

Notice of the 27th Annual General Meeting

NOTICE IS HEREBY GIVEN THAT THE 27th ANNUAL GENERAL MEETING OF THE MEMBERS OF NILA INFRASTRUCTURES LIMITED WILL BE HELD ON FRIDAY; SEPTEMBER 29, 2017 AT 10:00 A.M. AT "SAMBHAV 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 March 31, 2017 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 March 31, 2017.
4. To appoint the Auditors and to fix their remuneration and in this regard 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 ("The Act") and rules made there under, M/s B S R & Associates LLP, Chartered Accountants, (FRN. 116231W/W-100024), be and are hereby appointed as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of 32nd Annual General Meeting subject to ratification by the shareholders annually, at a remuneration to be decided by the Board of Directors in consultation with Audit Committee and the Auditors."

SPECIAL BUSINESS:

5. **To appoint Mr. Ashok R. Bhandari, as an Independent Director:**

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

"RESOLVED THAT Mr. Ashok R. Bhandari (DIN: 01802390), who was appointed as an additional director of the Company by the Board of Directors at their meeting held on February 08, 2017, in accordance with section 161(1) of the Companies Act, 2013 and Articles of Association of the Company and whose term of office expires at the 27th Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing his 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 term of period of 5 (Five) consecutive years w.e.f February 08, 2017, not liable to retire by rotation."

6. **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 2017-18, amounting to ₹ 60,000/- (Rupees Sixty Thousand Only) per annum be and is hereby ratified and confirmed".

7. **To reappoint Mr. Manoj B. Vadodaria as Chairman and Managing 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. Manoj B. Vadodaria (DIN: 00092053), who fulfills the conditions prescribed under Schedule V of the Companies Act, 2013, be and is hereby re-appointed as the Chairman and Managing Director of the company for a further period of 5 (Five) years with effect from June 01, 2017 on the terms and conditions and remuneration as set out below:

- a) Basic salary payable monthly: ₹ 5,00,000/- (Rupees Five Lac Only) per month.
- b) Period of Re-appointment: 5 (Five) years w.e.f June 01, 2017.
- c) In the event of there being loss or inadequacy of profit for any financial year, the aforesaid remuneration payable to Mr. Manoj B. Vadodaria shall be the minimum remuneration payable to him in terms of the provisions of Schedule V of the Companies Act, 2013.
- d) Mr. Manoj 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 and such other benefit, amenities and other privileges as may be, from time to time, available to the other Senior Executives of the Company.
- e) Mr. Manoj B. Vadodaria shall, subject to the supervision and control of the Board of Directors, carry out such duties as may be entrusted to him from time to time by the Board of Directors of the Company.

f) The terms and conditions of the said appointment may be altered or varied from time to time by the Board of Directors as it may, in accordance with the Schedule V of the Companies Act, 2013 or any amendment made thereafter in this regard.

g) Mr. Manoj B. Vadodaria will be entitled to leave according to the Company's leave rules.

8. 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 in supersession of earlier relevant resolutions, if any, and 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	Romanovia Industrial Park Pvt. Ltd.	Associate Company	1) To give loan, provide security or guarantee for the loan, provide capital contribution and financial assistant of any nature. 2) Construction or works contract/execution of construction and development work etc. 3) Sale and Purchase of land and immovable properties. 4) Any other transfer of resources, services or obligations.	Upto ₹ 350 Crore in a financial year.	5 (Five) Years from the date of passing of this resolution.
2	Sarathi Industrial Park Pvt. Ltd.	Associate Company	1) To give loan, provide security or guarantee for the loan, provide capital contribution and financial assistant of any nature. 2) Construction or works contract/execution of construction and development work etc. 3) Sale and Purchase of land and immovable properties. 4) Any other transfer of resources, services or obligations.	Upto ₹ 350 Crore in a financial year.	5 (Five) Years from the date of passing of this resolution.
3	Kent Residential and Industrial Park LLP	Limited Liability Partnership	1) To give loan, provide security or guarantee for the loan, provide capital contribution and financial assistant of any nature. 2) Construction or works contract/execution of construction and development work etc. 3) Sale and Purchase of land and immovable properties. 4) Any other transfer of resources, services or obligations.	Upto ₹ 350 Crore in a financial year.	5 (Five) Years from the date of passing of this resolution.
4	Vyapnila Terminals (Modasa) Pvt. Ltd.	Associate Company	1) To give loan, provide security or guarantee for the loan, capital contribution and financial assistant of any nature. 2) Construction or works contract/execution of construction and development work etc. 3) Any other transfer of resources, services or obligations.	Upto ₹ 100 Crore in a financial year.	5 (Five) Years from the date of passing of this resolution.
5	Manoj B. Vadodaria	Managing Director	To sell, purchase, and provide land, immovable properties and development rights.	Upto ₹ 100 Crore in a financial year.	5 (Five) Years from the date of passing of this resolution.
6	Kiran B. Vadodaria	Joint Managing Director	To sell, purchase, and provide land and immovable property and development rights.	Upto ₹ 100 Crore in a financial year.	5 (Five) Years from the date of passing of this resolution.

Place: Ahmedabad

Date: May 26, 2017

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

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 September 24, 2017 to September 29, 2017 (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, 2017.
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 And Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015 and Secretarial Standards on General Meetings, 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 2016-17 and the Notice of the 27th 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 27th 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 27th Annual General Meeting and the Annual Report for the Financial Year 2016-17 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 authorised 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. **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 Obligations and Disclosure Requirement) Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote at the 27th 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 September 26, 2017 (9:00 am) and ends on September 28, 2017 (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 September 23, 2017 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	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> 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 OR Date of Birth (DOB)	<p>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.</p> <ul style="list-style-type: none"> 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 cast their voting using CDSL's 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.
- 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.
 - 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.
 - 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 September 23, 2017.
 - 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. September 23, 2017, 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.
 - 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 remote e-voting process and poll process during the annual general meeting in a fair and transparent manner.
 - 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 at the notice board at the registered office of the company and 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	Ashok R. Bhandari	Manoj B. Vadodaria
		Reappointment upon Retiring by Rotation	Appointment as Independent Director
DIN	01523277	01802390	00092053
Date of Birth	June 23, 1946	June 02, 1952	April 29, 1958
Age	71 Years	65 Years	59 Years
Nationality	Indian	Indian	Indian
Date of appointment on Board	July 30, 2009	February 08, 2017	February 26, 1990
Qualification	Post Graduate	Chartered Accountant	Commerce Graduate
Experience	More than 35 years	More than 35 Years	More than 35 Years
Expertise in functional area	Business Management, Marketing, and Corporate Strategies	Fund Raising, Corporate Strategies, Mergers, and Takeovers.	Business Management, Corporate Strategies and Fund Raising.
Last drawn remuneration	NA	NA	₹ 2 Lac per month
Number of Board Meetings attended during the year 2016-17	3	Nil	5
Shareholding in the Company	Nil	Nil	53154712
Name of Directorship held in other Companies	1) Sambhaav Media Ltd. 2) Green Force Enviro Private Limited 3) Soham Environment Services Private Limited 4) Green Force SWM Private Limited 5) Green Force Renewable Energy Private Limited	1) Asya Sales and Management (India) Private Limited 2) Jhota Metals Minerals and Fertilizers Limited 3) Doorstep Financial Services Limited 4) Shefali Securities Limited 5) Sanman Project Finance and Management Private Limited 6) Pearl Capital Resources Private Limited 7) Ascend Capital Resources Private Limited	1) Sambhaav Media Ltd.
Membership / Chairmanship of Committees of other public companies	Member of Audit Committee and Nomination & Remuneration Committee of Sambhaav Media Ltd.	Nil	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	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: 5

Based on the recommendation of the Nomination and Remuneration Committee of the Board of Directors and after reviewing confirmation of independence received, the Board of Directors of the Company had appointed Mr. Ashok R. Bhandari (DIN: 01802390), as an additional director of the Company, in the category of independent director, with effect from February 08, 2017. Pursuant to Section 161(1) of the Companies Act 2013, Ashok R Bhandari holds office till the date of this Annual General Meeting. Appropriate notice has been received from a member proposing appointment of Mr. Ashok R Bhandari as a Director of the Company and requisite consent has been received from Mr. Ashok R Bhandari, pursuant to the provisions of Section 152 of the Companies Act, 2013. In the opinion of the Board, Mr. Ashok R Bhandari who is proposed to be appointed as Independent Director of the Company,

fulfils the conditions specified under Section 149(6) and Schedule IV of the Companies Act, 2013 and is independent of the management.

A copy of the draft letter of appointment for Independent Director setting out the terms for appointment is available for inspection by the members at the Registered Office on all working days during working hours and also available at the website of the Company at www.nilainfra.com.

As informed Mr. Ashok R. Bhandari does not hold any share of the Company. Mr. Ashok R. Bhandari does not have Directorship at any other listed Company nor has membership or Chairmanship of Committees. Mr. Ashok R. Bhandari is not related to the other members of the Board in any manner. Brief Profile and other details of Mr. Ashok R. Bhandari forms part of this Annual Report. Mr. Ashok R. Bhandari is a qualified Chartered Accountant and has expertise of finance and corporate strategies. In the opinion of the Board, it is in the interest of the Company to avail his service as an Independent Director. The information in terms of SS-2 are given in this Notice below Sr. No. VIII to the Important Notes.

None of the Directors and/or Key Managerial Personnel of the Company or their relatives, except Mr. Ashok R. Bhandari (whose appointment is proposed in this resolution), is in any way concerned or interested, financially or otherwise, as set out in Item no. 5 of the Notice.

The Board accordingly recommends the special resolution as set out in Item No 5 of the Notice for approval by the shareholders.

Item No: 6

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 Directors to conduct the cost audit of the cost records for the financial year ending on March 31, 2018.

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. 6 of the notice for ratification of the remuneration of the Cost Auditor for the financial year ending on March 31, 2018.

None of the Directors and/or Key Managerial Personnel of the Company and their relatives is, in any way, concerned or interested, financially or otherwise, as set out in Item No. 6 of the Notice.

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

Item No 7:

The Board of Directors have, on the recommendation of the Nomination and Remuneration Committee, at their meeting held on May 26, 2017 has reappointed Mr. Manoj B. Vadodaria as the Chairman and Managing Director of the company for a further period of 5 (five) years with effect from June 01, 2017 at such remuneration and terms & conditions of appointment as agreed by the Board of Directors and subsequently approved by members at ensuing Annual General Meeting. The appointment of Mr. Manoj B Vadodaria as Managing Director is permissible in accordance with the provisions of Schedule V to the Companies Act, 2013, if approved by the members at the ensuing annual general meeting.

Mr. Manoj B. Vadodaria is part of the promoter and promoter group of the company. He is commerce graduate, have dynamic personality who has contributed significantly to the development and growth of the Company. It is highly beneficial for the company to avail his valuable services for further development of the company by re-appointing him as the Chairman and Managing Director for further period of five (5) years with effect from June 01, 2017 on such terms and conditions and remuneration as set out in resolution No.7 of the accompanying notice. The information in terms of SS-2 are given in this Notice below Sr. No. VIII to the Important Notes.

None of the Directors and Key Managerial Personnel or their relative is, in any way, concerned on interested, financially or otherwise, other than Mr. Manoj B. Vadodaria, himself and Mr. Kiran B. Vadodaria, relative of him, in the resolution of Item No.7.

The Board accordingly recommends the Special Resolution set out at Item No. 7 of the Notice for approval by the shareholders.

The following additional detailed information as per Section – II of Schedule V of the Companies Act, 2013 is as follows:

SN	Information required	Detail
I	General Information	
a.	Nature of Industry	Construction
b.	Date or expected date of commencement of commercial production.	The Company was incorporated on February 26, 1990 as private limited company and had already commenced its business operations.
c.	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus.	Not Applicable
d.	Financial performance based on given indicators.	Financial Year 2015-16 Total Standalone Revenue : ₹ 197.50 Crore Profit Before Tax : ₹ 25.87 Crore Profit After Tax : ₹ 17.04 Crore Rate of Dividend : 11% Earning per Share : 0.38 Face Value of Share : Re. 1/- per share
e.	Foreign investments or collaborators, if any	The Company has not entered into any foreign collaboration and no direct foreign capital investment has been made in the Company.

SN	Information required	Detail	
II	Information about the appointee		
a.	Background Details	With 40+ years of experience, knowledge and insight in the construction industry, Mr. Manoj Vadodaria transformed Nila Infrastructures Ltd. from a city-based realtor to a meaningful civic urban infrastructure player. His tremendous spirit and execution capabilities are what distinguish him from others. Mr. Manoj B. Vadodaria is son of the well known journalist, editor and founder of the Sambhaav Group, Late Shri Bhupatbhai Vadodaria, and the driving force in taking Nila Infrastructures Ltd. towards new horizons. He is firm believer in the best management practice, transparent governance, and long-term value investments.	
b.	Past Remuneration	Year	Amount in ₹
		2015-16	2400000
		2014-15	2400000
c.	Recognition and Awards	-	
d.	Job profile and his suitability	Mr. Manoj B. Vadodaria is the Chairman and Managing Director of the Company and devotes whole time attention to the management and affairs of the Company and exercises powers under the supervision and superintendence of the Board of the Company.	
e.	Remuneration Proposed	Basic Salary of ₹ 5 Lac per month and such other perquisites and amenities as are available to the other senior executives of the Company as per the policy.	
f.	Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person.	Considering the responsibilities shouldered by him of the enhanced business activities of the Company, proposed remuneration is commensurate with industry standards and Board level positions held in similar sized and similarly positioned businesses.	
g.	Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any	Besides the remuneration Mr. Manoj B. Vadodaria does not have any pecuniary relationship with the Company other than what has been mentioned under related party transactions in the annual reports.	
III	Other Information		
a.	Reasons of loss or inadequate profits	There are no losses or inadequate profits in the last three years.	
b.	Steps taken or proposed to be taken for improvement	Not Applicable	
c.	Expected increase in productivity and profits in measurable terms	Not Applicable	

Item No 8

The Company through its associate companies as well as joint ventures i.e M/s Romanovia Industrial Park Pvt. Ltd; M/s Sarathi Industrial Park Pvt. Ltd. and M/s Kent Residential & Industrial Park LLP, (Herein after collectively referred to as “the JV Entities”) is developing industrial and logistic parks, units, sheds, plots, residential colonies and allied infrastructure at various locations nearby suzuki and other automobile projects at Bechraji - Gujarat and is therefore required to provide financial assistances to these JV Entities by way of capital contribution, loan, corporate guarantees and security etc. from time to time. The Company also envisages transactions of sale and purchase of land, immovable properties, execution of construction and development work with the JV entities in ordinary course of business.

With respect to prospective transactions with Vyapnila Terminals (Modasa) Private Limited; it may be noted that this is an Associate Company of your Company incorporated as a Special Purpose Vehicle to execute a project of redevelopment of bus terminal at Modasa – Gujarat awarded by Gujarat State Road Transport Corporation. The Company envisages transactions of capital contribution, loan, corporate guarantee, construction work etc. with Vyapnila Terminals (Modasa) Pvt. Ltd. to facilitate smooth functioning in ordinary course of business.

With respect to the prospective transactions with Mr. Manoj B. Vadodaria and Mr. Kiran B. Vadodaria; it may be noted that the Company is engaged in the business of development and construction of real estate and infrastructure projects for which non agricultural land is required from time to time. To facilitate the easy acquisition of the required land and to avoid delay in execution of projects, it is proposed to enter into transactions of land, immovable properties and development rights thereon with Mr. Manoj B. Vadodaria and Mr. Kiran B. Vadodaria who are into the business of real estate for long.

The particulars in terms of Rule 15 (3) of Companies (Meetings of Boards and Its Powers) Rules, 2014, for these arrangements/ contracts/transactions etc. are furnished further:

Particular	Details				
Name of the Related Party	Romanovia Industrial Park Pvt. Ltd	Sarathi Industrial Park Pvt. Ltd	Kent Residential & Industrial Park LLP	Vyapnila Terminals (Modasa) Pvt. Ltd.	Manoj Vadodaria and Kiran Vadodaria
Name of the Director or key managerial personnel who is related, if any;	None of the Directors and/or Key Managerial Personnel is related	None of the Directors and/or Key Managerial Personnel is related	None of the Directors and/or Key Managerial Personnel is related	None of the Directors and/or Key Managerial Personnel is related	Manoj Vadodaria and Kiran Vadodaria
Nature of Relationship	Associate Company	Associate Company	Joint Venture in the form of Limited Liability Partnership	Associate Company	Directors and Shareholders
Nature, Material Terms, Monetary value and Duration and Particulars of the Arrangement:					
Nature	The transactions pursuant to this arrangement shall be to provide financial assistances in the form of capital contribution, loan, corporate guarantees, security etc. by the Company to the JV Entities; transactions of sale and purchase of land and immovable properties, construction and development work of industrial, residential parks, plots, units, sheds, etc. and any other transfer of resources, services and obligations with the JV Entities. These transactions are of repetitive in nature to facilitate normal course of business.		The transactions pursuant to this arrangement shall be to provide financial assistances in the form of capital contribution, loan, corporate guarantees, security etc. by the Company to the associate company, construction & development work and other transfer of resources, services and obligation. These transactions are of repetitive in nature to facilitate normal course of business.		To enter into transactions of sale, purchase and dealing in land, immovable properties and development rights thereon.
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.				
Date of Approval of Board/Audit Committee	Audit Committee May 26, 2017 Board of Directors May 26, 2017				
Monetary value	The aggregate value of such transactions with each related party as enumerated in the resolution shall not exceed the prescribed limit under the resolution in a financial year.				
Duration	The arrangements are 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 Obligations and Disclosure Requirements) Regulations, 2015, the consent of the members is hereby sought by passing ordinary resolution as set out in the Item No. 8 of the Notice.

Mr. Manoj B. Vadodaria and Mr. Kiran B. Vadodaria are interested in the proposed resolution to the extent of transactions proposed to be entered into by the Company with them. None of the other 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. 8 of the Notice.

The Board accordingly recommends the Ordinary Resolution set out at Item No. 8 of the Notice for approval by the shareholders.

Place: Ahmedabad

Date: May 26, 2017

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

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 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 27th Annual General Meeting of the Company, to be held on the Friday, September 29, 2017 at 10:00 a.m. at 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 March 31, 2017 (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 March 31, 2017 (Ordinary Resolution) (4) Appointment of M/s B S R & Associates LLP, Chartered Accountants, Ahmedabad as auditors of the Company and fixing their remuneration (Ordinary Resolution).

Special Business:

(5) To appoint Mr. Ashok R. Bhandari as an Independent Director (Special Resolution) (6) To ratify the remuneration of Cost Auditor of the Company M/s Dalwadi & Associates (Ordinary Resolution) (7) To reappoint Mr. Manoj B. Vadodaria as the Chairman and Managing Director (Special Resolution) (8) To approve and ratify related party transactions (Ordinary Resolution).

Signed this _____ day of _____ 2017

Signature of Shareholder _____

Signature of first Proxy holder _____

Affix a Revenue Stamp of ₹1/-
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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 27th Annual General Meeting of the Company held on Friday, September 29, 2017 at 10:00 a.m. at "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 : 'Sambhaav House', Opp. Chief Justice's Bungalow, Bodakdev, Ahmedabad - 380015

Day and Date of AGM : Friday, September 29, 2017

Time of AGM : 10:00 A.M.

