

# CORPORATE INFORMATION

## BOARD OF DIRECTORS

SH. BIPINAGARWAL

CHAIRMAN CUM  
MANAGING DIRECTOR  
DIRECTOR  
DIRECTOR  
DIRECTOR  
DIRECTOR  
DIRECTOR

SH. SUNIL JAIN

SH. MUKESH GUPTA

SH. PARTAP SINGH NEGI

SH. LALIT AGARWAL

SH. SURINDER SINGH CHAWLA

## COMPANY SECRETARY

MS. NEHA BHATIA

## BOARD COMMITTEES

### AUDIT COMMITTEE

SH. SURINDER SINGH CHAWLA

SH. SUNIL JAIN

SH. PARTAP SINGH NEGI

CHAIRMAN  
MEMBER  
MEMBER

### SHAREHOLDERS / INVESTORS GRIEVANCE COMMITTEE

SH. MUKESH GUPTA

SH. SUNIL JAIN

SH. LALIT AGARWAL

CHAIRMAN  
MEMBER  
MEMBER

### REMUNERATION COMMITTEE

SH. PARTAP SINGH NEGI

SH. MUKESH GUPTA

SH. SURINDER SINGH CHAWLA

CHAIRMAN  
MEMBER  
MEMBER

### STATUTORY AUDITORS

#### ANIL PRAHLAD & COMPANY

C-42, RDC, RAJ NAGAR,  
GHAZIABAD-201002 (U.P.)

### SECRETARIAL AUDITORS

KAPIL DEV VASHISTH  
COMPANY SECRETARIES

### BANKERS

CORPORATION BANK

HDFC BANK

AXIS BANK

HSBC BANK

ICICI BANK

### STOCK EXCHANGES WHERE COMPANY'S SECURITIES ARE LISTED

Bombay Stock Exchange Ltd.  
Delhi Stock Exchange Association Ltd.

### REGISTERED OFFICE:

(For Physical & Electronic mode)

313-315, VIKAS DEEP BUILDING  
DISTRICT CENTRE, LAXMI NAGAR  
MAIN VIKAS MARG  
NEW DELHI-110092  
PH.:- 43020300  
Fax : 22424291

### REGISTRAR & SHARES TRANSFER AGENT

#### M/s. ALANKIT ASSIGNMENT LTD.

( Unit :- Nimbus Projects Limited )  
2E/21, ALANKIT HOUSE  
JHANDEWALAN EXTN.  
NEW DELHI-55  
PH:- 42541234, 42541959-60

## Chairmans' Speech



### Welcome

#### Dear Shareholders,

My colleagues on the Board and I have immense pleasure in welcoming you to the 18th Annual General Meeting of Nimbus Projects Limited.

While many global economies are still finding the going tough, the Indian Economy has been quicker to recover, thanks to its strong fundamentals. The Gross Domestic Product (GDP) in India expanded to 8.20 percent in the fourth quarter of 2010 in comparison to the same quarter for the previous year. Going forward, we are bound to face fresh and stiffer challenges but India has come out of this crisis stronger, leaner and future-ready.

Before we commence the proceedings, may I introduce my colleagues on the Board and other senior officials of your company.

We have with us today Mr. Sunil Jain, Mr. Mukesh Gupta, Mr. Partap Singh Negi, Mr. Lalit Agarwal and Mr. Surinder Singh Chawla.

The Board is headed by Senior Professionals, each averaging over 15 years of Experience in areas of real estate, finance, management, engineering, architecture, stock broking, in marketing and survey of Real Estates etc.

Before introducing the Company's specific highlight, I will briefly comment on the Industrial, Economic and Government Scenario during the Financial Year 2010-11

### INDUSTRY & ECONOMIC CURRENT SCENARIO

Lower interest rates, easy availability of housing finance, growing income and better job prospects, increase of nuclear families have given a boost to the demand for residential properties in India. The net yields (after accounting for all outgoings) on residential property are currently at 4-6% p.a. Capital values in the residential sector have risen by about 25-40% p.a in the last 2 years.

The retail market in India has been growing due to increasing demand from retailers, higher disposable incomes and opening up of FDI in Retail.

Source: [www.bidtobuyhome.com](http://www.bidtobuyhome.com)

### GOVERNMENT INITIATIVES

Flying high on the wings of booming real estate, property in India has become a dream for every potential investor looking forward to dig profits. All are eyeing Indian property market for a wide variety of reasons:

- It's ever growing economy which is on a continuous rise with 8.1 percent increase witnessed in the last financial year.
- The boom in economy increases purchasing power of its people and creates demand for real estate sector.

The Finance Minister Pranab Mukherjee has extended good news for real estate firms in his **2011-12 Union Budget** proposal speech. He emphasized on - **TAX REBATE TO BUILDERS**.

The government proposed full tax rebate on developing such projects under a notified scheme and raised the ceiling of one per cent interest subsidy on home loans upto Rs 15 lakh from the current Rs 10 lakh.

In the Budget for 2011-12, finance minister Pranab Mukherjee proposed 100% tax deductions on capital expenditure to develop affordable houses under government scheme, thus promoting builders to focus more on such homes.

### MANAGEMENT TEAM AND STRONG HUMAN RESOURCES

The Management of the Company is well experienced and equipped with knowledge in the area of Real Estate. Our top Management is headed by senior professionals.

Our Management includes professionals from diverse field and discipline consisting of real estate, architecture, engineering, project supervision, finance, accounting, marketing, commercial, fund management etc.

### BUSINESS WISE ANALYSIS

The Company operates in the business segment of 'Real Estates & Infra structure development'. During the year, Company witnesses the marked growth in the business with the development of infrastructure & real estates business. The demand profile for products has risen sharply.

## INTERNAL CONTROL SYSTEM

The Company has adequate Internal Control System commensurate with the nature of its business and the size of its operation. Your Company has formed an Audit Committee Consisting of three members out of which two are independent, Non Executive Directors. Internal Audit is conducted at regular interval and all significant audit observations and follow up actions are reported to Audit Committee.

## PROPERLY STRUCTURED BOARD AND HIGH STANDARDS OF CORPORATE GOVERNANCE

We have properly structured Board, capable of taking independent and objective decisions. This ensures the framework for creating long term trust between the company and external providers of capital. Our Management strongly believes in strategic thinking by inducting independent directors, who bring a wealth of experience and host of new ideas.

High Standards of Corporate Governance is integral to the existence of your company. It rationalizes the management and monitoring of risk that the company faces globally. Adoption of transparent procedures and practices by the Board is the central thrust of the company.

This practice inspires and strengthens investor's confidence by ensuring that there are adequate numbers of non – executive and independent directors on the Board.

## ACKNOWLEDGEMENTS

I take this opportunity to express my sincere thanks to all the shareholders for their continued trust in the Board of Directors and the Management of the Company. I am grateful to the Nimbus Group, our principal shareholders, for their continued support and guidance.

On behalf of the Company, I would also like to thank all our customers, dealers, suppliers, other business associates and employees for their invaluable support and co-operation in the year gone by and in the years to come.

With Warm Regards



**Bipin Agarwal**  
(Managing Director)

**NOTICE**

**NOTICE** is hereby given that 18<sup>th</sup> Annual General Meeting of Members of the Company will be held at 9:45 A.M on 30<sup>th</sup> day the September, 2011 at GGS Restaurant, Plot No. 14, District Center, Laxmi Nagar - 110092 to transact the following businesses:

**ORDINARY BUSINESSES:**

1. To receive, consider and adopt the audited Balance Sheet as at 31st March 2011, the Profit and Loss Account and Cash Flow Statement for the year ended on that day and the report of Directors' and Auditors' thereon.
2. To appoint a Director in place of Sh. Mukesh Gupta, who retires by rotation and being eligible, offer himself for reappointment.
3. To appoint a Director in place of Sh. Partap Singh Negi, who retires by rotation and being eligible, offer himself for reappointment.
4. To consider & if thought fit, to pass with or without modification, the following resolution as an Ordinary Resolution:

**"RESOLVED THAT** M/s Anil Prahlad & Co., Chartered Accountants, the retiring Auditors of the Company be and is hereby re-appointed to hold such office until the conclusion of the next Annual General Meeting at the remuneration to be fixed by the Audit Committee of Board of Directors of the Company."

**SPECIAL BUSINESSES:**

5. **To consider and if thought fit to pass with or without modification the following resolution as an Ordinary Resolution:**

**"RESOLVED THAT** Mr. Lalit Agarwal, who was appointed by the Board of Directors as an Additional Director of the Company with effect from July 19, 2011 and who holds office upto the date of this Annual General Meeting of the Company in terms of Section 260 of the Companies Act 1956 (the "Act") and in respect of whom the company has received a notice in writing from a member under section 257 of the Act proposing his candidature for the office of Professional Director, be and is hereby appointed as an Professional Director of the company, whose office is liable to retire by rotation."

**"RESOLVED FURTHER THAT** as a Professional Director his roles / responsibilities are to advise the Board of Directors on the various matters, particularly compliances of the provisions of the Companies Act and maintenance of Statutory Records under the provisions of the Companies Act keeping in view of his professional qualification of Company Secretary."

6. **To consider and if thought fit to pass with or without modification the following resolution as an Ordinary Resolution:**

**"RESOLVED THAT** Mr. Surinder Singh Chawla, who was appointed by the Board of Directors as an Additional Director of the Company with effect from July 19, 2011 and who holds office upto the date of this Annual General Meeting of the Company in terms of Section 260 of the Companies Act 1956 (the "Act") and in respect of whom the company has received a notice in writing from a member under section 257 of the Act proposing his candidature for the office of Independent Director, be and is hereby appointed as an independent Director of the company, whose office is liable to retire by rotation."

7. **To consider and if thought fit to pass with or without modification the following resolution as a Special Resolution:**

**"RESOLVED THAT** in accordance with the provisions of Section 81(1) and other applicable provisions, if any, of the Companies Act, 1956 and any other law for the time being in force and the provisions in the Memorandum and Articles of Association of the Company, the guidelines issued by the Securities and Exchange Board of India ("SEBI"), the Listing Agreements entered into by the Company with the Stock Exchanges and subject to the approval, permissions and sanctions of the lenders of the Company, SEBI, Stock Exchanges, Reserve Bank of India ("RBI"), the Foreign Investment Promotion Board ("FIPB"), Government of India and other concerned authorities, as may be necessary and subject to such conditions and modifications as may be prescribed or imposed by any of the aforementioned authorities while granting such approvals, permissions and sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any committee thereof) the consent of the shareholders be and is hereby accorded to create, offer and issue to the Equity Shareholders of the Company as on the record date (to be fixed for the purpose by the Board) equity shares of Rs. 10/- each of the Company for a sum up to Rs. 21,00,00,000/- (Rupees Twenty One Crores Only) or such sum as may be determined by the Board of Directors in this regard, in the ratio to be determined by the Board (the "Rights Issue") and on such other terms and conditions as may be mentioned in the draft Letter of Offer to be issued by the Company in respect of the Rights Issue."

**"FURTHER RESOLVED THAT** the existing shareholders will have the option to apply shares more than their Right Entitlement and the unsubscribed portion, if any will be allotted to the shareholders in the proportion of the excess Application money passed by the other existing shareholders in addition to their entitlement."

2010-11

**“RESOLVED FURTHER THAT** for the purpose of giving effect to the above resolution, the shareholders hereby authorize the Board to do all such acts, deeds, matters and things, settle all questions, difficulties or doubts that may rise in regard to the issue or allotment of the equity shares, utilization of the issue proceeds and to do all acts, deeds and things in connection therewith and incidental thereto as the Board may in its absolute discretion deem fit without being required to seek any further consent or approval of the shareholders or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

By order of the Board

  
BIPIN AGARWAL  
Chairman

Place: New Delhi  
Date: 26<sup>th</sup> August 2011

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**NOTES:**

1. Explanatory Statement pursuant to section 173(2) of the Companies Act, 1956 in respect of resolutions set out under item 5 to 7 is annexed.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO VOTE INSEAD OF HIMSELF AND THE PROXY NEED NOT BE MEMBER OF THE COMPANY. PROXIES IN ORDER TO BE EFFECTIVE MUST BE RECEIVED BY THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE MEETING.
3. The Registrar of Member and Transfer Book of the Company will remain closed from the 26th September, 2011 (Monday) to 30th September, 2011 (Friday) (Both days inclusive)
4. All the documents referred in the accompanying notice are open for inspection at the registered office of the Company during the office hours on all working days between 11:00A.M to 1.00PM up to the date of Annual General Meeting.
5. Members seeking any information or having queries with regards to accounts are requested to write to the Company seven day in advance so as to enable the management to keep the information ready.
6. Members / proxies should bring their attendance slips duly completed for attending meeting.
7. Members are requested to notify any change in address, if any under their signatures to the Company at its registered office of the Company, quoting Folios Nos.
8. Members who hold shares in dematerialised form are requested to write their Client ID and DP ID number on the attendance slip for easy identification of attendance at the Meeting.
9. Shares of the Company are compulsorily traded in demat mode. The Company has entered in to agreement with National Securities Depository Ltd. (NSDL) and Central Securities Depository Ltd. (CSDL) for dematerlisation of shares.
10. As per SEBI direction for having Common Transfer Agency for physical as well as demat mode, the Company has appointed M/s. Alankit Assignments Ltd., as R & TA for both modes.
11. The Ministry of Corporate Affairs ('Ministry') has taken a "Green Initiative in Corporate Governance" by allowing paperless compliances by companies through electronic mode. In accordance with the recent circulars bearing No. 17/2011 dated 21.04.2011 and 18/2011 dated 29.04.2011 issued by the Ministry, companies can now send various notices/documents including Annual Report to its shareholders through electronic mode, to the registered e-mail addresses of the shareholders.

It is a welcome move for the society at large, as this will reduce paper consumption to a great extent and allow public at large to contribute towards a greater environment.

Pursuant to aforesaid Circular, Company has sent intimation to all shareholders, whose email address have been made available to the Company in the Beneficiary position received from the Depositories to get their email IDs registered. Those shareholders who have not furnished their email ID to their respective Depository Participants (DP) are requested to update the same with their DP. The shareholders who have so far not registered their email IDs with the Company are requested to register their email ID at Company's website [www.nimbusprojectsLtd.com](http://www.nimbusprojectsLtd.com) to receive communication through electronic mode.

Please note that as a member of the Company, you will be entitled to receive all such communication in physical form, upon request at free of cost.

**EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT 1956 IS ANNEXED.****Item No-5**

The Board has appointed Mr. Lalit Agarwal as an additional director under section 260 of the Companies Act 1956 ("Act") in their meeting held on 19th July 2011 and who is to hold the office upto the date of this Annual General Meeting. As per the requirements of Section 257 of the Act, a notice has been received from a member with a deposit of Rs. 500/- signifying his intention of proposing the candidature of Mr. Lalit Agarwal as Professional Director, liable to retire by rotation.

The Board of Directors recommends the passing of this resolution as an Ordinary Resolution as set out in Item No – 5 of this Notice.

None of the Directors except Mr. Lalit Agarwal is concerned or interested in this resolution.

**Item No-6**

The Board has appointed Mr. Surinder Singh Chawla as an additional director under section 260 of the Companies Act 1956 ("Act") in their meeting held on 19th July 2011 and who is to hold the office upto the date of this Annual General Meeting. As per the requirements of Section 257 of the Act, a notice has been received from a member with a deposit of Rs. 500/- signifying his intention of proposing the candidature of Mr. Surinder Singh Chawla as Director, liable to retire by rotation.

The Board of Directors recommends the passing of this resolution as an Ordinary Resolution as set out in Item No – 6 of this Notice.

None of the Directors except Mr. Surinder Singh Chawla is concerned or interested in this resolution.

**Item No - 7**

Members are aware that company is engaged in the Business of Real Estates Development which requires huge funding to carry out its day to day operations and to execute their projects, the main source of funding are external borrowings, intercorporate borrowings, short term loans etc. Another mode for raising the fund is by the issue of Equity Shares through Right Issue of shares to their existing Shareholders which is in accordance with the provisions of Section 81(1) of the Companies Act, 1956.

The Board of Director in their meeting had approved raising the fund through right issue upto an aggregate of Rs. 21,00,00,000/- (Rupees Twenty Crores Only) subject to the approval of the members at the ensuing Annual General Meeting.

The said resolution is an enabling resolution conferring authority on the Board to do all such acts and deeds, which may be required to issue/offer securities of appropriate nature at opportunate time, including the size, structure, price and timings of the issue/offer at the appropriate time. The detailed terms and conditions will be determined in consultation with Lead Managers, Merchant Bankers, Guarantors, Consultants, Advisors, Underwriters and / or such other intermediaries as may be appointed for the issue/offer. Wherever necessary and applicable, the pricing of the issue/offer will be finalized in accordance with applicable guidelines in force of Government of India, Securities & Exchange Board of India, the Stock Exchange and other appropriate authorities.

Section 81 of the Companies Act, 1956, inter-alia provides that whenever it is proposed to increase the subscribed capital of the company by further issue and allotment of shares, such shares shall be offered to the existing shareholders of the company in the manner laid down in Section 81 unless the shareholders decide otherwise by a Special Resolution.

Further in relation to the subscription of shortfall of the Right Issue by the General Public Shareholders, the Board of Directors are authorized to dispose the unsubscribed portion as deemed fit subject to the minimum price at which shares are offered to the existing shareholders on Right Basis.

Accordingly, the consent of the Shareholders is being sought pursuant to the provisions of the Section 81(1) and all other applicable provisions of the Companies Act, 1956 and in terms of the provisions of the Listing Agreements executed by the Company with the Stock Exchanges, authorizing the Board to issue Securities, as stated in the Resolution, which would result in issuance of further Securities of the Company to its existing share holders in accordance with the terms and nature of the Securities.

Further Record Date for determining the rights of the Shareholders to participate in the issue/offer shall be decided by the Board in consultation with the appropriate authorities.

None of the Directors of the company is, in any way, concerned or interested in the said resolution, except in their capacity as shareholder of the company.

The Board recommends the Resolution for approval of the Members as a Special Resolution.

By order of the Board

**BIPIN AGARWAL**  
Chairman

Place: New Delhi  
Date : 26th August 2011

**DIRECTOR'S REPORT**

Dear Members,

Yours Directors have pleasure in presenting 18th Annual Report of the Company together with the Audited Accounts of the Company for the period ended on 31st Day of March, 2011.

**Financial Highlights****(Rupees in Lacs)**

Particulars	For the year ended 31 <sup>st</sup> March, 2011	For the year ended 31 <sup>st</sup> March, 2010
<b>Total Income</b>	<b>3010.17</b>	<b>1568.42</b>
<b>Profit before Depreciation &amp; Tax</b>	<b>453.55</b>	<b>304.63</b>
Less: Depreciation	35.64	58.77
<b>Profit before Tax</b>	<b>417.91</b>	<b>245.86</b>
Less: Provision for Tax	147.03	58.25
Income tax adjustment for prior years	0.07	0.61
<b>Profit after tax</b>	<b>270.81</b>	<b>188.22</b>
Add: Balance brought forward	375.16	186.94
<b>Amount available for appropriation</b>	<b>645.97</b>	<b>375.16</b>
<b>Balance carried to Balance Sheet</b>	<b>645.97</b>	<b>375.16</b>

**Dividend**

Your Board of directors have decided to plough back the profits and accumulated reserves as the same are required for increasing the operational efficiency of the Company. Taking into view of current policy of the Company, your directors do not recommends any dividend for the financial year 2010-11.

**Operation**

The prevalent business environment is conducive to the growth of a construction & infrastructure companies. The construction sector is one of the largest employers in the country. Your Directors have pleasure in declaring that during the financial year your Company earned a profit of Rs. 4,17,91,000/- (Rupees Four Crores Seventeen Lacs Ninety One Thousand Only) before tax.

**Upcoming Projects****THE GOLDEN PALMS, NOIDA**

The company in collaboration with IITL Projects Limited (*a Group Company*) has takeover M/s. Capital Infraprojects Pvt. Ltd., a company registered under the Companies Act, 1956 in the agreed ratio of 50:50. Pursuant to takeover, the Project – "The Golden Palms" situated at Plot No.GH-01/E at Sector - 168, Noida was handed over to the company in the above agreed ratio.

The proposed Project shall encompass all important facilities and amenities including shopping, super bazaar, beauty parlour, clinic, coffee shop, vastu friendly layout, efficient roads, pavements, ample parking space, well designed services to give world class comfort to the residents, highly secured premises, gated complex with guards, regularity entry with intercom connection.

Project consists of approx 1100 flats in totality. Apartments shall be 1, 2, 3 and 4 BHK in sized varying in 506 sq.ft., 1085 sq.ft., 1554 sq.ft., 1914 sq.ft., 2473 sq.ft. respectively.

**EXPRESS PARK VIEW II, GREATER NOIDA**

The Company has entered into a partnership with M/s. IITL Projects Limited and M/s. Assotech Limited with the specific objective of making a bid under the scheme for allotment of Group Housing Plots for plotted and Flatted Development Scheme Code: BRS - 05/2010-11 for Plot No. GH-03, Sector – CHI V, Greater Noida. The Agreed Capital Ratio is 47.5:47.5:5 and profit will be share in the Weighted Average Capital Ratio. A Bid application was made by the parties for allotment of a plot of land under the said scheme of Greater Noida, and has been allotted a piece of land admeasuring 52,400 Sq. mtr. situated at GH- 03, Sector – CHI - V, Greater Noida, U.P. for construction of residential flats under the said Scheme vide Allotment Letter No: PROP / BRS – 05/ 2010 – 11 / 458 dated 30th March, 2011.

## **PALM VILLAGE, YAMUNA EXPRESSWAY INDUSTRIAL DEVELOPMENT AUTHORITY**

The Company has entered into a partnership with M/s. IITL Projects Limited and M/s. Assotech Limited with the specific objective of making a bid under the scheme for allotment of Group Housing Plots for plotted and Flatted Development Scheme Code YEA - GH - 02/2011, by the Yamuna Expressway Industrial Development Authority (YEA) for allotment of Plot No GH - 03AT SECTOR – 22A of Yamuna Expressway Industrial Development Area. The Agreed Capital Ratio is 47.5:47.5:5 and profit will be share in the Weighted Average Capital Ratio. A bid application was made by the parties for allotment of a plot of land under the said Scheme of YEA, and has been allotted a piece of land admeasuring 25 acres situated at GH – 03, SECTOR – 22A of Yamuna Expressway Industrial Development Area for construction of residential flats under the said Scheme vide allotment letter No: YEA/GH/100/2011 dated 9<sup>th</sup> June, 2011.

### **Status of Existing Projects**

#### **EXPRESS PARK VIEW, GREATER NOIDA**

The Company has launched a Group Housing Project "EXPRESS PARK VIEW" at Greater Noida. It gives us immense pleasure to inform about the great response of the Project in the market. The Project consists of 332 flats in totality and varying in 2 Bed Rooms and 3 Bed Rooms in sized from 831 sq.ft. to 1458 sq.ft.

Company has already booked 237 Flats out of the Total Flats of 332, that is, 71% (approx.) of the bookings have been done.

#### **HYDE PARK, NOIDA**

The Company has launched a project called IITL NIMBUS THE HYDE PARK situated at Plot No. GH-003, Sector 78, Noida by executing a consortium agreement with M/s. IITL Projects Limited. (formerly known as Indogreen Projects Limited) and M/s. Supertech Limited.

The company has successfully booked 865 flats out of the total flats of 1920. Company is highly appreciable for the response of the Project in the market.

#### **PEARL BUSINESS PARK, DELHI**

Pursuant to Collaboration Agreement, undervjoint control, the company has constructed a commercial complex namely "Pearl Business Park", at Pitampura, Delhi. The Project is 100% completed as on 31st March, 2011 and duly certified by the Architect. The Company has received the Completion Certificate by the Authority. The Company is in the process of delivering the possession of the Project.

The revenue from and interest in such entity has been accounted for as an investment in terms of the provisions of the AS-27.

#### **THE FORTUNE HOTEL, DELHI**

The Company had entered into a Partnership with M/s. Green Meadows Private Limited in the name and style of "INDOGREEN INTERNATIONAL" to develop a Hotel Project "The Fortune Hotel" at Mandawali, Delhi.

Pursuant to reconstitution of the partnership, the share of the company in the said partnership has been increased from 50% (existing) to 90% (current) and M/s. Green Meadows Private Limited has been retired from the above said partnership firm w.e.f. 01/04/2011 and a new partner i.e. M/s RCJ Investment Trust Pvt. Ltd. has been entered into the Partnership with the immediate effect.

On revision, it was found that 95% of the project has been completed as on 31<sup>st</sup> March 2011. The Firm is a jointly controlled entity and prepares its own separate financial statements and will be assessed as Firm under the Income Tax Act. The construction work is undergoing at its full pace and it was found that the project is about to complete.

The revenue from and interest in such entity has been accounted for as an investment in terms of the provisions of the AS-27.

### **Fixed deposit**

The Company has not accepted deposit under Section 58A of the Companies Act, 1956 from public during the year under review.



## Directors

**Sh. Mukesh Gupta**, Director, who retires at this Annual General Meeting and being eligible offer himself for reappointment.

**Sh. Partap Singh Negi**, Director, who retires at this Annual General Meeting and being eligible offer himself for reappointment.

**Sh. Rajeev Kumar Asopa** tendered his resignation from the post of directorship w.e.f 19.07.2011 due to some personal reasons. Your company wishes to place on record the valuable services rendered by Sh. Rajeev Kumar Asopa during his tenure.

**Sh. Ram Kumar Agarwal** tendered his resignation from the post of directorship w.e.f 19.07.2011 due to some personal reasons. Your company wishes to place on record the valuable services rendered by Sh. Ram Kumar Agarwal during his tenure.

In accordance with the provisions of Articles of Association of the company read with section 260 of the Companies Act 1956, the Board of Directors of the company appointed **Sh. Lalit Agarwal** as an Additional Director of the company on 19.07.2011, whose office is liable to be cease on the date of ensuing Annual General Meeting & in respect of whom the company has received a notice in writing U/s. 257 of the Companies Act 1956, proposing his candidature for the office of professional director, liable to retire by rotation.

Yours Directors recommends the appointment of **Sh. Lalit Agarwal** as Professional Director for your approval.

In accordance with the provisions of Articles of Association of the company read with section 260 of the Companies Act 1956, the Board of Directors of the company appointed **Sh. Surinder Singh Chawla** as an additional director of the company on 19.07.2011, whose office is liable to be cease on the date of ensuing Annual General Meeting & in respect of whom the company has received a notice in writing U/s. 257 of the Companies Act 1956, proposing his candidature for the office of director, liable to retire by rotation.

Yours Directors recommends the appointment of **Sh. Surinder Singh Chawla** as Director for your approval.

## Director's Responsibility Statements

Pursuant to the provisions of Section 217(2AA) of the Companies Act, 1956 it is hereby confirmed:

- i) that in the preparation of annual accounts applicable accounting standards have been followed along with proper explanation relating to material departure;
- ii) that the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that were reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit of the Company for the period under review;
- iii) that the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provision of the Act, for safeguarding the assets of the Company for preventing and detecting fraud and other irregularities;
- iv) that the Directors have prepared the annual accounts for the year ended 31st March 2011 on 'going concern basis'

## Evaluation of Non – Executive Directors

The Board of Directors of the company is responsible for ensuring that the company is leading at the right path and in a manner that fulfills stakeholder's aspirations and societal expectations. The Board so far evaluated Non – Executive Directors collectively to reinforce the principles of collective responsibility.

## Corporate Governance

A report on the Corporate Governance Code along with a Certificate from Company Secretaries in whole time practice regarding the Compliance of the Conditions of Corporate Governance as stipulated under Clause 49 of Listing Agreement and also the Management Discussion and Analysis Report are annexed to this report.

## Auditors

**M/s Anil Prahlad & Company**, Chartered Accountants the retiring Auditors, who are to retire at ensuing Annual General Meeting and are eligible offer themselves for reappointment.

**Particulars of Employees**

Pursuant to increase in the Limit of Remuneration prescribed under Section 217(2A) of the Companies Act, 1956, there is no employee read with Companies (Particulars of Employees) Rules 1975, as amended up to date who were employed throughout the accounting year and were in receipt of remuneration not less than Rs. 5 Lacs during the part of the year.

**Conservation of Energy, Technology Absorption and Foreign Exchange Earnings & Outgo**

The Company has not carried on any activity relating to conservation of energy and technology absorption. There has been no foreign exchange inflow during the year under review. However there has been foreign exchange outflow equivalent to Rs. 42, 980/- (Rupees Fourty Two Thousand Nine Hundred and Eighty only) during the year under review.

**Change of Name of the Company**

Board of Directors of the Company has changed the name of the company from "NCJ International Limited" to "Nimbus Projects Limited" after obtaining shareholder's approval in the previous AGM held on 15th day of September, 2011. Registrar of Companies, NCT of Delhi & Haryana, New Delhi has issued a fresh certificate of incorporation consequent upon change of name on 13<sup>th</sup> October, 2010, under its hand.

**Acknowledgement**

Yours Directors express their appreciation for the co-operation extended by Clients, Banks, staff, executives, friends and associates and shareholders.

Place: New Delhi.  
Date : 26th August 2011

By order of the Board

  
**BIPIN AGARWAL**  
Chairman

**MANAGEMENT DISCUSSION & ANALYSIS**

*The information and opinion expressed in this section of the Annual Report contains forward – looking statements. The Management believes these to be true to the best of its knowledge at the time of its preparation. We shall not be liable for any loss, which may arise as a result of action taken on the basis of the information contained therein. The information contained therein may not be disclosed, reproduced or used in whole or in part for any purpose or furnished to any other persons without the express prior written permission.*

**A. INDUSTRY SCENARIO**

The real estate market in India is yet in a nascent (emerging) stage and the scope is simply unlimited. An unhindered growth for the next twenty years is almost sure. This is because the outsourcing business in India is going in great guns and this entails a huge demand for commercial buildings and urban housing besides improvement in infrastructure.

With property boom spreading in all directions, real estate in India is touching new heights. However, the growth also depends on the policies adopted by the government to facilitate investments mainly in the economic and industrial sector. The new stand adopted by Indian government regarding foreign direct investment (FDI) policies has encouraged an increasing number of countries to invest in Indian Properties.

The positive outlook of Indian government is the key factor behind the sudden rise of the Indian Real Estate sector - the second largest employer after agriculture in India. This budding sector is today witnessing development in all area such as - residential, retail and commercial in metros of India such as Mumbai, Delhi & NCR, Kolkata and Chennai. Easier access to bank loans and higher earnings are some of the pivotal reasons behind the sudden jump in Indian real estate.

Indian real estate sector is on boom and this is the right time to invest in property in India to reap the highest rewards.

**B. DEMAND & SUPPLY**

Recovering resiliently from the global crisis, India's real estate market has shaped up exceptionally and projected itself as one of the fastest growing sectors in the world. The major boom in the real estate can be attributed to the mall culture, multiplexes and hypermarkets, which are further a result of increased population and its demand for entertainment and leisure activities. 80% of the construction activities are dedicated to housing whereas 20% constitutes commercial, agricultural, etc. With the emergence of new renting system, buying of residential properties in India has become a safe bet.

As per the recent statistics, India has registered a GDP growth rate of 7.4 percent, which is lot better than many other countries. This year the growth rate is expected to be 8.5 percent, which will fully recover up to 8.75 percent in the next two financial years. Besides, the Government's new regulatory acts have attracted a lot of foreign direct investment, which further accounts to the increased demand for residential properties.

**Growth Drivers:**

- Development of IT, ITES and MNC companies has attracted a lot of young and aspirant talents to own or rent houses and flats in India.
- Steady but consistent liberalization reforms
- Easy availability of land
- High rate of consumer and private-sector savings
- Market has gained a lot of transparency, making India surge ahead in real estate transparency ranking

There is definitely an augmented demand for the residential properties in India that is further leading to a growth in residential property market.

Source: [blogs.realestateindia.com](http://blogs.realestateindia.com)

**C. STRATEGIES AND FUTURE PLANS**

Currently, we are engaged in Real Estate Business mainly – Residential Housing Projects in Noida and Greater Noida of the National Capital Region of Delhi.

**Strategy :** Our current business strategy is to concentrate of Real Estate Market primarily in the Noida and Greater Noida for the years to come.

**Future Plans:** Company has undertaken two major projects at Greater Noida and Yamuna Expressway. The Company will focus on expansion into the geographic markets on Residential Housing Projects. The Company is also looking forward to own and lease properties or develop retail properties.

However after considering the prevailing Market conditions, our business model may change in the future from what is described herein.

#### D. COMPANY SWOT ANALYSIS

##### SWOT Analysis of Nimbus Projects Limited:-

The Management of the company presents some of their views on potential strength, weakness, opportunities and threats prevailing in the market:

##### Strength:-

1. Large talented pool.
2. Private sector housing boom and commercial building demands construction of the multi building projects on the feasible locations in the country.
3. Good structured national network helps the boom of construction industry.
4. Good knowledge of project management skills.
5. Sufficient availability of raw material and natural resources in the country is supportive for the industry.
6. Real estate development is on high and it is attracting the focus of the industry towards construction.

##### Weakness:-

1. Inability to provide infrastructure requirements as Real Estate prices are rising in Major cities.
2. Improvement in long-term career prospects is highly required to encourage staff retention and new entrants.
3. Huge amount of money needs to be invested in this industry.

##### Opportunities:-

1. Ample opportunities for SME's.
2. Continuous Real estate sector housing boom will create more construction opportunities.
3. Renewable energy projects will offer opportunities to develop skills and capacity in new markets.
4. Financial supports like loan and insurance and growth in income of people is in support of construction industry.

##### Threats:-

**The Kisaan's Protest under the Land Acquisition Agreement in NCR Area has not affected our projects. The construction at the various projects is going at the planned speed.**

1. New entrants to market.
2. Long term market instability and uncertainty.
3. Current economic situation may have an adverse impact on construction industry.
4. Non-retention of talent.
5. Infrastructure safety is a challenging task in construction industry.

#### E. BUSINESS WISE ANALYSIS

Real estate boom in India is supported by its own flourishing economy on a sustainable basis. Here, growth of the property market is not a result of renovation and overhauling; but rapid development that witness for India riding the high growth wave.

The company has joined hands with other known and experience developer through the joint – developer model. It reduces the upfront land acquisition cost and our total project financing costs, though it requires us to share revenue generated from such joint – developments.

Joint Development model provide a financial leverage to deploy our capital towards development expenses, therefore reducing our need for project financing and also ensure further expansion of project.

The Management believes this joint model also mitigates the risk of Land and ensures equal responsibility on the Developer and also allows location advantages because of external factors.

## F. OUTLOOK

### Outlook: Commercial Real Estate

- Office rents to start appreciating after mid-2011
- More outright purchases by occupiers as well as private equity players
- IT/ITES and BFSI would continue to account for 60-70% of office demand

### Outlook: Residential Real Estate

- Launch of premium products to continue, although at a slower pace
- Launch of Ultra Low Cost (ULC) Housing by private developers – 'Housing for all'
- Large number of launches would continue to be in the range of INR 2,000-3,000 per sq ft at the leapfrogged suburban locations
- Impact on affordability will influence the price and absorption dynamics
- Sustainability to gain focus as the industry looks forward towards IGBC Green Homes standards

### Outlook: Retail Real Estate

- More collaborative models such as revenue sharing to emerge in the sector
- Rents to remain stable except select prime locations
- Large number of malls slated to become operational
- Retailers would continue to expand beyond Tier I into Tier II and III cities
- More international retailers to venture into India

Source: [www.joneslanglasalleglobal.com](http://www.joneslanglasalleglobal.com) - Indian Real Estate: The Outlook For 2011

## G. INTERNAL CONTROL SYSTEM

The management style and the expectations of upper-level managers, particularly their control policies, determine the control environment. The company is following an effective control environment that ensures established policies and procedures. The control environment includes independent oversight provided by a board of directors and by an audit committee; management's integrity, ethical values, and philosophy; a defined organizational structure with competent and trustworthy employees; and the assignment of authority and responsibility.

Your company has formed an Audit Committee consisting of three Non – Executive Directors. Internal Audit is conducted at regular intervals and all the observations and follow up actions are reported to the Audit Committee.

## H. HUMAN RESOURCES

The Company had 11 employees on its roll as on 31st March, 2011. The central theme of the company is ensuring standard procedures, regular inspection of work and proper segregation of duties to ensure achievement of targets and evaluation of performance of each employee. The Company has a history of imparting training to young breed of professionals. The system of imparting training would continue with the same pace in the future coming ahead.

## **REPORT ON CORPORATE GOVERNANCE**

A report on Corporate Governance is regulated under Clause 49 of the Listing Agreement of all the Stock Exchanges in the country. Corporate governance is the system by which companies are directed and controlled.

Nimbus Projects Limited ('the company') has established the structures and processes for the direction and control of the company. It ensures the relationships among the management, Board of Directors, controlling shareholders, minority shareholders and other stakeholders and ultimately, it contributes to sustainable economic development by enhancing the performance of company and increasing their access to outside capital. This chapter, along with those on Management Discussion and Analysis and Additional shareholders information, reports the Company's compliance with the Clause 49.

### **1. COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE**

Professionalism, accountability, transparency, integrity, disclosures, ethics are the center thrust of Nimbus Projects Limited ('the Company') value system. This allows even outsiders to assess the company on how well it is being governed thereby attaining the trust of its stakeholders, including its shareholders, customers, employees and the community in which it operates.

The Company continues to ensure that the Managers, Owners and the Board are all adhering to corporate goals rather than self promoting activities. This creates the atmosphere of transparency, improved systems, greater financial accountability that reduces opportunities for corruption and mismanagement allowing investors to better predict future performance.

### **2. BOARD OF DIRECTORS**

#### **COMPOSITION OF THE BOARD**

As on 31st March 2011, the Company's Board Comprised six directors, including five Non- Executive, three of whom are also independent. The Chairman of the Board is an Executive Director and Promoter. All the Directors of the Company are entrusted with rich experience in a wide spectrum of functions including management & finance.

The composition of the Board is in conformity with Clause 49 of the listing agreement, which stipulates that 50 per cent of the Board should comprise Non- Executive Directors, and if the Chairman is Executive, one half of the Board should be independent.

As mandated by the revised Clause 49, the independent directors on the Company's Board:

- Apart from receiving Directors remuneration, do not have any material pecuniary relationships or transactions with the Company, its Promoters, its Directors, its Senior Management or its holding Company, its subsidiaries and associates which may affect independence of the Directors.
- Are not related to promoters or persons occupying management positions at the Board level or at one level below the Board.
- Have not been the executives of the Company in the immediate proceeding three financial years
- Are not partners or executives, or were not partners or executives, during the proceeding three years of the:
  - Statutory audit firm or the internal audit firm that is associated with the Company
  - Legal firm(s) and consulting firm(s) that have a material association with the Company.
  - Are not material suppliers, service providers or customers or lessors or lessees of the Company which may affect independence of the Directors.
  - Are not substantial shareholders of the Company i.e do not own two percent or more of the block of voting shares.
- Are not less than 21 years of age.

During the course of year there were no changes in the composition of the Board.

As mandated under Clause 49, none of the Director is member of more than ten Board level committees of public limited Indian companies; none are they chairman of more than five committees in which they are members.

**Composition, Category and Attendance of Directors at Board Meetings, Last Annual General Meeting (AGM) and number of other Directorships and Chairmanships / Memberships of Committees of each Director in various as on 31-03-2011 is given in Table-1.**

TABLE 1. COMPOSITION OF THE BOARD AS ON 31 MARCH 2011

S. No.	Name of the Directors	Category of Directorship	No. of Board Meetings attended	No. of Directorships in other Public Companies	No. of committee Positions held in other Public Companies.		Last AGM Attended	Relationship Inter se
					Chairman	Member		
1.	Bipin Agarwal	Chairman & Managing Director	17	9	Nil	3	Yes	Related as Son of Mr. Ram Kumar
2.	Sunil Jain	Non-Executive Director	12	Nil	Nil	Nil	Yes	Not Related to any Director
3.	Mukesh Gupta	Non- Executive Independent Director	12	Nil	Nil	Nil	Yes	Not Related to any Director
4.	Rajeev Kumar Asopa	Non-Executive, Independent, Director	14	Nil	Nil	Nil	Yes	Not Related to any Director
5.	Partap Singh Negi	Non-Executive Independent Director	11	Nil	Nil	Nil	Yes	Not related to any Director
6.	Ram Kumar Agarwal	Non-Executive Non-Independent, Director	11	3	Nil	Nil	Yes	Related as Father of Mr. Bipin Agarwal
7.	Lalit Agarwal *	Non Executive Professional Director	NA	Nil	Nil	Nil	NA	Not Related to any Director
8.	Surinder Singh Chawla **	Non Executive Independent Director	NA	Nil	Nil	Nil	NA	Not Related to any Director

\*Sh. Lalit Agarwal appointed as an Additional Director of the company w.e.f 19.07.2011.

\*\* Sh. Surinder Singh Chawla appointed as an Additional Director of the company w.e.f 19.07.2011.

#### BOARD PROCEDURE

A detail agenda is sent to each Director in advance of Board and Committee meetings to enable the directors to discharge their responsibilities effectively. The Board has complete access to all information available with company and the minimum information made available to Board are as mentioned in the annexure IA of clause 49 of the listing agreement.

The Board also periodically reviews the compliance report of all laws applicable to the company and steps taken to rectify instances of non compliances.

During the financial year 2010-11 the Board met **Seventeenth times**. The maximum time gap between any two meetings was not more than three months. The Details of Board, Meetings held during the Financial Year 2010-11 are given in following tables.

**TABLE 2 : BOARD MEETING DATES**

S.No	Date of Meeting	Total Members	Attended By
1	30-Apr-10	6	5
2	09-Jul-10	6	4
3	30-Jul-10	6	5
4	02-Aug-10	6	5
5	09-Aug-10	6	4
6	10-Aug-10	6	4
7	18-Aug-10	6	6
8	28-Aug-10	6	5
9	23-Sep-10	6	4
10	20-Oct-10	6	4
11	12-Nov-10	6	4
12	26-Nov-10	6	4
13	27-Dec-10	6	4
14	10-Feb-11	6	4
15	14-Feb-11	6	6
16	16-Feb-11	6	4
17	14-Mar-11	6	5



## CODE OF CONDUCT

The Board has laid down a Code of Conduct for all Board members and Senior Management of the Company w.e.f 27th December 2004. The code of conduct is available on the website of the Company i.e. [www.nimbusprojects.com](http://www.nimbusprojects.com). All Board members and designated senior management personnel have affirmed compliance with the code of conduct. A declaration signed by the Managing Director to this effect is enclosed at the end of the report.

## RISK MANAGEMENT

The company has laid down procedure to inform the board members about the risk assessment and minimization procedure suitable for the Company. These procedures are being periodically reviewed to ensure that management control over risk through means of a properly defined frame work.

## COMMITTEE OF THE BOARD

To ensure proper decision making with focused attention on the affairs of the Company, the Board has constituted the following committees with distinct roles, accountabilities and authorities:

- a) Audit Committee of the Board
- b) Shareholders / Investors Grievance Committee\*  
(\* Pursuant to change in the name of the Committee from Share Transfer Committee to Shareholders / Investors Grievance Committee)
- c) Remuneration Committee

### a) Audit Committee

The Board has constituted an Audit Committee on 31st August 2001 pursuant to Section 292A read with Clause 49 of Listing Agreement. The role, term of reference, authority and powers of the Audit Committee are in conformity with the requirements of The Companies Act, 1956 and listing agreement.

The Company is following an audit policy which ensures:

- Integrity of organization's processes and procedures relating to internal control
- Company's compliances with all relevant statutes
- Performance of the company's internal audit operation
- Safeguarding of assets and adequacy of provisions for all liabilities.

### Composition & Attendance

The committee comprised of 3 Non – Executive Directors. All members have the financial knowledge and expertise mandated by Clause 49 of the Listing Agreement.

**TABLE 3**

S.No	Name	Status	Category of Membership
1	Sh. Rajeev Kumar Asopa #	Chairman	Non-Executive Independent Director
2	Sh. Sunil Jain	Member	Non-Executive Non-Independent Director
3	Sh. Partap Singh Negi	Member	Non- Executive Independent Director
4	Ms. Neha Bhatia **	Secretary	Company Secretary & Compliance Officer

# Pursuant to the Resignation of Sh. Rajeev Kumar Asopa from the Directorship of the company w.e.f 19.07.2011, the board has nominated Sh. Surinder Singh Chawla as a Chairman of the committee on 19.07.2011, who was appointed as an Additional Director of the company w.e.f. 19.07.2011.

\*\* Pursuant to the appointment of Ms. Neha Bhatia as a Company Secretary & Compliance Officer of the Company w.e.f. 20 October, 2010, the Chairman has nominated Ms. Neha Bhatia as a Secretary to the Audit Committee.

The Audit Committee had met 4 times during the Financial Year 2010-11 and attendance by each of the member and secretary is as shown under:

TABLE 4

S.No	Name of the Director	No. of Meetings attended	Dates of Meetings
1	Sh. Rajeev Kumar Asopa	4	30-Apr-10 10-Aug-10 12-Nov-10 14-Feb-11
2	Sh. Sunil Jain	3	30-Apr-10 10-Aug-10 14-Feb-11
3	Sh. Partap Singh Negi	4	30-Apr-10 10-Aug-10 12-Nov-10 14-Feb-11
4	Ms. Neha Bhatia *	2	12-Nov-10 14-Feb-11

\*Appointed w.e.f 20.10.2010

#### Powers of Audit Committee

1. To investigate any activity within its terms of reference.
2. To seek information from any employee.
3. To obtain outside legal or other professional advice.
4. To secure attendance of outsiders with relevant expertise, if it considers necessary

#### Role of Audit Committee & Review of information by Audit Committee

Overseeing the Company's financial reporting process and disclosure of financial information to ensure that the financial statements are correct, sufficient and credible,

- \* recommending the appointment and removal of external auditor, fixation of audit fee and approval for payment of any other services,
- \* reviewing with the Management the annual financial statements before submission to the Board,
- \* reviewing with the Management the annual financial statements of the subsidiary companies,
- \* reviewing with the Management and the external and internal auditors, the adequacy of internal control systems,
- \* reviewing the adequacy of internal audit function,
- \* discussing with internal auditors any significant finding and follow up on such issues,
- \* reviewing the findings of any internal investigations by the internal auditors in matters where there is suspected fraud or irregularity, or a failure of internal control systems of a material nature, and then reporting such matters to the Board,
- \* discussing with external auditors before the audit commences on the nature and scope of audit, as well as having post-audit discussion to ascertain any area of concern,
- \* reviewing the Company's financial and risk management policies; and
- \* examining reasons for substantial default in the payment to depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors, if any.

In addition to the areas noted above, the Audit Committee looks into the controls and security of the Company's critical IT applications, internal and control assurance audit reports of all the major divisions and deviations from the Code of Business Principles, if any.

#### a) Shareholders / Investors Grievance Committee:

Company has a **Shareholders / Investors Grievance Committee** consisting of Sh. Mukesh Gupta as its Chairman, and other members being Sh. Sunil Jain and Sh. Rajeev Kumar Asopa.

**TABLE 5**

S.No	Name	Status	Category of Membership
1	Sh. Mukesh Gupta	Chairman	Non-Executive Independent Director
2	Sh. Sunil Jain	Member	Non-Executive Non-Independent Director
3	Sh. Rajeev Kumar Asopa #	Member	Non- Executive Independent Director

# Pursuant to the Resignation of Sh. Rajeev Kumar Asopa form the Directorship of the company w.e.f 19.07.2011, the board has nominated Sh. Lalit Agarwal as a member of the committee on 19.07.2011, who was appointed as an Additional Directot of the company w.e.f. 19.07.2011.

This Committee is responsible for the redressal of shareholder grievances more specifically:

1. Investor relations and redressal of shareholders grievances in general and relating to non receipt of declared dividends, interest, non- receipt of balance sheet etc.;
2. Such other matters as may from time to time be required by any statutory, contractual or other regulatory requirements to be attended to by such committee;

The Committee also oversees the performance of Registrar & Transfer Agent and recommends the measures for overall improvement in the quality of Investor services.

During the Financial Year the Committee met 3 times. The attendances of Committee members are given as under:

**TABLE 6**

S.No	Name of the Director	No. of Meetings attended	Dates of Meetings
1	Sh. Mukesh Gupta	3	24th July, 2010 30th Nov, 2010 4th February 2011
2	Sh. Sunil Jain	2	24th July, 2010 30th Nov, 2010
3	Sh. Rajeev Kumar Asopa	3	24th July, 2010 30th Nov, 2010 4th February 2011

The details of shareholders' quarries /complaints received during the financial year are given as under:

**TABLE 7**

No. of Investors quarries/complained in the year 2010-11	Pending at the end of year	No.of pending share transfer
NIL	NIL	NIL

### c) Remuneration Committee

The Board constituted a Remuneration Committee on 27th April 2007 pursuant to Clause 49 of Listing Agreement. The role, term of reference, authority and powers of the Remuneration Committee are in conformity with the requirements of Schedule XIII of The Companies Act, 1956 and listing agreement.

The committee comprised of 3 Non Executive Directors. Sh. Partap Singh Negi is the Chairman of the Committee & is an Independent Director. Other members are Sh. Mukesh Gupta (independent director) & Sh.Ram Kumar Agarwal ( non independent director).

**TABLE 8**

S.No	Name	Status	Category of Membership
1	Sh. Partap Singh Negi	Chairman	Non-Executive Independent Director
2	Sh. Mukesh Gupta	Member	Non-Executive Non-Independent Director
3	Sh. Ram Kumar Agarwal #	Member	Non- Executive Non- Independent Director

# Pursuant to the Resignation of Sh. Ram Kumar Agarwal from the Directorship of the company w.e.f 19.07.2011, the board has nominated Sh. Surinder Singh Chawla as a member of the committee on 19.07.2011, who was appointed as an Additional Director of the company w.e.f. 19.07.2011.

The broad terms of reference of the Remuneration Committee are:-

- Determining remuneration packages payable to Executive/ Managing Director of the Company.
- Determining remuneration packages payable to key managerial personnel of the Company

During the Financial Year the Committee met 3 times. The attendances of Committee members are given as under:

**TABLE 9**

S.No	Name of the Director	No. of Meetings attended	Dates of Meetings
1	Sh. Partap Singh Negi	3	8th June 2010 2nd Aug, 2010 11th March, 2011
2	Sh. Mukesh Gupta	3	8th June 2010 2nd Aug, 2010 11th March, 2011
3	Sh. Ram Kumar Agarwal	3	8th June 2010 2nd Aug, 2010 11th March, 2011

The details of all Remuneration paid to Directors during the Financial Year ended 31 March, 2011 as stated in the below table:

**TABLE 10**

Name / Age (Yrs)	Sitting Fee	Salary	Benefits	Bonus	Stock Option	Pension
Bipin Agarwal (45)	NIL	30,00,000/-	NIL	NIL	NIL	NIL
Sunil Jain (40)	12000	NIL	NIL	NIL	NIL	NIL
Mukesh Gupta (45)	12000	NIL	NIL	NIL	NIL	NIL
Rajeev Kumar Asopa (44)	14000	NIL	NIL	NIL	NIL	NIL
Partap Singh Negi (63)	11000	NIL	NIL	NIL	NIL	NIL
Ram Kumar Agarwal (73)	11000	NIL	NIL	NIL	NIL	NIL

The Non – Executive Directors have not drawn any remuneration from the Company, except sitting fees for attending the Board Meeting of the Board.

During the Financial Year 2010-11, two Non – Executive Directors are holding the shares in the company, the details of which are as under:

1. Sunil Jain 1000 Shares
2. Ram Kumar Agarwal 149500 Shares

Also detail of service condition to executive director as mentioned as under :

TABLE 11

Name of Director	Service Contract	Notice period	Severance Fee
Mr. Bipin Agarwal	Appointed as the Managing Director w.e.f. 31st August, 2010 for a period of Three Years	NA	NA

## MANAGEMENT

### A. The Management Discussion and Analysis Report

The annual report has a detailed chapter on Management Discussion and Analysis.

### B. Disclosures by Management to the Board.

The Company follows the accounting standards and guidelines laid down by the Institute of Chartered Accountants of India in preparation of its financial statements. No material, financial and commercial transactions were reported by the management to the Board, in which the management had any personal interest that either had or could have had a conflict with the interest of the Company at large.

During the year under review no transaction of material nature has been entered into by the Company with its promoters, Directors or the management, their subsidiaries or relatives etc. that may have potential conflict with the interest of the Company.

Related Party Transactions are disclosed in notes to accounts in the Annual Report. All transactions with group companies have been done at arm's length.

### C. CEO/CFO Certification

The Certificate in compliance with Clause 49(V) of the Listing Agreement was placed before the Board of Directors.

## 4. COMPLIANCE ON CORPORATE GOVERNANCE

The Company confirms that it has complied with all mandatory requirements mentioned in the clause 49 of listing Agreement. Particular of non mandatory requirement complied by the company is related to constitution of Remuneration Committee. Details are mentioned in section 'Committee of Board'.

## 5. SHAREHOLDERS INFORMATION

### A. Disclosure Regarding Directors

During the year under review there was no change in the composition of the Board of Directors. The brief resumes of the Directors of the Company are given below.

**Sh. Sunil Jain (40)** is a commerce graduate and has over 18 years of experience in the area of stock broking, dealing with institutions like NSE, BSE, and DSE etc. In addition to these he has adequate knowledge of Real Estate Activities and Software Development.

**Sh. Mukesh Gupta (45)** is a Consultant Civil Engineer and has a vast Experience in handling Project Management. He has successfully executed diverse projects.

**Sh. Rajeev Kumar Asopa (44)** is a Fellow member of the Institute of Company Secretaries of India and has a vast experience in handling of Public issues, field of Finance & Secretarial functions and has a good exposure in funds Managements.

**Sh. Partap Singh Negi (63)** is an Architect by profession having more than 26 years of experience in preparation of Architectural drawings, coordination with various construction agencies.

**Sh. Ram Kumar Agarwal (73)** is having more than 36 years of vast experience in Civil Construction, Management & Business activities.

**Sh. Lalit Agarwal (34)** is a Fellow member of the Institute of Company Secretaries of India and has a vast experience in the field of Secretarial & Legal functions. Sh. Lalit Agarwal was appointed as an Additional Director of the Company in the Board Meeting held on 19.07.2011 whose office is liable to retire at the forthcoming Annual General Meeting & being eligible be appointed as the Professional Director of the Company.

**Sh. Surinder Singh Chawla (58)** is a Fellow member of the Institute of Chartered Accountants of India and has a vast experience in the field of Finance, real estate etc. Sh. Surinder Singh Chawla was appointed as an Additional Director of the Company in the Board Meeting held on 19.07.2011 whose office is liable to retire at the forthcoming Annual General Meeting & being eligible be appointed as the Director of the Company.

**B. Reappointment or Appointment of Directors**

**Sh. Mukesh Gupta (45)** is a Consultant Civil Engineer and has a vast Experience in handling Project Management. He has successfully executed diverse projects. . Sh. Mukesh Gupta is liable to retire by rotation at forthcoming Annual General Meeting, who being eligible is reappointed as the director of the Company.

**Sh. Partap Singh Negi (63)** is a Qualified Architect having more than 26 years of experience in the field of Architect, drawings and coordination with various construction agencies etc. Sh. Partap Singh Negi is liable to retire by rotation at forthcoming Annual General Meeting, who being eligible is reappointed as the director of the Company.

**Sh. Lalit Agarwal (34)** is a Fellow member of the Institute of Company Secretaries of India and has a vast experience in the field of Secretarial & Legal functions. Sh. Lalit Agarwal was appointed as an Additional Director of the Company in the Board Meeting held on 19.07.2011 whose office is liable to retire at the forthcoming Annual General Meeting & being eligible be appointed as the Professional Director of the Company.

**Sh. Surinder Singh Chawla (58)** is a Fellow member of the Institute of Chartered Accountants of India and has a vast experience in the field of Finance, real estate etc. Sh. Surinder Singh Chawla was appointed as an Additional Director of the Company in the Board Meeting held on 19.07.2011 whose office is liable to retire at the forthcoming Annual General Meeting & being eligible be appointed as the Director of the Company.

**C. Means of Communication:**

The Company publishes its notices quarterly, half yearly and annual result in the Financial Express (English) and the Jansatta (Hindi).

**D. Investor Grievances:**

The Investor grievance cell works under the Control & supervision of Shareholders / Investors Grievance Committee. The status of compliance is reported to Board of Directors through the minuetts of Shareholders / Investors Grievance Committee.

**E. Shares Transfer**

The Company has entered into an agreement with M/s. Alankit Assignments Ltd., Delhi to handle Share transfer for both physical as well as demat mode. All requests in demat mode are processed in 15 days as per stipulation of National Securities Depository Limited (NSDL) and Central Depository Services Limited (CSDL).

**F. Disclosure of Non Compliance by the Company:**

There was no instance of non compliance or penalty strictures imposed on the Company by Stock Exchange or SEBI or any other statutory authority during the year under the review.

**G. General Body Meeting**

The details of location and time for last three Annual General Meeting are given as under:

**TABLE 12**

The details of location and time for last three Annual General Meeting are given as under

Year	Location	Date	Time
2007-08	313-315, Vikas Deep Building, District Center, Laxmi Nagar, Delhi-110092	30th September,2008	9:00 A.M
2008-09	313-315, Vikas Deep Building, District Center, Laxmi Nagar, Delhi-110092	30th September,2009	10:00 A.M
2009-10	313-315, Vikas Deep Building, District Center, Laxmi Nagar, Delhi	15th September, 2010	10:00 A.M

**H. Details of Special Resolutions Passed In Previous Three Annual General Meetings**

The details of Special Resolutions passed in previous three Annual General Meetings are given as under:

TABLE 13

Year	Description of Special Resolution	Date of Passing
2007-08	Revision of Salary of Managing Director	30th September 2008
2008-09	Right issue of Equity shares U/s. 81 (1)	30th September 2009
2009-10	1. Reappointment of Managing Director & Revision of Salary of Managing Director	15th September, 2010
	2. Change of Name of the Company	

#### I. Details of Resolutions Passed Through Postal Ballot In Last Three Years

TABLE 14

Year	Description of Resolution Passed	Date of Passing
2007-08	NIL	NA
2008-09	NIL	NA
2009-10	NIL	NA

#### ADDITIONAL SHAREHOLDERS INFORMATION

**Annual General Meeting:**  
Date: 30th September, 2011  
Time: 9.45 A.M

**Venue:** 313-315, Vikas Deep Building  
District Center, Laxmi Nagar  
New Delhi-92

**Financial Calendar:**  
**Financial Year: 1-April to 31- March**

Table-15

S.No	Results	For Year 31- March 2011 Were announced on	For Year 31- March 2012 announced/ will be announced on #
A	First Quarter	10th August, 2010	10th August, 2011
B	Second Quarter	12th November, 2010	2nd week of November, 2011
C	Third Quarter	14th February, 2011	2nd week of February, 2011
D	Fourth Quarter	13th May 2011	2nd week of May, 2011
E	Annual General Meeting	15th September, 2010	Last week of September, 2012

# within 45 days of the end of the quarter as per latest clause 41 of the Listing Agreement

#### Book Closure

The Book Closure period is from Wednesday 26th September 2011 (Monday) to Friday 30th September, 2011 (both day inclusive.)

**Dividend**  
Not applicable

#### Listing on Stock Exchange

The Company's equity shares are listed on

The Stock Exchange Ltd., Mumbai  
The Stock Exchange Association Ltd. Delhi

Script Code: **511714**  
Script Code: **14107**

The ISIN Number (Demat) on NSDL and CSDL is **INE 875B01015**.

Stock Data: Available at BSE.

TABLE 16

Year 2010-11	BSE		
	High (Rs.)	Low (Rs.)	Volume of Shares Traded (Nos)
Apr-10	14.17	12.00	16,761
May-10	16.65	13.00	15,671
Jun-10	15.99	13.31	15,583
Jul-10	15.60	12.70	19,796
Aug-10	18.50	13.65	54,790
Sep-10	25.60	17.70	1,82,841
Oct-10	21.65	17.90	43,467
Nov-10	25.20	17.50	3,73,485
Dec-10	21.90	17.45	50,959
Jan-11	22.20	16.10	10,614
Feb-11	19.15	15.75	24,528
Mar-11	17.50	15.00	21,615

TABLE 17

Distribution of Shareholding as on 31st March 2011

S.No	Category	No. of Shares Held	%age of Shareholding
A. 1.	<b>Promoters Holding</b> <b>Promoters</b> <ul style="list-style-type: none"> <li>• Indian Promoters</li> <li>• Foreign Promoters</li> <li>• Person acting in Concert</li> </ul>	4,330,367 - - -	58.220 - - -
	<b>SUB- TOTAL (A)</b>		
B.	<b>Non- Promoters Holding</b>		
3.	<b>Institutional Investors</b> <ul style="list-style-type: none"> <li>• Mutual Funds and UTI</li> <li>• Banks, Financial Institutions</li> <li>• Insurance companies, central/state Govt. Institutions/Non-Government Institutions</li> <li>• FI's</li> </ul>	- - - -	- - - -
	<b>SUB-TOTAL (B2)</b>	-	-
4.	<b>Others</b> <ul style="list-style-type: none"> <li>• Private Body Corporates</li> <li>• Indian Public</li> <li>• NRIs (Including Foreign Company)</li> </ul>	1753833 1353799 01	23.579 18.201 0.00
	<b>SUB-TOTAL (B3)</b>	3107633	41.780
	<b>SUB- TOTAL (B)(2+3)</b>	3107633	41.780
	<b>GRAND TOTAL (A+B)</b>	7438000	100.00



**TABLE 18**

Distribution of Shareholding as on 31st March 2011

S.No	Range of Shares	No of Share Holders	% of Share Holders	No of Shares Held	% of Share holding
1	Upto 5000	1918	96.872	1037328	13.946
2	5001-10000	21	1.06	163205	2.194
3	10001-50000	27	1.361	574678	7.726
4	50001-100000	3	0.151	267023	3.59
5	100001 and above	11	0.555	5395766	72.543
	<b>TOTAL</b>	<b>1980</b>	<b>100</b>	<b>7438000</b>	<b>100</b>

**Shares held in dematerialised and physical form**

The Shares of the Company are traded compulsory in demat mode from 25/07/2000 onward. As on the date of report 65,66,494 shares of the Company aggregating 88.28 % of the total Equity Capital is held by shareholders in dematerialized mode. Remaining 8,71,506 Shares representing 11.72 % held in physical form.

**Outstanding GDR/ADRs/ Warrants or convertibles Instruments**

Not applicable.

**Address for correspondence:****i) Registrar (for Demat mode)**

Alankit Assignment Ltd.  
2E/21, Alankit House, Jhandwala Extn.  
Karol Bhag, Delhi-55.  
Ph.: 42541234, 42541959-60

**ii) Company (For general assistance)**

NIMBUS PROJECTS LIMITED  
313-315, Vikas Deep Building,  
District Center, Laxmi Nagar, Delhi-92.  
Ph. 011-43020300, 43020318  
Fax : 011-22424291

**Chairman & Managing Director (CMD) Declaration.**

I, Bipin Agarwal, Chairman & Managing Director of NIMBUS PROJECTS LIMITED declares that all Board members and senior management personnel have affirmed compliances with the code of conduct for Board and Senior Management Personnel for the Year ended March 31, 2011.

Date : 26th August 2011

Place : New Delhi

  
**BIPIN AGARWAL**  
Chairman & Managing Director

## CERTIFICATE ON CORPORATE GOVERNANCE

As required by clause 49 of the Listing Agreement, the Certificate on Corporate Governance is given as annexure to the Directors' Report.

### **ANNEXURE TO THE DIRECTOR'S REPORT**

#### **TO THE MEMBERS OF NIMBUS PROJECTS LTD.**

We have examined the compliance of conditions of Corporate Governance by Nimbus Projects Limited, for the year ended on 31st March 2011 as stipulated in Clause 49 of the Listing Agreement of the said Company with Stock Exchanges.

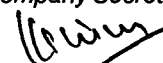
The compliance of condition of Corporate Governance is the responsibility of the management. Our examination was limited to review of procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial Statements of the Company.

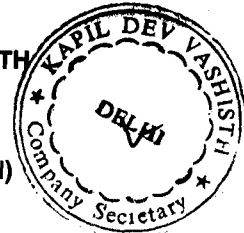
In our opinion and to the best of our information and according to the explanations given to us, and the representations made by the Directors and the Managements, we certify that the Company has complied the Corporate Governance as stipulated in the above-mentioned listing Agreement.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency of effectiveness with which the management has conducted the affairs of the Company.

Place: New Delhi  
Date: 26th August 2011

For KAPIL DEV VASHISTH  
Company Secretaries

  
(KAPIL DEV VASHISTH)  
C.PNo.- 5458



# Secretarial Compliance Certificate

To,  
The Shareholders  
**NIMBUS PROJECTS LIMITED**

We have examined the registers, records, book and papers of NIMBUS PROJECTS LIMITED (the Company) having its registered office at 313-315, Vikas Deep Building, District Center, Laxmi Nagar, Delhi-110092 and having Company Identification Number (CIN) L74899DL1993PLC055470 as required to be maintained under the Memorandum and Articles of Association of the Company for the period from April 1, 2010 to March 31, 2011. In our opinion and to the best of our information and according to the examination carried out by us and explanation furnished to us by the Company, its officers and agents, we certify that in respect of the aforesaid financial year:

1. The Company has kept and maintained all registers and record as required under the provisions of the Act and the Rules made there under and the entries therein have been duly recorded.
2. The Company has duly filed the forms, returns and documents with the Registrar of Companies, NCT of Delhi & Haryana, New Delhi / Ministry of Corporate Affairs and other authorities as required under the Act and Rules made thereunder.
3. All the requirements relating to the meetings of Board of Directors, Committee of Directors and Shareholders as well as relating to the minutes of the proceedings thereat have been complied with.
4. The Board of Directors of the Company is duly Constituted.
5. The Directors of the Company have made all the required disclosures under Section 299 and 274(1)(g) of the Act. The Company has also complied with the requirements in pursuance of the disclosure made by its Directors.
6. The issue of securities is in conformity with the requirement of the Act. There was no issue of share certificate, and the transfer and transmission of shares have been registered properly.
7. The Company has obtained all the necessary approvals of Directors, Shareholders and other authorities as required under the Act.
8. The Company has complied with all the provisions of the listing agreements with Bombay Stock Exchange Limited and Delhi Stock Exchange Limited.
9. During the financial year, the Company has changed its name from NCJ International Limited to Nimbus Projects Limited for which special resolution was passed in the last Annual General Meeting of the company held on 15th September 2010.
10. The Company has not declared any dividend during the financial year.
11. The Company has complied with the disclosure requirements of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 1997 and SEBI (Prohibition of Insider Trading) Regulation, 1992.
12. The Company has not accepted any deposit in terms of section 58A of the Act read with Companies (Acceptance of Deposit) Rules, 1975 during the year.
13. The Company has complied with the provisions of section 154 of the Act during the year.
14. The Company has delivered all the certificates on lodgment thereof for transfer or any other purpose in accordance with the provision of the Act during the year.
15. The Company has paid remuneration to the Managing Director, and sitting fees to the Non-executive Directors of the Company in terms of section 198, 269, 309 read with Schedule XIII of the Act.
16. The Company has complied with the provisions in terms of section 295 & 297 of the Act during the year.
17. The Directors have disclosed their interest in term of section 299 of the Act.
18. The Company has not appointed any person at a place of profit in terms of section 314 of the Act during the year.
19. The Company has complied with the provision of section 372A of the Act.
20. The Company has received NIL investor's complaints/queries during the year under review and no complaints/ queries were pending for redressal as on 31.03.2011.



For **KAPIL DEV VASHISTH**

Company Secretary

(KAPIL DEV VASHISTH)

C.P No.- 5458

Place: New Delhi  
Date: 26th August 2011

**AUDITORS' REPORT**

To  
The Members of  
**NIMBUS PROJECTS LIMITED**  
(Formerly known as NCJ International Ltd.)

1. We have audited the attached Balance Sheet of NIMBUS PROJECTS LTD. ("the Company") as at 31st March, 2011, the Profit and Loss Account and the Cash Flow Statement for the year ended on that date, both annexed thereto. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on the financial statement based on our audit.
2. We conducted our audit in accordance with auditing standards generally accepted in India. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement. An audit includes examining, on a test basis, evidence supporting the amount and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.
3. As required by the Companies (Auditor's Report) Order, 2003 issued by the Central Government of India in term of Sub Section (4A) of Section 227 of the Companies Act, 1956, we enclose in the Annexure a statement on the matters specified in the paragraphs 4 and 5 of the said Order, to the extent applicable to the Company.
4. Further to our comments in the Annexure referred to above we report that:
  - i) We have obtained all information and explanations, which to the best of our knowledge and belief were necessary for the purpose of our audit;
  - ii) In our opinion, proper books of accounts as required by law have been kept by the Company as far as appears from our examination of these books;
  - iii) The Balance Sheet, Profit and Loss Account and Cash Flow Statement dealt with by this report are in agreement with books of accounts;
  - iv) In our opinion, the Balance Sheet, Profit and Loss Account and Cash Flow Statement dealt by this report comply with the Accounting Standards referred to in Sub Section (3C) of Section 211 of the Companies Act, 1956;
  - v) On the basis of written representation received from the directors, as on March, 31, 2011 and taken on record by board of directors, we report that none of the director is disqualified as on March, 31, 2011 from being appointment as a director in term of clause (g) of Sub-Section (1) of Section 274 of the Companies Act, 1956;
  - vi) In our opinion and to the best of our information and according to explanation given to us, the said accounts give the information required by the Companies Act, 1956 in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:
    - a) In case of the Balance Sheet, of the state of affairs of the Company as at 31st March 2011;
    - b) In the case of the Profit and Loss Account, of the profit of the Company for the year ended on that date; and
    - c) In case of Cash Flow Statement, of the cash flow of the Company for the year ended on that date.

For **ANIL PRAHALAD & CO.**  
CHARTERED ACCOUNTANTS  
Firm Regn. No. : 003921C



(**ANIL KUMAR**)  
Prop.  
Membership No. : 73030

Place: New Delhi  
Date: 26th August 2011

**ANNEXURE REFERRED TO IN PARAGRAPH 3 OF OUR REPORT OF EVEN DATE ANNEXED FOR THE YEAR ENDED ON 31ST MARCH 2011.**

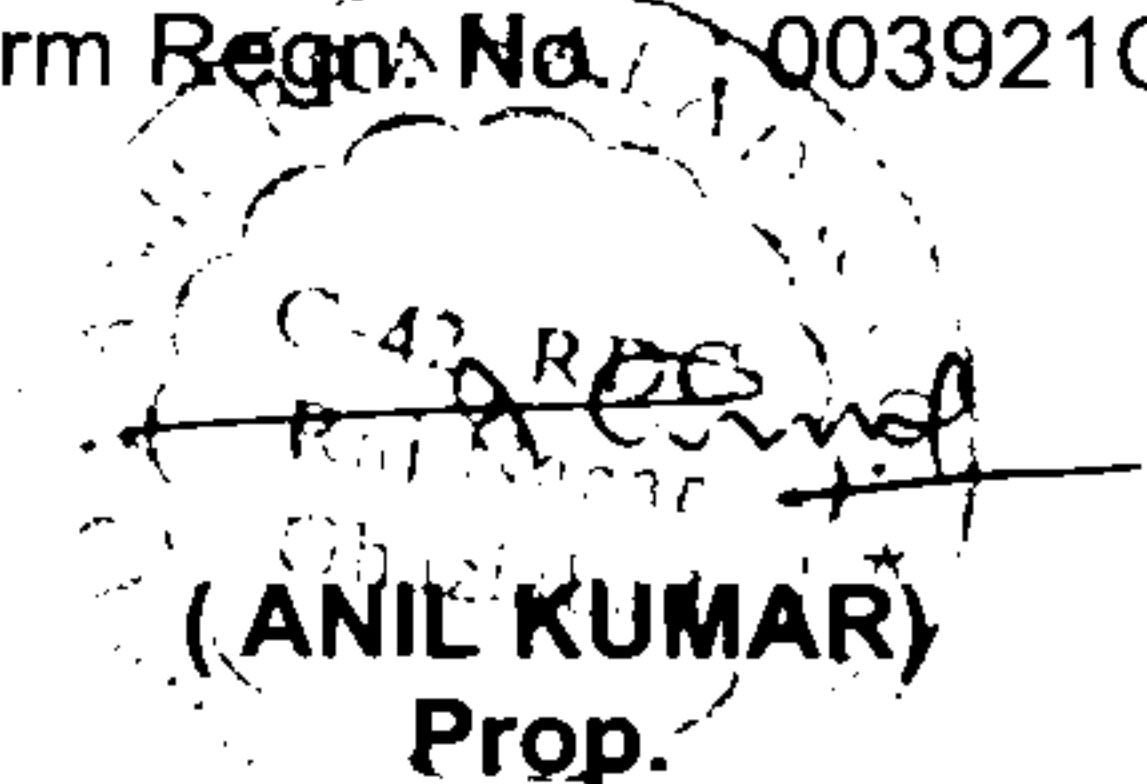
1. (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.  
(b) Fixed assets have been physically verified by the management during the year. No material discrepancies were noticed on physical verification.  
(c) In our opinion there was no substantial disposal of the fixed assets during the year affecting the going concern status of the Company.
2. In respect of Inventory  
(a) As explained to us, the inventories were physically verified during the year by the management at reasonable intervals.  
(b) In our opinion and according to the information and explanation given to us, the procedures of physical verification of inventories followed by the management were reasonable and adequate in relation to the size of the company and the nature of its business.  
(c) In our opinion and according to the information and explanation given to us, the company has maintained proper records of its inventories and no material discrepancies were noticed on physical verification.
3. The Company has not granted or taken loans secured or unsecured to/ from the companies, firms or other parties covered in the register maintained under Section 301 of the Companies Act, 1956.
4. In our opinion and according to the information and explanation given to us, there are adequate internal control procedures commensurate with the size of the Company and the nature of its business with regards to purchases of Inventory and Fixed Assets and the sale of goods and services. During the course of our audit, no major weakness has been observed in the internal control system in respect of these areas.
5. In our opinion and according to the information and explanation given to us, there are no contracts or arrangements that need to be entered in the Register maintained under section 301 of the Companies Act, 1956.
6. The Company has not accepted any public deposit during the year.
7. In our opinion and according to the information and explanation given to us, the company has an adequate internal audit system commensurate with the size of the Company and nature of its business.
8. The Company is not required to maintain cost record prescribed under Section 209(1)(d) of the Act.
9. (a) According to information and explanation given to us and the books and records examined by us the Company is regular in depositing undisputed statutory dues including provident funds, investor education and protection fund, employees state insurance, income tax, wealth tax, custom duty, excise duty, cess and other material statutory dues as applicable with appropriate authorities.  
(b) According to the records of the Company, there are no dues outstanding of sale tax, income tax, custom duty, wealth tax, excise duty and cess on account of any dispute.
10. The Company does not have accumulated loss at the end of the financial year. The Company has not incurred any cash losses during the financial year covered by our audit and the immediately preceding financial year.
11. The Company has not defaulted in repayment of dues to any financial institutions and / or banks.
12. The Company has not granted any loans and advances on the basis of security by way of pledge of shares, debentures and other securities during the year.
13. In our opinion, the Company is not a chit fund or a nidhi / mutual benefit funds/ society. Therefore, the provisions of clause 4 (xiii) of the Companies (Auditor's Report) Order, 2003 are not applicable to the Company.



14. In our opinion the Company is not dealing in shares, securities, debentures and other investments therefore the provision of clause 4 (xiv) of the Companies (Auditor's Report) Order, 2003 are not applicable to the Company.
15. According to information and explanation given to us, the Company has not given any guarantee for loans taken by others from banks or financial institutions.
16. According to information and explanation given to us, the term loans have been applied for the purpose for which they were raised.
17. According to information and explanation given to us, and an overall examination of Balance Sheet and Cash Flow Statement of the Company, we report that no fund raised on short term basis have been, prima facie, used for long term investment and no long term fund have been used to finance short term requirement,
18. The Company has not made preferential allotment of shares during the year to the parties or companies covered in the register maintained under Section 301 of the Act.
19. The Company has not issued any debentures during the year.
20. The Company has not raised any money through a public issue during the year.
21. According to information and explanation given to us, no fraud of material significance on or by the Company has been noticed or reported during the year.

Place: New Delhi  
Date: 26th August 2011

For **ANIL PRAHALAD & CO.**  
CHARTERED ACCOUNTANTS  
Firm Regn. No. 003921C



Membership No. : 73030

**BALANCE SHEET AS AT 31ST MARCH, 2011**

DESCRIPTION	SCHEDULE	AS AT 31.03.2011 AMOUNT (RS.)	AS AT 31.03.2010 AMOUNT (RS.)
<b><u>SOURCES OF FUNDS</u></b>			
<b>Shareholders' Fund:</b>			
Share Capital	1	74380000	74380000
Reserves & Surplus	2	64596343	37515716
<b>Loan Funds:</b>			
Secured Loans	3	16985423	103239125
Unsecured Loans		343040176	182035856
Deferred Payment Liability (G.N.I.D.A.)		86397913	92453879
Deferred Tax Liability	4	3810893	608068
<b>TOTAL</b>		<b>589210749</b>	<b>490232644</b>
<b><u>APPLICATION OF FUNDS</u></b>			
<b>Fixed Assets:</b>			
<b>( A ) Leasehold Assets :</b>			
Less: Depreciation		61780340	54677300
		6802617	5018124
		<u>54977724</u>	<u>49659176</u>
<b>( B ) Other Assets :</b>			
Gross Block		15228493	15125808
Less: Accumulated Depreciation		7317807	5538336
Net Block		<u>7910685</u>	<u>9587472</u>
		62888409	59246648
<b>Investments</b>	6	200233358	140289932
<b>Current Assets, Loans &amp; Advances:</b>			
<b>Current Assets:</b>			
Inventories	7	178929458	225520940
Sundry Debtors	8	163630525	61883250
Cash & Bank Balances	9	34569791	50703780
Loans & Advances	10	130418196	51177068
		<u>507547970</u>	<u>389285039</u>
Less:			
<b>Current Liabilities &amp; Provisions:</b>			
Current Liabilities	11	169958987	92470082
Provisions	12	11500000	6118893
		<u>181458987</u>	<u>98588975</u>
<b>Net Current Assets</b>		326088982	290696064
<b>TOTAL</b>		<b>589210749</b>	<b>490232644</b>
<b>Notes to Accounts</b>	19		

The schedules referred to above and notes to accounts form an integral parts of the Balance Sheet.

As per our report of even date.

for ANIL PRAHALAD & CO.  
CHARTERED ACCOUNTANTS  
Firm Regn. No. : 003921C  
*(Signature)*  
**(ANIL KUMAR)**  
Prop.  
Membership No. : 73030

PLACE: New Delhi  
DATED: 26/08/2011

for and on behalf of the Board

*(Signature)*  
**(BIPIN AGARWAL)**  
MANAGING DIRECTOR

*(Signature)*  
**JITENDRA KUMAR**  
(A.G.M. - FIN. & ACC.)

*(Signature)*  
**(LALIT AGARWAL)**  
DIRECTOR

*(Signature)*  
**NEHA BHATIA**  
(COMPANY SECRETARY)

**PROFIT & LOSS ACCOUNT FOR THE YEAR ENDED 31ST MARCH, 2011**

DESCRIPTION	SCHEDULE	AS AT 31.03.2011 AMOUNT (RS.)	AS AT 31.03.2010 AMOUNT (RS.)
<b>INCOME</b>			
Turnover	13	274240500	119037000
Other Income	14	26776529	37804700
Stock in Hand		178929458	225520940
	<b>TOTAL</b>	<b>479946487</b>	<b>382362640</b>
<b>EXPENDITURE</b>			
Opening Stock		225520940	115739547
Purchase / Cost of Construction	15	186551100	212758267
Personnel Expenses	16	4661848	3562682
Operating and Other Expenses	17	4280491	5872576
Depreciation / Amortisation	5	3563965	5877087
Financial Expenses	18	13577107	13966921
	<b>TOTAL</b>	<b>438155450</b>	<b>357777081</b>
<b>Profit / (Loss) Before Tax</b>		<b>41791037</b>	<b>24585559</b>
<b>Less:</b>			
<b>Provision for Tax:</b>			
Income Tax		11500000	6118893
Deferred Tax Expense (Income)		3202825	-293477
Adjustment of Income Tax of Prior Years		7585	-61539
<b>Net Profit After Tax</b>		<b>27080627</b>	<b>18821682</b>
<b>Balance brought forward from previous year</b>		<b>37515716</b>	<b>18694034</b>
<b>Surplus carried to Balance Sheet</b>		<b>64596343</b>	<b>37515716</b>
<b>Earning Per Share - Basic &amp; Diluted</b>		<b>3.64</b>	<b>2.53</b>
<b>Notes to Accounts</b>	<b>19</b>		

The schedules referred to above and notes to accounts form an integral parts of the Profit & Loss Account.

As per our report of even date.

for ANIL PRAHALAD & CO.  
CHARTERED ACCOUNTANTS  
Firm Regn No. : 003921C

(ANIL KUMAR)  
Prop.  
Membership No. : 73030

PLACE: New Delhi  
DATED: 26/08/2011

for and on behalf of the Board

(BIPIN AGARWAL)  
MANAGING DIRECTOR

JITENDRA KUMAR  
(A.G.M. - FIN. & ACC.)

(LALIT AGARWAL)  
DIRECTOR

NEHA BHATIA  
(COMPANY SECRETARY)



**SCHEDULES ANNEXED TO AND FORMING PART OF THE ACCOUNTS FOR THE YEAR ENDED 31ST MARCH 2011**

	AS AT 31.03.2011 AMOUNT (RS )	AS AT 31.03.2010 AMOUNT (RS )
<b>SCHEDULE - 1</b>		
<b>SHARE CAPITAL</b>		
<b>Authorised:</b>		
25000000 (Previous Year: 25000000) Equity Shares of Rs. 10/- each	<u>25000000</u>	<u>25000000</u>
<b>Issued and Subscribed:</b>		
7438000 (Previous Year: 7438000) Equity Shares of Rs. 10/- each	<u>7438000</u>	<u>7438000</u>
<b>Paid-Up :</b>		
7438000 (Previous Year: 7438000) Equity Shares of Rs. 10/- each	<u>7438000</u>	<u>7438000</u>
	<u>7438000</u>	<u>7438000</u>
<b>SCHEDULE - 2</b>		
<b>RESERVES &amp; SURPLUS</b>		
Profit and Loss Account (Cr. Balance)		
Opening Balance	37515716	18694034
Add: Profit After Tax for the year	<u>27080627</u>	<u>18821682</u>
	<u>64596343</u>	<u>37515716</u>
<b>SCHEDULE - 3</b>		
<b>LOAN FUND</b>		
<b>SECURED LOANS</b>		
ICICI HFC Ltd. (against Commercial Property at T-2, Vasant Kunj)	15397511	19786708
RCJ Investment Trust Pvt.Ltd. (against Property at D-113, Vivek Vihar)	0	80504862
ICICI LTD. (Car Loan against BMW Car)	1587912	2947555
	<u>16985423</u>	<u>103239125</u>
<b>UNSECURED LOANS</b>		
<b>Short Term Borrowings</b>		
Inter Corporate Loans	343040176	182035856
	<u>343040176</u>	<u>182035856</u>
<b>SCHEDULE - 4</b>		
<b>DEFERRED TAX LIABILITY (NET)</b>		
Arising on account of Timing Difference		
Related to Fixed Assets	3810893	608068
	<u>3810893</u>	<u>608068</u>

**SCHEDULES ANNEXED TO AND FORMING PART OF THE ACCOUNTS FOR THE YEAR ENDED 31ST MARCH 2011****SCHEDULE -5  
FIXED ASSETS**

SR. NO.	PARTICULARS	RATE OF DEPR.	GROSS BLOCK			DEPRECIATION			NET BLOCK				
			As at 01.04.2010	Additions	Deductions/Transfers	As at 31.03.2011	As at 01.04.2010	For the Year	Deductions/Transfers	As at 31.03.2011	As at 31.03.2010		
1	<u>LAND &amp; BUILDING</u>												
A	OFFICE BUILDING	0.0500	3510400	0	0	3510400	651157	142962	0	794119	2716281	2859243	
B	LEASEHOLD PROPERTY (OPERATING LEASE)	0.0500	54677300	7103040	0	61780340	5018124	1784493	0	6802617	54977724	49659176	
2	<u>PLANT &amp; MACHINERY</u>												
A	COMPUTER	0.4000	2727093	58785	0	2785878	2616854	36527	0	2653381	132497	110239	
B	VEHICLE	0.2589	7230000	0	0	7230000	1689654	1434857	0	3124511	4105489	5540346	
C	OFFICE EQUIPMENTS	0.1391	1177731	43900	0	1221631	353032	119343	0	472375	749256	824699	
3	<u>FURNITURE &amp; FIXTURE</u>												
A	FURNITURE & FIXTURE	0.1810	480584	0	0	480584	227638	45783	0	273421	207163	252946	
	<b>TOTAL</b>		<b>69803108</b>	<b>7205725</b>	<b>0</b>	<b>77008833</b>	<b>10556459</b>	<b>3563965</b>	<b>0</b>	<b>14120424</b>	<b>62888409</b>	<b>59246649</b>	
	<b>PREVIOUS YEAR</b>		<b>91530284</b>	<b>7840151</b>	<b>29567327</b>	<b>69803108</b>	<b>6574545</b>	<b>5877087</b>	<b>1896953</b>	<b>10556460</b>	<b>59246648</b>	<b>84955739</b>	

**SCHEDULES ANNEXED TO AND FORMING PART OF THE ACCOUNTS FOR THE YEAR ENDED 31ST MARCH 2011**

	AS AT 31.03.2011 AMOUNT (RS.)		AS AT 31.03.2010 AMOUNT (RS.)	
<b>SCHEDULE - 6</b>				
<b>INVESTMENTS</b>				
(Non Trade)				
<b>(1) Long Term Investments:</b>				
<b>(A) Investment in Equity Shares:</b>				
<b>Fully Paid Quoted Equity Shares:</b>				
20000 (P.Y. 42400) Accurate Transformers Ltd.	Market Value	Actual Cost	Actual Cost	
0 (P.Y. 180) MVL Industries Ltd.	1725000	1126436	949285	
0 (P.Y. 120) MVL Ltd.		0	5220	
		0	3480	957985
	<u>1725000</u>			
<b>Unquoted Shares:</b>				
2500 Shares of Ashvik Impex Pvt. Ltd.		25000		0
5000 Shares of Capital Infraprojects Pvt. Ltd.		50000		0
<b>(B) Investment in Partnership Firms :</b>				
(i) Venkateshwara Construction, Mayur Vihar Complex		1815205		2712400
(ii) Indogreen International Hotel		108843000		87583000
(iii) Indo S.S. Hotel		0		3750
(iv) IITL - NIMBUS The Hyde Park Noida		46643506		45000000
<b>(2) Current Investments:</b>				
<b>- In units of mutual funds (unquoted)</b>				
<b>(A) Investment in Reliance Liquid Mutual Fund</b>				
2126014.458 Units (P.Y. 4028.411) of RLMF -		21356240		4032797
Reliance Monthly Interval Fund - Series I ,				
Institutional Dividend Plan				
(Market Value Rs. 2,13,56,240.43, P.Y. - 4032797.13)				
<b>(B) Investment in Canara Robeco Mutual Fund</b>				
1642121.8671 Units ( P.Y. - NIL) of		20373970		0
Canara Robeco Treasury Advantage				
Institutional Daily Dividend Fund				
(Market Value Rs. 2,03,73,970.22, P.Y. NIL)				
		<u>200233358</u>		<u>140289932</u>
<b>SCHEDULE - 7</b>				
<b>INVENTORIES</b>				
Work in Progress - Pearl Business Park Project		210250000	174249990	
Less:- Cost of Revenue recognised as per AS-7		<u>210250000</u>	<u>174249990</u>	0
Work in Progress - Express Park View Project		281281477	4928758	
Less:- Cost of Revenue recognised as per AS-7		<u>175000000</u>	<u>0</u>	4928758
Commercial Properties		37618441		54540693
Residential Properties		35029540		166051490
		<u>178929458</u>		<u>225520940</u>
<b>SCHEDULE - 8</b>				
<b>SUNDRY DEBTORS</b>				
Debtors (unsecured, considered good and outstanding for a period exceeding six months)				
		660901		41630
<b>Others Debtors:</b>				
<b>Debtors for Revenue recognised in terms of AS-7:</b>				
<b>A. Pearl Business Park Project:</b>				
Total Amount Received		429786595	340091368	
Less: Share of Collaborator		<u>279536445</u>	<u>221053488</u>	
Net Amount Received		<u>150250150</u>	<u>119037880</u>	
Revenue Recognised as per AS-7		220500000	180879500	
Less: Share in Advance Received		<u>150250150</u>	<u>119037880</u>	61841620
<b>B. Express Park View Project:</b>				
Revenue Recognised as per AS-7		210000000		
Less: Booking Advance Received		<u>117280226</u>		0
		<u>163630525</u>		<u>61883250</u>

**SCHEDULES ANNEXED TO AND FORMING PART OF THE ACCOUNTS FOR THE YEAR ENDED 31ST MARCH 2011**

	AS AT 31.03.2011		AS AT 31.03.2010	
	AMOUNT (RS.)		AMOUNT (RS.)	
<b>SCHEDULE - 9</b>				
<b>CASH AND BANK BALANCES</b>				
Cash in Hand		1408598		589867
<u>Balance with Scheduled Banks:</u>				
In Current Accounts		24244356		50062942
In Deposit Accounts		8916837		50971
		<u>34569791</u>		<u>50703780</u>
<b>SCHEDULE - 10</b>				
<b>LOANS &amp; ADVANCES</b>				
Advance against T-10B Vasant Square Mall	30778000		15778000	
Advance for Plot to Greater Noida Authority for SPV	25250000		0	
Advance for Plot to Yamuna Expressway Authority for SPV	<u>50500000</u>	106528000	<u>0</u>	15778000
Advances recoverable in cash or in kind or for value to be received	11563608		16135518	
Input Vat	0		9430492	
Security Deposits	2550965		972560	
Income Tax / TDS of earlier years	2245917		2200619	
Advance Income Tax / TDS of current year	7178320		6161776	
Advance Fringe Benefit Tax	0		10000	
Service Tax Receivable	351385		0	
Cess deposited in Advance	<u>0</u>	23890196	<u>488103</u>	35399068
		<u>130418196</u>		<u>51177068</u>
<b>SCHEDULE - 11</b>				
<b>CURRENT LIABILITIES</b>				
Sundry Creditors		191574		704523
Advance against Commercial / Residential units		135000000		69340000
Security / EMD from Clients/Contractors		4289755		12938856
Other Liabilities		4721433		0
TDS Payable		1106571		647514
WIP Uncertified		23802545		8361136
<b>Other Expenses Payable:</b>				
Electricity Expenses Payable	147718		44550	
Telephone Expenses Payable	31145		17467	
Director Remuneration, Sitting Fees Payable	200640		126970	
Salary Payable	152273		157369	
Bonus Payable	50894		79792	
Gratuity Payable	242071		51905	
Other Expenses Payable	<u>22369</u>	847110	<u>0</u>	478053
		<u>169958987</u>		<u>92470082</u>
<b>SCHEDULE - 12</b>				
<b>PROVISIONS</b>				
Provision for Income Tax		11500000		6118893
		<u>11500000</u>		<u>6118893</u>



**SCHEDULES ANNEXED TO AND FORMING PART OF THE ACCOUNTS FOR THE YEAR ENDED 31ST MARCH 2011**

	AS AT 31.03.2011 AMOUNT (RS.)	AS AT 31.03.2010 AMOUNT (RS.)
<b>SCHEDULE - 13</b>		
<b>TURNOVER</b>		
Sales	24620000	60850000
Sales recognised in terms of AS-7	249620500	58187000
	<b>274240500</b>	<b>119037000</b>
<b>SCHEDULE - 14</b>		
<b>OTHER INCOME</b>		
Rent Received	10140000	23789060
Brokerage Income	10000000	0
Collaboration, Liasioning & Technical Fee	0	5979251
Interest Gross	2943	0
Profit / (Loss) on Sale of Assets	0	7921845
Profit / (Loss) from Partnership Firm	743340	-18303
Miscellaneous Income	25000	99990
Long Term Capital Gain on Shares	3022531	0
Dividend Income	2842715	32857
	<b>26776529</b>	<b>37804700</b>
<b>SCHEDULE - 15</b>		
<b>PURCHASE / COST OF CONSTRUCTION</b>		
<b>PURCHASE</b>		
Commercial Properties	511000	11706510
Residential Plots/ Flats	15396016	138762999
<b>COST OF CONSTRUCTION</b>		
Pearl Business Park Project	36000000	57360000
Express Park View Project	134644084	4928758
	<b>186551100</b>	<b>212758267</b>
<b>SCHEDULE - 16</b>		
<b>PERSONNEL EXPENSES</b>		
Salary	4228138	3357884
Bonus	50894	79792
Gratuity	242071	51905
Staff Welfare Expenses	140745	73101
	<b>4661848</b>	<b>3562682</b>

**SCHEDULES ANNEXED TO AND FORMING PART OF THE ACCOUNTS FOR THE YEAR ENDED 31ST MARCH 2011**

	AS AT 31.03.2011 AMOUNT (RS.)	AS AT 31.03.2010 AMOUNT (RS.)
<b>SCHEDULE - 17</b>		
<b>OPERATING &amp; OTHER EXPENSES</b>		
Conveyance	60436	128049
Club Membership	25755	22000
Hotel Boarding & Lodging	11957	55148
Travelling Exp.Incl. Foreign Travelling	462877	500167
Sales Promotion and Publicity (other than Advertisement)	144339	216372
Telephone	197241	64689
Vehicle Running, Repair & Maintenance and Insurance	429756	414111
Advertisement	105484	547360
Fee and Taxes	626943	492280
Insurance Keyman	350701	350701
Insurance	93498	36668
Auditors' Remuneration:		
Statutory Audit Fee	15000	11000
Tax Audit Fee	10000	7500
Computer Repair and Maintenance	15810	38355
Directors Sitting Fee	60000	67000
De-Mat Expenses	1924	
Electricity & Water	283980	317790
Internet Card	0	1529
Legal & Professional Charges	131000	89600
Misc. Expenses	0	480
Meeting Expenses	1875	0
Postage & Telegram	34250	26800
Printing & Stationery	150603	105118
Rent	120000	0
Repairs & Maintenance (Machinery)	149949	151224
Repairs & Maintenance (Building & Properties)	714714	731476
Short & Excess	-1	-1
Security Expenses	40700	0
Stipened charges	41700	0
Books & Periodicals	0	340
Compensation A/c	0	359320
R.O.C.Fee for Increase in Capital	0	1137500
	<b>4280491</b>	<b>5872576</b>
<b>SCHEDULE - 18</b>		
<b>FINANCIAL EXPENSES</b>		
Bank Charges	7308	38161
Interest Expenses:		
on ICD's	10934248	10653388
on Car Loan	2429	46173
on Secured Loan	2629663	3228180
others	3459	1020
	<b>13577107</b>	<b>13966921</b>

**SCHEDULE ANNEXED TO AND FORMING PART OF THE BALANCE SHEET AS AT 31ST MARCH, 2011 AND THE PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED ON THAT DATE****SCHEDULE - 19****NOTES TO THE ACCOUNTS****(A) SIGNIFICANT ACCOUNTING POLICIES****1.) Basis of Accounting**

The financial statements are prepared under historical cost convention on an accrual basis and are in accordance with the requirements of the Companies Act, 1956 and comply with the Accounting Standards referred to in sub-section (3C) of section 211 of the said Act. The preparation of financial statements requires the Management to make estimates and assumptions considered in the reported amounts of assets and liabilities (including contingent liabilities) as of the date of the financial statements and the reported income and expenses during the reporting period. Management believes that the estimates used in preparation of the financial statements are prudent and reasonable. Future results could differ from these estimates.

**2.) Fixed Assets**

Fixed assets are stated at cost less accumulated depreciation and impairment losses. Cost comprises purchase price, duties, levies and any other cost relating to the acquisition and installation of the asset. Fixed assets under construction are treated as soon the assets become operational and ready for use. Borrowing cost, if any, directly attributable to the acquisition and / or construction of fixed asset, until the date assets are ready for its intended use, are capitalized as a part of the cost of that asset subject to the provisions of impairment of the assets.

**3.) Inventories**

Inventories are valued at lower of cost and net realisable value. Construction material cost is determined on a First In First Out basis. Construction work in progress comprises premium for development rights and expenditure relating to construction.

**4.) Depreciation**

Depreciation on fixed assets is charged, on pro-rata, on the Written Down Value Method in accordance with those specified in Schedule XIV of The Companies Act, 1956.

**5.) Revenue recognition**

a) Revenue from real estate projects is recognized on the Percentage of Completion Method. Revenue is recognised in relation to the areas sold, on the basis of percentage of actual costs incurred as against the total estimated cost of the project under execution, subject to such actual costs being 25 percent or more of the total estimated cost. The estimates of saleable area and costs are revised periodically by the Management the effect of such changes in estimates is recognised in the period such changes are determined.

The stage of completion is taken as per the certificate given by the Architect as on 31.03.2011.

b) Fees are accounted as per the terms of contract with the customers.

c) Interest on fixed deposits and inter-corporate deposits is accounted on time proportionate basis.

d) Dividend income is accounted when the right to receive is established.

e) Share of profit from the partnership firm, in which the Company is a partner, is as per the financial statement of the partnership firm.

**6.) Investments**

Long term investments are stated at cost. A provision for diminution is made to recognise a decline, if any, other than temporary in nature, in the value of long term investments.

Current investments are stated at lower of cost and fair value.

**7.) Taxation**

Tax expense comprises of current and deferred tax. Current income tax is measured at the amount expected to be paid to the tax authorities in accordance with the Income-tax Act, 1961. Deferred income taxes reflect the impact of current year timing differences between taxable income and accounting income for the year and reversal of timing differences of earlier years. Deferred tax is measured based on the tax rate and the tax laws enacted or substantially enacted at the balance sheet date.

Deferred tax assets other than on carried forward losses and unabsorbed depreciation are recognised only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets



can be realised.

Deferred tax asset on account of carried forward losses and unabsorbed depreciation are recognised only to the extent that there is virtual certainty supported by convincing evidence that sufficient future taxable income will be available against which such deferred tax assets can be realised.

#### 8.) Provisions

A provision is recognised when an enterprise has a present obligation as a result of past event and it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. Provisions are not discounted to their present values and are determined based on management estimate required to settle the obligation at the balance sheet date. These are reviewed at each Balance Sheet date and adjusted to reflect the current management estimates.

#### 9.) Construction Contract Revenue / Cost

Contract Revenues and Contract Cost are recognized as revenue and expenses respectively by reference to the stage of the completion of the contract activity at the reporting date when and only when the outcome of a construction contract is estimated reliably. When the outcome of a construction contract is not estimated reliably then revenue is recognized only to the extent of contract costs incurred of which recovery is probable and contract costs is recognized as an expense in the period in which they are incurred. An expected loss is recognized as an expense immediately.

#### 10.) Foreign Currency Transaction

Foreign currency transaction is recorded at the rates of exchange prevailing on the date of the transactions. Exchange differences arising on foreign currency transactions are recognized as income or as expenses and accordingly debited or credited to profit and loss account.

#### 11.) Retirement and other Employees' Benefits

##### a) Short term employee benefits:

Short term employee benefits are recognised as an expense at the undiscounted amount in the Profit and Loss Account of the year in which the related service is rendered.

##### b) Long term employee benefits:

The company has a defined benefit employees scheme in the form of Gratuity and for this purpose it has entered into a Group gratuity cum Life Assurance Scheme to be approved under part 'C' of the Fourth Schedule of Income Tax Act, 1961, with the Life Insurance Corporation of India to provide the Gratuity Benefits to the employees of the company under an Irrevocable Trust. The Trustees of the Scheme have entrusted the administration of related fund to L.I.C. The company shall pay to the trustee such contribution as are required to secure the benefits which will include the liberalized death cover to the employees. Expenses for the year is determined on the basis of actuarial valuation of the company's year-end obligation in this regard and the value of year end assets of the scheme. Contribution is deposited with L.I.C. based on intimation received by the Company.

#### 12.) Borrowing Cost

Borrowing costs that are directly attributable to the acquisition, construction or production of a qualifying asset are capitalized as a part of the cost of that asset subject to the provisions of impairment of the assets and other borrowing cost are recognized as expenses in the period in which they are incurred.

#### 13.) Segment Reporting

The Company is mainly engaged in Real Estate and Infrastructure Development activities which constitute Single Primary Business Segment as defined under Accounting Standard 17.

#### 14.) Leases

Assets subject to operating leases are included in the fixed assets, Lease income is recognized in the Profit and Loss Account on a straight line basis over the lease term. Costs, including depreciation are recognized as an expense in the Profit & Loss Account. Initial direct costs such as legal costs, brokerage costs, etc are recognized immediately in the Profit & Loss Account.

#### 15.) Accounting for Joint Ventures

The Company's investments in jointly controlled entities is reflected as investment and accounted for in accordance with the company's accounting policy of investments (see Note A (6) above).

#### 16.) Impairment of Assets

The carrying amount of assets is reviewed at each balance sheet date if there is any indication of impairment of the carrying amount of the company's assets. If any indication exists, then recoverable amount / fair market value of such asset is



estimated. An impairment loss is recognized wherever the carrying amount of the assets exceeds its recoverable amount / fair market value. After impairment, depreciation is provided on the revised carrying amount of the assets over its remaining useful life. A previously recognized impairment loss is increased or reversed depending on changes in circumstances. However the carrying amount after reversal is not increased beyond the carrying value that would have prevailed by charging usual depreciation as if there was no impairment.

**(B) NOTES ON ACCOUNTS**

- 1.) The company has received a notice from D - VAT Department, for Audit of Business Affairs related to Asst. Year 2007-08. The department has raised a demand of VAT @ 12.5% on company's share in sale of units of Pearl Business Park Project. The company has deposited the Net VAT liability with the deptt. after adjusting the input credit for the Asst. Year. 2007-08 and also started to demand the Net VAT liability from the ultimate unitholders.

	2010-11 Amount (Rs.)	2009-10 Amount (Rs.)
<b>2.) Directors' Remuneration</b>		
Managing Director's Salary	30,00,000/-	24,00,000/-
<b>3.) Auditor Remuneration:</b>		
Statutory Audit Fee	15,000/-	11,000/-
Tax Audit Fee	10,000/-	7,500/-
<b>Total</b>	<b>25,000/-</b>	<b>18,500/-</b>
<b>4.) Foreign Exchange</b>		
Earning :	NIL	NIL
Outgoing :		
Director Traveling	42,980/-	49,970/-

- 5.) Basic and diluted earnings per share is computed by dividing profit after tax attributable to equity shareholders for the year by the weighted average number of equity shares outstanding during the year. The Company has not issued any potential equity shares and accordingly, the basic earnings per share and diluted earnings per share are the same. Values used in calculating earnings per share are as under:

	Year ended 31-03-2011	Year ended 31-03-2010
(a) Net Profit after tax available for equity shareholders	2,70,80,627	1,88,21,682
(b) Weighted average number of equity shares outstandings during the year	74,38,000	74,38,000
(c) Basic and Diluted, earnings per equity share of Rs. 10/- each	3.64	2.53

**6.) The break-up of Deferred Tax Liability is as under:**

Nature of timing difference	Deferred Tax Liability as at 31 <sup>st</sup> March, 2010 Amount (Rs.)	Charge for the current year Amount (Rs.)	Deferred Tax Liability as at 31 <sup>st</sup> March, 2011 Amount (Rs.)
Depreciation	6,08,068/-	32,02,825/-	38,10,893/-

**7.) Related Party Disclosure**

- a.) Names of related parties and nature of related party relationship where control exists are as under:

Group Company:	Nimbus India Limited
	Nimbus Propmart Limited
	Nimbus Multicommodity Brokers Limited

b) Names of other related parties and nature of relationship where there are transactions with Related parties:

Joint Venture Entities :

INDOGREEN INTERNATIONAL  
(w.e.f. 13<sup>th</sup> November 2007)

VENKATESHWARA CONSTRUCTIONS  
(w.e.f. 18<sup>th</sup> August 2004)

IITL NIMBUS The Hyde Park Noida  
(w.e.f. 9<sup>th</sup> April 2010)

Capital Infraprojects Private Limited  
(w.e.f. 24<sup>th</sup> March 2011)

Key Management Personnel:

Mr. Bipin Agarwal (Managing Director)

c) Related Party Transactions:

Nature of Transactions		Group Company	Joint Venture Entities	Key Management Personnel	Relatives of Key Management Personnel
Sr. No.	Particulars	Amount (Rs.)	Amount (Rs.)	Amount (Rs.)	Amount (Rs.)
a	Advance Received against Property from Nimbus India Limited	NIL (1,50,00,000)	- (-)	- (-)	- (-)
b	Amount paid to Paras Realtech Limited towards Construction / maintenance work	- (-)	- (-)	- (-)	49,498/- (13,35,605)
c	Contribution towards Partnership firm IITL NIMBUS The Hyde Park Noida	- (-)	NIL (4,50,00,000)	- (-)	- (-)
d	Share of Profit from Partnership Firm IITL NIMBUS The Hyde Park Noida	- (-)	1,643,506 (N.A.)	- (-)	- (-)
e	Contribution towards Partnership firm INDOGREEN INTERNATIONAL	- (-)	2,12,60,000 (2,03,50,000)	- (-)	- (-)
f	Share of Profit from Partnership Firm Venkateshwara Constructions	- (-)	(-) 8,97,195 [(-) 18,303]	- (-)	- (-)
g	Purchase of Equity Shares Capital Infraprojects Private Limited	- (-)	50,000 (N.A.)	- (-)	- (-)
h	Amount Receivable from IITL NIMBUS The Hyde Park Noida	- (-)	14,283 (82,68,300)	- (-)	- (-)
i	Remuneration to Mr. Bipin Agarwal	- (-)	- (-)	30,00,000 (24,00,000)	- (-)

#### 8.) Defined Benefit Plan

The employee's gratuity fund scheme managed by L.I.C. of India under a defined benefit plan. The present value of obligation is determined based on the actuarial valuation using the Projected Unit Credit Method, which recognizes each period of service as giving rise to additional unit of employee benefit entitlement and measures each unit separately to build up the final obligation and the final obligation.



Actuarial Assumptions	Gratuity (Funded) Amount (Rs.)	
	2010-11	2009-10
Mortality Rate	LIC (1994-96) ultimate	LIC (1994-96) ultimate
Discount Rate (per annum)	8%	8%
Rate of increase in Compensation Level	6%	6%
<b>Table showing changes in present value &amp; other obligations:</b>		
Present value of past service benefit	4,11,116	1,57,726
Fund Value as on renewal date	2,11,910	1,33,492
Current Service Cost	39,767	25,883
Total Service Gratuity	22,79,763	14,25,752
Accrued Gratuity	6,59,745	6,85,635
<b>Expenses recognized in statement of Profit &amp; Loss:</b>		
Current Service Cost	39,767	25,883
Additional Contribution for existing fund	1,99,206	24,234
LC Premium	2,809	1,597
Service Tax @ 10.3%	289	164
<b>Total</b>	<b>2,42,071</b>	<b>51,878</b>

9.) The company had entered into a collaboration agreement, under joint control, to construct a commercial complex "Pearl Business Park" at Pitampura, Delhi. On revision of the project it has been found that the project has been completed as on the 31st March, 2011. The revenue from and interest in such entity has been accounted for as an investment in terms of the provisions of the AS-27.

10.) The Company had launched a Group Housing Project "**Express Park View**" at Greater Noida in Sep. 2009. The Apartments are being planned on a Land admeasuring 9951.04 Sq. mtrs. situated at Plot No GH-10B, Sector CHI-V, Greater Noida, U.P., located in main Noida- Greater Noida Expressway. The proposed Flatted Residential Development shall encompass all important facilities and amenities such as well laid out roads and paths, landscaped areas and beautiful parks, street lights and well designed services to give world class comfort feeling to the residents. Project consisting of 332 flats in totality. Apartments shall be 2 Bed Rooms and 3 Bed Rooms in sizes varying 831sq.ft. to 1458 sq.ft. On revision of the project it was found that 25% of the construction work has been completed as on 31st March, 2011.

The Company has booked total 237 Flats of varying sizes in the said project and has collected the booking amount of Rs. 11.73 Crore for the above said booking of flats till 31.03.2011.

11.) The Company had entered into a Partnership "**IITL-NIMBUS THE HYDE PARK NOIDA**" in April 2010 with M/s IITL Projects Ltd. & M/s Supertech Ltd. to develop the Group Housing Project "The Hyde Park" at Plot No. GH-03, Sector 78, Noida. The agreed Capital Ratio between the partners is 45:45:10 and profit will be shared in the Weighted Average Capital Ratio. The Hyde Park Project for Residential Development shall encompass all important facilities and amenities such as well laid out roads and paths, landscaped areas and beautiful parks, street lights and well designed services to give world class comfort feeling to the residents. Project consisting of 1920 flats in totality. Apartments shall be of IBHK/ 2BHK/ 3BHK & 4BHK in sizes varying 525sq.ft. to 2235 sq.ft.

The Company has booked total 865 Flats of varying sizes in the said project and has collected the booking amount of Rs. 69.33 Crore for the above said booking of flats till 31.03.2011.

12.) During the year, the Company by virtue of Agreements has entered into Joint Ventures for the following real estate projects:

i. **EXPRESS PARK VIEW - II** - The Company with **IITL Projects Limited** (formerly known as Indo Green Projects Limited) and **Assotech Limited** formed a Partnership Firm named "IITL - NIMBUS THE EXPRESS PARK VIEW" ("the firm") vide Partnership deed dated 15th April, 2011. The Company's share in the firm is 47.50%. The initial capital contributed by the Company amounts to Rs. 250,000 and further contribution of Rs. 25,000,000 upto 31st March, 2011. This aggregated amount of Rs. 25,250,000 is shown under Loans and Advances as 'Advance for Plot to Greater Noida Authority for SPV', pending formation of Partnership Firm as at the year end. The Company has agreed to contribute further capital as and when needed for the real estate project.

ii. **The Palm Village** - The Company with **IITL Projects Limited** (formerly known as Indo Green Projects Limited) and **Assotech Limited** formed a Partnership Firm named "IITL - NIMBUS THE PALM VILLAGE" ("the firm") vide Partnership deed dated 24th June, 2011. The Company's share in the firm is 47.50%. The initial capital contributed by the Company amounts to Rs. 5,00,000/- and further contribution of Rs. 5,00,00,000/- upto 31st March, 2011. This aggregated amount of Rs. 5,05,00,000/- is shown under Loans and Advances as 'Advance for Plot to Yamuna Expressway Authority for SPV', pending formation of Partnership Firm as at the year end. The Company has agreed to contribute further capital as and when needed for the real estate project.

- 13.) The company has purchased 50% shareholding of M/s "Capital Infraprojects Pvt. Ltd." in March 2011. A Plot of Land admeasuring approx. 40,000 sq. mtrs. at Plot No. GH-01/E, Sector – 168, Noida under scheme code GH-2010-(III) was allotted by the New Okhla Industrial Development Authority to M/s "Capital Infraprojects Pvt. Ltd." vide Allotment Letter dt. 17.08.2010, at which the company will develop a Group Housing Project. The Project "The Golden Palms" shall encompass all important facilities and amenities such as well laid out roads and paths, landscaped areas and beautiful parks, street lights and well designed services to give world class comfort feeling to the residents.
- 14.) The Company had entered into a Partnership with M/s. Green Meadows Private Limited under the name and style of "INDOGREEN INTERNATIONAL" to develop a Hotel Project "FORTUNE INN" at Mandawali, Delhi.

As per the reconstitution of the partnership, the share of the company in the said partnership has been increased from 50% to 90% and M/s. Green Meadows Private Limited has been retired from the partnership firm w.e.f. 01/04/2011 and a new partner M/s RCJ Investment Trust Pvt. Ltd. entered into the Partnership w.e.f. 01/04/2011.

The Firm is a jointly controlled entity and prepares its own separate financial statements and will be assessed as Firm under the Income Tax Act. The construction work is going on and on revision of the project it was found that 95% of the project has been completed as on 31st March, 2011 & the finishing work is in progress.

The revenue from and interest in such entity has been accounted for as an investment in terms of the provisions of the AS-27.

- 15.) The company, with Hepta Developers Pvt. Ltd. has been carrying on a business under a Partnership Firm namely M/s Venketashwara Constructions. The Company's capital and Profit sharing ratio is 75%. The Firm is a jointly controlled entity and prepares its separate financial statements and is assessed as firm under the Income Tax Act 1961. The revenue from and interest in such entity has been accounted for as an investment in terms of the provisions of the AS-27.
- 16.) The company has mainly engaged in Real Estate and Infrastructure Development activities which constitute Single Primary Business Segment as defined under As-17.
- 17.) The Company had given an office premises on operating lease with monthly lease rental of Rs. 12,00,000/-, which was terminated by the lessee in November 2010 and the Company has received total rental income of Rs. 1,06,00,000/- till November 2010 during the year and after that the said property become vacated.

During the year, the company has given another three office premises on operating lease for a period of thirty three (33) month from the date of execution of Leave and License Agreement. The company has received total rental income of Rs. 7,10,000/- during the year.

The future minimum Lease Rent Income under operating lease for each of the following periods are as under:

Particulars	Year ended 31 <sup>st</sup>	Year ended 31 <sup>st</sup>
	March 2011 (Rs.)	March 2010 (Rs.)
Not Later than one year	15,60,000/-	-
Later than one year but not later than five years	20,20,000/-	-
Later than five years	-	-
<b>Total</b>	<b>35,80,000/-</b>	-

- 18.) There are no amounts due to the suppliers covered under the Micro, Small and Medium Enterprises Development Act, 2006; this information takes into account only those suppliers who have responded to the enquiries made by the Company for this purpose. This has been relied upon by the auditors.
- 19.) In compliance with the Accounting Standard 27 on 'Financial Reporting of Interests in Joint Ventures' as notified by the Companies (Accounting Standards) Rules, 2006, the Company has interests in the following jointly controlled entities:

Name of Joint Venture	Nature of Project	Ownership Interest	Country of Incorporation
IITL NIMBUS The Hyde Park Noida	Real Estate	45%	India
Indogreen International	Real Estate	50%	India
Venkateshwara Construction	Real Estate	75%	India
Capital Infraprojects Private Limited	Real Estate	50%	India



Financial interest of the company in jointly controlled entities is as under: (Amount in Rs.)

Name of Joint Venture	IITL NIMBUS The Hyde Park Noida	Indogreen International	Venkateshwara Constructions	Capital Infraprojects Private Limited
Assets	88,98,74,558 (N.A.)	15,02,27,100 (13,08,19,025)	22,40,831 (31,15,526)	53,73,76,480 (N.A.)
Liabilities	84,32,31,052 (N.A.)	4,36,86,025 (4,35,46,600)	22,500 (-)	53,73,44,455 (N.A.)
Income	17,92,006 (N.A.)	- (-)	- (-)	- (N.A.)
Expenses	- (N.A.)	- (-)	- (-)	17,975 (N.A.)
Tax	1,48,500 (N.A.)	- (-)	- (-)	- (N.A.)
Capital Commitments	- (N.A.)	- (-)	- (-)	- (N.A.)
Contingent Liability	- (N.A.)	- (-)	- (-)	- (N.A.)

Note:

- The Company's share of assets, liabilities, income and expenditure has been included on the basis of audited financial information of its joint ventures.
- Previous year figures are in brackets.

20.) Figure of the previous year has been regrouped / rearranged / recasted wherever necessary to confirm the figures of the current year.

for **ANIL PRAHALAD & CO.**  
CHARTERED ACCOUNTANTS  
Firm Regn. No. : 003921C

*Anil Kumar*  
(**ANIL KUMAR**)  
Prop.  
Membership No. : 73030

PLACE: New Delhi  
DATED: 26/08/2011

for and on behalf of the Board

*Bipin Agarwal*  
(**BIPIN AGARWAL**)  
MANAGING DIRECTOR

*Jitendra Kumar*  
(**JITENDRA KUMAR**)  
(A.G.M. - FIN. & ACC.)

*Lalit Agarwal*  
(**LALIT AGARWAL**)  
DIRECTOR

*Neha Bhatia*  
(**NEHA BHATIA**)  
(COMPANY SECRETARY)

**CASH FLOW STATEMENT ( PREPARED PURSUANT TO LISTING AGREEMENT)**

	For the year ended 31.3.2011 ( Rs.)	For the year ended 31.3.2010 ( Rs.)
<b>A. CASH FLOW FROM OPERATING ACTIVITIES</b>		
Net Profit after Tax and Extra ordinary Items :	27080627	18821682
Adjustment for --		
Depreciation	3563965	5877087
Provision for Tax	11500000	6118893
Deffered Tax Expenses ( Income)	3202825	-293477
Profit / Loss from Partnership Firm	-743340	18303
Profit on sale of Fixed Assets	0	-7921845
Interest	13569799	13928761
<b>Operating profit before working capital changes:</b>	<b>58173876</b>	<b>36549405</b>
Adjustment for --		
Trade and other receivables	-173810083	-55127353
Inventories	46591482	-109781393
Trade Payables	71370013	3978093
<b>Cash Generated from operation:</b>	<b>2325287</b>	<b>-124381248</b>
Interest Paid	-13569799	-13928761
Income Tax Paid	-7178320	-6171776
<b>Cash flow before extra- ordinary items</b>	<b>-18422832</b>	<b>-144481785</b>
<b>Net cash ( used in ) generating from operating activities (A)</b>	<b>-18422832</b>	<b>-144481785</b>
<b>B.CASH FLOW FROM INVESTING ACTIVITIES</b>		
Investment in Shares & Other Investment	-59943425	-69364494
Profit / Loss from Jointly Controlled Entity	743340	-18303
Purchase of Fixed Assets	-7205725	-6537852
Purchase Value of Properties shown as Leased Assets	0	-1302300
Transfer Value of Properties transferred from Leased Assets	0	33644000
Sale of Fixed Assets	0	1950000
<b>Net cash ( used in ) Investing activities (B)</b>	<b>-66405810</b>	<b>-41628949</b>
<b>C. CASH FLOW FROM FINANCING ACTIVITIES</b>		
Share Capital	0	5000
Secured Loan	-86253702	-858019
Deferred Payment Liability from G.N.I.D.A.	-6055966	92453879
Unsecured Loan	161004320	138409322
<b>Net cash generating from financing activities (C)</b>	<b>68694652</b>	<b>230010182</b>
<b>NET CHANGE IN CASH EQUIVALENT (A+B+C)</b>	<b>-16133989</b>	<b>43899448</b>
<b>Cash &amp; Cash Equivalent:</b>		
Opening Balance	50703780	6804332
Closing Cash & Cash Equivalent	34569791	50703780
<b>Closing Balance</b>	<b>34569791</b>	<b>50703780</b>

**AUDITORS' CERTIFICATE**

To,  
The Board of Directors,  
NIMBUS PROJECTS LIMITED

We have examined the above cash flow statement of NIMBUS PROJECTS LIMITED, for the year ended on March 31, 2011. The statement has been prepared by the company in accordance with the requirements of Clause-32 of the listing agreement with Stock Exchanges and is based on and is in agreement with the corresponding profit and loss account and Balance sheet of the Company covered by our report dated 26/08/2011 to the members of the company.

Place : New Delhi  
Date : 26/08/2011

For Anil Kumar & Company  
Chartered Accountants  
Firm Regn No. 003921C

Anil Kumar (Prop.)  
M.No-78030  
Jaipur

## BALANCE SHEET ABSTRACT AND COMPANY'S GENERAL PROFILE

**1 Registration Details :**

Registration No. :	55470		
Balance Sheet Date :	31.03.2011	State Code :	55

**2 Capital raised during the year (Amount in Rs. Thousand)**

	Public Issue (Including Promoters' Contribution)	Right Issue
	NIL	NIL
	Bonus Issue	Private Placement
	NIL	NIL

**3 Position of Mobilisation and Deployment of Funds (Amount in Rs. Thousand)**

	Total Liabilities	Total Assets
	770670	770670
<b>SOURCES OF FUNDS</b>		
	Paid-Up Capital	Reserves & Surplus
	74380	64889
	Secured Loans	Unsecured Loans
	16985	343040
		Deferred Tax Liability
		3811
<b>APPLICATION OF FUNDS</b>		
	Net Fixed Assets	Investments
	62888	200233
	Net Current Assets	Misc. Expenditure
	326089	0
	Accumulated Loss	
	NIL	

**4 Performance of Company (Amount in Rs. Thousand)**

	Gross Income	Total Expenditure
	479946	438155
	Profit Before Tax	Profit After Tax
	41791	27081
	Earning Per Share.- Basic & Diluted (in Rs.)	Dividend Rate %
	3.64	NIL

**5 Generic Name of Three Principal Products / Services of Company**

(as per monetary terms)

Item Code NO. : NA

(ITC Code)

Product Description: REAL ESTATES, DEVELOPER, CONSTRUCTION AND ALLIED ACTIVITIESfor **ANIL PRAHALAD & CO.**

CHARTERED ACCOUNTANTS

Firm Regn No. : 003921C

**(ANIL KUMAR)**

Prop.

Membership No. : 73030

PLACE: New Delhi

DATED: 26/08/2011

for and on behalf of the Board

**(BIPIN AGARWAL)**  
MANAGING DIRECTOR**JITENDRA KUMAR**  
(A.G.M. - FIN. & ACC.)**(LALIT AGARWAL)**  
DIRECTOR**NEHA BHATIA**  
(COMPANY SECRETARY)



**NIMBUS PROJECTS LTD.**  
REGD. OFFICE : 313-315, Vikas Deep Building,  
District Center, Laxmi Nagar, Delhi-110092

**ATTENDANCE SLIP**

(Please complete the attendance slip and hand it over at the entrance of the meeting hall)

FOLIO NO/ DP-ID- Client ID \_\_\_\_\_

I hereby record my presence at the 18th Annual General Meeting of the Company being held on Friday , the 30<sup>th</sup> day of September, 2011, at GGS Restaurant, Plot No.14, District Centre, Laxmi Nagar, Delhi – 110092.

NAME OF THE SHAREHOLDERS \_\_\_\_\_

NAME OF THE PROXY \_\_\_\_\_  
(To be filled in case the proxy attends instead of Shareholders)

Signature of Shareholders/Proxy \_\_\_\_\_  
\*Strike out whichever is not applicable

NO GIFTS OR GIFT COUPENS WIIL BE DISTRUBUTED IN THE ANNUAL GENERAL MEETING

**NIMBUS PROJECTS LTD.**  
REGD. OFFICE : 313-315, Vikas Deep Building, District Center, Laxmi Nagar, Delhi-92.

**PROXY FORM**

(Please complete the proxy slip and hand it over at the entrance of the meeting hall)

Folio No /DP-ID- Client ID \_\_\_\_\_

I/We \_\_\_\_\_ of \_\_\_\_\_ being a member of **NIMBUS PROJECTS LTD.** hereby appoint \_\_\_\_\_ Shri/Smt \_\_\_\_\_ of \_\_\_\_\_ or failing him/her Shri/Smt \_\_\_\_\_ of \_\_\_\_\_ as my/our proxy to vote for me /us and on my/our behalf at the 18th Annual General Meeting of the Company to be held on the Friday , the 30<sup>th</sup> day of September 2011 at GGS Restaurant, Plot No.14, District Centre, Laxmi Nagar, Delhi – 110092 and at any adjournment thereof.

As Witness my/our hands (S) this \_\_\_\_\_ day of \_\_\_\_\_ 2011

Affix a Rs 2  
Revenue  
Stamp

\_\_\_\_\_  
Signature of the Shareholder(s)

Note: Proxy Form must be returned so as to reach the registered office of the Company not less than 48 hours of before the meeting.