

NPL/BSE/2025-26/09

May 14, 2025

To,
Listing Department
BSE Limited
Department of Corporate Services,
Phiroze Jeejeebhoy Tower,
Dalal Street, Mumbai-400001

Scrip Code: 511714
Scrip ID: NIMBSPROJ

Subject: Intimation under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") - Acquisition of shares of Brothers Trading Private Limited by virtue of the Scheme of Arrangement (as defined hereinafter)

Ref.: Scheme of Arrangement for Amalgamation of Gupta Fincaps Private Limited ("Transferor Company 1"), Urvashi Finvest Private Limited ("Transferor Company 2"), Intellectual Securities Private Limited ("Transferor Company 3"), Happy Graphics and Exhibition Private Limited ("Transferor Company 4"), Link Vanijya Private Limited ("Transferor Company 5"), Dynamo Infracon Private Limited ("Transferor Company 6"), Pushpak Trading & Consultancy Private Limited ("Transferor Company 7"), Mokha Vyapaar Private Limited ("Transferor Company 8"), Padma Estates Private Limited ("Transferor Company 9") ("Transferor Companies") with Nimbus Projects Limited ("Transferee Company"/ "the Company") and their respective shareholders and creditors sanctioned by the Hon'ble NCLT, New Delhi Bench vide its order dated 23.01.2025 read with 25.02.2025 and Hon'ble NCLT, Kolkata Bench vide its order dated 07.04.2025 ("the Scheme of Arrangement"/ "the Scheme");

Dear Sir/Madam,

In furtherance to our communication in accordance with Regulation 30 of Listing Regulations dated May 14, 2025 regarding effectiveness of the Scheme of Arrangement and pursuant to the compliance with Regulation 30 read with Part A of Schedule III of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force) ("Listing Regulations"), we wish to inform you that the Company has acquired 49.96% share capital of Brothers Trading Private Limited by virtue of the above referred Scheme of Arrangement. Further, pursuant to the aforementioned acquisition, Brothers Trading Private Limited has become associate of the Company in terms of Regulation 2 (1) (b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015.

The details as required under Regulation 30 of Listing Regulations read with SEBI Circular SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024 is enclosed as "**Annexure A**".

Kindly take the above information on record and acknowledge the receipt.

Thanking You

Yours Faithfully
For Nimbus Projects Limited

Ritika Aggarwal
(Company Secretary & Compliance Officer)
M. No: A69712

"Annexure-A"

<i>Disclosure of information pursuant to Regulation 30 of SEBI (LODR) Regulations read with SEBI Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024</i>	
a)	<p>Name of the target entity, details in brief such as size, turnover etc.</p> <p>Name of Target Entity: Brothers Trading Private Limited Details of the Company as on 31.03.2024 Paid up Share Capital: 2,89,46,000 Turnover: Rs. 51,40,770</p>
b)	<p>Whether the acquisition would fall within related party transaction(s) and whether the promoter/ promoter group/ group companies have any interest in the entity being acquired? If yes, nature of interest and details thereof and whether the same is done at "arm's length"</p> <p>The acquisition is a related party transaction.</p> <p>Promoters and members of the Promoter Group, by virtue of their shareholding and directorship in Brothers Trading Private Limited, have an interest in the entity being acquired.</p> <p>This transaction is on arm's length basis.</p> <p>However, please note that the above acquisition has occurred by virtue of the above referred Scheme of Arrangement.</p>
c)	<p>Industry to which the entity being acquired belongs</p> <p>Finance Industry</p>
d)	<p>Objects and impact of acquisition (including but not limited to, disclosure of reasons for acquisition of target entity, if its business is outside the main line of business of the listed entity)</p> <p>Pushpak Trading & Consultancy Private Limited (Transferor Company 7) and Mokha Vyapaar Private Limited (Transferor Company 8) was cumulatively holding 144610 equity shares consisting of 49.96% of equity shares of Brothers Trading Private Limited, as investments.</p> <p>Upon the amalgamation of these two Transferor Companies, the entire investment held by these Transferor Companies in Brothers Trading Private Limited was transferred to the Company. Thus, the Company has acquired 49.96% equity shares in Brothers Trading Private Limited.</p> <p>Due to the above acquisition, Brothers Trading Private Limited has become associate of the Company.</p>
e)	<p>Brief details of any governmental or regulatory approvals required for the acquisition</p> <p>The scheme was approved by Hon'ble National Company Law Tribunal, New Delhi Bench ("NCLT Delhi") vide its order dated 23rd January, 2025 (Certified copy of the said Order received on 24th March, 2025) and by Hon'ble National Company Law Tribunal, Kolkata Bench ("NCLT Kolkata") vide its order dated 07th April, 2025 (Certified copy of the said Order received on 16th April, 2025)</p>
f)	<p>Indicative time period for completion of the acquisition</p> <p>Not Applicable</p>

g)	Nature of Consideration whether cash consideration or share swap or any other form and details of the same.	In consideration of the amalgamation of Mokha Vyapaar Private Limited and Pushpak Trading & Consultancy Private Limited, equity shares will be issued by the Company to the shareholders of the respective transferor companies in accordance with the share exchange ratios specified in the Scheme of Arrangement.
h)	Cost of acquisition and/or the price at which the shares are acquired	Since, the instant acquisition has occurred pursuant to the Scheme of Arrangement referred above, the cost of acquisition /price is not applicable.
i)	Percentage of shareholding / control acquired and / or number of shares acquired	49.96%
j)	Brief background about the entity acquired in terms of products/line of business acquired, date of incorporation, history of last 3 years turnover, country in which the acquired entity has presence and any other significant information (in brief)	<p>a. Brief background about the entity acquired in terms of products /line of business acquired: Brothers Trading Private Limited is engaged in the business of Finance Industry.</p> <p>b. Date of Incorporation: June 28, 1993</p> <p>c. Revenue from Operations: (in Rs.)</p> <p>For F.Y. 2023-24: Rs. 51,40,770</p> <p>For F.Y. 2022-23: Rs. 11,52,820</p> <p>For F.Y. 2021-22: Rs. Nil</p> <p>d. Country of Presence: India</p> <p>e. Other information: Not applicable</p>