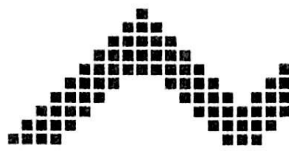




BREAD & MORE

BRAND OWNER & MARKETED BY

Kanak Foods Pvt. Ltd.



Nimbus Foods Industries Ltd.

CIN : L30006GJ1995PLC025631

Plot No. B-13/14, Phase-II, G.I.D.C. Industrial Area,
Naroda, Ahmedabad-382330.

Ph. : 079-22813445-46, 079-22814023

E-mail : nimbusfoods@gmail.com

Ref. No. :

Date :

Date: 06/09/2017

To,
BSE LTD,
FLOOR 25, P. J. TOWERS,
DALAL STREET,
MUMBAI - 400001
BSE CODE: 531598

Sub: Submission of Notice of Annual General Meeting

Dear Sir,

With reference to the above captioned subject, we are hereby submitting a copy of the notice of 22nd Annual General Meeting of the Company to be held on Friday, 29th September, 2017 at 4.00 P.M. at the registered office of the company situated at Plot No. B - 13 & 14, Phase-II, GIDC Industrial Area, Naroda, Ahmedabad - 382330.

Kindly take the above information on your record.

Thanking You,

Yours Faithfully,
For, Nimbus Foods Industries Limited




Faruk H. Diwan
Company Secretary & Compliance Officer



NOTICE

NOTICE is hereby given that the **22nd Annual General Meeting** of the Members of **NIMBUS FOODS INDUSTRIES LIMITED** will be held on **Friday, 29th September, 2017 at 4.00 P.M.** at Plot No. B – 13 & 14, Phase-II, GIDC Industrial Area, Naroda, Ahmedabad – 382 330 to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at **31st March, 2017** Statement of Profits & Loss and together with Cash Flow Statement and Notes forming part thereto (“Financial Statement”) for the year ended on **31st March, 2017** and Report of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of **Mr. Sharad Khandelwal (DIN: 03447732)** who retires by rotation and being eligible, offers himself for re-appointment.
3. To ratify the appointment of Statutory Auditors of the Company and fix their remuneration.

SPECIAL BUSINESS:

4. **To re-appoint Mr. Amit Jogendra Khaksa (DIN: 00142084) as a Whole-time Director designated as Executive Director of the Company for the period of Five (5) years w.e.f. 12th August, 2017**

To consider and, if thought fit, to give your assent/dissent to pass the following resolution as **Special Resolution:**

“RESOLVED THAT pursuant to recommendation of the Nomination and Remuneration Committee, in accordance with the provision of Section 196, 197 and 203 and other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification or re-enactment thereof) read with Schedule V of the Companies Act, 2013 and the Articles of Association of the Company, the consent of Members of the Company, be and is hereby accorded to re-appointment of Mr. Amit J. Khaksa (DIN: 00142084) as a Whole-time Director designated as “Executive Director” of the Company with effect from 12th August, 2017 and who shall be not liable to retire by rotation for the period of five (5) years on payment of salary and perquisites (hereinafter referred to as “remuneration”) and the terms and conditions as detailed in the explanatory statement attached herewith, which is hereby approved and sanctioned with authority to the Board of Directors to alter and vary the terms and conditions of the said appointment and / or agreement in such manner as may be agreed to between the Board of Directors and Mr. Amit J. Khaksa.

RESOLVED FURTHER THAT the remuneration payable to Mr. Amit J. Khaksa (DIN: 00142084), shall not exceed the overall ceiling of the total managerial remuneration as provided under Schedule V and Section 197 of the Companies Act, 2013 or such other limits as may be prescribed from time to time.

RESOLVED FURTHER THAT the board of Director of the Company, be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors or Director(s) to give effect to the aforesaid resolution.”

5. **Re-appointment of Mr. ARVIND A. THAKKAR (DIN: 00966889) as an Independent Director of the Company**

To consider and if thought fit, to give your assent/dissent to pass the following resolution as an **Ordinary Resolution:**

RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors), Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) **Mr. Arvind A. Thakkar (DIN: 00966889)**, Independent Director of the Company whose period of office is liable to expire on 13th November, 2017, who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Companies Act, 2013 and who is eligible for re-appointment for a second term under the provisions of the Companies Act, 2013, Rules made there under and SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director pursuant to Section 160 of the Companies Act, 2013, be and is hereby re-appointed as an Independent Director of the Company for the period of 5 (five) years with effect from 29th September, 2017 and the term shall not be subject to retirement by rotation.



RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to sign the form DIR-12 and make arrangement to file the same with Registrar of Companies and intimate to Stock Exchange(s) and to take such other steps as may be necessary in this regard.”

6. Approval of Related Party Transactions

To consider and if thought fit, to give your assent/ dissent to 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 rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) and SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and subject to such other approvals, consents, permissions and sanctions of any authorities as may be necessary, the consent of the Company be and is hereby accorded to the Audit Committee and the Board of Directors of the Company to authorize the management of the Company to carry out transactions with related parties and for the maximum amounts per annum, as mentioned herein below for the year 2017-18:

Sr. No.	Nature of the transactions as per section 188 of the Companies Act, 2013	Name of the Director/KMP who is related and nature of their relationship	Name of the related party	Receipts (Rs. in Lacs)	Payment (Rs. in Lacs)
1	Sale of goods	Mr. Amit Khaksa, Executive director of the Company being common Director/ Shareholder of the Company	Sushma Snacks Private Limited Nimbus Renewable Energy Private Limited Nimbus Infrabuilt Private Limited	50	-
2	Sale of goods	Group Companies	Nimbus Foods Limited Chinar Capital Private Limited Ishan Clothes Private Limited Nimbus Beverages Private Limited Nimbus Pharmaceuticals Private Limited Shri Govindam Agro Foods Private Limited Passion Engineering Private Limited Balaji Resources And Trading Limited	250	-
3	Purchase of goods / raw material / stock in-trade	Mr. Amit Khaksa, Executive director of the Company being common Director/ Shareholder of the Company	Sushma Snacks Private Limited Nimbus Renewable Energy Private Limited Nimbus Infrabuilt Private Limited	-	35
4	Purchase of goods / raw material / stock in-trade	Group Companies	Nimbus Foods Limited Chinar Capital Private Limited Ishan Clothes Private Limited Nimbus Beverages Private Limited Nimbus Pharmaceuticals Private Limited Shri Govindam Agro Foods Private Limited Passion Engineering Private Limited Balaji Resources And Trading Limited	-	275



“RESOLVED FURTHER THAT the transactions may be entered into subject to the compliance of criteria mentioned under Rule 15 of The Companies (Meetings of Board and its Powers) Rules, 2014 of the Companies Act, 2013”.

“RESOLVED FURTHER THAT the Board of Directors of the Company and/or a committee thereof, be and is hereby, authorised to do or cause to be done all such acts, matters, deeds and things and to settle any queries, difficulties that may arise with regard to any transactions with the related party and execute such agreements, documents and writings and to make such filings, as may be necessary or desirable for the purpose of giving effect to this resolution, in the best interest of the Company.

Regd. Office

Plot No. B – 13 & 14,
Phase-II, GIDC Industrial Area,
Naroda, Ahmedabad – 382 330

Date : 12/08/2017

Place : Ahmedabad

By order of Board of Directors
For, **Nimbus Foods Industries Limited**

Sanjay Mangal
Chairman
(DIN: 05355390)

NOTES

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF AND PROXY NEED NOT BE A MEMBER OF THE COMPANY.

Proxies, in order to be effective, must be received by the Company, duly filled, stamped and signed, at its Registered Office not less than 48 hours before the Meeting.

Proxies submitted on behalf of limited companies, societies, etc., must be supported by appropriate resolutions / authority, as applicable, issued on behalf of the nominating organisation.

A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or Member.

2. Corporate Members intending to send their authorised representatives to attend the AGM are requested to send a duly certified copy of their Board Resolution authorising their representatives to attend and vote at the AGM.
3. 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.
4. Members / Proxies / Authorised Representatives should bring the enclosed Attendance Slip, duly filled in, for attending the Meeting. Copies of the Annual Report or Attendance Slips will not be distributed at the Meeting.
5. Relevant documents referred to in the accompanying Notice and the Statement, are open for inspection by the members at the Registered Office of the Company on all working days, except Saturdays, during business hours up to the date of the Meeting.
6. Profile of the Directors seeking appointment / re-appointment, as required in terms of Regulation 36 of the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015 is annexed to this Notice.
7. Pursuant to the provisions of Section 91 of the Companies Act, 2013, the Register of Members and Share Transfer Books of the Company will remain closed from Friday 22nd September, 2017 to Friday 29th September, 2017 (both days inclusive).
8. SEBI has mandated the submission of Permanent Account Number (PAN) for participating in the securities market, deletion of name of deceased holder, transmission / transposition of shares. Members are requested to submit the PAN details to their Depository Participant (DP) in case of holdings in dematerialised form or to M/s. Bigshare Services Pvt. Ltd. A-802 Samudra Complex, Near Klassic Gold Hotel, Off C G Road Navrangpura, Ahmedabad-380 009 Gujarat in case of holdings in physical form, mentioning your correct reference folio number.
9. Members holding shares in physical form are requested to consider converting their holding to dematerialised form to eliminate all risks associated with physical shares and for ease in portfolio management. Members can contact Bigshare Services Private Limited. A-802 Samudra Complex, Near Klassic Gold Hotel, Off C G Road Navrangpura, Ahmedabad – 380 009, Gujarat for assistance in this regard.



10. The Annual Report 2016-17 of the Company circulated to the Members of the Company, will be made available on the Company's website at www.nimbusfoods.in and also on the website of the respective Stock Exchanges at www.bseindia.com.
11. Members desirous of getting any information about the Accounts of the Company are requested to write to the Company at least seven days in advance of the Meeting, so that the information can be kept ready at the Meeting.

Process and manner for members opting for voting through Electronic means:

- (i) Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, 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 through remote e-voting services provided by Central Depository Services Limited (CDSL) from a place other than the venue of the Meeting.
- (ii) The Members whose names appear in the Register of Members / List of Beneficial Owners as on 22nd September, 2017 (cut – off date) are entitled to avail the facility of remote e-voting as well as voting at the AGM. Any recipient of the Notice, who has no voting rights as on the Cut-off date, shall treat this Notice as intimation only.
- (iii) A person who has acquired the shares and has become a member of the Company after the dispatch of the Notice of the AGM and prior to the Cut-off date i.e. 22nd September, 2017, shall be entitled to exercise his/her vote either electronically i.e. remote e-voting or through the Poll Paper at the AGM by following the procedure mentioned in this part.
- (iv) The remote e-voting will commence on **Tuesday, 26th September, 2017 at 10.00 a.m. and will end on Thursday, 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 Tuesday 22nd September, 2017, may cast their vote electronically. The members will not be able to cast their vote electronically beyond the date and time mentioned above and the remote e-voting module shall be disabled for voting by CDSL thereafter. The e-voting module shall be disabled by CDSL for voting thereafter.
- (v) Once the vote on a resolution is cast by the member, he/she shall not be allowed to change it subsequently or cast the vote again.
- (vi) The facility for voting through Poll Paper would be made available at the AGM and the members attending the meeting who have not already cast their votes by remote e-voting shall be able to exercise their right at the meeting through Poll Paper. The members who have already cast their vote by remote e-voting prior to the meeting, may also attend the meeting, but shall not be entitled to cast their vote again.
- (vii) The voting rights of the members shall be in proportion to their share in the paid up equity share capital of the Company as on the Cut-off date i.e. 22nd September, 2017.
- (viii) The Company has appointed Mr. Devesh Khandelwal, Proprietor of Khandelwal Devesh & Associates, Practising Company Secretary (Membership No. FCS: 6897; CP No: 4202), to act as the Scrutinizer for conducting the remote e-voting process in a fair and transparent manner.

The procedure and instructions for remote e-voting are, as follows:

- Step 1 : Open your web browser during the voting period and log on to the e-voting website www.evotingindia.com
- Step 2 : Now click on "Shareholders" to cast your votes.
- Step 3 : Now, fill up the following details in the appropriate boxes:
 - 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 the Folio Number registered with the Company.
- Step 4 : Next, enter the Image Verification as displayed and Click on Login.



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.

Step 5 : If you are a first time user follow the steps given below:

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

Please enter the DOB or Dividend Bank Details in order to login.

Step: 6 : After entering these details appropriately, click on "SUBMIT" tab.

Step 7 : Members holding shares in physical form will then reach directly 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.

If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

Step 8 : For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

Step 9 : Click on the EVSN for the relevant <Company Name> on which you choose to vote.

Step 10 : 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.

Step 11 : Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

Step 12 : 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. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

Step 13 : You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

Step 14 : 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 should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

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.

12. The results declared along with the Scrutinizer’s Report shall be placed on the Company’s website www.nimbusfoods.in and on the website of CDSL i.e. www.cdslindia.com within three days after the conclusion of the Annual General Meeting of the Company and shall also be communicated to Stock Exchanges where the shares of the Company are listed.
13. Shareholders can also cast their vote using CDSL’s Mobile app M-voting available for android based mobiles. The M-voting app can be downloaded from Google Play Store. Please follow the instructions as prompted by the mobile app while voting on your mobile.

**BRIEF PROFILE OF THE DIRECTOR/S SEEKING RE-APPOINTMENT
AT THE 22nd ANNUAL GENERAL MEETING**

(Pursuant to Regulation 36(3) of the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015)

Name of Directors	Mr. Sharad Khandelwal	Mr. Amit J. Khaksa	Mr. Arvind Thakkar
DIN	03447732	00142084	00966889
Designation	Director	Whole-time Director	Director
Date of Birth	26/10/1970	22/08/1979	30/10/1947
Date of Appointment	14/02/2011	01/04/2006	14/11/2014
Qualifications experience in specific functional area	Master degree in commerce (M.COM) having more than 22 years of experience in Accounts, Finance, Taxation and related field.	Mr. Amit J. Khaksa, Executive Director of the Company aged around 38 years is a Graduate and jointed the Board of the Company in the year 2006 as a Director. His responsibilities in the Company encompass product delivery, project execution for innovative production techniques, quality control and enhancement, process and customer satisfaction. He supervises the functioning of various departments in the organization such as Sales & marketing, Estimation, customer Relationship Management, cost audit, Human resources, Purchase, Corporate Communications.	He is practising Chartered Accountant. He has an experience of more than 42 years in the field of audit of firms, nationalized banks and Companies, Company law matters, Taxation and Tax audit matters under Income Tax Act, Financial And Capital Market consultancy.
Directorship held in other companies*	NIL	NIL	GUJARAT EQUITY SERVICES LIMITED
Membership / Chairmanships of Committee in other Public Companies	NIL	NIL	NIL
Relationships between directors inter se	None	None	None
Number of shares held in the Company	NIL	25,000 Shares	NIL

*Pvt. Companies excluded



**ANNEXURE TO THE NOTICE:
EXPLANATORY STATEMENT
(PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013)**

In conformity with the provisions of Section 102 of the Companies Act, 2013, following Explanatory Statement sets out all material facts relating to the Special Business mentioned at Item No. 4, 5 & 6 of the accompanying notice dated 12th August, 2017 should be taken as forming part of Notice.

ITEM NO.4:

The Board of Directors based on the recommendations of the Nomination and Remuneration Committee have re-appointed **Mr. Amit J. Khaksa** (DIN: 00142084) as Whole-time Director designated as Executive Director for a period of 5 (five) years w.e.f. 12th August, 2017 and his appointment was subject to the approval of shareholders at ensuing General Meeting of the Company.

In terms rich and varied experience of eleven years, Mr. Amit J. Khaska has contributed voluminously towards the expansion in bakery products and has been actively responsible for procuring the standard quality of products.

In the view of significant contributions made by him the Board of Directors recommend the re-appointment of **Mr. Amit J. Khaksa** as a Whole time Director designated as Executive Director of the Company for the period of five years on the terms conditions detailed below, which shall be effective from 12th August, 2017.

I. Period:

For a period of 5 years from 12th August, 2017.

II. Basic Salary: Up to Rs.1,00,000/- (Rupees One Lac Only) per month.

III. Other Allowances: Up to 35% of the basic salary and as determined by the Board from time to time.

IV. Perquisites: The Executive Director shall be entitled to all the perquisites listed herein below in addition to the salary mentioned above;

- **Provident Fund/Pension:** Contribution to Provident Fund and Pension Fund to the extent such contributions, either singly or put together are exempt under the Income Tax Act, 1961. Contribution to Pension Fund will be paid on basic salary and commission.
- **Gratuity:** Gratuity payable shall be in accordance with the provisions of the Payment of Gratuity Act and to the extent not taxable under the Income Tax law.
- Encashment of leave at the end of tenure.
- **Medical Reimbursement:** Reimbursement of medical expenses incurred, including premium paid on health insurance policies, for self and family including hospitalization, surgical charges, nursing charges and domiciliary charges for self and for family.
- **Leave Travel Concession** for self and family at a rate not exceeding one month's Salary for one year or three month's salary in a block of three years.
- Free use of Company's car with driver for Company's business and free telephone Facility at residence.
- The Executive Director shall be entitled to reimbursement of expenses incurred by him In connection with the business of the Company.

V. Duties:

Subject to the superintendence, direction, and control of the Board of Directors of the Company, the Executive Director Shall be entrusted with substantial power of administration, marketing and accounts and also such other duties and responsibilities as may be entrusted to him By the Board of Directors from time to time. The headquarter of the Executive Director shall be at Ahmadabad or at such place as the Board of Directors may decided from time to time.

VI. TERMINATION:

The Executive Director may be removed from his office for gross negligence, breach of Duty or trust if a special Resolution to that effect is passed by the Company in its General Meeting. The Executive Director may resign from his office by giving 90 days' Notice to the Company.

**VII. COMPENSATION:**

In the event of termination of office of Executive Director takes place before the expiration of tenure thereof, Executive Director of the Company shall be entitled to receive compensation from the Company for loss of office to extent and subject to limitation as provided under Section 202 of the Companies Act, 2013.

VIII. Other terms and conditions:

- a) In the event of absence or inadequacy of profits in any financial year during the tenure of the Executive Director, salary and perquisites subject to the limits stipulated under Schedule V read with Section 196 and 197 of the Companies Act, 2013, are payable.
- b) "Family" means the spouse and dependent children of Mr. Amit J. Khaksa.
- c) Leave with full pay and allowances shall be allowed as per the Company's rules.
- d) Reimbursement of entertainment expenses actually and properly incurred in the course of business of the Company shall be allowed.
- e) No sitting fees shall be paid to the Executive Director for attending the meetings of the Board of Directors or Committees thereof.
- f) The perquisites as listed in para (IV) above shall be valued as per the Income Tax Rules, 1962, as may be applicable.

The Board of Directors recommends the resolution in relation to the appointment of Executive Director, for the approval of the shareholders of the Company.

None of the Directors and Key Managerial Personnel of the Company and their relatives except Mr. Amit J. Khaksa to whom the resolution relates is concerned or interested in this resolution set out at item no. 4.

ITEM NO.5:

Mr. ARVIND A. THAKKAR (DIN: 00966889) is an Independent Director of the Company, appointed pursuant to approval of the Members under the provisions of the Companies Act, 2013 through Ordinary Resolution passed at the Annual General Meeting held on 23rd September, 2015. As per the said resolutions, the term of appointment of Independent Director expires on 13th November, 2017. Nomination and Compensation Committee of the Company has recommended the re-appointment of Mr. ARVIND A. THAKKAR (DIN: 00966889) as Independent Directors for a second term of 5 (five) years with effect from 29th September, 2017, based on skills, experience, knowledge and performance evaluation. The re-appointment is subject to the approval of the shareholders at this Annual General Meeting by way of Ordinary Resolution.

Pursuant to the provisions of Section 149 and other applicable provisions of the Companies Act, 2013, an Independent Director shall hold office for a term up to 5 (five) consecutive years on the Board of a Company, and shall be eligible for re-appointment on passing of a Ordinary Resolution by the Company and disclosure of such appointment in Board's report. In terms of Section 160 of the Companies Act, 2013, the Company has received notice in writing from members proposing the candidature of Mr. ARVIND A. THAKKAR (DIN: 00966889) to be re-appointed as Independent Directors as per the provisions of the Companies Act, 2013.

No director, key managerial personnel or their relatives, except Mr. Arvind Thakkar to whom the resolution relates, are interested or concerned in the resolution.

The Board recommends the resolution set forth in Item no. 5 for the approval of the members.

ITEM NO.6:

As per the provisions of Section 188 of the Companies Act, 2013 read with rule 15 of the Companies (Meeting of Board and its Powers) Rules, 2014, and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (hereinafter "SEBI Listing Regulations, 2015") except with the approval of the Shareholders by way of resolution, a company shall not enter into any transactions with any Related Party for availing or rendering of any service exceeding 10% of the consolidated turnover of the company or Rs. 100 crore, whichever is lower.

The Companies Act, 2013 aims to ensure transparency in the transactions and dealings between the related parties of the Company. The provisions of section 188(1) of the Companies Act, 2013 that govern the Related Party Transactions and SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, requires that for entering into any contract or arrangement with the related party, the Company must obtain the prior approval of the Audit Committee



and the Board of Directors and, if required, prior approval of the shareholders by way of a Special Resolution must be obtained for material transactions. There is no exemption there under even if such transaction is in the ordinary course of business of the entity and on arm's length basis. A transaction with a related party shall be considered material if the transaction / transactions in a contract to be entered into individually or taken together with previous transactions during a financial year, exceed(s) ten percent of the annual consolidated turnover of the company as per the last audited financial statements of the company.

The Board of Directors of the Company are of the opinion that the Company being in existence for more than 20 years has developed into an organisation with efficient systems, competent credit management practices and stringent operational control processes, thus, may extend and avail the required support to and from its Group Companies.

In the light of the provisions of the Companies Act, 2013, the Board of Directors of your Company has approved the proposed transactions along with annual limit that your Company may enter into with the related parties (as defined under section 2(76) of the Companies Act, 2013) the name of the related parties, name of the Director or Key Managerial Personnel who is related, if any and nature of relationship is mentioned in the resolution. The amount involved in the related party transactions entered into by the Company are within the limits prescribed and the condition specified by the Act and SEBI Listing Regulations, 2015 in addition to being in the ordinary course of business and at arms' length, but as a good corporate governance practice, the Company desires to pass an Ordinary Resolution for the same.

Therefore, approval for the below mentioned transactions is being taken:

1. Sale, purchase or supply of any goods or materials or stock-in-trade;
2. Selling or otherwise disposing of or buying, property of any kind or any capital asset;
3. Giving on rent or leasing of property of any kind;
4. Availing or rendering of any services including job work.

The support and services extended by the Company to its Group Companies in relation to business enhancement and for building up robust practices and processes are towards the benefit of all the Companies.

The respective transactions have been carried out on arm's length basis and all factors relevant to the respective transactions have been considered by the Board. The Company is of the opinion that the aforesaid related party transactions are in the best interest of the Company.

Except Mr. Amit J. Khaksa (DIN: 00142084), none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the said resolution.

The Board accordingly recommends the resolution as set out in Item No. 6 of the Notice for the approval of the shareholders.

Regd. Office

Plot No. B – 13 & 14,
Phase-II, GIDC Industrial Area,
Naroda, Ahmedabad – 382 330

Date : 12/08/2017**Place : Ahmedabad**

By order of Board of Directors
For, **Nimbus Foods Industries Limited**

Sanjay Mangal
Chairman
(DIN: 05355390)



NIMBUS FOODS INDUSTRIES LIMITED

(CIN: L30006GJ1995PLC025631)

Regd. Office : Plot No. B-13 & 14, Phase-II, GIDC Industrial Area, Naroda, Ahmedabad -382 330

Contact No: 079-22813445 **Email:-** nimbusfoods@gmail.com **Web:-** www.nimbusfoods.in

Form-MGT-11

PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

22nd Annual General Meeting – 29th day of September, 2017 at 04.00 p.m.

CIN : L30006GJ1995PLC025631
 Name of the company: NIMBUS FOODS INDUSTRIES LIMITED
 Registered office : PLOT NO. B-13 & 14, PHASE - II, GIDC INDUSTRIAL AREA, NARODA, AHMEDABAD-382330
 Name of the Member(s): _____
 Registered Address : _____
 Email : _____
 DP ID : _____
 Folio No. / Client ID No. : _____

I/We, being the member(s) of _____ shares of the above named Company, hereby appoint:

- 1) Name : _____ Address : _____
 _____ E-mail Id : _____
 Signature: _____ Or falling him/her
- 2) Name : _____ Address : _____
 _____ E-mail Id : _____
 Signature: _____ Or falling him/her
- 3) Name : _____ Address : _____
 _____ E-mail Id : _____
 Signature: _____

[PTO]



TEAR HERE



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ATTENDANCE SLIP

Full name of the Member attending : _____

Name of Proxy : _____

I hereby record my presence at the Annual General Meeting being held on Friday 29th day of September, 2017 at 04.00 p.m. at the registered office of the Company situated at Plot No. B – 13 & 14, Phase-II, GIDC Industrial Area, Naroda, Ahmedabad - 382330 Gujarat

Regd. Folio No. _____

DP Id* _____

Client Id* _____

No. of Share held _____

Member's/Proxy's Signature

(To be signed at the time of handling over the slip)

* Applicable for members holding shares in dematerialised form.

Note : Persons attending the Annual General Meeting are requested to bring their copies of Annual Report.



NIMBUS FOODS INDUSTRIES LIMITED

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 22nd Annual general meeting of the company, to be held on the **Friday, 29th September, 2017** at 04.00 p.m. at the registered office of the Company situated at Plot No. B – 13 & 14, Phase-II, GIDC Industrial Area, Naroda, Ahmedabad – 382330, Gujarat and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No. Particulars

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2017 Statement of Profits & Loss and together with Cash Flow Statement and Notes forming part thereto ("Financial Statement") for the year ended on 31st March, 2017 and Report of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Sharad Khandelwal (DIN: 03447732) who retires by rotation and being eligible, offers himself for re-appointment.
3. To ratify the appointment of Statutory Auditors of the Company and fix their remuneration.
4. To re-appoint Mr. Amit Jogendra Khaksa (DIN: 00142084) as a Whole-time Director designated as Executive Director of the Company for the period of Five (5) years w.e.f. 12th August, 2017.
5. Re-appointment of Mr. ARVIND A. THAKKAR (DIN: 00966889) as an Independent Director of the Company.
6. Approval of Related Party Transactions.

Signed this _____ day of _____ 2017



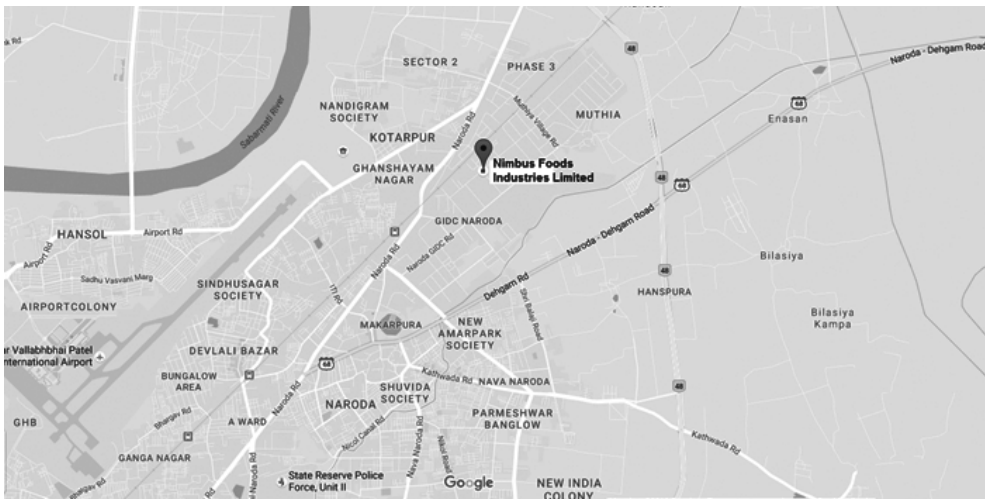
Signature of Member _____

Signature of Proxy holder(s) _____

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.



ROUTE MAP OF THE AGM VENUE



NIMBUS FOODS INDUSTRIES LIMITED

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