investment made with Capital Infraprojects Private Limited

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

"RESOLVED THAT pursuant to the provisions of Sections 186 and other applicable provisions of the Companies Act, 2013 and rules made thereunder (including any statutory modification(s) or re-enactment thereof) and clause 49 of the Listing Agreement consent of the members be and is hereby accorded to approve the investment of Rs. 7,50,00,000/- (Rupees Seven Crores Fifty Lacs only) made to subscribe 6250000, 14% Non Convertible Cumulative Redeemable Preference Shares (NCCRPS) of Rs. 10/- each at a premium of Rs. 2/- per share in Capital Infraprojects Private Limited, upon such terms and conditions as set out in the Explanatory Statement annexed to the Notice convening this meeting.

RESOLVED FURTHER THAT the Board of Directors of the Company, be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary, proper, expedient, required or incidental thereto, in this regard."

7. Approval for giving property on lease to Nimbus (India) Limited, a Related Party

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

"RESOLVED THAT pursuant to the provisions of Section 188 and other applicable provisions of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), consent of the members be and is hereby accorded to the Board of Directors to enter into Lease Agreement with Nimbus (India) Limited, a 'Related Party' as defined under Section 2(76) of the Act, for giving its office space comprising of one cabin in the premises of the Company at 1001-1006, 10th Floor, Narain Manzil, 23 Barakhamba Road, New Delhi-110001 at a monthly rent of Rs. 50,000/- (Rupees Fifty Thousands only) including maintenance charges, electricity charges and other common charges related to the said office space upon such terms and conditions as set out in the Explanatory Statement annexed to the Notice convening this meeting.

RESOLVED FURTHER THAT the Board of Directors of the Company, be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary, proper, expedient, required or incidental thereto, in this regard."

8. Ratification of borrowings from Nimbus (India) Limited

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

"RESOLVED THAT pursuant to the provisions of Section 180(1) (c) and other applicable provisions of the Companies Act, 2013 and Rules made thereunder (including any statutory modification(s) or re-enactment thereof) and Clause 49 of the Listing Agreement, consent of the members be and is hereby accorded to ratify the borrowings from Nimbus (India) Limited upto an aggregate amount not exceeding Rs. 50,00,00,000/- (Rupees Fifty Crores only) in one or more tranches at 12% per annum rate of interest for a period of 12 months renewable with mutual consent of the parties as set out in the agreement.

RESOLVED FURTHER THAT the Board of Directors of the Company, be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary, proper, expedient, required or incidental thereto, in this regard."

9. Ratification of investment in IITL-NIMBUS THE PALM VILLAGE

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

"RESOLVED THAT pursuant to Clause 49 of the Listing Agreement consent of the members be and is hereby accorded to ratify the investment made with IITL-NIMBUS THE PALM VILLAGE a capital contribution upto an aggregating to amount not exceeding Rs. 25,00,00,000 (Rupees Twenty Five Crores only) in one or more tranches.

RESOLVED FURTHER THAT the Board of Directors of the Company, be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary, proper, expedient, required or incidental thereto, in this regard."

10. Ratification of investment in IITL-NIMBUS THE EXPRESS PARK VIEW

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

“RESOLVED THAT pursuant to Clause 49 of the Listing Agreement consent of the members be and is hereby accorded to ratify the investment in with IITL-NIMBUS THE EXPRESS PARK VIEW a capital contribution upto an aggregating to amount not exceeding Rs. 25,00,00,000 (Rupees Twenty Five Crores only) in one or more tranches.

RESOLVED FURTHER THAT the Board of Directors of the Company, be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary, proper, expedient, required or incidental thereto, in this regard.”

11. Approval to ratify the loan made to IITL-NIMBUS THE PALM VILLAGE

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

“RESOLVED THAT pursuant to the provisions of Clause 49 of the Listing Agreement and all other applicable provisions consent of the members be and is hereby accorded to ratify the loan of sum not exceeding Rs. 25,00,00,000 (Rupees Twenty Five Crores only) in one or more tranches to IITL-NIMBUS THE PALM VILLAGE.

RESOLVED FURTHER THAT the Board of Directors of the Company, be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary, proper, expedient, required or incidental thereto, in this regard.”

12. Approval to ratify the loan made to IITL-NIMBUS THE EXPRESS PARK VIEW

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

“RESOLVED THAT pursuant to the provisions of Clause 49 of the Listing Agreement and all other applicable provisions consent of the members be and is hereby accorded to ratify the loan of sum not exceeding Rs. 25,00,00,000 (Rupees Twenty Five Crores only) in one or more tranches to IITL-NIMBUS THE EXPRESS PARK VIEW.

RESOLVED FURTHER THAT the Board of Directors of the Company, be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary, proper, expedient, required or incidental thereto, in this regard.”

13. Adoption of new set of Articles of Association of the Company containing Articles in conformity with the Companies Act, 2013

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

“RESOLVED THAT pursuant to the provisions of Section 14 and all other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the existing Articles of Association of the company be and is hereby replaced with the new set of Articles of Association and the said new Articles of Association be and is hereby approved and adopted as the Articles of Association of the Company in place of, in substitution and to the entire exclusion of the existing Articles of Association of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company, be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary, proper, expedient, required or incidental thereto, in this regard.”

By Order of the Board of Directors
For Nimbus Projects Limited

Bipin Agarwal

Chairman cum Managing Director
DIN: 00001276

Date : August 10, 2015
Place : New Delhi

NOTES:

- 1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (THE “MEETING”) IS ALSO 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 FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.

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.

2. A route map to reach the venue of the Annual General Meeting, including prominent landmark for easy location, along with the notice.
3. The business set out in the Notice will be transacted through electronic voting system and the Company is providing facility for voting by electronic means.

Instructions and other information relating to e-voting are given in this Notice under Note No. 20. The Company will also send communication relating to remote e-voting which inter alia would contain details about User ID and password along with a copy of this Notice to the members, separately.

4. Corporate members intending to send their authorised representatives to attend the Meeting are requested to send to the Company a certified true copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting.
5. Particulars pursuant to Clause 49 (VIII)(E) of the Listing Agreement with the Stock Exchanges of the Director being re-appointed / appointed, a brief resume, nature of their expertise in specific functional areas, names of Indian public limited companies in which they holds directorships and memberships/chairmanships of Board Committees, shareholding and relationships between directors inter-se, are annexed hereto to this notice.
6. Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, in respect of the Special Businesses to be transacted at the Annual General Meeting as set out in the Notice is annexed hereto.
7. Members are requested to bring their attendance slip along with their copy of Annual Report to the Meeting.
8. Members who hold shares in dematerialized form are requested to write their Client ID and DP ID and those who hold shares in the physical form are requested to write their folio number in the attendance slip.
9. 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.
10. Relevant documents referred to in the accompanying Notice and the Explanatory Statement are open for inspection by the members at the Registered Office of the Company on all working days (except Saturdays, Sundays and Public Holidays) between 11:00 A.M. to 1:00 P.M. up to the date of the Meeting. The requisite statutory registers shall also be open for inspection during the Meeting.
11. Pursuant to Section 170 of the Companies Act, 2013, and Clause 16 of the Listing Agreement the Register of Members and Share Transfer Books of the Company will remain closed from Wednesday 23rd September, 2015 to Wednesday 30th September, 2015 (both days inclusive) for the purpose of Annual General Meeting.
12. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) for participating in the 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 or Share Transfer Agent.
13. Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details, mandates, nominations, power of attorney, change of address, email address etc. to their respective Depository Participants. Members holding shares in physical form are requested to intimate such changes to the Company.
14. Members holding shares in single name and physical form are advised to make nomination in respect of their shareholding in the Company.
15. 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 the Company or Share Transfer Agent, for consolidation into a single folio.

16. Members holding shares in physical form are requested to consider converting their holding to dematerialized form to eliminate all risks associated with physical shares.
17. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant rules thereto, companies can serve Annual Reports and other communications through electronic mode to those Members who have registered their e-mail address either with the Company or with the Depository. Moreover, Clause 32 of the Listing Agreement with Stock Exchanges requires listed companies to send soft copies of the annual report to those members who have registered their e-mail addresses. **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.** However, the Members of the Company, who have registered their e-mail address, will remain entitled to receive, on request, all such communication free of cost in physical form.
18. Members seeking any information / clarification or having queries concerning the accounts or operations of the Company are requested to address their queries to the Company Secretary, so as to reach the Registered Office of the Company atleast seven working days before the date of the Meeting to enable the Company to make available the required information at the meeting, to the extent practicable.
19. No Gifts in AGM: The Members may kindly note that no gifts or gifts coupons or cash in lieu of gifts will be distributed at or in connection with the AGM.
20. Information and other instructions relating to e-voting are as under:

Pursuant to the provisions of Section 108 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Management and Administration) Rules, 2014, as amended and Clause 35B of the Listing Agreement, the Company is pleased to provide to its members facility to exercise their right to vote on resolutions proposed to be passed in the Meeting by electronic means. The members may cast their votes using an electronic voting system from a place other than the venue of the Meeting ('remote e-voting').

The facility for voting through ballot paper shall be made available at the Annual General Meeting and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.

The members who have cast their vote by remote e-voting prior to the Annual General Meeting may also attend the Annual General Meeting but shall not be entitled to cast their vote again.

The remote e-voting period commences on 27th September, 2015 (09:00 A.M.) and ends on 29th September, 2015 (05:00 P.M.) during this period members of the Company holding shares either in physical form or in dematerialised form as on the cut off date of 23rd September, 2015, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

The Company has engaged the services of National Securities Depository Limited (NSDL) as the Agency to provide e-voting facility.

Mr. Ankush Agarwal of M/s. Ankush Agarwal & Associates, Company Secretaries has been appointed for as the Scrutinizer for providing facility to the members of the Company to scrutinize voting and remote e-voting process in a fair and transparent manner.

Voting rights shall be reckoned on the paid up value of shares registered in the name of the member / beneficial owner (in case of electronic shareholding) as on the cut-off date i.e. 23rd September, 2015.

A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date, i.e. 23rd September, 2015 only shall be entitled to avail the facility of remote e-voting / Poll at the Meeting.

The Scrutinizer shall after the conclusion of voting at the General Meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of atleast two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the Annual General Meeting, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing who shall countersign the same and declare the result of the voting forthwith.

The results declared, alongwith the report of the Scrutinizer Report shall be placed on the website of the Company www.nimbusprojectsLtd.com under the section 'Investor Service' and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorised by him in writing. The Results shall also be immediately forwarded to the Stock Exchanges where the shares of the Company are listed.

Instructions for e-voting :

I. In case of Members who receive the Notice in electronic mode:

- Open the e-mail and the PDF file viz. '**Nimbus e-voting.pdf**' with your Client ID No. or Folio No. as password. The said PDF file contains your user ID and password for remote e-voting. Please note that the password is an initial password and you will be prompted to reset the password on login.
- Launch internet browser by typing the **URL: <https://www.evoting.nsdl.com/>** and click on '**Shareholder – Login**'.
- Insert user ID and password as initial password stated in (a) above. Click on '**Login**'.
- Password change menu will appear. Reset the password with a new password of your choice with minimum 8 digits / characters or combination thereof. Please do not share your password with any other person and take utmost care to keep your password confidential.
- Home page of remote e-voting opens. Click on '**e-voting: Active Evoting Cycles**'
- select the Electronic Voting Event Number (EVEN) of Nimbus Projects Limited.
- Now you are ready for remote e-voting as '**Cast Vote**' page opens.
- Cast your vote by selecting appropriate option and click on '**Submit**'. Thereafter click on '**Confirm**' when prompted; upon confirmation, your vote is cast and you will not be allowed to change your vote.
- Thereafter the message '**Vote cast successfully**' will be displayed.
- Corporate and institutional shareholders (companies, trusts, societies etc.) are required to send a scanned copy (in PDF / JPG format) of the relevant Board Resolution / appropriate authorisation to the Scrutinizer through e-mail at scrutinizer.fcp@gmail.com with a copy marked to NSDL's e-mail ID evoting@nsdl.co.in.

II. In case of Members who receive physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy]:

- Initial password is provided as below/at the bottom of the Attendance Slip for the AGM

EVEN (Remote e-voting Event Number)	USER ID	PASSWORD/PIN

- Please follow the steps from Sl. Nos. (b) to (i) mentioned in (I) above, to cast your vote.

III. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.

- If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
- You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 23rd September, 2015.
- Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 23rd September, 2015, 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" option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.

- VIII. A member may participate in the Annual General Meeting even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the Annual General Meeting)/ Extra Ordinary General Meeting.
- IX. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
- X. Mr. Ankush Agarwal, Practising Company Secretary (Membership No. A21125) has been appointed for as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- XI. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Ballot Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.

STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013 ("Act")

Item No. 4

Confirmation of appointment of Ms. Anu Rai (DIN: 07132809) as an Independent Woman Director

Ms. Anu Rai (DIN: 07132809) was appointed by the Board at its meeting held on 28th March, 2015, as an Additional Director (Independent Woman). The Company has received notice in writing under the provision of Section 160 of the Companies Act, 2013, from the member, along with a deposit of Rs. 1,00,000/- (Rupees One Lacs only) proposing the candidature of Ms. Anu Rai from the office of Director (Independent Woman) to be appointed as such under the provisions of Section 149 and 152 of the Companies Act, 2013.

The Company has received from Ms. Anu Rai (i) consent in writing to act as an Independent Woman Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014, (ii) intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that she is not disqualified under Section 164(2) of the Companies Act, 2013, and (iii) a declaration to the effect that she meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013.

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors proposed that Ms. Anu Rai be appointed as an Independent Woman Director of the Company. The resolution seeks the approval of members for the appointment of Ms. Anu Rai as an Independent Woman Director of the Company for a term of 5 (five) consecutive years from the conclusion of this Annual General Meeting in terms of Section 149 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder. She will not be liable to retire by rotation.

In the opinion of the Board of Directors, Ms. Anu Rai proposed to be appointed as an Independent Woman Director fulfils the conditions specified in the Companies Act, 2013 and the rules made hereunder and also the provisions as laid down in listing agreement and she is independent. Ms. Anu Rai possesses appropriate skills, experience and knowledge. Brief resume of Ms. Anu Rai, nature of her expertise in specific functional areas, names of companies in which she holds 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.

Copy of the draft letter for appointment of Ms. Anu Rai as an Independent Woman Director setting out the terms and conditions is available for inspection by members at the registered office of the Company.

None of the Directors or Key Managerial Personnel of the Company and their relatives, other than Ms. Anu Rai, is concerned or interested, financially or otherwise, in the Resolution as set out at item No.4 of the Notice.

The Board recommends the resolution as set out in the Item No. 4 of accompanying notice for the approval of members of the Company as an Ordinary Resolution.

Item No. 5

Approval for giving property on lease to Nimbus Multicommodity Brokers Limited, a Related Party

The Board is proposed to lease one sitting space in the premises of the Company at 1001-1006, 10th Floor, Narain Manzil, 23 Barakhamba Road, New Delhi - 110001 to Nimbus Multicommodity Brokers Limited for a period of 11 months with effect from 1st October, 2015 at a monthly rent of Rs. 10,000/- (Rupees Ten Thousands only) including maintenance charges, electricity charges and other common charges related to the said office space for official purpose, on the terms and conditions, as set out in the draft Lease Agreement, as may be mutually agreed upon between the Company and Nimbus Multicommodity Brokers Limited.

Nimbus Multicommodity Brokers Limited is a Related Party in terms of Section 2(76) of the Companies Act, 2013 and Clause 49 of the Listing Agreement. The aggregate of the transactions entered with Nimbus Multicommodity Brokers Limited, taken together, during the year does not exceeds 10% of the annual turnover of the Company as per last audited financial statements of the Company. Therefore, this transaction requires approval of the members by passing an Ordinary Resolution. The said transaction also falls under the category specified under Section 188(1)(c) of the Companies Act, 2013.

The other related information as envisaged under the Companies (Meetings of Boards and its Powers) Rules, 2014 are furnished hereunder:

1. Name of the related party	Nimbus Multicommodity Brokers Limited, Delhi based Unlisted Public Company engaged in commodity trading on commodity exchanges
2. Name of the Director or Key Managerial Personnel who is related, if any and nature of relationship	Mr. Bipin Agarwal, who is Managing Director in the Company and Director in Nimbus Multicommodity Brokers Limited
3. Nature, Material Terms, Monetary Value and Particulars of the contract or arrangement;	To lease one sitting space situated at 1001-1006, 10 th Floor, Narain Manzil, 23 Barakhamba Road, New Delhi-110001 for a period of 11 months commencing from October 1, 2015 at a Monthly Rent of Rs. 10,000/- (Rupees Ten Thousands only) including maintenance charges, electricity charges and other common charges related to the said office space on Lease basis for official purpose. The transaction is at prevailing market price and at arms length price.
4. Any other information relevant or important for the members to take a decision on the proposed resolution	Mr. Bipin Agarwal, Managing Director of the Company is interested in the said arrangement

None of the Directors or Key managerial Personnel of the Company and their relatives, other than Mr. Bipin Agarwal being a common Director is in any way, is concerned or interested, financially or otherwise, in the Resolution set out at item No.5 of the Notice.

The board recommends the resolution as set out in the Item No. 5 of accompanying notice for the approval of members of the Company as an Ordinary Resolution.

Item No. 6

Approval to ratify the investment made with Capital Infraprojects Private Limited

Based on the recommendation of the Audit Committee, the Board of Directors at its meeting held on 12th November, 2014 approved the investment of Rs. 7,50,00,000/- (Rupees Seven Crores Fifty Lacs only) to subscribe 6250000 14% - Non Convertible Cumulative Redeemable Preference Shares (NCCRPS) of Rs. 10/- each at a premium of Rs. 2/- per share in Capital Infraprojects Private Limited (CIPL) on such terms & conditions as mentioned below:

"14% Non Convertible Cumulative Redeemable Preference Shares (NCCRPS) of Rs. 10/- each at a premium of Rs. 2/- per share, redeemable at the end of five years at a premium of Rs. 2/- per share, with an option to the company to redeem these NCCRPS at the end of second year at a price of Rs. 10/- each at a premium of Rs. 2/- per share and with an additional premium @ Rs. 0.28/- per share per year till these shares are redeem."

In terms of Section 2(6) of the Companies Act, 2013 CIPL is an 'Associate Company' in which the Company holds 50% Equity Shares and is a Related Party as per Section 2(76) of the Companies Act, 2013 and Clause 49 of the Listing Agreement.

In terms of Clause 49 of the Listing Agreement the said transaction requires approval of the members by passing a Special Resolution as the value of transaction exceeds 10% of the annual turnover of the Company as per last audited financial statements of the Company. Therefore, in terms of Clause 49 of the Listing Agreement, this transaction requires approval of the members by passing a Special Resolution.

Related Parties shall abstain from voting on this resolution. It is proposed to obtain the approval of the members for the said transaction.

Mr. Bipin Agarwal, Managing Director of the Company is also a Director in CIPL.

None of the Directors or Key Managerial Personnel of the Company and their relatives, other than Mr. Bipin Agarwal, being a common Director is in any way, concerned or interested, financially or otherwise, in the Resolution set out at item No.6 of the Notice.

The Board recommends the resolution as set out in the Item No. 6 of accompanying notice for the approval of members of the Company as a Special Resolution.

Item No. 7

Approval for giving property on lease to Nimbus (India) Limited, a Related Party

The Board is proposed to lease office space comprising of one cabin in the premises of the Company at 1001-1006, 10th Floor, Narain Manzil, 23 Barakhamba Road, New Delhi -110001 to Nimbus (India) Limited for a period of 11 months with effect from 1st October, 2015 at a monthly rent of Rs. 50,000/- (Rupees Fifty Thousands only) including maintenance charges, electricity charges and other common charges related to the said office space for official purpose, on the terms and conditions, as set out in the draft Lease Agreement, as may be mutually agreed upon between the Company and Nimbus (India) Limited.

Nimbus (India) Limited is a Related Party in terms of Section 2(76) of the Companies Act, 2013 and Clause 49 of the Listing Agreement. The aggregate of the transactions entered with Nimbus (India) Limited, taken together, during the year exceeds 10% of the annual turnover of the Company as per last audited financial statements of the Company. Therefore, in terms of Clause 49 of the Listing Agreement, this transaction requires approval of the members by passing a Special Resolution. The said transaction also falls under the category specified under Section 188(1)(c) of the Companies Act, 2013.

The other related information as envisaged under the Companies (Meetings of Boards and its Powers) Rules, 2014 are furnished hereunder:

1. Name of the related party	Nimbus (India) Limited, Delhi based Unlisted Public Company mainly engaged in Non Banking Finance Activities
2. Name of the Director or Key Managerial Personnel who is related, if any and nature of relationship	Mr. Bipin Agarwal, who is Managing Director in both the Companies
3. Nature, Material Terms, Monetary Value and Particulars of the contract or arrangement;	To lease office office space comprising of one cabin situated at 1001-1006, 10 th Floor, Narain Manzil, 23 Barakhamba Road, New Delhi-110001 for a period of 11 months commencing from October 1, 2015 at a Monthly Rent of Rs. 50,000/- (Rupees Fifty Thousands only) including maintenance charges, electricity charges and other common charges related to the said office space on Lease basis for official purpose. The transaction is at prevailing market price and at arms length price.
4. Any other information relevant or important for the members to take a decision on the proposed resolution	Mr. Bipin Agarwal, Managing Director of the Company is interested in the said arrangement

None of the Directors or Key managerial Personnel of the Company and their relatives, other than Mr. Bipin Agarwal being a common Director is in any way, is concerned or interested, financially or otherwise, in the Resolution set out at item No.7 of the Notice.

The board recommends the resolution as set out in the Item No. 7 of accompanying notice for the approval of members of the Company as a Special Resolution.

Item No. 8

Ratification of borrowings from Nimbus (India) Limited

Based on recommendation of Audit Committee, the Board of Directors at its meeting held on 14th May, 2015 approved borrowings from Nimbus (India) Limited upto an aggregate amount not exceeding Rs. 50,00,00,000/- (Rupees Fifty Crores only) in one or more tranches at 12% per annum rate of interest for a period of 12 months renewable with mutual consent of the parties as set out in the agreement.

Nimbus (India) Limited is an NBFC unlisted public company in which Mr. Bipin Agarwal is a Managing Director and holds alongwith his relatives, more than two percent of its paid up share capital and is a related party in terms of Section 2(76) of the Companies Act, 2013.

In terms of Clause 49 of the Listing Agreement the said transaction requires approval of the members by passing a Special Resolution as the value of transaction exceeds 10% of the annual turnover of the Company as per last audited financial statements of the Company.

Related Parties shall abstain from voting on this resolution. It is proposed to obtain the approval of the members for the said transaction and any renewals thereof.

None of the Directors or Key Managerial Personnel of the Company and their relatives, other than Mr. Bipin Agarwal, is concerned or interested, financially or otherwise, in the Resolution as set out at item No.8 of the Notice.

The Board recommends the resolution as set out in the Item No. 8 of accompanying notice for the approval of members of the Company as a Special Resolution.

Item No. 9

Ratification of investment in IITL-NIMBUS THE PALM VILLAGE

Based on recommendation of the Audit Committee, the Board of Directors at its meeting held on 14th May, 2015 approved the transaction of investment in IITL-NIMBUS THE PALM VILLAGE, a partnership firm in which the Company holds 47.50% share, ("Firm") as capital contribution upto an aggregate amount not exceeding Rs. 25,00,00,000 (Rupees Twenty Five Crores only) in one or more tranches

The said Firm is a joint venture of the Company in terms of Accounting Standards AS-18 and a Related Party in terms of Clause 49 of the Listing Agreement.

In terms of Clause 49 of the Listing Agreement the said investment transaction requires approval of the members by passing a Special Resolution as the value of transaction exceeds 10% of the annual turnover of the Company as per last audited financial statements of the Company.

Related Parties shall abstain from voting on this resolution. It is proposed to obtain the approval of the members for the said transaction.

None of the Directors, Key Managerial Personnel of the Company or their relatives is in any way, concerned or interested, financially or otherwise, in the resolution set out at item No.9 of the Notice.

The Board recommends the resolution as set out in the Item No. 9 of accompanying notice for the approval of members of the Company as a Special Resolution.

Item No. 10

Ratification of investment in IITL-NIMBUS THE EXPRESS PARK VIEW

Based on recommendation of the Audit Committee, the Board of Directors at its meeting held on 14th May, 2015 approved the transaction of investment in IITL-NIMBUS THE EXPRESS PARK VIEW, a partnership firm in which the Company holds 47.50% share, ("Firm") a capital contribution upto an aggregate amount not exceeding Rs. 25,00,00,000 (Rupees Twenty Five Crores only) in one or more tranches

The said Firm is a joint venture of the Company in terms of Accounting Standards AS-18 and a Related Party in terms of Clause 49 of the Listing Agreement.

In terms of Clause 49 of the Listing Agreement the said investment transaction requires approval of the members by passing