NILA INFRASTRUCTURES LIMITED

Nila/Cs/2018/265
Date: September 04, 2018

To,
The Department of Corporate Services
**BSE Limited**
Phirozee Jeejeebhoy Towers,
Dalal Street, Fort,
Mumbai- 400 001

**Scrip Code: 530377**

To,
The Listing Department
**National Stock Exchange of India Limited**
Exchange Plaza, Plot no. C/1, G Block,
Bandra-Kurla Complex, Bandra (E),
Mumbai - 400 051

**Scrip Symbol: NILAINFRA**

**Dear Sir,**

**Sub: Intimation of 28th Annual General Meeting, Book Closure Period and E-voting Facility**

The 28th Annual General Meeting of Nila Infrastructures Limited will be held on Saturday, September 29, 2018 at 10:00 a.m. at First Floor, "Sambhaav House", Opp. Chief Justice's Bungalow, Ahmedabad - 380015.

In this regard, the Register of Members and Share Transfer Register of the Company shall remain closed from September 22, 2018 to September 29, 2018 (both days inclusive) for the purpose of determining entitlement of dividend and 28th Annual General Meeting. Dividend shall be paid to the shareholders whose name appears on September 21, 2018 on the records of the Company.

Further to inform that the Company is offering e-voting facility to the members to cast their vote electronically through remote e-voting services provided by Central Depository Services (India) Limited (CDSL). The cut-off date for determining the eligibility of Members to vote by remote-e voting is September 22, 2018. The remote e-voting commences on September 26, 2018 at 9:00 am and will end on September 28, 2018 at 5:00 pm.

A copy of the Notice of the 28th Annual General Meeting is enclosed herewith for the necessary compliance by the exchange.

Thanking you,
Yours faithfully,
For, **Nila Infrastructures Limited**

Dipen Y Parikh
Company Secretary

NILA INFRASTRUCTURES LTD AHD

*Encl: a/a*

**Registered Office:**
1st floor, Sambhaav House
Opp. Chief Justice's Bungalow
Bodakdev, Ahmedabad 380015
Tel.: +91 79 4003 6817 / 18, 2687 0258
Fax: +91 79 3012 6371
e-mail: info@nilainfra.com

NILA INFRASTRUCTURES LIMITED

# Notice of the 28th Annual General Meeting

**NOTICE IS HEREBY GIVEN THAT THE 28th ANNUAL GENERAL MEETING OF THE MEMBERS OF NILA INFRASTRUCTURES LIMITED WILL BE HELD ON SATURDAY; 29 SEPTEMBER 2018 AT 10:00 A.M. AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT FIRST FLOOR, "SAMBHAAV HOUSE", OPP. CHIEF JUSTICE'S BUNGALOW, BODAKDEV, AHMEDABAD–380015 TO TRANSACT THE FOLLOWING BUSINESS:**

**ORDINARY BUSINESS:**

1. To receive, consider and adopt the Standalone and Consolidated Audited Financial Statements of the Company for the financial year ended on 31 March 2018 and the Reports of the Board of Directors and the Auditors thereon.
2. To appoint a Director in place of Mr. Dilip D. Patel (DIN:01523277), who retires by rotation and being eligible, offers himself for reappointment.
3. To declare dividend on equity shares for the Financial Year ended on 31 March 2018.

**SPECIAL BUSINESS:**

4. **To ratify the remuneration of Cost Auditor of the Company M/s Dalwadi & Associates:**

   *To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:*

   "**RESOLVED THAT** pursuant to the provisions of Section 148(3) and other applicable provisions, if any, of the Companies Act, 2013 and Rule 14 of the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the remuneration payable to M/s Dalwadi & Associates, Cost Accountants, (FRN. 000338) appointed by the Board of Directors of the Company to conduct the audit of the cost records of the Company for the Financial Year 2018-19, amounting to ₹ 60,000/- (Rupees Sixty Thousand Only) per annum be and is hereby ratified and confirmed".

5. **Ratification of appointment of Mr. Kiran B. Vadodaria as the Non Executive Director:**

   *To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:*

   "**RESOLVED THAT** pursuant to sections 196, 197 and 203 (including any statutory modification or re-enactment thereof for the time being in force) read with Schedule V and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013, Mr. Kiran B Vadodaria (DIN: 00092067), who fulfills the conditions prescribed under Schedule V of the Companies Act, 2013, be and is hereby appointed, designated and confirmed to have been categorized as the Non Executive Director of the company entitled to a remuneration of ₹ 1,00,000 (Rupees One Lakh Only) payable monthly in the form of Commission provided that the aggregate amount of such commission in terms of the proviso to Section 197(1) of the Companies Act, 2013, shall not exceed 1% of the yearly net profit calculated in terms of section 198 of the Companies Act, 2013; AND THAT his appointment be liable to be determination by rotation.

   **RESOLVED FURTHER THAT** Mr. Kiran B. Vadodaria shall also be entitled for the reimbursement of actual entertainment, travelling, boarding, and lodging expenses, telephone and mobile expenses, conveyance incurred by him in connection with the Company's business as may be, from time to time, available to the other Senior Executives of the Company.

6. **Approval and Ratification of Related Party Transactions:**

   *To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:*

   "**RESOLVED THAT** pursuant to Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirement) Regulation, 2015 and subject to Section 188 (1) of the Companies Act, 2013 and Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014 and all other applicable provisions of the Act, the consent, permission and approval of the members of the Company be and is hereby accorded to the Board of Directors and/or any duly constituted committee thereof for entering into the following transactions / arrangements / contracts / agreements (including any other transfer of resources, services or obligations) hereto entered into or to be entered into by the Company in a financial year.

Details of Related Party Transactions/Arrangements/Contracts etc. per financial year

| SN | Name of Related Party | Nature of Relationship | Type of Transactions | Maximum value of transactions in a financial year | Duration of Arrangement |
|---|---|---|---|---|---|
| 1 | Nila Spaces Ltd. | Common promoters holding more than 2% voting power in both the companies | 1) To give and take loan, security or guarantee for the loan, capital contribution and financial assistant of any nature.<br>2) Construction or works contract/execution of construction and development of projects etc.<br>3) Sale and Purchase of land and immovable properties.<br>4) Any other transfer of resources, services or obligations | Upto ₹ 200 Crore in a financial year. | 5 (Five) Years from the date of passing this resolution. |

**Place:** Ahmedabad
**Date:** 30 May 2018

**By order of the Board of Directors**

**Dipen Y. Parikh**
Company Secretary

**NILA INFRASTRUCTURES LIMITED**
**CIN:** L45201GJ1990PLC013417
**Registered Office:** First Floor, "Sambhaav House", Opp. Chief Justice's Bungalow, Bodakdev, Ahmedabad – 380015. **Tel:** +91 79 4003 6817 / 18, **Fax:** +91 79 3012 6371
**Email:** secretarial@nilainfra.com, **Website:** www.nilainfra.com

**IMPORTANT NOTES:**

1. The register of members and the share transfer books of the Company will remain closed from 22 September 2018 to 29 September 2018 (both days inclusive) for the purpose of Annual General Meeting and determining the entitlement of the shareholders to the final dividend for the year ended on 31 March, 2018.
2. The explanatory statement pursuant to Section 102 of the Companies Act, 2013, which sets out details relating to special business at the meeting, is annexed hereto.
3. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY/ PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF. SUCH A PROXY/ PROXIES NEED NOT BE A MEMBER OF THE COMPANY. A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY (50) AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY. THE INSTRUMENT OF PROXY IN ORDER TO BE EFFECTIVE, SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY, DULY COMPLETED AND SIGNED, NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING. A PROXY FORM IS SENT HEREWITH. PROXIES SUBMITTED ON BEHALF OF THE COMPANIES, SOCIETIES ETC., MUST BE SUPPORTED BY AN APPROPRIATE RESOLUTION/AUTHORITY, AS APPLICABLE.**
4. Members holding shares in electronic form are hereby informed that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend. The Company or its Registrars cannot act on any request received directly from the Members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant of the Members. Members holding shares in physical form and desirous of either registering bank particulars or changing bank particulars already registered against their respective folios for payment of dividend are requested to write to the Company.
5. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.
6. Details under Regulation 36(3) Of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015 in respect of the Directors seeking appointment/re-appointment at the annual general meeting, forms integral part of the notice. The Directors have furnished the requisite declarations for their appointment/re-appointment.
7. Route-map to the venue of the Meeting is provided at the end of this Notice.
8. Electronic copy of the annual report for the financial year 2017-18 and the Notice of the 28th Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose Email IDs are registered with the Company / Depository Participants for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the notice of the 28th Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.
9. Members may also note that the Notice of the 28th Annual General Meeting and the Annual Report for the financial year 2017-18 will also be available on the Company's website www.nilainfra.com for their downloading. The physical copies of the aforesaid documents will also be available at the Company's registered office at Ahmedabad for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to the Company's investor Email id: secretarial@nilainfra.com.
10. Corporate members intending to send their authorized representative(s) to attend and vote at the meeting pursuant to Section 13 of the Companies Act, 2013 are requested to send a certified copy of the board resolution authorizing their representative to attend and vote on their behalf at the meeting.
11. SEBI has vide circular no. SEBI/HO/MIRSD/DOP1/CIR/P/2018/73 dated 20 April 2018 directed to collect copy of PAN and bank account details of all the shareholders holding securities in physical form and therefore such shareholders are hereby requested to submit their above mentioned details with the RTA of the Company
12. **Voting through electronic means**

    I. With regard to voting through electronic means in compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and relevant provisions of the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote at the 28th Annual General Meeting by electronic means and the business may be transacted through remote e-Voting Services provided by Central Depository Services Limited (CDSL):

    **The instructions for shareholders voting electronically are as under:**

    (i) The remote e- voting period begins on 26 September 2018 (9:00 am) and ends on 28 September 2018 (5:00 pm). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 22 September 2018 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

    (ii) The shareholders should log on to the e-voting website www.evotingindia.com.

    (iii) Click on Shareholders.

    (iv) Now Enter your User ID

    a. For CDSL: 16 digits beneficiary ID,

    b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,

c. Members holding shares in Physical Form should enter Folio Number registered with the Company.

(v) Next enter the Image Verification as displayed and Click on Login.

(vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

(vii) If you are a first time user follow the steps given below:

| For Members holding shares in Demat Form and Physical Form | |
|---|---|
| PAN | Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)<br>• Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Attendance Slip indicated in the PAN field. |
| Dividend Bank Details<br>**OR** Date of Birth (DOB) | Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.<br>• If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv). |

(viii) After entering these details appropriately, click on "SUBMIT" tab.

(ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(xi) Click on the EVSN for the relevant 'Nila Infrastructures Ltd.' on which you choose to vote.

(xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

(xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xvi) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

(xvii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xviii) Shareholders can also use Mobile app - "m - Voting" for e voting . m - Voting app is available on Apple, Android and Windows based Mobile. Shareholders may log in to m - Voting using their e voting credentials to vote for the company resolution(s).

(xix) Note for Non – Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details, user would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

(xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

II. Further the members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.

III. Further physical poll papers shall be made available at the meeting and the members attending the

meeting who have not already cast their vote by remote e-voting shall be able to exercise their right at the meeting.

IV. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 22 September 2018.

V. Any person, who acquires shares of the Company and becomes a member after dispatch of the notice and holding shares as on the cut-off date i.e. 22 September 2018, may obtain login ID and password by sending an email to secretarial@nilainfra.com. However, if a person is already registered with CDSL for remote e-voting then existing user ID and password can be used for casting the vote.

VI. Mr. Umesh Ved of Umesh Ved & Associates, Practicing Company Secretary (Membership No. 4411) (Address: 304, Shoppers Plaza - V, Opp Municipal Market, C G Road, Navrangpura, Ahmedabad - 380009), has been appointed as the Scrutinizer to scrutinize the e-voting process and poll process during the annual general meeting in a fair and transparent manner.

VII. The Scrutinizer shall immediately after the conclusion of the voting at the general meeting, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witness not in the employment of the Company and not later than 3 (three) days make a consolidated report on votes cast through remote e-voting and poll process at the meeting to the Chairman.

VIII. The results declared along with the report of the Scrutinizer shall be placed on the website of the Company and on the website of the CDSL immediately after the result is declared by the Chairman.

All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours (9.30 am to 6.30 pm) on all working days, up to and including the date of the Annual General Meeting of the Company.

**INFORMATION AS REQUIRED UNDER REGULATION 36(3) OF SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARD ON GENERAL MEETINGS (SS-2) IN RESPECT OF DIRECTORS SEEKING RE-APPOINTMENT / APPOINTMENT:**

| **Particular** | **Dilip D. Patel** | **Kiran B. Vadodaria** |
|---|---|---|
| | Reappointed upon Retiring by Rotation | Reappointed as Non Executive Director |
| DIN | 01523277 | 00092067 |
| Date of Birth | 23 June 1946 | 18 August 1960 |
| Age | 71 Years | 58 Years |
| Nationality | Indian | Indian |
| Original Date of appointment on Board | 30 July 2009 | 30 July 2009 |
| Qualification | Post Graduate | B.E Mechanical |
| Experience | More than 35 years | More than 35 Years |
| Expertise in functional area | Business Management, Marketing, and Corporate Strategies | Business Management, Corporate Strategies, Networking, Fund Raising, and General Corporate Affairs. |
| Last drawn remuneration | NA | ₹ 1 Lakh per month |
| Number of Board Meetings attended during 2017-18 | 3 | 6 |
| Shareholding in the Company | Nil | 38608100 |
| Name of Directorship held in other Companies | 1) Sambhaav Media Limited<br>2) Green Force Enviro Private Limited<br>3) Soham Environment Services Private Limited<br>4) Green Force SWM Private Limited<br>5) Green Force Renewable Energy Private Limited | 1) Sambhaav Media Limited<br>2) The Indian Newspaper Society |
| Membership / Chairmanship of Committees of other public companies | Member of audit committee and Nomination & Remuneration Committee of Sambhaav Media Ltd. | Member of Stakeholder Relationship Committee of Sambhaav Media Ltd. |
| Relationship with other Board Members and KMPs | There is no inter se relationship with other Board Members and KMPs | There is no inter se relationship with other Board Members and KMPs except Mr. Manoj B. Vadodaria and Mr. Kiran B. Vadodaria are brothers. |

**Explanatory Statement pursuant to the Section 102(1) of the Companies Act, 2013**

**Item No: 4**

M/s Dalwadi & Associates, Cost Accountant (FRN. 000338) Ahmedabad has been appointed, on recommendation of the Audit Committee, as the Cost Auditor of the Company by the Board of Director to conduct the cost audit of the cost records for the financial year ending on 31 March 2019.

In terms of the provisions of Section 148(3) of the Companies Act, 2013 read with Companies (Audit and Auditor) Rules, 2014, the remuneration payable to the Cost Auditors recommended by the Audit Committee and approved by the Board of Directors, has to be ratified by the members of the Company.

Accordingly, consent of the members is sought for passing Ordinary Resolution as set out in the Item No. 5 of the notice for ratification of the remuneration of the Cost Auditor for the financial year ending on 31 March 2019.

None of the Directors and Key Managerial Personnel of the Company and their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of the Notice.

The Board accordingly recommends the Ordinary Resolution set out at Item No. 4 of the Notice for approval by the shareholders.

**Item No 5:**

The Board of Directors have, on the recommendation of the Nomination and Remuneration Committee, at their meeting held on 30 May 2018 has ratified the appointment of Mr. Kiran B. Vadodaria as the Non Executive Director of the company. His appointment as Non Executive Director is in accordance with the provisions of the Companies Act, 2013, if approved by the members at the ensuing annual general meeting.

Mr. Kiran B Vadodaria is part of the promoter and promoter group of the company. Mr. Kiran Vadodaria is B.E. Mechanical from L.D. Engineering College. He possesses varied experience and exposure base, has developed unique insight and judgmental capabilities about the socio political dynamics. He is currently the Chairman and Managing Director of Sambhaav Media Ltd. and the Committee Member and Past President of the Indian Newspaper Society (INS). Mr. Kiran Vadodaria's past experience includes being the non-executive part time Director of the United Bank of India (2011 to 2014), President of the Gujarat Daily Newspaper Association [GDNA], as well as President of the Alumni Association of L.D. College of Engineering. He has also been a member of the National Integration Council of the Government of India.

None of the Directors and Key managerial personnel or their relative other than Mr. Kiran B Vadodaria, himself and Mr. Manoj B Vadodaria, relative of him, is interested in the resolution of Item No 5.

The Board accordingly recommends the Special Resolution set out at Item No. 5 of the Notice for approval by the shareholders.

**Item No 6**

During the year the real estate undertaking of the Company has been demerged into M/s Nila Spaces Ltd pursuant to a scheme of arrangement under section 230-232 of the Companies Act, 2013. The said scheme of arrangement has been sanctioned by the Hon'ble National Company Law Tribunal at Ahmedabad Bench vide order date 09 May 2018. The appointed date for the said scheme was 01 April 2017. The order of the Hon'ble NCLT became effective on 17 May 2018.

One of the rational of demerger of the real estate undertaking of the Company was to leverage skills, resources, and experience; obtain synergy of operations and ease of decision making by the respective companies. The resultant company Nila Spaces Ltd. proposes to undertake real estate activities as its ordinary course of business and your Company possesses the long experience of execution of real estate projects, constructions, land acquisition and development processes. Therefore it is thought prudent by the Board of Directors of the Company to share this synergy of operations in the interest of the shareholders of both the Companies.

To facilitate the easy and smooth acquisition of land; avoid delay in execution of projects, and to share financial resources for effective utilization of funds; it is proposed to enter into various transactions between M/s Nila Infrastructures Ltd. and M/s Nila Spaces Ltd.

**The particulars of the arrangement in terms of Rule 15 (3) of Companies (Meetings of Boards and Its Powers) Rules, 2014 are as under:**

| Particular | Details |
|---|---|
| **Name of the Related Party** | Nila Spaces Ltd |
| **Name of the Director or key managerial personnel who is related, if any;** | Mr. Prashant H. Sarkhedi, Chief Finance Officer of the company is also Director in Nila Spaces Ltd. |
| **Nature of Relationship** | Common Promoters holding more than 2% voting power in both the Companies. |
| **Nature, Material Terms, Monetary value and Duration and Particulars of the Arrangement:** | |
| **Nature** | To enter into transactions of sale, purchase and dealing in land, immovable properties and development rights thereon; loan, capital contribution, corporate guarantees and securities for loans; enter into construction works, execution of projects, agreements and transactions of leasing and renting of properties, and any other transfer of resources, services and obligation. |
| **Material Terms and particulars of the arrangement** | The transaction(s) shall be entered into at arm's length basis on such terms as are prevailing in the industry. |
| **Monetary value** | The aggregate value of such transactions shall not exceed an amount of ₹ 200 Crore in a financial year. |
| **Duration** | The arrangement is for a period of 5 (Five) years w.e.f the date of passing of this resolution. |

Since the value of transactions/contracts/agreements/arrangements etc. in a financial year is likely to exceed the limit prescribed under Regulation 23 of the SEBI (Listing Obligation and Disclosure) Regulations, 2015, the consent of the members is hereby sought by passing ordinary resolution as set out in the Item No. 6 of the Notice.

None of the Directors and Key Managerial Personnel of the Company and their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 6 of the notice; except Mr. Prashant H. Sarkhedi is Chief Finance Officer of the company is also Director in Nila Spaces Ltd., Mr. Kiran B. Vadodaria and Mr. Manoj B. Vadodaria and their relatives belonging to the same group of promoters of both the Companies.

The Board accordingly recommends the Ordinary Resolution set out at Item No. 6 of the Notice for approval by the shareholders.

**Place:** Ahmedabad
**Date:** 30 May 2018

**By order of the Board of Directors**

**Dipen Y. Parikh**
Company Secretary

**NILA INFRASTRUCTURES LIMITED**
**CIN:** L45201GJ1990PLC013417
**Registered Office:** First Floor, "Sambhaav House", Opp. Chief Justice's Bungalow, Bodakdev, Ahmedabad – 380015. **Tel:** +91 79 4003 6817 / 18, **Fax:** +91 79 3012 6371
**Email:** secretarial@nilainfra.com, **Website:** www.nilainfra.com

**PROXY FORM**

**NILA INFRASTRUCTURES LIMITED**
**CIN:** L45201GJ1990PLC013417
**Registered Office :** First Floor, "Sambhaav House", Opp. Chief Justice's Bungalow, Bodakdev, Ahmedabad-380015. **Tel. :** +91 79 40036817 / 18, **Fax :** +91 79 3012 6371
**E-mail :** secretarial@nilainfra.com, **Website :** www.nilainfra.com

**Form MGT – 11**

*(Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014)*

**Name of Member:**
**Registered Address:**
**Email Id:** **Folio No/DP ID/Client ID:**

I/We, being the member(s) of Nila Infrastructures Limited, hereby appoint

1. Name: _____ Email Id _____
   Address: _____ Signature: _____ or failing him
2. Name: _____ Email Id _____
   Address: _____ Signature: _____ or failing him
3. Name: _____ Email Id _____
   Address: _____ Signature: _____

As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 28th Annual General Meeting of the Company, to be held on the Saturday 29 September 2018 at 10:00 a.m. at First Floor, Sambhaav House, Opp. Chief Justice's Bungalow, Bodakdev, Ahmedabad- 380015 and at any adjournment thereof in respect of such resolutions as are indicated below.

**Resolution No:**

**Ordinary Business:**

(1) Adoption of Annual Accounts as on 31 March 2018 (Ordinary Resolution) (2) Re-appointment of Mr. Dilip D. Patel who retires by rotation (Ordinary Resolution) (3) To declare dividend on equity shares for the financial year ended on 31 March 2018 (Ordinary Resolution)

**Special Business:**

(4) To ratify the remuneration of Cost Auditor of the Company M/s Dalwadi & Associates (Ordinary Resolution) (5) Ratification of appointment of Mr. Kiran B. Vadodaria as the Non Executive Director (Special Resolution). (6) To approve and ratify related party transactions (Ordinary Resolution).

Signed this _____ day of _____ 2018
Signature of Shareholder _____
Signature of first Proxy holder _____

Affix a Revenue Stamp of ₹1/-

***Note:*** *This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.*

Signature(s) of Member(s) Across the Revenue Stamp

**ATTENDANCE SLIP**

**NILA INFRASTRUCTURES LIMITED**
**CIN:** L45201GJ1990PLC013417
**Registered Office :** First Floor, "Sambhaav House", Opp. Chief Justice's Bungalow, Bodakdev, Ahmedabad-380015. **Tel. :** +91 79 40036817 / 18, **Fax :** +91 79 3012 6371
**E-mail :** secretarial@nilainfra.com, **Website :** www.nilainfra.com

I hereby record my presence at the 28th Annual General Meeting of the Company held on Saturday 29 September 2018 at 10:00 a.m. at First Floor, "Sambhaav House", Opp. Chief Justice's Bungalow, Bodakdev, Ahmedabad- 380015.

Folio No/DP ID/Client ID _____ No. of Shares held: _____

**Full Name of the Shareholder/Proxy:** **Signature of Shareholder/Proxy:**

***NOTE:*** *Only Shareholders of the Company or their proxies will be allowed to attend the meeting.*

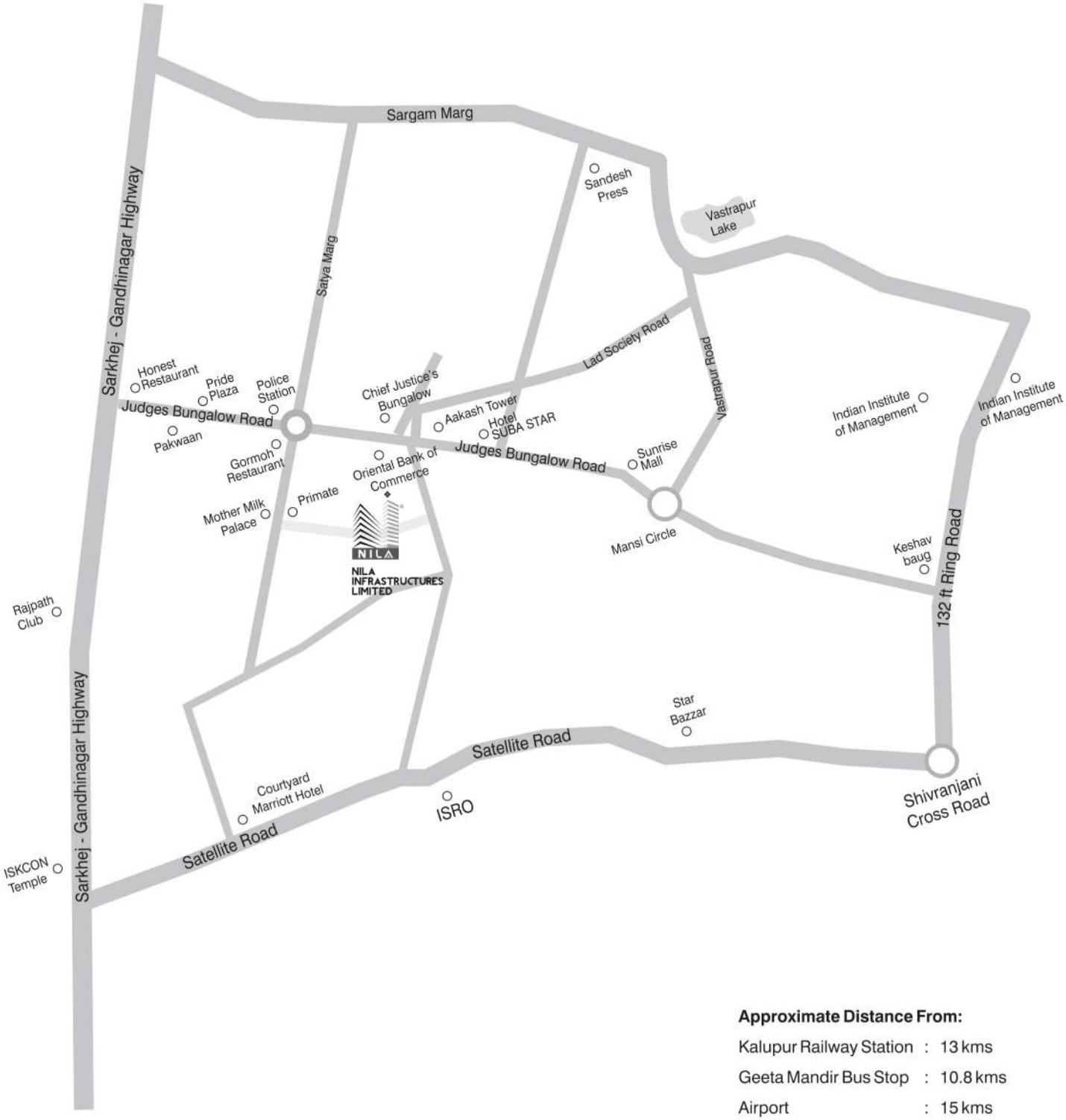
# ROUTE MAP TO THE AGM VENUE

## NILA INFRASTRUCTURES LIMITED

**Venue of AGM** : First Floor, 'Sambhaav House', Opp. Chief Justice's Bungalow, Bodakdev, Ahmedabad - 380015

**Day and Date of AGM** : Saturday, 29 September 2018

**Time of AGM** : 10:00 A.M.




**Approximate Distance From:**

| | | |
|---|---|---|
| Kalupur Railway Station | : | 13 kms |
| Geeta Mandir Bus Stop | : | 10.8 kms |
| Airport | : | 15 kms |