

To,
BSE Ltd.
P.J. Tower, Dalal Street,
Mumbai – 400 001

Sub: Non-applicability of Clause 49
Ref:- Nimbus Foods Industries Limited

Dear Sir,

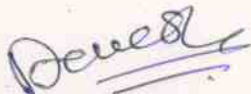
We, Khandelwal Devesh & Associates, Company Secretaries, hereby certify that the paid up Equity capital of the Company is Rs. **7,30,61,080/-** and the net worth of the company is Rs. **14,99,61,833/-** as on 31.03.2015. As per SEBI circular no: CFD/POLICYCELL/7/2014 dated 15th September, 2014, Clause 49 of the Listing agreement shall not be mandatory to the following class of companies:

- a) Companies having paid up equity share capital not exceeding Rs.10 crore and Net Worth not exceeding Rs.25 crore, as on the last day of the previous financial year;
Provided that where the provisions of Clause 49 becomes applicable to a company at a later date, such company shall comply with the requirements of Clause 49 within six months from the date on which the provisions became applicable to the company.

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 is not applicable to the Company.*

Thanking You,

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



Devesh Khandelwal
Proprietor
FCS:- 6897
COP:-4202
Date:-27/08/2015
Place:-Ahmedabad