

To,
BSE LTD
Floor 25, P.J Towers,
Dalal Street,
Mumbai-400 001

Subject: Applicability of Regulation 15(2) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015

Ref:- Nimbus Foods Industries Limited

Dear Sir,

We, Khandelwal Devesh & Associates, Practising Company Secretaries hereby certify that the paid up Equity Share capital of the Company is Rs.7,30,61,080/- and the net worth of the company is Rs. 14,99,61,833/- as on 31.03.2015. As per Regulation 15(2) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, the compliance with the corporate governance provisions as specified in regulations 17 to 27 and clauses (b) to (i) of sub-regulation (2) of regulation 46 and paras C, D and E of Schedule V of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 shall not apply, in respect of:

- a) the listed entity having paid up equity share capital not exceeding rupees ten crore and net worth not exceeding rupees twenty five crore, as on the last day of the previous financial year;
Provided that where the provisions of the regulations specified in this regulation becomes applicable to a listed entity at a later date, such listed entity shall comply with the requirements those regulations within six months from the date on which the provisions became applicable to the listed entity.

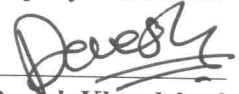
Accordingly it may be noted that the paid-up Share capital of the company is below Rs. 10 crore and Net Worth of the Company has not exceeded Rs. 25 crore, as on 31st March, 2015 and hence **Corporate Governance provisions are not applicable to the company.**

Thanking You,

Date:-27/01/2016

Place:-Ahmedabad

For, **Khandelwal Devesh & Associates**
Company Secretaries



Devesh Khandelwal

Proprietor

FCS:- 6897

COP:-4202