

NPL/BSE/2024-25/113

March 24, 2025

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

Scrip Code: 511714
Scrip ID: NIMBSPROJ

Sub: Intimation under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Re: 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') and their respective shareholders and creditors ('Scheme').

Dear Sir(s)/ Madam(s),

This is with reference to our earlier intimation dated 28th January, 2025, we wish to inform you that the Transferor Company 1, 2, 6 and the Transferee Company have jointly filed an application with the Hon'ble National Company Law Tribunal, Delhi Bench ('Hon'ble Tribunal'), seeking an extension of time for filing e-Form INC 28 with the Registrar of Companies (ROC). Further, the Hon'ble Tribunal has, vide its order dated 25th February, 2025 (Certified copy received today i.e. on 24th March, 2025) granted the requested extension. The certified copy of the order is attached herewith.

Any further information in this connection will be submitted with the Exchanges in due course.

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

Encl: As above



IN THE NATIONAL COMPANY LAW TRIBUNAL: NEW DELHI
COURT – IV

Item No.304

New IA/61/ND/2025 IN CP(CAA)50/ND/2024

IN THE MATTER OF:

Gupta Fincaps Private Limited And Urvashi
Finvest Private Limited

...

Applicant

Under Section 230-232 of Companies Act, 2013

Order delivered on 25.02.2025

CORAM:

SHRI MANNI SANKARIAH SHANMUGA SUNDARAM,
HON'BLE MEMBER (JUDICIAL)
DR. SANJEEV RANJAN,
HON'BLE MEMBER (TECHNICAL)

PRESENT:

For the Applicant : Adv. S. Shiva, Adv. Rishabh Singh in New
IA/61/ND/2025
For the Respondent :
For the ITD : Adv. ParthSemwal, Adv. Abhishek Maratha, Adv.
Apoorv Agarwal

HYBRID HEARING (PHYSICAL & VC)

ORDER

1. This Application has been filed by Applicant Companies under Rule 11

read with Rule 153 of National Company Law Tribunal, Rules, 2016 For

Seeking Extension to File E-Form INC-28 with the following prayers:

- i) To pass an order allowing the present application for seeking extension of time to file e-Form INC-28 within 30 (thirty) days of receipt of the certified copy of the order of Hon'ble NCLT, Kolkata Bench;
- ii) To pass an order extending the time period for filing the certified copy of the order dated 23.01.2025 with the Registrar of Companies and directing the Applicant Company 1/Transferor Company 1,



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No. of Pages 5
Copying Fee 5L
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Date of Delivery of Copy 24/3/25
24/3/25
24.03.2025
National Company Law Tribunal
New Delhi



Applicant Company 2 /Transferor Company 2, Applicant Company 3/ Transferor Company 6 and Applicant Company 4/ Transferee Company to file the certified copy of the order dated 23.01.2025 with the Registrar of Companies after the receipt of the certified copy of the order of the Hon'ble NCLT, Kolkata Bench to be passed in CP(CAA) 80/KB/2024

iii) To pass such other and further Orders as this Hon'ble Tribunal may deem fit in the facts and circumstances of the case.

2. The Applicant submitted that it is seeking extension of time to file e-Form INC-28 with the Registrar of Companies New Delhi, in Company Petition No. CP (CAA) 50 (ND) /2024 connected with Company Application (CAA) No. 7 /ND/2024 jointly filed by the Applicant Companies under the provisions of Sections 230 - 232 of the Companies Act, 2013 before this Tribunal pertaining to a Scheme of Arrangement for Amalgamation amongst 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") with Nimbus Projects Limited ("Transferee Company").

3. The Applicant stated Transferor Company 1/ Applicant Company 1, Transferor Company 2/ Applicant Company 2, Transferor Company 6/ Applicant Company 3 and the Transferee Company/ Applicant Company 4 whose registered office are situated in New Delhi were falling within the jurisdiction of this Hon'ble National Company Law Tribunal, New Delhi Bench.
4. Further, That the remaining companies i.e. Transferor Company 3, Transferor Company 4, Transferor Company 5, Transferor Company 7, Transferor Company 8 and Transferor Company 9 whose registered office are situated in West Bengal are falling within the jurisdiction of the Kolkata Bench of the Hon'ble National Company Law Tribunal.
5. The Applicant submitted that this Tribunal vide order dated 23rd January, 2025 had sanctioned the abovementioned Scheme of Amalgamation. However, the Scheme of Amalgamation is pending for approval before Hon'ble National Company Law Tribunal, Kolkata Bench within whose jurisdiction Transferor Company 3, Transferor Company 4, Transferor Company 5, Transferor Company 7, Transferor Company 8 and Transferor Company 9 are situated.
6. The Applicant submitted that it pertinent to note that the Applicant Company 4 herein being a Transferee Company is required to file before the ROC the certified copy of all the orders passed by the Hon'ble





Tribunal sanctioning the Scheme of Amalgamation in e-Form INC-28. However, it is a matter of fact on record that the Company Petition No. CP(CAA) 80/KB/2024 filed by the remaining the transferor companies before the Hon'ble NCLT, Kolkata Bench is pending as on date and the next date of hearing in the said matter is 28.03.2025.

7. The Applicant further submitted that the Applicant Companies most respectfully submits that due to a procedural difficulty, they would be unable to file the certified copy of the order with the ROC at this stage, and that, the directions of this Hon'ble Tribunal passed vide its order dated 23.01.2025 pertaining to filling of e-Form INC 28 can be complied after the receipt of the certified copy of the order that would be passed by the Hon'ble NCLT, Kolkata Bench.
8. After hearing the submissions of the counsel appearing for the Applicant, we are inclined to refer to Rule 161 of the NCLT Rules, 2016 which is reproduced here-below:

161. Filing of Order of the Tribunal with the Registrar of Companies.- *The certified copy of the order passed by the Tribunal shall be filed by the company in form INC-28 alongwith fee of Rupees five hundred with the Registrar of Companies within the time specified in the Act or specified by the Tribunal. Where no time limit is prescribed by the Tribunal, such order shall be filed within thirty days from the date of receipt of certified copy of the order.*





9. Considering the facts and circumstances of the case and in exercise of the inherent powers of this Tribunal under **Rule 11 of the National Company Law Tribunal Rules, 2016**, the application is allowed. The applicant is granted an extension of time to file e-Form INC-28 within 30 (thirty) dayson the receipt of the certified copy of the order of the Hon'ble NCLT, Kolkata Bench to be passed in CP(CAA) 80/KB/2024with the Registrar of Companies.

With the above observation and directions, the above application **stands disposed of**.



Sd/-

DR. SANJEEV RANJAN
MEMBER (TECHNICAL)

Sd/-

MANNI SANKARIAH SHANMUGA SUNDARAM
MEMBER (JUDICIAL)

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PIN

JR/DR/AR/Court Officer
National Company Law Tribunal
New Delhi

Vimlesh Tiwari

PIN 24.03.2025

Deputy Registrar
National Company Law Tribunal
CGO Complex, New Delhi-110003