

NOTICE

NOTICE IS HEREBY GIVEN THAT THE TWENTY FIFTH ANNUAL GENERAL MEETING OF THE MEMBERS OF NILA INFRASTRUCTURES LIMITED (NILA) WILL BE HELD ON FRIDAY AUGUST 28, 2015 AT 10:00 A.M. AT THE REGISTERED OFFICE OF THE COMPANY AT FIRST FLOOR, SAMBHAHV 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 financial statements of the Company for the year ended March 31, 2015 including audited balance sheet as at March 31, 2015 and the statement of profit and loss for the year ended on that date and the report of the board of directors and auditors thereon.
2. To appoint a Director in place of Mr. Dilip D. Patel (holding DIN 01523277), who retires by rotation and being eligible offers himself for re-appointment.
3. To declare dividend on equity shares.
4. To re-appoint the auditors and to fix their remuneration and in this regards pass with or without modification(s), the following resolution as an Ordinary Resolution.

“RESOLVED THAT pursuant to the provisions of section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and rules made there under, M/s O P Bhandari & Co., (Firm Registration No. 112633W), Chartered Accountants, be and are hereby reappointed as the statutory auditors of the Company to hold office from the conclusion of this annual general meeting until the conclusion of next annual general meeting, at a remuneration to be decided by the Board of Directors in consultation with audit committee and the auditors.”

SPECIAL BUSINESS:

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

“RESOLVED THAT Ms. Foram B. Mehta (holding DIN 07140346), who was appointed as an Additional Director of the Company by the Board of Directors with effect from March 28, 2015, in terms of Section 161 of the Companies Act, 2013 and articles of association of the Company and whose term of office expires at the annual general meeting and in respect of whom the Company has received a notice in writing from a member proposing her candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, pursuant to section 149, 152 and Schedule IV of the Companies Act, 2013 and Companies (Appointment and Qualification of Directors) Rules, 2014, for a terms of period of 5 (Five) consecutive years w.e.f August 28, 2015.

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

RESOLVED THAT pursuant to Section 148(3) and other applicable provision, if any of the Companies Act, 2013, and Rule 14 of the Company (Audit and Auditor) Rules, 2014, including any statutory

modification(s), re-enactment(s) thereof, M/s Dalwadi & Associates, Cost Accountant (FRN: 000338) appointed by the Board of Director of the Company, to conduct the audit of the cost records maintained by the Company for the financial year ending March 31, 2016, be paid the remuneration of ₹ 60,000 (Rupees Sixty Thousand Only) per annum for conducting cost audit.

Date: May 25, 2015

Nilu Infrastructures Ltd.

CIN: L45201GJ1990PLC013417

Reg. Off.: 1st Floor, Sambhaav House,
Opp. Chief Justice's Bungalow, Bodakdev,
Ahmedabad - 380 015.

By order of the

Board of Directors

Dipen Y. Parikh

Company Secretary

IMPORTANT NOTES:

1. The register of members and the share transfer books of the Company will remain closed from August 25, 2015 to August 28, 2015 (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 March 31, 2015.
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.

NOTICE

6. Details under Clause 49 of the Listing Agreement with the Stock Exchanges 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. Electronic copy of the annual report for the year 2014-15 & the Notice of the 25th 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 25th 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.
8. Members may also note that the Notice of the 25th Annual General Meeting and the Annual Report for the year 2014-15 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.
9. 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 Clause 35B of the Listing Agreement, the Company is pleased to provide members facility to exercise their right to vote at the 25th Annual General Meeting by electronic means and the business may be transacted through remote e-Voting Services provided by National Securities Depository Limited (NSDL):

The instructions for remote e-voting are as under:

 - A. In case a member receives an email from NSDL [for members whose email IDs are registered with the Company / Depository Participants(s)]:
 - (i) Open email and open PDF file viz; "Nila Infra e-Voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for e-voting. Please note that the password is an initial password.
 - (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
 - (iii) Click on Shareholder – Login
 - (iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
 - (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - B. In case a Member receives a physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy]:
 - (i) Initial password will be provided separately:
EVEN (E Voting Event Number) USER ID PASSWORD/PIN.
 - (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.
 - II. In case of any queries, you may refer to the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the Downloads section of www.evoting.nsdl.com
 - III. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
 - IV. You can also update your mobile number and email id in the user profile details of the folio which may be used for sending future communication(s).
 - V. The remote e-voting period commences on August 25, 2015 (9:00 am) and ends on August 27, 2015 (5:00 pm). During this period shareholders of the Company, holding shares either in physical form or in dematerialised form, as on the cut-off date of August 22, 2015 may cast their vote electronically. The e-voting module shall be disabled thereafter. Once the vote on a resolution is casted by the shareholder, the shareholder shall not be allowed to change it subsequently.
 - VI. 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.

- VII. 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.
- VIII. 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 August 22, 2015.
- IX. 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. August 22, 2015, may obtain login ID and password by sending an email to evoting@nsdl.co.in. However, if a person is already registered with NSDL for remote e-voting then existing user ID and password can be used for casting the vote.
- X. Mr. R S Sharma, of R S Sharma & Associates, Company Secretaries (Membership No. ACS:3126) (Address: 402, 'Panchdeep', Nr. Mayor Colony, Mithakhali Six Road, Navrangpura, Ahmedabad – 380009, has been appointed as the Scrutinizer to scrutinize the remote e-voting & poll process in a fair and transparent manner.
- XI. The Scrutinizer shall immediately after the conclusion of the voting at the general meeting, first count the votes at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and not later than 3 (three) days make a consolidated report on the votes cast through remote e-voting and poll process at the meeting to the Chairman.
- XII. 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 NSDL 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 CLAUSE 49 (IV) (G) (i) OF THE LISTING AGREEMENT IN RESPECT OF DIRECTORS SEEKING RE-APPOINTMENT / APPOINTMENT:

Name of the Directors	Mr. Dilip D. Patel	Ms. Foram B. Mehta
Director Identification Number (DIN)	01523277	07140346
Date of Birth	June 23, 1946	November 05, 1987
Nationality	Indian	Indian
Date of Appointment on Board	July 30, 2009	March 28, 2015
Qualification	Post Graduate	B.E (Chemical) MDP from IIM, Ahmedabad
Expertise in Specific Functional Area	He has expertise in business management, marketing, and corporate strategies.	She has expertise in marketing, branding and corporate communication.
Shareholding in Nila Infrastructures Ltd.	Nil	Nil
List of Directorship held in other Companies	Sambhaav Media Ltd. Nalanda Management Institutes Pvt. Ltd. Green Force Enviro Pvt. Ltd. Soham Environment Services Pvt. Ltd. Green Force SWM Pvt. Ltd. Green Force Renewal Energy Pvt. Ltd.	Nil
Membership / Chairmanship of Committees of other public companies	Member of Audit Committee and Nomination & Remuneration Committee of Sambhaav Media Ltd.	Nil
There is no inter-se relationship between these Directors and other Board Members.		

NOTICE

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

Item No: 5

Ms. Foram B. Mehta is a Non-Executive Independent Director. She joined the Board of Director of the company on March 28, 2015 as an Additional Director. A notice has been received from a member proposing her appointment as a Director at the Annual General Meeting.

Ms. Foram B. Mehta has done BE Chemical from Nirma University and an MDP from IIM Ahmedabad. She has been in the field of marketing, advertising, corporate branding, television management, and television modelling. Ms. Mehta brings with herself extensive knowledge of brand conceptualisation and entire marketing management. She has in past worked with Hindustan Unilever Ltd., Tata Teleservices Ltd., Atharva Telefilms Pvt. Ltd., JP Group, Tashee Group and is presently managing affairs of her own firm "GOD BROTHERS" engaged in the activities of creative branding, marketing, and communication. Apart, Ms. Mehta is a qualified anchor, drama artist from All India Radio, and has participated, hosted number of events and won many awards.

As informed Ms. Foram B. Mehta is not disqualified from being appointed as Director in terms of Section 164 (2) of Companies Act, 2013 and the Company has received the requisite undertaking confirming her eligibility for such appointment. In the opinion of the Board Ms. Foram B. Mehta fulfills the conditions for appointment as Independent Director as specified in the Companies Act, 2013 and the listing agreement. As informed Ms. Foram B. Mehta does not hold any share of the Company. A copy

of the draft letter for appointment of Ms. Foram B. Mehta setting out the terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours, on any working day.

It is proposed to seek Members' approval, by passing ordinary resolution, for the appointment of Ms. Foram B. Mehta as a Director, in terms of the applicable provisions of the Companies Act, 2013.

None of the Directors and Key Managerial personnel other than Ms. Foram B. Mehta is interested in the resolution of Item No. 5

Item No: 6

M/s Dalwadi & Associates, Cost Auditor Ahmedabad has been appointed as the Cost Auditor of the company by the Board of Directors to conduct the cost audit of various cost records for the year ending March 31, 2016.

In terms of the provisions of Section 148(3) of the Companies Act, 2013 read with Company(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 special resolution as set out in the Item No. 6 of the notice for ratification of the remuneration of the Cost Auditor for the financial year ending March 31, 2016.

None of the Directors and Key Managerial personnel is interested in the Resolution of Item No. 6.

**NILA INFRASTRUCTURES LTD.**

(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 | www.nilainfra.com

PROXY

(Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014)

Form No MGT – 11

Name of Member:

Registered Address:

Email Id:

Folio No/DP ID/Client ID:

I/We, being the member(s) of the Company, 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 25th AGM of the Company, to be held on Friday, August 28, 2015 at 10:00 am at 1st Floor, Sambhaav House, Opp. Chief Justices' 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 March 31, 2015 (Ordinary Resolution). **(2)** Reappointment of Mr. Dilip D. Patel who retires by rotation (Ordinary Resolution). **(3)** To declare dividend on equity shares (Ordinary Resolution). **(4)** Appointment of M/s O P Bhandari & Co., Chartered Accountants, Ahmedabad as auditors of the Company and fixing their remuneration (Ordinary Resolution).**Special Business:****(5)** Appointment of Ms. Foram B. Mehta as an Independent Director (Ordinary Resolution) **(6)** Ratification of remuneration of the cost auditor (Special Resolution)

Signed this..... day of.....2015

Signature of Shareholder.....

Signature of first Proxy holder.....

Affix a
Revenue
Stamp**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 LTD.**

(CIN: L45201GJ1990PLC013417)

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E-mail : secretarial@nilainfra.com | www.nilainfra.com

I hereby record of my presence at the **25th ANNUAL GENERAL MEETING** of the Company held on **Friday August 28, 2015 at 10:00 a.m.** at the Registered office of the Company at 1st Floor, "Sambhaav House", Opp. Chief Justice's Bungalow, Bodakdev, Ahmedabad - 380015.

Folio/DPID/Client ID No. 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.