



NIMBUS PROJECTS LIMITED

(CIN: L74899DL1993PLC055470)

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

E-mail: info@nimbusgroup.net, Website: www.nimbusprojectsLtd.com

Phone: +91-11-42878900, Fax: +91-11-41500023

POSTAL BALLOT NOTICE

(Pursuant to Section 110 of the Companies Act, 2013, read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014)

Dear Shareholder(s),

Notice is hereby given pursuant to Section 110 of the Companies Act, 2013 ("the Act") read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, (including any statutory modification, or re-enactment thereof for the time being in force) and other applicable laws and regulations, if any, that the Resolutions appended below are proposed to be passed by way of Postal Ballot including e-voting, as applicable. The explanatory statement pursuant to section 102 of the Act, pertaining to the said Resolutions setting out the material facts concerning each item and the reasons thereof is annexed hereto along with a Postal Ballot Form (the "Form") for your consideration.

The Board of Directors of the Company has appointed Mr. Kapil Dev Vashisth, Practicing Company Secretary (Membership No. FCS 5898; C.P.No.5458), as Scrutinizer for conducting the Postal Ballot in a fair and transparent manner.

You are requested to carefully read the instructions printed on the accompanying Postal Ballot Form, record your assent (for) or dissent (against) therein and return the same in original duly completed in all respects in the enclosed self-addressed pre-paid postage envelope, so as to reach the Scrutinizer not later than 6:00 p.m. on 3rd August, 2016 to be eligible for being considered, failing which, it will be considered that no reply has been received from the member.

Members may choose to vote using the remote e-voting facility, the details whereof are specified in the notes to the Postal Ballot Notice.

The resolution if passed by requisite majority shall be deemed to have been passed on the last date specified for receipt of duly completed postal ballot forms or e-voting i.e. 3rd August, 2016.

Upon completion of the voting process and the scrutiny of forms, the scrutinizer will submit his report to the Chairman. The result of the Postal Ballot will be announced on or before 5th August, 2016 at the registered office of the Company and thereafter through the website of the Company (www.nimbusprojectsLtd.com) and by way of intimation to the Stock Exchanges where the Company's shares are listed, the Depository (NSDL) and the Share Transfer Agent.

RESOLUTION NO. 1

AUTHORIZATION TO THE BOARD OF DIRECTORS TO MAKE LOAN(S) AND GIVE GUARANTEE(S), PROVIDE SECURITY(IES) OR MAKE INVESTMENT(S) IN EXCESS OF THE PRESCRIBED LIMIT UNDER SECTION 186 OF 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 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 Rs. 300 Crores (Rupees Three Hundred Crores Only) over and above the limits specified in Sec 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 authorised 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)."

RESOLUTION NO. 2

VARIATION IN TERMS OF 2,00,00,000 8% NON-CUMULATIVE NON CONVERTIBLE NON PARTICIPATING COMPULSORY REDEEMABLE PREFERENCE SHARES OF RS. 10/- EACH.

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 106 and other applicable provisions, if any, of the Companies Act, 1956 read with the applicable provisions of the Companies Act, 2013 and rules made thereunder and pursuant to the consent of the holders of 2,00,00,000 8% Non Cumulative Non Convertible Non Participating Compulsory Redeemable Preference Shares of Rs. 10/- each, consent of the members of the Company be and is hereby accorded for variation in the rights of holders of such Preference Shares by increasing the early redemption option available to Company from a period 'on or after 2 years' to 'on or after 5 years' from the date of issue.

RESOLVED FURTHER THAT other terms and conditions related to issue and redemption of 8% Non Cumulative Non Convertible Non Participating Compulsory Redeemable Preference Shares of Rs. 10/- each remain unchanged.

RESOLVED FURTHER THAT to give effect to this resolution, the Board be and is hereby authorized to take all actions as may be necessary, proper or expedient and to do all such acts, deeds, matters and things in connection therewith and incidental thereto as they in their absolute discretion may deem fit without being required to seek further approval".

RESOLUTION NO.3

APPROVAL OF APPOINTMENT OF MR. LALIT AGARWAL (DIN: 00003903) AS WHOLE TIME 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 pursuant to the provisions of Sections 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with provisions of Schedule V of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and pursuant to the recommendation of the Nomination and Remuneration Committee, the consent of the members of the Company be and is hereby accorded to the appointment of Mr. Lalit Agarwal (DIN: 00003903) as Whole Time Director of the Company for a period of five years w.e.f 9th November, 2015 to 8th November, 2020 on such terms and conditions as mentioned below:

Particulars	Amount (in Rs.)
Basic Salary	1,00,000/-
Perquisites	Nil
Provident Fund and others	Nil

RESOLVED FURTHER THAT upon recommendation by Nomination and Remuneration Committee, the Board of Directors may alter and vary the terms and conditions of the said re-appointment and/or the agreement in such manner as may be agreed to between the Company and Mr. Lalit Agarwal.

RESOLVED FURTHER THAT where in any financial year during the currency of the tenure of Mr. Lalit Agarwal, the Company has no profits or its profits are inadequate, the Company will pay remuneration as per Schedule V of the Companies Act, 2013 and in case the Company pays in excess of the said limits as specified in the Schedule V during the stated period, then the payment of excess remuneration shall be subject to the approval of Central Government (Ministry of Corporate Affairs).

RESOLVED FURTHER THAT Mr. Lalit Agarwal shall be liable to retire by rotation but if re-appointed, the same shall not be treated as break in the service.

RESOLVED FURTHER THAT Mr. Bipin Agarwal, Managing Director of the Company be and is hereby authorised to sign and file necessary returns/forms as required under the provisions of the Act along with any attachment, annexure or other papers/documents and to do all such other acts, things and deeds as may be necessary to give effect to the above resolution."

RESOLUTION NO. 4

APPOINTMENT OF STATUTORY AUDITORS TO FILL CASUAL VACANCY

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 139(8) and other applicable provisions, if any, of the Companies Act, 2013 as amended from time to time or any other law for the time being in force (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force), M/s. Oswal Sunil & Co., Chartered Accountants (FRN: 016520N), be and are hereby appointed as Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s. Anil Prahalad & Co., Chartered Accountants. They shall hold the office of the Statutory Auditors of the Company until the conclusion of the ensuing Annual General Meeting and that they shall carry out the statutory compliances under the Companies Act, 2013, Listing Regulations, 2015 or any other law for the time being in force on such remuneration as may be fixed by the Board of Directors in consultation with them.

RESOLVED FURTHER THAT Mr. Bipin Agarwal, Managing Director and Mr. Lalit Agarwal, Company Secretary of the Company be and is hereby authorized, jointly and/or severally, to sign and file necessary returns/forms as required under the provisions of the Act along with any attachment, annexure or other papers/documents and to do all such other acts, things and deeds as may be necessary to give effect to the above resolution."

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

**Bipin Agarwal
Managing Director
DIN: 00001276**

Date : 24th June 2016

Place : New Delhi

NOTES:

1. The Explanatory Statement Pursuant to Section 102 of the Companies Act, 2013, stating all material facts and reasons for the proposed Special Business are appended to the notice.
2. The Postal Ballot Notice is being sent to all the Members of the Company, whose names appear on the Register of Members/list of Beneficial Owners, as received from Registrar and Transfer Agent on Friday, 24th June, 2016. The postal ballot notice is being sent to Members who have registered their email IDs for receipt of documents in electronic form to their email addresses registered with their Depository Participants (in case of electronic shareholding)/the Company's Registrar and Transfer Agent (in case of physical shareholding). For Members whose email IDs are not registered, physical copies of the postal ballot notice along with postal ballot form are being sent by permitted mode along with a postage prepaid self-addressed business reply envelope.
3. Members who is desirous of obtaining a duplicate postal ballot form, he or she may send an email to cs.lalit@nimbusgroup.net. The Registrar and Transfer Agent/Company shall forward the same along with postage prepaid self-addressed business reply envelope to the Member.
4. Members whose names appear on the Register of Members/List of Beneficial Owners as on 24th June, 2016 will be considered for the purpose of voting. A person who is not a member on 24th June, 2016 i.e the cut off date for reckoning voting rights should treat this notice for information purpose only.

5. The Company has appointed Mr. Kapil Dev Vashisth, Practicing Company Secretary (Membership No.: FCS 5898, C.P No.: 5458), as Scrutinizer for conducting the Postal Ballot Process in a fair and transparent manner.
6. Members desiring to exercise their vote by Physical Postal Ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the same duly completed in the attached postage pre-paid self- addressed envelope. The unsigned Postal Ballot Form(s) will be rejected. The Postal Ballot Form(s) may also be deposited personally at the address given thereon.
7. The duly completed Postal Ballot Form(s) should reach the Scrutinizer on or before Wednesday, 3rd August, 2016, at 6:00 p.m. at 1001-1006, 10th Floor, Narain Manzil, 23 Barakhamba Road, New Delhi-110001, to be eligible for being considered, failing which, it will be strictly treated as if no reply has been received from the Member(s).The e-voting module shall also be disabled by NSDL for voting thereafter.
8. Resolution passed by the Members through postal ballot are deemed to have been passed as if they have been passed at a General Meeting of the Members.
9. In compliance with the provisions of Section 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, the Company has also extended e-voting facility as an alternate for its Members to enable them to cast their votes electronically instead of dispatching Postal Ballot Form(s) for this purpose, necessary arrangements have been made with National Securities Depository Limited (“NSDL”) to facilitate e-voting, however e-voting is optional. Demat-Account/Folio Number of the Shareholders has been enrolled for participation in voting on resolution placed by the company on e-voting system.

I. The instructions for shareholders voting electronically are as under:

- A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/ Depository Participants(s)]:
 - (i) Open email and open PDF file viz; “Nimbus evoting.pdf” with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for e-voting. Please note that the password is an initial password.
 - (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsd.com>.
 - (iii) Click on Shareholder – Login
 - (iv) If you are already registered with NSDL for e-voting then you can use your existing user ID and password.
 - (v) If you are logging in for the first time, please enter the user ID and password provided in the attached PDF file as initial password
 - (vi) The Password Change Menu will appear on your screen. Change to a new password of your choice, making sure that it contains a minimum of 8 digits or characters or a combination of both. Please take utmost care to keep your password confidential.
 - (vii) Once the e-voting home page opens, click on e-voting> Active Voting Cycles.
 - (viii) Select “EVEN” (E-Voting Event Number) of Nimbus Projects Limited. Now you are ready for e-voting as Cast Vote page opens.
 - (ix) Cast your vote by selecting appropriate option and click on “Submit” and also “Confirm” when prompted.
 - (x) Upon confirmation, the message “Vote cast successfully” will be displayed.
 - (xi) Once the vote on the resolution is cast, the Member shall not be allowed to change it subsequently.
 - (xii) 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., together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to scrutinizer.kdv@gmail.com, with a copy marked to evoting@nsdl.co.in.
- B. In case a Member receives physical copy of the Notice of Postal Ballot [for members whose email Ids are not registered with the Company/Depository Participants(s) or requesting physical copy]:
 - (i) Initial password is provided as below/at the bottom of the Postal Ballot Form.

EVEN (E Voting Event Number)	USER ID	PASSWORD/PIN
104150		

- (ii) Please follow all steps from Sl. No. (ii) to Sl. No.(xii) mentioned in (I) (A) above, to cast vote.
- II. 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 Downloads section of www.evoting.nsdl.com
- III. If you are already registered with NSDL for e-voting then you can use your existing user ID and password/PIN for casting your vote.
- IV. The e-voting period commences on 5th July, 2016 (9:00 a.m.) and ends on 3rd August, 2016 (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 (record date) of 24th June, 2016, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
10. You can also update your mobile number and e-mail in the user profile details of the folio which may be used for sending future communication(s).
11. Kindly note that the Members can opt only one mode of voting i.e. either by Physical Postal Ballot or e-voting. In case Members cast their vote through both modes, then voting done by e-voting shall prevail and votes cast through physical Postal Ballot form will be treated as invalid.
12. A member cannot exercise his vote by proxy on Postal Ballot.
13. The Scrutinizer will submit his Report after completion of the scrutiny, addressed to the Chairman on or before Friday, 5th August, 2016. The Chairman will, or in his absence any other person so authorized by him will, announce the results of voting by postal ballot on Friday, 5th August, 2016 at the Registered Office of the Company at 1001-1006, 10th Floor, Narain Manzil, 23, Barakhamba Road, New Delhi-110001 at 6:00 p.m. The scrutinizer's decision on the validity of the Postal Ballot shall be final.
14. The results of the Postal Ballot along with the scrutinizer's report will also be displayed at the Company's Registered Office and hosted on the website of the Company www.nimbusprojectsLtd.com and website of NSDL www.evoting.nsdl.com besides being communicated to the Stock Exchanges on which the shares of the Company are listed.
15. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours. (9:00 a.m. to 6:00 p.m.) on all working days upto the date of declaration of the result of Postal Ballot.

EXPLANATORY STATEMENT

(Pursuant to the provisions of section 102 of the Companies Act, 2013)

ITEM NO. 1

In view of the provisions of Section 186 of the Companies Act, 2013 to authorize the Board of Directors of the Company may give loan(s), give guarantee(s), provide security(ies) and to make investment(s) together with loan(s)/ guarantee(s)/ security(ies) already given and investments already made by the Company 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 the 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, this permission is sought pursuant to the provisions of Section 186 of the Companies Act, 2013 to give powers to the Board of Directors or any duly constituted committee thereof, for making further investment(s), providing loan(s) or giving guarantee(s) or providing securities in connection with loans to any body corporate(s) or person upto an amount not exceeding Rs. 300 Crores over and above the limits as specified in section 186(2) of the Companies Act, 2013.

Such loan(s) shall be given and investment(s) shall be made or security(ies) shall be provided by the Board of Directors of the Company or Committees 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 aforesaid limit of Rs. 300 Crores is over and above the limits prescribed in section 186(2) of the Companies Act, 2013 and shall exclude 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.

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 at the Registered Office of the Company.

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

None of the Directors or Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the Special Resolution except to the extent of their directorships and shareholding in the Company and in the bodies corporate in which investments may be made or loans/ guarantees may be given or securities may be provided pursuant to this Special Resolution.

ITEM NO. 2

The Company had issued 2,00,00,000 8% Non-Cumulative Non-Convertible Non-Participating Compulsory Redeemable Preference Shares of Rs. 10/- each. The said shares were redeemable after 15 years at a premium of Rs. 100/- on each Preference Share but which may be redeemed at the option of the Company at any time after 2 years at a fixed premium of Rs. 40/- on each Preference Share and an additional premium @ Rs. 4/- per year till these Preference Shares are redeemed.

The Board believes that it would be in the long term interests of the Company and the Shareholders, if the redemption period of the 8% Non-Cumulative Non-Convertible Non-Participating Compulsory Redeemable Preference Shares of Rs. 10/- each is increased from 'on or before 2 years' from the date of issue to 'on or before 5 years' from the date of issue.

Section 106 of the Companies Act, 1956 provides that the right attached to the shares of any class may be varied with the consent in writing of the holders of not less than three fourth of the issued shares of that class or with the sanction of a Special Resolution passed at a separate meeting of the holders of the issued shares of that class.

The Company has already obtained the approval of holders of 8% Non-Cumulative Non-Convertible Non-Participating Compulsory Redeemable Preference Shares for the variation in the terms of issue. Since the aforesaid variation affects the rights of equity shareholders, it is proposed to obtain their approval by way of Special Resolution.

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

None of the Directors or Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the Special Resolution except to the extent of their directorships and shareholding in the Company.

ITEM NO. 3

The Nomination and Remuneration Committee at their meeting held on 9th November, 2015 recommended the name of Mr. Lalit Agarwal, who was then Non-Executive Director, as Company Secretary. The Board of Directors of your Company had appointed him as Company Secretary w.e.f 9th November, 2015. Consequently, the office of Non-Executive Director became Executive Director with effect from that date and such change in the designation of Mr. Lalit Agarwal as Whole Time Director also requires the approval of members. The tenure of Mr. Lalit Agarwal as a Whole Time Director will be five years w.e.f 9th November, 2015.

The terms and conditions of Mr. Agarwal's appointment as Whole Time Director may be varied, altered, increased, enhanced or widened from time to time by the Nomination and Remuneration Committee/ Board as it may in its discretion deem fit, within the maximum amounts payable in accordance with the provisions of the Companies Act, 2013 or any amendments thereto made hereafter in this regard.

In compliance with the provisions of the Companies Act, 2013, the matter is placed before the Members for their approval as an Ordinary Resolution.

None of the Directors (Except Mr. Lalit Agarwal) or Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the Ordinary Resolution except to the extent of their directorships and shareholding in the Company.

Details of Mr. Lalit Agarwal as required under the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and Companies Act, 2013 is provided below:

Particulars	Description
Age	41 years
Brief Resume	Mr. Lalit Agarwal (DIN: 00003903) a Fellow Member of the Institute of Company Secretaries of India and a post graduate in Law (LL.M) has rich and diverse experience in Corporate Laws, Finance and Administration. He is Director of the Company since 19 th July, 2011 and is liable to retire by rotation. He is a member of the Audit Committee and the Stakeholders Relationship Committee of the Company. Being one of the key members of the corporate team he discharges multi disciplinary duties to the Board.
Nature of his expertise in specific functional areas	Legal & Secretarial
Date of first appointment on the Board	19.07.2011
Qualifications	FCS, LL.M
Experience	Mr. Lalit Agarwal is a Fellow Member of the Institute of Company Secretaries of India and a post graduate in Law (LL.M) and has approx 12 years experience in Corporate Laws, Finance and Administration.
Terms and conditions of appointment or re-appointment along with details of remuneration sought to be paid	He is occupying a position of Company Secretary as well as Whole Time Director of the Company. As a Director, he is liable to retire by rotation
Last drawn remuneration, if applicable	Not Applicable
Shareholding in the company	NIL
Relationship with other Directors, Manager and other Key Managerial Personnel of the company	NIL
The number of Meetings of the Board attended during the Year (2015-16)	5 board meetings attended out of 5
Names of companies in which the person also holds the directorship and the membership of Committees of the Board	<p>Names of companies in which the person also holds the directorship:</p> <ol style="list-style-type: none"> Allied Financial Services Private Limited Nimbus Multicommodity Brokers Limited Nimbus Projects Limited Nimbus Propmart Private Limited <p>Membership of Committees of the Board:</p> <p>In Nimbus Projects Limited: Audit Committee- Member Stakeholders Relationship Committee-Member</p> <p>In Nimbus (India) Limited: Audit Committee- Member Nomination & Remuneration Committee-Member</p>

Item No. 4

M/s. Anil Prahalad & Co., Chartered Accountants, have tendered their resignation from the position of Statutory Auditors due to unavoidable circumstances, resulting into a casual vacancy in the office of Statutory Auditors of the company as envisaged by section 139(8) of the Companies Act, 2013 ("the Act"). The Casual vacancy caused by the resignation of auditors can only be filled up by the Company through members' approval. The audit committee has recommended the name of M/s. Oswal Sunil & Co., Chartered Accountants (FRN: 016520N) to fill the casual vacancy caused by resignation of M/s. Anil Prahalad & Co., Chartered Accountants. Thereafter, the Board at its meeting held on 28th May, 2016 appointed M/s. Oswal Sunil & Co., Chartered Accountants, as the Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s. Anil Prahalad & Co., Chartered Accountants subject to the approval of members.

M/s. Oswal Sunil & Co, Chartered Accountants, have conveyed their consent to be appointed as the Statutory Auditors of the Company along with a confirmation that, their appointment, if made by the members, would be within the limits prescribed under the Companies Act, 2013.

The Board accordingly recommends the above matter before the members for passing the Ordinary Resolution.

None of the Directors or Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the Ordinary Resolution except to the extent of their directorships and shareholding in the Company.

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

**Bipin Agarwal
Managing Director
DIN: 00001276**

**Date : 24th June 2016
Place : New Delhi**



NIMBUS PROJECTS LIMITED

(CIN: L74899DL1993PLC055470)

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

E-mail: info@nimbusgroup.net, Website: www.nimbusprojectsLtd.com

Phone: +91-11-42878900, Fax: +91-11-41500023

POSTAL BALLOT FORM FOR EQUITY SHAREHOLDERS OF Rs.10/- EACH

1.	Name & Registered Address of the sole/first named shareholder	
2.	Name(s) of the joint shareholder(s), if any.	
3.	Registered folio No./DP ID No./Client ID No. *(Applicable to investors holding shares in dematerialized form)	
4.	Number of Shares held	
5.	I/We hereby exercise my/our votes in respect of the Ordinary/Special Resolution to be passed through Postal Ballot for the business stated in the Notice of the Company dated 24 th June, 2016 by sending my/our assent or dissent to the said resolutions by placing the tick (✓) mark at the appropriate box below.	

S.No	Item	No. of Shares	I/We assent to the Resolution (FOR)	I/We assent to the Resolution (AGAINST)
1.	Special Resolution for authorization to the Board of Directors to make loan(s) and give guarantee(s), provide security (ies) or make investment(s) in excess of the prescribed limit under section 186 of the Companies Act, 2013.			
2.	Special Resolution for variation in terms of 2,00,00,000 8% Non-Cumulative Non-Convertible Non-Participating Compulsory Redeemable Preference shares of Rs. 10/- each.			
3.	Ordinary Resolution Approval for appointment of Mr. Lalit Agarwal (DIN: 00003903) as Whole Time director of the Company.			
4.	Ordinary Resolution for appointment of M/s Oswal Sunil & Co., Chartered Accountants (FRN: 016520N) as Statutory Auditors to fill casual vacancy.			

Date :

Place :

.....
Signature of the Shareholder

ELECTRONIC VOTING PARTICULARS

EVEN (E-Voting Event Number)	User ID	Password
104150		

Commencement of e-voting	End of e-voting
Tuesday, 5 th July, 2016 (9:00 a.m.)	Wednesday, 3 rd August, 2016 (5:00 p.m.)

(Refer to Instructions overleaf)

INSTRUCTIONS

Process and manner for members opting to vote by using the Postal Ballot Form

1. A Member desiring to exercise his/her vote by Postal Ballot may complete this Postal Ballot Form and send it to the Company in the attached self-addressed envelope. Postage will be borne and paid by the Company. However, envelope containing Postal Ballot, if sent by courier or by hand at the expense of the registered member will also be accepted.
2. Alternatively, a Member may vote through electronic mode as per the instructions for voting through electronic means provided in the Postal Ballot Notice sent herewith.
3. The self-addressed & postage-prepaid reply envelope bearing the name of the Scrutinizer appointed by the Board of Directors of the Company is enclosed herewith.
4. Consent must be accorded by placing a tick mark [✓] in the column 'I assent to the resolution (FOR)' or dissent must be accorded by placing a tick mark [✓] in the column 'I dissent to the resolution (AGAINST)'.
5. This Form should be completed and signed by the member. In case of joint holding, this Form should be completed and signed (as per the specimen signature Registered with the Company) by the first named member and in his absence, by the next named member.
6. There will be one Postal Ballot Form for every Folio irrespective of the number of joint holders.
7. The Postal Ballot shall not be exercised by a Proxy.
8. The votes of a member will be considered invalid on any of the following grounds:
 - a) If the Member's signature does not tally;
 - b) If the member has marked his/ her/ its vote both for 'Assent' and 'Dissent' to the resolution in such a manner that the aggregate shares voted for 'Assent' and 'Dissent' exceeds total number of shares held;
 - c) If the Postal Ballot Form is unsigned, incomplete or incorrectly filled;
 - d) If the Postal Ballot Form is torn or defaced or mutilated such that it is difficult for the Scrutinizer to identify either, the member, or the number of votes, or as to whether the votes are for 'Assent' or 'Dissent', or if the signature could not be verified or one or more of the above grounds;
 - e) A form other than one issued by the company has been used;
 - f) It has not been signed by or on behalf of the Member;
 - g) Neither assent nor dissent is mentioned;
 - h) Any competent authority has given directions in writing to the company to freeze the Voting Rights of the Member;
 - i) The Postal Ballot Form, signed in a representative capacity, is not accompanied by a certified copy of the relevant specific authority;
 - j) It is received from a Member who is in arrears of payment of calls;
 - k) Member has made any amendment to the resolution or imposed any condition while exercising his vote.
9. The Scrutinizer's decision on the validity of a Postal Ballot will be final.
10. The duly completed Postal Ballot Forms should reach to the Scrutinizer not later than the close of working hours on 6:00 p.m. on 3rd August, 2016 at 1001-1006, 10th Floor, Narain Manzil, 23 Barakhamba Road, New Delhi-110001. All Postal Ballot Forms received after this date will be strictly treated as if the reply from the member(s) has not been received.
11. A member may request for a duplicate Postal Ballot Form, if so required. However, the duly filled in duplicate Postal Ballot Forms should reach the Scrutinizer not later than the date specified above.
12. Voting rights shall be reckoned on the paid up value of shares registered in the name of the members on the date of cut off i.e., 24th June, 2016.
13. In case of shares held by companies, trusts, societies, etc. the duly completed Postal Ballot Form should be accompanied by a certified true copy of the Board Resolution/Authorization together with specimen signature(s) of the duly authorized signatories.
14. Members are requested not to send any other paper alongwith the Postal Ballot Form in the enclosed self addressed postage prepaid envelope in as much as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer.
15. Postal Ballot Form received by fax will be rejected as if reply from member has not been received unless the original Postal Ballot Form is received within prescribed time period.
16. A member need not use all his/ her votes nor does he/she need to cast his/ her votes in the same way.
17. Only a member entitled to vote is entitled to fill in the Postal Ballot Form and send it to the Scrutinizer, and any recipient of the Notice who has no voting right should treat the Notice as intimation only.
18. In case a member cast vote both by way of postal ballot and e-voting, then the vote casted through e-voting will be accepted without considering the time at which the vote was casted by either of the method.