

TUNE IN TO THE HIGH-NOTE SYMPHONY



Nila Infrastructures' journey has been a

musical orchestration of the highest proportion.

Being at the helm of creating public infrastructural symphonies and

real estate harmonies that have not only been loved by its customers but also

been appreciated by the industry.

At Nila Infrastructures, these symphonies are created through a quintessential

harmony of excellence, quality, passion, reliability, dedication and astute business strategies;

all well tuned instruments of delivering top-line as well as

bottom-line performances even during economic slowdown times.

You, as the stakeholder, will be delighted in knowing; that Nila Infrastructures has touched the high note

of being awarded "BBB-" Rating to various Debts availed by Nila Infrastructures by India Ratings &

Research Pvt. Ltd., A Fitch Group Company. This is a benchmark of Nila Infrastructures' adherence to

commitments and strong value systems.

Nila Infrastructures' achievement can be defined as touching the high note of success. It is sure that

their tactical and strategic symphonies will ensure more profits in the coming years. Every year its high

notes will redefine the way the industry sets its benchmarks.



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VISION

To become a key real estate and infrastructure player with excellence at its core

MISSION

- ♪ Cater to housing needs by developing residential flats with high value for money
- ♪ Execute urban development and infrastructure projects beneficial to the society at large
- ♪ Provide the quality, price and time advantage to clients and customers
- ♪ Contribution towards economic growth by bringing international standards of lifestyle
- ♪ Superior-Class Infrastructure Development



WE



PASSION, RELIABILITY & DEDICATION

Nila Infrastructures' unwavering passion towards creating architectural symphonies has made it what it is today. Riding on the backbone of reliability of processes and practices and dedication to goals and targets, Nila has been delivering nothing but the best. Nila Infrastructures' passion has led it to achieve the most ambitious of dreams and today it can proudly say that it's a company on which, you as a stakeholder can completely rely on.

About Nila

Nila Infrastructures

creates symphonic marvels in public infrastructure and real estate – projects, construction and leasing offerings. Nila Infrastructures has a business model with combination of varied activities and is not a traditional real estate company. Nila Infrastructures has been engaged in producing turnkey public infrastructure, developing its own residential projects, undertaking construction contracts for reputed private developers and leasing real estate spaces.

Nila Infrastructures' dedication towards delivering magnum opuses and pursuing a strategically diverse and recession-proof business model has helped grow its profitability even in distress times. More so, Nila Infrastructures is also extremely focused in ensuring top-line growth alongwith unwavering focus on operational efficiencies. In short, Nila Infrastructures possesses the right tuning of being a leading industry player in the future.

A Sambhaav Group company, Nila Infrastructures is headquartered in the 'megacity' of Ahmedabad, the commercial nerve-centre of India's fastest growing state, Gujarat. Nila Infrastructures is a public limited company listed on Bombay Stock Exchange and is ISO 9001:2008 accredited. More so, recently Nila Infrastructures was awarded 'BBB-' Rating to various Debts availed by Nila Infrastructures by India Ratings & Research Pvt. Ltd., A Fitch Group Company.







CMD's Overview

Your Company has business interest in Public Infrastructure, Construction Contracts, Residential Projects and Leasing of Spaces. This entire Industry is governed by factors like Economic Growth, Urbanization, Market Sentiments and Consumerism. It is prudent that I give you a gist of the macro-economic factors that had a huge impact on our Industry in the year 2012-13.

Global economy is still recovering from the financial crisis triggered by US Sub-Prime. Many developed economies ended 2012 close to or in recession and a rapid turnaround is not expected in early 2013, while the Asian Economies have been at their all time low growth rate since 2008. India was no different and witnessed a major economic slowdown. The main obstacles to India's growth are shortage of infrastructural facilities, high inflation and interest rates, large current account and fiscal deficits, delayed policy decisions, slow project implementations, deferred project clearances and approvals, electricity shortage and slow reform process. All these hurdles have contributed to loss the momentum of growth after 2008.

Over all the economic scenario has been sluggish and the Indian economy has also been sluggish during the same period owing to the international scenario. The major challenge for the Indian economy as of now is to get back to the growth rate of 8% despite the fact that the overall the global economy continues to be difficult and uncertain.

The current Indian Real Estate Industry size is of USD 57 Billion and contributes to 6.2% of its GDP. However, the Industry that once grew at 7.8% in 2009-10 witnessed a deceleration during 2012-13 to 6.5% (till June 2012) and the property prices have moderated. More so, the Real Estate Market being cyclic in nature is passing through consolidation phase after experiencing sudden and high increase in prices. This slowdown will continue in the medium-term atleast and will be largely dependent on the overall economic condition and pace of reforms by the Government for its revival.

Having said that, I am very optimistic about the future turnaround of the Industry. Riding high on the back of rapid urbanization and industrialization, positive demographics, rising income levels, optimistic investment scenario, stable Government, pro-growth policies; the Real Estate Industry, atleast in Gujarat and more so Ahmedabad, is bound to present myriad opportunities.

All in all, though the economic and market outlook is not so encouraging, Companies that will tap the right opportunities with operational excellence will stand to negate the slowdown and grow.



Nila Infrastructures' journey till date has been carved out of our passion to think differently and look at our business as a meticulous symphony of myriad integration of human efforts, effective business strategies, excellence in performance and impeccable foresight.

Sometimes it touches the high notes and sometimes it moves at a refreshing pace, but together we create real estate and infrastructure offerings that not only stand the test of time but of distinctness as well.

It is indeed a moment of pride for us that adherence to commitments and traditional, yet forward looking values have been recognized. Looking at the fundamentals of your company, its continuous growth and future plans,

India Ratings & Research Pvt. Ltd.,
a Fitch Group Company, **'BBB-' Rating** to various Debts availed
has assigned by your Company.

Instruments with this rating are considered to have moderate degree of safety regarding timely servicing of financial obligations.

In spite of the deceleration of the sector and the Indian economy at its all time low since 2008, your Company has a unique business model that is equipped to tide through such difficult times and emerge victorious. Nila Infrastructures has a business model that pursues combination of varied activities and should not be seen as traditional Real Estate Company. It goes without saying that public infrastructure projects are relatively immune to recessionary shake-ups and nearly 40% of our turnover comes from infrastructure projects.

And we aim to deepen this infrastructure contribution in the future, which will further act as a buffer against slowdown.

Secondly, as a Company, Nila Infrastructures is extremely focused in ensuring top-line growth as well as bottom-line efficiency – in short, the fundamentals of the business. Even in depressed markets, such a Company is expected to do better than its peers.

It is our strong-held commitment that has helped us scale newer heights in achieving the impossible within the city of Ahmedabad. Ahmedabad is a heady mix of urbanization, growing consumerism, business and industrial investments, which thus offers myriad Public Infrastructures and Real Estate opportunities.

Nila Infrastructures is looking forward to make the most of these opportunities, increase operational efficiencies, implement effective business strategies and thereby become a leading player in the Industry.

Your Company believes in consistently creating long-term value for your investment and will always work towards your interest and betterment.

”

Manoj B. Vadodaria, CMD
Nila Infrastructures

Global Economy – Economy at the lowest since 2009

It has now been six years since the initial signs of the financial crisis started to emerge, but the global economy is still feeling the effects. In 2012, economic growth slipped to its lowest level since 2009 and market condition continues to be difficult and uncertain. However, there are positives signs of economy improving during 2013. Overall, global GDP is expected to increase by around 2.5% in 2013 and will further accelerate as result of better performance in the developed world.

Global Real Estate Market - Picks up in Final Quarter of 2012

The Global Real Estate Market continues to move forward with an exceptional rally in the final quarter of 2012, which has served to demonstrate the strength of investors' appetite for property. At between US\$450-500 Billion in 2013, investment volumes are expected to grow in 2013 by a further 10-15% on 2012 levels and will be at their highest level since 2007.

Asia-Pacific Markets - Though leading the Global Trends; were at their lowest growth rates

Two of the World's emerging economies, China and India lead the Asia-Pacific growth story. In 2012 both these economies were at the bottom of their growth cycles, while end of the year showed some positive signs of recovery.

Indian Economy - At its all time low in last 5 years

The year 2012 was a sluggish year in terms of economic growth and was at its all time low since 2008, largely because of high interest rates and poor industrial production. The major obstacles to India's growth are shortage of infrastructural facilities, large current account and fiscal deficits, delayed policy decisions, slow project implementations, deferred project clearances and approvals, electricity shortage and slow reform process. This coupled with high inflation, depleting market sentiments and investor interest across businesses, have contributed to loss the momentum of growth after 2008.

However, India emerged as a land of opportunities and is expected to grow at 7% GDP rate for next five years, which is only next to China and higher than all the advanced economies. The principle drivers of India's GDP are changing demographics, rising levels of foreign investment, a vibrant services sector powered by the IT and ITES sectors and buoyant exports.

Urban Infrastructure in India – Ocean of Potential.

Urban Infra Though there are hurdles India needs to propel the large engines of growth. One of such engine is rapid urbanization in the Country. Urbanization presents huge opportunity with large investment needs of US\$ 1.2 trillion over next 20 years to modernize infrastructure and keep pace with the growing urbanization. The sector is not only the biggest contributor to gross domestic product of the country and employment generator but is also the fourth largest sector in terms of FDI inflows in the Country.

India in recent years has emerged as one of the leading PPP markets in the world, because of several policy and institutional initiatives taken by the central government. During the twelfth plan period, investment in infrastructure is proposed to reach ₹ 50, 00, 000 Crore and private sector is expected to contribute at least half of that.

Real Estate Sector in India – Deceleration coupled with marginal appreciation

With a current industry size of USD 57 Billion, the Real Estate Sector in India contributes to 6.2% of its GDP. Of its total size, residential segment, with 90-95% size, forms the major chunk of the market, followed by the commercial segment (4-5%) and organized retail segment (1%). This Industry has both forward and backward linkages and supports nearly 300 sub-sectors. The sector that once grew at 7.8% in 2009-10 witnessed a deceleration during 2012-13 to 6.5% (till June 2012). In 2012-13 property prices have moderated and the average residential capital values in 2012 just appreciated in the range of 1-3% y-o-y.



Year in RETROSPECT

Going forward increasing urbanization, decreasing household size, increasing working population and income levels, easy availability of home loans, opening up of the FDI and policy supports are seen as the main drivers of revival of this Industry. Demand for Housing in urban and rural India will be around 21.7 and 19.7 million units respectively by 2014. While the demand for affordable housing will be 38 million units by 2030. This coupled with the economic growth in next five years will see increased Real Estate activities based on social infrastructure, commercial, tourism, business and Industrial needs. It is estimated that the FDI in the sector will grow from the current USD4 billion to USD25 billion within a span of next 10 years. And by 2017, the size of the Industry will grow to USD 105 Billion, contributing to 7.1% of India's GDP.

Gujarat – Fastest Growing Economies and Top Investment Destination

The State of Gujarat has come to establish itself as a strong growth engine for the Country. The State has metamorphosed into one of the fast growing state economies and contributes more than 7% to India's GDP. As on June 2012, Gujarat received total investments worth ₹ 14.8 Lakh Crore, of which private sector investment (Domestic and Foreign) is ₹ 10.3 Lakh Crore. This private sector investment accounts for 12% of total private sector investment across the nation, which is the highest among all Indian states. More so Gujarat has maximum share of about 41% in the new investments attracted by the Real Estate Sector.

AHMEDABAD – Land of Opportunities

After an all-pervading real estate lull over the last nine months, the Reserve Bank of India's Residex figures indicates just a 6.1% rise in property prices in the October-December Quarter over the June-September Quarter in the year 2012, for the entire city. Current supply of houses in Ahmedabad is at 51,000 residential units, more in the 2 and 3 BHK segments. While this segment has witnessed poor buying sentiments, the traditional affordable housing, middle-range housing and migrant population is going to set the rules for Ahmedabad's Real Estate Market. In the year 2012 most housing projects were in the range of ₹ 50 Lakh to Rs. 1 Crore, in the year 2013 they will be in range of ₹ 15- Rs 50 Lakh. Ahmedabad will see a fresh demand of 1, 73, 394 residential units for 2012-16. A ring of affordable houses along the SP ring-road and increased FSI within the municipal limits is certain to turn this into a buyers' market in the short term. In the office segment, first three months of 2013 have seen Ahmedabad outperform larger metros in attracting business houses. Ahmedabad is on its way to becoming a metro city and there will be increased public infrastructure and commercial space development activities.

Nila Infrastructures and the City – Recession-proof Strategies

Overcoming a sluggish economy, deceleration of the Industry, marginal appreciation of residential capital values; Nila Infrastructures has made the best use of the opportunities available in vibrant Gujarat and rising Ahmedabad.

Based on its astute business acumen and its unique business model of focusing on Public Infrastructure, Construction Contracts apart from Real Estate Business Projects, Nila Infrastructures has traversed this turbulent time with much élan and has posted a better year-on-year performance. The Company's turnover increased by 7.66% to ₹ 90.94 Crore as compared to ₹ 84.48 Crore in the previous year and similarly the PBT rose by 6.75% to ₹ 19.29 Crore, as compared to ₹ 18.07 Crore in the previous year.

Nila Infrastructures, during the year under review, completed Residential Flat Schemes "ANURAADHAA" and "ANANYA". It continued its construction work of Residential Units Scheme "ATUJLYAM" in full swing and launched a new Residential Luxurious 58 Bungalows Scheme at Thaltej. It also completed construction and erection of BRTS Bus Shelters along the Soni-ni-Chali to Odhav Route. Nila Infrastructures also successfully pursued construction contracts with big and reputed developers like Sandesh Realty Division, Adani Infrastructures and Developers, Venus Group.



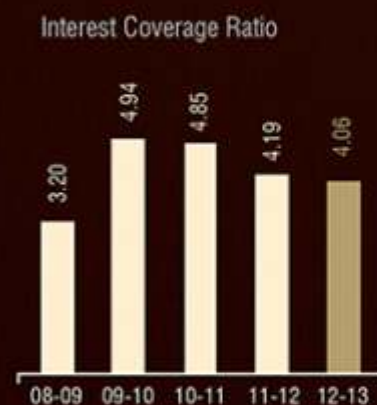
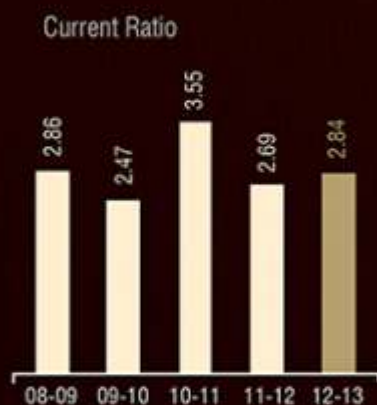
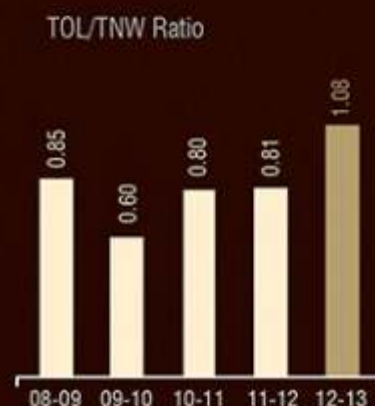
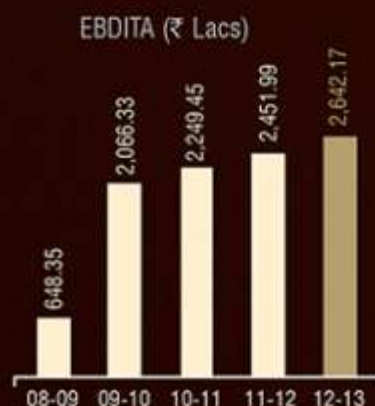
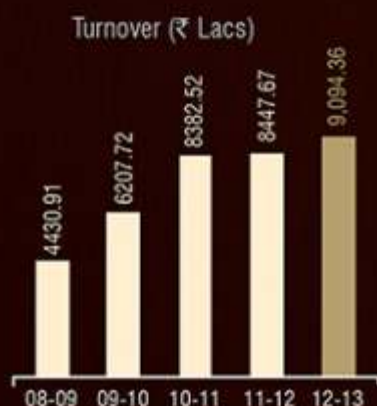
Due to its unique business model, which is more focused on Infrastructure, Nila Infrastructures has remained relatively immune to economic slowdown shake-ups. Nearly

40%

of its turnover comes from infrastructure projects and in future Nila Infrastructures aims to increase this contribution. It further intends to tune-up its future offerings by strengthening its team and technical expertise and by optimum utilization of resources.

Financial Highlights

Nila Infrastructures Financial Graph over the years promises a musical symphony, which is created by orchestration of complementing instruments.





Nila Infrastructures
records

are for the eyes to see and the ears
to listen for a tune it plays stays
for long in the hearts of its customers.

Business Highlights

Real Estate Projects

- ♪ Residential Flat Schemes "ANURAADHAA" and "ANANYA" have been successfully completed
- ♪ Construction work of 200 Residential Units Scheme "ATUULYAM" is in full swing as per schedule
- ♪ Launched a new Residential Luxurious 58 Bungalows Scheme at Thaltej, obtained necessary plan permissions and the work of construction of Sample House is in process

Public Infrastructure

- ♪ Awarded construction and erection work in the previous year for 23 Bus Shelters for Ahmedabad BRTS Corridor from Kalupur Bridge to Naroda Route (16 Bus Shelters) and Soni-Ni -Chali to Odhav Route (7 Bus Shelters)
- ♪ Completed construction and erection of Bus Shelters along the Soni-ni-Chali to Odhav Route
- ♪ Remaining work is under process as per schedule

Construction Contracts

- ♪ Awarded construction contract of 50 Bungalows for "Applewoods Estate Township" of Applewoods Estate Pvt. Ltd., The Sandesh Group. Construction of the Bungalows is in full swing and Nila Infrastructures has also been given work of construction of additional 18 Bungalows during the year under review
- ♪ Successfully completed construction contract of Residential Housing Project, "Venus IVY" by Venus Group
- ♪ Awarded construction contract in the previous year for Mini-Township at Tragad, Ahmedabad by Adani Infrastructure & Developers Pvt. Ltd. Nila Infrastructures has completed the construction of Site Office and Sample House and the work under the first phase is in progress as per schedule
- ♪ Timely delivered Site and Sample Office work for "Shashwat", a joint-venture Real Estate Project between Nila Infrastructures and Sandesh Procon LLP

Leasing Activities

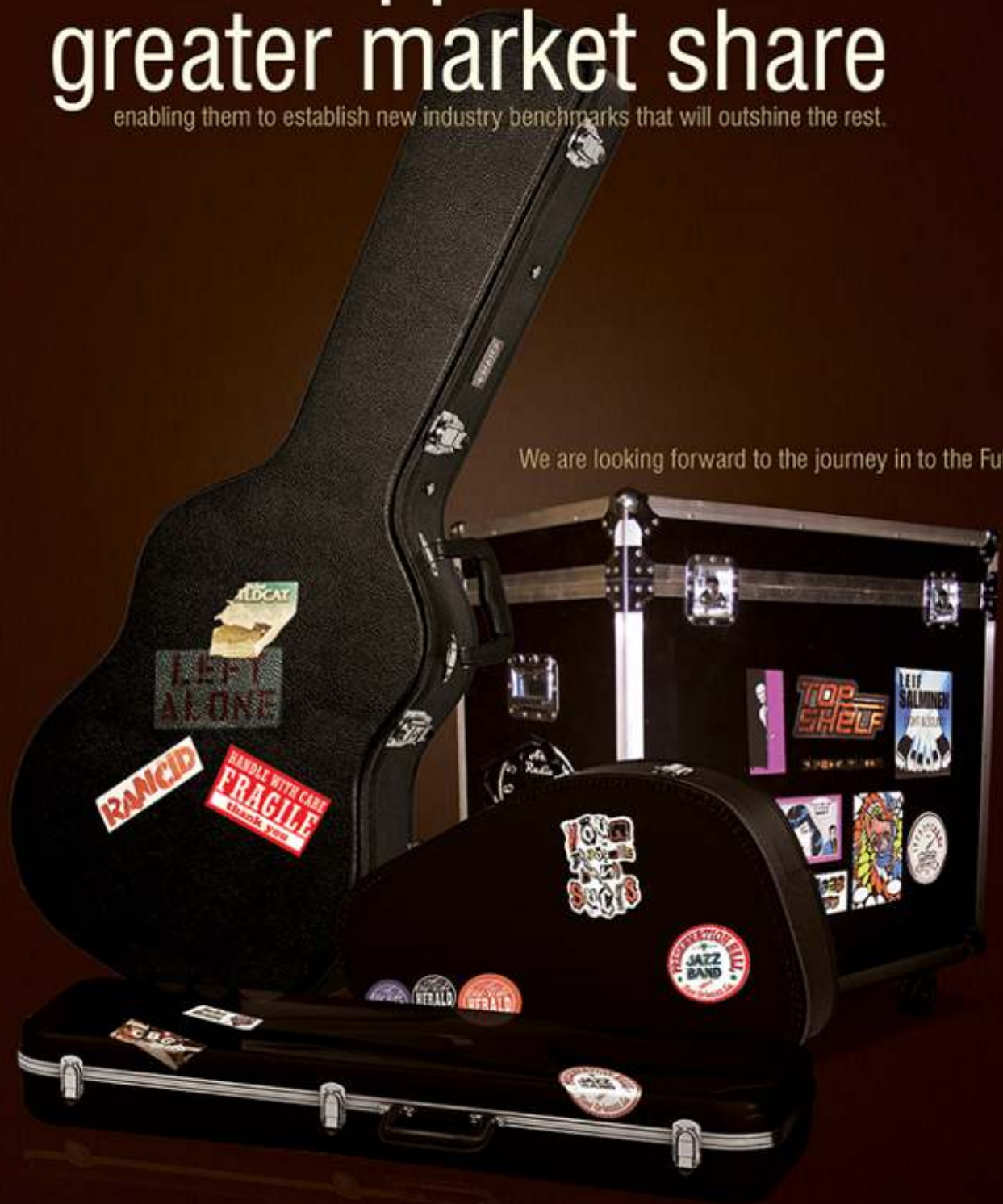
- ♪ Nila Infrastructures possesses leasing right for 88, 800 sq. fts. of constructed property in the prominent locality of Ahmedabad and the same has been given on lease to various renowned corporates

Nila Infrastructures' future journey is synchronized with

newer opportunities and greater market share

enabling them to establish new industry benchmarks that will outshine the rest.

We are looking forward to the journey in to the Future.



Way Forward

Ahmedabad in Gujarat is considered as one of the growth engines of the nation and is on its way to become a metro city. The process of integration of small villages with Ahmedabad has been accelerated during the last few years and is witnessing entry of big corporates and industries, which in turn will create employment opportunities and encourage huge migration from nearby cities and states. More so newer opportunities in the Affordable Housing Segment, new Proposed Development Plan offering huge Redevelopment opportunities, proposed additional FSI in R1 and R2 Residential Zones, Interest Rate cuts due to Monetary Policy of RBI, etc. present enormous demand and opportunities.

Consequently numbers of public infrastructure projects through the Public-Private Participation Route are expected to accelerate the momentum of growth in the City. These projects include Metro Rail System for Gandhinagar - Ahmedabad, Gujarat Finance Tech City known as GIFT City, Bus Rapid Transit System known as BRTS, Sabarmati River Front Project, etc.

However, both these sectors are mainly dependent on the economic growth and market sentiments. More so, this Industry is cyclic in nature where the price is mainly driven by demand v/s supply factors and not the cost of input. Timely supply of raw materials, shortage of skilled and unskilled labour, long term requirement of intensive capital, etc. are few of the other challenges in the Industry.

Only those who are equipped to handle these challenges effectively will be able to tap the opportunities and emerge victorious.

Nila Infrastructures is all future-ready with its conservative, yet rock-solid growth plans. Few of the highlights are:

- ♪ Increased focus Construction Contracts as well Government Projects
- ♪ Focus on Joint Venture in major Residential Projects - Joined hands with big players of the Industry for upcoming Residential Projects at Fangdi, Makarba, Bavla to reduce financial, market as well operation risks
- ♪ Association with NBFC's for creating new innovative home loan plans for attracting customer, according to their changing needs
- ♪ Launch new projects design and cost according to change demand and market scenario
- ♪ Increase Lease Rental Revenue
- ♪ Strengthen the technical team, focus on optimum utilization of resources, achieve cost-efficiencies and work within the time schedule to meet specific targets



NOTICE

NOTICE is hereby given that the 23rd Annual General Meeting (AGM) of the Members of Nila Infrastructures Limited will be held on Saturday, 6th July, 2013 at 10.00 A.M. at the Registered office of the Company at 1st Floor, "Sambhaav House" Opp. Chief Justice's Bungalow, Bodakdev, Ahmedabad - 380 015 to transact the following business:

ORDINARY BUSINESS :

1. To receive, consider and adopt the audited balance sheet as at 31st March, 2013, the statement of profit & loss for the year ended on that date together with the notes forming part of Final Accounts, and the Reports of the Auditor and Directors' thereon.
2. To appoint a Director in place of Shri Shyamal S. Joshi who retires by rotation and being eligible, offers himself for re-appointment.
3. To declare dividend on equity shares.
4. To re-appoint auditors to hold office from the conclusion of this AGM until the conclusion of the next AGM to fix their remuneration.

Special Business :

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

"RESOLVED THAT pursuant to the provisions of Sections 198, 269, 309 read with Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956, Shri Manoj B. Vadodaria, be and is hereby re-appointed as Chairman & Managing Director of the Company for a further period of five years with effect from 09-02-2013 on the remuneration and on the terms and conditions hereinafter appearing:

- 1) Period of Appointment: 5 years w.e.f. 09th February, 2013.
- 2) Basic Salary: ₹ 2,00,000/- per month

RESOLVED FURTHER THAT in the event of there being loss or inadequacy of profit for any financial year, the aforesaid remuneration payable to Shri Manoj B. Vadodaria shall be the minimum remuneration payable to him in the terms of the provisions of Schedule XIII to the Companies Act, 1956.

RESOLVED FURTHER THAT Shri Manoj B. Vadodaria shall also be entitled for the reimbursement of actual entertainment, traveling, boarding, and lodging expenses, telephone & mobile expenses, conveyances incurred by him in connection with the Company's business and such other benefits / amenities and other privileges, as any from time to time, be available to other Senior Executives of the Company.

3) Other Terms and Conditions:

- A Shri 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.
- B The terms and conditions of the said appointment may be altered or varied from time to time by the Board as it may, in its discretion deem fit within the maximum amounts payable in accordance with Schedule XIII to the Act or any amendments made thereafter in this regard.
- C Shri Manoj B. Vadodaria will be entitled to leave according to the company's leave rules.

By order of the
Board of Directors

Place: Ahmedabad
Date: 14th May, 2013

Dipen Y. Parikh
Company Secretary

NOTES :

1. A Member entitled to attend and vote at the AGM is entitled to appoint a Proxy to attend and vote instead of himself and on behalf of him and the Proxy need not be a member of the company.
2. Proxies in order to be effective must be received at the registered office of the company not less than 48 hours before the time fixed for the meeting. A proxy form is enclosed.
3. Members are requested to bring their copy of Annual Report to the meeting, as no extra copies will be distributed at the meeting hall as a measure of environment and economy.
4. Members desiring any information as regards accounts are requested to write to the Company **at least 7 days before the meeting** to enable the management to keep the information ready.
5. Members are requested to intimate change of registered address, if any, at the Registered Office of the Company or to the Company's Registrar and Share Transfer Agents at their address mentioned elsewhere in this report.
6. The Register of Members and Share Transfer Books of the Company shall remain closed from **2nd July, 2013 to 6th July, 2013 (both days inclusive)** pursuant to Clause 16 and 19 of the Listing Agreement and also in compliance of Section 154 of the Companies Act, 1956.
7. The Company has signed Tripartite Agreement with NSDL and CDSL for dematerializing of its Equity Shares. The ISIN allotted to your Company is INE937C01029.
8. The Company has initiated steps for implementing the "Green Initiative" in Corporate Governance as per the circular issued by the Ministry of Corporate Affairs ("MCA") as regards paperless compliances for service



of documents through electronic mode. Henceforth the e mail indicated in your respective DP accounts which will be periodically downloaded from NSDL/CDSL will be deemed to be registered e mail address. We request you to register your e mail address with your DP, in case you have not registered the same. Members holding shares in physical mode are requested to update their e mail addresses by writing to the Company / RTA quoting their folio nos. In case a member wishes to receive a physical copy of the said documents, the same will be sent upon receipt of a communication from the member.

9. ADDITIONAL INFORMATION IN TERMS OF CLAUSE 49 OF THE LISTING AGREEMENT ON DIRECTORS RECOMMENDED FOR APPOINTMENT / RE-APPOINTMENT OR SEEKING ELECTION AT THE AGM, IS GIVEN IN THE REPORT ON CORPORATE GOVERNANCE.

Explanatory Statement pursuant to the Section 173 (2) of the Companies Act, 1956

Item No 5:

Shri Manoj B Vadodaria is associated as the Managing Director since inception of the company and has made immense contribution in development of the company. The company has made remarkable progress under his guidance and control and anticipates further progress and development by various expansion and diversification plans in the coming period. The Board of Directors of the Company is of the opinion that Shri. Manoj B. Vadodaria's able and competent leadership will provide further path for the future growth of the Company. Therefore the Board of Directors in its meeting dated 09-02-2013 recommended his reappointment as Chairman and Managing Director for a period five years commencing from 09-02-2013.

It is proposed to seek members' approval for the reappointment of Shri Manoj B. Vadodaria as Managing Director in terms of the applicable provisions of the Companies Act, 1956.

This may be treated as an abstract of the terms and conditions of appointment including remuneration of Managing Director under the provision of Section 302 of the Companies Act, 1956.

None of the Directors other than Shri Kiran B. Vadodaria being relative and Shri Manoj B. Vadodaria himself are interested in the resolution of Item No 5.

DIRECTORS' REPORT

Dear Members,

The Directors of your company are pleased to present the 23rd Annual Report to the Members with the audited financial statements for the year ended 31st March, 2013.

FINANCIAL RESULTS:

The performance of the Company for the financial year 2012-13 is as under:

(₹ in Lacs)

Particulars	For the year ended 31st March 2013	31st March 2012
Total Revenue	9,754.65	9,061.95
Less: Total Expenditure	7,825.61	7,254.94
Profit Before Tax	1,929.04	1,807.01
Less: Current Tax	641.50	551.44
Deferred Tax	4.57	11.11
Net Profit After Tax	1,282.97	1,244.46
Add: Balance Brought Forward from previous year	3,268.20	2,466.86
Profit available for appropriation	4,551.17	3,711.32
Less: Transfer to General Reserve	100.00	100.00
Less: Proposed Dividend	295.23	295.23
Less: Dividend Distribution Tax	50.17	47.89
Surplus carried to Balance Sheet	4,105.77	3,268.20
Security Premium	2,678.34	2,678.34
General Reserve	424.77	324.77
Reserve [Excluding Revaluation Reserve]	7,208.88	6,271.31
Paid up Share Capital	2,952.26	2,952.26
Net Worth	10,161.14	9,223.57

REVIEW OF OPERATIONS :

Your Company is engaged primarily in the business of real estate, construction of housing projects and urban infrastructure development.

Your Company has during the year successfully completed some ongoing projects including "ANURAADHAA", joint venture scheme "ANANYA" and construction work of "Venus IVY". Projects like construction of bungalows for Applewoods Township, Construction work assigned by Adani Group at its prestigious township at Tragad, erection of bus shelters of BRTS projects are under progress as per the schedule.

In spite of the slow down in the economy in general and in real estate and construction sector in particular, your Company has reported increase in turnover and profitability due to efficient management of resources and timely execution of projects.



EXPANSION PLANS :

Your Company has been actively ascertaining opportunities in new avenues in the industry. Land acquisition, plan approvals of new residential projects are in process. Residential projects for Economically Weaker Section (EWS) is under appraisal where the management anticipates enormous demand in years to come.

Under the infrastructure activities, the Company continuously endeavors to identify the lucrative projects and bid for the same. Your Company envisages opportunity in affordable housing segment due to huge demand.

Your Company foresees to expand its leasing activities to ensure steady cash flow income and planning is under process to offer some immovable properties and land on long term lease to reputed corporate.

DIVIDEND :

The Directors have recommended payment of dividend of ₹ 0.10 per equity share of ₹ 1 each i.e 10 % of paid up capital. The dividend pay out will absorb an amount of ₹ 295.23 Lacs. The dividend will be paid to the members, whose name appears in the register of members as on 1st July, 2013.

PUBLIC DEPOSITS :

During the year under review, your Company has not accepted / renewed any deposits covered under the provisions of Section 58A of the Companies Act, 1956.

ISO 9001:2008 :

Your Company has maintained its Quality Management System to the international standards of ISO 9001:2008. Company is striving to maintain its commitment to customer's expectations for quality work and adherence of time schedule and safety at work sites.

CREDIT RATING :

The Board of Directors are pleased to report that the India Ratings & Research Private Limited (A Fitch Group Company) has assigned the ratings on the Fund Based Facilities amounting to ₹ 419.5 millions at IND BBB- and Non Fund Based Facilities amounting to ₹ 57.5 Millions at IND BBB- / IND A3. Instruments with this rating are considered to have moderate degree of safety regarding timely servicing of financial obligations. Such instruments carry moderate credit risk.

HUMAN RESOURCE MANAGEMENT :

Employees are vital input of your Company. Your Company created a favorable work environment that encourages innovation and superior performance. Your Company has also set up a scalable recruitment and human resource management process, which enables your Company to attract and retain high caliber employees.

EMPLOYEES:

There was no employee during the year drawing remuneration in excess of the ceiling prescribed under the provisions of Section 217 (2A) of the Companies Act, 1956 read with the Companies (Particulars of Employees) Rules, 1975, as amended.

DIRECTORS:

Pursuant to Section 256 of the Companies Act, 1956, Shri Shyamal S. Joshi Director of the Company retire by rotation at the ensuing Annual General Meeting of the Company and being eligible offers himself for re-appointment.

The Board of Directors of your Company has reappointed Shri Manoj B. Vadodaria as Chairman & Managing Director w.e.f 09.02.2013 for a period of five years subject to the approval of the members of the Company. The members are requested to pass necessary special resolution at the AGM.

AUDITORS:

The present Auditor M/s O. P. Bhandari & Co, Chartered Accountants, Ahmedabad retires at the forthcoming Annual General Meeting and being eligible offer themselves for re-appointment.

The Company has received certificate from them that their appointment, if approved by shareholders, would be within the ceiling prescribed under section 224 (1B) of the Companies Act, 1956. The members are requested to reappoint the auditors to hold office until the conclusion of the next Annual General Meeting.

AUDITOR'S OBSERVATIONS:

Observations of the Auditors in their report together with the Notes to the financial statements are self explanatory and therefore, in the opinion of Directors, do not call for any further explanation.

MANAGEMENT DISCUSSION AND ANALYSIS :

As required by Clause 49 of the Listing Agreement with the Stock Exchange, a Management Discussion and Analysis Report is appended to this report.

CORPORATE GOVERNANCE :

As required by Clause 49 of the Listing Agreement, a Report on Corporate Governance is appended together with Certificate on Corporate Governance by O.P.Bhandari & Co, Chartered Accountants, Ahmedabad.

As part of the good Corporate Governance practices, we have obtained a Secretarial Audit Report from M/s. R. S. Sharma & Associates, Practicing Company Secretary, Ahmedabad, in respect of compliance of all rules, regulations under the various applicable provisions of the Companies Act, 1956 and the applicable regulations under the Listing Agreement entered with stock exchange. A copy of the said certificate is appended to this report.



DIRECTOR'S RESPONSIBILITY STATEMENT:

Pursuant to the provisions of Section 217(2AA) of the Companies Act, 1956, your directors confirm:

- a) That in the preparation of the annual accounts, the applicable Accounting Standards have been followed along with proper explanation relating to material departures.
- b) That they have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit and loss of the Company for that period.
- c) That they have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company for preventing and detecting fraud and other irregularities.
- d) That they have prepared the annual accounts on a going concern basis.

STATUTORY DISCLOSURES REQUIRED UNDER THE COMPANIES (DISCLOSURE OF PARTICULARS IN THE REPORT OF THE BOARD OF DIRECTORS) RULES, 1988:

Details of foreign exchange earning and outgo form part of the notes to the financial statement for the year under review. Conservation of energy has always been of immense importance to your Company and all the equipments consuming energy have been placed under continuous and strict monitoring. In view of the nature of the operations, no report on the other matters is required to be made under section 217(1) (e) of the Companies Act, 1956 read with the Companies (Disclosure of particulars in the Report of the Board of Directors) Rules, 1998.

INSURANCE:

All the existing properties of the Company are adequately insured.

MATERIAL CHANGES:

No material changes have taken place since the closure of the financial accounts upto the date of the report, which may substantially affect the financial performance or financial statements of the Company.

AUDIT COMMITTEE:

The audit Committee constituted in accordance with Clause 49 of the Listing Agreement, reviewed the internal control system, scope of internal audit and compliance of related regulations. The Audit Committee also reviewed at length and approved the Financial Statements before the same were considered by the Board of Directors of the Company.

COST AUDIT COMPLIANCE CERTIFICATE:

Your Company has in compliance of the provisions of the Companies (Cost Accounting Record) Rules 2011, read with Rules and Regulation made there under by the Cost Audit Branch of the Ministry of Corporate Affairs; obtained compliance certificates from M/s J B Mistri & Co., Cost Accountants, Ahmedabad.

LISTING OF SHARES:

Equity shares of your Company are presently listed at Bombay Stock Exchange Limited (BSE). The Company has duly paid the annual listing fees for the year 2013-14 to the exchange. Adequate care has been taken to comply all the norms and requirements as per the provisions of the Listing Agreement. The Companies shares are under 'Compulsory Demat'. The ISIN allotted to the equity share of the Company is INE937C01029. As directed by the SEBI Circular, your Company has appointed M/s MCS Ltd as its Registrar & Share Transfer Agent to undertake transfer of physical transfers of share certificates besides acting as electronic registrar.

ACKNOWLEDGEMENT:

Your Directors place on record its gratitude to the Stakeholders, Banks, Valued clients, suppliers and Business Associates and employees of the Company for their continued support and confidence. Your Directors also place on record their appreciation, commitment and contribution made by employees at all levels and look forward for their continued support in future as well.

For and on Behalf of the
Board of Directors

Place: Ahmedabad
Date: 14th May, 2013

Manoj B. Vadodaria
Chairman & Managing Director



MANAGEMENT DISCUSSION AND ANALYSIS REPORT

1. ECONOMIC SCENARIO

The major challenge for Indian economy is to get back to the potential growth rate of 8 percent. What India has witnessed during the last year was more on account of globalization and has to be seen in the context of slowing global economic growth. The global economic situation continues to be difficult and uncertain.

During March 2013, the growth rate of eight core sector industries has slowed down to 2.9 % from 3 % in the same month in 2012. Index of Industrial Production slipped to 0.6 per cent in February from 4.3 per cent in the corresponding month a year ago.

The major obstacles to India's growth are shortage of infrastructural facilities, high inflation and interest rates, large current account and fiscal deficits, delayed policy decisions, slow project implementations, deferred project clearances and approvals, electricity shortage and slow reform process. All these hurdles have contributed to loss the momentum of growth after 2009. Amongst all these the rising fiscal deficit and current account deficit are matter of concern as the they have adversely been affecting the macro economic conditions and become difficult to control. Further the less participation of market players in the disinvestment plan of government has also created disappointment to curb these deficits.

In spite of hurdles India has large engines of growth which needs to be propelled. One of such engine is rapid urbanization in the country. Urbanization presents huge opportunity with large investment needs of US\$ 800 Billion over the next 20 years. Public private partnership will play a major role to make such huge investment. The another engine of growth of the country would be the youth generation. Today India has more than 50% of its population below the age of 25 years and more than 65% below the age of 35. It is expected that, in 2020, the average age of an Indian will be 29 years, compared to 37 for China and 48 for Japan; and, by 2030, India's dependency ratio should be just over 0.4. Those who were born in 1991 when economic reforms were initiated have turned 21 today. Aspirations and demands of youth are rising and increasing domestic consumption. The demographic opportunity is rising for India because the percentage of population of working age will continue to increase for another 40 years.

2 THE INDUSTRY SCENARIO

2a. Real Estate Sector :

Riding high on the back of rapid urbanization, positive demographics and rising income levels, the Indian real estate sector has attracted significant investment over the past few years. The sector that once grew at 7.8% in 2009-10 witnessed a deceleration during 2012-13 to 6.5% largely

due to the sluggish growth of the Indian economy, rising input costs and an overall slowdown in the global economy. As per estimates, the housing sector contributes about 5% to the overall GDP growth of the country. The sector still ranks fourth in terms of the multiplier effect on the economy. Urbanization and increasing household income are some of the major factors that influence demand for residential real estate and growth in the retail sector.

The total economic value of the real estate activity in the country ranges between US\$40-45 billion, which contributes 5-6% to the GDP growth. It is estimated that the FDI in the sector will grow from the current US\$4 billion to US\$25 billion within a span of next 10 years. A report released by the United Nations (UN) states that India ranks third after China and the US in terms of the most favored investment destination for global companies. As per the report, the FDI inflow in the sector is expected to increase by 20%. Emergence of nuclear families and growing urbanization has given rise to several townships that are developed to take care of the elderly. With a number of senior citizen housing projects been planned, the segment is expected to grow significantly in the future.

As per a report released by McKinsey Global Institute (MGI)- India's urban awakening, India needs to invest US\$ 1.2 trillion over next 20 years to modernize urban infrastructure and keep pace with the growing urbanization. The sector is not only the biggest contributor to gross domestic product of the country and employment generator but is also the fourth largest sector in terms of foreign direct investment inflows in the country.

The government has already introduced number of reforms to help the economy to recollect the momentum for growth and its cascading impact will be on the real estate sector as well. Opening up of FDI in organized retail will directly catalyze demand for retail and office space in the country. Further the two core bills directly impacting the sector "Real Estate (Regulation and Development) Bill" and "Land Acquisition, Rehabilitation and Resettlement Bill" have some provisions such as establishment of Real Estate Regulatory Authority and disclosure of information in public domain will bring more transparency and accountability on the part of the developers and will boost sentiments of both investors and end-users in the long term. The implementation of the proposed regulations would pave way for winning "industry" status for the sector, and thus ultimately improve access to finance and associated benefits.

The act by the Government to impose TDS of 1 percent on property deal above Rs. 50 lacs may help to curb the unrecorded money transactions in the sector but is also likely to adversely affect the demand. On the other hand additional tax deduction limit by Rs 1 lakh for the first time home buyers up to Rs 25 lakh during the period April 1, 2013 to March 31, 2014 is expected to boost demand for low cost housing.



2b. Urban Infrastructure :

Gujarat is one of the most urbanized states in India. As per the provisional statistics of the 2011 census 42.58 % population are living in the urban areas of Gujarat. Ahmedabad in Gujarat is considered as one of the growth engines of the nation and the process of integration and fusion of small villages with Ahmedabad has been accelerated during the last few year. The city is spreading its wings, expanding in every direction and is on its way to become a metro city. To meet the necessity of basic infrastructural facilities extensive network of educational institutions, water bodies, power, gas and energy suppliers, medical institutions, telecommunication and IT Infrastructure, tourism, and industrial infrastructures becomes vital. There is a focus on building the robust physical and industrial infrastructure and number of projects have been taken up in the PPP mode. These projects includes Delhi - Mumbai Industrial Corridor and the Dholera Special Investment Region, Dahej Petrochemical & Petroleum Investment Region known as PCPIR, Metro Rail System for Gandhinagar - Ahmedabad, Gujarat Finance Tech city known as GIFT, Bus Rapid Transit System known as BRTS, Sabarmati River Front Projects etc.

In view of the ample opportunities, Gujarat has become one of the most favored destinations of foreign investors. The state has received cumulative foreign direct investment (FDI) inflows worth US\$ 8.6 billion during April 2000 to December 2012, according to the data released by Department of Industrial Policy & Promotion (DIPP).

During the twelfth plan period, investment in infrastructure is proposed to reach ₹ 50 lakh crores and private sector is expected to contribute at least half of that. Following are some of the key policy developments announced by the government during the year.

- 1 JNNURM will receive ₹14,873 Crore as against ₹7,383 Crore in the current year.
- 2 India Infrastructure Finance Corporation in partnership with ADB will help infrastructure companies to access bond market to tap long term funds.
- 3 The Government will encourage Infrastructure Debt Fund and allow some institutions to raise tax free bonds upto ₹ 50,000 Crores which is 100 percent more than the current year.
- 4 It is proposed to raise the corpus of Rural Infrastructure Development Fund to 20,000 Crores.
- 5 Foreign direct investment in multi-brand retail has been permitted, with the option given to States to implement it.

3. BUSINESS OVERVIEW

3a. Real Estate Projects :

The Company has emerged as one of the most reputable brand in real estate business in Ahmedabad. Nila's real estate activity includes construction of housing apartments and luxurious bungalows. The projects of the Company are made with world class amenities and have strong emphasis on customer satisfaction. Nila's philosophy is to constantly strive for enhancing customer value by delivering high quality product at the best price.

During the year under review residential flats schemes "ANURADHAA" and "ANANYA" have been successfully completed. Construction work of 200 residential units scheme "ATUULYAM" is in full swing as per schedule decided. During the year the Company has launched a new residential luxurious 58 bungalows scheme as Thaltej. Your Company has obtained necessary plan permissions and the work of construction of sample house is in process.

3b. Infrastructure Projects :

Previous year your Company has been awarded work of construction and erection of 23 bus shelters at specific locations along the Ahmedabad BRTS Corridor from (1) Kalupur Bridge to Naroda - 16 bus shelters and (2) Soni ni Chali to Odhav - 7 bus shelters. Part of the construction work of the same has been successfully completed and the remaining work is under process as per the schedule decided.

Your Company has been awarded construction contract of 50 bungalows in "Applewoods Estate Township" of Applewoods Estate Pvt. Ltd. - The Sandesh Group, Construction of the bungalows is in progress in full swings. Your Company has also been given work of construction of another 18 bungalows during the year under review.

The Company has during the year successfully completed construction contract of residential housing project "Venus IVY" tendered by prestigious Venus Group.

Previous year your Company has been awarded construction contract for mini township at Tragad, Ahmedabad by Adani Infrastructure & Developers Pvt. Ltd. Your Company has completed the construction of site office and sample house and the work under the first phase is in progress as per the schedule.

3c. Leasing Activities :

The Company possesses leasing right for 88,800 sq fts of constructed property in the prominent area of Ahmedabad and the same has been given on lease to various renowned corporate.



4. OPPORTUNITIES

Your Company envisage significant growth in Ahmadabad's residential market in years to come. Further number of infrastructure projects are expected to accelerate the momentum of growth in the city. The activities of your Company is mainly concentrated in the city of Ahmedabad which is considered to be the one of the fastest growing city. Ahmedabad has been developing its worth in the field of business, economic and political activities and has drawn attention of patrons and investors to invest into the property market of Ahmedabad. The city is expanding at rapid pace and the town planning scheme and infrastructure policy by the government were remain the key drivers for expansion of the city in the past and can still be in the forthcoming years.

With the recent completion of some of the major infrastructural projects like Gift City at Gandhinagar, BRTS and Outer Ring Road Projects, River Front along the Sabarmati River, certain areas of the city have already observed real estate activities augmentation and identical boom is anticipated in different other localities. As the first route of the Metro Rail has been finalized, areas around the Sarkhej Gandhinagar highway are likely to be advantageous.

Similarly rising employment, huge migration from nearby cities and states, entry of big corporate and industries in and around the city are likely to create enormous demand and opportunities for your company.

5. RISK AND CHALLENGES

There are many constraints affecting smooth functioning of this industry. The company is operating in a business segment which is cyclic in nature and in which the price is mainly driven by demand and supply factors. It is not largely based on the cost of the product. Timely supply of raw material like cement, steel, bricks are essential for timely completion of the projects. Shortage of labour and raw material may delay the execution of projects of the Company. The infrastructure development is capital intensive in nature. The Company's business requires long term commitment of capital to meet financial requirement of long term projects. Further timely availability of skilled and technical personnel is also one of the key challenges. Real Estate and Infrastructure sectors are mainly dependent on the economic scenarios and any adverse events affecting the whole economy may deteriorate the industry as well.

6. INTERNAL CONTROL SYSTEM

The Company is well structured and the policy guidelines are well documented with pre defined authority and responsibility. NILA has put in place comprehensive systems and procedural guidelines concerning all areas of business like budgeting, execution, material management, quality, safety,

procurement, asset management, finance, accounts & audit, human resources etc., which are adequate and necessary considering the size and level of operations of the Company. The management has been making constant efforts to review and upgrade existing systems and processes to gear up and meet the changing needs of the business. The Company carries out internal audit through an external audit firm of Chartered Accountants who have extensive experience in such assignment. The Company has developed and implemented computer based "Enterprise Resource Planning" within the organization to ensure timely MIS, reporting and control system.

7. FINANCIAL PERFORMANCE

7.1 Net Worth :

The total net worth of the Company as on 31st March, 2012 was ₹ 92.24 Crores which is ₹ 101.61 Crores as on 31st March, 2013 indicating increase of 9.08% in the net worth.

7.2 Earnings per Share (EPS) :

Basic and Diluted EPS after extraordinary items of the Company as on 31st March, 2012 was ₹ 0.42, both of which stands to ₹ 0.43 as on 31st March, 2013.

7.3 EBITDA and PBT :

During the year 2012-13 Company has Earning Before Interest, Depreciation and Tax amounting to ₹ 2,642.16 Lacs. After providing for interest of ₹ 631.01 Lacs and ₹ 82.11 Lacs depreciation, Profit before tax was ₹ 1,929.03 Lacs which was ₹ 1,807.02 Lacs during the year 2011-12. There is an increase of 6.75% in the profit before tax of the Company.

CAUTIONARY STATEMENT :

Statement in the Directors Report and Management Discussion & Analysis describing the company's analysis, objectives, projections, estimates, expectations may be "forward looking statements" within the meaning of applicable security laws and regulations. Actual results may differ materially from those expressed or implied. Shareholders and readers are cautioned that in the case of data and information external to the company, no representation is made on its accuracy and comprehensiveness though the same are based on sources believed to be reliable. Utmost care has been taken to ensure that the opinion expressed by the management herein contains its perception on the material impact on the company's operations but it is not exhaustive.



REPORT ON CORPORATE GOVERNANCE

[Pursuant to Clause 49 of the Listing Agreement]

1. COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE

At NILA we believe in adopting and adhering to the best standards of Corporate Governance to all the stakeholders. The Company's Corporate Governance is therefore based on the total transparency, integrity, fairness, equity, accountability and commitment to the values. The Company is committed to the best governance practices that create long term sustainable shareholder value. With the object of the Company to conduct its business in a highly professional manner and thereby enhance trust and confidence of all its stakeholders, the Company has devised a complete compliance of Corporate Governance norms.

We at NILA firmly believe that good Corporate Governance leads to the optimal utilization of resources and enhance the value of the enterprise and an ethical behavior of the enterprise leads to honoring and protecting the rights of all the stakeholders. Sound Corporate Governance practices and ethical business conduct always remain at the core of the NILA's value system.

2. BOARD OF DIRECTORS

2.1 Composition and size of the Board:

The Company has an optimum combination of Executive and Non Executive Directors. The Board consists of six Directors comprising of an Executive Chairman & Whole Time Director, two Non Executive Directors and three other Non Executive Independent Directors. The appointment of three Non Executive Independent Directors is in conformity with the provisions of Clause 49 of the Listing Agreement entered with the BSE by the Company. There are two Promoter Directors out of which one is Executive Director and the other one is Non Executive Director. There is no nominee Director on the Board.

2.2 Directors' Profile :

Brief Profile of all the Board Members, nature of their expertise in specific functional areas and the numbers of Companies in which they hold directorships and memberships / chairmanship of Board or committees of Board are as under:

- (a) Shri Manoj Vadodaria is a commerce Graduate and self-made businessman. His induction into the business world was at a very early age. Manoj

Vadodaria combated harsh realities and adversities of business life successfully. This experience culminated into maturity and fervour of a rare kind. The practical school of business has made him a financial wizard backed by his sharp business instincts. This unique blend has been a tremendous source of benefit to the Group in meeting financial challenges and carving out ambitious expansion plans.

- (b) Shri Kiran Vadodaria is a Mechanical Engineer from L.D. Engineering College, Ahmadabad. He possesses varied experience and exposure base in corporate. He has developed unique insight and judgmental capabilities about the socio political dynamics. He is CMD of Sambhaav Media Ltd and has been appointed as part time non executive director of United Bank of India. He is a member of Indian Newspaper Society [INS], Chairman of Gujarat Regional Committee-INS, President of Gujarat Daily Newspaper Association [GDNA], Member of National Integration Council of Government of India, and President of L.D. College of Engineering, Alumni Association.
- (c) Shri Dilip D. Patel possesses vast experience of management education, training and consultancy for more than 25 years. He is the founder faculty of S.P. Jain Institute of Management Research, Mumbai-one of the top 10 Business Schools in the country. He has consulted number of Indian and multinational companies and offered training to senior managers in leading companies. He has consulted family owned/managed companies on various issues including the interface of family with business. He is currently advisor to the Board of some companies in India and Overseas.
- (d) Shri Akhilesh Mehta is an MBA-Finance with 18 years of experience in Investment Banking and Financial Advisory with specialization in Equity Placement, international Finance and Joint Ventures. He is a Co-Founder and CMD of Captus Financial Services Private Limited, which has a strong client base comprising of the majority of large and mid cap companies. Most of them are domestic and international banks, financial institutions, equity funds, mutual funds, asset management Companies. He is advisor to many Infrastructure, Real Estate and Power Project Companies for their Financial Planning, Equity Structuring and loan Syndication. He is partner in 'IS-IN Business Development Company' in Israel with Mr. Oshman Benjamin, Former CEO & President of Union Bank of Israel, for Indo-Israel Business Development in Real Estate, infrastructure, power, Engineering and Security Solutions.



- (e) Shri Hiren G. Pandit is enrolled as Advocate in the year 1981 and has been practicing since 1982 on Revenue as well as Civil Sides. He is President of Ahmedabad Revenue Bar Association from the year 1998 and Legal Advisor to various corporate groups of Ahmedabad like Ganesh Housing, Adani, Bink Builders, etc. He is looking after Company's revenue and civil matters. He is also spokesman of Human Rights Commission of Gujarat. Besides, he is also secretary of GRT Bar Association from 2001.
- (f) Shri Shyamal S. Joshi is a fellow member of the Institution of Chartered Accounts of India and possesses rich experience in financial planning, funding, taxation and accounting and served numbers of renowned Companies. He is having expertise in Corporate Funding, Restructuring, Merger, Acquisition, Local & International Financing, Private Equity and many more. He possesses more than 38 years of senior level financial management experience in manufacturing and trading corporations.

The name and category of the Directors on the Board, their attendance at Board Meeting held during the year and the number of directorships and committee chairmanships / memberships held by them in other companies is given below.

Sr. No	Name of Director	Position	Attendance Particulars		No of Directorships in other Public Companies	Committee Memberships / Chairmanships of other Companies
			Board Meeting	Last AGM		
1	*Manoj Vadodaria	Executive Chairman & Managing Director	5	Yes	1	1
2	*Kiran Vadodaria	Non Executive Director	5	Yes	2	-
3	**Dilip Patel	Non Executive Independent Director	1	No	1	1
4	**Akhilesh Mehta	Non Executive Independent Director	-	No	-	-
5	**Hiren Pandit	Non Executive Independent Director	5	No	-	-
6	**Shyamal Joshi	Non Executive Director	5	Yes	4	-

* Promoter Director; ** Non-Promoter Director

Details of the Board Meeting held during the year 2012-13

Date of Board Meeting	Board Strength	No. of Directors Present
17-04-2012	6	5
11-05-2012	6	4
07-08-2012	6	4
10-11-2012	6	4
09-02-2013	6	4



Board and committee Meetings :

The procedure with respect to Board Meetings and the Meeting of the committees thereof are in total compliances with the requirements of the Companies Act, 1956, Secretarial Standards (SS-1) prescribed for the Board Meetings by the Institute of Company Secretaries of India, Listing Agreement with Stock Exchange and other applicable laws and regulations.

Code of Conduct for the Board of Directors and Senior Management Personnel :

In terms of Clause 49 of the Listing Agreement, the Board has adopted the code of conduct for the Board of Directors and senior management personnel of the Company. This code of conduct is a comprehensive code which is applicable to all directors and senior management personnel. A copy of the same has been put on the Company's website www.nilainfra.com. The same code has been circulated to all the members of the Board and all senior management personnel. The compliance of the said code has been affirmed by them annually. A declaration signed by the Managing Director of the Company forms part of this Report.

Declaration by the Managing Director :

This is to confirm that the Company has adopted a Code of Conduct for its Board Members and the senior management personnel and the same is available on the Company's website. I confirm that the Company has in respect of the financial year ended on 31st March, 2013, received from the senior management personnel of the Company and the members of the Board a declaration of compliance with Code of Conduct applicable to them.

Place: Ahmedabad
Date: 14th May, 2013

Manoj B. Vadodaria
Managing Director

2.3 Board Procedure :

Pursuant to Listing Agreement, Stock Exchange is being informed about the Board Meetings together with proposed agenda at least seven clear days in advance. The agenda is prepared by the Secretarial Department in consultation with the Chairman of the Board of Directors. The information as required under the Annexure I to Clause 49 of the listing Agreement is made available to the Board. The agenda for the meeting of the Board and its committees together with the appropriate supporting documents and papers are circulated well in advance of the meeting to enable the Board to take informed decisions. Stock Exchange is informed about the outcome of the Board Meeting as soon as the Meeting concludes.

The meetings of the Board and its various committees are generally held at the Registered Office of the Company at Ahmedabad.

3. AUDIT COMMITTEE

3.1 Composition of the Audit Committee :

The Audit Committee of the Company is comprised of three Directors of which two are Non Executive Independent Directors. Shri Dilip D. Patel is the Chairman of the Committee. He possesses adequate financial accounting knowledge. The Constitution of the Audit Committee is in line with Clause 49 of the Listing Agreement with the Bombay Stock Exchange read with Section 292A of the Companies Act, 1956. Shri Akhilesh C. Mehta and Shri Kiran B. Vadodaria are the other two members of the Audit Committee. The primary objective of the Audit Committee is to monitor and effectively supervise the Company's financial reporting process with a view to provide accurate, timely and proper disclosures and the integrity and quality of the financial reporting.

3.2 Powers of the Audit Committee :

The terms of reference/ powers of the Audit Committee has been specified by the Board of Directors as under:

1. To investigate any activity within its terms of reference.
2. To seek information from any employee.
3. To obtain legal or other professional advice from outside.
4. To secure attendance of outsiders with relevant expertise, if it considers necessary.

3.3 Role of the Audit Committee :

The role of the Audit Committee shall include the following:

1. Oversight of the company's financial reporting process and the disclosure of its financial informations to ensure that the financial statements are correct, sufficient and credible.
2. Recommending to the Board, the appointment, re-appointment and, if required, the replacement or removal of the statutory auditor and the fixation of audit fees.
3. Approval of payment to statutory auditors for any other services rendered by them.
4. Reviewing, with the management, the annual financial statements before submission to the board for approval, with particular reference to:-
 - (a) Matters required being included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (2AA) of section 217 of the Companies Act, 1956.



- (b) Changes, if any, in accounting policies and practices and reasons for the same.
- (c) Major accounting entries involving estimates based on the exercise of judgment by management.
- (d) Significant adjustments made in the financial statements arising out of audit findings.
- (d) Compliance with listing and other legal requirements relating to financial statements.
- (f) Disclosure of any related party transactions.
- (g) Qualifications in the draft audit report.
- 5. Reviewing with the management, the quarterly financial statements before submission to the Board for approval.
- 6. Reviewing with the management, performance of statutory and internal auditors, and adequacy of the internal control systems.
- 7. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit.
- 8. Discussion with internal auditors as regards any significant findings and follow up there on.
- 9. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board.
- 10. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.
- 11. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non payment of declared dividends) and creditors.
- 12. Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.

3.4 Review of information by Audit Committee :

- 1. Management discussion and analysis of financial condition and results of operations;
- 2. Statement of significant related party transactions (as defined by the audit committee), submitted by management;
- 3. Management letters/letters of internal control weaknesses issued by the statutory auditors;
- 4. Internal audit reports relating to internal control weaknesses; and
- 5. The appointment, removal and terms of remuneration of the Chief internal auditor shall be subject to review by the Audit Committee

3.5 Attendance of each member of Audit Committee at meeting held during the year :

Four Audit Committee meetings were held during the year on 11th May, 2012, 07th August, 2012, 10th November, 2012 and 09th February, 2013. The time gap between the two Audit Committee meetings was not more than four months. The names of the members of the Audit Committee, and its Chairman and details of meetings attended by them are stated hereunder.

Name	Designation	No. of Meetings	
		Held	Attended
Dilip D. Patel	Chairman	4	4
Akhilesh C. Mehta	Member	4	4
Kiran B. Vadodaria	Member	4	4

4. REMUNERATION COMMITTEE

The remuneration committee has three Independent Non Executive Directors. The main objective of the constitution is to recommend and review compensation plans of the managerial personnel and the senior management based on their performance, defined assessment criteria and job responsibilities

4.1 Brief description of terms of reference :

- 1. Frame company's policies on Board of directors with the approval of the Board.
- 2. Make recommendations for the appointments on the Board and Senior Management Positions.
- 3. Evaluate performance of the Board, Executive Directors and Non-Executive Directors on predetermined parameters.
- 4. Review and recommend compensation payable to the Executive Directors.
- 5. Review re-election of the members of the Board.
- 6. Recommend induction of directors into various Committees.
- 7. Assist the Board in selecting, compensating, monitoring and when necessary replacing key executives and overseeing succession planning.
- 8. Review HR Policies and Initiatives.
- 9. Administer and supervise Employees' Stock Option Schemes.
- 10. Assist the Board in the implementation of the 'Policy on Prohibition of Insider Trading and Fraudulent and Unfair Trade Practices' adopted by the Board.



4.2 Composition of Committee and attendance of members :

Sr. No	Name of the Director and position	Meetings / Attendance	
		Held	Attended
1	Dilip D. Patel, Chairman	1	1
2	Akhilesh C. Mehta, Member	1	1
3	Hiren G. Pandit, Member	1	1

4.3 Remuneration Policy :

4.3a Executive Directors

- (1) Salary and commission not to exceed limits prescribed under the Companies Act, 1956.
- (2) Revised from time to time depending upon the performance of the company, executive director's performance and prevailing industry norms.
- (3) No sitting fees.

- (4) No ESOP for Promoter directors.

4.3b Non-Executive Directors

- (1) Eligible for commission based on time, effort and output given by them.
- (2) Sitting fees and commission not to exceed limits prescribed under the Companies Act, 1956.
- (3) Eligible for ESOP (other than Promoter directors)

Sr. No.	Name of Directors	Salary (₹)	Perquisites (₹)	Bonus/ Commission	Sitting fees (₹)	Total (₹)
1	Manoj B. Vadodaria	2400000	380695	-	-	2780695
2	Kiran B. Vadodaria	1200000	-	-	-	1200000
3	Dilip D. Patel	-	-	-	-	-
4	Akhilesh C. Mehta	-	-	-	-	-
5	Hiren G. Pandit	-	-	-	5000	5000
6	Shyamal S. Joshi	-	-	-	5000	5000

5 SHARE TRANSFER & INVESTORS' GRIEVANCE COMMITTEE

5.1 Constitution of the Committee :

The Share Transfer and Investors' Grievance Committee consists of three members. Kiran B. Vadodaria is the Chairman of the committee. The Share Transfer & Investor Grievance Committee is constituted in line with the requirement of Listing Agreement.

Sr. No	Name of the Director	Designation
1	Kiran B. Vadodaria	Chairman
2	Hiren G. Pandit	Member
3	Dilip D. Patel	Member

5.2 Term of reference of the committee :

The Share Transfer & Investor Grievance Committee approves transfer, transmission, transposition, name deletion, consolidation and splitting of share of the Company. It issues duplicate share certificates and redresses complaints and grievances of the investors in time.

- 5.3. Number of shareholders' complaints received during the year : 21

- 5.4 Number of complaints not solved to the satisfaction of shareholders : Nil

- 5.5 Number of complaints pending at the end of the year : Nil

6 GENERAL BODY MEETINGS

6.1 Location and time of last three Annual General Meetings :

Year	Venue	Date	Time
2009-10	1st Floor, "Sambhaav House", Opp Chief Justice's Bungalow, Bodakdev, Ahmedabad	25-09-2010	10.00 AM
2010-11	1st Floor, "Sambhaav House", Opp Chief Justice's Bungalow, Bodakdev, Ahmedabad	10-09-2011	10.00 AM
2011-12	1st Floor, "Sambhaav House", Opp Chief Justice's Bungalow, Bodakdev, Ahmedabad	15-09-2012	10.00 AM



6.2 Special Resolution passed at last 3 AGMs :

- a) 2009-10 :
- To revise the remuneration of Shri Manoj B. Vadodaria
 - To appoint Shri Kiran B. Vadodaria as Joint Managing Director
 - To increase borrowing power of the Board of Directors upto Rs. 200 Crores.
- b) 2010-11: No special resolution was passed
- c) 2011-12: No special resolution was passed

6.3 Postal Ballot :

No resolution was passed last year by Postal Ballot
No resolution is proposed to be passed at the ensuing AGM by Postal Ballot

7 DISCLOSURES

7.1 Materially Significant Related Party Transaction :

The transaction between the Company and the Directors and Companies in which the directors are interested are disclosed in Note no. 29 to the notes forming part of accounts are in compliance with the Accounting Standards relating to "Related Party Disclosures". There is no materially significant Related Party Transaction that may have potential conflict with the interest of the Company at large.
The Directors regularly make full disclosures to the Board of Directors regarding nature of their interest in the Companies in which they are directors or members.

7.2 Statutory Compliances, penalties and Strictures :

There were no instances of non compliances nor have any penalties, strictures been imposed by Stock Exchange or SEBI or any other statutory authority during the last years on any matter related to the capital market.

7.3 Code of Conduct :

The Company has adopted a Code of Conduct for the Board of Directors and Senior Management Personnel of the Company and all have affirmed their adherence to the code. The code has been posted on the Company's website (www.nilainfra.com)

7.4 Listing Agreement Compliances :

The company complies with all the requirements of the Listing Agreement including the mandatory requirements of Clause 49 of the Agreement.

7.5 Risk Management :

Business risk management and management of affairs is an ongoing process within the Company. The Audit Committee, Risk Management Team and

the Board of directors regularly review the risk management policy and procedures. The Company is in the process of setting up a system to appraise the Board of Directors of the Company on the key risk assessment areas and suggestive risk mitigation mechanism.

8. MEANS OF COMMUNICATION

8.1 Quarterly Results :

Normally quarterly results of the Company are published in Indian Express (English) and Jansatta Loksatta (Gujarati).

8.2 Website of the Company : www.nilainfra.com

8.3 Whether it also displays official news release and presentation made to institutional investors or to the analyst : No

8.4 Half yearly reports : Half yearly report have not been sent to shareholders

9 GENERAL SHAREHOLDER INFORMATION

9.1 Day, Date, time and venue of the 23rd Annual General Meeting :

Day : Saturday
Date : 06th July, 2013
Time : 10:00 am
Venue : 1st Floor, "Sambhaav House",
Opp: Chief Justice's Bungalow,
Bodakdev, Ahmedabad-380015.

9.2 Financial Year : 1st April to 31st March

9.3 Financial Calendar : Tentative and subject to change for the financial year 2013-2014

Quarter Ending	Release of Results
30-06-2013	Mid of August, 2013
30-09-2013	Mid of November, 2013
31-12-2013	Mid of February, 2014
31-03-2014	Mid of May, 2014

9.4 Date of Book Closure : from 02nd July, 2013 to 06th July, 2013 [both days inclusive]

9.5 Dividend : The Board of Directors have recommended dividend of ₹ 0.10 per share (10 %) for the financial year 2012-13

9.6 Listing on stock exchanges and payment of listing fees :

Bombay Stock Exchange [BSE], Phirozee Jeejeebhoy Towers, Dalal Street, Fort, Mumbai-400001. Annual Listing Fees for the year 2013-14 has been paid by the Company to BSE

9.6a Stock Code: 530377

9.6b ISIN in National Securities Depository limited [NSDL] and Central Depository Services (India) Limited [CDSL]: INE937C01029



9.7 Market Price Data :

The monthly high / low and the volume of the Company's shares trades on Bombay Stock Exchanges and the monthly high/low of the said exchange are as under:

Month	Company			BSE	
	High (₹)	Low (₹)	Volume (Nos.)	BSE Sensex High	BSE Sensex Low
April 2012	4.19	2.85	6668441	17664.10	17010.16
May 2012	4.20	3.11	3986782	17432.33	15809.71
June 2012	4.94	3.55	4144840	17448.48	15748.98
July 2012	5.72	3.64	7663506	17631.19	16598.48
August 2012	4.30	3.38	4690666	17972.54	17026.98
September 2012	4.65	3.90	3412454	18869.94	17250.80
October 2012	5.16	3.60	6170483	19137.29	18393.42
November 2012	4.87	4.05	1682657	19372.70	18255.69
December 2012	4.50	3.37	1281056	19612.18	19149.03
January 2013	3.68	3.00	3972022	20203.66	19508.93
February 2013	3.54	2.35	908644	19966.69	18793.97
March 2013	3.08	2.10	2541543	19754.66	18568.43

9.8 Distribution of share holding as on 31-03-2013 :

Shareholding of nominal value of	Number of Shares		Number of Holders	
in ₹	Nos	% of total	Nos	% of total
Upto 500	793444	0.27	2782	20.95
501 - 1000	4857439	1.65	4942	37.21
1001 - 2000	3430158	1.16	1840	13.85
2001 - 3000	2207490	0.75	782	5.89
3001 - 4000	1457219	0.49	376	2.83
4001 - 5000	3971710	1.34	800	6.02
5001 - 10000	7113492	2.41	861	6.48
10001 - 50000	15614919	5.29	698	5.26
50001 - 100000	7269653	2.46	100	0.76
100001 and Above	248510676	84.18	99	0.75
Total	295226200	100	13280	100



9.9 Shareholding Pattern as on 31-03-2013 :

Category	No. of shares held	% of total share capital
Promoters' Holding	22,13,09,687	74.96
Public holding		
<u>Institutions</u>	1,33,900	0.05
<u>Non Institutions</u>		
Bodies Corporate	1,09,16,591	3.70
Individuals	5,51,18,698	18.67
HUF	45,46,269	1.54
Non Resident Indians	32,01,055	1.08
Total	29,52,26,200	100.00

9.10 Dematerialization of Shares and Liquidity :

Trading in the Company's shares is permitted only in dematerialization form for all investors. The Company has established connectivity with CDSL and NSDL through the Registrar, M/s MCS Ltd, whereby the investors have the option to dematerialize their shares with either of the depositories. As on 31st March, 2013, 93.51 % of the paid up share capital has been dematerialized. For those shareholders who hold the shares in physical form may contact Depository Participant

9.11 The Company has no outstanding GDR/ADR/Warrants or any convertible instrument.

9.12 Address for Correspondence :

All enquires, clarifications and correspondence should be addressed to the Compliance Officer at the following address

The Company Secretary
Nila Infrastructures Limited
1st Floor, "Sambhaav House",
Opp: Chief Justice's Bungalow,
Bodakdev, Ahmedabad-380015
Email: secretarial@nilainfra.com
Fax: +91 79 30126371
Phone: +91 79 40036817

10 SECRETARIAL AUDIT FOR CAPITAL RECONCILIATION

As stipulated by SEBI, a Secretarial Audit is carried out by an Independent Practicing Company Secretary on quarterly basis to confirm reconciliation of the issued and listed capital, shares held in dematerialized and physical mode and the status of the register of members.

11 SECRETARIAL AUDIT REPORT FOR COMPLIANCES

Secretarial Audit has been carried out by an independent Practicing Company Secretary at the end of the financial year to ensure timely compliances of all applicable acts, laws, guidelines, rules and regulations.



CORPORATE GOVERNANCE COMPLIANCE CERTIFICATE

To

The Members,

Nila Infrastructures Limited.

In accordance with Clause 49 of the listing Agreement entered into by Nila Infrastructures Limited ("the Company") with the Bombay Stock Exchange Limited, we have examined all relevant records of the Company relating to its compliance of condition of Corporate Governance as stipulated in Clause 49 for the financial year ended 31st March, 2013.

It is responsibility of the Company to prepare and maintain the relevant necessary record under the SEBI guidelines, Listing Agreement and other applicable Laws. Our responsibility is to carry out an examination on the basis of our professional judgment so as to award a reasonable assurance of the correctness and completeness of the records for the purpose of this certificate.

We have obtained all the information and explanation, which to the best of our knowledge and belief were necessary for the purpose of this certificate and have been provided with such records, documents, certificates etc. as had been required by us.

We certify that from the records produced and the explanation given to us, Company for the Purpose of this certificate and to the best of our information, the Company has complied with all the mandatory requirements of the said clause 49 of the Listing Agreement.

For, O. P. Bhandari & Co.
Chartered Accountants
Firm Regd. No. 112633W

[O. P. Bhandari]
Proprietor
Membership No. 34409

Place: Ahmedabad
Date: 14th May, 2013

CEO AND CFO CERTIFICATION

We, Manoj B Vadodaria Chairman & Managing Director and Prashant H. Sarkhedi, Chief Finance Officer responsible for the finance function of the company certify that:

- a) We have reviewed the financial statements and cash flow statement for the year ended 31st March, 2013 and to the best of our knowledge and belief:
 - (i) These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading
 - (ii) These statements together present a true and fair view of the Company's affairs and are in compliances with existing Accounting Standards, applicable laws & regulations.
- (b) To the best of our knowledge and belief, no transaction entered into by the Company during the year ended 31st March, 2013 are fraudulent, illegal or violative of the Company's code of conduct.
- (c) We accept the responsibility for establishing and maintaining internal controls for financial reporting. We have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting. We have disclosed deficiencies to the auditors and audit committee.
- (d) We have indicated to the Auditors and to the Audit Committee:
 - (I) Significant change in the internal control over financial reporting during the year.
 - (II) Significant change in the accounting policies during the year and that the same has been disclosed in the notes to the financial statements; and
 - (III) Instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or any employee having a significant role in the Company's internal control system over financial reporting.

Manoj B. Vadodaria
Chairman & Managing Director

Place: Ahmedabad
Date: 14th May, 2013

Prashant H. Sarkhedi
Chief Finance Officer



Secretarial Audit Report

To,

The Members,

Nila Infrastructures Limited

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by the company. Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts / statutory compliances and expressing my opinion thereon.

Based on my verification of Nila Infrastructures Limited's ("the Company") books, forms and returns filed and other records maintained by the company and also the information provided by the company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on 31st March, 2013 complied with the statutory provisions listed hereunder and also that the company has proper Board- processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.

I have examined the books, papers, minutes books, forms and returns filed and other records maintained by Nila Infrastructures Limited for the financial year ended on 31st March, 2013 according to the provisions of:

- I. The companies act, 1956 and the rules made there under;
- II. The securities contracts (Regulation) act, 1956 ('SCRA') and rules made there under;
- III. The Depositories Act, 1996 and the Regulations and Bye - Law framed there under;
- IV. Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External commercial Borrowings;
- V. The following regulation and guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act');
 - a) The Securities and Exchange Board of India (Substantial Acquisition of shares and Takeovers) Regulations, 1997;

- b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations 1992;
- c) The Securities and Exchange Board of India (Issue of Capital And Disclosure Requirements) Regulation, 2009;
- d) The Securities and Exchange Board of India (Employee Stock- Purchase Scheme) Guideline, 1999;
- e) The Securities and Exchange Board on India (issue and Listing of Debt Securities) Regulations, 2008;
- f) The Securities and Exchange Board of India (Registrars to an issue and Shares Transfer Agents) Regulation, 2008;
- g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and
- h) The Securities and Exchange Board on India (Buyback of Securities) Regulations, 1998;
1. Based on my examination and verification of the registers, records and documents produced to me and according to the information and explanations given to me by the management of the Company, I report that the company has, in my opinion complied with the provisions of the Companies Act, 1956 ("The Act") and the Rules made under the Act, Accounting Standards and Memorandum and Articles of Association of the company with regard to:
 - a. Maintenance of statutory registers and record and necessary entries are therein;
 - b. Closure of Register of Members;
 - c. Submission of forms, returns, documents and resolutions required to be filed with the Registrar of Companies;
 - d. Service of documents by the Company on its Members, and Registrar of Companies;
 - e. Notice of Board meetings and Committee meetings of Directors;
 - f. Notice of General Meeting and Extra Ordinary General Meetings of the Company;
 - g. Minutes of proceedings of General Meetings and Board and other meetings;
 - h. Approvals of shareholder, the Board of Directors, the committee of the Directors and government, retirement and re appointment of Directors;
 - i. Remuneration of Director including the Managing Director and Whole- time directors;



- j. Transfers, transmissions and sub division of the Company's Shares and issue and delivery of original and duplicate shares certificates;
- k. Appointment and remuneration of Auditors;
- l. Constitution of the board of director and appointment and retirement and re-appointment of directors;
- m. Form of balance sheet as prescribed under part I of Schedule VI to the Act and requirements as to profit & Loss Account as per Part II of the said schedule;
- n. Borrowing and registration, modification and satisfaction of charges;
- o. Investment of the Company's fund including inter corporate loans and investments;
- p. Giving guarantees in connection with loans taken by subsidiaries and associate companies;
- q. Contracts, affixing of common seal, registered office and publication of name of the Company; and
- r. All other applicable provisions of the act and the rules / regulation made thereunder.

2. I report that:

- a. The director of the company have obtained director identification number as per section 266A of the Act.
- b. The director have complied with the requirements as to disclosure of interest and concerns in contracts and arrangements, shareholdings and directorships in other companies and interest in other entities.
- c. The directors have complied with the disclosure requirements in respect of their eligibility of appointment, their being independent and compliance with code of business conduct & ethics for directors and management personnel.
- d. The company has obtained all necessary approvals of the central government and / or other authorities, under the Act.
- e. There was no prosecution initiated against or show cause notice received by, the Company and no fines or penalties were imposed on the company under the companies act, SEBI Act, SCRA, Depositories Act, Listing Agreement and rules, regulations and guidelines framed under these acts against the company, its director and officers.

3. **I further report that** the company has complied with the provisions of Depositories act, 1996 and regulations and the Byelaws framed there under with regard to dematerialize securities with all securities issued by the company.

4. **I further report that,** the Company has complied with:

- a. The requirements under the equity listing agreements entered into with Bombay Stock Exchange Limited.
- b. The provision of the securities and exchange board of India (substantial acquisition of shares and takeovers) regulations, 1997 with regard to the disclosures and maintainance of records required under the regulations.
- c. The provisions of the securities and exchange board of India (prohibition of insider trading) regulations, 1992 of records required under the regulations.

5. **I further report that** board of directors of the company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The change in the composition of the Board of Director that took place during the period under review were carried out in compliance with the provisions of the Companies Act, 1956

Adequate notice is given to all directors to schedule the Board Meeting agenda and detailed notes on agenda are sent at least seven days in advance , system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting. Majority decision is carried through while the dissenting members' view are captured and recorded as part of the minutes.

6. **I further report that** there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

For, R. S. Sharma & Associates

R. S. Sharma

Company Secretary
M No. 3126 C P No 2118

Place: Ahmedabad
Date: 14th May, 2013



AUDITORS' REPORT

To,

The Members,

Nila Infrastructures Limited

Report on the Financial Statements

We have audited the accompanying financial statements of Nila Infrastructures Limited (the "Company"), which comprise the Balance Sheet as at March 31, 2013, and the Statement of Profit and Loss and Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information, which we have signed under reference to this report.

Management's Responsibility for the Financial Statements

The Company's Management is responsible for the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the Accounting Standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956 (the "Act"). This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditors consider internal control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by Management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the accompanying financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

- (a) in the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2013;
- (b) in the case of the Statement of Profit and Loss, of the profit for the year ended on that date; and
- (c) in the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by 'the Companies (Auditor's Report) Order, 2003', as amended by 'the Companies (Auditor's Report) (Amendment) Order, 2004', issued by the Central Government of India in terms of sub-section (4A) of section 227 of the Act (the "Order"), and on the basis of such checks of the books and records of the Company as we considered appropriate and according to the information and explanations given to us, we give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the Order.
2. As required by section 227(3) of the Act, we report that:
 - (a) We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
 - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;
 - (c) The Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement dealt with by this Report are in agreement with the books of account;
 - (d) In our opinion, the Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement comply with the Accounting Standards referred to in sub-section (3C) of section 211 of the Act;
 - (e) On the basis of written representations received from the directors as on March 31, 2013, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2013, from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Act.

For, O. P. Bhandari & Co.
Chartered Accountants
Firm Regd. No. 112633W

[O. P. Bhandari]
Proprietor
Membership No. 34409

Place: Ahmedabad
Date: 14th May, 2013



ANNEXURE TO THE AUDITOR'S REPORT

- | | |
|---|--|
| <p>i. (a) The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.</p> <p>(b) The fixed assets were physically verified during the year by the management in accordance with a regular programme of verification which, in our opinion, provides for physical verification of all the fixed assets at reasonable interval. According to the information and explanations given to us, no material discrepancies were noticed on such verification.</p> <p>(c) During the year Company has not disposed off a substantial part of fixed assets, which could affect its continuation as a going concern.</p> | <p>v. (a) In our opinion and according to the information and explanations given to us, the particulars of contracts or arrangements referred to in Section 301 of the Companies Act, 1956 have been entered in the register required to be maintained under that section.</p> <p>(b) In our opinion and according to the information and explanations given to us, where such transactions are in excess of Rupees Five Lacs in respect of any party, the transactions have been made at prices which are, prima-facie, reasonable having regard to the prevailing market prices for similar transactions with other parties at the relevant time.</p> |
| <p>ii. (a) The Physical verification of inventory has been conducted at reasonable intervals by the management.</p> <p>(b) In our opinion the procedures for physical verification of inventory followed by the management are reasonable and adequate in relation to the size of the company and the nature of its business.</p> <p>(c) The Company is maintaining proper records of inventory and no discrepancies were noticed on verification between the physical stock and book records.</p> | <p>vi. The Company has not accepted any deposits from the public during the year under sections 58A and 58AA of the Act and the Companies (Acceptance of Deposits) Rules, 1975. Therefore, provisions of clause 4 (iv) of CARO are not applicable to the company.</p> |
| <p>iii. (a) The Company has not taken any loans, secured or unsecured, from Companies, firms, or other parties covered in the register maintained under Section 301 of the Companies Act, 1956.</p> <p>(b) The Company has not granted any loan to parties covered in the register maintained under section 301 of the Companies Act, 1956.</p> | <p>vii. In our opinion, the Company has an Internal Audit System commensurate with its size and nature of its business.</p> |
| <p>iv. In our opinion and according to the information and explanations given to us there are adequate internal control procedures commensurate with the size of the company and the nature of its business, for the purchase of inventory, fixed assets and also for the sale of goods and services. During the course of our audit, we have not observed any continuing failure to correct major weaknesses in internal control system.</p> | <p>viii. We have broadly reviewed the cost records maintained by the Company pursuant to the companies (Cost Accounting Records) Rules, 2011 prescribed by the Central Government under Section 209(1)(d) of the Companies Act, 1956, and are of the opinion that prima facie the prescribed records have been maintained. We have, however, not made a detailed examination of the records with a view to determine whether they are accurate or complete.</p> |
| | <p>ix. According to the information & explanations given to us in respect of statutory and other dues:</p> <p>(a) The Company is generally regular in depositing undisputed statutory dues with the appropriate authorities.</p> <p>(b) According to the information and explanations given to us, no amount of undisputed statutory dues including Provident Fund, Employees' State Insurance, Income Tax, Wealth Tax, Service Tax;</p> |



Sales Tax or Cess is outstanding as at 31st March, 2013 for the period more than six months from the date they become payable.

- (c) According to the information and explanations given to us, no amount of Provident Fund, Employees' State Insurance, Income Tax, Wealth Tax, Service Tax, Sales Tax or Cess is outstanding on account of any dispute as at 31st March, 2013.
- x. The Company has no accumulated losses as at 31st March, 2013. The Company has not incurred cash losses during the financial year ended on that date or in the immediately preceding financial year.
- xi. In our opinion and according to the information and explanation given to us, the Company has not defaulted in repayment of dues to a financial institution or a bank.
- xii. According to the Information and explanation given to us, the company has not granted any loan and/or advance on the basis of security by way of pledge of shares, debentures and other securities.
- xiii. In our opinion, the Company is not a Chit Fund or a Nidhi or Mutual Benefit Fund / Society. Therefore, the provision of clause 4(xiii) of the Companies (Auditors Report) Order, 2003 is not applicable to the Company.
- xiv. In our opinion and based on our examination of the records, the company has maintained proper record of transactions and contracts in respect of investments. All investments have been held by the company in its own name;
- xv. According to the information and explanations given by the management, the company has not given any guarantee for loan taken by others from the banks or financial institutions.
- xvi. According to the information and explanations given to us and records examined by us, the term loans have been applied for the purpose for which they were obtained.
- xvii. According to the information and explanations given to us and on the basis of an overall examination of the Balance Sheet and Cash Flow

of the company, funds raised on short term basis have, prima-facie, not been used during the year for long term investment.

- xviii. According to the Information and explanations given to us, the company has not made preferential allotment of shares to parties and companies covered in the register maintained under Section 301 of the Companies Act, 1956 during the year ended on 31st March, 2013.
- xix. During the period the Company has not issued any debentures.
- xx. The Company has not raised any money by way of public issue during the year.
- xxi. Based on the audit procedure performed and information and explanations given by the management, we report that no fraud on or by the company has been noticed or reported during the year.

For O. P. Bhandari & Co.
Chartered Accountants
Firm Regd. No. 112633W

[O. P. Bhandari]
Proprietor
Membership No. 34409

Place: Ahmedabad
Date: 14th May, 2013



BALANCE SHEET AS AT 31ST MARCH, 2013

(Amount in ₹)

Particulars	Note	As at 31st March, 2013	As at 31st March, 2012
EQUITY AND LIABILITIES			
Shareholders' Funds			
Share Capital	3	29,52,26,200	29,52,26,200
Reserves and Surplus	4	72,08,87,887	62,71,30,468
		1,01,61,14,087	92,23,56,668
Non-Current Liabilities			
Long-term Borrowings	5	52,39,06,457	26,53,50,825
Deferred Tax Liabilities (Net)	6	13,63,974	9,07,285
Other Long-term Liabilities	7	77,27,906	1,18,60,826
Long-term Provisions	8	12,95,244	19,27,403
		53,42,93,581	28,00,46,339
Current Liabilities			
Short-term Borrowings	9	18,49,11,613	12,90,00,000
Trade Payables (refer note no. 33)		11,78,89,074	14,06,20,975
Other Current Liabilities	10	16,85,72,447	11,38,66,240
Short-term Provisions	8	9,78,66,384	8,50,82,218
		56,92,39,518	46,85,69,433
TOTAL		2,11,96,47,186	1,67,09,72,440
ASSETS			
Non-Current Assets			
Fixed Assets			
- Tangible Assets	11	32,20,59,569	31,33,00,863
- Intangible Assets	11	4,99,219	9,57,845
Non-Current Investments	12	3,16,12,590	84,43,343
Long-term Loans and Advances	13	14,41,72,759	8,45,88,677
Other Non-Current Assets	14	70,12,355	41,58,443
		50,53,56,492	41,14,49,171
Current Assets			
Inventories	15	93,86,43,267	54,04,17,257
Trade Receivables	16	16,71,65,578	13,46,54,162
Cash and Bank Balances	17	1,00,72,333	1,35,02,340
Short-term Loans and Advances	13	49,84,09,516	57,09,49,510
		1,61,42,90,694	1,25,95,23,269
TOTAL		2,11,96,47,186	1,67,09,72,440
Significant Accounting Policies	2		

The accompanying notes are an integral part of the financial statements.
As per our separate report of even date

For, O. P. Bhandari & Co.

Chartered Accountants
Firm Registration Number : 112633W

O. P. Bhandari
Proprietor
Membership No. : 34409
Place : Ahmedabad
Date : 14th May, 2013

FOR AND ON BEHALF OF THE BOARD OF DIRECTORS

Manoj B. Vadodaria
Managing Director

Prashant H. Sarkhedi
Chief Finance Officer

Kiran B. Vadodaria
Joint Managing Director

Dipen Y. Parikh
Company Secretary



STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2013

(Amount in ₹)

Particulars	Note	For the year ended 31st March, 2013	For the year ended 31st March, 2012
INCOME			
Revenue from Operation	18	93,00,65,518	86,54,89,965
Other Income	19	4,53,99,138	4,07,05,770
Total Revenue		97,54,64,656	90,61,95,735
EXPENDITURE			
Project Expenses	20	1,07,27,86,874	87,56,07,336
(Increase)/Decrease in Inventories of Finished Goods			
Work-in-Progress and Traded Goods	21	(39,82,26,010)	(24,56,25,844)
Employee Benefits Expense	22	2,05,72,075	1,74,84,747
Finance Cost	23	6,31,01,380	5,67,10,633
Depreciation and Amortization Expense	11	82,11,059	77,86,611
Other Expenses	24	1,61,15,342	1,35,30,514
Total Expenditure		78,25,60,720	72,54,93,997
Profit Before Tax		19,29,03,936	18,07,01,738
Tax Expenses			
Current Tax		6,41,49,838	5,51,44,012
Deferred Tax	32	4,56,689	11,11,484
Total Tax Expenses		6,46,06,527	5,62,55,496
Profit After Tax		12,82,97,409	12,44,46,242
Earnings Per Equity Share (EPS) (Face Value of Share ₹ 1 each)	31		
Basic & Diluted		0.43	0.42
Significant Accounting Policies	2		

The accompanying notes are an integral part of the financial statements.
As per our separate report of even date

For, O. P. Bhandari & Co.
Chartered Accountants
Firm Registration Number : 112633W

O. P. Bhandari
Proprietor
Membership No. : 34409
Place : Ahmedabad
Date : 14th May, 2013

FOR AND ON BEHALF OF THE BOARD OF DIRECTORS

Manoj B. Vadodaria
Managing Director

Prashant H. Sarkhedi
Chief Finance Officer

Kiran B. Vadodaria
Joint Managing Director

Dipen Y. Parikh
Company Secretary



CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2013

(Amount in ₹)

Particulars	For the year ended on 31st March, 2013	For the year ended on 31st March, 2012
Cashflow from operating activities		
Profit before tax from operations	19,29,03,936	18,07,01,738
Add/Less : Adjustments		
Depreciation and amortization Expense	82,11,059	77,86,611
Deficit/ (Surplus) on sale of fixed assets	8,98,105	(13,37,522)
Provision for Gratuity	(5,80,752)	1,77,908
Provision for Leave Benefits	(43,393)	(23,125)
Excess Provision written back	(11,085)	(1,07,499)
Sundry Balance written back	(1,56,977)	(11,06,054)
Finance Cost	6,30,77,479	5,55,60,275
Interest income	(4,41,59,579)	(3,12,40,271)
Bonus Payable	4,28,231	3,37,596
Rent Income	-	(4,03,116)
Dividend income	-	(28,446)
Share of Profit/I (Loss) from LLP	(4,52,997)	(29,44,077)
Profit on Sale of Share	-	(32,51,461)
Operating profit before working capital changes	22,01,14,027	20,41,22,557
Movements in working capital :		
Increase/ (decrease) in trade payables	(2,25,74,924)	10,78,47,520
Increase / (decrease) in long-term provisions	(6,32,159)	(1,08,840)
Increase / (decrease) in short-term provisions	6,56,481	2,19,779
Increase/ (decrease) in other current liabilities	7,19,24,170	(2,24,59,431)
Increase/ (decrease) in other long-term liabilities	(41,32,920)	(14,58,902)
Decrease / (increase) in current trade receivables	(3,25,11,416)	(5,90,29,281)
Decrease / (increase) in inventories	(39,82,26,010)	(24,56,25,844)
Decrease / (increase) in long-term loans and advances	(5,95,84,082)	(1,68,29,159)
Decrease / (increase) in short-term loans and advances	8,69,93,433	9,16,87,694
Cash generated from / (used in) operations	(13,79,73,400)	5,83,66,093
Direct taxes paid (net of refunds)	(6,60,68,277)	(3,15,08,159)
Net cash flow from / (used in) operating activities (A)	(20,40,41,677)	2,68,57,934



CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2013

(Amount in ₹)		
Particulars	For the year ended on 31st March, 2013	For the year ended on 31st March, 2012
Cash flows from investing activities		
Purchase of fixed assets, including CWIP and capital advances	(1,87,55,494)	(78,28,331)
Proceeds from sale of fixed assets	13,46,250	60,99,876
(Purchase) / Sale of non-current investments	(2,27,16,250)	55,17,761
Proceeds / (Deposit) of Margin money (net)	(23,25,300)	1,69,12,200
Interest received	4,36,30,967	3,12,71,323
Dividends received	-	28,446
Rent Income	-	4,03,116
Net cash flow from / (used in) investing activities (B)	11,80,173	5,24,04,391
Cash flows from financing activities		
Proceeds from long-term borrowings (Net)	23,98,12,534	(9,46,30,635)
Repayment of short-term borrowings	(90,00,000)	12,90,00,000
Cash Credit (net)	6,49,11,613	(5,74,45,934)
Financial Expenses	(6,30,77,479)	(5,55,60,275)
Dividend paid on equity shares	(2,95,22,620)	(2,95,22,620)
Tax on equity dividend paid	(47,89,455)	(47,89,455)
Net cash flow from / (used in) in financing activities (C)	19,83,34,593	(11,29,48,919)
Net increase / (decrease) in cash and cash equivalents (A+B+C)	(45,26,911)	(3,36,86,594)
Cash and cash equivalents at the beginning of the year	1,14,60,581	4,51,47,175
Cash and cash equivalents at the end of the year	69,33,670	1,14,60,581

Notes :

- 1 Cash flow is prepared under the 'Indirect Method' as set out in the Accounting Standard-3 on 'Cash Flow Statement'.
- 2 Figures in bracket indicate negative amount.

The accompanying notes are an integral part of the financial statements.
As per our separate report of even date

For, O. P. Bhandari & Co.

Chartered Accountants
Firm Registration Number : 112633W

O. P. Bhandari

Proprietor
Membership No. : 34409
Place : Ahmedabad
Date : 14th May, 2013

FOR AND ON BEHALF OF THE BOARD OF DIRECTORS

Manoj B. Vadodaria
Managing Director

Prashant H. Sarkhedi
Chief Finance Officer

Kiran B. Vadodaria
Joint Managing Director

Dipen Y. Parikh
Company Secretary



NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2013

1. Corporate Information

Nila Infrastructures Limited is a Company based in Ahmedabad, Gujarat. It is currently engaged in construction as well as development of real estate and infrastructure projects. Nila Infrastructures Ltd is a public company incorporated on 26th February, 1990 and listed on BSE (Bombay Stock Exchange).

2. Significant Accounting Policies

a) Basis of preparation of financial statements :

The financial statements are prepared and presented under the historical cost convention on an accrual basis of accounting in accordance with generally accepted accounting principles in India ("Indian GAAP") and are to comply with the Accounting Standards prescribed in the Companies (Accounting Standards) Rules, 2006 (as amended) issued by the Central Government in exercise of the power conferred under sub-section 1(a) of section 642 and the relevant provisions of the Companies Act, 1956.

b) Use of Estimates :

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amount of assets and liabilities on the date of the financial statements and the reported amount of revenues and expenses during the reporting period. Management believes that the estimates used in the preparation of financial statements are prudent and reasonable.

c) Fixed Assets :

(i) Tangible Assets

Fixed assets are stated at cost of acquisition or construction including any cost attributable to bringing the assets to their working condition for their intended use.

Fixed assets are stated at cost less accumulated depreciation there on.

(ii) Intangible Assets

All Intangible Assets are initially measured at cost and amortized so as to reflect the pattern in which the assets economic benefits are consumed.

d) Depreciation and Amortisation :

- (i) Company has provided depreciation at the rates and in the manner laid down in Schedule XIV to the Companies Act, 1956 as per "Straight Line Method" in respect of all fixed assets.
- (ii) Computer software is amortised as per "Straight Line Method" over its useful life, which is estimated as three years.

e) Investments :

Investments are classified into current investments and Non-current investment. Investments are further classified as quoted and unquoted investments also.

Non-current Investments are stated at cost of acquisition. If there is decline in value of non-current investment as on reporting date other than of temporary in nature, such decline is debited to the statement of profit and loss as "Provision for diminution in value of Investments". Subsequent increase in the realizable value of the investment will be credited to the statement of profit and loss to the extent provision made for.

Current Investments, if any, are stated at cost or fair value whichever is lower and resultant decline is charged to statement of profit and loss.

f) Taxation :

Provision for Income tax for the current year is based on the estimated taxable income for the period in accordance with the provisions of the Income Tax Act, 1961.

Minimum Alternative Tax (MAT) paid in accordance to the tax laws, which gives rise to future economic benefit in the form of adjustment of future income tax liability, is considered as an asset if there is convincing evidence that the Company will pay normal income tax. Accordingly, MAT is recognised as an asset in the balance sheet when it is probable that the future economic benefit associated with it will flow to the Company and the asset can be measured reliably.

The deferred tax impact resulting from timing difference between accounting and taxable profit is accounted by using tax rates and tax laws enacted or substantially enacted as at the Balance sheet date. The Deferred Tax Asset is recognized and carried forward only to the extent there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized.



g) Revenue Recognition :

(i) Infrastructures Development Income

Income from Infrastructure project has been recognized on accrual basis.

(ii) Real Estate Development

The Company records revenue of its residential projects confirming to Accounting Standard 9 and also based on Guidance note issued by the ICAI.

The full revenue is recognized on sale of property when the company has transferred all significant risk and rewards of ownership to the buyer and when the company is not required to perform any substantial acts to complete contract.

When the Company is obliged to perform any substantial acts after transfer of all significant risks and rewards of ownership on sale of property to the buyer, the revenue and cost is recognized on proportionate basis by applying the percentage completion method.

(iii) Lease

Income from leasing of commercial complex is recognized on an accrual basis.

(iv) Interest income is accounted on an accrual basis at applicable rates.

(v) Dividend income is recognized when the right to receive the same is established.

(vi) Income on investments is recognized based on the terms of the investment. Income from mutual fund scheme having fixed maturity plans is accounted on declaration of dividend or on maturity of such investments.

(vii) Income from Trading Activity is recognized when the property in the goods has transferred to the buyer for a consideration or significant risks and rewards of ownership have been transferred to the buyer and no significant uncertainty exists regarding the amount of consideration that will be derived from the sale of goods.

h) Employee Benefits :

(i) Gratuity and Leave Encashment liabilities are provided for on the basis of an actuarial valuation on Projected Unit Credit Method as at the reporting date.

(ii) Company's Contribution to Provident Fund and Employee State Insurance is charged to the statement of profit and loss for the year. The company has no other obligation other than contribution payable.

i) Borrowing Costs :

Borrowing costs attributable to the acquisition and/or construction of qualifying assets is capitalized to as part of the cost of such assets in accordance with notified Accounting Standard 16 "Borrowing Costs". A qualifying asset is one that necessarily takes a substantial period of time to get ready for use or sale. Capitalization of borrowing costs is suspended in the period during which the active development is delayed due to, other than temporary interruption. All other borrowing costs are charged to the statement of profit and loss as incurred.

j) Inventories :

(i) Land

Land is valued at cost or net realizable value whichever is less.

(ii) Raw materials and stores

Stock of raw materials and stores are valued at cost or net realizable value whichever is less.

(iii) Work-in-Progress

Work-in-Progress is valued at cost or net realizable value whichever is less.

k) Segment Reporting Policies :

The Company has identified that its operating activity is a single business segment viz., Real Estate and Infrastructure Development from the risk and return point of view. Geographically also company operates under one segment.

l) Impairment of Assets :

At each Balance sheet date, the company consider whether there is any indication that an asset may be impaired. If any indication exists the recoverable amount of the asset is estimated. An impairment loss is recognized immediately whenever the carrying amount of an asset exceeds its recoverable amount. The recoverable amount is the greater of the net selling price and value in use, estimated future Cash Flows are discounted to their present value based on an appropriate discount factor.

m) Provisions, Contingent Liabilities and Contingent Assets :

Provisions are recognized in the accounts in respect of present probable obligations, the amount of which can be reliably estimated. Contingent Liabilities are disclosed by way of notes to the accounts explaining the nature and quantum of such liabilities. Contingent Assets are neither recognized nor disclosed in the financial statements.



NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2013 (Amount in ₹)

Particulars	As at 31st March, 2013	As at 31st March, 2012
3. Share Capital		
Authorised Share Capital 35,00,00,000 (Previous Year 35,00,00,000) Equity shares of ₹ 1/- each	35,00,00,000	35,00,00,000
Issued, Subscribed and Paid-up Capital 29,52,26,200 (Previous Year 29,52,26,200) Equity shares of ₹ 1/- each fully paid-up	29,52,26,200	29,52,26,200
Total Issued, Subscribed and Paid-up Capital	29,52,26,200	29,52,26,200

a. Reconciliation of number of equity shares

Particulars	As At 31st March, 2013		As At 31st March, 2012	
	Numbers	Amount in ₹	Numbers	Amount in ₹
Balance as at the beginning of the year	29,52,26,200	2952,26,200	29,52,26,200	29,52,26,200
Addition / Deduction during the year	-	-	-	-
Balance as at the end of the year	29,52,26,200	29,52,26,200	29,52,26,200	29,52,26,200

b. Terms/ rights attached to equity shares

The company has one class of equity shares having a par value of ₹ 1/- per share. Each shareholder is eligible for one vote per share held. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting.

In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding.

c. Details of shareholders holding more than 5 % shares in the company

Name of Shareholders	As At 31st March, 2013		As At 31st March, 2012	
	Number of Shares	% holding	Number of Shares	% holding
Equity shares of ₹ 1/- each fully paid				
Mr. Manoj B. Vadodaria	4,41,54,712	14.96	4,41,54,712	14.96
Mrs. Nila M. Vadodaria	4,39,55,267	14.89	4,39,55,267	14.89
Mrs. Alpa K. Vadodaria	3,68,00,000	12.46	3,45,00,000	11.69
Mr. Kiran B. Vadodaria	3,18,58,100	10.79	3,18,58,100	10.79
Mr. Deep S. Vadodaria	2,49,86,608	8.46	2,27,23,608	7.70

- d. Out of above, 17, 20,00,000 equity share of ₹ 1/- each fully paid up allotted pursuant to the Scheme of Amalgamation, for consideration other than cash on 24-07-2010.



4. Reserves and Surplus

(Amount in ₹)

Particulars	As at 31st March, 2013	As at 31st March, 2012
Security Premium	26,78,33,500	26,78,33,500
General Reserve		
Balance as at the beginning of the year	3,24,76,690	2,24,76,690
Add: amount transferred from surplus in the statement of Profit and Loss	1,00,00,000	1,00,00,000
Balance as at the end of the year	4,24,76,690	3,24,76,690
Surplus in the statement of Profit and Loss		
Balance as at the beginning of the year	32,68,20,278	24,66,86,111
Add : Profit transferred from statement of Profit & Loss	12,82,97,409	12,44,46,242
Less: Appropriation		
Proposed final Equity Dividend [(Dividend Per Share ₹ 0.10) (P.Y. ₹ 0.10)]	(2,95,22,620)	(2,95,22,620)
Tax on proposed Equity Dividend	(50,17,370)	(47,89,455)
Transfer to General Reserve	(1,00,00,000)	(1,00,00,000)
Net Surplus in the statement of Profit and Loss	41,05,77,697	32,68,20,278
Total Reserves and Surplus	72,08,87,887	62,71,30,468

5. Long-term Borrowings

(Amount in ₹)

Particulars	Non-current portion		Current portion	
	As at 31st March, 2013	As at 31st March, 2012	As at 31st March, 2013	As at 31st March, 2012
(a) Secured Loans (refer note below)				
Indian rupee loan from				
- Banks	22,38,96,091	6,35,31,398	1,33,32,306	1,71,75,576
- Financial Institutions	19,73,71,767	12,82,27,478	2,95,05,302	5,07,42,605
Vehicle loans from				
- Banks	4,25,954	-	1,12,537	-
- Financial Institutions	61,56,462	1,44,852	34,42,924	7,70,383
(b) Unsecured Loans				
Indian Rupee Loan from				
- Financial Institutions	9,60,56,183	7,34,47,097	1,94,04,498	1,58,52,101
Total Long Term Borrowings	52,39,06,457	26,53,50,825	6,57,97,567	8,45,40,665
The above amount includes				
Secured Borrowings	42,78,50,274	19,19,03,728	4,63,93,069	6,86,88,564
Unsecured Borrowings	9,60,56,183	7,34,47,097	1,94,04,498	1,58,52,101
Amount disclosed under the head "Other Current Liabilities" (refer note no. 10)			(6,57,97,567)	(8,45,40,665)
Total Long Term Non-current Borrowings	52,39,06,457	26,53,50,825	-	-



	Nature of Security	Terms of Repayment
i.	Term loan amounting to ₹ Nil (P.Y. ₹ 2,10,39,874/-) is secured by way of Hypothecation of Lease rentals receivables of 3(b), 4(a), 4(b), 5(a), 5(b-1), 5(b-2), 5(b-3), 6th & 7th, 8(a-1), 8(a-2), 8(a-3) & 8(b) floors of Sambhaav House, Bodakdev Ahmedabad, collateral security by way of registered equitable mortgage over properties situated at 2nd to 5th floor Sambhaav House, Ahmedabad and personal guarantee of Mr. Manoj Vadodaria, Mr. Kiran Vadodaria & Mrs. Nilaben Vadodaria.	Repayable in 54 Equated Monthly Installments commencing from October 2011. Last Instalment due in March 2016. Rate of Interest N.A. (P.Y. 12.75%) as at year end.
ii.	Term loan amounting to ₹ 2,25,07,348/- (P.Y. ₹ 2,60,83,402/-) is secured by way of Hypothecation of Lease rentals receivables of 3(b), 4(a), 4(b), 5(a), 5(b-1), 5(b-2), 5(b-3) & 6th floors of Sambhaav House, Bodakdev Ahmedabad, collateral security by way of registered equitable mortgage over properties situated at 2nd to 5th floor Sambhaav House, Ahmedabad and personal guarantee of Mr. Manoj Vadodaria, Mr. Kiran Vadodaria & Mrs. Nilaben Vadodaria.	Repayable in 73 Equated Monthly Installments commencing from October 2011. Last Instalment due in September 2017. Rate of Interest 12.75% (P.Y. 12.75%) as at year end.
iii.	Dropped Down Overdraft amounting to ₹ 3,33,75,393/- (P.Y. ₹ 3,35,83,698) is secured by way of Hypothecation of Lease rentals receivables of 3(b), 4(a), 4(b), 5(a), 5(b-1), 5(b-2), 5(b-3) & 6th floors of Sambhaav House, Bodakdev Ahmedabad, collateral security by way of registered equitable mortgage over properties situated at 2nd to 5th floor Sambhaav House, Ahmedabad and personal guarantee of Mr. Manoj Vadodaria, Mr. Kiran Vadodaria & Mrs. Nilaben Vadodaria.	The limit disbursed will be reduced in 60 equal installments commencing from November 2011. Last Instalment due in October 2016. Rate of Interest 12.75% (P.Y. 12.75%) as at year end.
iv.	Dropped Down Overdraft amounting to ₹ 18,13,45,656/- (P.Y. ₹ Nil) is secured by way of registered equitable mortgage over Land admeasuring 1,02,132.50 Sq. Mtrs. situate lying and being at Bavla, Taluka Bavla, District Ahmedabad and personal guarantee of Mr. Manoj Vadodaria & Mr. Kiran Vadodaria.	Repayable in 7 years (yearly reducing by 15%) Rate of interest 14.05% (P.Y. N.A.) as at year end.
v.	Term Loan amounting to ₹ 2,95,05,302/- (P.Y. ₹ 2,99,41,535/-) is secured by way of Equitable Mortgage of land admeasuring 8,988 sq. fts. of the Project "Anuraadhaa" located at Revenue survey no. 1796, F.P. no. 273 & T.P. 3 of Mouje Shekhpur-Khanpur, Navrangpura, Ahmedabad, Lien over 16 flats aggregating to 23,867 sq. fts. in the Project "Anuraadhaa" and personal guarantee of Mr. Manoj Vadodaria & Mr. Kiran Vadodaria.	Repayable in 24 months or upto completion of the project commencing from June 2011. Rate of Interest 16.5% (P.Y. 17%) as at year end.
vi.	Term Loan amounting to ₹ 19,73,71,767/- (P.Y. ₹ 9,82,85,943/-) is secured by way of Equitable Mortgage of NA land bearing Final Plot No. 31 of Town Planning Scheme No.84/A City Survey No.16/25 admeasuring 8493 Sq. Ft. and bearing Final Plot No. 14 of Town Planning Scheme No.84/A City Survey No.16/2/1, 16/6, 16/12, 16/15, 16/16, 16/17, 16/19, 16/21, 16/24, 16/29 and 16/30 admeasuring 77824 Sq. Ft. aggregating to 86,317 Sq. Ft. situated at Taluka City, Mouje Makarba, District and Sub-District of Ahmedabad-4 (Paladi), Lien of 130 (P.Y. 65) flats aggregating to 1,92,150 (P.Y. 98,325) Sq. Ft. in the project "Atuulyam" and personal guarantee of Mr. Manoj Vadodaria & Mr. Kiran Vadodaria.	Repayable in 36 months from the last day of the month in which disbursement of enhanced limit is made (i.e. September 2012) Rate of Interest 16.5% (P.Y.17%) as at year end.



	Nature of Security	Terms of Repayment
vii	Term Loan amounting to ₹ Nil (P.Y. ₹ 2,93,26,611/-) is secured by way of Equitable Mortgage of land admeasuring 29,633 Sq. Ft. of the project Anvayaa located at Revenue Survey No.16/2/3, 16/11,16/16, 16/20 & 16/22 situated at Mouje Makarba, Ahmedabad, Lien of 28 flats aggregating to 51,660 Sq. Ft. in the project "Anvayaa" and personal guarantee of Mr. Manoj Vadodaria, Mr. Kiran Vadodaria & Mr. Shailesh Vadodaria	Repayable in 36 months or upto completion of the project commencing from February 2010. Rate of Interest N.A. (P.Y.17%) as at year end.
viii	Term Loan amounting to ₹ Nil (P.Y. ₹ 2,14,15,994/-) is secured by way of Equitable Mortgage of land admeasuring 28,320 Sq. Ft. of the project Anaahata located at Revenue Survey No.16/5& 16/14 situated at Mouje Makarba, Ahmedabad and Lien of 25 flats aggregating to 30,825 Sq. Ft. in the project "Anaahata" and personal guarantee of Mr. Manoj Vadodaria, Mr. Kiran Vadodaria & Mr. Shailesh Vadodaria	Repayable in 36 months or upto completion of the project commencing from March 2010. Rate of Interest N.A. (P.Y.17%) as at year end.
ix	Term Loan amounting to ₹ 1,48,517/- (P.Y. ₹ 4,23,886/-) is secured by way of hypothecation of vehicle financed by them	Repayable in 36 Equated Monthly Installments commencing from December 2010. Last Instalment due in September 2013. Rate of Interest 12% (P.Y. 12%) as at year end.
x	Term Loan amounting to ₹ Nil (P.Y. ₹ 3,28,429/-) is secured by way of hypothecation of vehicle financed by them	Repayable in 36 Equated Monthly Installments commencing from January 2010. Last Instalment due in December 2012. Rate of Interest N.A. (P.Y. 12%) as at year end.
xi	Term Loan amounting to ₹ Nil (P.Y. ₹ 1,62,921/-) is secured by way of hypothecation of vehicle financed by them	Repayable in 36 Equated Monthly Installments commencing from April 2010. Last Instalment due in March 2013. Rate of Interest N.A. (P.Y. 12%) as at year end.
xii	Term Loan amounting to ₹ 77,57,623/- (P.Y. ₹ Nil) is secured by way of hypothecation of vehicle financed by them	Repayable in 36 Equated Monthly Installments commencing from December 2012. Last Instalment due in November 2015. Rate of Interest 9.75% (P.Y. N.A.) as at year end.
xiii	Term Loan amounting to ₹ 16,93,246/- (P.Y. ₹ Nil) is secured by way of hypothecation of vehicle financed by them	Repayable in 36 Equated Monthly Installments commencing from October 2012. Last Instalment due in September 2015. Rate of Interest 10.25% (P.Y. N.A) as at year end.
xiv	Term Loan amounting to ₹ 5,38,491/- (P.Y. ₹ Nil) is secured by way of hypothecation of vehicle financed by them	Repayable in 60 Equated Monthly Installments commencing from April 2012. Last Instalment due in March 2017. Rate of Interest 11.25% (P.Y. N.A.) as at year end.
xv	Term Loans received from Financial Institutions received are secured by way of personal guarantee of promoters	Repayable in 66 Equated Monthly Installments commencing from May 2011. Last Instalment due in October 2016. Rate of Interest 14.50% (P.Y. 14.50%) as at year end.
xvi	Term Loans received from Financial Institutions received are secured by way of personal guarantee of promoters	Repayable in 120 Equated Monthly Installments commencing from July 2012. Last Instalment due in June 2022. Rate of Interest 15% (P.Y. N.A.)as at year end.



6. Deferred Tax Liabilities (Net)

(Amount in ₹)

Particulars	As at 31st March, 2013	As at 31st March, 2012
Deferred Tax Liabilities on account of following		
Impact of difference between tax depreciation and depreciation charged for the financial reporting	26,05,384	26,66,200
Gross Deferred Tax Liabilities	26,05,384	26,66,200
Deferred Tax Assets on account of following		
Impact of expenditure charged to the statement of profit and loss for the current year but allowed for tax purpose on payment basis	6,42,749	8,20,411
Amalgamation Expense	5,98,661	9,38,504
Gross Deferred Tax Assets	12,41,410	17,58,915
Net Deferred Tax Liabilities	13,63,974	9,07,285

7. Other Long-term Liabilities

(Amount in ₹)

Particulars	As at 31st March, 2013	As at 31st March, 2012
Security Deposits	77,27,906	97,72,398
Trade Deposits	-	20,88,428
Total Other Long-term Liabilities	77,27,906	1,18,60,826

8. Provisions

(Amount in ₹)

Particulars	Long-term		Short-term	
	As at 31st March, 2013	As at 31st March, 2012	As at 31st March, 2013	As at 31st March, 2012
Provision for Employee Benefits (refer note no. 26)				
Provision for Gratuity	7,83,828	13,78,080	87,092	80,515
Provision for Leave Benefits	5,11,416	5,49,323	1,70,472	1,83,108
Total Provision for Employee Benefits	12,95,244	19,27,403	2,57,564	2,63,623
Other Provisions				
Provision for Income tax	-	-	6,30,00,000	5,04,65,000
Provision for Proposed Equity Dividend	-	-	2,95,22,620	2,95,22,620
Provision for tax on proposed Equity Dividend	-	-	50,17,370	47,89,455
Provision for Wealth tax	-	-	68,830	41,520
Total Other Provisions	-	-	9,76,08,820	8,48,18,595
Total Provisions	12,95,244	19,27,403	9,78,66,384	8,50,82,218



9. Short-term Borrowings

(Amount in ₹)

Particulars	As at 31st March, 2013	As at 31st March, 2012
Overdraft facility from Banks*	6,49,11,613	-
Inter-Corporate Deposit repayable on demand	12,00,00,000	12,90,00,000
Total Short-term Borrowings	18,49,11,613	12,90,00,000
The above amount includes		
- Secured Borrowings	6,49,11,613	-
- Unsecured Borrowings	12,00,00,000	12,90,00,000
Total Short-term Borrowings	18,49,11,613	12,90,00,000

* Nature of security for short term borrowings.

Overdraft facility of 6,49,11,613/- (P.Y. Nil) is secured by way of equitable mortgage of properties situated at 7th to 9th floor Sambhaav House, Ahmedabad and personal guarantee of Mr. Manoj Vadodaria & Mr. Kiran Vadodaria.

10. Other Current Liabilities

(Amount in ₹)

Particulars	As at 31st March, 2013	As at 31st March, 2012
Current maturities of Long-term Borrowings (refer note no. 5)		
- Term Loans	6,22,42,106	8,37,70,282
- Vehicle Loans	35,55,461	7,70,383
Interest accrued but not due on Borrowings	18,11,699	9,82,667
Advances from Customers	6,76,96,263	1,50,98,176
Statutory obligations	43,61,252	17,40,019
Employee obligations	4,57,698	3,37,596
Unclaimed Dividend ⁽¹⁾	31,33,283	20,36,379
Others	2,53,14,685	91,30,738
Total Other Current Liabilities	16,85,72,447	11,38,66,240

⁽¹⁾ There is no amount due and outstanding to be credited to Investor education and protection fund as at 31st March, 2013.



11. Fixed Assets

(Amount in ₹)

Sr. No.	Particulars	GROSS BLOCK			DEPRECIATION			NET BLOCK	
		As at 01-04-2012	Additions	Sale / Transfer	As at 31-03-2013	For the year 01-04-2012	Adjustment/ Deduction	Upto 31-03-2013	As at 31-03-2013
A	Tangible Assets								
1	Land	10,73,100	-	-	10,73,100	-	-	-	10,73,100
2	Building /Office Premises	30,62,19,238	1,03,550	-	30,63,22,788	49,93,687	-	2,00,64,829	28,62,57,959
3	Furniture and Fixtures	73,96,087	15,83,767	2,57,906	87,21,948	4,87,694	39,942	15,59,289	71,62,659
4	Electrifications	10,03,864	12,736	-	10,16,600	64,326	-	1,38,327	8,78,273
5	Vehicles	1,43,41,712	1,53,20,016	28,14,625	2,68,47,103	15,59,005	11,07,303	52,07,999	2,16,39,104
6	Commercial Vehicles	2,72,740	-	-	2,72,740	30,847	-	1,78,828	93,912
7	Computer Equipments	28,71,704	5,67,629	3,94,463	30,44,870	4,56,185	1,22,662	16,29,499	14,15,371
8	Office Equipments	28,64,489	2,29,225	55,895	30,37,719	1,36,908	8,727	4,63,877	25,73,842
9	Plant & Machinery	50,879	9,31,671	-	9,82,550	320	-	17,201	9,65,349
	Total (A)	33,60,93,813	1,87,48,594	35,22,889	35,13,19,418	77,45,533	12,78,634	2,92,59,849	32,20,59,569
B	Intangible assets								
1	Software	13,93,116	6,900	-	14,00,016	4,35,271	-	9,00,797	4,99,219
	Total (B)	13,93,116	6,900	-	14,00,016	4,35,271	-	9,00,797	4,99,219
	Total (A+B)	33,74,86,929	1,87,55,494	35,22,889	35,27,19,434	82,11,059	12,78,634	3,01,60,646	32,25,58,788
	Previous Year	34,48,94,221	78,28,331	1,52,35,623	33,74,86,929	3,05,57,610	1,51,16,000	2,32,28,221	31,42,58,708



12. Non-current investments

(Amount in ₹)

Particulars	As at 31st March, 2013	As at 31st March, 2012
Non-trade investments (valued at cost unless stated otherwise)		
Investment in equity instruments (quoted)		
22,760 (P.Y.: 22,760) Equity shares of Morepen Laboratories Ltd. of ₹ 2/- each fully paid.	1,02,875	1,02,875
50,000 (P.Y.: 50,000) Equity shares of Visu International Ltd. of ₹ 10/- each fully paid.	1,74,500	1,74,500
	2,77,375	2,77,375
Investment in equity instruments (unquoted)		
101 (P.Y.: 101) Equity shares of Saraspur Nagrik Co-Op Bank Ltd. of ₹ 100/- each fully paid.	10,100	10,100
100 (P.Y.: 100) Equity shares of United Co-Op. Bank Ltd. of ₹ 50/- each fully paid.	5,000	5,000
	15,100	15,100
Investment in Joint Ventures		
Shree Matangi Projects LLP	77,96,796	73,43,799
Nilsan Realty LLP	8,07,069	8,07,069
Fangdi Land Developers LLP	5,10,000	-
	91,13,865	81,50,868
Investment in Associates		
2,33,750 (P.Y. : Nil) Equity shares of Mega City Cinemall Pvt. Ltd. of ₹10/- each fully paid.	2,22,06,250	-
	2,22,06,250	-
Total of Non-Current Investments	3,16,12,590	84,43,343

Particulars	Book value	
	As at 31st March, 2013	As at 31st March, 2012
Aggregate book value of quoted investment	2,77,375	2,77,375
Aggregate book value of unquoted investment	3,13,35,215	81,65,968
Total of Non-Current Investments	3,16,12,590	84,43,343
Aggregate market value of quoted investment	97,128	1,54,739



13. Loans and Advances

(Amount in ₹)

Particulars	Non-current portion		Current portion	
	As at 31st March, 2013	As at 31st March, 2012	As at 31st March, 2013	As at 31st March, 2012
Unsecured, considered good				
Security Deposit	21,41,099	43,72,927	2,81,59,863	1,86,49,718
Loans and Advances to Related Parties	14,20,31,660	8,02,15,750	4,63,23,150	6,11,95,356
Advances recoverable in cash or kind	-	-	20,69,67,765	21,54,54,242
Other Loans and Advances				
Advance tax	-	-	4,09,30,587	2,63,88,888
Prepaid Expenses	-	-	11,31,573	4,33,888
Other Advances	-	-	17,12,52,691	24,71,69,980
Loans to Employees	-	-	2,45,813	1,61,500
MAT credit entitlement	-	-	93,960	1,82,220
Balance with Government Authorities	-	-	33,04,114	13,13,718
Total Other Loans and Advances	-	-	21,69,58,738	27,56,50,194
Total Loans and Advances	14,41,72,759	8,45,88,677	49,84,09,516	57,09,49,510
Loans and advance to related parties includes Dues from the Limited Liability Partnerships in which the Company is having more than 20% share of Contribution. (refer note no. 29)	14,20,31,660	8,02,15,750	4,63,23,150	6,11,95,356
Other Advances includes Dues from the Executive Director towards Purchase of Land Development Rights (refer note no. 29)	-	-	-	6,10,00,000
Total Loans and Advances to Related Parties	14,20,31,660	8,02,15,750	4,63,23,150	12,21,95,356

14. Other Non-current Assets

(Amount in ₹)

Particulars	As at 31st March, 2013	As at 31st March, 2012
Unsecured, Consider good unless stated otherwise		
Margin money deposits with banks (refer note no. 17)	63,25,300	40,00,000
Interest accrued on Fixed Deposits	6,87,055	1,58,443
Total Other Non-current Asset	70,12,355	41,58,443

15. Inventories

(Amount in ₹)

Particulars	As at 31st March, 2013	As at 31st March, 2012
Construction Material on hand	27,08,401	13,57,653
Work-In-Progress	36,59,42,433	31,01,67,019
Flat	3,83,00,000	-
Land	53,16,92,433	22,88,92,585
Total Inventories	93,86,43,267	54,04,17,257



16. Trade receivables

(Amount in ₹)

Particulars	As at 31st March, 2013	As at 31st March, 2012
Unsecured, considered good unless stated otherwise		
Outstanding for a period exceeding six months from the date they are due for the payment	3,03,33,506	2,59,04,114
Other Receivables	13,68,32,072	10,87,50,048
Total Trade Receivables	16,71,65,578	13,46,54,162
Trade Receivable include:		
Dues from the Limited Liability Partnerships in which the Company is having more than 20% share of Contribution.	15,95,234	8,54,672
Total Trade Receivables from Related Parties	15,95,234	8,54,672

17. Cash and Bank Balances

(Amount in ₹)

Particulars	Non-current portion		Current portion	
	As at 31st March, 2013	As at 31st March, 2012	As at 31st March, 2013	As at 31st March, 2012
Cash and Cash Equivalents				
Cash on hand			2,32,465	2,16,447
Balance with Banks:				
In Current Accounts			67,01,205	1,12,44,134
Total of Cash and Cash Equivalents			69,33,670	1,14,60,581
Other Bank Balances				
Margin Money Deposits	63,25,300	40,00,000	-	-
Unpaid Dividend Account	-	-	31,38,663	20,41,759
	63,25,300	40,00,000	31,38,663	20,41,759
Amount disclosed under Non-Current Assets (refer note no. 14)	(63,25,300)	(40,00,000)	-	-
Total Cash and Bank Balances	-	-	1,00,72,333	1,35,02,340



18. Revenue from Operations

(Amount in ₹)

Particulars	For the year ended	
	31st March, 2013	31st March, 2012
Revenue from Operations		
Residential Project Activity	28,58,30,280	21,37,28,925
Infrastructure Project Activity	35,75,05,232	38,36,34,055
Trading Activity	26,61,00,000	24,74,04,000
Lease Rental	2,06,30,006	2,07,22,985
Total Revenue from Operations	93,00,65,518	86,54,89,965

19. Other Income

(Amount in ₹)

Particulars	For the year ended	
	31st March, 2013	31st March, 2012
Interest Income		
- on Bank Deposits	5,62,597	6,76,447
- from Others	4,35,96,982	3,05,63,824
Liabilities no longer required to pay written back	1,68,062	12,13,553
Rent Income	-	4,03,116
Dividend income on Long-term Investments	-	28,446
Share of Profit/ (Loss) from LLP	4,52,997	29,44,077
Profit on Sale of Share	-	32,51,461
Surplus on Sale of Assets	-	13,37,522
Miscellaneous Income	6,18,500	2,87,324
Total Other Income	4,53,99,138	4,07,05,770

20. Project Expenses

(Amount in ₹)

Particulars	For the year ended	
	31st March, 2013	31st March, 2012
Purchases Land / Land Development rights	50,66,38,610	28,41,32,335
Purchases of Construction Materials	19,57,45,114	16,72,37,761
Civil, Electrical, Contracting, Labour work etc.	29,16,90,122	25,71,19,311
Project Interest	3,71,29,439	1,97,85,711
Legal and Professional Charges	73,40,396	51,57,431
Auda Charges	-	9,55,98,011
Discount Brokerage and Commission Charges	91,54,960	48,18,210
Security Charges	4,28,378	61,182
Electricity Expenses	18,53,217	16,63,642
Welfare cess	5,58,218	2,04,762
Rebate	-	4,88,058
Rent & Hire Charges	10,41,194	4,24,412
Other Direct Expenses	8,99,609	25,72,819
Advertisement	9,19,011	9,48,174
Freight and Cartage Expenses	1,38,98,966	2,51,47,772
Insurance Expenses	8,63,566	3,43,347
Service Tax	11,66,937	74,08,532
Site Expenses	12,80,665	8,08,261
Value Added Tax	20,48,536	15,94,297
Other Indirect Expense	1,29,936	93,308
Total Project Expenses	1,07,27,86,874	87,56,07,336



21. (Increase)/Decrease in Inventories of Finished Goods Work-in-Progress and Traded Goods
(Amount in ₹)

Particulars	For the year ended	
	31st March, 2013	31st March, 2012
Inventories at the beginning of the year		
Work-in-Progress	31,01,67,019	26,63,50,772
Construction Material on hand	13,57,653	29,68,990
Flats	-	-
Land	22,88,92,585	2,54,71,651
Total Inventories at the beginning of the year (A)	54,04,17,257	29,47,91,413
Inventories at the end of the year		
Work-in-progress - Inventories at the end of the year	36,59,42,433	31,01,67,019
Construction Material on hand	27,08,401	13,57,653
Flats	3,83,00,000	-
Land	53,16,92,433	22,88,92,585
Total Inventories at the end of the year (B)	93,86,43,267	54,04,17,257
(Increase) / Decrease in Inventories of Finished Goods		
Work-in-Progress and Traded Goods (A) - (B)	(39,82,26,010)	(24,56,25,844)

22. Employee Benefits Expense (Amount in ₹)

Particulars	For the year ended	
	31st March, 2013	31st March, 2012
Salaries, Allowances and Bonus	1,68,58,117	1,31,11,544
Contribution to Provident and Other Fund	2,96,990	2,04,262
Remuneration and Perquisites to Directors	39,80,695	39,25,643
Gratuity	(5,80,752)	1,77,908
Leave Encashment	(43,393)	(23,125)
Staff Welfare Expenses	60,418	88,515
Total Employee Benefit Expense	2,05,72,075	1,74,84,747

23. Finance Cost (Amount in ₹)

Particulars	For the year ended	
	31st March, 2013	31st March, 2012
Interest on		
- Term loans *	3,27,30,766	4,05,82,077
- Working Capital Loans	46,99,665	44,08,807
- Paid to Others	2,49,31,568	66,26,998
Other Borrowing Costs		
- Bank charges	23,901	11,50,358
- Processing fees	7,15,480	16,80,198
- Foreclosure charges	-	22,62,195
Total Finance Cost	6,31,01,380	5,67,10,633

* Total Interest on Term Loan ₹ 6,98,60,205/- (P.Y. ₹ 6,03,67,788/-) less inventorized ₹ 3,71,29,439/- (P.Y. ₹ 1,97,85,711/-)



24. Other Expenses

(Amount in ₹)

Particulars	For the year ended	
	31st March, 2013	31st March, 2012
Power and Fuel Expenses	28,10,908	24,45,883
Office Rent	4,77,876	4,69,103
Repairs & Maintenance		
- Building	6,19,801	7,75,203
- Others	5,80,933	6,79,868
Insurance Expenses	3,53,324	3,31,903
Rates and Taxes	2,37,574	1,35,433
Legal & Professional Fee	64,96,356	53,37,626
Payment to Auditors (Audit Fee)	85,000	70,000
Advertisement	12,84,673	1,63,685
Directors' Sitting fees	10,000	20,000
Donation Expenses	1,00,000	602,000
Postage & Courier Charges	1,30,452	2,99,162
Printing & Stationary Expenses	5,36,667	6,84,371
Telephone Expenses	5,58,008	5,37,553
Labour Charges	3,20,170	5,904
Travelling Expenses	29,248	3,13,331
Deficit on Sale of Fixed Assets	8,98,105	-
Miscellaneous Expenses	5,86,247	6,59,489
Total Other Expenses	1,61,15,342	1,35,30,514

25. Contingent Liabilities not provided for in respect of:

(Amount in ₹)

Particulars	As at	As at
	31st March, 2013	31st March, 2012
Bank Guarantees :		
1 in favour of Municipal Commissioner, Ahmedabad Municipal Corporation for BRTS Bus Shelter Project.		
Phase I Project(upto 15-12-2013)	1,25,69,906	1,25,69,906
Phase II Project(upto 27-10-2014)	1,00,91,863	1,00,91,863
2 in favour of Adani Infrastructure & Developers Pvt. Ltd for Construction work of project at Tragad, Ahmedabad (upto 10-03-2015)	1,30,00,000	-
Total Bank Guarantees Issued *	3,56,61,769	2,26,61,769

* The Company have placed margin money deposit of Rs. 70,12,355/- (P.Y. 41,58,443/-) (inclusive of accrued interest) with issuer bank. Bank guarantee of Rs. 25,02,000/- issued in favor of ACC Concrete Ltd. expired and cancelled on 13-04-2013 and hence not included in above statement.



26. Employee Benefits

a) Defined contribution plans:

Amount of Rs. 1,61,920/- (P.Y. Rs.1,68,313/-) is recognised as an expense and included in Employee Benefits Expense in note no. 22 to statement of profit and loss.

b) Defined benefit Plans

As per Accounting Standard 15 "Employee benefits", the disclosures as defined in the Accounting Standard are given below:

The present value of obligation is determined based on actuarial valuation using the Projected Unit Credit Method, which recognizes each period of service as giving rise to additional unit of employee benefit entitlement and measures each unit separately to build up the final obligation. The obligation for Leave Encashment is recognized in the same manner as Gratuity.

Consequent upon adoption of Accounting Standard on "Employee Benefits" (AS - 15) (Revised 2005) issued by the Institute of Chartered Accountants of India, as required by the Standards, the following disclosures are made:

The details of Gratuity (unfunded) are given below:

(Amount in ₹)

Particulars	As at 31st March, 2013	As at 31st March, 2012
Reconciliation of Benefit Obligation		
Present value of obligation at the beginning of the year	14,58,595	12,80,687
Current Service Cost	2,68,142	2,60,187
Interest Cost	1,16,688	1,02,455
Actuarial (Gain)/ Loss	(9,65,582)	(1,84,734)
Benefits Paid	(6,923)	-
Present value of obligations at the year end	8,70,920	14,58,595
Change in Fair value of Plan Assets		
Fair value of the Plan at period beginning	-	-
Actual return on Plan Assets	-	-
Employer's Contribution	-	-
Benefits Paid	-	-
Plan Assets as at year end	-	-
Liability recognised in Balance Sheet		
Present value of the obligation at year end	8,70,920	14,58,595
Fair Value of plan assets	-	-
Un-funded Liability	8,70,920	14,58,595
Unrecognized actuarial gains/losses	-	-
Unfunded liability recognized in Balance Sheet	8,70,920	14,58,595
Net Cost recognised in the statement of Profit & Loss		
Interest Cost	1,16,688	1,02,455
Service Cost	2,68,142	2,60,187
Expected/Actual return on Plan Assets	-	-
(Gain)/Loss recognized	(9,65,582)	(1,84,734)
Net (Gain) / Cost recognised in the statement of Profit and Loss	(5,80,752)	1,77,908
Assumptions used to determine the benefit obligations		
Discounting Rate (per annum)	8.00 % p.a	8.00 % p.a
Expected rate of escalation in salary (per annum)	5.00 % p.a	5.00 % p.a
Expected rate of return on Plan Assets	N.A.	N.A.
Mortality Table	L.I.C. (1994-96) ULTIMATE	



27. Segment Reporting

Since the company has only one primary reportable segment, there is no separate reportable segment as required in Accounting Standard - 17 issued by the Institute of Chartered Accountants of India. Also there being no business outside India, the entire business has been considered as single geographic segment.

28. Disclosure in respect of Accounting Standard - 27

a) List of Joint Ventures

(Amount in ₹)

Name of Joint Venture	Description of Interest	Description of Job	Proportion of Ownership Interest	Country of Resident	Capital Contribution
Fangdi Land Developers LLP	Partner	Development of Real Estate Project	51%	India	5,10,000
Nilsan Realty LLP	Partner	Development of Real Estate Project	50%	India	8,07,069
Shree Matangi Projects LLP	Partner	Development of Real Estate Project	40%	India	77,95,731

b) Financial Interest in Jointly controlled entity

(Amount in ₹)

Name of Joint Venture	Company's share of Proportion of Ownership Interest				
	Assets	Liabilities	Income	Expenses	Tax
Fangdi Land Developers LLP	2,21,85,000	2,16,75,000	-	10,341	-
Nilsan Realty LLP	19,10,90,963	19,02,83,894	1,08,71,840	1,35,92,690	8,495
Shree Matangi Projects LLP	3,64,48,035	2,90,20,969	2,95,53,554	2,88,48,040	2,52,517

29. Related Party Disclosure

As per Accounting Standard-18, the disclosures of transaction with Related Parties are as under:

List of Related Parties and nature of relationship thereto.

a) Relationship	:	Name of Related Parties
Associates & Joint-venturers	:	Nilsan Realty LLP Shree Matangi Projects LLP Fangdi Land Developers LLP Mega City Cinemall Pvt. Ltd.
Key Managerial Personnel	:	Manoj B. Vadodaria Kiran B. Vadodaria
Enterprise significantly influenced by key management personnel	:	Sambhaav Media Limited



b) Transactions during the year with Related Parties:

The following transactions were carried out with Related Parties in the ordinary course of business:

(Amount in ₹)

Nature of Transactions	Associates & Joint-venturers		Key Managerial Personnel & their Relatives		Enterprise significantly influenced by key Management Personnel	
	Current Year	Previous Year	Current Year	Previous Year	Current Year	Previous Year
Rent Paid	-	-	-	-	4,77,876	4,69,103
Sales-Infrastructure Projects	1,71,21,838	84,81,508	-	-	-	-
Sales Trading Activity	-	-	-	-	-	3,45,04,000
Repayment of Advance given	2,64,70,501	3,46,73,852	-	20,00,000	1,50,00,000	3,00,00,000
Advances Given	6,57,05,228	2,31,21,310	-	6,30,00,000	1,50,00,000	-
Advertisement Expenditure	-	-	-	-	51,51,538	1,44,073
Interest Received	77,08,977	96,81,921	-	-	-	-
Remuneration and Perquisites to Directors	-	-	39,80,695	39,25,643	-	-
Capital Contribution	-	-	-	-	-	-
Share of Profit /(Loss)	4,52,997	29,44,077	-	-	-	-
Re-imbusement Of Expenses	-	-	-	-	-	79,856
Purchase of Land / Land Development Rights	-	-	14,10,00,000	-	-	-
Purchase of Flats	-	3,35,12,500	-	-	-	-
Advances Received	-	-	-	-	-	3,00,00,000
Investment	2,22,06,250	-	-	-	-	-



c) The above Related Party transactions contains following material transactions:

(Amount in ₹)

Particulars	2012-13	Balance as at 31st March, 2013	2011-12	Balance as at 31st March, 2012
Rent Paid				
Sambhaav Media Limited	4,77,876	-	4,69,103	-
Sales Infrastructure Project				
Shree Matangi Projects LLP	89,223	-	84,81,508	8,54,672
Nilsan Realty LLP	1,70,32,615	15,95,234	-	-
Advances Given				
Shree Matangi Projects LLP	39,55,228	4,63,23,150	47,05,560	6,11,95,356
Nilsan Realty LLP	1,20,50,000	9,22,65,750	1,84,15,750	8,02,15,750
Fangdi Land Developers LLP	2,00,00,000	2,00,00,000	-	-
Mega City Cinemall Pvt. Ltd.	2,97,00,000	2,97,65,910	-	-
Sambhaav Media Limited.	1,50,00,000	-	-	-
Advertisement Expenditure				
Sambhaav Media Limited	51,51,538	48,52,323	1,44,073	-
Interest Received				
Shree Matangi Projects LLP	76,35,744	4,63,23,150	96,81,921	6,11,95,356
Remuneration and Perquisites to Directors				
Manoj B. Vadodaria	27,80,695	-	27,25,643	-
Kiran B. Vadodaria	12,00,000	-	12,00,000	-
Share of Profit / (Loss)				
Shree Matangi Projects LLP	4,52,997	77,96,796	31,37,008	73,43,799
Nilsan Realty LLP	-	8,07,069	(1,92,931)	8,07,069
Purchase of Flats				
Shree Matangi Projects LLP	-	45,12,500	3,35,12,500	45,12,500
Purchase of Land / Land Development Rights				
Kiran B. Vadodaria	6,10,00,000	-	6,30,00,000	6,10,00,000
Manoj B. Vadodaria	8,00,00,000	-	-	-
Re-payment of Advances				
Sambhaav Media Limited	1,50,00,000	-	3,00,00,000	-
Shree Matangi Projects LLP	2,64,63,178	4,63,23,150	-	-
Advance Received				
Sambhaav Media Limited	-	-	3,00,00,000	-
Advance Received Back				
Shree Matangi Projects LLP	-	-	3,46,73,852	6,11,95,356
Kiran B. Vadodaria	-	-	20,00,000	6,10,00,000
Sale of Land				
Sambhaav Media Limited	-	-	3,45,04,000	45,04,000
Reimbursement of Expenses				
Sambhaav Media Limited	-	-	79,856	-



30. Leases: (In terms of Accounting Standard - 19)

The Company has lease facilities under non-cancellable operating leases. The future minimum lease payments in respect of these leases as at 31st March, 2013 are:

(Amount in ₹)

Particulars	As at 31st March, 2013	As at 31st March, 2012
Gross Carrying amount of Premises	19,36,66,692	19,36,66,692
Accumulated Depreciation	1,30,22,589	97,43,019
Depreciation for the year	32,79,570	32,79,570
Future Minimum Lease payments under non-cancellable operating leases		
• Not later than 1 year	1,73,78,683	1,68,92,228
• Later than 1 year and not later than 5 years	5,83,96,777	7,10,45,503
• Later than 5 years	17,12,260	64,42,217

31. Earning Per Share : (In terms of Accounting Standard - 20) (Amount in ₹)

Particulars	As at 31st March, 2013	As at 31st March, 2012
Earnings Per Share		
Profit After Tax	12,82,97,409	12,44,46,242
Weighted Average No. of Equity Shares	29,52,26,200	29,52,26,200
Nominal Value of Shares	1/-	1/-
Earnings per share (basic and diluted)	0.43	0.42

32. Deferred Tax

As per Accounting Standard - 22 on "Accounting for taxes on income" issued by the Institute of Chartered Accountants of India, the company has accounted for Deferred tax during the year.

(Amount in ₹)

Particulars	As at 31st March, 2013	As at 31st March, 2012
Changes in Deferred Tax Asset:		
On account of Timing Differences in		
Gratuity	(1,90,671)	37,935
Bonus	29,407	(19,176)
Leave Encashment	(16,398)	(30,078)
Amalgamation Expenses	(3,39,843)	(7,00,712)
Total (A)	(5,17,505)	(7,12,031)
Changes in Deferred Tax Liability :		
On account of Timing Differences in		
Depreciation	60,816	(3,99,453)
Total (B)	60,816	(3,99,453)
Deferred Tax Charge (A) - (B)	(4,56,689)	(11,11,484)



33. The company had not received any intimation from "suppliers" regarding their status under the Micro, Small & Medium Enterprise Act, 2006, and hence disclosures, if any, relating to amounts unpaid as at 31st of March, 2013 together with interest paid or payable as required under said act, have not been given.

34. **Details of transaction in foreign currency are as under:** (Amount in ₹)

Particular	2012-2013	2011-2012
a) C.I.F. Value of Imports	-	-
b) Earnings in Foreign Currency	-	-
c) Expenditure in Foreign Currency	1,13,495	5,02,100

35. The information required as per Paragraph 3 of Part II of Schedule VI of the Companies Act, 1956, regarding quantitative information is as follows.

Value of Imported & Indigenous Raw Material Consumed (Amount in ₹)

Particular	2012-2013	2011-2012
Imported	-	-
Indigenous	21,30,04,798	48,64,87,403
Total	21,30,04,798	48,64,87,403
Imported	-	-
Indigenously obtained	100.00%	100.00%
Total	100.00%	100.00%

36. The previous year's figures have been reworked, regrouped, rearranged and reclassified wherever necessary.

Signatures to Notes 1 to 36 forming part of Accounts:

For, O. P. Bhandari & Co.
Chartered Accountants
Firm Registration Number : 112633W

FOR AND ON BEHALF OF THE BOARD OF DIRECTORS

O. P. Bhandari
Proprietor
Membership No. : 34409

Place : Ahmedabad
Date : 14th May, 2013

Manoj B. Vadodaria
Managing Director

Prashant H. Sarkhedi
Chief Finance Officer

Kiran B. Vadodaria
Joint Managing Director

Dipen Y. Parikh
Company Secretary





NILA INFRASTRUCTURES LTD.

Registered. Office :

1st Floor, "Sambhaav House", Opp. Chief Justice's Bungalow, Bodakdev, Ahmedabad –380015.

PROXY

I/We..... Folio/DPID
Of being a Member/s of Nila Infrastructures Limited,
Ahmedabad hereby appoint ofor failing
him..... of as my/our proxy to vote for
me/us and on my/our behalf at the **23rd ANNUAL GENERAL MEETING** of the Company to
be held on **Saturday, 6th July, 2013 at 10:00 A.M.** at Registered Office and any
adjournment thereof .

Signed this day of2013.

Affix a
Revenue
Stamp

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

NOTE: The Proxy must be deposited at the Registered Office of the Company, not less than 48 hours before the time fixed for the meeting.

ATTENDANCE SLIP



NILA INFRASTRUCTURES LTD.

Registered. Office :

1st Floor, "Sambhaav House", Opp. Chief Justice's Bungalow, Bodakdev, Ahmedabad –380015.

(Please complete this Attendance Slip and hand it over at the entrance of the Hall.)

I hereby record my presence at the **23rd ANNUAL GENERAL MEETING** of the Company held
on **Saturday, 6th July, 2013 at 10:00 A.M.** at Registered Office.

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.



COMPANY DETAILS

Board of Directors

Shri Manoj B. Vadodaria
Shri Kiran B. Vadodaria
Shri Hiren G. Pandit
Shri Akhilesh C. Mehta
Shri Dilip D. Patel
Shri Shyamal S. Joshi

Chairman & Managing Director
Joint Managing Director
Director
Director
Director
Director

Chief Finance Officer

Shri Prashant H. Sarkhedi

Company Secretary

Shri Dipen Y. Parikh

Bankers

Axis Bank Limited
Central Bank of India
Dena Bank
Development Credit Bank Limited
HDFC Bank Limited
State Bank of India

Auditors

O. P. Bhandari & Co.
Chartered Accountants
Ahmedabad

Registered Office

First Floor, "Sambhaav House",
Opp. Chief Justice's Bungalow,
Bodakdev, Ahmedabad - 380015.

Registrar & Share Transfer Agent

MCS Limited
101, Shatdal Complex, Opp. Bata Showroom,
Ashram Road, Ahmedabad - 380009.

The ISIN of the Company's Equity Share is
INE937C01029







Nila Infrastructures Ltd.

1st Floor, Sambhaav House, Opp. Chief Justice's Bungalow, Bodakdev, Ahmedabad 380 015, (Gujarat - India)
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