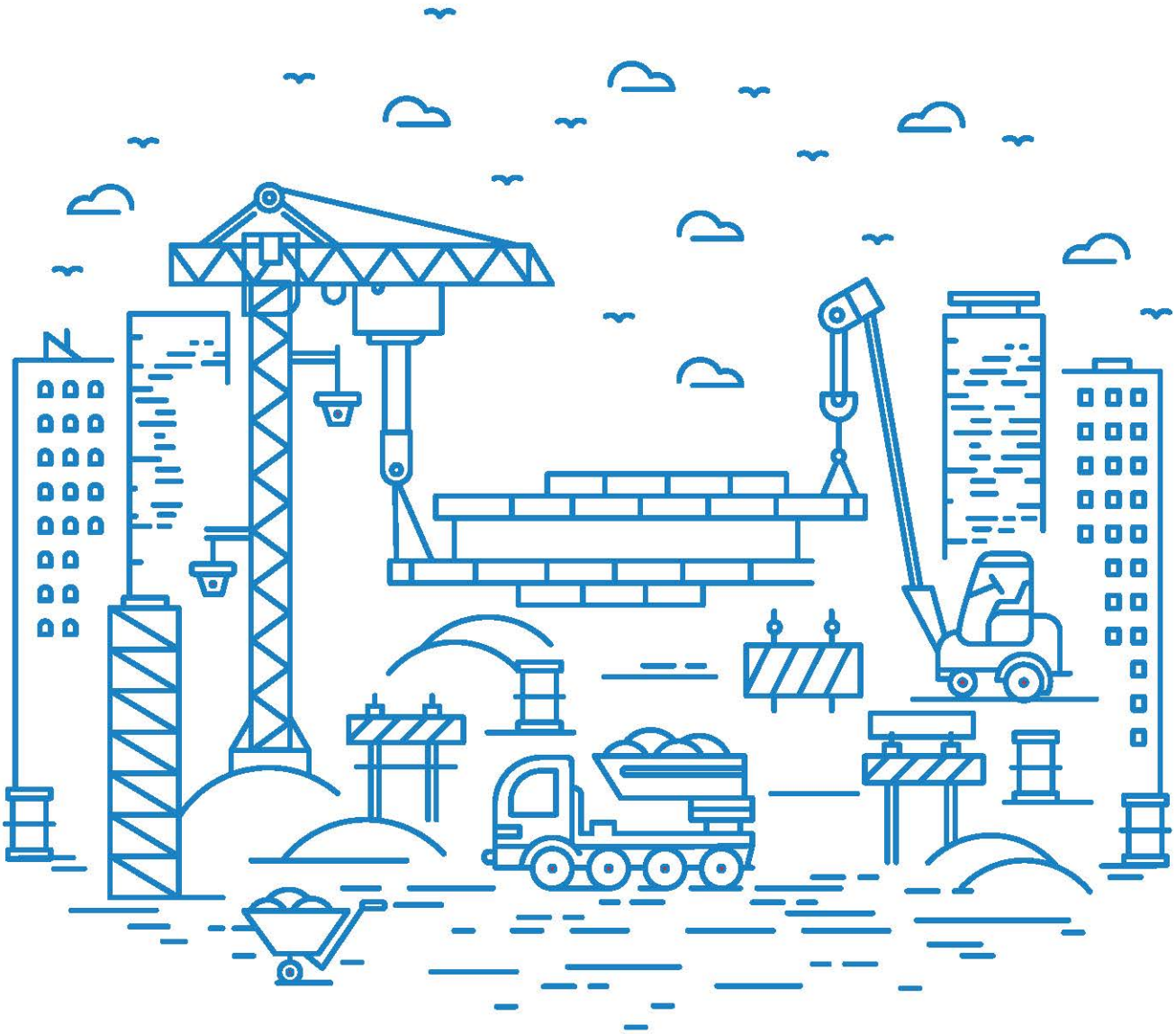
NILA INFRASTRUCTURES LIMITED



29th Annual Report
2018-2019

PURE IS BASIC

AFFORDABLE HOUSING IS A BASIC NEED

PURE IS CONVENIENT

URBAN INFRA MAKES CITY LIFE CONVENIENT

PURE IS EFFICIENT

INDUSTRIAL INFRA IS THE EFFICIENT WAY TO GROW

CONTENTS

COMPANY OVERVIEW 02

PROJECTS AND GEOGRAPHIC DIVERSITY 04

REVENUE BREAKUP 05

OUR INDUSTRIAL INFRASTRUCTURE BUSINESS 06

CHAIRMAN'S MESSAGE 09

THE BOARD 10

MANAGEMENT 12

STATUTORY REPORTS & FINANCIAL STATEMENTS 14

Disclaimer

In this annual report, we have disclosed certain forward-looking information to enable investors to comprehend our prospects and take informed investment decisions. This report and other statements - written and oral - that we periodically make certain forward-looking statements that set out anticipated results based on the management's plans and assumptions. We have tried wherever possible to identify such statements by using words such as 'anticipates', 'estimates', 'expects', 'projects', 'intends', 'plans', 'believes', and words of similar substance in connection with any discussion of future performance. We cannot guarantee that these forward-looking statements will be realised, although we believe we have been prudent in our assumptions. The achievement of results is subject to risks, uncertainties and even inaccurate assumptions. Should known or unknown risks or uncertainties materialise, or should underlying assumptions prove inaccurate, actual results could vary materially from those anticipated, estimated or projected. Readers should bear this in mind. We undertake no obligation to publicly update any forward-lookingstatements, whether as a result of new information, future events or otherwise.

MISSION

Strive relentlessly to provide world-class infrastructure development and contribute towards economic growth by delivering international standards of lifestyle.

Provide 'housing-for-all' by participating in affordable housing projects thus contributing to national and social causes.

Execute urban development and infrastructure projects beneficial to the society at large.
Innovate and provide intelligent infrastructure solutions in a manner which is sustainable.

Engage in challenging projects, adhere to required standards and see them through completion with high levels of integrity and dedication.

Achieve transparency in every deal and endeavor to deliver on time, each time.

VISION

Mark our presence as a leading infrastructure player across various geographies.

Perform with a high level of integrity and harness credibility.

Contribute to the economic prosperity and growth through participation in projects of national importance.

Raise our own benchmarks with every successive endeavor.

VALUES

Passion for ideas and innovations

Reliability of processes and practices

Dedication to goals and targets

STRONG BASE

29+ years as one of Gujarat's most respected business groups

Approved Contractor in "Special Category — I Buildings Class" and "AA Class" with Government of Gujarat, Roads and Building Department

MARKET CREDIBILITY

BBB+ Outlook Stable / A2: CARE Ratings

BBB+ Outlook Stable / A2: Brickwork Ratings

Debt Equity Ratio: less than 1

Promoter Share Pledge: Nil

9 years of Uninterrupted Dividend Payment

Responsible Corporate Governance

BUSINESS DIVERSITY

Affordable Housing & Slum Redevelopment

Civic Urban Infrastructure — BRTS Stations, Multilevel Parking, Medical College, Bus Port, Office Complex, Community Hall, among others

Leasing

Industrial Infrastructure

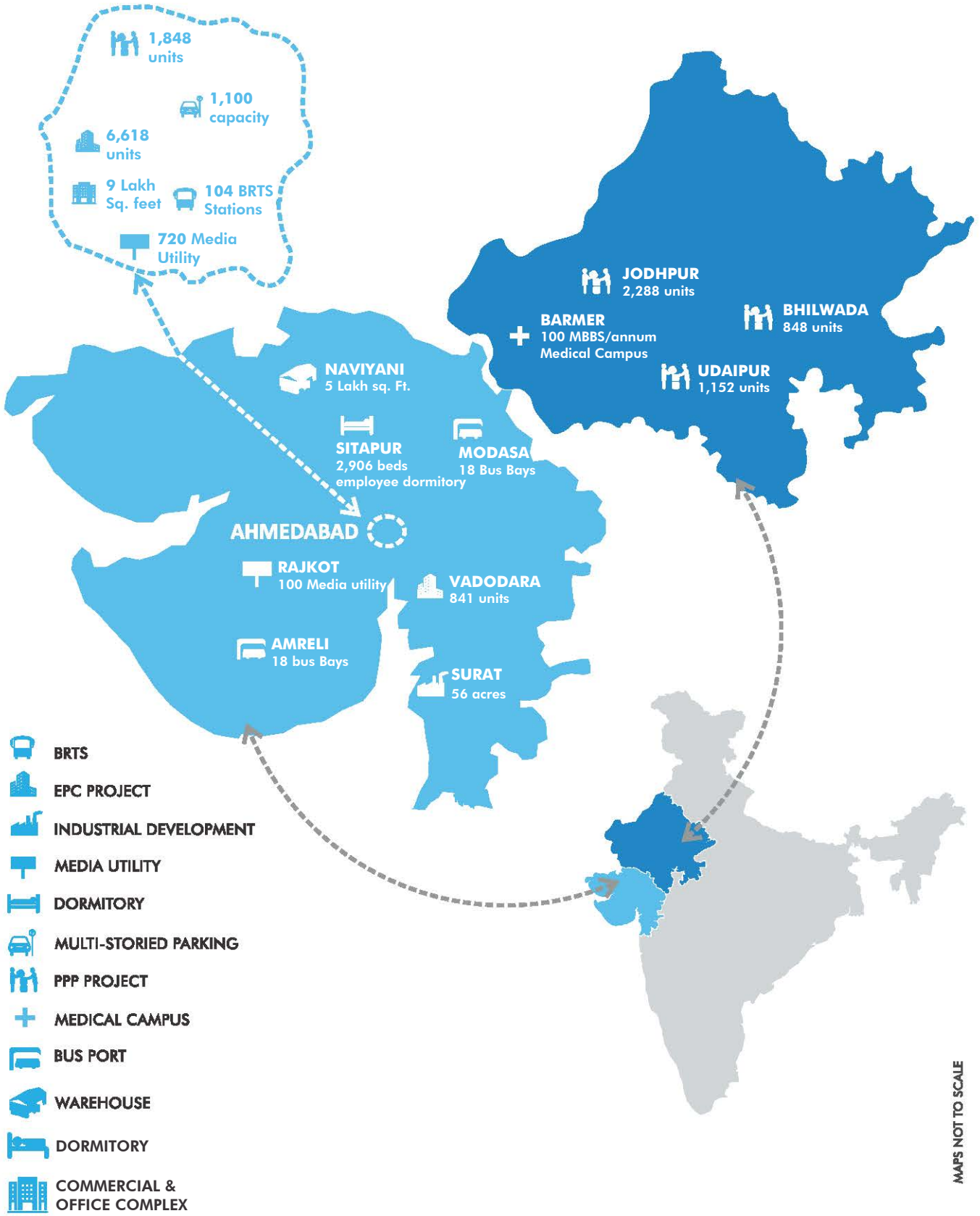
White Label development

CATEGORY LEADERSHIP

Deployment of Integrated ERP platform

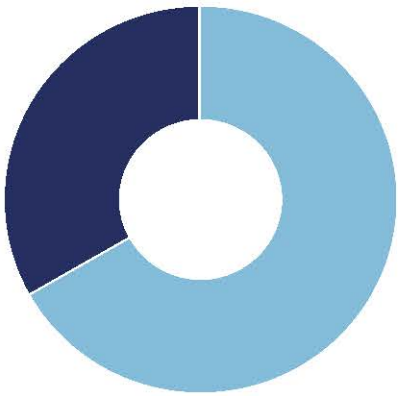
Deployment of HR Framework that catalyzes and rewards high–performance

PROJECTS AND GEOGRAPHIC DIVERSITY



REVENUE BREAK–UP

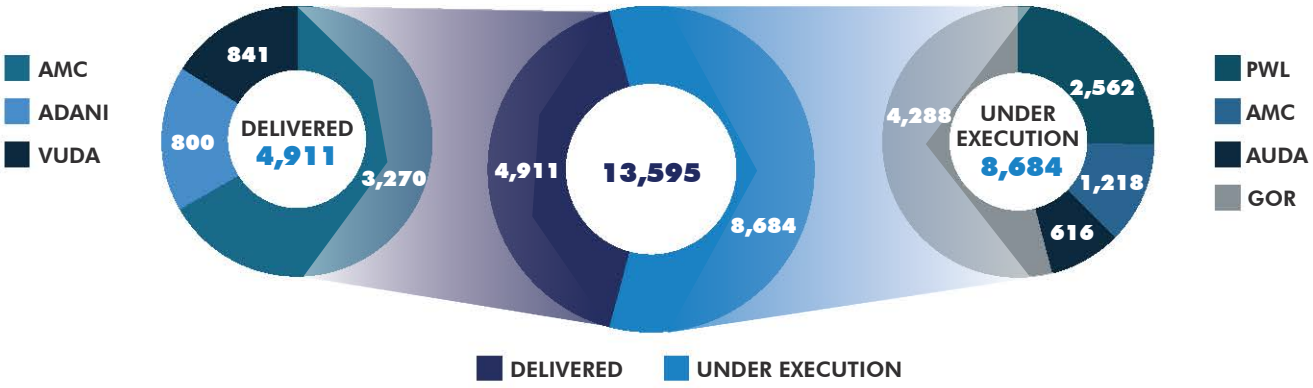
F.Y. 2019



33%
AFFORDABLE HOUSING

67%
CIVIC URBAN INFRA

Total Affordable Housing Entrusted = 13,595 Dwelling Units



BUILDING SUSTAINABILITY

ORDER BOOK BREAK–UP

(AT 31 MARCH, 2019)

AFFORDABLE HOUSING — **CIVIC URBAN INFRA**

GUJARAT — **RAJASTHAN**

GOVERNMENT — **WHITE LABEL**

ORDER BOOK

₹ 647.65 CRORE

AT 31 MARCH, 2019

37.61% CAGR

GROWTH IN THE LAST 6 YEARS

OUR INDUSTRIAL INFRASTRUCTURE BUSINESS

GEARED FOR GROWTH

OUR INDUSTRIAL PARKS ARE STRATEGICALLY LOCATED AT GUJARAT

One of India's most prosperous states with robust pro-industry infrastructure like major all- weather ports (Kandla & Mundra) providing global market access

Well-established auto clusters at Halol, Sanand and Rajkot

Upcoming clusters at Becharaji, Mandal, Dholera, Halol-Savli SIR and Anjar

Becharaji in Gujarat, where our industrial parks are situated, is slated to become one of India's major auto hubs

Proximity to the plants of MNC auto majors like Suzuki and Honda Motorcycles, which are spurring the setting up of production facilities by auto-components / OEM / ancillary manufacturers supplying to their principals

As part of our joint venture with the Kataria Group of Ahmedabad, we have already delivered five (5) dormitories, commercial complex and a couple of logistics warehouses. We are truly geared for growth with an anticipated spurt happening in the development of new industrial units and the subsequent need for support facilities like worker residences, warehouses, commercial buildings, etc.

Connectivity		**Romanovia Industrial Park Pvt Ltd**		**Kent Residential and Industrial Park LLP**	
		• Around 60 - 65 kms. from the WDFC • Within the DMIC influence region • About 60- 65 kms. from GIFT city, Gandhinagar			
		Romanovia Industrial Park Pvt Ltd		**Kent Residential and Industrial Park LLP**	
Proximity to Anchor industries	Suzuki four - wheeler plant	2. 5 kms .		2. 1 kms .	
	Honda two - wheel er plant	20.0 kms.		14.0 kms.	
Infrastructure provided		Internal roads, water distribution network, sewerage network, drainage treatment, effluent treatment, power distribution network, communication net work, etc.			
Acquisition progress (land in acres)	**Particulars**	**ROMANOVIA**		**KENT**	
	Sale Deed executed	**164**	**98%**	**134**	**56%**
	Agreement for Sale	**3**	**2%**	**106**	**44%**
	Total	**167**	**100%**	**240**	**100%**
	Final Plot area	131		156*	
	LESS: Sold	48		0	
	LESS: Development	17		25#	
	Available for Sale/ development	**66**		**131**	
C lients / Projects					
Completed projects: Built-to -suit on long -term lease basis		• TVS Logistics Services Ltd - 60,350 sq ft bua warehouse • Nittsu Logistics (India) Pvt Ltd - 1 ,29,120 sq ft bua warehouse		Five (5) dormitories for employees of Suzuki - An Auto MNC	

* under approval | # including under development area

Company Details

BOARD OF DIRECTORS

Mr. Manoj B. Vadodaria
Chairman & Managing Director

Mr. Kiran B. Vadodaria
Director

Mr. Dilip D. Patel
Director

Mr. Shyamal S. Joshi
Director

Mr. Ashok R. Bhandari
Director

Mr. Harcharansingh P. Jamdar
Director

Ms. Foram B. Mehta
Director

CHIEF FINANCIAL OFFICER

Mr. Prashant H. Sarkhedi

COMPANY SECRETARY

Mr. Dipen Y. Parikh

CORPORATE IDENTIFICATION NUMBER

L45201GJ1990PLC013417

REGISTERED OFFICE AND CONTACT DETAILS

First Floor, "Sambhaav House",
Opp. Chief Justice's Bungalow, Bodakdev,
Ahmedabad - 380015
Tel: +91 79 4003 6817 / 26870258
Website : www.nilainfra.com

RAJASTHAN OFFICE

E-297, Lal Kothi, Abhay Path, Jaipur - 302015
Tel: +91 141 491 1342

BANKERS

Axis Bank Ltd.

Corporation Bank

Oriental Bank of Commerce

HDFC Bank Ltd.

ICICI Bank Ltd.

Shinhan Bank

State Bank of India

Yes Bank Ltd.

FINANCIAL INSTITUTIONS

Gruh Finance Ltd.
SIDBI
Tata Capital Financial Services Ltd.

AUDITORS

B S R & Associates LLP
Chartered Accountants
Ahmedabad

SECRETARIAL AUDITOR

Umesh Ved & Associates
Practicing Company Secretary
Ahmedabad

COST AUDITOR

Dalwadi & Associates
Cost Accountant
Ahmedabad

REGISTRAR & SHARE TRANSFER AGENT

MCS Share Transfer Agent Ltd.
201, Second Floor, Shatdal Complex, Opp. Bata Showroom, Ashram Road, Ahmedabad- 380009
Phone : +91 79-26580461/62

Chairman's Message

Dear Readers,

It is genuinely a memorable moment of immense pleasure for us as we recount experience during our first full year of specific operations ideologically based on the Lighter, Fitter, and Faster platform that meticulously crafted a pure Infrastructure Company solely focusing on Civic Urban Infrastructure.

Consequent to the demerger of the real-estate enterprise into the Resultant Company, we have carefully re-calibrated, focused and channelized all our valuable resources towards a sole business. This financial year has come to be a memorable one and has positively emerged as a year of certain 'firsts'. We have been competent to achieve the most significant ever revenue in a financial year from our sole business endeavour viz. development and construction of Civic Urban Infrastructure. Our notable achievements also confirm the Company is heading in the appropriate strategic direction with grander expectations of us. As a pure Infrastructure Company, we must fulfil to keep growing not only as a civil EPC Company but also as an Affordable Housing Specialist.

In another historic first, we are humbly thrilled to have touched the total Affordable Housing responsibility of 13,595 Dwelling Units in aggregate; while 4,911 dwelling units were progressively delivered during the last few years. Right from our successful foray into the social Affordable Housing space in FY2012, we accurately maintained a profound conviction that this could be one of the biggest growth drivers for the Company in the upcoming years. While on other civic urban infrastructure orders, the Company is progressing satisfactorily. Such functional diversity is a result of a well-thought and well-deliberated strategy for building a robust order-book – it is by design.

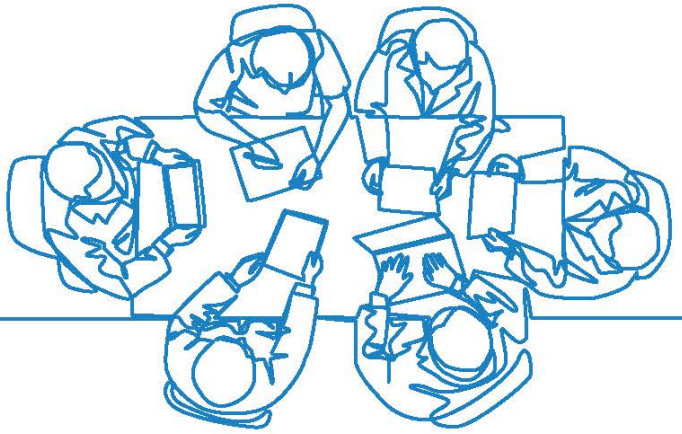
As we had envisioned, the industrial ecosystem of Mandal Becharaji region is evolving organically as the next auto and engineering-hub of the country. We are constructively contributing to the inclusive development by progressively opening-up our industrial and logistics parks in optimal alignment with the build-up of the green-field capacities. These modern parks satisfactorily cater to the unique requirements of the mighty auto-MNC giants as well as parts suppliers, 3PL players by practical way of Built-To-Suit infrastructure e.g. warehouses, and dormitories. We had correctly anticipated this much in considerable advance, have effectively positioned the Company to fully reap the benefits of the opportunities that swift economic progress will open up, and for that matter, it is reasonably estimated to be incredible.

Looking ahead in the face of global economic volatility and imminent risks driven by sociopolitical factors, India's macro fundamentals are sound. The infrastructure sector has typically been the government's biggest focus area for several years now and shall undoubtedly continue to remain for years to follow. The increased impetus for accelerating infrastructure development will further open up vast opportunities for civil construction players. With the Company's core-competence in buildings, industrial and civic urban infrastructure; we are geared-up, well-placed and look forward to assertively capitalize on this prospective opportunity. The Company will faithfully continue to see the growth is achieved in conjunction with sustainable profitability by driving the operational excellence to ensure our project delivery materializes on time, within budgets and complies with stipulated quality norms of our clients.

I would like to heartily thank all responsible stakeholders - including employees, loyal clients, business associates, lenders; for their valuable support during this successful transition and stabilization. On behalf of my fellow Directors and the Company, I renew our specific pledge to remain passionately committed towards our ardent zeal to satisfactorily establish a pure infrastructure company focused on civic urban infrastructure.

With best wishes,
Sincerely,
Manoj B. Vadodaria
Chairman and Managing Director

THE BOARD



Manoj B. Vadodaria
Chairman & Managing Director

Mr. Manoj Vadodaria is son of the well-known journalist, editor and founder of the Sambhaav Group, Shri Bhupatbhai Vadodaria. Mr. Manoj Vadodaria is a self-made businessman with an immense entrepreneurial passion. In his entrepreneurial journey of about four decades, he has always found a way amidst the paucity of resources and market challenges. He has pinnacle knowledge, in-depth insight and thorough understanding of the dynamics of the industry. He is a visionary of future trends, and a creator of opportunities. He has efficiently transformed NILA from a city-based realtor to a meaningful civic urban infrastructure player. He is a firm believer in the best management practice, transparent governance, and long-term value investments.

Kiran B. Vadodaria
Director

Mr. Kiran B Vadodaria is CMD of Sambhaav Media Limited (SML), a BSE/NSE Listed corporate entity. SML has a track record of value based, objective, balanced journalism acting as a reference post in Gujarati print and electronic media. He has steered through SML journey of more than 30 years. He was elected as President of Indian Newspaper Society (INS), the reputed, prominent and influential media association for 2014-15. Currently, he is INS Executive Committee Member. He has also held post of President of Gujarat Daily Newspaper Association (GDNA). He was a Member of National Integration Council of Government of India and has served on the Board of the United Bank of India as an Independent director during 2011-2014. He has demonstrated his experience and insight based judgment at several issues and matters of national and societal interest. He possesses powerful entrepreneurial abilities reflected in his decisions of expansion, acquisition, diversification of media activities.

Mr. Kiran Vadodaria is well respected in societal circles and recognized as a balanced personality in media, political and social spheres. He earned his BE (Mech) from the reputed LD College of Engineering, Ahmedabad and has served as President of the College Alumni Association. He has widely travelled in India and overseas.

Dilip D. Patel
Director

Mr. Patel possesses a wealth of management teaching and consulting experience spread over more than 30 years. He is a founding faculty member at the prestigious SP Jain Institute of Management & Research, Mumbai which is considered as one of the top 10 management institutes in India. With rich experience in consulting, mentoring and training at companies in India and overseas, Mr. Patel has specially engaged with family managed businesses. Mr. Patel has widely travelled in India and abroad for work and pleasure.

Shyamal S. Joshi
Director

Mr. Joshi possesses more than 43 years of senior level financial management experience in manufacturing and trading corporations with US$ 7 billion in revenues having worldwide operations. Further, he has an expansive experience in financial planning, funding, taxation and accounting and has served numerous renowned companies. He is recognized for his expertise in Corporate Funding, Restructuring, Merger, Acquisition, Local and International Financing, Private Equity and others. Mr. Joshi is a fellow member of the Institution of Chartered Accountant.

Harcharansingh P. Jamdar
Director

Mr H P Jamdar is a renowned Highway Engineer and Administrator. He headed the Roads & Building Department of Gujarat as Principal Secretary to Govt. He was also the Chairman of various Govt. Boards and Corporations, including the Gujarat Maritime Board, and played a leading role in modernization of the Roads and Ports Sectors. He is the Past President of the Indian Roads Congress (IRC) and was instrumental in introducing Private Sector Participation in the Highways Sector in India. The first two State Highway Projects with Private Sector participation in India, viz. Ahmedabad-Mehsana Toll Roads Ltd. as well as Vadodara-Halol Toll Roads Ltd. were pioneered in his stewardship. Mr Jamdar is also the Past President of The Institute of Engineers, India (IEI), which is the apex body of the Engineering Profession in the Country. He was also the Vice President of The Federation of Engineering Institutions of South and Central Asia (FIESCA). Mr Jamdar brings with him a rich experience in the fields of Engineering and Administration. He holds a Bechelor's Degree in Civil Engineering.

Ms. Foram Mehta
Director

Ms. Mehta possesses wide knowledge in the field of brand conceptualization and marketing management. She also has solid experience in the field of marketing, advertising, corporate branding, television management and modeling. She is a qualified anchor, drama artist from All India Radio, and has participated and hosted numerous events and won several awards. Currently she manages affairs of her own firm 'GOD BROTHERS' and is engaged in activities of creative branding, marketing, communication and also associated with JP Group. In the past, she has worked with Hindustan Unilever Ltd., Tata Teleservices Ltd., Atharva Telefilms Pvt. Ltd. and the Tashee Group. Ms. Mehta holds an MDP degree from IIM, Ahmedabad and a BE Chemical degree from the Nirma University, Ahmedabad.

Ashok Bhandari
Director

Mr. Ashok Bhandari has more than 35 years of experience in the field of accountancy, auditing, investment banking and finance commodities &indexies (Global). He possesses outstanding exposure as a practicing Chartered Accountant with various prominent groups of varied industries in India and abroad.

MANAGEMENT

Deep Vadodaria
Chief Operating Officer

Mr. Deep Vadodaria is an original thinker with an immense reasoning power. With a problem-solving attitude, he addresses complex issues in his own distinctive manner. With his excellent operational and project execution skills; he is driving the Company to new horizons. His idiosyncratic leadership style is structured on a well-define moral code and provides for an excellent teamwork. He has embedded a culture of review, responsibility and shared accountability to achieve high standards for all.

Ravinder Kumar
President – (Civil)

Mr. Ravinder Kumar carries a rich professional experience of more than 30 years in controlling and delivering large civil engineering projects from conceptualisation to commissioning stage. His specialities include Project and Construction Management services for Mega Civil Engineering projects in diversified fields including Infrastructure, Thermal Power Plants, Roads, Oil Depots, Institutional Complexes, Industrial estates, Residential Townships, etc.

He has held various senior/topmanagement positions in prominent organisations and has been dealing with number of renowned national and international consultants. He has worked with reputed top-rung/leading corporate houses like Reliance, Adani, Bajaj, etc. in private sector & premier government institutions/organisations like CPWD, NIDC, BHEL, NTPC, and a couple of SEBs.

Rajendra Sharma
President - Business Development
(Rajasthan)

Mr. Rajendra Sharma, a law graduate, is a visionary and has developed a forward-looking attitude, with his rich experience of 30+ years, in a wide variety of professional areas e.g. business development, liaisoning, land and capital market related matters, finance & accounts, law, banking, etc. A keen intellect gets to the depth of the matter - to make it work. He is a specialist at predicting the trends of customer behavior. He has a knack for taking apart the pieces of a problem and then configuring them to present an out-of-the-box solution, rather than a conventional one. A fundamentally non-conformist professional, enjoys developmental activities.

Jignesh Patel
President (Project Managementand Strategies))

Mr. Patel is a civil engineer with a vast experience of more than 25+ years in the field of construction, project execution and project management. He is a creative individual and has made significant contributions to the company with his innovative and analytical abilities as well as his problem-solving skills.

Ritesh Parikh
Industrial Projects Head

Mr. Ritesh Parikh is a dedicated civil engineer with more than 20+ years of experience in the field of industrial construction as well as project execution and management (Roads, Ports, etc.). His logical inputs, tenacious nature and organizational capabilities continue to benefit the Company.

Prashant H. Sarkhedi
Chief Financial Officer

Mr. Sarkhedi is a passionate professional with more than 25+ years of experience in finance, accounting, fund raising and general management. He is a disciplinarian, has in-depth knowledge and insight on diverse subject matters and possesses excellent organizational and motivational skills.

Dipen Y. Parikh
Company Secretary

Mr. Dipen Parikh is a dedicated professional with more than 10 years of experience of secretarial practice, corporate laws and general legal affairs. His exceptional enthusiasm towards his duties, wise inputs and dedication towards his responsibilities make him an asset to the Company.

Himanshu Bavishi
President (Finance)

Mr. Bavishi is a wise strategist and growth catalyst with more than 20+ years of professional experience in retail and corporate finance, investment banking, debt syndication, M&A, Investor Relations, etc. He not only has deep insight in managing huge masses of finances, but also has immense decision making abilities, is stimulated by challenges and works as a Change Agent.

Directors' Report

Dear Members,

The Directors of your Company are pleased to present the Twenty Ninth Annual Report to the Members with the Audited Financial Statements for the Financial Year ended on 31 March 2019.

STATE OF AFFAIRS OF THE COMPANY:

Nila Infrastructure Ltd. is public limited and listed at BSE Ltd (Scrip Code: 530377) and National Stock Exchange of India Limited (Scrip Code: NILAINFRA) engaged in the business of execution of construction projects, mainly into affordable housing and civic urban infrastructure projects. During the year there is no change in operations and status except pursuant to the order of the Hon'ble NCLT sanctioned the scheme of demerger, the Real Estate Undertaking comprising of assets, investments, liabilities and resources associated with Real Estate Business has been transferred to and vested into Nila Spaces Limited. There is no other change in state of affairs of the Company.

FINANCIAL HIGHLIGHTS:

The performance of the Company for the Financial Year 2018-19 is as under:

(₹ in lakhs, except per equity share data)

Particulars	Standalone for the year ended		Consolidated for the year ended	
	31 March 2019	31 March 2018	31 March 2019	31 March 2018
Revenue from Operations	22,580.13	21429.73	21,377.59	20,224.96
Add: Other Income	828.49	734.40	600.95	549.52
Total Income	23,408.62	22,164.13	21,978.54	20,774.48
Less: Revenue Expenditure	18,786.36	17,634.65	17,791.30	16,648.51
Less: Depreciation and Amortization	186.19	172.15	186.19	172.15
Less: Finance cost	1,298.87	1,109.81	1,298.95	1,109.81
Profit Before Tax	**3,137.20**	**3,247.52**	**2,702.10**	**2,844.01**
Less: Current Tax	939.43	1,225.00	939.43	1,225.00
Less: Adjustments of tax for earlier Years	(28.81)	1.60	(28.81)	1.60
Less: Deferred Tax	8.96	(232.55)	(108.44)	(323.68)
Net Profit After Tax	**2,217.62**	**2,253.47**	**1,899.92**	**1,941.09**
Share of Profit/(Loss) of associate	**-**	**-**	**101.33**	**58.46**
Net Profit	**2,217.62**	**2,253.47**	**2,001.25**	**1,999.55**
Add: Balance Brought Forward from previous Financial Year	6,284.41	1,513.84	5,833.78	1,317.14
Add: Changes on account of Scheme of arrangement	-	2,908.09	-	2,908.09
Add: Changes on account of discontinuation of Employee's Stock Option Plan	-	141.50	-	141.50
Profit available for appropriation	**8,502.03**	**6,816.90**	**7,835.03**	**6,366.28**
Less: Paid/Proposed Dividend	433.28	433.28	433.28	433.28
Less: Dividend Distribution Tax	89.06	88.20	89.06	88.21
Add: Re-measurement gains/(losses) on defined employee benefit plan (Net of tax)	24.31	(11.01)	24.31	(11.01)
Surplus carried to Balance Sheet	8,004.00	6,284.41	7,337.00	5,833.78
Add: Security Premium	33.71	33.71	33.71	33.71
Add: General Reserve	524.77	524.77	524.77	524.77
Reserves	**8,562.48**	**6,842.88**	**7,895.48**	**6,392.26**
Share Capital	**3,938.89**	**3,938.89**	**3,938.89**	**3,938.89**
Earnings per share (EPS) before exceptional item				
Basic	0.56	0.57	0.51	0.51
Diluted	0.56	0.57	0.51	0.51
EPS after exceptional item				
Basic	0.56	0.57	0.51	0.51
Diluted	0.56	0.57	0.51	0.51

Notes:

(1) The above figures are extracted from the standalone and consolidated financial statements as per Indian Accounting Standards.

(2) Equity shares are at par value of ₹ 1 per share.

REVIEW OF OPERATIONS:

Your Company's primary area of operations includes construction and development of infrastructure projects mainly into affordable housing. The majority of the projects of your Company are being executed in Gujarat and at Rajasthan.

REVENUES - STANDALONE:

Company's Revenue from Operations on a standalone basis increased to ₹ 22,580.13 lakhs from ₹ 21,429.73 lakhs in the previous year, at a growth rate of 5.37%. The increase in revenue is primarily due to expanded scale of its operations of the Company in civic urban infrastructure activities.

REVENUES - CONSOLIDATED:

Company's Revenue from Operations on a consolidated basis increased to ₹21,377.59 lakhs from ₹20,224.96 lakhs in the previous year, at a growth rate of 5.70 %.

PROFITS – STANDALONE:

Your Company's EBITDA on a standalone basis amounted to ₹4,622.26 (20.47% of revenue from operations), as against ₹ 4,529.48 lakhs (21.14% of revenue from operations) in the previous year. Project and Operations costs were 77.81 % of revenue from operations for the year ended 31 March 2019 as compared to 77.36 % for the year ended 31 March 2018. The profit before tax was ₹ 3,137.20 lakhs (13.40% of Total Income), as against ₹ 3,247.52 (14.65% of Total Income) in the previous year. Net profit was ₹ 2,217.62 lakhs (9.48% of Total Income), as against ₹ 2,253.47 lakhs (10.17% of Total Income) in the previous year.

PROFITS - CONSOLIDATED:

Your Company's EBIDTA on a consolidated basis amounted to ₹4,187.24 (19.59 % of revenue from operations), as against ₹4,125.97 lakhs (20.40 % of revenue from operations) in the previous year. Project and Operations costs were 77.53% of revenue from operations for the year ended 31 March 2019 as compared to 77.09% for the year ended 31 March 2018. The profit before tax was ₹ 2,702.10 (12.29% of Total Income), as against ₹ 2,844.01 lakhs (13.69% of Total Income) in the previous year. Net profit was ₹ 2,001.25 lakhs (9.11% of Total Income), as against ₹1,999.55 lakhs (9.63 % of Total Income) in the previous year.

LIQUIDITY:

Your Company continues to maintain sufficient cash to meet its operations as well as strategic objectives. The Board of Directors believes that liquidity in the Balance Sheet has to balance between earning adequate returns and the need to cover financial and business risks. Liquidity enables your Company to make a rapid shift in direction, if there is a market demand. The Directors believe that the working capital is sufficient to meet the current requirements. As on 31 March 2019, on a standalone basis, the Company had liquid assets of ₹ 11,557.12 lakhs, as against ₹ 10,495.80 lakhs at the previous year-end. On a consolidated basis, your Company had liquid assets of ₹ 11,884.45 lakhs at the current year-end, as against ₹ 10,534.05 lakhs at the previous year-end. These funds comprise deposits with banks and government. The details are disclosed under the 'non-current and current assets' section in the financial statements in this Annual Report. The information of projects and activities are more specifically detailed in the Management Discussion and Analysis Report annexed to this Board Report.

SCHEME OF DEMERGER OF REAL ESTATE UNDERTAKING:

The Hon'ble National Company Law Tribunal, Bench at Ahmedabad ('NCLT') had, vide its Order dated 09 May 2018 sanctioned the scheme of arrangement among Nila Infrastructures Limited and Nila Spaces Limited and their respective shareholders and creditors under Section 230 to 232 and other applicable provisions of the Companies Act, 2013 ('the scheme'). The scheme was approved by the shareholders, secured and unsecured creditors of the Company with requisite majority on 20 March 2018. The scheme provided for demerger of the Real Estate Undertaking of Nila Infrastructures Limited and transfer the same to Nila Spaces Limited with effect from the Appointed Date i.e. 1 April 2017 and the effect of accounting has already been given in the FY 2018 in accordance with the scheme.

In terms of the scheme 15 June 2018 was determined as the record date by the Company to issue and allot 1 (One) equity share of ₹ 1/- (Rupee One Only) each of Nila Spaces Ltd. for every 1 (One) equity share of ₹ 1/- (Rupee One Only) each held by such shareholder in the Company.

REPORT ON PERFORMANCE OF SUBSIDIARY COMPANIES PURSUANT TO RULE 8 (1) OF THE COMPANIES (ACCOUNTS) RULES, 2014:

Your Company is undertaking various projects through subsidiaries, associates and joint ventures. As per Section 129 (3) of the Companies Act, 2013, your Directors have pleasure in attaching the consolidated financial statements prepared in accordance with the applicable accounting standards with this report.

In accordance with Section 136 of the Companies Act, 2013, the audited financial statements, including the consolidated financial statements are available at the Company's website at www.nilainfra.com. The audited financial statements of each of the subsidiary, associate and joint venture are available for inspection at the Company's registered office at Ahmedabad and also at registered offices of the respective companies. Copies of the annual accounts of the subsidiary, associate and joint venture will also be made available to the investors of Nila Infrastructures Ltd. upon request.

In terms of proviso to Section 129(3) and Rule 8(1) of the Companies (Accounts) Rules, 2014, statement containing the salient features; of the subsidiaries, associates and joint ventures in the prescribed Form AOC 1 is annexed to this report as "Annexure C".

COMPANIES WHICH HAVE BECOME OR CEASED TO BE SUBSIDIARIES, ASSOCIATES OR JOINT VENTURES DURING THE YEAR:

Pursuant to the scheme of demerger as mentioned herein above; investments held in M/s Nila Projects LLP, M/s Nilsan Realty LLP, M/s Fungdi Land Developers LLP, and securities held in M/s Mega City Cinemall Pvt. Ltd. have been transferred to and vested into M/s Nila Spaces Ltd. and consequently all these entities ceased to be joint ventures and associates of the Company. Further upon cancellation of equity shares held by the Company into M/s Nila Spaces Ltd. pursuant to the scheme of demerger, Nila Spaces Ltd. ceased to be wholly owned subsidiary of the Company.

TRANSFER TO RESERVES:

There is no transfer of profit to reserve during the year under review.

DIVIDEND:

Your Company has been paying dividend consistently for the last nine years. However foreseeing the requirement of financial resources for the future growth, and in order to create strong economic base and long term value for the investors; your directors have decided not to recommend any dividend for the financial year ended on 31 March 2019.

PUBLIC DEPOSITS:

During the year under review your Company has not accepted any deposits from the public within the meaning of Section 73 and 76 of the provisions of the Companies Act, 2013.

INSURANCE:

All the existing properties of the Company are adequately insured.

DIRECTORATE:

During the year Mr. Hiren G. Pandit – Non Executive Independent Director (DIN:01683959) has resigned from the Directorship on 19 May 2018 due to his pre-occupations and busy schedule and that there is no other material reason other than those provided in his resignation letter.

Pursuant to Section 152 of the Companies Act, 2013, Mr. Kiran B. Vadodaria, (DIN: 00092067); whose appointment was ratified as Non Executive Director at the 28th Annual General Meeting; retires by rotation at the ensuing Annual General Meeting of the Company and being eligible offers himself for reappointment. The tenure of Mr. Shyamal S. Joshi (DIN:00005766) and Mr. H.P. Jamdar (DIN:00062081) as Independent Directors is expiring in the current financial year 2019-20. The Nomination and Remuneration Committee has recommended to reappoint Mr. Shyamal S. Joshi (DIN:00005766) for another term of five years and therefore based on the recommendation of the Committee and performance evaluation, necessary resolution appointing Mr. Shyamal S. Joshi (DIN:00005766) for another five years has been included in the notice convening the AGM. The details of proposal, rational, justification and performance evaluation report in terms of applicable Secretarial Standards on General Meeting (SS-2), for the reappointment of Independent Director after completion of their first term is mentioned in the explanatory statement of the Notice.

Except as mentioned hereinabove, there is no other change in the Board of Directors and Key Managerial Personnel of the Company during the year.

All the Directors have confirmed that they are not disqualified from being appointed as Directors in terms of Section 164 of the Companies Act, 2013.

Declaration given by Independent Directors:

The Company has received declarations from all the Independent Directors of the Company confirming that they meet with the criteria of independence as prescribed under sub-section (6) of Section 149 of the Companies Act, 2013 and Regulation 25 read with 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the same has been noted by the Board.

Board Evaluation:

Pursuant to the provisions of the Companies Act, 2013 and SEBI Circular date 10 May 2018; an annual performance evaluation of the members of the board of its own individually and working of various committees of the board was carried out. Further in a separate meeting of the Independent Directors held on 19 May 2018 without presence of other Directors and management, the Independent Directors had, based on various criteria, evaluated performance of the Chairman and also performance of the other members of the board. The manner in which the performance evaluation was carried out has been explained in the Corporate Governance Report annexed with this report.

Board and Committee Meetings:

During the year under review 5 (five) Board Meetings, 4 (four) audit committee meetings, 4 (four) Corporate Social Responsibility Committee, 4 (four) Stakeholder Relationship Committee and 1(one) Nomination & Remuneration Committee meetings were held. The details of the meetings are given in the Corporate Governance Report as a part to the Boards' Report. The intervening gap between the meetings was within the period prescribed under the Companies Act, 2013.

DIRECTORS' RESPONSIBILITY STATEMENT:

Pursuant to the provisions of Section 134 (3) (c) of the Companies Act, 2013, with respect to Director's Responsibility Statement, it is hereby confirmed that:

a) In the preparation of annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures;

b) The Directors have selected such accounting policies and applied them consistently and made judgment 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) The Directors 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) The Directors have prepared the annual accounts on a going concern basis.

e) Proper internal financial controls are in place and that the financial controls are adequate and were operating effectively; and

f) The Directors have devised proper systems to ensure compliances with the provisions of all applicable laws and that such systems are adequate and operating effectively.

REPORTING OF FRAUD:

During the year under review there was no instance of any fraud which has been reported by any auditor to the audit committee or the board.

ALTERATION OF MEMORANDUM AND ARTICLE OF ASSOCIATION:

During the year under review no changes have been made in the clauses of Memorandum and Articles of Association of your Company.

SHARE CAPITAL:

There is no change in share capital of the Company. Presently the paid up capital of the Company is ₹ 39,38,89,200 comprising of 393889200 equity shares of ₹ 1/- each.

UNCLAIMED DIVIDEND AND UNCLAIMED SHARES

The Company has taken various initiatives to reduce the quantum

of unclaimed dividend and has been periodically intimating the concerned shareholders, requesting them to encash their dividend before it becomes due for transfer to the Investor Education and Protection Fund (IEPF). Unclaimed dividend amounting to ₹ 9,68,468/- for FY 2010-11 was transferred to the IEPF on 26 October 2018. In terms of the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 as amended, the Company has transferred the corresponding shares to IEPF, where the dividends for the last seven consecutive years have not been claimed by the concerned shareholder.

Further, the unclaimed dividend in respect of FY 2011-12 must be claimed by shareholders on or before 21 October 2019, failing which the Company will be transferring the unclaimed dividend and the corresponding shares to the IEPF within a period of 30 days from the said date. The concerned shareholders, however, may claim the dividend and shares from IEPF after complying with the prescribed procedure.

In terms of the IEPF (Uploading of information regarding unpaid and unclaimed amounts lying with companies) Rules, 2012, your Company has made the relevant disclosures to the Ministry of Corporate Affairs (MCA) regarding unclaimed dividends and unclaimed shares. Your Company has also uploaded the prescribed information on www.iepf.gov.in and www.nilainfra.com.

Details of Unclaimed Dividend as on 31 March 2019 and due dates for transfer are as follows:

SN	Financial Year	@Unclaimed Amount (₹)	Due Date for transfer to IEPF Account
1	2011-12	9,90,708.10	21 October 2019
2	2012-13	9,29,131.00	12 August 2020
3	2013-14	9,79,385.70	27 October 2021
4	2014-15	10,46,546.00	04 October 2022
5	2015-16	11,86,301.82	17 October 2023
6	2016-17	10,88,135.29	05 November 2024
7	2017-18	8,84,372.61	05 November 2025

@ The Corresponding shares for which dividend has not been claimed for seven consecutive years shall be identified at the due dates and be transferred to the IEPF authority. The list of such shareholders, upon identification, shall also be displayed at the website of the Company at www.nilainfra.com.

CORPORATE GOVERNANCE AND MANAGEMENT DISCUSSION & ANALYSIS REPORT:

The Company has implemented the procedure and adopted practices in conformity with the code of Corporate Governance as enumerated in Schedule V of SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015. The management discussion & analysis and corporate governance report are made part of this report. A certificate from the Practicing Company Secretary regarding compliance of the conditions of corporate governance is attached hereto and forms part of the Directors' report.

STATUTORY AUDITORS AND AUDITORS' REPORT:

M/s B S R & Associates LLP (FRN: 116231W/ W100024) were appointed at the 27th AGM held on 29 September 2017 as statutory auditors of the Company to hold office till the conclusion of 32nd AGM of the Company.

The report of the statutory auditor is given in this annual report. There is no qualification, reservation or any adverse remark or disclaimer in the audit report of M/s B S R & Associates LLP.

COST AUDIT:

As per the requirements of the Section 148 of the Act read with the Companies (Cost Records and Audit) Rules, 2014 as amended from time to time, your Company is required to maintain cost records and accordingly, such accounts are made and records have been maintained. M/s Dalwadi & Associates, Cost Accountant, Ahmedabad (FRN: 000338) has conducted the audit of the cost record of the Company for the Financial Year 2018-19. The Cost Audit Report for FY2018 does not contain any qualification.

The Board of Directors, on the recommendation of Audit Committee, has re-appointed M/s Dalwadi & Associates, Cost Accountant, Ahmedabad (FRN: 000338) as Cost Auditor to audit the cost records of the Company for the financial year 2019-20. As required under the Act, a resolution seeking member's approval for the remuneration payable to the Cost Auditor forms part of the Notice convening the 29th Annual General Meeting for their ratification.

SECRETARIAL AUDITOR'S REPORT:

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014, the Board of Directors have appointed M/s Umesh Ved & Associates, Practicing Company Secretary, Ahmedabad as the Secretarial Auditor of the Company to conduct Secretarial Audit for the year 2018-19. The report of the Secretarial Auditor is annexed herewith as "Annexure E". The report of the Secretarial Auditor is self-explanatory and confirming compliance by the Company of all the provisions of applicable corporate laws.

The delay in filing couple of ROC forms was on account of operational and procedural matters. The forms were filed with additional fees and compliances were made. There is no impact on operations and financials on account of such delay.

Pursuant to the SEBI circular dated 08 February, 2019, the Company has obtained an Annual Secretarial Compliance Report from M/s. Umesh Ved & Associates, Practicing Company Secretary.

AUDIT COMMITTEE:

The Audit Committee constituted in accordance with the provisions of Section 177 of the Companies Act, 2013 and Regulation 18 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, reviewed the financial results and financial statements, audit process, internal control system, scope of internal audit and compliance of related regulations as prescribed. The Composition and terms of reference of the audit committee is more specifically given in the Corporate Governance Report as a part of the Boards' Report.

VIGIL MECHANISAM (WHISTLE BLOWER POLICY):

The company has established Vigil Mechanism (Whistle Blower Policy) in accordance with the provisions of Section 177 of the Companies Act, 2013 and Regulation 22 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the employees to report to the management instances of unethical behavior, actual or suspected fraud or violation of the Company's code of conduct. The detail of the Whistle Blower Mechanism is explained in the Corporate Governance Report and the policy adopted is available on the Company's website at www.nilainfra.com under investor segment.

DISCLOSURE IN TERMS OF SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013:

The Company has in place an anti-sexual harassment policy and internal complaint committee in line with the requirement of the Sexual Harassment of Women at the Workplace (Prevention, Prohibition and Redressal) Act, 2013. There is no such instance reported during the year under review.

CODE OF CONDUCT FOR PREVENTION OF INSIDER TRADING:

In terms of the Regulation 9 of SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended; the Company has adopted revised Code of Conduct prohibiting, regulating and monitoring the dealings in the securities of the Company by Insiders and Designated Persons. while in possession of unpublished price sensitive information in relation to the securities of the Company. The code of conduct is available at the Company's website at www.nilainfra.com under investor segment.

The Company has also in terms of Regulation 9A of the SEBI (Prohibition of Insider Trading) Regulations, 2015; put in place institutional mechanism for prevention of insider trading.

STATUTORY DISCLOSURES REQUIRED UNDER RULE 8(3) OF THE COMPANIES (ACCOUNTS) RULES, 2014:

There is no foreign exchange earnings and outgo during 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 134 (3) (m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENT MADE BY THE COMPANY DURING THE YEAR:

As regards investments by the Company, the details of the same are provided under Note No. 07 forming part of the financial statements of the Company for the financial year 2018-19. Details of loans given to other persons covered under Section 186 of the Companies Act, 2013 are given in the Note No. 32 relating to related parties to the financial statements.

RELATED PARTY TRANSACTIONS:

In terms of Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015 the Company has adopted policy on dealing with related party transactions. All related party transactions that were entered into by the Company during the financial year were in the ordinary course of business and were at arm's length basis. There are no material significant related party transaction made by the Company with its Directors, Promoters, Key Managerial Personnel or their relative. All Related Party Transactions are placed before the audit committee / Board, as applicable, for their approval. Omnibus approval are taken for the transactions which are repetitive in nature. The Related Party Transactions that were entered into by the Company were to facilitate smooth functioning of the ordinary course of business and are in the interest of the Company. Accordingly the disclosure of related party transactions as required under Section 134(3) (h) of the Companies Act, 2013 in Form AOC-2 is not applicable.

The policy on related party transactions as approved by the Board is available on the website of the company www.nilainfra.com under investor segment.

Disclosures of transactions with related parties in terms of Schedule V read with Regulation 34(3) and 53(f) of SEBI (LODR) Regulations 2015 as amended is given in Note No 32 of the Notes to the Financial Statements.

INTERNAL FINANCIAL CONTROL:

The Board of Directors has in terms of the requirements of Section 134(5)(e) of the Companies Act, 2013 laid down the internal financial controls. The Company has in place a well-defined organizational structure and adequate internal controls for efficient operations which is cognizant of applicable laws and regulations, particularly those related to protection of properties, resources and assets, and the accurate reporting of financial transactions in the financial statements. The company continuously upgrades these systems. The internal control system is supplemented by extensive internal audits, conducted by independent firm of chartered accountants.

CORPORATE SOCIAL RESPONSIBILITY (CSR):

In terms of the provisions of Section 135 of the Companies Act, 2013, your Company has constituted CSR Committee comprising of Mr. Shyamal S. Joshi – Chairman, Mr. Kiran B. Vadodaria and Mr. Manoj B. Vadodaria as the other members. As a part of CSR, the Company has spent funds for the projects involving promotion of cleanliness, sanitation, preventive healthcare, education, medical and food support to poor. As a part of Clean India Campaign, your Company is undertaking a project namely "My Own Street" to spread awareness of environmental protection and cleanliness by encouraging people to participate and make habit to keep the society clean.

The Annual Report on CSR activities for the Financial Year 2018-19 is annexed herewith as "Annexure A".The policy on CSR is available at the website of the company at www.nilainfra.com under the investor segment.

NOMINATION AND REMUNERATION COMMITTEE AND POLICY ON APPOINTMENT & REMUNERATION OF DIRECTORS:

Pursuant to the provisions of Section 178 of the Companies Act, 2013 and Regulation 19 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has constituted Nomination and Remuneration Committee and adopted policy on appointment and remuneration of Directors and Key Managerial Personnel. The composition, terms of reference of the Committee are given in the Corporate Governance Report as a part to the Boards' Report.

The Company has adopted revised Policy on Nomination & Remuneration Committee containing criteria for determining qualification, positive attributes, independence of directors, directors appointment and remuneration. The gist of the policy is given in the Corporate Governance Report annexed to the Board Report. The said policy is also available at the website of the company at www.nilainfra.com under the investor segment.

MATERIAL CHANGES:

No material change has taken place after 31 March 2019 and till the date of this report.

EMPLOYEES:

During the year under review, no employee of the Company was in receipt of remuneration in excess of the limits prescribed under Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

DISCLOSURES IN TERMS OF RULE 5(1) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014:

The information as required under Rule 5(1) and 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are given in the "Annexure D" to this report.

COMPLIANCE WITH REVISED SECRETARIAL STANDARDS:

The Company has complied with all applicable mandatory Secretarial Standards issued by the Institute of Company Secretaries of India.

DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURT OR TRIBUNALS:

As mentioned herein above in this report except the order of the NCLT sanctioning the scheme; there is no other significant and material order passed by any regulator or court or tribunal during the year under review.

EXTRACT OF THE ANNUAL RETURN:

The details forming part of the extract of the Annual Return in Form MGT-9, as required under Section 92 of the Act, is annexed as Annexure 'B' which forms an integral part of this Report and is also available on the Company's website viz. www.nilainfra.com.

RISK MANAGEMENT:

Your company recognizes that risks are integral part of business activities and is committed to managing the risks in a proactive and efficient manner. Your Company has robust risk management process involving periodic assessment of various risks and mitigating remedies, which are more specifically discussed in MDA report as a part of the Board Report.

APPRECIATIONS AND ACKNOWLEDGMENTS:

Your Directors place on record their deep appreciation to employees at all levels for their hard work, dedication and commitment. The enthusiasm and unstinting efforts of the employees have enabled the Company to become a meaningful player in the infrastructure industry. Your Directors would also like to places on record its appreciation for the support and cooperation your Company has been receiving from its Stakeholders, Corporations, Government Authorities, Joint Venture partners and others associated with the Company. The Directors also take this opportunity to thank all Investors, Clients, Vendors, Banks, Financial Institutions, Government and Regulatory Authorities and Stock Exchanges, for their continued support. Your Directors also wish to record their appreciation for the continued co-operation and support received from the Consultants and Advisors. Your Company looks upon them as partners in its progress and has shared with them the rewards of growth. It will be the Company's endeavour to build and nurture strong links with the business based on mutuality of benefits, respect for and cooperation with each other, consistent with consumer interests.

For and on behalf of the
Board of Directors

Manoj B. Vadodaria
Chairman & Managing Director
DIN: 00092053

Date: 20 May 2019
Place: Ahmedabad

ANNEXURE A

ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY ACTIVITIES

1. A brief outline of the Company's present CSR Policy, including overview of projects or programs proposed to be undertaken and a reference to the web link to the CSR policy and projects or programs:

   Brief Outline of the CSR Policy is stated herein below:

   CSR Policy

   (Approved by the Board of Directors on 26 May 2017)

   The object of the CSR policy is to frame road map for the CSR activities to be undertaken by the Company and establish a monitoring mechanism for effective implantation as per regulatory requirement.

   Thrust area of activities enumerated under the policy are as under.

   Community healthcare, sanitation and hygiene, including, but not limited to:

   a) Promoting, establishing and/or undertaking management of infrastructure ensuring cleanliness, waste removal, and sanitation.

   b) Promoting, establishing and/or running medical healthcare units and allied infrastructure.

   c) Providing financial and/or other assistance to the agencies involved exclusive in waste management, sanitation, medical healthcare, therapeutic clinics, research, public health, nursing, medical treatments including alternative medical treatments,

   d) Activities concerning or promoting and facilitating:

      i. General health care including preventive health care
      ii. Safe motherhood
      iii. Child survival support programs
      iv. Health / medical camps
      v. Better hygiene and sanitation
      vi. Adequate food and potable water supply, etc.

   Promotion and providing of education, training, and employment enhancing vocational skills:

   (a) Promoting and providing education, training, employment enhancing vocational skill for children, women, deprived people, and disabled persons etc.

   (b) To run or contribute to schools, aanganwadis, NGOs, Trusts, Associations for educational, training, research and empowerment activities.

   Social care and concern, including, but not limited to:

   (a) Creating Public awareness for cleanliness, education, medical healthcare, and to undertake and contribute to campaign thereof;

   (b) Protection and up gradation of environment including ensuring ecological balance and related activities and undertaking public campaign thereof.

   Web Link: The CSR Policy may be referred at the website of the Company at www.nilainfra.com under Investor Segment

2. Composition of the CSR Committee:

Name of the Members	Category	Designation
Mr. Shyamal S. Joshi	Non Executive Independent Director	Chairman
Mr. Kiran B. Vadodaria	Non Executive Director	Member
Mr. Manoj B. Vadodaria	Executive Director	Member

3. Average Net Profit of the Company for last three financial years: ₹ 280,153,341 /-

4. Prescribed CSR Expenditure(2% of the amount as mentioned herein above in Sr. No.3): ₹ 5,603,067 /-

5. Details of CSR spent during the financial year:

   (a) Total Amount spent during the financial year: ₹ 5,623,245

   (b) Amount unspent, if any: NA

Manner in which the amount spent during the financial year is detailed below: **(Amount in ₹)**

1	2	3	4	5	6	7	8
SN	CSR Projects or activities identified	Sector in which the project is covered	Projects or programs (1)Local Areas or other (2) Specify the state and district where projects or programs was undertaken	Amount outlay (budget) project or programs wise	Amount spent on the projects or programs Sub-heads:(1)Direct expenditure on projects or programs (2)Overheads:	Cumulative expenditure upto to the reporting period	Amount spent: Direct or through implementing agency
1	Promotion of Sanitation & Medical, Preventive Healthcare	Promoting preventive healthcare and sanitation	Ahmedabad, Gujarat	46,04,000/-	46,23,245/-	46,23,245/-	Direct by the Company
2	Promotion and providing Education, Food and Empowerment	Promotion of Education, Eradication Hunger, Child & Women empowerment	Ahmedabad, Ambaji, Gujarat	10,00,000/-	10,00,000/-	10,00,000/-	Direct by the Company
	Total			**56,04,000/-**	**56,23,245/-**	**56,23,245/-**	

6. Details of the implementing agency: Not Applicable

7. Reasons for not spending the prescribed amount during the year: Not Applicable

8. A responsibility statement of the CSR Committee that the implementation and monitoring of CSR Policy, is in compliance with CSR objectives and policy of the Company.

   The implementation and monitoring of Corporate Social Responsibility (CSR) Policy is in compliance with CSR objectives and policy of the Company.

Manoj B. Vadodaria	Shyamal S. Joshi
DIN: 00092053	DIN: 00005766
Managing Director	Chairman of the CSR Committee

ANNEXURE B

FORM NO MGT 9: EXTRACT OF ANNUAL RETURN (As on financial year ended on 31 March 2019)

Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management & Administration) Rules, 2014

I. REGISTRATION & OTHER DETAILS:

Particulars	Details
CIN	L45201GJ1990PLC013417
Registration Date	26 February 1990
Name of the Company	Nila Infrastructures Limited
Category/Sub-category of the Company	Public Limited Listed Company
Address of the Registered office & contact details	First Floor, Sambhaav House, Opp. Chief Justice's Bungalow, Bodakdev, Ahmedabad – 380015 Tel. +91 79 4003 6817/18 Fax: +91 79 3012 6371; Email: secretarial@nilainfra.com Website: www.nilainfra.com
Whether listed company	Yes
Name, Address & Contact details of the Registrar & Transfer Agent, if any.	M/s MCS Share Transfer Agent Ltd. 201, Second Floor, Shatdal Complex, Opp: Bata Show Room Ashram Road, Ahmedabad-380009 Tel no. (079) 26582878; Fax no. (079) 26581296 Email: mcsstaahmd@gmail.com.

II PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY (All the business activities contributing 10 % or more of the total turnover of the company shall be stated)

SN	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the company
1	Construction of Buildings Carried out on own account basis or on a fee or contract basis	41001	98.66 %

III PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

SN	Name and Address of the Company	CIN/ GLN	Holding/ Subsidiary/ Associate Company	% of shares held	Applicable Section
1	Nila Terminals (Amreli) Pvt. Ltd Address: First Floor, Sambhaav House, Opp: Chief Justice's Bungalow, Bodakdev, Ahmedabad - 380015	U45309GJ2017PTC096801	Wholly-owned subsidiary	100%	Section 2(87) of the Companies Act, 2013
2	Vyapnila Terminals (Modasa) Private Limited Address: 301, Third Floor, Vandemataram Arcade Vandemataram Road, Gota Ahmedabad - 382481	U45309GJ2017PTC097154	Associate Company	34%	Section 2(6) of the Companies Act, 2013
3	Romanovia Industrial Park Pvt. Ltd. Address: First Floor, Sambhaav House, Opp Chief Justice's Bungalow, Bodakdev, Ahmedabad – 380015	U45200GJ2013PTC077822	Associate Company	50%	Section 2(6) of the Companies Act, 2013

Note: Statement containing salient features of the Financial Statement of the Subsidiary Companies, Associate companies and Joint Venture in the prescribed Form AOC 1 is annexed to this report as **"Annexure C"**.

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

A) Category-wise Share Holding

SN	Category	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
		Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A.	**Promoters Shareholding**									
(1)	Indian									
a)	Individual/ HUF	243825187	0.00	243825187	61.90	243825187	0.00	243825187	61.90	0.00
b)	Central Govt	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
c)	State Govt(s)	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
d)	Bodies Corp.	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
e)	Banks / FI	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
f)	Any other	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
	Sub – Total (A.1)	**243825187**	**0.00**	**243825187**	**61.90**	**243825187**	**0.00**	**243825187**	**61.90**	**0.00**
(1)	**Foreign**									
a)	Individual (NRI/Foreign Individuals)	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
b)	Government	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
c)	Institutions	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
d)	Foreign Portfolio Investor	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
e)	Any other	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
	Sub-Total (A.2)	**0.00**	**0.00**	**0.00**	**0.00**	**0.00**	**0.00**	**0.00**	**0.00**	**0.00**
	Total (A) = (A.1) + (A.2)	**243825187**	**0.00**	**243825187**	**61.90**	**243825187**	**0.00**	**243825187**	**61.90**	**0.00**
B.	**Public Shareholding**									
1.	**Institutions**									
a)	Mutual Funds	8399185	0.00	8399185	2.13	7194171	0.00	7194171	1.83	0.30
b)	Banks / FI	1758525	0.00	1758525	0.45	114482	0.00	114482	0.03	0.42
c)	Central Govt	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
d)	State Govt(s)	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
e)	Venture Capital Funds	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
f)	Insurance Companies	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
g)	Foreign Portfolio Investor	22371012	0.00	22371012	5.68	22315000	0.00	22315000	5.66	0.02
h)	Foreign Venture Capital Funds	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
i)	Others (specify)	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
	Sub-total (B.1):-	**32528722**	**0.00**	**32528722**	**8.26**	**29623653**	**0.00**	**29623653**	**7.52**	**0.74**
2.	**Non-Institutions**									
a)	Bodies Corp.									
I)	Indian	18880252	248000	19128252	4.86	19111328	137000	19248328	4.89	0.03
ii)	Overseas	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
b)	Individuals									
I)	Individual shareholders holding nominal share capital upto ₹ 1 lakh	50672034	7026602	57698636	14.65	53361824	5941602	59303426	15.06	0.41

SN	Category	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
		Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
ii)	Individual shareholders holding nominal share capital in excess of Rs 1 lakh	21554946	963000	22517946	5.71	22084920	963000	23047920	5.86	0.15
c)	Others Hindu Undivided Families	6036508	0.00	6036508	1.53	6516476	0.00	6516476	1.65	0.12
d)	Non Resident Indians	8154349	24000	8178349	2.08	8066610	24000	8090610	2.05	0.30
e)	Overseas Corporate Bodies	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
f)	Foreign Nationals	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
g)	Clearing Members	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
h)	Trusts	7500	0.00	7500	0.00	7500	0.00	7500	0.00	0.00
i)	Foreign Bodies - D R	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
j)	IEPF	3968100	0.00	3968100	1.01	4226100	0.00	4226100	1.07	0.06
	Sub-total (B.2)	**109273689**	**8261602**	**117535291**	**29.84**	**113374758**	**7065602**	**120440630**	**30.58**	**1.07**
	Total Public Shareholding (B)=(B)(1)+ (B)(2)	**141802411**	**8261602**	**150064013**	**38.10**	**142998411**	**7065602**	**150064013**	**38.10**	**0.00**
C.	**Shares held by Custodian for GDRs & ADRs**	**0.00**	**0.00**	**0.00**	**0.00**	**0.00**	**0.00**	**0.00**	**0.00**	**0.00**
	Grand Total (A+B+C)	**385627598**	**8261602**	**393889200**	**100.00**	**386823598**	**7065602**	**393889200**	**100.00**	**0.00**

B) Shareholding of Promoters:

SN	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year of the year			% Change in shareholding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1	Manoj B. Vadodaria	53154712	13.49	0.00	53154712	13.49	0.00	0.00
2	Nila M. Vadodaria	43955267	11.16	0.00	43955267	11.16	0.00	0.00
3	Alpa K. Vadodaria	36800000	9.34	0.00	36800000	9.34	0.00	0.00
4	Kiran B. Vadodaria	38608100	9.80	0.00	38608100	9.80	0.00	0.00
5	Deep S. Vadodaria	31752108	8.06	0.00	31752108	8.06	0.00	0.00
6	Shailesh B. Vadodaria	12960000	3.29	0.00	12960000	3.29	0.00	0.00
7	Mina S. Vadodaria	8695000	2.21	0.00	8695000	2.21	0.00	0.00
8	Rajesh B. Vadodaria	5000000	1.27	0.00	5000000	1.27	0.00	0.00
9	Chhayaben R. Vadodaria	4300000	1.09	0.00	4300000	1.09	0.00	0.00
10	Siddharth R. Vadodaria	4300000	1.09	0.00	4300000	1.09	0.00	0.00
11	Karan R. Vadodaria	4300000	1.09	0.00	4300000	1.09	0.00	0.00
	Total	**243825187**	**61.90**	**0.00**	**243825187**	**61.90**	**0.00**	**0.00**

C) Change in Promoters Shareholding

SN	Shareholding for each Promoter and person belonging to Promoter Group	Shareholding at the beginning of the year		Cumulative Shareholding at the end of the year	
		No. of Shares	% of total Shares of the Company	No. of Shares	% of total Shares of the Company
1	Manoj B. Vadodaria				
	01 April 2018	53154712	13.49		
	31 March 2019	53154712	13.49	53154712	13.49
2	Kiran B. Vadodaria				
	01 April 2018	38608100	9.80		
	31 March 2019	38608100	9.80	38608100	9.80
3	Deep S. Vadodaria				
	01 April 2018	31752108	8.06		
	31 March 2019	31752108	8.06	31752108	8.06
4	NilaM.Vadodaria				
	01 April 2018	43955267	11.16		
	31 March 2019	43955267	11.16	43955267	11.16
5	Alpa K. Vadodaria				
	01 April 2018	36800000	9.34		
	31 March 2019	36800000	9.34	36800000	9.34
6	Shailesh B. Vadodaria				
	01 April 2018	12960000	3.29		
	31 March 2019	12960000	3.29	12960000	3.29
7	Mina S. Vadodaria				
	01 April 2018	8695000	2.21		
	31 March 2019	8695000	2.21	8695000	2.21
8	Rajesh B. Vadodaria				
	01 April 2018	5000000	1.27		
	31 March 2019	5000000	1.27	5000000	1.27
9	Chhayaben R. Vadodaria				
	01 April 2018	4300000	1.09		
	31 March 2019	4300000	1.09	4300000	1.09
10	Siddharth R. Vadodaria				
	01 April 2018	4300000	1.09		
	31 March 2019	4300000	1.09	4300000	1.09
11	Karan R. Vadodaria				
	01 April 2018	4300000	1.09		
	31 March 2019	4300000	1.09	4300000	1.09

D) Shareholding Pattern of top ten Shareholders:

(Other than Directors, Promoters and Holders of GDRs and ADRs):

SN	Share holding for Each of the Top 10 Shareholders	Shareholding at the beginning of the year (01 April 2018)		Cumulative Shareholding at the end of the year (31 March 2019)	
		No. of Shares	% of total Shares of the Company	No. of Shares	% of total Shares of the Company
1	Elara India Opportunities Fund Limited*	12315000	3.13	12315000	3.13
2	HDFC Housing Opportunity Fund *	7194173	1.82	7194171	1.82
3	Shobha Imtiyaz Desai*	6243657	1.58	6243657	1.58
4	Antara India Evergreen Fund Ltd*	5660000	1.43	5660000	1.43
5	Tushar R Mehta*	2462824	0.62	3397563	0.86
6	Jainam Share Consultants Pvt. Ltd#	-	-	3029353	0.77
7	Jitendra Vallabh Sanghvi*	3072500	0.78	2572500	0.65
8	Elara Capital Mauritius Ltd *	2500000	0.63	2500000	0.63
9	Nisha Jignesh Mehta *	1990000	0.51	1990000	0.51
10	Plutus Terra India Fund *	1840000	0.47	1840000	0.47
11	Tushar R Mehta HUF@	1761107	0.44	1748722	0.44

1. The shares of the Company are substantially held in dematerialised form and are traded on a daily basis and hence, the date wise increase/decrease in shareholding is not indicated.
2. *Common top 10 shareholders as on 01 April 2018 and 31 March 2019.

@ Top 10 shareholders as on 01 April 2018.

Top 10 shareholders as on 31 March 2019.

E) Shareholding of Directors and Key Managerial Personnel:

SN	Shareholding of each Directors and each Key Managerial Personnel	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total Shares of the Company	No. of Shares	% of total Shares of the Company
1	Manoj B. Vadodaria				
	01 April 2018	53154712	13.49		
	31 March 2019	53154712	13.49	53154712	13.49
2	Kiran B. Vadodaria				
	01 April 2018	38608100	9.80		
	31 March 2019	38608100	9.80	38608100	9.80
3	Dilip D. Patel	-	-	-	-
4	Shyamal S. Joshi	-	-	-	-
5	Hiren G. Pandit	-	-	-	-
6	Ashok R. Bhandari	-	-	-	-

SN	Share holding of each Directors and each Key Managerial Personnel	Shareholding at the beginning of the year		Cumulative Shareholding at the end of the year	
		No. of Shares	% of total Shares of the Company	No. of Shares	% of total Shares of the Company
7	H.P. Jamdar	-	-	-	-
8	Foram B. Meha	-	-	-	-
9	Dipen Y Parikh				
	01 April 2018	87500	0.02	87500	0.02
	31 March 2019	87500	0.02	87500	0.02
10	Prashant H. Sarkhedi				
	01 April 2018	175000	0.04	175000	0.04
	31 March 2019	175000	0.04	175000	0.04

V) INDEBTEDNESS -Indebtedness of the Company including interest outstanding/accrued but not due for payment.

(₹ in lakhs)

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
At the beginning of the year				
Indebtedness at the beginning of the financial year				
i) Principal Amount	7,985.44	2,272.53	-	10,257.97
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	34.31	-	-	34.31
Total (i+ii+iii)	**8,019.75**	**2,272.53**		**10,292.28**
Change in Indebtedness during the financial year				
* Addition	3,163.39	1,620.12	-	4,783.51
* Reduction	1,248.07	1,632.18	-	2,880.25
Net Change	**1,915.32**	**(12.06)**	**-**	**1,903.26**
Indebtedness at the end of the financial year				
i) Principal Amount	9,904.47	2,260.47	-	12,164.94
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	30.60	-	-	30.60
Total (i+ii+iii)	**9,935.07**	**2,260.47**	**-**	**12,195.54**

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL-

A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

(₹ in lakhs)

SN	Particulars of Remuneration	Name of MD/WTD/ Manager	Total Amount
		Manoj B. Vadodaria	
1	Gross salary (per annum)	36.00	36.00
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	-	-
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	-	-
2	Stock Option	-	-
3	Sweat Equity	-	-
4	Commission		
	- as % of profit		
	- other	-	-
5	Others	-	-
	Total (A)	36.00	36.00
	Ceiling as per the Act as per the Schedule V of the Companies Act, 2013	163.45	163.45

*MD= Managing Director; ** WTD= Whole Time Director

B. REMUNERATION TO OTHER DIRECTORS

(₹ in lakhs)

SN	Particulars of Remuneration	Name of Directors						Total
		Other NED*		Independent Directors				
		Kiran B Vadodaria	Dilip D. Patel	Shyamal Joshi	Ashok Bhandari	H P Jamdar	Foram Mehta	
1	Fee for attending board, committee meetings	-	-	0.20	0.10	0.10	0.20	0.60
2	Commission	12.00	-	-	-	-	-	12.00
3	Others – For attending meeting of Independent Directors	-	-	-	-	-	-	-
	Total Managerial Remuneration	12.00	-	0.20	0.10	0.10	0.20	12.60
	Overall Ceiling as per the Act	32.69	₹ 1 Lakh per meeting per Director as per Rule 4 of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014					

* NED = Non Executive Director

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD

(₹ in lakhs)

SN	Particulars of Remuneration	Key Managerial Personnel		
		*CS	**CFO	Total
1	Gross salary per annum	6.72	18.00	24.72
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	-	-	-
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	-
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-	-
2	Stock Option – Value of Perquisites	-	-	-
3	Sweat Equity	-	-	-
4	Commission as % of Profit/ Others	-	-	-
5	Others	-	-	-
	Total	**6.72**	**18.00**	**24.72**

*CS= Company Secretary ** CFO = Chief Financial Officer

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

(₹ in lakhs)

SN	Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD / NCLT/ COURT]	Appeal made if any (give Details)
A.	**COMPANY**					
	Penalty	-	-	-	-	-
	Punishment	-	-	-	-	-
	Compounding	-	-	-	-	-
B.	**DIRECTORS**					
	Penalty	-	-	-	-	-
	Punishment	-	-	-	-	-
	Compounding	-	-	-	-	-
C.	**OTHER OFFICERS IN DEFAULT**					
	Penalty	-	-	-	-	-
	Punishment	-	-	-	-	-
	Compounding	-	-	-	-	-

ANNEXURE C

Form AOC-1

STATEMENT CONTAINING SALIENT FEATURES OF FINANCIAL STATEMENT OF SUBSIDIARY COMPANY, ASSOCIATE COMPANY AND JOINT VENTURE

Pursuant to Section 129(3) of the Companies Act, 2013

A) STATEMENT CONTAINING SALIENT FEATURES OF THE FINANCIAL STATEMENTS OF SUBSIDIARY COMPANY:

(Amount in ₹)

SN	Name of Subsidiary Companies	Nila Terminals (Amreli) Pvt Ltd
	The date since when subsidiary was acquired	11 April 2017
	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	Financial Year 2018-19 (01 April 2018 to 31 March 2019)
	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries	Not Applicable
	Share capital	1,00,000
	Other Equity	(4,13,450)
	Total assets	6,70,85,945
	Total Liabilities	6,73,99,395
	Investments	35,94,437
	Turnover	1,890
	Profit before taxation	(3,29,538)
	Provision for taxation	-
	Profit after taxation	(3,29,538)
	Proposed Dividend	-
	% of shareholding	100%

Notes: The following information shall be furnished at the end of the statement:

1. Names of subsidiaries which are yet to commence operations – NIL
2. Names of subsidiaries which have been liquidated or sold during the year – NIL

b) STATEMENT CONTAINING SALIENT FEATURES OF THE FINANCIAL STATEMENTS OF ASSOCIATE COMPANIES AND JOINT VENTURES

(Amount in ₹)

SN	Name of Associate Companies	Vyapnila Terminals (Modasa) Pvt Ltd	Kent Residential and Industrial Park LLP*	Romanovia Industrial Park Pvt Ltd#
	Latest audited Balance Sheet Date	31 March 2019	31 March 2019	31 March 2019
1.	Shares of associates and Joint Ventures held by company on the year end	34%	50%	50%
	i. Number of Shares	3,400	N.A	5000
	ii. Amount of Investment	34,000	68,34,538	12,50,50,000
	iii. Extend of Holding %	34%	50.00%	50.00%
2.	Description of how there is significant influence	By holding more than 20% of voting power	By contractual agreement	By holding more than 20% of voting power
3.	Reason why the associate / joint venture is not consolidated	Not Applicable	Not Applicable	Not Applicable
4.	Net worth attributable to shareholding as per latest audited balance sheet	98,450	68,34,538	2,94,00,766
5.	Profit/Loss for the year	1,32,509	58,72,281	1,43,03,549
	i. Considered in consolidation	1,32,509	29,36,141	71,51,775
	ii. Not considered in consolidation	Not Applicable	29,36,141	71,51,775

*Profit/Loss of the LLP is considered in accordance with the Profit Sharing Ratio of the partners

#Amount of investment in Romanovia Industrial Park Pvt. Ltd. has been measured at fair value in accordance with applicable IND As

For B S R & Associates LLP
Chartered Accountants
Firm's Registration No: 116231W/W-100024

Jeyur Shah
Partner
Membership No. 045754

Place : Ahmedabad
Date : 20 May 2019

For and on behalf of the Board of Directors of
Nila Infrastructures Limited
CIN No. : L45201GJ1990PLC013417

Manoj B.Vadodaria
Managing Director
DIN : 00092053

Kiran B. Vadodaria
Director
DIN : 00092067

Prashant H. Sarkhedi
Chief Financial Officer

Dipen Y. Parikh
Company Secretary
Membership No. A24031

ANNEXURE D
REMUNERATION DETAILS

PART 1: [Pursuant to Section 197(12) of the Companies Act, 2013 and Rule No. 5 (1) of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

1. **The ratio of remuneration of each Director to the median remuneration of the employees of the Company for the financial year:**

   The median remuneration of the employees of the Company as on 31 March 2019 is ₹3,61,800 per annum and the ratio of remuneration of each Director to this median remuneration is as under.

Name of the Director	Ratio of each Director to the median remuneration of the employee
Mr. Manoj B. Vadodaria	9.95:1
Mr. Kiran B. Vadodaria	3.31:1
Mr. Dilip D. Patel	NA
Mr. Shyamal S. Joshi	NA
Mr. Hiren G. Pandit	NA
Mr. H. P. Jamdar	NA
Mr. Ashok R. Bhandari	NA
Ms. Foram B. Mehta	NA

2 **The percentage increase in remuneration of each Director, Chief Financial Officer and Company Secretary in the financial year 2018-19:**

The percentage increase in remuneration of Directors, Chief Financial Officer and Company Secretary in the Financial Year 2018-19 as compared to the previous financial year 2017-18, calculated with reference to the basic remuneration, actual receipt during the year other than any arear of previous years, is as under:-

Name	Designation	% increase in remuneration
Mr. Manoj B. Vadodaria	Director	No % increase in remuneration
Mr. Kiran B. Vadodaria	Director	No % increase in remuneration
Mr. Dilip D. Patel	Director	NA
Mr. Shyamal S. Joshi	Director	NA
Mr. Hiren G. Pandit	Director	NA
Mr. H. P. Jamdar	Director	NA
Mr. Ashok R. Bhandari	Director	NA
Ms. Foram B. Mehta	Director	NA
Mr. Prashant H. Sarkhedi	Chief financial Officer	No % increase in remuneration
Mr. Dipen Y. Parikh	Company Secretary	No % increase in remuneration

3. **The percentage increase in the median remuneration of employees in the financial year:**
   The median remuneration of employees was ₹ 3,61,800 and ₹3,08,960 as on 31 March 2019 and 31 March 2018 respectively. There is increase of 17.10% in the median remuneration of employees during the year.
4. **The number of permanent employees on the roll of Company:** 66 as on 31 March 2019.

5. **Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration:**

   There is no increase in the remuneration of managerial personnel during the year. The average remuneration of non managerial personnel is increased by 17.08% due to new appointment of higher scale.

6. **Affirmation that the remuneration is as per the Remuneration Policy of the Company:**

   It is confirmed that the remuneration paid to the Directors and Key Managerial Personnel are as per the Remuneration Policy of the Company.

PART 2: Information Pursuant to section 197(12) of the Companies Act, 2013 and Rule No. 5 of the Companies (Appointment and Remuneration Personnel) Rules, 2014:

SN	Name of Employee	Designation	Remuneration During the year (₹ in lakh)	Nature of Employment	Qualification and Experience	Date of Commencement of Employment	Age of Emoployee (in years)	Last Employment held before joining the Company	% of Equity shares held by employee along with spouce and dependent children
1	Mr. Ravinder Kumar	President - Civil	36.00	On roll	AMIE - Civil -38 years	01/02/2017	57	Lalitpur Power Generation Company Ltd.	-
2	Mr.Jignesh Patel	President - Projects and Strategies	26.57	On roll	Diploma - Civil 14 years in job (Before that business)	Re Joining - 11/01/18 Original joining date - 06/01/2008	51	Nila Infrastructures Ltd.	0.006
3	Mr. Tushar Jagani	GM - Projects	24.00	On roll	Be - Civil, 18 years	19/02/2018	38	Freelancer - April 16 - Feb 2018, Before that Job with Classic Fashion Apparels Industry Jorden	-
4	Mr. Rajendra Sharma	President - Business Development	24.00	On roll	B.Com , LLB, 33 years	01/07/2016	56	Investor in Capital Market , Before that last job in 2010 with TNI Ltd.	-
5	Mr.Himanshu Bavishi	Group President - Finance	22.68	On roll	MBA - Marketing and Finance 21 years	21/08/2014	45	ICICI Bank Ltd.	-
6	Mr. Ritesh Parikh	Project Manager	21.60	On roll	B.E.(Civil), 22 years	01/09/2014	44	Multivision Pvt Ltd. (Sister Concern Sijcon Consultants Pvt Ltd)	-
7	Mr.Hemant R Shah	Senior Project Manager	21.60	On roll	Diploma - Civil, 30 years	21/09/2012	54	Builtage Shreeram Builders	0.006
8	Mr. Prashant Sarkhedi	Chief Financial Officer	18.00	On roll	MBA - Finance, CFA (icfai), 25 years	01/04/2010	48	-	0.044
9	Mr.Deep Vadodaria	Chief Operating Officer	18.00	On roll	B. Com, 8 years	01/10/2010	34	-	8.060
10	Mr. Ketan Prajapati	Project Engineer	15.60	On roll	Diploma - Civil, 16 years	01/10/2008	35	Venus Infrastructures and Developers Ltd.	0.005

ANNEXURE E:

SECRETARIAL AUDIT REPORT FOR THE FINANCIAL YEAR ENDED ON 31 MARCH 2019

[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

To,
The Members,
Nila Infrastructures Limited
Ist Floor, Sambhaav House,
Opp.Chief Justice's Bungalow,
Bodakdev,
Ahmedabad - 380015

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Nila Infrastructure Limited (hereinafter called the Company).Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute 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, We hereby report that in our opinion, the company has, during the audit period covering the financial year ended on 31st March, 2019 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:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2019 according to the provisions of:

(i) The Companies Act, 2013 (the Act) and the rules made thereunder;

(ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;

(iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;

(iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;

(v) The following Regulations 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, 2011;

  (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015

  (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (upto 10th November, 2018) and Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (with effect from 11th November, 2018);

  (d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;

  (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; (Not Applicable to the Company during the Audit Period)

  (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;

  (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; (Not Applicable to the Company during the Audit Period) and

  (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 (upto 10th September 2018) and The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 (with effect from 11th September 2018); (Not Applicable to the Company during the Audit Period)

(vi) Transfer of Property Act, 1882;

(vii) Registration Act, 1882;

(viii) The Building and Other Construction Workers (Regulation of Employment and Conditions of Service) Act, 1996;

(ix) The Land Acquisition Act, 1894;

(x) Real Estate Regulation Act, 2017

(xi) We have relied on the representation made by the Company, its Officers and on the reports given by designated professionals for systems and processes formed by the Company to monitor and ensure compliances under other applicable Acts, Laws and Regulations to the Company.

We have also examined compliance with the applicable clauses of the following:

(i) Secretarial Standards issued by The Institute of Company Secretaries of India.

(ii) The Listing Agreements entered into by the Company with Stock Exchanges read with Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

We further report that:

Couple of forms required to be filed under the provisions of the Companies Act, 2013 were filed after the statutory period along with the additional filing fees.

We 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 changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

All decisions in the Board is carried through, while the dissenting members' views, if any, are captured and recorded as part of the minutes.

We 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.

We further report that during the year under report, The Hon'ble National Company Law Tribunal, Ahmedabad bench has vide its order dated 09th May, 2018 approved the Scheme of Arrangement among Nila Infrastructure Limited and Nila Spaces Limited under section 230-232 read with other relevant provisions of the Companies Act, 2013.

Umesh Ved
Umesh Ved & Associates

Company Secretaries
FCS No.: 4411
C.P. No.: 2924

Date: 20 May 2019
Place: Ahmedabad

To,
The Members,
Nila Infrastructures Limited

Our report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Wherever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happenings of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficiency or effectiveness with which the management has conducted the affairs of the company.

Umesh Ved
Umesh Ved & Associates

Company Secretaries
FCS No.: 4411
C.P. No.: 2924

Date: 20 May 2019
Place: Ahmedabad

Management Discussion and Analysis

(MDA) Report

1. ECONOMIC SCENARIO:

One year ago economic activity was accelerating in almost all regions of the world and the global economy was projected to grow at 3.9% in 2018 and 2019. One year later, much has changed: the escalation of US–China trade tensions, macroeconomic stress in Argentina and Turkey, disruptions to the auto sector in Germany, tighter credit policies in China, and financial tightening alongside the normalization of monetary policy in the larger advanced economies have all contributed to a significantly weakened global expansion, especially in the second half of 2018.

Global growth, which peaked at close to 4% in 2017, softened to 3.6% in 2018, and is projected to decline further to 3.3% in 2019. Although a 3.3% global expansion is still reasonable, the outlook for many countries is very challenging, with considerable uncertainties in the short term, especially as advanced economy growth rates converge toward their modest long-term potential. While 2019 started out on a weak footing, a pickup is expected in the second half of the year. This pickup is supported by significant policy accommodation by major economies, made possible by the absence of inflationary pressures despite closing output gaps. The US Federal Reserve, in response to rising global risks, paused interest rate increases and signaled no increases for the rest of the year. The European Central Bank, the Bank of Japan, and the Bank of England have all shifted to a more accommodative stance. China has ramped up its fiscal and monetary stimulus to counter the negative effect of trade tariffs. Furthermore, the outlook for US–China trade tensions has improved as the prospects of a trade agreement take shape. These policy responses have helped reverse the tightening of financial conditions to varying degrees across countries. Emerging markets have experienced a resumption in portfolio flows, a decline in sovereign borrowing costs, and a strengthening of their currencies relative to the dollar. While the improvement in financial markets has been rapid, those in the real economy have yet to materialize. Measures of industrial production and investment remain weak for most advanced and emerging economies, and global trade has yet to recover.

With improvements expected in the second half of 2019, global economic growth in 2020 is projected to return to 3.6%. This return is predicated on a rebound in Argentina and Turkey and some improvement in a set of other stressed emerging market and developing economies, and therefore subject to considerable uncertainty. Beyond 2020 growth will stabilize at around 3.5%, bolstered mainly by growth in China and India and their increasing weights in world income. Growth in advanced economies will continue to slow gradually as the impact of US fiscal stimulus fades and growth tends toward the modest potential for the group, given ageing trends and low productivity growth. Growth in emerging market and developing economies will stabilize at around 5%, though with considerable variance between countries as subdued commodity prices and civil strife weaken prospects for some.

While the overall outlook remains benign, there are many downside risks. There is an uneasy truce on trade policy, as tensions could flare up again and play out in other areas (such as the auto industry) with large disruptions to global supply chains. Growth in China may surprise on the downside, and the risks surrounding BREXIT remain heightened. In the face of significant financial vulnerabilities associated with large private and public sector debt in several countries, including sovereign-bank doom loop risks (for example, in Italy), there could be a rapid change in financial conditions owing to, for example, a risk-off episode or a no-deal BREXIT.

With weak expansion projected for important parts of the world, a realization of these downside risks could dramatically worsen the outlook. This would take place at a time when conventional monetary and fiscal space is limited as a policy response.

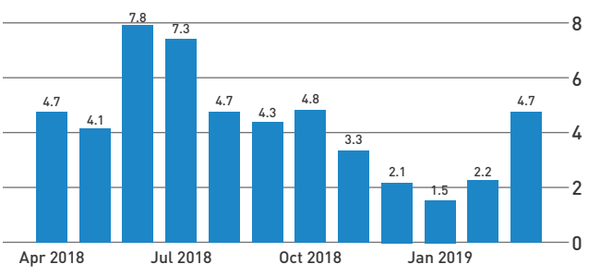
The Indian economy started the FY2019 with a healthy 8.2% growth in the first quarter on the back of domestic resilience. Growth eased to 7.3% in the subsequent quarter due to rising global volatility, largely from financial volatility, normalized monetary policy in advanced economies, externalities from trade disputes, and investment rerouting. Further, the INR suffered on wake of the crude price, and conditions exacerbated as recovery in some advanced economies caused faster investment outflows. Despite softer growth, the Indian economy remained one of the fastest growing and possibly the least affected by global turmoil. In fact, the effects of such external shocks were contained in part by India's strong macroeconomic fundamentals and policy changes (including amendments to the IBC, bank recapitalization, and FDI). The improving macroeconomic fundamentals have further been supported by the implementation of reform measures, which facilitated an environment to boost investments and ease banking sector concerns. Together, these augur well for a healthy growth path for the economy.

In 2019, the Indian economy is expected to continue to be the global outperformer at a relatively stable pace in terms of economic growth with 7.3%. While high by international standards, this growth rate is at or slightly below India's potential. While not immune, India is less exposed to a slowdown in global manufacturing trade growth than other major Asian economies and emerging markets. Growth will be supported by favourable fiscal and monetary policies. In India, government spending announced ahead of elections this year will support near-term growth. RBI is also likely to be able to maintain its current monetary policy stance after some tightening last year. Indian household spending growth will remain stable. A recent positive development is a pickup in investment spending and exports, after weak growth in 2017. In fact, with range-bound oil prices, export growth has outpaced import growth for the last two years. Fiscal spending on infrastructure and the rural economy should continue to support domestic activity. Ahead of the upcoming elections and amid financial distress among small farmers from prolonged low food price increases, the government included a special relief package for farmers in the interim budget. The budget also includes tax breaks for middle-class earners through tax rebates and an increased

standard deduction. Together, the direct cash transfer program for farmers and the middle-class tax relief measures will contribute a fiscal stimulus of about 0.45% of GDP. These measures will support growth through consumption over the near term, albeit at a fiscal cost. The RBI cut its benchmark policy rate in February and changed the policy stance to "neutral" from "calibrated tightening." Inflation measures have steadily declined since the middle of 2018. The headline inflation rate declined to only 2.04% in January, largely because of declining food prices, even though core inflation at 5.6% remains only slightly below the RBI's target. Although the overall strength of the banking system is improving, it remains a constraint on the economy. In February 2019, the government provided further capital infusions to public sector banks. These measures, combined with the application of the PCA framework, which requires timely recognition of bad loans, and resolution of bad loans through the IBC, are helping to address solvency and asset quality challenges. However, a complete turnaround of the banking system requires more time amid slower-than-expected resolution of legacy problem loans. According to the RBI, NPA declined to 10.8% in September 2018 from a peak of 11.5% in March 2018. The central bank expects this ratio to improve further to 10.3% in March 2019. Meanwhile, bank credit has also started to flow, with growth of outstanding credit from commercial banks at 12.8% in December 2018. Nevertheless, there are substantial downside risks as well, such as elusive outcome of the general elections, an escalation of the trade tensions between China and the US and a more rapidly cooling down of the global economy than expected.

It may be noted that India has already surpassed France to become the sixth-largest economy backed by gradual revival in investments, especially with a greater focus on infrastructure development.

With this backdrop, infrastructure remains a key tool to address developmental gaps as it is considered a catalyst to lift the economy out of the financial turmoil. Every year, there is about USD 10,00,000 crore in construction-related spending globally, equivalent to 13% of GDP. This makes construction one of the largest sectors of the world economy. The sector employs 7% of the world's working population and, by building the structures in which we live and work, which create our energy, materials, and goods, and on which we travel, has an impact well beyond its own boundaries. Construction matters. The governments around the world are pumping money to generate demands for goods and services by creating jobs through higher spending into public and social infrastructure. India's emergence as an economic superpower is predicated upon transforming its basic infrastructure (power, bridges, dams, roads and urban infrastructure development – including Affordable Housing). The impetus is now towards rapid industrialization and infrastructure development where the government and the private sector players are looking to work in a cohesive manner. Apropos, the Indian government has taken concrete steps to revive the sector at a quickened pace. Increased impetus to develop infrastructure in the country is attracting both domestic and international players. Private sector is emerging as a key player across various infrastructure segments, ranging from roads and communications to power and airports. Infrastructure combined index measures the performance of eight core industries with aggregate weightage of 40.27% in the IIP i.e. refinery production (28.04%), electricity generation (weight: 19.85%), steel production (17.92%), coal production (10.33%), crude oil production (8.98%), natural gas production (6.88%), cement production (5.37%) and fertilizers production (2.63%). The cumulative growth in the index of eight core industries was 4.2% in 2017-18 and 4.3% year-on-year in Apr-Mar 2018-19. While, the combined output index for Infrastructure during FY2019 is depicted further.

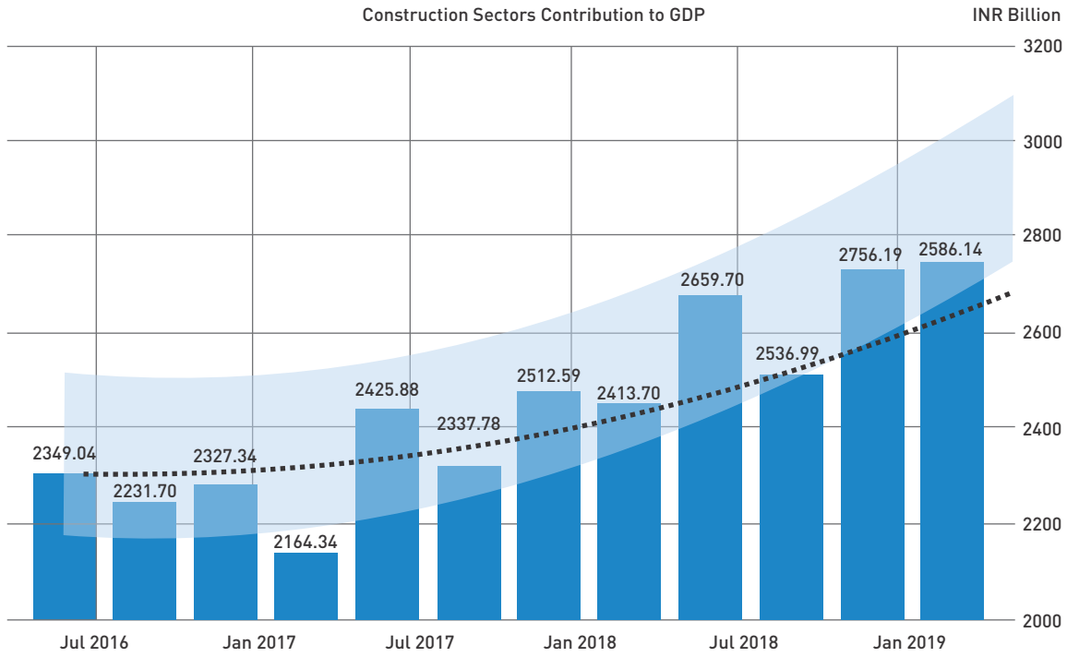


Source: Office of the Economic Adviser to the Government of India

2. THE INDUSTRY SCENARIO:

a. Infrastructure:

Any highly-populated country needs a robust infrastructure and India is no exception to the rule. A key driver of the economy, Infrastructure is highly responsible for propelling India's overall development. Infrastructure sector includes power, bridges, dams, roads and urban infrastructure development. It is a major contributor towards India's GDP, both directly and indirectly. Its contribution to GDP in India has stayed fairly constant at around 7-8% for the last five years.



Source: Central Statistical Organisation, India

GDP from Construction in India averaged ₹ 2,18,400 crore from 2011 until 2019, reaching an all-time high of ₹ 2,75,600 crore in the Q4-FY2018 and a record low of ₹ 1,86,137 crore in the Q3-FY2012. The latest estimate of India's GDP from Construction is quarterly ₹ 2,58,600 crore, while the forecast is ₹ 3,34,604 crore by 2020. It employs 4,350 lakh people, and any improvements in the construction sector affect a number of associated industries such as cement, steel, technology, skill-enhancement, etc. Low entry and technology barriers make the industry highly fragmented. While low fixed costs narrow the entry barriers, uncertainties on payments drives up working capital requirements. Entities in a contracting process of infrastructure and industrial projects include the owner (project implementer), contractors, consultants, process licensors and suppliers of raw materials and equipment. The industry is regulated and implemented by different apex authorities of the various segments. It encompasses different types of contracts (EPC, EPCM, BOT, BOOT, etc.), depending on the nature of project. Each contract has certain features which draw interest of players and aim at enhancing overall efficiency. Revenues in construction contract are recognised as per Ind-AS 115 i.e. the revenue is recognised to depict the transfer of goods or services to customers at an amount that is expected to be entitled to in exchange for those goods or services. Contract costs that meet certain criteria will be capitalised as an asset and get amortised as revenue is recognised.

Infrastructure accounts for nearly 40% of India's industrial output. Hence, it enjoys intense focus from the Government for initiating policies that would ensure time-bound creation of world class infrastructure in the country. For the purpose, ₹ 50,00,000 crore is required by 2022 to have sustainable development in the country. India is witnessing significant interest from international investors in the infrastructure space with many MNCs keen to collaborate on infrastructure, high speed trains, renewable energy, developing smart cities, etc.

The Government of India is keen on developing the infrastructure sector in the country. This is clearly evident through the numerous initiatives announced for this sector as part of Interim Budget 2019-20 e.g. allocation of ₹ 4,56,000 crore for the sector, with road transport and highway ₹ 83,016 crore; post and telecommunications development ₹ 38,637 crore; Telecom infrastructure ₹ 8,350 crore; Railways ₹ 6,677 crore; Green Energy Corridor Project ₹ 3,900 crore; upgradation of state government medical colleges (UG seats) ₹ 1,361 crore; medical colleges (PG seats) ₹ 888 crore. While, the government has already conferred the coveted "Infrastructure" status to the "Affordable Housing" sector.

Overall construction spends in key infrastructure sectors has gathered further pace, aided by a slew of recent policy reforms. Roads would drive majority construction spends while investments in urban infrastructure and railways are expected to grow at a faster pace with the government's increased focus on schemes such as HFA by 2022, Smart cities, AMRUT, Swachh Bharat, Clean Ganga Mission, WSS projects and metro construction in major Indian cities are expected to boost urban infrastructure investment in the years to come.

b. Logistics:

The presence of a robust logistics-related infrastructure and an effective logistics management system facilitates seamless movement of goods from the point of origin to that of consumption, and aids an economy's movement to prosperity. The progress of logistics sector holds an

immense value for India as well; as such advancement would increase exports, generate employment and give the country a significant place in the global supply chain. Indian logistics industry is a sunshine sector. The Indian logistics sector provides livelihood to about 220 lakh people. Improving the sector would facilitate a 10% decrease in indirect logistics cost, leading to a growth of 5-8% in exports.

The industrial warehousing segment in India is highly fragmented, with the unorganised players have aggregated 83-85% share of the total warehousing space. As a consequence, there is severe price competition among players. The industrial warehousing segment witnesses intense competition on account of unorganized nature of the industry. The other challenges hindering its growth include high cost, underdeveloped material handling infrastructure, fragmented warehousing, presence of multiple regulatory and policy making entities, lack of seamless movement of goods across modes, and poor integration with modern information technology. These challenges, particularly the ones pertaining to procedural complexities, redundant documentations and involvement of several agencies at our ports and borders, severely dent our performance in international trade, resulting into about 70% of the delays.

There are several policies aimed at encouraging investment in the sector, including free trade warehousing zones and logistics parks. Selecting the right location, optimal usage of storage facilities, providing value-added services, and achieving scale are the key success factors for the warehousing industry. The government has laid an emphasis on infrastructure growth with plans to develop highways, railways and rural roads, and revive unused airstrips and airports. The government also announced the revival of the Sagarmala project for port modernisation and port automation, development of multimodal logistics parks, and dedicated freight corridors. The successful and timely completion of these proposed projects can help ensure cost effectiveness and operational efficiencies.

The GST regime has expedited the freight movement at interstate borders due to dismantling of check posts by upto 20%. The rollout of GST has started to improve supply-chain effectiveness and reduction in consolidation costs by promoting hub-and-spoke model (have a large warehouse in a strategic location instead of numerous small ones) resulting in a reorganised industry. There is a target to reduce the logistics cost in India from the present 14% of GDP to less than 10% of it, by 2022. Warehousing space in India is expected to grow at a healthy pace up to 2020 i.e. about ₹ 1,50,000 crore at CAGR of 10.5%. The industrial warehousing segment is driving growth, led by the organised segment (largely third-party logistics players) fuelled by value-added services. The growth of logistics is two sided – led by demand and supply. The demand-led growth is mainly strengthened with the economic recovery, and implementation of GST. The supply-led growth drivers include improvement in logistics infrastructure, integrated logistics and birth of numerous logistics start-ups, especially tech led start-ups. Such significant development is reflected in improvement in the global rankings i.e. 44th out of 167 countries in World Bank's Logistics Performance Index (LPI) 2018.

The Indian government has announced that it is working at the policy in order to set up new logistics plan in the country. The intention is to devise the most cost-effective method to transport goods by the year 2035. The policy aims at preparing a proper integrated logistics plan. The new logistics division within the department of commerce is working on this national integrated plan, with the objective to identify and iron out any existing bottlenecks and gaps in the industry. It will also encourage tech-enabled startups in the logistics sector as they will be able to provide seamless movement of goods across the country.

The industry is attracting a lot of investment and as a result of the transformations and changes led by these investments, the industry will stimulate job creation. The experts predict that it can be the largest job creator by 2022. Some of key investors include Ascendas-Singbridge, Morgan Stanley, and Warburg Pincus, beside others. The investment burst in the sector is leading to development of new and better warehousing facilities. The future for the Indian logistics industry is going to shine even brighter. It will enhance our trade competitiveness, create jobs, shoot up country's performance in global rankings and pave the way for India to become a logistics hub. Such measures will also contribute to creation of a New India by 2022.

3. NILA:

A. In retrospect:

The Company commenced its business operations from 1990 and operated profitably, mainly as a city-based realtor. The Company executed several housing projects successfully and developed land bank at economic rate during the recessionary phase. The Company gained momentum in FY2007 when the flagship company of the Group Sambhaav Media Ltd was awarded construction of decorative AMTS bus stands in the city of Ahmedabad. NILA entered into urban infrastructure project through the development of unique bus stands of AMTS on behalf of Sambhaav Media Ltd. In FY2008 the Company launched its ambitious residential project "Asmaakam". The project received overwhelming response even during the period of global meltdown in FY2009. However, with limited resources, the Company was not able to work at its full potential, while it was strategized to transform the Company to a meaningful infrastructure player. Thus, the Company initiated amalgamation of Pearl Stockholdings Pvt. Ltd (PSPL) during 2009-10. PSPL's sound financials prepared a strong platform for the Company's growth and transformation. This strengthened the Company's eligibility with respect to "financials" parameter for certain civic urban infrastructure construction contracts by various government bodies/agencies. With such backdrop the Company has since transformed into a specialist in civic urban infrastructure contractor.

Post successful consolidation of resources, the Company concentrated on sustainable growth in civic urban infrastructure segment. Planning an effective vision at the

right time and efficient implementation of the strategy transformed the Company. During FY2017, about 86% revenue of the Company was derived from Affordable Housing and civic urban infrastructure projects on EPC/LSTK, and PPP basis. While, the Company initiated to create avenues for growth and seizing such growth opportunities, it was thought prudent to demerge the real-estate undertaking into a separate entity viz. Nila Spaces Limited (NSL - earlier known as Parmananday Superstructure Ltd) and operate on a Lighter, Fitter, and Faster model.

B. The Demerger of Real Estate Undertaking:

The Company presented a Scheme of Arrangement whereby the real estate undertaking is transferred to and vested in NSL, issue of equity shares by NSL to the shareholders of the Company and subsequent listing thereof. In this connection NCLT had sanctioned the the Scheme with Appointed Date of April 1, 2017.

C. In prospect:

The Company has started experiencing the benefits of recent initiative to have a Lighter, Fitter and Faster model by demerging the erstwhile real estate undertaking. The Company is working hard to reap the full benefits of this and is convinced about the impetus that it will provide for growth. The Company envisions to become a pure-play Civic Urban Infrastructure contractor. To achieve this, the Company works on AH Infrastructure and civic urban infrastructure projects by leveraging its core competency. The management is optimistic towards the growth of the economy in general and construction sector in particular. The Company has since secured meaningful EPC Construction Projects of Affordable Housing and envisage that, on back of enhanced pre-qualifications/bidding capacities, its business will grow sustainably. The Company has also built significant PPP based order book where the remuneration is superior for a long-term sustainable growth. The Company is now a sort of a Specialist in AH Infrastructure and pure-play Civic Urban Infrastructure player.

4. STRATEGIC FOCUS OF NILA:

A. Unique Business Model – Diversified and Flexible:

The company has developed a unique business model of construction contracts on EPC/LSTK, EPC+PPP and PPP mode for AH projects as well as Civic Urban Infrastructure Projects. Your Company holds commercial properties in the prime location of Ahmedabad and lease rent from that ensures continues revenue. Your Company has successfully leveraged the construction expertise to grow into construction contracts from government authorities and reputed corporates. An integrated well balanced business model of construction and development of government and private projects and contracts provides hedging.

This diversified model of business has shown great strength and resilience in the past years of challenging business environment. Leasing ensures steady cash flow income while construction contracts of Government assure timely and confirmed recovery of dues, whereas the PPP projects ensure better profitability margins. Your Company has developed in-house expertise in the entire gamut of construction and execution – including design, planning & estimation, project preparation, project execution, interior designing, integration of project management.

B. Project Selection and Execution:

Your Company's comprehensive evaluation of opportunities in infrastructure projects includes the following parameters:

- Principal: Constitution, financial strength, bureaucratic structure, involvement of any bilateral/multilateral agency, track record on other projects, contract management strength, appropriateness of design for local market, etc.
- Pre-development: Financing flexibility to fund the early design work, community/political participation/opposition, government stability over the life of the project, environmental problems, site selection and regulatory approval delays, land acquisition, etc.
- Finance: Commercial viability of the project, capacity of the lender to evaluate and speed in providing the credit lines, repayment mechanism, credit availability on viable terms, etc.
- Construction: Viability of the design/technology, availability of labour and raw-material, outlook of raw-material cost, contractor failure, developer's access to funds on a timely basis for construction, etc.
- Market: Local economic conditions, demand-supply outlook, interest/inflation rate scenario, etc.

Throughout this process, your Company has to identify and mitigate inherent risks that can adversely affect the project. It is broadly evaluated in three parts: 1) preliminary considerations, market analysis, financial analysis, and strategic marketing; 2) site selection and due diligence, land acquisition, deal structure, entitlements, permissions, etc.; and 3) planning and design, construction management, operations and property management. Hence, with sufficient due-diligence the project is selected and execution is carried-out accordingly by your Company. Your Company's Quality Management System is ISO 9001 : 2015 accredited by INTERCERT that include Project Management, Site Development and Construction activities for Infrastructure, Industrial, Residential and Commercial projects.

C. Project Management and Monitoring:

Your Company has adopted an integrated system for planning, scheduling, monitoring and control of the approved project under implementation. To coordinate and synchronise all the support function of Project Management it relies on an Integrated Project Management Control System which integrates its project management, contract management and control function addressing all stages of project implementation from concept to commissioning.

All projects have project monitoring centres which facilitate monitoring of key project milestones and also act as a Decision Support System for the management. It is used as integrated web based collaborative system to facilitate consolidation of project related issues and its timely resolution. Various features for information delivery of ERP facilitate project tracking, issues resolution and management interventions on a regular basis. Integrated ERP platform for monitoring and controlling of critical project activities spread across various functions – projects, contracts, finance and execution. This helps in decision support through timely identification of critical input and provide a holistic approach towards project implementation and major project milestones.

D. Financial Resources:

The foremost source of finance of your Company has traditionally been internal accruals and borrowings from banks. Your Company has made financial arrangement with banks and financial institutions for its various long-term and working capital requirements. During the year your Company has successfully contracted/renewed substantial credit limits at competitive terms. Such negotiations will enhance the overall financial flexibility.

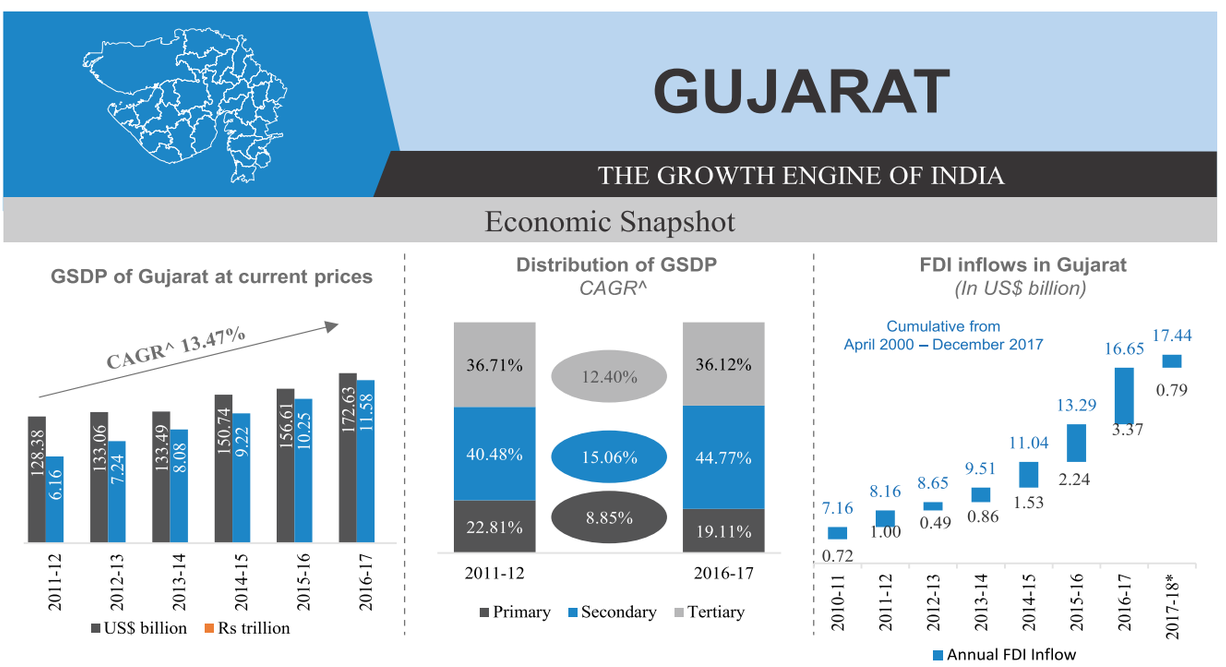
E. Joint Ventures:

In order to share risk and cost, experience and expertise your Company develops certain projects in association with other renowned corporates and has formed associates and joint ventures. This provides a larger scale to your Company to work on specific operations. In such a scenario, the construction work is invariably carried-out by your Company. Your Company looks upon them as partners in its progress and shares with them the rewards of growth. It is the Company's endeavour to build and nurture strong links with the trade based on mutuality of benefits, respect for and cooperation with each other, consistent with consumer interests.

5. OPPORTUNITIES AND OUTLOOK:

A. Gujarat – The Growth Engine of India:

The organisation of "Vibrant Gujarat" at every two-years has been instrumental to make Gujarat a corporate hub with the entry of national and multinational companies which has led to rising employment. Gujarat is one of the leading industrialised states in India. As of February 2019, Gujarat had a total installed power generation capacity of 31,579 megawatt (MW). Gujarat is considered the petroleum capital of India due to presence of large refining capacity set up by private and public sector companies with total refining capacity of 102 MMTPA, accounting for 42% of the country's capacity. The state is the world's largest producer of processed diamonds, accounting for 72% of the world's processed diamond share and 80% of India's diamond exports. With a contribution of 65 to 70% to India's denim production, Gujarat is the largest manufacturer of denim in the country and the third largest in the world. There are 42 ports, 18 domestic airports and one international airport. There are 106 product clusters and 60 notified special economic zones (SEZs). Large scale investment is expected in Gujarat as part of the USD 9,000 crore DMIC.



Note: 2017\18 - up toDecember2017, ^CAGR inRs*

Source: Directorate of Economics and Statistics Gujarat, Department of Industrial Policy & Promotion

Advantages

High economic growth and industrial development

- One of the **most industrially developed** states. Contributes about a **quarter of India's goods exports**
- Gross State Domestic Product (GSDP) of Gujarat grew at a rate of 13.47 per cent during 2011-12 to 2016-17.

Policy incentives

- The state government has framed policies in almost all key sectors such as industry, power, ports, roads, agriculture & minerals.
- Garment & Apparel policy was announced in October 2017 with the **aim of creating 100,000 jobs in the state.**

Rich labour pool

- **Good educational infrastructure** with premier institutes in management, fashion, design, infrastructure planning & pharmaceuticals.
- **Industrial training institutes in each district** to train manpower for the shop floor level.

Facilitating infrastructure

- The state has developed **42 ports, 18 domestic airports & 1 international airport.**
- A **2,200 km gas grid** supplies gas to the industrial areas.

Key Government Policies and Objectives

Garment and Apparel Policy 2017	Creation of 100,000 jobs in the state
Gujarat New Industrial Policy 2015	Develop Gujarat as a global manufacturing global hub
Solar Power Policy 2015	Promote power generation of green and clean power in the state using solar energy and reduce the cost of generating renewable energy.
IT Policy, 2014-19	Accumulate US$ 15 billion from IT sector in Gujarat by 2020
E-Governance Policy, 2014-19	Provide cost efficient services in Gujarat through information and communication technologies
Electronics Policy, 2014-19	Promote semiconductor manufacturing sector and establish an electronic manufacturing cluster in the state

Government Vision for the State

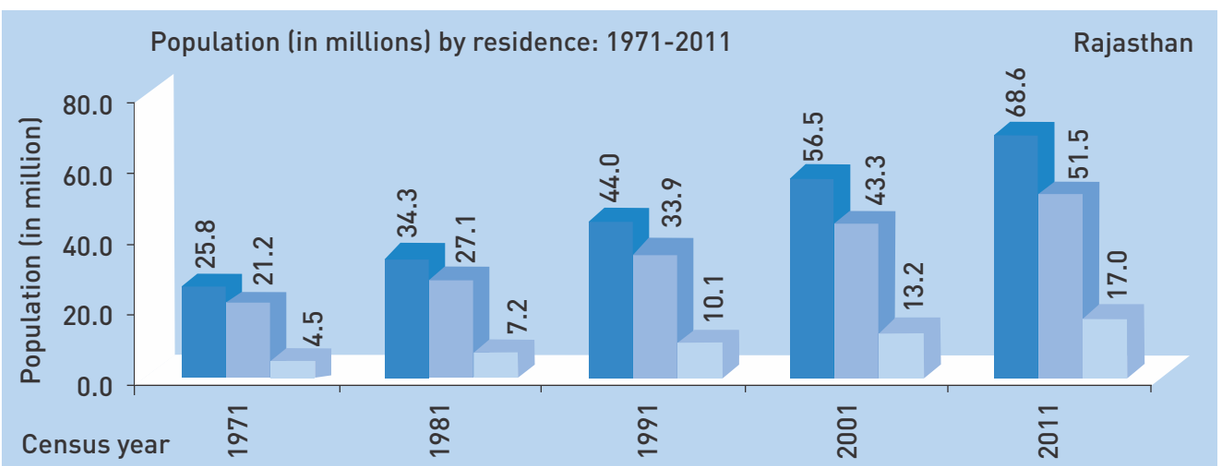
GSDP Growth	Transport	Tourism	Renewable Energy	Education	Industry	Healthcare	Investment promotion
Real GSDP to grow three times by 2020.	Bullet train and Metro Rail Transport Project to reduce travel time. Develop high speed integrated transport network meeting global standards.	Develop tourism infrastructure and make Gujarat a global tourist destination.	Encourage solar and wind energy generation.	Make Gujarat a globally recognised knowledge society.	Develop world class and globally competitive industrial infrastructure.	Improve quality of life of people by developing clean, green and safe cities.	Attract investments in SIRs, industrial areas, SEZ infrastructure.

Further, it may be noted that Gujarat ranked 5th (97.99%) in the recent EODB Combined Score Card of Reform Evidence and Feedback; 4th (99.73%) in Reform Evidence Score Card for Business Reforms Action Plan of Department for Promotion of Industry and Internal Trade by the Ministry of Commerce & Industry, GoI. There are about 248 Infrastructure projects with total outlay of ₹ 1,68,700 crore under implementation at Gujarat. Hence, your Company foresees ample opportunities in infrastructural development. The rapid urbanisation is likely to boost metaphorical growth in years to come. All these would ultimately generate a demand to develop infrastructure that shall offer opportunity to the developers to grow in years to come. The envisaged opportunities are discussed further. Your Company is favourably placed to participate in the opportunities arising from the home-state that is considered the "Growth Engine of India".

B. Rajasthan – The Sunrise State for Civic Urban Infrastructure:

Rajasthan is India's largest state by area and it is bordered by the other important Indian states: Punjab to the north; Haryana and Uttar Pradesh to the northeast; Madhya Pradesh to the southeast; and Gujarat to the southwest. Thus it is a natural corridor between the wealthy northern and the prosperous western states, making it an important trade and commerce centre.

The population of Rajasthan stands at about 680 lakh (2011 census), making it the eighth most populated state in India (5.6% of the country's population). Globally, the urban areas are becoming centres of economic growth. Due to the rapid growth and urbanization, there has been an increased pressure on the urban infrastructure facilities. Rajasthan is also in accordance with such global phenomenon and has recorded 29% urbanisation growth rate during 2001-2011 as per the Census (refer the below chart):

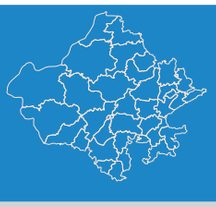


Source: http://www.rajcensus.gov.in/

Meanwhile, the Urban infrastructure and Public Services for Rajasthan's burgeoning urban population is inadequate. On a conservative basis, an investment to the tune of ₹ 10,000 crore would be required in the next 10 years to adequately address the infrastructure needs of various urban centres in Rajasthan.

The natural resources, policy incentives, strategic location and infrastructure in the state are favourably suited for investments in sectors such as cement, IT and ItеS, ceramics, tourism, automotive and agro-based industries.

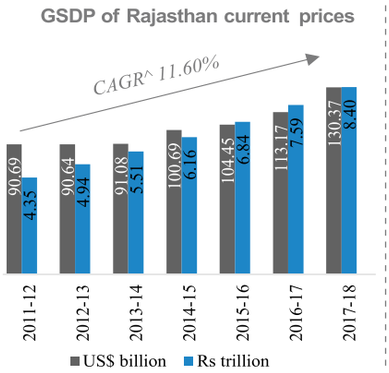
Rajasthan is the largest producer of oilseeds, seed spices and coarse cereals in India. Tremendous opportunities exist in the areas of organic and contract farming as well as in infrastructure developments. Rajasthan accounts for 17.5% of the total cement grade limestone reserves in India and is the largest cement producer with 21 major cement plants having a total capacity of 55 MTPA. A SWC System for investment approvals is operational in the state and BIP is a nodal agency of the GoR that facilitates investments in various sectors in the state.

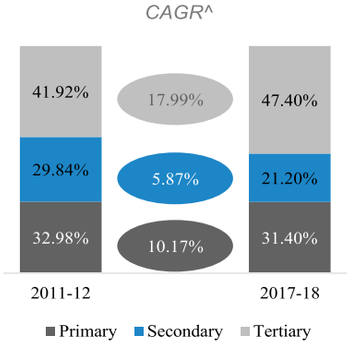


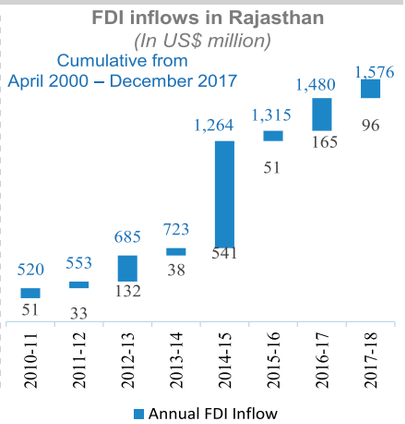
RAJASTHAN

ROYAL HERITAGE

Economic Snapshot







Note: 201718 - up to December 2017, CAGR in Rs*

Source: Central Statistics Office, Directorate of Economics and Statistics, Rajasthan, Department of Industrial Policy & Promotion

Advantages

High economic growth and stable political environment

- GSDP grew at a CAGR (in Rs) of 11.60 per cent between 2011-12 and 2017-18.
- Stable political environment. Government committed towards creating a **progressive business environment.**

Rich labour pool and infrastructure support

- Rajasthan has renowned **higher education institutions** in various disciplines, producing thousands of skilled and proficient young individuals every year.
- State developing **sector specific infrastructure**, such as special purpose industrial parks and special economic zones for exports of handicrafts, IT and electronic goods.

Abundant mineral resources and location advantage

- Rajasthan offers a variety of **unexploited agricultural and mineral** resources.
- Rajasthan is a **natural corridor** between the wealthy northern and the prosperous western states.

Policy and incentives

- The state offers a wide range of **fiscal and policy** incentives for businesses.
- Rajasthan has a **favourable industrial relations** environment. The **law & order** situation in the state ensures a good working environment.

Key Government Policies and Objectives

Rajasthan Startup Policy 2015	• Establish 50 incubators, support 500 innovative start-ups, mobilize US$ 77.77 million of Angel and Venture Capital and develop an innovation culture in the state.
E-Governance and IT/ITeS Policy, 2015	• Provision of IT for good governance in the state and enhanced investments in IT/ITeS, ESDM and robotics sector
Rajasthan Mineral Policy 2015	• Improve the exploration of the mineral wealth of Rajasthan through various in-house facilities and by outsourcing different enhanced techniques
Rajasthan Solar Energy Policy, 2014	• Reduce dependence on conventional sources of energy by promoting the development of non-conventional energy sources
Rajasthan Industrial and Investment Policy, 2010	• Achieve higher and sustainable economic growth through greater private investment in manufacturing as well as services sectors

Government Vision for the State

Infrastructure	Agriculture	Economy	Education	Human development	Community	Governance
To develop good quality roads, proper traffic management systems and appropriate water policy.	To create network of canals, develop five international level research labs and address soil fertility.	To promote region wide economic balance and develop efficient economic infrastructure.	To make education compulsory up to 10th standard, promote privatisation, support higher education & research and provide computer literacy.	To eliminate poverty & generate employment opportunities for all and develop a comprehensive Economic Inclusion Policy.	To develop a coherent social environment and execute poverty elimination plans.	To make minimum education & work experience must for politicians, provide more freedom to bureaucrats and implement fair & advanced taxation system.

Source: Directorate of Economics & Statistics, Central Statistics Office

The state has undertaken a series of labour and industry reforms in recent past. It has also opened many sectors for PPP; earning favourable response from residents, activists and industrialists. The GoR is committed to providing a significantly better and more prosperous life to all the citizens of the State. For people of Rajasthan to realise their dream of a much better life for themselves and their children, it is creating an entire ecosystem of opportunities including a slew of measures, which gets reflected as Rajasthan ranked 9th (95.70%) in the recent EODB Combined Score Card of Reform Evidence and Feedback; 6th (99.46%) in Reform Evidence Score Card for Business Reforms Action Plan of Department for Promotion of Industry and Internal Trade by the Ministry of Commerce & Industry, GoI. There are about 274 Infrastructure projects with total outlay of ₹ 93,100 crore under implementation at Rajasthan. Hence, your Company foresees ample opportunities in infrastructural development and has built a propitious order-book (as detailed further).

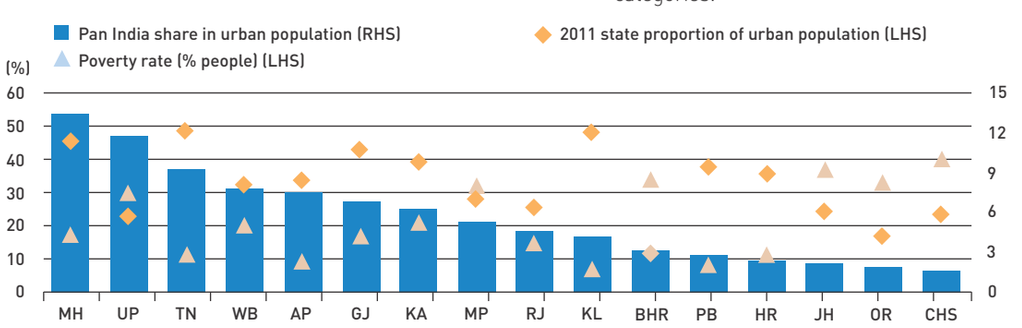
C. Infrastructure:

i. Affordable Housing:

Right to adequate housing is a basic human right as shelter is a basic human need. Provision of adequate housing is emerging as a major thrust area for Government and the government accords a very high priority to this task. With all round increase in the cost of land, building materials, labour and infrastructure, affordable housing has become a distant dream for the economically weaker, low income groups, and middle income groups. Hence, the role and intervention of the Government has become all the more important. Sustainable human development cannot be achieved without adequate & affordable housing. Affordable shelter for the masses or creation of productive and responsive housing for all is not a simple technological issue or a mere problem of finance. It is a complex amalgam of a host of factors, which need to be tackled at all levels and in a synchronised manner. Due to rapid pace of urbanisation, increasing rural to urban migration and the gap between demand and supply, there is a growing requirement for shelter and related infrastructure in urban areas of the country.

The latest mission of the MHUPA i.e. "Pradhan Mantri Awas Yojana – HFA by 2022" offers a considerable opportunity. It aims to build about 200 lakh houses across the length and breadth of the country for EWS, ST, SC, and women (irrespective of caste and religion). HFA alongwith the "100 Smart Cities" will be a major game changer for the industry. While, the most coveted "Infrastructure" tag to AH has already initiated change in the rules-of-the-game amongst even the established and branded real-estate players.

A demand for 250 lakh homes is estimated (4x of the entire current stock) upto FY2022 in the MIG and LIG categories.



Source: RBI, Census data

A combination of factors such as: 1) government financial and policy thrust, 2) regulatory support, 3) rising urbanisation, 4) increasing nuclearisation of families, and 5) increasing afford ability is converting latent demand into a commercially lucrative business opportunity. The AH finance sector alone will attract over ₹ 20,000 crore of equity inflows upto FY2022 to support growth. Increased impetus to the creation of affordable housing mission, along with quicker approvals and other supportive policy changes offers a considerable opportunity. On operating cost metrics, the new entrants with their pan-India ambitions would need to build scale quickly to compete with the incumbents whose regional-focussed models have helped maintain tight opex ratios in addition to their cost of fund advantage. This entails building up the order-book at a rapid pace. This in turn would necessitate having the right 'people' (who have seen various cycles and scale) and the right 'processes' (building a scalable and robust platform) while getting the 'pricing' (risk and opex adjusted spreads) right. These are the key differentiators. As your Company has already become a sort of a Specialist in affordable housing space, it is quite favourably placed to participate in such opportunity as discussed further.

PMAY has selected 171 cities of Gujarat and 183 cities of Rajasthan for HFA by 2022. The latest progress of PMAY (U) – HFA at March 25, 2019 is furnished below:

State	Project Proposal Considered	Financial Progress (₹ in crores)			Physical Progress (Nos.)			
		Investment in Projects	Central Assistance Sanctioned	Central Assistance Released	Houses Sanctioned	Houses grounded* for construction	Houses Completed*	Houses Occupied*
Gujarat	743	40,984	8,172	4,849	4,79,988	3,94,279	2,27,036	2,29,293
Rajasthan	345	10,235	2,847	864	1,74,942	97,663	57,505	57,383
Total	1,088	51,219	11,019	5,713	6,54,930	4,91,942	2,84,541	2,86,676
PAN India	16,512	4,64,347	1,23,307	44,039	79,78,066	44,11,410	19,05,379	18,18,764

* Including incomplete houses of earlier NURM.

It can be gathered from the above table that your Company is already operating in states that offer about 7% in numbers and 11% amountwise opportunity. Also, about 52% Central assistance is already released in Gujarat (59%) and Rajasthan (30%) combined together, wherein it is 36% for Pan India. Out of the Houses Sanctioned, Gujarat has completed 47% and Rajasthan 30% that is superior to 24% for Pan India. Further, out of the Houses Sanctioned, 48% are occupied in Gujarat and 33% in Rajasthan that is superior to 23% for Pan India.

ii. Slum Redevelopment in PPP:

According to the GoG's UDUHD, about 7,00,000 families reside in slums in the urban areas of Gujarat. State Government aims to accord priority to rehabilitate such slum dweller families in-situ. Eligible slum dwellers families will be provided houses of minimum 25 sq. mtr. Carpet area with basic civic amenities free of cost in lieu of their hutments with main objectives being:

- In-situ rehabilitation of the slums situated on public land in urban areas of the State
- Provision of pucca houses with basic amenities having two rooms, kitchen, bath room and latrine for slum dwellers families
- Ownership rights of the house to the beneficiaries after 15 years
- Provision of hygienic and healthy life style especially for urban poor
- Qualitative improvement in socio-economic and environmental conditions of towns and cities of Gujarat
- Attracting private investment by PPP for this purpose
- Simple and transparent policy framework to rehabilitate slums in-situ on public land through PPP

The beneficiaries get basic civic facilities of drinking water, sewerage line, electricity connections, Anganwadi/Health Centre. The beneficiaries are responsible for payment of operational and maintenance cost, property tax and any other tax levied by LSG. The beneficiaries will be initially granted lease-hold rights for the houses allotted to them for first 15 years and thereafter will be granted ownership rights. However, the ownership of the land will remain with the LSG. The developer gets certain incentives including additional FSI, TDRs, free-hold rights on balance vacant land for development and free sale, exemption on developmental charges, relaxation in construction. Private developer is selected through established, open and transparent procedures.

Your Company has already built proprietary knowledge required to execute such PPP projects by successfully delivering a 630 units' slum in record-time, while a couple of Slum projects are currently being executed. Hence, your Company is very enthusiastic about such opportunity with additional advantage of its rich legacy in real-estate development and marketing.

iii. Civic Urban Infrastructure:

Your Company has, over a period of time, developed a niche for itself by executing unique and pioneering projects e.g. BRTS bus-shelters, Multi-level parking facility, Slum Rehabilitation and Redevelopment, etc. Through execution of such projects, your Company has built proprietary knowledge and it places your Company favourably with employers of such projects. The Company expects that number of large sized

urban infrastructure projects in Gujarat will start taking shape on the basis of investments committed vide 28,360 MoUs executed during the latest Vibrant Gujarat. In the backdrop of the announcement of GIFT, MEGA, Dholera SIR, Mega cities, Million plus cities, etc., your Company is favourably poised to replicate such experience in additional geographies/ employers. Apart from this, there are also other opportunities that your Company can participate into, such as:

- Transportation infrastructure for better mobility through public transport, improved walkability, parking
- Sewerage, drainage and water supply
- Solid waste management
- Social infrastructures such as parks, playgrounds and leisure spaces
- Preservation of heritage precincts
- Community Halls

Your Company is confident to benefit from this.

1. Bus Ports in PPP

A typical SRTC is a state owned corporation for passenger transport providing bus services both interstate and intra-state. As part of this endeavour, various SRTCs have decided to develop state-of-the-art Bus Terminals with an iconic structure and design as well as modern facilities. To improve the urban transport infrastructure, SRTC will undertake development and operation & maintenance of bus terminals with commercial facilities on DBFOT basis.

SRTC normally adopts a single stage three step online tendering process for selection of the Concessionaire for award of the Project(s). GoI's guidelines for qualification of bidders seeking to acquire stakes in any public sector enterprise through the process of disinvestment apply mutatis mutandis. The selected bidder i.e. the Concessionaire is responsible for designing, engineering, financing, procurement, construction, operation and maintenance of the Project(s) under and in accordance with the provisions of a long term Concession Agreement to be entered into between the Concessionaire and SRTC.

The scope of work broadly include rehabilitation, demolition of existing bus terminals with designing, financing, construction of new bus terminals along with associated amenities & facilities, development and construction of commercial facilities and the operation and maintenance thereof of bus terminal and commercial facilities. The commercial facilities to be developed by the Concessionaire shall be available on a long-term lease basis.

Your Company has already got a couple of orders directly as well as in joint venture with other reputed corporates for Amreli and Modasa Bus Ports at Gujarat. Your Company is confident to gain positively from execution of such projects.

2. Office/Commercial Complex

Your Company is already executing 8,00,000 sq ft bua for a reputed corporate at Gujarat. Your Company is confident to gain positively from execution of such projects.

3. Health and Medical

Your Company is already executing 3,00,000 sq ft bua facility of a Medical College campus for 100 MBBS admission annually as per applicable MCI norms at Barmer, Rajasthan. This Project will provide additional opportunities to your Company into Medical and Health related construction business, which has abundant prospect. Your Company is confident to gain positively from execution of such project.

D. Industrial and Logistics:

The logistics value chain comprises three units – transportation, warehousing and administration. Transportation involves the end–to–end movement of freight from the manufacturer/retailer to the customer. This transfer can span across borders and across different modes of transport. Warehousing is the intermediate storage of goods that happens during a product's journey from the factory to the consumer. Administration is supply chain management.

Logistics entails a lot of coordination and integration, which is made efficient through supply chain management. It plays an indispensable role in the transportation of goods across the country. There is a target to reduce the logistics cost in India from the present 14% of GDP to less than 10% by 2022. At present it is nearly double as compared to 6-9% in developed countries such as the US, Hong Kong and France. Much of the higher cost could be attributed to absence of efficient intermodal and multimodal transport systems. Moreover, warehousing which approximately accounts for 25% of the logistics cost has also been facing major challenges. This further added to the logistics cost borne by the end users and other stakeholders.

Indian Government has increased thrust to improve the logistics sector. Promising and futuristic Policy and Infrastructure environment for the Logistic sector exists in India today, and is creating the most encouraging impact in revolutionizing the logistics sector and taking it to the next level of evolutionary phase. The country is gradually improving its logistics positioning as seen in the LPI, wherein India's rank has improved as mentioned earlier – also attributable to reforms undertaken by the government like the introduction of the SWIFT in the Customs Department.

The sector indeed has a potential to embrace lot more positive changes and has a long way to go. With the Logistics Sector getting Infrastructure status, the access to credit on long term basis is at competitive rates from financial institution and access to funds as ECB, as well as access long tenure funds from insurance and pension funds and borrow from IIFCL. Further, the implementation of GST has made way for cost and operationally efficient Hub & Spoke

Model of warehousing and has shifted the end user demand and developer supply from inefficient, low quality redundant warehouses to large box, good quality Grade "A" warehouses. Strong demand and investment are foreseen in short to medium term.

A warehouse is a fundamental part of business infrastructure and is one of the key enablers in the global supply chain. It is the fulcrum for procurement, manufacturing and distribution services which collectively build robust economies. Earlier, the incentives to enter India's warehousing sector was minimal for organised players as the occupiers themselves were content to engage with fringe partners offering low cost options with a network of small storage facilities near consumption centres. Multiple state and central level taxes made it sensible for companies to maintain smaller warehouses in each state. Further, this limited the focus on automation and higher throughput. This attitude of occupiers of preferring to save on costs as their sole objective is changing. There has been a gradual transition in the mind-set of occupiers to use the services offered by organised segments. A plethora of factors are driving this wave of change such as: requirement from compliance regulators (in case of the pharma industry), quality consistency assurance required by clients/ regulators, statutory penalties on non-complaint warehousing facilities, economies of scale being achieved through larger warehouses, safety and security of goods, efficiency in operations, quicker turnarounds, need for efficient warehousing designs and the advent of e-commerce and other multinational businesses that prefer to occupy only complaint facilities. This shift was further accentuated by the implementation of the GST. The warehousing market in India is highly fragmented as majority of the warehouses measure less than 10,000 square feet. Further, almost 90% of the warehousing space is controlled by unorganised players and comprises small-size warehouses with limited mechanisation. The present warehousing market in India can be categorised into three – lower stratum, middle stratum and higher stratum. The lower stratum is just godowns of the past converted into warehouses. These are old buildings, mostly Reinforced Cement Concrete (RCC) structures and their only utility is storage. The middle stratum warehouses comprise similar structures as in the lower stratum, but these are built with pre-engineered slabs and are known as pre-engineered building (PEB) structures. Their planning and functioning is very basic, like that of the lower strata, but their buildings are in a comparatively better condition. Higher stratum warehouses are the modern and massive structures that perform a lot of supply chain functions along with storage. Another practice in Indian warehousing market is the lack of attention to warehouse designing. This ignorance stems from lack of awareness and/or lack of willingness on the part of landowners and developers to cater to the requirements of end users. Most warehouses are built keeping in mind the developer's perspective and not that of the end user. Hence, the focus is to save cost which results in the construction of a very basic structure for a warehouse. Such warehouses do not adhere to market standards and therefore, end users are frequently plagued with issues like lack of basic amenities and sub–standard infrastructure with lower longevity. Warehouses today take different forms – fulfilment centres, distribution centres, return centres, and even showrooms. Your Company, thus, focuses on the concept of Built–to–Suit (BTS) warehouse incorporating the designing and end user centric facilities/amenities. Demand for large warehousing spaces is likely to see steady increase as occupiers now prefer to move out of their smaller warehouses and consolidate their activities in larger facilities, which are presently in short supply compared to the demand. This demand-supply gap is visible in the current premium commanded by organised players owning these assets.

Such opportunity has attracted global corporations in Indian warehousing sector. The government's thrust to the sector such as giving infrastructure status to the logistics sector, "Make in India", "Digital India", "Skill India", India Brand Equity Foundation Trust, Multi-modal logistics parks, signing of FTA/PTA, etc.; and initiatives to set up industrial corridors like DMIC, Delhi Kolkata Industrial Corridor and logistics parks have propelled the cause. Over the past few years, the government has undertaken several reforms to promote and provide an exit route to real estate investors via the REITs. Currently the market for REITs in India is at a very nascent stage and it would take time to evolve. Once the market for REITs matures, the institutional investors would be able to get a credible exit avenue to gain from their warehousing investments by listing their warehousing assets through REITs. These initiatives would go a long way in leveraging the true potential of the sector and bring down the overall costs linked to warehousing and logistics as well give credible exit opportunities to investors.

According to a study, a 22% y-o-y growth in total stock in Grade A & B warehousing space in top eight cities at 1,690 lakh sq. ft. compared to 1,380 lakh sq. ft., a year ago is noted. The absorption clocked an unprecedented 63% y-o-y growth to 318 lakh sq. ft. last year from 197 lakh sq. ft. in 2017. The robust growth in absorption reflects demand outstripping supply and vacancies dropping below 10% level for the first time ever. Meanwhile, first container movement on National Waterways 1 between Kolkata and Varanasi has since commenced during the year, while trial run of 300+ km in WDFC (First Phase) is successfully done near NCR. Logistics has attracted about USD 55,000 lakh investments.

As more and more companies streamline their logistics networks, it would be observed that unorganised players or smaller organized players would consolidate or sell their assets to larger ones. The industry is expected to witness a structural shift over the next 3–5 years. The warehousing aspect in the logistics supply chain globally is going through a transformation. From being a mere storage space provider for goods, the segment is offering an array of value added services such as packaging, small scale manufacturing, cross docking, automation, algorithm based demand forecasting and distribution centres. This transition would only happen if economies of scale come into play and companies are able to consolidate their spaces and move into larger warehouses. The Indian warehousing industry, which was lagging behind its global counterparts due to its fragmented structure, would now enter the same league. Your Company is favourably located, being in the economically most vibrant state of India i.e. Gujarat, to participate in developing/constructing the industrial

infrastructure. The MOU with the Kataria Group of Ahmedabad to work jointly for acquiring land and developing industrial and logistics parks, units, sheds, plots, residential colonies, and allied infrastructure at various locations situated near the upcoming automobile hub at Bechraji – about 90 kms from Ahmedabad at Gujarat; offers your Company a strategic advantage. Your Company has already delivered five (5) dormitories, commercial complex, and a couple of sizeable logistic warehouses under this initiative. Your Company is favourably placed to take the advantage of the expected spur in construction/development of new industrial facilities e.g. industrial park, warehouse/logistics Park, etc.

6. RISK, CHALLENGES, AND THREATS:

As is typical in expanding business activities your Company has become a subject to a variety of risks, challenges, and threats. It is recognised that risks are not only inherent to any business but are also dynamic in nature. Further, the Company is susceptible to certain risks arising out of various activities undertaken in the normal course of business.

There are many constraints affecting the smooth functioning of the industry in which your Company operates. The table below provides a brief overview of the most significant risks and the company's approach to managing them.

Risk	Explanation	Mitigation approach
Interest rate risk	Your Company's interest costs are impacted by market rates.	Your Company's liquidity and borrowing are managed by professional at Senior management level. The interest rate exposure of your Company is reduced by matching the duration of investments and borrowings.
Credit risk	Your Company's Principal's ability to pay can have an impact on the financial result.	As per your Company's policy only well-established institutions/corporates are approved as counterparties. Exposure per counterparty is continuously monitored.
Liquidity risk	Acceptable liquidity levels are required in order to achieve desired financial results.	In addition to its own liquidity, your Company enjoys credit facilities with the largest Bank of the country as well as other sizeable/reputed financial institutions.
Competitor risk	Competitors find ways to bid at dramatically lower cost or bid to construct with better functioning/latest technologies.	Your Company aims to be the cost and value leader, meaning striving to innovate and bring new and increased value through the innovation to our customers while at the same time working to assure that your Company's operations are world class in terms of efficiency, cost and waste avoidance. Your Company has developed proprietary knowledge to construct with different technologies, while the management provides highest importance to the Quality perspective to ensure long-term sustainable growth.
Economic downturn	Your Company's customers could be impacted by a major economic downturn resulting in lower demand for their respective projects.	Your Company has a highly diversified and well balanced customer base. The risk is therefore spread very widely on customer, regional and industrial sector/segment perspective. Your Company's flexible business model is capable to set operational priorities in the face of changing economic scenario. Your Company uses market data intelligence to follow and anticipate developments – allowing proactive management of changing market conditions.
Input cost fluctuations	Significant changes in raw material costs can impact the profitability.	Your Company has established a proficient supply chain which assures raw materials are purchased in a highly competitive manner. Raw material cost indexes could also be included in customer agreements.

Risk	Explanation	Mitigation approach
Supply chain disruption	External factors such as fires, extreme weather events, natural disasters, water stress, war or pandemic illness to mention a few, could result in disruption of supply and impact on revenue and profit.	Your Company has intentionally set up a flexible supply chain and works to avoid dependence on a single source or production location. The supply chain tracks issues e.g. extreme weather events, natural disasters, water stress, war or pandemic illness, etc. as these may impact the supply. In addition your Company focuses on working with suppliers that have adequate insurance for both production and transports.
Water risk	Water scarcity in the supply chain or at the project site leads to reduced construction	Your Company has a diversified supply chain that facilitates risk reduction and avoidance for water risks. Those projects which are located in areas of water scarcity are identified and required to drive rationale water reuse and reduction programs.
Material source or type compliance risks	Your Company aims to avoid the use of hazardous substances in its products and processes; the company also strives to avoid negative social impacts within the extended supply chain. Legislations have been and are being introduced in these aspects, failure to meet with direct or customer requirements of these legislations could result in costs as well as loss of business for your Company.	Your Company's majority Principal/client are government bodies and the material used by your Company is subject to stipulations of the client, BIS specifications, laboratory checks, inspection by independent third-party e.g. Project Management Consultant, etc. Hence, environment, health and safety risks have already been considered while deciding such stipulations.
Labour disputes	Industrial disputes lead to industrial action with impacts your Company's ability to meet Principal/client demands.	Your Company maintains an open and positive relationship with all the employees, sub-contractors, workers, etc.; as exemplified by not a single instance of any such dispute so far.
Loss of a major project site	Fire, flood or natural disaster could result in the temporary loss of a construction operation, in addition to the reconstruction and remediation costs, this could put time schedule, cost and revenues at risk.	Your Company's Quality Management System is ISO 9001 : 2015 accredited by INTERCERT that include Project Management, Site Development and Construction activities for Infrastructure, Industrial, Residential and Commercial projects. Your Company's construction strategy aims to assure adequate insurance, so that your Company is not financially affected. While, the loss prevention programmes, protect your Company's tangible and intangible assets through active risk management. Your Company is operating on about 15 projects across Gujarat and Rajasthan. Hence, if one project is taken out of action, others could provide support.
Major incident at a project	A major incident during which a significant amount of local environmental damage occurs leading to fines, loss of reputation, etc.	Your Company's Quality Management System is certified to ISO 9001 and works to assure that all such material risks are identified and effective counter-measures are implemented in order to mitigate them. This includes actions to mitigate the risk as well as emergency response plans to assure the impacts of any incident are minimised.
Health and Safety at projects	Any employee, labour, worker is hurt or killed by an accident at work.	Apart from the QMS, project execution policy/processes, loss prevention programmes, insurance, etc. your Company ensures to initiate

Risk	Explanation	Mitigation approach
		development and construction of the Project, only post identifying, defining and addressing all such risk propositions and dynamics. Your Company also ensure to share sufficient knowledge about such risks and imparts adequate training to all the employees, labours, workers, so as to tackle such risks. Zero accident programs supported by proactive near miss reporting aims at the avoidance of all workplace accidents.
Climate change risks – extreme weather events	Extreme weather events disrupt project execution.	Requirements for emergency response plans at all sites include flood risks etc. See also mitigations mentioned hereinabove.
Health and Safety related to your Company's construction (conformance and performance)	Person or persons are hurt or injured as a result of your Company's construction failure or defect. Stability/sturdiness of the structure is compromised.	Your Company follows strict design and validation rules for all projects, and fully adheres to Principal/client/NBC specific requirements for safety and structural sturdiness. Your Company ensures implementation of detailed instructions of the Project Principal/client, Architect, Structural Engineer, PMC, etc. to ensure the fulfilment of Principal/client's requirements and your Company's quality standards. Your Company's overall approach to quality management assures conformance and performance to the highest level.
Corrupt or fraudulent actions carried out by your Company's representatives.	Your Company's employee or employees fail to adhere to the Company's Code of Conduct and related policies and requirements and act in a fraudulent or corrupt manner leading to financial penalties and reputation damage.	Your Company takes a proactive approach to assure awareness of demanded ethical standards by education, compliance programmes including anti-corruption, antifraud and antitrust. The work to follow up adherence is facilitated by the whistle blower function and a risk-and incident based audit system.
Non-compliance with applicable laws	The diverse nature of your Company's business and operations means that the Company is required to adhere to numerous laws and regulations related to all aspects of its activities. Failure to meet these requirements could lead to legal and financial consequences as well as damage to the Company's reputation.	Your Company has put in place comprehensive and robust compliance programme which is based on the Company's Code of Conduct. The compliance programme is put in place to ensure that applicable laws and regulations are identified, understood and adhered to.
Legal risks relating to our business activities	In connection with the revenue of your Company and in the purchase of materials and services from our suppliers, consultants, etc. large potential liabilities may occur in case of e.g. late delivery, delivery of defective products, unfulfilled service commitments and incorrect advice. Therefore, it is important that all such risks are identified, that risk decisions are taken on the appropriate level and that carefully worded contractual provisions aiming at reducing your Company's liabilities are included in contracts.	Your Company has put in place policies, procedures and training programs in order to make sure that legal risk relating to our business activities are identified and that risk decisions are taken on the appropriate level. In addition, independent professional legal counsels support the Company in identifying and handling legal risks. The legal counsels work closely with the Senior management and provide contract drafting and negotiation support, claim and litigation management, support, training and general advice.

Your Company is operating in a business which is cyclic in nature and in which; the price is mainly driven by the 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 projects are capital intensive in nature. The Company's business requires long-term commitment of capital to meet the financial requirement of long-term projects. Further, timely availability of skilled and technical personnel is also one of the key challenges. Infrastructure projects are mainly dependent on the economic scenarios and any adverse events affecting the whole economy may deteriorate the industry as well. Any significant change in government policy in promoting Affordable Housing and/or Civic Urban Infrastructure could pose a threat. Further, the approval process and time for projects are generally uncertain which may delay the execution and thereby affect financials.

Your Company has in place an effective risk management mechanism to identify potential risk and its timely mitigation.

7. CORPORATE GOVERNANCE:

Your Company's Corporate Governance philosophy is based on conscience, openness, fairness, professionalism and accountability. These qualities are ingrained in its value system and are reflected in its policies, procedures and systems. Your Company not only believes in adopting the best corporate governance system but also in proactive inclusion of public interest in its corporate priorities. The Company has its mission, vision, goals and core values. The Company is being governed in accordance with the policies, code of conducts, charters and various committees are formed in accordance with the law to ensure governance. The Companies Act, 2013 and SEBI Listing Regulations have strengthened the governance regime in the country. Your Company is in compliance with the governance requirements provided under the new law and listing regulations. The Company has adopted the policies in line with new governance requirements including the Policy on Related Party Transactions, Policy on Material Subsidiaries, CSR Policy and Whistle Blower Policy. These policies are available on the website of the Company at www.nilainfra.com. The Company has established a vigil mechanism for Directors and employees to report their genuine concerns, details of which have been given in the Corporate Governance Report annexed to this Report.

The extract of annual return in Form MGT-9 as required under Section 92(3) and Rule 12 of the Companies (Management and Administration) Rules, 2014 is appended as an Annexure to this Report. A separate report on Corporate Governance is provided together with a Certificate from the Statutory Auditors of the Company regarding compliance of conditions of Corporate Governance as stipulated under Listing Regulations. A Certificate of the CEO and CFO of the Company in terms of Listing Regulations, inter alia, confirming the correctness of the financial statements and cash flow statements, adequacy of the internal control measures and reporting of matters to the Audit Committee, is also annexed.

8. WORK CULTURE AND HUMAN RESOURCES:

The management believes in team work and a corporate environment which is self-motivating. Your Company has successfully developed a work force of people over a period of time i.e. 66 Nos. at March 31, 2019. The top management is acting as the governing force in creating and maintaining the corporate work culture. The businesses that your Company engages in are primarily people-driven. Our Vision is to raise our own benchmarks with every successive endeavour and it is possible only by making every employee a fully engaged and aligned team member. Your Company continues to remain focused on reinforcing the key thrust areas i.e. being the employer of choice, building an inclusive culture, building a strong talent pipeline, building capabilities in the organization and continuing to focus on progressive employee relations policies. Accordingly, our HR policies are centered around the creation of an environment that attracts, nurtures and rewards high-caliber talent. Young engineers gain the opportunity to operate on the frontlines of technology and associate with projects of scale and complexity. We drive sustainable growth and have been instrumental in bringing in thought leadership in building strong employee relations. There is no material development in HR. Your Company continued to build on the Diversity and Inclusion agenda through building leadership capability and recognizing line managers who provide a simple, flexible and respectful work environment for their teams. Your Company is developing future leaders and having the best people practices. A structured leadership development initiative has helped to build a robust talent pipeline at all levels. Our HR organisation is well-geared towards attraction and retention of engineering talent in an ecosystem that provides long-cycle professional development opportunities in various facets of civil urban infrastructure and caters to career building aspirations of talent at all levels.

9. INTERNAL CONTROL SYSTEM:

The Corporate Governance Policy guides the conduct of affairs of your Company and clearly delineates the roles, responsibilities and authorities at each level of its three-tiered governance structure and key functionaries involved in governance. The Code of Conduct commits management to financial and accounting policies, systems and processes. The Corporate Governance Policy and the Code of Conduct stand widely communicated across the Company at all times, and, together with the 'Strategy of Organisation', Planning & Review Processes and the Risk Management Framework provide the foundation for Internal Financial Controls with reference to your Company's Financial Statements. Such Financial Statements are prepared on the basis of the Significant Accounting Policies that are carefully selected by management and approved by the Audit Committee and the Board. These Policies are supported by the Corporate Accounting and Systems Policies that apply to the entity as a whole to implement the tenets of Corporate Governance and the Significant Accounting Policies uniformly across the Company. The Accounting Policies are reviewed and updated from time to time. These, in turn are supported by a set of divisional policies and SOPs that have been established for individual businesses. Your Company uses ERP System as a business enabler and also to maintain its Books of Account. The SOPs in tandem with transactional controls built into the ERP Systems ensure appropriate segregation of duties, tiered approval mechanisms and maintenance of supporting records. The Information Management Policy reinforces the control environment. The systems, SOPs and controls are reviewed by divisional management and audited by Internal Audit whose findings and recommendations are reviewed by the Audit Committee

and tracked through to implementation. Your Company has in place adequate internal financial controls with reference to the Financial Statements. Such controls have been tested during the year and no reportable material weakness in the design or operation was observed. Nonetheless your Company recognises that any internal financial control framework, no matter how well designed, has inherent limitations and accordingly, regular audit and review processes ensure that such systems are reinforced on an on-going basis. Your Company has also put in place comprehensive systems and procedural guidelines concerning other areas of business, too, like budgeting, execution, material management, quality, safety, procurement, asset management, 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.

10. BUSINESS OVERVIEW:

A. Infrastructure

During FY2019, your Company has carried-on development and construction of various projects on PPP, EPC/LSTK basis – the details are furnished below.

Affordable Housing Projects - Gujarat	
Ramapir No Tekro - Vivyan	Vivyan Infraprojects LLP has awarded a Turnkey contract for slum redevelopment project, at Ramapir No Tekro, Juna Wadaj, Ahmedabad involving about 8,00,000 sq. ft. built-up area for 1,540 slum dwelling families. The project shall commence soon.
Radha Raman Ni Chali - Vyapti	Vyapti Infrabuild Pvt Ltd has awarded a Turnkey contract for slum redevelopment project, at Radha Raman Ni Chali, Bapunagar, Ahmedabad involving about 1,80,000 sq. ft. built-up area for 552 slum dwelling families. The project shall commence soon.
EWS (Cat.-II) at Bopal - AUDA	AUDA has awarded two (2) EPC orders that envisage overall construction of approximately 250,000 sq. ft. carpet area for total 616 EWS (Cat.-II) flats with ~402 sq. ft. super built-up area each along with common amenities, infrastructure & development works of the entire site, electrification, alongwith Supply, Installation, Testing and Commissioning (SITC) of 134 KW Roof Top Solar PV System. The project is yet to commence.
Integrated Slum In-situ Development for P.P.P. Project (Phase-2)	AMC has awarded a contract for the Integrated Slum In-situ Development for P.P.P. Project of 80 residential units at Ahmedabad under Urban Development & Urban Housing Department, Government of Gujarat's Slum Rehabilitation and Redevelopment Policy-2013. The Project envisages rehabilitation of about 80 slum-dwelling families living at Kailashnagar, Sabarmati, Ahmedabad. The slum redevelopment is to be completed in 18 months. As remuneration, your Company will get the balance vacant land and/or TDRs. It offers financial and operational flexibility to either use it for captive consumption or monetize it by selling it to other developer/s, depending on the market trends. The project has since commenced. However, the units have been revised to 196 that entails revision in the development cost and the TDRs.
Integrated Slum In-situ Development for P.P.P. Project (Phase-2)	AMC has awarded a contract for the Integrated Slum In-situ Development for P.P.P. Project of 360 residential units at Ahmedabad under Urban Development & Urban Housing Department, Government of Gujarat's Slum Rehabilitation and Redevelopment Policy-2013. The Project envisages rehabilitation of about 360 slum-dwelling families living at Chhanaji Na Chappra and Khodiyarnagar, Asarva Slum. The slum redevelopment is to be completed in 24 months. As remuneration, your Company will get the balance vacant land and the TDRs to be used within the development plan of the Ahmedabad City. These offer financial and operational flexibility to either use it for captive consumption or monetize it by selling it to other developer/s, depending on the market trends. The project has since commenced.

Affordable Housing Projects - Rajasthan	
RUDSICO - Jodhpur	RUDSICO has awarded a contract for construction of Project of Mega Housing at Jodhpur for EWS, LIG & MIG through PPP. Out of the total land area of 10.12 acre, Nila has developed 75% area for RUDSICO and balance 25% of total land is allotted to NILA free of cost to subsidise the ceiling rate. 1,072 units are constructed, wherein 50% are EWS units (325 sft each), 35% are LIG units (500 sft each) and 15% MIG units (700 sft each) i.e. total ~4,72,800 sft is constructed by NILA. NILA can further develop a Residential (150,000 sft) cum Commercial (25,000 sft) area on the 25% free land allotted by RUDSICO.
Urban Improvement Trust (UIT) - Udaipur	Urban Improvement Trust, Udaipur has awarded four (4) contracts for the construction of affordable housing flats on turnkey basis under the Chief Minister's Jan Awas Yojana – 2015 corresponding to the Memorandum of Understanding under the latest "Resurgent Rajasthan Partnership Summit - 2015". The large scale affordable housing schemes for EWS (325-350 sq. ft.) and LIG (500-550 sq. ft.) categories envisage overall construction of approx. 4,00,000 sq. ft. super built-up area on the Government lands at Sector A, South Extension Scheme, Udaipur. The Project will be constructed on 75% of the land area and remaining 25% will be allotted to the Company, free of cost to subsidize the

Affordable Housing Projects - Rajasthan	
	ceiling rate. The Project has commenced and is scheduled to complete by June 2019.
Urban Improvement Trust (UIT) - Bhilwara	Urban Improvement Trust, Bhilwara has awarded a contract for the construction of affordable housing flats on turnkey basis under the Chief Minister's Jan Awas Yojana – 2015 corresponding to the Memorandum of Understanding under the latest "Resurgent Rajasthan Partnership Summit - 2015". The large scale affordable housing schemes for EWS (325-350 sq. ft.) and LIG (500-550 sq. ft.) categories envisage overall construction of approx. 300,000 sq. ft. super built-up area on the Government land at Harni Khurd village, Bhilwara. The Project will be constructed on 75% of the land area and remaining 25% will be allotted to the Company, free of cost to subsidize the ceiling rate. The Project has commenced and is scheduled to complete by June 2020.
Jodhpur Development Authority - Jodhpur	JoDA has since revised the contract for construction of EWS and LIG Houses with G+3 pattern and internal Development as per Model No. 4A (i) of Chief Minister Jan Awas Yojana 2015 at Khasra No. 88, Village Barli, District Jodhpur. The township / complex / campus will comprise total 1,216 residential units i.e. total ~470,000 sft will be constructed by NILA. Work will be completed in stipulated time. The Company will also get the balance vacant land of 3.37 acres towards part-remuneration, once the project reaches 50% completion.

Civic Urban Infrastructure Projects	
Adani – APSEZ	APSEZ has awarded a contract for construction of PMC Office Building at Adani Shantigram, located on S.G. Highway, Ahmedabad. The building envisages overall construction of Ground + 13 floors + two basements covering about 3,00,000 sq. ft. built-up area. The Project has commenced and is scheduled to complete soon.
Adani – Inspire Business Park	Adani Group's Shantigram Estate Management Pvt. Ltd. has awarded an EPC work contract for construction of "Inspire Business Park" Project (Basement and Towers CH1 to CH9) at Shantigram, Ahmedabad. The project envisages overall construction covering about 4,00,000 sq. ft. built-up area. The Project has commenced and is scheduled to complete within stipulated time.
Adani – Inspire Business Park Phase-II	Adani Group's Shantigram Estate Management Pvt. Ltd. has awarded an EPC work contract for further construction of "Inspire Business Park, Phase-II" Project (Basement and Towers CH1 to CH9) at Shantigram, Ahmedabad. The project envisages overall construction covering about 400,000 sq. ft. built-up area (one (1) tower having double basement+G+12 floors and two (2) towers with double basement+G+8 floors). The project has commenced and work is to be completed by November 2019.
Medical college campus and residences at Barmer, Rajasthan	EPIL has awarded a contract for construction of the Medical College Campus and Residences at Barmer, Rajasthan. The Medical College Campus site is 9.3 km from District Hospital at Barmer and spread over 19.38 acres of land on NH-15. The Project of about 3,00,000 sq. ft. has commenced and is scheduled to complete soon.
Demolition of Existing old building of DK Patel Hall and Construction of new Building with all amenities in Naranpura ward West Zone	AMC has awarded a contract for demolition of existing old building of DK Patel Hall and construction of new building with all amenities in Naranpura ward West Zone. AMC intends to construct a majestic community hall with all the latest amenities for the benefit of its citizens. The hall could be used for social, religious, and other general community purpose. The EPC project involves construction of about 6,000 sq. ft. built-up area and shall be completed within 24 months. The Project has commenced and is scheduled to complete within stipulated time.
GSRTC Bus Terminals– Amreli and Modasa	To improve the urban transport infrastructure, GSRTC has awarded a contract to develop and operate state-of-the-art BTF with an iconic structure and design as well as modern facilities that integrate CF on DBFOT Basis. The BTF construction work envisages development of the latest infrastructure including bus bays, administrative area, operating area, works/repairs area, passenger amenities, etc. The SPV of your Company will have to maintain certain basic BTF facility for 30 years, while the core operating and depot facility will be maintained by GSRTC. In consideration, the Company will get the right to develop, design, finance, construct, operate and maintain the CF (shops, offices, restaurants, hospitals, multiplex, parking lots, etc.) to be leased upto period of 90 (ninety) years. At Amreli, out of the total area of 17,095 square meters, the BTF facility will be constructed in 7,719 square meter built-up area incorporating 12 (twelve) boarding/alighting bays and six (6) idle bays. In consideration your Company will get right to monetise CF of about 12,800 square meters. While, at Modasa, out of the total area of 30,212 square meters, the BTF facility will be constructed in 6,279 square meter incorporating 11 (eleven) boarding/alighting bays and seven (7) idle bays. In consideration the SPV will get right to monetise CF of about 39,000 square meters. While the Amreli BTF facility is awarded individually to your Company, the Modasa BTF is awarded in Consortium with Vyapti Infrabuild Pvt Ltd (wherein your Company's share is 34%). The Projects have commenced and is scheduled to complete within stipulated time.

Summary of movement in your Company's order book for last five (5) years is furnished below:

(₹ in lakhs)

Particulars	F.Y. 2015	F.Y. 2016	F.Y. 2017	F.Y. 2018	F.Y. 2019
Opening Order book	9,537	20,955	20,259	40,761	51,784
Add: Work started on new orders	19,486	15,050	39,758	35,053	41,766
Less:				*2,919	@6,508
Less: Work executed	8,068	15,746	19,256	21,111	#22,278
Confirmed unexecuted Order book	20,955	20,259	40,761	51,784	64,764

* To be executed by the SPV | @ Tender value reduction post allocation | # Including value of proportionate land

The composition of the existing order-book of your Company is quite balanced. The summary of the existing unexecuted order-book is furnished further.

(₹ in lakhs)

Activity	Gujarat			Rajasthan			Total	%
	GoG	PWL/Misc.	Total (A)	GoR	EPIL	Total (B)	(A+B)	
Affordable Housing	**8,539**	**20,698**	**29,237**	**6,224**	**-**	**6,224**	**35,461**	**55**
EPC	6,554	20,697	27,251	6,224	-	6,224	33,475	52
PPP	1,985	-	1,985	-	-	-	1,985	3
Civic Urban Infra (EPC)	**-**	**26,800**	**26,801**	**-**	**2,503**	**2,503**	**29,304**	**45**
Total	**8,539**	**47,498**	**56,037**	**6,224**	**2,503**	**8,727**	**64,764**	
%	13%	73%	87%	10%	3%	13%		100%

Geographically the state of Gujarat accounts for 87% orders (₹ 56,038 lakh), and Principalwise government entities account for 26% (₹ 17,266 lakh). GoR, EPIL and AMC are the largest government clients. Your Company continues to focus on its core competence of "Affordable Housing" with 55% orders (₹ 35,461 lakh), while EPC is the major tributary with 97% orders (₹ 62,780 lakh). Detailed information on the order book is given in the subsequent part to this report.

B. Leasing

Your Company holds 88,000 sq ft of commercial properties at the prime location in Ahmedabad, which your Company leases to earn rental income.

C. Share of Profit

Your Company has made certain strategic investments in JV/associates/subsidiaries and earns its share of profit, which is detailed further.

FINANCIAL DISCUSSION AND ANALYSIS:

Our vision of consciously concentrating on Civic Urban Infrastructure Projects is paying-off to the satisfaction. The considerable improvement in business profile of your Company has continued primarily due to the demerger of the real estate undertaking into a separate company as well as expanded scale of operations of your Company in civic urban infrastructure activities. The summarized analysis of financial statements viz. Profit and Loss Account, Balance Sheet and Cash Flow are furnished further.

Total Income

(₹ in lakhs)

Particulars	For F.Y. 2019	For F.Y. 2018	YoY change	% change
Revenue from Operations on: (Refer Note 24)	22,278	21,111	1,167	6%
• EPC basis	21,656	18,896	2,760	15%
• PPP basis	622	2,215	-1,593	-72%
Rental income	272	300	-28	-9%
Share of Profit/(Loss) from LLP	29	19	10	53%
Total Operating Income (TOI) (A)	**22,580**	**21,430**	**1,150**	**5%**
Other income (B) (Refer Note 25)	828	734	94	13%
Total Revenue (A + B)	**23,408**	**22,164**	**1,244**	**6%**

(₹ in lakhs)

Particulars	For F.Y. 2019	For F.Y. 2018
Revenue from Operations on:	95%	95%
• EPC basis	92%	85%
• PPP basis	3%	10%
Rental income	1%	1%
Share of Profit/(Loss) from LLP	0.12%	0.09%
Total Income from Operations (A)	**96%**	**97%**
Other income (B)	4%	3%
Total Revenue (A + B)	**100%**	**100%**

The revenue of the Company comprises income from construction and development of civic urban infrastructure projects in three (3) distinct modes as mentioned herein above as well as certain income from rental, and share of profit from LLPs; while Other income mainly comprises interest earned on investments such as term deposits with banks, and on loans given.

The pattern of revenue-mix is since set with Infrastructure projects contributing about 95%. During FY2019, revenue from better-margin projects has increased, while the EPC stream's growth has been moderate. Since the PPP project of Slum Rehabilitation was concluded during FY2018 and the new ones are yet to make distinct contribution, there has been reduction in revenue-share of PPP projects as compared to previous years.

With such inter-change in composition of revenue-streams, revenue account of GST has impacted your Company. Prior to GST regime, all our contracts were inclusive of taxes, while the Service Tax was exempt. Hence, in absence of any explicit clarity from the government with respect to the additional impact of such new tax law, it was estimated to continue with under GST regime. We have made all such calculations and on clarity from the government and on such revision our topline is affected. However, your Company has been able to successfully overcome most of such constraints and grow on topline and bottom-line. The total income for FY2019 is ₹ 23,408 lakh as against ₹ 22,164 lakh in the previous year registering an increase of 6%. The detailed breakup of Infrastructure revenue for FY2019 is furnished in the following table:

(₹ in lakhs)

Activity	Gujarat			Rajasthan			Total	%
	GoG	PWL/Misc.	Total (A)	GoR	Non. Govt.	Total (B)	(A+B)	
Affordable Housing	**624**	**1,839**	**2,463**	**4,974**	**-**	**4,974**	**7,437**	**33%**
• EPC	1	129	1,841	4,974	-	4,974	6,815	30%
• PPP	622	-	622	-	-	-	622	3%
Civic Urban Infra (EPC)	**576**	**13,063**	**12,415**	**-**	**2,913**	**2,427**	**14,841**	**67%**
Total	**624**	**14,254**	**14,878**	**4,974**	**2,427**	**7,400**	**22,278**	
%	**3%**	**64%**	**67%**	**22%**	**11%**	**33%**		**100%**

Whereas the breakup for FY 2018 is furnished in the following table: (₹ in lakhs)

Activity	Gujarat			Rajasthan			Total	%
	GoG	PWL/Misc.	Total (A)	GoR	EPIL	Total (B)	(A+B)	
Affordable Housing	3,441	-	3,441	3,526	-	3,526	6,967	33%
• EPC	1,226	-	1,226	3,526	-	3,526	4,752	23%
• PPP	2,215	-	2,215	-	-	-	2,215	10%
Civic Urban Infra (EPC)	**475**	**10,854**	**11,329**	**-**	**2,815**	**2,815**	**14,144**	**67%**
Total	**3,916**	**10,854**	**14,770**	**3,526**	**2,815**	**6,341**	**21,111**	
%	**19%**	**51%**	**70%**	**17%**	**13%**	**30%**		**100%**

Each element of total revenue is discussed further.

Infrastructure Projects

Your Company undertakes construction and development of Civic Urban Infrastructure projects for government/semi-government agencies/departments as well as private corporates of repute. Construction and development of Infrastructure project is carried-out

pursuant to work order issued by/Agreement entered into with the client. Revenue of your Company from construction and development of Infrastructure project is driven by the success in selecting the right order (nature as well as size), executing it proficiently and building sufficient order-book.

The movement in your Company's order-book of construction and development of Infrastructure projects during FY2019 is furnished further.

(₹ in lakhs)

Sr.	Project – Client	Unexecuted at 1 April 2018	Added during F.Y. 2019	Executed during F.Y. 2019	Unexecuted at 1 April 2019
		A	B	C	D = (A+B)-C
I	**Affordable Housing**				
A	**PPP**				
1	Khodiyarnagar – AMC	2,107	-	122	1,985
2	Kailashnagar – AMC	482	-	500	$
	Total (A)	**2,589**	**-**	**622**	**1,985**
B	**EPC**				
1	Jodhpur – JoDA	10,728	(6,508)*	-	4,220
2	Udaipur – UIT	3,398	-	2,120	1,278
3	Bhilwara – UIT	1,415	-	840	575
4	Jodhpur – RUDSICO	691	-	540	151
5	Other/Misc	-	-	1,473	-
6	Vadaj – Vivyan@	13,167	-	-	13,167
7	Bopal 232 – AUDA	-	5,778	1	5,777
8	Anant Sky@	-	4,383	804	3,579
9	Bapunagar – Vyapti@	4,416	-	909	3,507
10	Bopal 241 – AUDA	-	778	1	777
11	Other/Misc	571	-	128	443
	Total (B)	**34,386**	**4,431**	**6,815**	**33,475**
I	**TOTAL (A+B)**	**36,975**	**4,431**	**7,437**	**35,460**
II	**Civic Urban Infrastructure (EPC)**				
1	Modasa Bus-Port CF - Vyapnila@	-	7,800	301	7,499
2	Inspire Phase II – Adani@	-	5,384	808	4,576
3	Arham@	-	4,888	394	4,494
4	Amreli Bus-Port CF - Nila Terminals@	-	4,133	291	3,842
5	Barmer – EPIL	4,930	-	2,427	2,503
6	Inspire – Adani@	4,126	-	1,706	2,420
7	APSEZ@	2,376	1,070	1,682	1,764
8	Romanovia - Becharaji@	2,295	764	1,359	1,700
9	D K Patel Hall – AMC	1,082	-	576	506
10	Kent - Becharaji@	-	2,918	2,918	-
11	Others/Misc	-	2,379	2,379	-
II	**TOTAL**	**14,809**	**29,337**	**14,841**	**29,304**
I	**AH**	**36,975**	**4,431**	**7,437**	**35,460**
II	**CUI**	**14,809**	**29,337**	**14,841**	**29,304**
	GRAND TOTAL	**51,784**	**33,768**	**22,278**	**64,764**

$ under revision | @Private White Label Project

* On 25/Oct/2018, the Company received an official correspondence from Jodhpur Development Authority (JoDA) intimating reduction in existing works contract from ₹ 10,728 lakh to ₹ 4,220 lakh i.e. reduction of ₹ 6,508 lakh.

Income from construction and development of civic urban infrastructure project for the FY2019 has increased by ₹ 1,167 lakh to ₹ 22,278 lakh i.e. an increment of 5% over FY2018's income of ₹ 21,111 lakh.

The market dynamics are now in favour of the organized players like your Company. The outlook of government spending in civic urban infrastructure is absolutely positive in short, medium and long-term. Be it PM's "Housing for All by 2022 Mission" or "Smart Cities" – the

scales here are very promising and additionally the Fiscal and Monetary eco-systems are also galvanized.

Your Company is absolutely convinced about the Affordable Housing sector, moreso, as प्रधान मंत्री आवास योजना – "Housing for All by 2022" is getting significant push from the PMO – e.g. Affordable Housing since officially classified as "Infrastructure". Currently your Company is executing about 7,900+ units under EWS, LIG and MIG categories (Affordable Houses). Your Company is very favorably placed to seize the growth opportunities in the area of its core competence as the government's focus is on creating more affordable houses. Your Company has since secured meaningful orders in the state of Gujarat and Rajasthan under the schemes of Affordable Housing and envisages that, on back of enhanced pre-qualifications/bidding capacities, it will grow in natural/normal course of business. Considering the funding dynamics, it well fits into your Company's strategy of executing civic urban infrastructure projects where the cash flows are expected to be steady. Your Company is also executing a couple of unique Slum Rehabilitation and Redevelopment Projects in Ahmedabad as well as GSRTC Bus Port projects for Amerli and Modasa.

So far as the "Smart Cities" are concerned, your Company is in sweet-spot and very favorably placed to partake in the opportunities as it is already active in all the important facets of "Smart City" concept that is in Social Infrastructure, your Company is qualified to construct infrastructure for education, healthcare, entertainment, sports, children's parks and gardens, Slum rehabilitation, etc. In Physical Infrastructure, your Company has already executed urban utility projects like BRTS Bus Stations, Multilevel Parking, the housing stock, sanitation facilities, etc. For Economic Infrastructure, your Company has requisite experience and expertise to undertake construction of office complex, industrial parks, logistic parks, community hall, etc.

Rental

Your Company owns prime commercial office space of 88,000 sq ft in an upmarket locality of Ahmedabad. In order to generate regular sustainable income, your Company has leased certain prime commercial office space to reputed corporates on long-term basis. Income from rental for FY2019 is ₹ 272 lakh that is 9% (₹ 28 lakh) lower as compared to FY2018 on account of amortizing the total lease rental as per Lease Equalization Method as prescribed under Ind AS 19 as well as vacation of certain premises during the Q4-FY2019 by the Lessees. However, your Company is looking-out for the new lessee with better/equivalent credentials and is confident to find lessee/s in due-course.

Share of Profit/(Loss) from LLP

During FY2019, your Company has earned share of its profit from JV Limited Liability Partnership firm i.e. Kent Residential and Industrial Park LLP ₹ 29 lakh that is 53% higher (₹ 10 lakh) as compared to ₹ 19 lakh during FY2018. Meanwhile, it may be noted that the operations in subsidiary, associate and JV entities have since commenced and are gradually gaining the scale.

Other Income

Other income mainly comprises interest income from bank deposits and others, liabilities written back, and miscellaneous income. Other income in FY2019 is ₹ 828 lakh that is 13% (₹ 94 lakh) higher as compared to FY2018's ₹ 734 lakh. The break-up of other income is furnished further.

(₹ in lakhs)

Particulars	For F.Y. 2019	For F.Y. 2018	YoY change	% change
Interest income: (Refer Note 25)	732	696	36	5%
• From loan	667	610	57	9%
• On Bank Deposits	65	86	-21	-24%
Liabilities no longer required to be paid written back	56	34	22	65%
Other non-operating income	40	4	36	900%
Total Other Income	**828**	**734**	**94**	**13%**

The increment in interest income from other parties to the extent of ₹ 57 lakh is from the advances extended mainly to JVs and subsidiary companies. It may be mentioned that such advances are given in the routine course of business and it carry interest not lesser than the weighted average cost of your Company's funds. Interest income from bank deposits for FY2019 has reduced by ₹ 21 lakh as your Company has availed bank-guarantees from the bank that stipulates lower cash-margin. Overall interest income has registered a growth of 5% from the previous financial year i.e. by ₹ 36 lakh.

Expenses

Total expenses in FY2019 is ₹ 20,272 lakh as compared to ₹ 18,917 lakh in FY2018 i.e. increase of 7%, which is marginally higher in comparison of 6% growth of revenue. The breakup of the said expenses is furnished further.

(₹ in lakhs)

Particulars	For F.Y. 2019	For F.Y. 2018	YoY change	% change
Cost of material consumed and project expenses (Refer Note 26) and Changes in inventories (Refer Note 27)	17,569	16,579	991	6%
Employee benefit expenses (Refer Note 28)	542	592	-50	-8%
Finance costs (Refer Note 29)	1,299	1,110	189	17%
Depreciation and amortization expense (Refer Note 4, 5 & 6)	186	172	14	8%
CSR Expense (Refer Note 30A)	56	54	2	4%
Other Expenses (Refer Note 30)	619	410	209	51%
Total Expenses	20,271	18,917	1,355	7%

Cost of material consumed and project expenses (Refer Note 26) and Changes in inventories (Refer Note 27)

The expenditure incurred on projects for FY2019 is ₹ 18,658 lakh, which is an increment by 10% over the previous year's expenditure of ₹ 16,945 lakh. The net increment of ₹ 1,714 lakh is mainly due to an increase in operations with more no. of sites; and incremental scale in infrastructure projects sites. It may be mentioned that the overall profitability has marginally dipped despite economies-of-scale as a couple of large orders were in nascent stage.

The expenditure incurred on consumption of material for FY2019 is ₹ 6,414 lakh, which is an increment by 21% over the previous year's expenditure of ₹ 5,282 lakh on back of higher backward integration; while Civil, Electrical, Contracting, Labour work, etc. cost for FY2019 is ₹ 11,300 lakh, which is an increment by 8% (₹ 808 lakh) over the previous year's expenditure of ₹ 10,492 lakh. Legal and professional expense for FY2019 is ₹ 124 lakh, which is an increment by 158% over the previous year's expenditure of ₹ 48 lakh mainly owing to the demerger scheme. However, such incremental costs were curtailed by reduction of 31% over the previous year's expenditure in the other direct expense by ₹ 203 lakh i.e. from is ₹ 649 lakh for FY2018 to ₹ 446 lakh for FY2019. Freight charges reduced by 96% (₹ 114 lakh) i.e. from ₹ 119 lakh for FY2018 to ₹ 5 lakh for FY2019 on back of higher backward integration.

The inventories (RM+WIP) have increased collectively, in alignment with TOI, by 5% (₹ 116 lakh) i.e. ₹ 2,301 lakh during FY2019 from ₹ 2,185 lakh during FY2018. This is attributable to the more no. of sites under execution as well as certain sites attaining specific maturity that caused higher WIP. There has been substantial increment in land-bank by 23% i.e. ₹ 973 lakh during FY2019 to ₹ 5,152 lakh from ₹ 4,180 lakh during FY2018, which otherwise increases the overall inventory by ₹ 1,089 lakh.

Employee benefits expenses (Refer Note 28)

Employee benefits expenses include salaries, allowances, bonus, Contribution to provident and other funds, Remuneration and perquisites to Directors, and Staff welfare expenses.

Employee benefits expenses have reduced by 8% from ₹ 592 lakh in FY2018 to ₹ 542 lakh in FY2019 mainly due to the transfer of certain real-estate undertaking related employees to Nila Spaces Limited – pursuant to the Scheme of Demerger. Total No. of employees at March 31, 2019 is 66, which is net increment/reduction as compared to 83 employees at March 31, 2018. Meanwhile, the remuneration and perquisites to the Directors has increased marginally by 4% i.e. from ₹ 46 lakh in FY2018 to ₹ 48 lakh in FY2019. There is no variable component of remuneration availed by the Directors except fixed pay of monthly salary and sitting fees as applicable, which is in conformity of the Remuneration Policy of your Company.

Finance costs (Refer Note 29)

The finance costs (net of inventorising) for FY2019 is ₹ 1,299 lakh in comparison to ₹ 1,110 lakh for FY2018. Interest on borrowings has increased by ₹ 201 lakh over previous financial year due to higher utilization of funds during the year. However, the weighted average cost of borrowing has reduced by 7 bps in FY2019 from previous financial year as an impact of optimum utilization of low cost funds.

The 'Other borrowing cost' has reduced by 8% from ₹ 139 lakh in FY2018 to ₹ 127 lakh in FY2019, as during FY2019 your Company has paid upfront/one-time processing fees higher by ₹ 6 lakh (11% increment) towards sanction of new credit facilities, which has been outdone by lower payment of bank charges by ₹ 17 lakh (19% reduction) - as compared to FY2018.

For FY2019, your Company has not inventorised any finance cost, while the corresponding amount for the previous year was ₹ 200 lakh.

Depreciation and amortisation expense (Refer Note 4, 5 & 6)

The depreciation and amortisation expense charged to the profit and loss account during the year is ₹ 186 lakh as compared to ₹ 172 lakh in FY2018, registering an increase of 8%. During FY2019, your Company has sold certain worn-out Plant & Machinery aggregating ₹ 41 lakh and used-vehicles aggregating ₹ 26 lakh; while there has been a net addition of equipments and furniture by ₹ 26 lakh. Though the net-block of PPE has reduced by ₹ 172 lakh at March 31, 2019, the depreciation is higher owing to higher rate of depreciation on fresh additional assets.

CSR Expense (Refer Note 30A)

The Company has undertaken activities for promotion of sanitation and preventive healthcare by way of installation of sanitation equipments, organizing awareness campaigns for cleanliness and waste management, physical work for cleanliness and waste removal at various locations of Ahmedabad. The entire activity has been undertaken as a project under the brand name "My Own Street". An aggregate amount of ₹ 56 lakh is spent on the said CSR project during the year, well satisfying the statutory stipulations.

Other expenses (excluding CSR Expense) (Refer Note 30)

Other expenses majorly comprise Legal and professional charges, bad-debts written off, Power and fuel expenses, Loss on sale of PPE, Provision for loss allowance, Travelling and conveyance, Miscellaneous expenses, Printing and stationery,

Repairs and maintenance expenses. Collectively other expenses (excluding CSR Expense) have increased by ₹ 209 lakh i.e. ₹ 619 lakh in FY2019 from ₹ 410 lakh in FY2018 mainly owing to ₹ 130 lakh bad-debts written off, ₹ 38 lakh incremental loss on sale of PPE, ₹ 15 lakh incremental Power and fuel expenses, Printing and stationery and Donation each enhanced by ₹ 8 lakh.

Profitability

(₹ in lakhs)

Particulars	For F.Y. 2018	For F.Y. 2017	YoY change	% change
Revenue from Operations	22,580	21,430	1,150	5%
Less: Operational Expenses	18,786	17,635	1,151	7%
EBITDA	**3,794**	**3,795**	**-1**	**-0.03%**
EBITDA % to Revenue from operation	17%	18%		
Add: Other Income	828	734	94	13%
Less: Finance Costs	1,299	1,110	189	17%
Less: Depreciation and amortisation expenses	186	172	14	8%
Profit Before Tax (PBT)	**3,137**	**3,247**	**-110**	**-3%**
PBT % to Total Revenue	13%	15%		
Tax Expenses	920	994	-74	-7%
Profit After Tax	**2,217**	**2,253**	**-36**	**-2%**
PAT % to Total Income	**9%**	**10%**		

During FY2019, the EBIDTA of your Company on a standalone basis has been stagnant with marginal reduction by ₹ 1 lakh i.e. ₹ 3,794 lakh (17% of revenue from operations), as against ₹ 3,795 lakh (18% of revenue from operations) for FY2018. Cost of material consumed and project expenses alongwith Changes in inventories of construction material, land and work in progress are 78% of Revenue from operations for FY2019 as compared to 77% for FY2018. The PBT for FY2019 has reduced by ₹ 110 lakh as Operational Expenses, Finance Costs, and Depreciation and amortisation expenses have increased. PAT for FY2019 is ₹ 2,218 lakh (9% of Total Revenue), as against ₹ 2,253 lakh (10% of Total Income) for FY2018. Your Company provides for current tax and deferred tax based on the computation in accordance with provisions of Income Tax Act, 1961. The net tax payable for FY2019 is ₹ 920 lakh that is reduction by ₹ 74 lakh over FY2018's ₹ 994 lakh, mainly owing to reduction in tax rate from 33.99% to 29.12%.

Overall reduction in profitability is mainly due to the change in revenue-mix with contribution from PPP projects being minimal/negligible. With contribution from other income (mainly from interest) as well as change in the effective tax-rate, the reduction in profitability is curtailed to 69 bps at PAT level. With certain projects being in nascent/primary stage, the finance expense has increased towards interest, as well as processing charges towards availment of fresh credit facility and renewal of existing credit facilities. Your Company has made sufficient provision towards current tax for FY2019. The Board of Directors of your Company has thought it prudent to not propose declaration of any dividend and plough-back the entire profit instead as retained earnings to ably fuel further growth of your Company.

Non-current Assets

The non-current assets at March 31, 2019 and March 31, 2018 with detail of changes therein during the financial year are as follows:

(₹ in lakhs)

Particulars	As at 31 March 2019	As at 31 March 2018	YoY change	% change
a. Property, plant and equipment (Refer Note 4)	726	899	-172	-19%
b. Investment properties (Refer Note 5)	2,445	2,500	-55	-2%
c. Intangible assets under development (Refer Note 6)	1	-	1	100%
d. Financial assets:				
i. Investments (Refer Note 7)	1,552	1,287	265	21%
ii. Loans (Refer Note 8)	5,972	5,152	820	16%
iii. Other financial assets (Refer Note 9)	330	728	-397	-55%
e. Other non-current assets (Refer Note 10)	-	3	-3	-100%
f. Other tax assets net (Refer Note 11)	9	11	-2	-19%
Total	**11,035**	**10,578**	**457**	**4%**

During FY2019, your Company purchased net new PPE amounting ₹ 26 lakh - mainly equipments and furniture, etc. to support incremental operations, while it sold certain worn-out Plant & Machinery aggregating ₹ 41 lakh and used-vehicles aggregating ₹ 26 lakh. Building amounting to ₹ 2,601 lakh is the sole Investment Property, while there has been no addition/reduction but only the depreciation has reduced the balance to ₹ 2,445 lakh at March 31, 2019.

The primary reason of increase in Investment during the year is fresh investment in JV/associate viz. Vyapnila Terminals (Modasa) Pvt Ltd and Kent Residential & Industrial Park LLP. Your Company has also extended further loans to all four (4) subsidiary/associate/JV entities. These entities are established to address specific business opportunities. Such investments as well as loans/advances are extended in normal course of business in order to pursue the specific objective for which it is formed. Loans and Advances to related parties at March 31, 2019 are ₹ 4,949 lakh as against ₹ 4,943 lakh at March 31, 2018 mainly on back of incremental loans extended to subsidiary, associate and JV entities to address specific business endeavours.

Security Deposit has increased to ₹ 1,023 lakh at March 31, 2019 from ₹ 659 lakh at March 31, 2018 mainly due to initiation of fresh projects during FY2019, wherein the client has held the stipulated amount of revenue as per the tender terms.

The benefits of contracting bank guarantee facilities at favourable terms have started delivering the fruits to your Company with reduction in margin money deposited with bank; alongwith other favourable terms. It may be noted that such interest bearing fixed deposits are kept with bank for the purpose of issuing bank guarantee in order to participate in various tenders. Other financial assets reduced by ₹ 397 lakh at March 31, 2019 to ₹ 330 lakh mainly due to release of ₹ 340 lakh cash-margin towards such bank guarantees. While, retention money amounting ₹ 60 lakh were released as per the terms of contract on satisfactory expiry of mandatory time for more no. of and/or high value work-orders.

As prescribed vide Ind AS 19, with the passage of time as the maturity of the lease agreements are approaching, there has been marginal reduction in lease equalization by ₹ 3 lakh from March 31, 2018 to March 31, 2019. The advance payment of tax has marginally reduced from ₹ 11 lakh at March 31, 2018 to ₹ 9 lakh at March 31, 2019.

Hence, overall Non-current Assets have increased by net ₹ 457 lakh i.e. 4% from ₹ 10,578 lakh at March 31, 2018 to ₹ 11,035 lakh at March 31, 2019 mainly due to support operations of the subsidiary, associate and JV entities of your Company.

Current Assets:

The detail of Current Assets at March 31, 2019 and March 31, 2018 with changes therein during the year is furnished further.

(₹ in lakhs)

Particulars	As at 31 March 2019	As at 31 March 2018	YoY change	% change
a. Inventories (Refer Note 12)	7,454	6,365	1,089	17%
b. Financial Assets				
i. Trade receivables (Refer Note 13)	3,400	3,474	-74	-2%
ii. Cash and cash equivalents (Refer Note 14)	79	132	-54	-41%
iii. Bank balances other than (ii) above (Refer Note 14)	625	524	101	19%
iv. Loans (Refer Note 8)	19	1,230	-1,211	-98%
c. Other current assets (Refer Note 10)	9,960	6,013	3,947	66%
Total	**21,536**	**17,738**	**3,797**	**21%**

Total increase of ₹ 1,089 lakh in inventories during FY2019 is mainly attributable to substantial increment in land-bank by 23% i.e. ₹ 973 lakh during FY2019 to ₹ 5,152 lakh from ₹ 4,180 lakh during FY2018. RM+WIP have increased collectively, in alignment with TOI, by 5% (₹ 116 lakh) i.e. ₹ 2,301 lakh during FY2019 from ₹ 2,185 lakh during FY2018. This is attributable to the more no. of sites under execution as well as certain sites attaining specific maturity that caused higher WIP. Hence, the overall inventory has increased to ₹ 7,456 lakh at March 31, 2019 from ₹ 6,365 lakh at March 31, 2018.

56

There is an overall reduction in the level of Trade Receivables by ₹ 74 lakh i.e. from ₹ 3,474 lakh at March 31, 2018 to ₹ 3,400 lakh at March 31, 2019. However, it has almost stagnated in proportion of the overall revenue at 55-56 days. Collection for FY2019 is ₹ 23,483 lakh i.e. efficiency of 100%. Meanwhile, your Company has continued rigorous follow-up with debtors (all considered "good") and is confident to recover such amounts in full, in normal course of business.

There is a reduction in collective cash and bank balance by ₹ 47 lakh i.e. from ₹ 656 lakh at March 31, 2018 to ₹ 704 lakh at March 31, 2019.

Loans comprise the portion that is expected to be realized before a period of 12 months from the Balance Sheet Date. At March 31, 2019 it is ₹ 19 lakh as against ₹ 1,230 lakh at March 31, 2018 depicting a reduction by ₹ 1,211 lakh, which is mainly attributable to repayment of loan by Nila Spaces Ltd pursuant to the Scheme of Demerger. During FY2019, your Company has earned interest to the tune of ₹ 562 lakh from Loans to Related Parties.

The other current assets have increased by ₹ 3,947 lakh to ₹ 9,960 lakh at March 31, 2019 as against ₹ 6,013 lakh at March 31, 2018 mainly on account of increment of Land and transferrable development rights by ₹ 2,096 lakh to ₹ 3,978 lakh at March 31, 2019 as against ₹ 1,882 lakh at March 31, 2018. The contract assets vide Ind AS 11 and Ind AS 18 have also increased by ₹ 2,040 lakh to ₹ 4,602 lakh at March 31, 2019 as against ₹ 2,563 lakh at March 31, 2018. It may be noted that such contract assets are booked in normal course of business and would be converted to

receivables in due course to time. It has further increased on account of GST, wherein your Company has credit amounting to ₹ 433 lakh i.e. an increment by ₹ 123 lakh. These have been curtailed by some extent with reduction in advance to vendor by ₹ 285 lakh, VAT receivable by ₹ 10 lakh, prepaid expenses by ₹ 6 lakh as well as lease equalisation by ₹ 3 lakh.

Hence, overall Current Assets have increased by ₹ 3,797 lakh i.e. 21% from ₹ 17,738 lakh at March 31, 2018 to ₹ 21,536 lakh at March 31, 2019 mainly due to an increase in Land and transferrable development rights as well as Contract assets, and GST that are attributable to increase in operations with more no. of sites; and incremental scale in infrastructure projects sites of your Company.

Net Worth

The net worth of your Company has been augmenting considerably in past financial years mainly owing to plough-back of enhanced profit as well as increase in share capital base, and premium on securities issued. The net worth of ₹ 10,782 lakh at March 31, 2018 has increased to ₹ 12,501 lakh at March 31, 2019 mainly due to earnings are retained and ploughed-back.

Non-current liabilities

(₹ in lakhs)

Particulars	As at 31 March 2019	As at 31 March 2018	YoY change	% change
a. Financial liabilities				
i. Borrowings (Refer Note 17)	8,863	6,075	2,789	46%
ii. Other financial liabilities (Refer Note 18)	202	91	111	123%
b. Provisions (Refer Note 19)	73	112	-39	-35%
c. Deferred tax liabilities (Net) (Refer Note 20D)	1,001	982	19	2%
Total	**10,139**	**7,260**	**2,880**	**40%**

While the order-book increased by adding-up on new projects, incremental no. of sites under operations as well as to support the specific business initiatives through subsidiary, associate, JV; Borrowings of your Company has increased by ₹ 2,789 lakh at March 31, 2019 i.e. from ₹ 6,075 lakh at March 31, 2018 to ₹ 8,863 lakh at March 31, 2019. It may be mentioned that your Company has honoured all its financial commitments and the account is Standard with all the lenders. None of the BGs submitted by your Company has ever been invoked by any Principal/Client. Other financial liabilities are security deposits that your Company accepts in ordinary course of business from its various vendors and/or contractors. It has increased by ₹ 111 lakh i.e. to ₹ 202 lakh at March 31, 2019 from ₹ 91 lakh at March 31, 2018 owing to holding back retention amount to your Company's contractors pending completion of project and/or achieving agreed milestones by them.

Provision for employee benefits including gratuity and leave encashment has reduced to ₹ 73 lakh at March 31, 2019 from ₹ 112 lakh at March 31, 2018 as a result of reduction in no. of continuing qualifying employees.

Net deferred tax liability has increased by ₹ 19 lakh i.e. ₹ 1,001 lakh at March 31, 2019 from ₹ 982 lakh at March 31, 2018 as a result of reduction in deferred tax assets by ₹ 6 lakh, while the deferred tax liability has increased by ₹ 13 lakh during FY2019.

Hence, overall Non-current Liabilities have increased by ₹ 2,880 lakh i.e. 40% from ₹ 7,260 lakh at March 31, 2018 to ₹ 10,139 lakh at March 31, 2019 mainly due to increase in borrowings and security deposits.

Current liabilities

(₹ in lakhs)

Particulars	As at 31 March 2019	As at 31 March 2018	YoY change	% change
a. Financial Liabilities				
i. Borrowings (Refer Note 17)	1,852	663	1,189	179%
ii. Trade payables (Refer Note 21)				%
iia. Due to micro and small enterprises	2	-	2	100%
iib. Due to others	4,639	4,091	548	13%
iii. Other financial liabilities (Refer Note 18)	1,556	3,726	-2,170	-56%
b. Other current liabilities (Refer Note 22)	1,793	1,509	284	19%
c. Provisions (Refer Note 19)	72	39	33	84%
d. Current tax liability (Net) (Refer Note 23)	15	247	-231	-94%
Total	**9,929**	**10,275**	**-345**	**-3%**

Current Borrowings consist of overdraft bank facility with higher utilisation by ₹ 579 lakh i.e. ₹ 1,242 lakh at March 31, 2019 as compared to ₹ 663 lakh at March 31, 2018, while ₹ 610 lakh at March 31, 2019 were outstanding payable to Nila Spaces Ltd. Trade Payables at March 31, 2019 have increased by ₹ 550 lakh i.e. an increase of 13% signifying your Company is reasonably leveraging and gaining from economies-of-scale. The current maturities of long term borrowing during FY2019 are ₹ 1,450 lakh at March 31, 2019 as per the repayment schedule of term debt contracted by your Company.

Other Current Liabilities have increased by ₹ 284 lakh mainly towards the advance from contractors and TDS payable, while advance from customers have reduced by ₹ 116 lakh to ₹ 1,071 lakh at March 31, 2019 from ₹ 1,186 lakh at March 31, 2018 owing to setting-off of mobilization advance during FY2019.

Provision consist of employee benefits including gratuity and leave encashment that have increased to ₹ 48 lakh at March 31, 2019 from ₹ 39 lakh at March 31, 2018, while provision for defect liability period has been made to the tune of ₹ 24 lakh at March 31, 2019.

The tax liability of your Company has reduced by ₹ 231 lakh mainly due to reduction in tax-rate during FY2018.

Hence, overall Current Liabilities have reduced by ₹ 345 lakh i.e. 3% from ₹ 10,275 lakh at March 31, 2018 to ₹ 9,929 lakh at March 31, 2019 mainly due to reduction in other financial liabilities and tax liability.

Key financial ratios:

Ratio	FY2019	FY2018	Detailed explanation
Debtor Turnover	6.57	6.62	The credit policies, and collection process of your Company are satisfactory and commensurate to the industry and/or the segment it operates into. Your Company deals with creditworthy customers. During FY2019, your Company could convert its debtors to cash marginally lower by 0.05 times as compared to FY2018. In the perspective of No. of days, your Company has allowed a day's credit more than the previous year, which is mainly owing to marginally higher level of Average Debtor as compared to previous year.
Days	56	55	
Inventory Turnover	2.54	2.68	As your Company has certain historic land, the inventory turnover is not exactly comparable with industry and/or the segment it operates into. During FY2019, your Company could turnover the inventory marginally lower by 0.14 times as compared to FY2018. In the perspective of No. of days, your Company required 8 more days than the previous year, which is mainly owing to overall higher inventory - as more specifically described in the other sections of this Report.
Days	144	136	
Interest Coverage Ratio	3.42	3.93	Your Company's debt: equity, leverage, gearing are commensurate to the industry and/or the segment it operates into. Your Company has tied-up with first-rung banks/FI/NBFCs for its various credit requirements. Your Company has successfully maintained Investment Grade credit rating over a period of years, while the account is Standard with all the lenders. For FY2019, the interest coverage is marginally lower by 0.51 times as compared to FY2018, which is mainly owing to higher level of Interest cost while the earnings have remained almost at the same level.
Current Ratio	2.17	1.73	The improvement in current ratio of your Company at March 31, 2019 as compared to that of March 31, 2018 is mainly owing to the increment in current assets on one hand, while reduction in current liabilities on the other during FY2019. It could also indicate that your Company has sufficient ability to pay short-term obligations or those due within one year. Your company has been able to maximize the current assets on its balance sheet to satisfy its current debt and other payables.
Debt : Equity Ratio	0.97	0.76	During FY2019, your Company has been aggressive in financing its growth with debt. However, it is commensurate to the industry and/or the segment it operates into. Your Company has tied-up with first-rung banks/FI/NBFCs for its various credit requirements. Your Company has successfully maintained Investment Grade credit rating over a period of years, while the account is Standard with all the lenders.
Operating Profit Margin (%)	15.98%	16.91%	During FY2019, your Company could earn marginally lower at operating level by 93 bps as compared to FY2018, which is mainly owing to marginally higher level of operating expenses on back of more no. of sites and certain projects being in typical phase of maturity as compared to previous year - as more specifically described in the other sections of this Report.
Net Profit Margin (%)	9.47%	10.17%	During FY2019, your Company could earn marginally lower at net profit level by 70 bps as compared to FY2018, which is mainly owing to lower growth in revenues vis-à-vis expenses as compared to previous year - as more specifically described in the other sections of this Report.

Ratio	FY2019	FY2018	Detailed explanation
Return on Networth	17.74%	20.90%	The stagnated return during FY2019, while increased networth has affected the return on networth by 3.16%. The phenomena are more specifically described in the other sections of this Report.

Cashflow

(₹ in lakhs)

Particulars	For F.Y. 2019	For F.Y. 2018
Opening cash and cash equivalents	**132**	**275**
Net cash generated from / (used in) Operating Activities (A)	(1,623)	191
Net cash from / (used in) Investing Activities (B)	1,487	(1,139)
Net cash from / (used in) Financing Activities (C)	82	806
Change in cash and cash equivalent (Total = A+B+C)	**(54)**	**(143)**
Closing cash and cash equivalents	**79**	**132**

Net cash used in operating activities is ₹ 1,623 lakh during FY2019 mainly on account of increase in the inventories by ₹ 973 lakh towards purchase of certain land-bank and ₹ 116 lakh towards increase in RM+WIP, and Land & TDR by ₹ 2,096 lakh, and contract assets by ₹ 2,040 lakh. It may be noted that such contract assets are booked in normal course of business and would be converted to receivables in due course to time. While, it is generated mainly from incremental Trade Payables by ₹ 606 lakh (including certain balances written-back), and advance from contractors by ₹ 396 lakh.

Net cash generated from investing activities is ₹ 1,487 lakh during FY2019 mainly on account of refund of unsecured loans by the borrower of your Company to the tune of ₹ 1,204 lakh, and the interest income ₹ 728 lakh. While, it is utilized mainly in investing in related parties with increment by ₹ 456 lakh, ₹ 231 lakh in Vyapnila Terminals (Modasa) Pvt Ltd, and ₹ 115 lakh in PPE.

Net cash generated from financing activities is ₹ 82 lakh during FY2019 mainly on account of fresh borrowing to the tune of ₹ 2,789 lakh. While, it is utilized mainly towards finance cost of ₹ 1,303 lakh, and payment of dividend alongwith tax thereon of ₹ 522 lakh.

Hence, your Company's cash has redcued by ₹ 54 lakh during FY2019.

Details of Subsidiaries, Associates and JVs of your Company:

(₹ in lakhs)

Sr. No.	Name of the entity | Project location	NILA's investment in equity	% shareholding	Loans & Advances extended	Profit After Tax shared	Remark
1	Romanovia Industrial Park Pvt Ltd (23.480621, 71.974021), Navyani, Gujarat	1,250*	50%	33	-	Industrial and logistics park – various structures under execution
2	Kent Residential and Industrial Park LLP 23.478515, 72.009447), Sitapur, Gujarat	68	50%	3,695	10	
3	Nila Terminals (Amreli) Pvt Ltd (21°36 11 N 71°13 19 E), Amreli, Gujarat	1	100%	422	-	Bus-port projects for GSRTC – under execution
4	Vyapnila Terminals (Modasa) Pvt Ltd (23°28 N 73°18 E), Modasa, Gujarat	232*	34%	799	-	

*measured at fair value at the date of transition to Ind AS i.e. the deemed cost of such investment for your Company.

None of the Pvt Ltd entities mentioned above have declared any dividend during FY2019. Further, with respect to your Company's strategic investment with the Kataria Group of Ahmedabad to work jointly for acquiring land and developing industrial and logistics parks, units, sheds, plots, residential colonies, and allied infrastructure at various locations situated near the upcoming automobile hub at Bechraji – about 90 kms from Ahmedabad at Gujarat, it may be mentioned that the progress is satisfactory and your Company has started to reap benefits as more specifically furnished in detail in other sections of this Annual Report. Your Company has executed a well-thought strategy and is favorably positioned as a first-mover, promoter of industrial eco-system in the region, and fostering infrastructure development.

Your Company has built industrial warehouse structures as well as residential dormitories on BTS basis. Such infrastructure development has already been rented out on long-term lease basis to reputed corporates including MNCs.

Report on Corporate Governance

[In terms of Regulation 34 read with Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

1. COMPANY'S PHILOSOPHY ON THE CODE OF CORPORATE 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 commitments 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 firm 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 of the Board:

The Company has an optimum combination of Executive and Non-Executive Directors. At the end of the year the Board consists of seven directors comprising of one executive chairman and managing director, two non-executive directors and four other non-executive independent directors. The appointment of four non-executive independent directors is in conformity with the provisions of Section 149 of the Companies Act, 2013 and Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. There are two promoter directors out of which one is executive director and the other one is non-executive director. Out of the independent directors there is one woman director. There is no nominee director on the board. During the year Mr. Hiren G. Pandit – Non Executive Independent Director (DIN:01683959) has resigned from the Directorship on 19 May 2018 before the expiry of his tenure due to his pre-occupations and busy schedule and that there is no other material reason other than those provided in his resignation letter.The confirmation received from Mr. Hiren G. Pandit dated 19 May 2018 is as under:-

I hereby confirm that there is no other material reason other than those provided in my resignation letter dated 19 May 2018 - Hiren G. Pandit - (DIN:01683959)

2.2 Information in the form of table setting out the skills/ expertise/ competence of the Board of Directors:

The Company operates in the business of construction and development of infrastructure projects. The Board has identified on the basis of recommendation of Nomination and Remuneration Committee, various skills and expertise like construction, project management and execution, business strategy, engineering, communication, media and brand building, strategic management, marketing, planning, corporate planning and affairs, financial management, corporate governance, banking, M&A, capital market, fund raising and wealth management.

Name of Director	Expertise in specific functional area identified by the Board and available
Manoj B. Vadodaria	Construction, Project Management and Execution, Business Strategy and Business Management
Kiran B. Vadodaria	Engineering, Project Management, Communication and Media
Dilip D. Patel	Strategic Management, Marketing, Planning, Corporate Planning and Affairs
Shyamal S. Joshi	Financial Management, Corporate Governance, Banking, M&A, Capital Market, Fund Raising and Wealth Management
Foram B. Mehta	Communication, Media and Brand Building
H. P. Jamdar	Construction, Engineering, Project Management
Ashok R. Bhandari	Financial Management, M&A, Fund Raising

2.3 Directorships and Membership on Committees and Meetings Attended :

The Name and Category of the Directors on the Board, their Attendance at Board Meetings held during the year and at the last Annual General Meeting; Number of Directorships, Committee Chairmanships or Memberships and Name of the Listed Entities and category of Directorship held by them in other Companies are given below.

SN	Name of Director(s)	Category	Attendance Particulars		#No of Directorship(s) held in other Companies	##Committee Memberships/ Chairmanships of other Companies		Name of the Other Listed Entities and category of Directorship
			Board Meeting	Last AGM		Member	Chairman	
1	*Manoj B. Vadodaria	Executive Chairman & Managing Director	5	Yes	1	1	Nil	Sambhaav Media Limited – Non Executive Director
2	*Kiran B. Vadodaria	Non-Executive Director	4	Yes	2	1	Nil	Sambhaav Media Limited–Chairman & Managing Director
3	**Dilip D. Patel	Non-Executive Director	4	Yes	1	2	Nil	Sambhaav Media Limited – Independent Director
4	**Shyamal S. Joshi	Non-Executive Independent Director	4	Yes	6	5	1	Shalby Limited – Independent Director
5	** Ashok R. Bhandari	Non-Executive Independent Director	2	No	0	Nil	Nil	Nil
6	** H. P. Jamdar	Non-Executive Independent Director	2	No	1	3	1	$ILFS Transportation Network Limited – Independent Director
7	** Foram B. Mehta	Non-Executive Independent Director	5	Yes	2	Nil	Nil	$Vardhman Concrete Limited – Independent Director

*Promoter Director; ** Non-Promoter Director

Excludes directorship in Nila Infrastructures Limited

$ Ms. Foram B. Mehta has tendered resignation from M/s Vardhman Concrete Ltd w.e.f. 12 April 2019

$ Mr. H. P. Jamdar has tendered resignation from ILFS Transportation Network Limited w.e.f. 31March 2019.

Committees considered are Audit Committee, Nomination and Remuneration Committee, Risk Management Committee, Stakeholders' Relationship Committee, Corporate Social Responsibility Committee, Environment, Health & Safety Committee in other Companies listed at BSE Limited and National Stock Exchange of India Limited excluding that of Nila Infrastructures Limited. Committee Membership(s) & Chairmanships are counted separately

None of the Directors of Board is a member of more than ten Committees or Chairman of more than five committees across all the Public companies in which they are director. The necessary disclosures regarding Committee positions have been made by all the Directors.

2.4 Independent Directors confirmation by the Board:

All Independent Directors have given declarations that they meet the criteria of independence as laid down under Section 149(6) of the Companies Act, 2013 and Regulation 16(1) (b) of the Listing Regulations. In the opinion of the Board, the Independent Directors, fulfil the conditions of independence specified in Section 149(6) of the Companies Act, 2013 and Regulation16(1) (b) of the Listing Regulations.

2.5 Number of Independent Directorships:

As per Regulation 17A of the Listing Regulations, Independent Directors of the Company do not serve as Independent Director in more than seven listed companies. Further, the Managing Director of the Company does not serve as an Independent Director in any listed entity.

2.6 Details of Number of Meetings of Board of Directors held and dates on which held

During the year total 5 (five) meetings of the Board of Directors were held. The dates of the meetings are as under.

Date of Board Meeting	Board Strength	No of Directors Present
19 May 2018	8	5
30 May 2018	7	5
14 August 2018	7	5
14 November 2018	7	5
12 February 2019	7	6

2.7 Disclosures of relationship between Directors inter-se:

None of the Directors of the Company are related with each other in any manner except Mr. Manoj B. Vadodaria and Mr. Kiran B. Vadodaria, are brothers and also belonging to Promoter and Promoter Group.

2.8 Number of shares and convertible instruments held by Non-Executive Directors:

None of the Non-Executive Director holds any shareholding or any convertible instrument of the Company except Mr. Kiran B. Vadodaria hold 3,86,08,100 shares.

2.9 Performance Evaluation & Familiarization programs imparted to Independent Directors:

Pursuant to the provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, after considering various criteria, the performance evaluation of the Board Members was carried out. Various aspects like attendance and participation at meetings, suggestions, inputs at discussions, adherence to various codes and policies, role in overall growth etc were taken into consideration while evaluating the Board. The detailed performance evaluation framework is displayed at the website of the Company at www.nilainfra.com. The performance evaluation of the Chairman and the Non-Independent Directors was carried out by the Independent Directors and Non-Executive Director. The Board of Directors expressed their satisfaction with the evaluation process.

The Company believes that a Board, which is well informed / familiarized with the Company, can contribute significantly to effectively discharge its role of trusteeship in a manner that fulfils stakeholders' aspirations and societal expectations. In pursuit of this, the Directors have been familiarized on a continuing basis on changes / developments corporate and industry scenario including those pertaining to statutes / legislations and economic environment, by way of presentations, board review notes, regular updates of projects and business operations, meetings etc. to enable them to take well informed and timely decisions.

The details of familiarization programs is available at the website of the Company at www.nilainfra.com under investor segment.

2.10 Board Diversity and Policy on Director's Appointment and Remuneration:

The Company believes that building a diverse and inclusive culture is integral to its success. A diverse Board, among others, will enhance the quality of decisions by utilizing different skills, qualifications, professional experience and knowledge of the Board members necessary for achieving sustainable and balanced development. Accordingly, the Board has adopted a policy on 'Board Diversity', which sets out the criteria for determining qualifications, positive attributes and independence of a Director. The detailed policy is available on the Company's website www.nilainfra.com.

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

In Compliance with Part-D under Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015; 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 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 31 March 2019 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

Date: 20 May 2019
Place: Ahmedabad

Manoj B. Vadodaria
Chairman & Managing Director
DIN: 00092053

2.12 Board Procedure:

Pursuant to the SEBI Laws, Stock Exchanges are being informed about the convening of the Board Meetings at least 5 clear days in advance. The agenda is prepared by the Secretarial Department in consultation with the Chief Financial Officer and Chairman of the Board. The information as required under the SEBI Regulations 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. The Stock Exchanges are 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.

2.13 Separate Meeting of Independent Directors:

As stipulated by the Code of Independent Directors under the Companies Act, 2013 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, a separate meeting of the Independent Directors of the Company was held on 19 May 2018 to review the performance of Non-Independent Directors (including the Chairman) and the entire Board. The Independent Directors also reviewed the quality, content and timeliness of the flow of information between the Management and the Board and it's Committees which is necessary to effectively and reasonably perform and discharge their duties.

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. The chairman of the audit committee is an independent director. The constitution of the audit committee is in line with the requirement of Section 177 of the Companies Act, 2013 and Regulation 18 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Mr. Shyamal S. Joshi is the Chairman of the committee. He possesses adequate financial accounting knowledge. Ms. Foram B. Mehta and Mr. Kiran B. Vadodaria are the other two members of the audit committee.

3.2 Brief Description of terms of reference of the Audit Committee:

The terms of reference and role of the audit committee as decided by the Board of Directors are in accordance with provisions of Section 177 of the Companies Act, 2013 and SEBI Regulations as under:

a. Oversight of the company's financial reporting process and the disclosure of its financial information to ensure that the financial statements are correct, sufficient and credible;

b. Recommendation for appointment, remuneration and terms of appointment of auditors of the company;

c. Approval of payment to statutory auditors for any other services rendered by the statutory auditors;

d. Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:

   i. Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section 3 of section 134 of the Companies Act, 2013

   ii. Changes, if any, in accounting policies and practices and reasons for the same

   iii. Major accounting entries involving estimates based on the exercise of judgment by management

   iv. Significant adjustments made in the financial statements arising out of audit findings

   v. Compliance with listing and other legal requirements relating to financial statements

   vi. Disclosure of any related party transactions

   vii. Qualifications in the draft audit report

e. Reviewing, with the management, the quarterly financial statements before submission to the board for approval;

f. Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;

g. Review and monitor the auditor's independence and performance, and effectiveness of audit process;

h. Approval or any subsequent modification of transactions of the company with related parties;

i. Scrutiny of inter-corporate loans and investments;

j. Valuation of undertakings or assets of the company, wherever it is necessary;

k. Evaluation of internal financial controls and risk management systems;

l. Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;

m. 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;

n. Discussion with internal auditors of any significant findings and follow up there on;

o. 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;

p. 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;

q. 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;

r. To review the functioning of the Whistle Blower Mechanism(Vigil Mechanism);

s. Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate;

t. To review compliance with the provisions of the SEBI (Prohibiton of Insider Trading) Regulations, 2015 atleast once in a financial year and verify the Internal Controls are adequate and operative effective.

u. To review mechanism, code of conduct and policy framework under SEBI (Prohibition of Insider Trading) Regulations, 2015 and recommend changes. .

v. Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.

w. A statement of all transactions with related parties, including their basis shall be placed before the Audit Committee for formal approval / ratification with explanations where there are interested transactions.

x. Details of material individual transactions with related parties which are not in the normal course of business shall be placed before the audit committee.

y. The audit committee shall mandatorily review the following information:

i. Management discussion and analysis of financial condition and results of operations;

ii. Statement of significant related party transactions (as defined by the audit committee), submitted by management;

iii. management letters / letters of internal control weaknesses issued by the statutory auditors;

iv. internal audit reports relating to internal control weaknesses; and

v. the appointment, removal and terms of remuneration of the chief internal auditor shall be subject to review by the audit committee.

vi. statement of deviations:

- Quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1).
- Annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice in terms of Regulation 32(7).

3.3 Meetings of the Audit Committee and Attendance:

Four Audit Committee meetings were held during the year on 30 May 2018; 14 August 2018; 14 November 2018 and 12 February 2019. The time gap between two Audit Committee meetings was not more than 120 days.

The details of the attendance of the Members at the Meetings of Audit Committee are as under:

Name of Committee Members	Category	Designation	No. of Meetings during the year	
			Held	Attended
Shyamal S. Joshi	Non Executive - Independent Director	Chairman	4	3
Kiran B. Vadodaria	Non Executive Director	Member	4	3
Foram B. Mehta	Non Executive - Independent Director	Member	4	4

The Statutory Auditors and Internal Auditors of the Company are invited in the meeting of the Committee wherever required. The Chief Financial Officer of the Company is a regular invitee at the Meeting.

The Company Secretary & Compliance Officer acts as the Secretary to the Committee.

Recommendations of Audit Committee have been accepted by the Board of wherever/whenever given.

Mr. Shyamal S. Joshi and Mr. Kiran B. Vadodaria were not in India on 14 August 2018 and therefore in terms of the Articles of Association of the Company; Mr. Ashok R. Bhandari and Mr. Dilip D. Patel acted as the Alternate Member respectively in their absence. Mr. Ashok R. Bhandari acted as the Chairman of the meeting.

As prescribed under the Companies Act, 2013 and SEBI Regulations, the Chairman of the Audit Committee was present at the 28th Annual General Meeting of the Company held on 29 September 2018.

4. NOMINATION AND REMUNERATION COMMITTEE:

4.1 Composition of the Committee:

The Nomination and Remuneration Committee of the Company comprises of three members and all are Non-Executive Directors. Mr. Shyamal S. Joshi is the Chairman

and Ms. Foram B. Mehta and Mr. Dilip D. Patel are the other two members of the committee. The committee has been constituted in accordance with the provisions of Section 178(1) of the Companies Act, 2013 and Regulation 19 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

4.2 Brief description of terms of reference of the Committee:

The broad terms of reference of the Nomination and Remuneration Committee, as approved by the Board,are in accordance with provisions of Section 178 of the Companies Act, 2013 and Regulation 19 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 which are as follows:

a. To recommend the Board in determining the appropriate size, diversity and composition of the Board;

b. Identify persons who are qualified to become Directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal, and shall carry out evaluation of every director's performance.

c. Formulate the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration of the directors, key managerial personnel and other employees;

d. Formulate criteria for performance evaluation of Independent Directors and the Board;

e. Devising a policy on Board diversity;

4.3 Details of Meetings of the Nomination and Remuneration Committee and Attendance:

One meeting of nomination and remuneration committee was held on 30 May 2018. The requisite quorum was present at the meeting. The Chairman of the Nomination & Remuneration Committee was present at the last Annual General Meeting of the Company.

The table below provides the attendance of the Nomination & Remuneration Committee members :

Name of Committee Members	Category	Designation	No. of Meetings during the year	
			Held	Attended
Shyamal S. Joshi	Non Executive - Independent Director	Chairman	1	1
Dilip D. Patel	Non Executive - Director	Member	1	1
Foram B. Mehta	Non Executive - Independent Director	Member	1	1

4.4 Performance evaluation criteria for independent directors:

The Independent Directors are being evaluated by the members of the Board of Directors other than Independent Directors on the basis of pre defined evaluation criteria as under:

a) Attendance and contribution at the Board and Committee meetings

b) Educational qualification, experience of relevant field, expertise of subjects,

c) Leadership qualities, skills, behavior, understanding of business, knowledge of subjects and processes,

d) Ability to participate at debates, discussions and quality of suggestions, guidance, advise

e) Traits like integrity, honesty, secrecy maintenance, etc.

5. REMUNERATION OF DIRECTORS

5.1. Criteria for making payment to non executive directors:

Various criteria of making payments to non-executive directors are displayed on the website of the Company at www.nilainfra.com under investor segment.

5.2 Details of Remuneration paid to Directors during the year:

Disclosures with respect to remuneration and sitting fees paid to the Directors during the year is provided under extract of Annual Report in Form MGT 9 duly annexed with the Board Report.

5.3 Pecuniary Relationship or transactions with Non-Executive Directors:

There is no pecuniary relationship or transactions with non-executive directors, except with Mr. Kiran B. Vadodaria, with the Company other than payment of sitting fees by the Company for attending meetings. Mr. Kiran B. Vadodaria has been paid remuneration in the form of commission.

5.4 Remuneration Policy:

5.4.1 The Salient Feautures of the Nomination and Remuneration Policy of the Company constituted in terms of the provisions of the Companies Act, 2013 and as per the requirements of the SEBI (Listing Obligation and Disclosures Requirements) Regulation, 2015 as amended from time to time is as under:

The Full Nomination & Remuneration Policy is available at the website of the Company i.e. www.nilainfra.com. The Nomination and Remuneration Policy of the Company Policy is divided in three parts:

Part – A covers the matters to be dealt with and recommended by the Committee to the Board;

Part – B covers the appointment and nomination and

Part – C covers remuneration and perquisites etc.

PART – A: Matters to be dealt with, perused and recommended to the Board by the Nomination and Remuneration Committee

The Committee shall:

(a) Formulate the criteria for determining qualifications, positive attributes and independence of a director.

(b) Identify persons who are qualified to become Director and persons who may be appointed in Key Managerial Personnel and Senior Management positions in accordance with the criteria laid down in this policy.

(c) Recommend to the Board, appointment and removal of Director, KMP and Senior Management.

PART – B: Policy for appointment and removal of Director, KMP and Senior Management

(a) Appointment criteria and Qualifications:

1. The Committee shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as Director, KMP Committees or at Senior Management level and recommend to the Board his / her appointment.

2. A person should possess adequate qualification, expertise and experience for the position he/she is considered for appointment. The Committee has discretion to decide whether qualification, expertise and experience possessed by a person are sufficient / satisfactory for the concerned position.

3. The Company shall not appoint or continue the employment of any person as Managing Director or Whole-time Director or Manager who has attained the age of seventy years.

   Provided that where any person has attend the age of seventy years and where his appointment or reappointment is approved by passing a special resolution in the General Meeting based on the explanatory statement annexed to the notice for such motion indicating the justification for extension of appointment beyond seventy years. In any other case the same shall be approved by Central Government.

(b) Term or Tenure:

1. Managing Director/Whole-time Director:

   The Company shall appoint or re-appoint any person as its Managing Director or Whole-time Director or Manager for a term not exceeding five years at a time. No re-appointment shall be made earlier than one year before the expiry of term.

2. Independent Director:

   i. An Independent Director shall hold office for a term up to five consecutive years on the Board of the Company and will be eligible for reappointment on passing of a Special Resolution by the Company and disclosure of such appointment in the Board's report.

   ii. No Independent Director shall hold office for more than two consecutive terms, but such Independent Director shall be eligible for appointment after expiry of three years from cessation of Independent Director. Provided that an Independent Director shall not, during the said period of three years, be appointed in or be associated with the Company in any other capacity, either directly or indirectly. However, if a person who has already served as an Independent Director for 5 years or more in the Company as on 1st October, 2014 or such other date as may be determined by the Committee as per regulatory requirement, he/she shall be eligible for appointment for one more term of 5 years only.

   iii. At the time of appointment of Independent Director it should be ensured that number of Boards on which such Independent Director serves is restricted to seven listed companies as an Independent Director and in case he is serving as a Whole-time Director of a listed company then he shall serve as Independent Director in three listed companies.

(c) Evaluation:

The Committee shall carry out evaluation of performance of every Director, KMP and Senior Management Personnel at regular interval (yearly).

(d) Removal:

Due to reasons for any disqualification mentioned in the Companies Act, 2013, rules made there under or under any other applicable Act, rules and regulations, the Committee may recommend, to the Board with reasons recorded in writing, removal of a Director, KMP or Senior Management Personnel subject to the provisions and compliance of the said Act, rules and regulations.

(e) Retirement:

The Director, KMP and Senior Management Personnel shall retire as per the applicable provisions of the Companies Act, 2013 and the prevailing policy of the Company. The Board will have the discretion to retain the Director, KMP, Senior Management Personnel in the same position / remuneration or otherwise even after attaining the retirement age, for the benefit of the Company.

PART – C:Policy relating to the remuneration for the Whole-Time Director, KMP and Senior Management

(a) General:

i. The committee will determine and recommend to Board the remuneration / compensation / commission etc. to the Managing Director, Whole-time Director, KMP and Senior Management Personnel for approval. The remuneration/compensation/ commission etc. shall be subject to the prior/post approval of the shareholders of the Company and Central Government, wherever required.

ii. The remuneration and commission to be paid to the Managing Director or Whole-time Director shall be in accordance with

the limits or conditions laid down in the Articles of Association of the Company and as per the provisions of the Companies Act, 2013, and the rules made there under as amended from time to time.

iii. Increments to the existing remuneration/ compensation structure may be recommended by the Committee to the Board which should be within the limits approved by the Shareholders in the case of Managing Director or Whole-time Director. Increments will be effective from the date mentioned in the respective resolutions in case of a Managing Director and Whole-time Director and 1st April in respect of other employees of the Company or such other date as may be determined from time to time.

iv. Where any insurance is taken by the Company on behalf of its Managing Director, Whole-time Director, Chief Executive Officer, Chief Financial Officer, the Company Secretary and any other employees for indemnifying them against any liability, the premium paid on such insurance shall not be treated as part of the remuneration payable to any such personnel. Provided that if such person is proved to be guilty, the premium paid on such insurance shall be treated as part of the remuneration.

(b) Remuneration to Whole-time Director, Managing Director/ Manager, KMP and Senior Management:

i. Fixed pay:

The Managing Director/Manager, Whole-time Director, KMP and Senior Management Personnel shall be eligible for a monthly remuneration as may be approved by the Board on the recommendation of the Committee. The breakup of the pay scale and quantum of perquisites including, employer's contribution to provident fund, superannuation or annuity fund, gratuity, pension scheme, medical expenses, club fees etc. shall be decided and approved by the Board on the recommendation of the Committee and approved by the shareholders and Central Government, wherever required.

ii. Minimum Remuneration:

If, in any financial year, the Company has no profits or its profits are inadequate, the Company shall pay remuneration to its Managing Director and Whole-time Director in accordance with the provisions of Section II of Part II of Schedule V of the Companies Act, 2013 and if it is not able to comply with such provisions, with the previous approval of the Central Government.

iii. Provisions for excess remuneration:

If any Managing Director and Whole-time Director draws or receives, directly or indirectly by way of remuneration any such sums in excess of the limits prescribed under the Companies Act, 2013 or without the prior sanction of the Central Government, where required, he / she shall refund such sums to the Company and until such sum is refunded, hold it in trust for the Company. The Company shall not waive recovery of such sum refundable to it unless permitted by the Central Government.

iv. Stock Options:

In case, Managing Director, Whole-time Director, Company Secretary and Chief Financial Officer, are not being Promoter Director or Independent Director, they shall be entitled to any stock option of the Company as qualified by the normal employees of the Company. Provided the same shall be subject to the Companies Act, 2013 and rules made there under read with Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 and any amendment or modification thereof.

Senior Management Personnel shall be eligible for stock options as normal employees of the Company.

(c) Remuneration to Non- Executive / Independent Director:

i. Remuneration / Commission:

The remuneration / commission shall be fixed as per the limits and conditions mentioned in the Articles of Association of the Company and the Companies Act, 2013 and the rules made there under.

ii. Sitting Fees:

The Non- Executive / Independent Director may receive remuneration by way of fees for attending meetings of Board or Committee thereof. The sitting fees shall be decided by the Board of Directors of the Company at its meeting where quorum consists of disinterested directors. In case all the directors are interested, the same shall be decided by the Resolution passed by the Members of the Company.

Provided that the amount of such fees shall not exceed Rupees One lakh per meeting of the Board or Committee or such amount as may be prescribed by the Central

Government from time to time.

iii. Commission:

Commission may be paid within the monetary limit approved by shareholders, subject to the limit not exceeding 1% of the profits of the Company computed as per the applicable provisions of the Companies Act, 2013.

iv. Stock Options:

An Independent Director shall not be entitled to any stock option of the Company.

5.4.2 In terms of the recent amendments in the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, the Board of Directors of the Company at its meeting held on 12 February 2019, had adopted a revised Nomination & Remuneration Policy w.e.f. 01 April 2019. Changes incorporated in the revised policy are mainly related to Composition of the Committee, Chairperson of the Committee, Frequency of the Meetings, Performance Evaluation of every Director, KMP, Committees and Senior Management Personnel and Recommendation to the Board all remuneration, in whatever form payable to senior management. The full Nomination & Remuneration Policy is available at the website of the Company www.nilainfra.com

6. STAKEHOLDERS' RELATIONSHIP COMMITTEE

In terms of the provisions of Section 178 of the Companies Act, 2013 and Regulation 20 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has constituted Stakeholders' Relationship Committee to look into the mechanism of redressal of grievances of shareholders and investors of the Company. The Stakeholders' Relationship Committee has three members comprising of two non executive director and one executive director.

6.1 Name of the non-executive director heading the committee: Mr. Kiran B. Vadodaria

6.2 Name and designation of Compliance Officer: Mr. Dipen Y Parikh, Company Secretary

6.3 Number of shareholders' complaints received so far: 3

6.4 Number not solved to the satisfaction of shareholders: NIL

6.5 Number of pending Complaints: NIL

6.6 Meetings held during the year.

During the year under review, Stakeholder Relationship committee met 4 (Four) times on 30 May 2018, 14 August 2018, 14 november 2018 and 12 February 2019 and were attended by all committee members.

7. DETAILS OF WHISTLE BLOWER POLICY (VIGIL MECHANISM)

The Company is committed to adhere to the highest standards of ethical, moral and legal conduct of business operations. To maintain these standards, the Company encourages its employees who have concerns about suspected misconduct to come forward and express these concerns without fear of punishment or unfair treatment. A Vigil (Whistle Blower) Mechanism provides a channel to the employees and Directors to report to the management concerns about unethical behavior, actual or suspected fraud or violation of the codes of conduct or policy or any misconduct. The mechanism provides for adequate safeguards against victimization of employees and Directors to avail of the mechanism and also provide for direct access to the Chairman of the Audit Committee in exceptional cases. This is to affirm that no personnel have been denied access to the audit committee during the year. The whistle Blower Policy is available at the website of the Company at www.nilainfra.com.

8 MEANS OF COMMUNICATIONS

8.1 **Quarterly Results:** Company submits financial results on quarterly basis to the Stock Exchanges as required under Regulation 33 of SEBI (Listing Obligation and Disclosure Requirements), Regulations, 2015. The copies of quarterly results submitted to the Stock Exchanges are also available on the website of the Company at www.nilainfra.com under investor segment.

8.2 Normally quarterly results of the Company are published in Business Standard (English) and Loksatta Jansatta (Gujarati).

8.3 **Website of the Company:** The Company's website www.nilainfra.com contains a separate dedicated section namely "Investors" where shareholders information is available. The Annual Report of the Company is also available on the website of the Company https://www.nilainfra.com/investors.html in a downloadable form.

8.4 **Whether it also displays official news release and presentation made to institutional investors or to the analyst:** Copies of press release and presentation are submitted to stock exchange prior to presentation and release made to institutional investors or to the analysts.

8.5 **Any presentation(s) made to the institutional investors or to the analysts:** Any presentation made to the institutional or/and analyst are also posted on the Company's website at www.nilainfra.com.

9. GENERAL BODY MEETINGS

9.1 Location and time, where last three Annual General Meetings held:

Financial Year	Venue	Date	Time
2015-16	First Floor, "Sambhaav House", Opp. Chief Justice's Bungalow, Bodakdev, Ahmedabad – 380 015	10 September 2016	10:00 AM
2016-17	First Floor, "Sambhaav House", Opp. Chief Justice's Bungalow, Bodakdev, Ahmedabad – 380 015	29 September 2017	10:00 AM
2017-18	First Floor, "Sambhaav House", Opp. Chief Justice's Bungalow, Bodakdev, Ahmedabad – 380 015	29 September 2018	10:00 AM

9.2 Special Resolution passed at last 3 Annual General Meetings:

Financial Year	Special Resolution passed
2015-16	No special resolution was passed
2016-17	1) To appoint Mr. Ashok R. Bhandari as an Independent Director 2) To reappoint Mr. Manoj B. Vadodaria as Chairman and Managing Director
2017-18	1) Ratification of appointment of Mr. Kiran B. Vadodaria as the Non-Executive Director

9.3 Details of special resolutions passed through postal ballot, the persons who conducted the postal ballot exercise, details of the voting pattern and procedure of postal ballot:

No special resolutions were required to be passed through postal ballot last year .

9.4 Details of special resolution proposed to be conducted through Postal Ballot –: None of the Businesses proposed to be transacted at the ensuing 29th Annual General Meeting requires passing of a special resolution through postal ballot

10. GENERAL SHAREHOLDER INFORMATION

10.1 Day, Date, Time and Venue of the 29th Annual General Meeting:

Day and Date: Friday, 27 September, 2019 Time: 10:00 a.m.

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

10.2 Financial Year: April 01 to March 31

10.3 Financial Calendar: Tentative and subject to change for the financial year 2019-20

Quarter Ending	Release of Results
30 June 2019	Mid of August, 2019
30 September 2019	Mid of November, 2019
31 December 2019	Mid of February, 2020
31 March 2020	Last week of May, 2020

10.4 Date of Book Closure: From 21 September 2019 to 27 September 2019 [both days inclusive]

10.5 Dividend Payment History:

Year	Rate of Dividend (per equity share)	Total Amount of Dividend Paid	Date of AGM in which Dividend was declared	Dividend payment date
2009-10	0.10	₹295.23 Lakh	25 September 2010	04 October 2010
2010-11	0.10	₹295.23 Lakh	10 September 2011	16 September 2011
2011-12	0.10	₹295.23 Lakh	15 September 2012	20 September 2012
2012-13	0.10	₹295.23 Lakh	06 July 2013	13 July 2013
2013-14	0.10	₹295.23 Lakh	20 September 2014	26 September 2014
2014-15	0.10	₹370.23 Lakh	28 August 2015	02 September 2015
2015-16	0.11	₹432.26 Lakh	10 September 2016	15 September 2016
2016-17	0.11	₹433.28 Lakh	29 September 2017	04 October 2017
2017-18	0.11	₹433.28 Lakh	29 September 2018	04 October 2018

10.6 Unpaid and Unclaimed Dividend:

The Company has uploaded the details of shareholders of the Company containing information like name, address, amount due to be transferred to Investor Education & Protection Fund (IEPF) and due date of transfer of amount to IEPF on its website. The said information has also been filed in e-Form No. 5INV/IEPF-2 on the website of Ministry of Corporate Affairs at www.mca.gov.in. It may be noted that no claim lies against the Company once the dividend is deposited in IEPF.

In terms of the provisions of Section 124(5) of the Companies Act, 2013; unpaid and unclaimed amount for the FY 2010-11lying in the Axis Bank account for the last seven years became due to be transferred to the IEPF account of the Government and were duly transferred so. The information of year wise amount of unclaimed dividend due to be transferred is given in Directors Report

10.7 Listing at Stock Exchanges

Name and Address of the Stock Exchanges	Stock Code/ Scrip Symbol	ISIN Number for NSDL / CDSL (Dematerialized shares)
BSE Limited 25th Floor, Phirozee Jeejeebhoy Towers, Dalal Street, Mumbai 400 001	530377	INE937C01029
National Stock Exchange of India Limited Plot No. C/1, G Block, Exchange Plaza, Bandra-Kurla Complex, Bandra (East), Mumbai 400 051	NILAINFRA	

10.8 Confirmation of payment of Listing Fees: The annual listing fees for the year 2019-20, to the stock exchanges where the securities of the Company are listed, has been paid in prescribed time limit.

10.9 Market Price Data:

The monthly high / low and the volume of the Company's shares trades at BSE Limited and the monthly high/low of the said exchange are as under:

Month	Nila Infrastructures Limited			BSE Limited	
	High (₹)	Low (₹)	Volume	High	Low
April 2018	22.05	19.50	1,10,04,354	35,213.30	32,972.56
May 2018	21.60	17.45	60,74,217	35,993.53	34,302.89
June 2018	19.25	12.15	53,65,887	35,877.41	34,784.68
July 2018	14.80	11.50	34,02,807	37,644.59	35,106.57
August 2018	14.38	11.51	14,54,467	38,989.65	37,128.99
September 2018	11.90	7.65	11,23,089	38,934.35	35,985.63
October 2018	8.52	6.63	16,02,874	36,616.64	33,291.58
November 2018	10.45	6.60	76,66,573	36,389.22	34,303.38
December 2018	9.19	7.22	29,43,255	36,554.99	34,426.29
January 2019	9.19	6.70	14,36,883	36,701.03	35,375.51
February 2019	7.61	5.80	13,01,666	37,172.18	35,287.16
March 2019	10.05	6.30	66,69,643	38,748.54	35,926.94

The monthly high / low and the volume of the Company's shares trades at National Stock Exchange of India Limited and the monthly high/low of the said exchange are as under:

Month	Nila Infrastructures Limited			National Stock Exchange of India Limited	
	High (₹)	Low (₹)	Volume	High	Low
April 2018	22.00	19.50	2,28,94,819	10,759.00	10,111.30
May 2018	21.65	17.40	1,70,46,432	10,929.20	10,417.80
June 2018	19.30	12.85	1,17,29,332	10,893.25	10,550.90
July 2018	14.50	10.50	81,64,577	11,366.00	10,604.65
August 2018	14.25	11.50	50,20,601	11,760.20	11,234.95
September 2018	11.85	7.55	58,33,338	11,751.80	10,850.30
October 2018	8.55	6.50	76,46,055	11,035.65	10,004.55
November 2018	10.40	6.60	1,92,57,963	10,922.45	10,341.90
December 2018	9.20	7.45	69,65,715	10,985.15	10,333.85

Month	Nila Infrastructures Limited			National Stock Exchange of India Limited	
	High (₹)	Low (₹)	Volume	High	Low
January 2019	9.20	6.65	78,65,026	10,987.45	10,583.65
February 2019	7.65	5.80	43,61,918	11,118.10	10,585.65
March 2019	10.00	6.30	2,72,33,742	11,630.35	10,817.00

Note: 15 June 2018 was decided as the Record Date for allotment of equity shares of Nila Spaces Ltd. to the Shareholders of the company and so 14 June 2018 was the ex-date, leading to proportionate price reduction due to scheme of demerger.

10.10 In case the securities are suspended from trading; the Directors' Report shall explain the reason thereof: Not Applicable

10.11 Registrar to an issue and Share Transfer Agent:

M/s MCS Share Transfer Agent Lmited
201, Second Floor, Shatdal Complex, Opp. Bata Show Room; Ashram Road, Ahmedabad – 380 009
Email: mcsahmd@gmail.com / mcsstaahmd@gmail.com | Website: www.mcsregistrars.com
Tel No. +91 79 2658 0461 / 62 / 63, Fax No. +91 79 2658 1296

10.12 Share Transfer System:

The powers of transfer and transmission of shares of the company have been delegated to the RTA of the Company M/s MCS Share Transfer Agent Limited, Ahmedabad. The RTA within time limit prescribed under the law approves and registers the transfer lodged by the investors.

10.13 Distribution of share holding as on 31 March 2019:

Shareholding of nominal value of	Number of Holder		Number of Shares	
	Nos	% of Total	Nos	% of Total
1 - 500	15,952	48.44	3793239	0.96
501 - 1000	7,491	22.75	6913134	1.76
1001 - 2000	3,664	11.12	6259642	1.59
2001 - 3000	1,593	4.84	4320894	1.10
3001 - 4000	745	2.26	2785742	0.71
4001 - 5000	1,037	3.15	5092992	1.29
5001 - 10000	1,266	3.84	10056890	2.55
10001 - 50000	929	2.82	19954262	5.06
50001 - 100000	129	0.39	9735047	2.48
100001 and Above	127	0.39	324977358	82.50
Total	32,933	100.00	393889200	100.00

10.14 Shareholding Pattern as on 31 March 2019:

Category	No. of shares held	% of total share capital
Promoters' Holding	**243825187**	**61.90**
Public holding		
Institutions and Bodies Corporate	48879481	12.42
Individuals	82351346	20.91
HUF	6516476	1.65
Non Resident Indians	8090610	2.05
IEPF	4226100	1.07
Total	**393889200**	**100.00**

10.15 Lock In Shares

Following shares held by the promoters of the company are under lock in as on 31 March 2019

Sr.	Name	Category	No. of shares locked in	Percentage of total shares held by them
1	Mr. Manoj B. Vadodaria	Promoter	90,00,000	16.93
2	Mr. Kiran B. Vadodaria	Promoter	67,50,000	17.48
3	Mr. Deep S. Vadodaria	Promoter Group	67,50,000	21.26

10.16 Compliance With Corporate Governance Requirements Specified In Regulation 17 To 27 And Clauses (b) To (i) Of Sub-Regulation (2) Of Regulation 46 Of Listing Regulations

Particulars	Regulation Number	Compliance status (Yes/No/NA)
Board composition	17(1)	Yes
Meeting of Board of directors	17(2)	Yes
Review of Compliance Reports	17(3)	Yes
Plans for orderly succession for appointments	17(4)	Yes
Code of Conduct	17(5)	Yes
Fees/compensation	17(6)	Yes
Minimum Information	17(7)	Yes
Compliance Certificate	17(8)	Yes
Risk Assessment & Management	17(9)	Yes
Performance Evaluation of Independent Directors	17(10)	Yes
Composition of Audit Committee	18(1)	Yes
Meeting of Audit Committee	18(2)	Yes
Composition of nomination & remuneration committee	19(1) & (2)	Yes
Composition of Stakeholder Relationship Committee	20(1) & (2)	Yes
Composition and role of risk management committee	21(1),(2),(3),(4)	NA
Vigil Mechanism	22	Yes
Policy for related party Transaction	23(1),(5),(6),(7) & (8)	Yes
Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes
Approval for material related party transactions	23(4)	Yes
Composition of Board of Directors of unlisted material Subsidiary	24(1)	Yes
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes
Maximum Directorship & Tenure	25(1) & (2)	Yes
Meeting of independent directors	25(3) & (4)	Yes
Familiarization of independent directors	25(7)	Yes
Memberships in Committees	26(1)	Yes
Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes
Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes
Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes

Particulars	Regulation Number	Compliance status (Yes/No/NA)
Details of business	46 (2) (a)	Yes
Terms and conditions of appointment of independent directors	46 (2) (b)	Yes
Composition of various committees of board of directors	46 (2) (c)	Yes
Code of conduct of board of directors and senior management personnel	46 (2) (d)	Yes
Details of establishment of vigil mechanism/ Whistle Blower policy	46 (2) (e)	Yes
Criteria of making payments to non-executive directors	46 (2) (f)	Yes
Policy on dealing with related party transactions	46 (2) (g)	Yes
Policy for determining 'material' subsidiaries	46 (2) (h)	Yes
Details of familiarization programmes imparted to independent directors	46 (2) (i)	Yes
email address for grievance redressal and other relevant details	46 (2) (j)	Yes
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	46 (2) (k)	Yes
Financial results	46 (2) (l)	Yes
Shareholding pattern	46 (2) (m)	Yes
Details of agreements entered into with the media companies and/or their associates	46 (2) (n)	NA
Schedule of analyst or institutional investor meet and presentations made by the listed entity to analyst or institutional investors simultaneously with submission to stock exchange	46 (2) (o)	Yes
New name and the old name of the listed entity	46 (2) (p)	Yes

10.17 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 Share Transfer Agent Limited, Ahmedabad, whereby the investors have the option to dematerialize their shares with either of the depositories. As on March 31, 2019, 98.21% of the paid up share capital has been dematerialized. (ISIN: INE937C1029)

10.18 Outstanding GDR/ADR/Warrants or any convertible instrument, conversion date and likely impact on equity:

At the end of the year there is no such instrument pending for conversion.

10.19 Share Capital Evolution:

Date of Issue/ Allotment	No. of shares Alloted	Issue Price per share (₹)	Distinctive Numbers	Type of Issue	Cumulative capital (No of shares)
26 February 1990	20	10	1 to 20	Subscribers to memorandum	20
30 March 1991	9500	10	21 to 9520	Further Allotment	9520
31March 1992	3500	10	9521 to 13020	Further Allotment	13020
31March 1993	18500	10	13021 to 31520	Further Allotment	31520
23 March 1994	4400	10	31521 to 35920	Further Allotment	35920
10 January 1995	1010000	15	35921 to 1045920	Further Allotment	1045920
31 March 1995	2990000	15	1045921 to 4035920	Further Allotment- Public Issue	4035920
31 March 1995	1920000	15	4035921 to 5955920	Further Allotment- Public Issue	5955920
28 April 1995	6366700	15	5955921 to 12322620	Further Allotment- Public Issue	12322620*

Date of Issue/ Allotment	No. of shares Alloted	Issue Price per share (₹)	Distinctive Numbers	Type of Issue	Cumulative capital (No of shares)
27 July 2010	172000000	1.20	123226201 to 295226200	Further Allotment Pursuant to scheme of amalgamation	295226200
03 January 2015	75000000	1.00	295226201 to 370226200	Further Allotment on Private Placement Basis	370226200
30 June 2016	22500000	1.00	370226200 to 392726200	Further Allotment upon conversion of Warrants	392726200
23 July 2016	242500	1.00	392726201 to 392968700	Allotment upon exercise of stock options by employees	392968700
16 January 2017	424000	1.00	392968701 to 393392700	Allotment upon exercise of stock options by employees	393392700
15 September 2017	496500	1.00	393392701to 393889200	Allotment upon exercise of stock options by employees	393889200

* Note: The above 1,23,22,620 Equity Shares of ₹ 10/- each have been sub divided into 12,32,26,200 Equity Shares of ₹ 1/- each pursuant to ordinary resolution passed at the Annual General Meeting held on 30 August 2005.

10.20 Commodity price risk or foreign exchange risk and hedging activities:

There is no exposure of the Company involving any commodity price risk or foreign exchange risk and therefore there is no hedging activities undertaken.

10.21 Plant locations:

The Company is in the business of construction activities and therefore do not have any plant or production units. However the information regarding various infrastructure projects of the Company is available on the Company's website at www.nilainfra.com.

10.22 Credit Ratings:

a. Brickwork Ratings India Private Limited has reaffirmed credit rating of bank loan facilities amounting to ₹ 136.22 Crore. The credit rating of Fund based long term facility amounting to ₹ 51.80 Crore has been reaffirmed BWR BBB+ (Pronounced as BWR Triple B Plus) Outlook: Stable and the Non-fund based short term facility amounting to ₹ 84.42 Crore has been reaffirmed A2 (Pronounced as A Two).

b. CARE Ratings Ltd ("CARE") has reaffirmed the bank loan rating for bank facilities of the Company as CARE BBB+/CARE A2 (Triple B Plus/A Two; Outlook: Stable) (Rating Reaffirmed, Removed from credit watch) for Long/Short Term Bank Facilities aggregating to ₹ 168.30 Crore.

10.23 Address for Correspondence: All shareholder's related enquires; clarifications and correspondence should be addressed at the following address:

The Compliance Officer

Nila Infrastructures Limited, 1st Floor, "Sambhaav House", Opp: Chief Justice's Bungalow, Bodakdev, Ahmedabad-380015
Email: secretarial@nilainfra.com, Fax: +91 79 2687 3922; Phone: +91 79 4003 6817/18

11. OTHER DISCLOSURES

11.1 Materially Significant Related Party Transaction:

The transaction(s) entered into between the Company and its related parties are disclosed in the Notes forming part of accounts and are in compliance with the Accounting Standards relating to "Related Party Disclosures". There is no materially significant Related Party Transaction wherein Directors and Key Managerial Personnel are interested and that may have potential conflict with the interest of the Company. All material transactions with subsidiaries, associates and joint ventures are in compliance with applicable law.

11.2 Statutory Compliances, Penalties and Strictures:

No strictures or penalties have been imposed on the Company by the Stock Exchanges or by the Securities and Exchange Board of India (SEBI) or by any statutory authority on any matters related to capital markets during the last three years.

11.3 Details of non compliance with mandatory requirements and adoption of the non-mandatory requirements:

There is no non compliance of any mandatory requirements and adoption of the non-mandatory requirements by the Company.

11.4 Web link where policy for determining 'Material Subsidiaries' is disclosed:

The Company does not have any material subsidiary within the meaning of SEBI laws. The Company's policy on determining material subsidiary is placed on the Company's website at www.nilainfra.com under investor segment.

11.5 Web link where policy on dealing with related party transactions:

The Company's policy on dealing with related party transactions is placed on the Company's website at www.nilainfra.com under investor segment.

11.6 Certificate from a Company Secretary in practice that none of the directors on the board of the company have been debarred or disqualified:

A Certificate from a Company Secretary in practice has been received that none of the directors on the board of the company have been debarred or disqualified from being appointed or continuing as directors of companies by the Board/ Ministry of Corporate Affairs or any such statutory authority. The certificate is reproduced herein after this report.

11.7 Total Fees for all services paid by the listed entity and its subsidiaries etc. whose accounts have been consolidated; on a consolidated basis to the statutory auditors for the financial year 2018-19:

SN	Particulars	Consolidated Amount (₹)
1	Audit and Other Fees	12,58,000

12. DISCLOSURES IN RELATION TO THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013:

a. No. of complaints filed during the financial year: Nil

b. No. of complaints disposed of during the financial year: Nil

c. No. of complaints pending as at end of the financial year: Nil

13. DETAILS OF NON COMPLIANCE OF ANY REQUIREMENT OF CORPORATE GOVERNANCE REPORT ABOVE, WITH REASONS THEREOF SHALL BE DISCLOSED: NOT APPLICABLE

14. DISCLOSE OF THE EXTENT TO WHICH THE DISCRETIONARY REQUIREMENTS AS SPECIFIED IN PART E OF SCHEDULE II OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 HAVE BEEN ADOPTED: NOT APPLICABLE

15. 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.

16. WHERE THE BOARD HAD NOT ACCEPTED ANY RECOMMENDATION OF ANY COMMITTEE OF THE BOARD WHICH IS MANDATORILY REQUIRED, IN THE RELEVANT FINANCIAL YEAR: NOT APPLICABLE

17. 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.

Certificate of Non-Disqualification of Directors

(Pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

To,

The Members of

Nila Infrastructures Limited

1st Floor, Sambhaav House,

Opp. Chief Justice's Bungalow,

Bodakdev, Ahmedabad -380015

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of Nila Infrastructures Limited having CIN: L45201GJ1990PLC013417 and having registered office at 1st Floor, Sambhaav House, Opp.Chief Justice's Bungalow, Bodakdev, Ahmedabad -380015. (hereinafter referred to as 'the Company'), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to us by the Company & its officers, We hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31st March, 2019 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority.

Sr. No.	Name of Director	DIN	Date of appointment in Company
1	Manojbhai Bhupatbhai Vadodaria	00092053	26/02/1990
2	Kiranbhai Bhupatbhai Vadodaria	00092067	30/07/2009
3	Dilip Dahyabhai Patel	01523277	30/07/2009
4	Shyamal Shivkumar Joshi	00005766	14/08/2010
5	Harcharansingh Pratapsingh Jamdar	00062081	29/05/2014
6	Foram Bhanukumar Mehta	07140346	28/03/2015
7	Ashokkumar Ramdayalchand Bhandari	01802390	08/02/2017

Ensuring the eligibility of for the appointment/continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Umesh Ved
Umesh Ved & Associates
Company Secretaries
FCS No.: 4411
C.P. No.: 2924

Place: Ahmedabad
Date: 20 May 2019

Corporate Governance Compliance Certificate

To

The Members,

Nila Infrastructures Limited,

In accordance with Chapter IV of Securities Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015, we have examined all relevant records of the Nila Infrastructures Limited relating to its compliance of condition of Corporate Governance as stipulated in said Listing Regulations for the financial year ended March 31, 2019. It is responsibility of the Company to prepare and maintain the relevant necessary record under the SEBI guidelines, Listing Agreement and other application 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 by the Company for the purpose of this certificate and to the best of our information, the Company has complied with all the mandatory requirement of the Chapter IV of Securities Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015.

Umesh Ved
Umesh Ved & Associates
Company Secretaries
FCS No.: 4411
C.P. No.: 2924

Place: Ahmedabad
Date: 20 May 2019

CEO and CFO Certification

To,
The Board of Directors
Nila Infrastructures Limited

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

(a) We have reviewed financial statements and the cash flow statement for the year ended on 31 March 2019and that 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 listed entity's affairs and are in compliance with existing accounting standards, applicable laws and regulations.

(b) To the best of our knowledge and belief, no transactions entered into by the Company during the Financial Year ended on 31 March 2019 which are fraudulent, illegal or violative of the Company's code of conduct.

(c) We accept 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 and we have disclosed to the auditors and the audit committee, deficiencies in the design or operation of such internal controls, if any, of which they are aware and the steps they have taken or propose to take to rectify these deficiencies.

(d) We have indicated to the Auditors and to the Audit committee:

(i) significant changes in internal control over financial reporting during the year;

(ii) significant changes in accounting policies during the year and that the same have 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 an employee having a significant role in the Company's internal control system over financial reporting.

Manoj B. Vadodaria
Chairman & Managing Director
DIN: 00092053

Prashant H. Sarkhedi
Chief Financial Officer

Date: 20 May 2019
Place: Ahmedabad

Independent Auditors' Report

To the Members of Nila Infrastructures Limited

Report on the Audit of the Standalone Financial Statements

Opinion

We have audited the standalone financial statements of Nila Infrastructures Limited ("the Company"), which comprise the standalone balance sheet as at 31 March 2019, and the standalone statement of profit and loss (including other comprehensive income), standalone statement of changes in equity and standalone statement of cash flows for the year then ended, and notes to the standalone financial statements, including a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the standalone financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ("Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31 March 2019, and profit and other comprehensive income, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those SAs are further described in the Auditor's Responsibilities for the Audit of the Standalone Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the standalone financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Recognition of contract revenue, margins and related receivables:

The key audit matter	How the matter was addressed in our audit
The Company enters into construction and development of infrastructure projects, which are complex in nature and span over a number of reporting periods. The accounting standard requires an entity to select measurement method for the relevant performance obligation that depicts the entity's performance in transferring goods or services or if a contract is onerous, present obligations are recognized and measured as provisions. The Company is recognizing contract revenue and margin for these contracts based on input method, in accordance with the requirement of the standard which relies on management's estimates of the final outcome of each contract, and involves the exercise of significant management judgment, particularly in forecasting the cost to complete a contract, in valuing contract variations, claims and liquidated damages. We identified contract accounting as a key audit matter because the estimation, of the total revenue and total cost to complete the contract, prepared based on the prevailing circumstances, is inherently subjective, complex and require significant management judgment and forecast of contract revenue and/or contract cost may get subsequently changed due to change in prevailing circumstances, assumptions, contract variations or any other factor, and could result in material variance in the revenue and profit or loss from contract for the reporting period. Refer note 3 (h) to the standalone financial statements on accounting policy for revenue recognition.	Our procedures included the following: • We selected a sample of contracts to test, using a risk based criteria which included individual contracts with: - significant revenue recognised during the year; - significant unbilled work in progress (WIP) balances held at the year-end; or - low profit margins. • Obtained an understanding of management's process for reviewing long term contracts, the risk associated with the contract and any key judgments. • Evaluating the design and implementation of key internal controls over the contract revenue and cost estimation process through the combination of procedures involving inquiry and observations, re-performance and inspection of evidence in respect of operations of these controls. • Verified underlying documents such as original contract, and its amendments, if any, key contract terms and milestones, etc. for verifying the estimation of contract revenue and costs and /or any change in such estimation. • Evaluating the outturn of previous estimates and agreeing the actual cost after the year end to the forecasted costs for the period. • Evaluating the status of each of the material trade receivables past due as at year end, the Company's on-

The key audit matter	How the matter was addressed in our audit
	going business relationship with customer and past payment history of the customers through discussion with management. • Evaluating the adequacy of the standalone financial statement disclosures, including disclosures of key assumptions and judgements.

Information Other than the Standalone Financial Statements and Auditors' Report Thereon

The Company's management and Board of Directors are responsible for the other information. The other information comprises the information included in the Company's annual report, but does not include the financial statements and our auditors' report thereon.

Our opinion on the standalone financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Management's Responsibility for the Standalone Financial Statements

The Company's management and Board of Directors are responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these standalone financial statements that give a true and fair view of the state of affairs, profit and other comprehensive income, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone financial statements, management and Board of Directors are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Board of Directors is also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Standalone Financial Statements

Our objectives are to obtain reasonable assurance about whether the standalone financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditors' report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditors' Report) Order, 2016 ("the Order") issued by the Central Government in terms of section 143 (11) of the Act, we give in the "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

   (A) As required by Section 143(3) of the Act, we report that:

   a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.

   b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.

   c) The standalone balance sheet, the standalone statement of profit and loss (including other comprehensive income), the standalone statement of changes in equity and the standalone statement of cash flows dealt with by this Report are in agreement with the books of account.

   d) In our opinion, the aforesaid standalone financial statements comply with the Ind AS specified under section 133 of the Act.

   e) On the basis of the written representations received from the directors as on 31 March 2019 taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2019 from being appointed as a director in terms of Section 164(2) of the Act.

   f) With respect to the adequacy of the internal financial controls with reference to standalone financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".

   (B) With respect to the other matters to be included in the Auditors' Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

   i. The Company has disclosed the impact of pending litigations as at 31 March 2019 on its financial position in its standalone financial statements - Refer Note 35 to the standalone financial statements;

   ii. The company did not have any long-term contracts, including derivative contracts, for which there were any material foreseeable losses;

   iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company;

(iv) The disclosures in the standalone financial statements regarding holdings as well as dealings in specified bank notes during the period from 8 November 2016 to 30 December 2016 have not been made in these financial statements since they do not pertain to the financial year ended 31 March 2019.

(C) With respect to the matter to be included in the Auditors' Report under section 197(16):

In our opinion and according to the information and explanations given to us, the remuneration paid by the company to its directors during the current year is in accordance with the provisions of Section 197 of the Act. The remuneration paid to any director is not in excess of the limit laid down under Section 197 of the Act. The Ministry of Corporate Affairs has not prescribed other details under Section 197(16) which are required to be commented upon by us.

For, B S R & Associates LLP
Chartered Accountants
Firm's Registration No: 116231W/W-100024

Jeyur Shah
Partner
Membership No:045754

Place: Ahmedabad
Date: 20 May 2019

Annexure A

To the Independent Auditor's Report – 31 March 2019

(Referred to in our report of even date)

With reference to the "Annexure A" referred to in the Independent Auditor's Report to the members of the Company on the standalone financial statements for the year ended 31 March 2019, we report the following:

(i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.

(b) The Company has a regular programme of physical verification of its fixed assets by which all fixed assets are verified annually. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets. In accordance with this programme, fixed assets were physically verified by the management during the year. According to the information and explanations given to us, no material discrepancies were noticed on such verification.

(c) According to the information and explanations given to us and the records examined by us including registered titled deeds, we report that, the title deeds, comprising of all of immovable properties of land and buildings which are freehold, are held in the name of the Company as at Balance sheet date.

(ii) Inventories have been physically verified by the management during the year. In our opinion, the frequency of such verification is reasonable. The discrepancies noticed on verification between the physical stocks and the book records were not material and have been properly dealt with in the books of account.

(iii) The company has granted unsecured loans to companies and limited liability partnership firms covered in the register maintained under Section 189 of the Companies Act, 2013 ('the Act'). The Company has not granted any loans, secured or unsecured, to firms or parties covered in the register required to be maintained under Section 189 of the Act.

(a) According to the information and explanations given to us and based on the audit procedures conducted by us, we are of the opinion that rate of interest and other terms and conditions of aforesaid loans granted by the company are not, prima facie, prejudicial to the interest of Company.

(b) According to the information and explanations given to us and based on the audit procedures conducted by us, the aforesaid loans granted by the Company and interest payable thereon are repayable as stipulated. The borrowers have been regular in payment of principal and interest as stipulated.

(c) There are no overdue amounts of more than 90 days in respect of aforesaid loans granted by the Company.

(iv) In our opinion and according to the information and explanations given to us, and based on the audit procedures conducted by us, the Company has complied with the provisions of Section 185 and Section 186 of the Act, with respect to loans granted and investments made by the Company. The Company has not provided any guarantee or security during the year to the parties covered under section 185 and 186 of the Act. Accordingly, compliance under section 185 and 186 of the Act in respect of providing guarantees or securities is not applicable to the company

(v) In our opinion, and according to the information and explanations given to us, the Company has not accepted any deposit from public as per the directives issued by the Reserve Bank of India and the provisions of Sections 73 to 76 or any other relevant provisions of the Act and the rules framed thereunder. Accordingly, paragraph 3 (v) of the Order is not applicable to the Company.

(vi) We have broadly reviewed the cost records maintained by the Company pursuant to the rules prescribed by the Central Government for the maintenance of cost records under Section 148(1) of the Act and are of the opinion that prima facie, the prescribed accounts and records have been made and maintained. However, we have not made a detailed examination of the cost records with a view to determine whether they are accurate or complete.

(vii) (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted / accrued in the books of account in respect of undisputed statutory dues including Provident fund, Employees' State Insurance, Income-tax, Sales-tax, Goods and service tax, Duty of excise, Value added tax, Cess and other material statutory dues have been generally regularly deposited during the year by the Company with the appropriate authorities. Pending clarity on note the matter as explained in note 35(b) to the standalone financial statements, the Company is currently unable to determine the extent of arrears of such provident fund due as at 31 March 2019 outstanding for a period of more than six months from the date they become payable.

According to the information and explanations given to us, no undisputed amounts payable in respect of Provident fund, Employees' State Insurance, Income-tax, Sales-tax, Goods and service tax, Duty of excise, Value added tax, Cess and other material statutory dues were in arrears as at 31 March 2019 for a period of more than six months from the date they became payable.

(b) According to the information and explanations given to us, there are no dues oflncome-tax, Sales tax, Goods and Service tax, Duty of excise, Value added tax and Cess as at 31 March 2019, which have not been deposited with the appropriate authorities on account of any dispute, other than those mentioned below:

Name of statute	Nature of dues	Forum where dispute is pending	Period to which the amount related	Amount involved (₹ in lakhs)	Amount unpaid (₹ in lakhs)
Income tax Act, 1961	Income tax dues including interest	Deputy commissioner of income tax (appeals)	Assessment year 2011-12	75.94	75.94

(viii) In our opinion and according to the infonnation and explanations given to us, the Company has not defaulted in repayment of loans and borrowings to banks and financial institutions. The Company did not have any dues to government and debenture holders during the year.

(ix) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not raised any money by way of initial public offer or further pub) ic offer (including debt instruments) during the year. In our opinion and according to the information and explanations given to us, the term loans taken by the Company were applied for the purpose for which they were raised.

(x) During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, we have neither come across any instance of material fraud by the Company or on the Company by its officers or employees, noticed or reported during the year, nor have we been informed of any such case by the management.

(xi) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has paid/provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of Section 197 read with Schedule V to the Act.

(xii) In our opinion and according to the information and explanations given to us, the Company is not a Nidhi company as prescribed under Section 406 of the Act. Accordingly, paragraph 3 (xii) of the Order is not applicable to the Company.

(xiii) According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with Sections 177 and 188 of the Act where applicable. The details of such related party transactions have been disclosed in the standalone financial statements as required by the applicable Indian Accounting Standards.

(xiv) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year. Accordingly, paragraph 3 (xiv) of the Order is not applicable to the Company.

(xv) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into any non-cash transactions with directors or persons connected with them. Accordingly, paragraph 3 (xv) of the Order is not applicable to the Company.

(xvi) In our opinion and according to the information and explanations given to us, the Company is not required to be registered under Section 45-IA of the Reserve Bank oflndia Act, 1934. Accordingly, paragraph 3 (xvi) of the Order is not applicable to the Company.

For, B S R & Associates LLP
Chartered Accountants
Firm's Registration No: 116231W/W-100024

Jeyur Shah
Partner
Membership No:045754

Place: Ahmedabad
Date: 20 May 2019

Annexure B

Independent Auditor's Report – 31 March 2019

(Referred to in our report of even date)

Report on the internal financial controls with reference to the aforesaid standalone financial statements under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013

Opinion

We have audited the internal financial controls with reference to standalone financial statements of Nila Infrastructures Limited ("the Company") as of 3l March 2019 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

In our opinion, the Company has, in all material respects, adequate internal financial controls with reference to standalone financial statements and such internal financial controls were operating effectively as at 31 March 2019, based on the internal financial controls with reference to standalone financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of india (the "Guidance Note").

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control with reference to standalone financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by the Institute of Chartered Accountants of India ("ICAI"). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013 (hereinafter referred to as "the Act").

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls with reference to standalone financial statements based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing, prescribed under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls with reference to standalone financial statements. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to standalone financial statements were established and maintained and whether such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to standalone financial statements and their operating effectiveness. Our audit of internal financial controls with reference to standalone financial statements included obtaining an understanding of such internal financial controls, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the standalone financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls with reference to standalone financial statements.

Meaning of Internal Financial controls with Reference to Standalone Financial Statements

A company's internal financial controls with reference to standalone financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of standalone financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial controls with reference tostandalone financial statements include those policies and procedures that (l) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the standalone financial statements.

Inherent Limitations of Internal Financial controls with Reference to Standalone Financial Statements

Because of the inherent limitations of internal financial controls with reference to standalone financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to standalone financial statements to future periods are subject to the risk that the internal financial controls with reference to standalone financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

For, B S R & Associates LLP
Chartered Accountants
Firm's Registration No: 116231W/W-100024

Jeyur Shah
Partner
Membership No:045754

Place: Ahmedabad
Date: 20 May 2019

Standalone Balance Sheet
as at 31 March 2019

(₹ in lakhs)

Particulars	Note	As at 31 March 2019	As at 31 March 2018
ASSETS			
Non-current assets			
(a) Property, plant and equipment	4	726.29	898.75
(b) Investment properties	5	2,445.26	2,499.96
(c) Intangible assets	6	0.82	-
(d) Financial assets			
(i) Investments	7	1,551.72	1,286.78
(ii) Loans	8	5,971.57	5,151.65
(iii) Other financial assets	9	330.36	727.64
(e) Other non-current assets	10	-	2.60
(f) Other tax assets (net)	11	8.56	10.59
Total non-current assets		**11,034.58**	**10,577.97**
Current assets			
(a) Inventories	12	7,453.77	6,364.95
(b) Financial assets			
(i) Trade receivables	13	3,400.10	3,474.47
(ii) Cash and cash equivalents	14	78.53	132.23
(iii) Bank balances other than (ii) above	14	624.72	524.15
(iv) Loans	8	18.62	1,229.89
(c) Other current assets	10	9,959.90	6,012.65
Total current assets		**21,535.64**	**17,738.34**
Total assets		**32,570.22**	**28,316.31**
EQUITY AND LIABILITIES			
Equity			
(a) Equity share capital	15	3,938.89	3,938.89
(b) Other equity	16	8,562.48	6,842.89
Total equity		**12,501.37**	**10,781.78**
Liabilities			
Non-current liabilities			
(a) Financial liabilities			
(i) Borrowings	17	8,863.33	6,074.76
(ii) Other financial liabilities	18	201.93	90.61
(b) Provisions	19	73.21	112.46
(c) Deferred tax liabilities (net)	20	1,001.01	982.06
Total non-current liabilities		**10,139.48**	**7,259.89**
Current liabilities			
(a) Financial liabilities			
(i) Borrowings	17	1,851.98	663.34
(ii) Trade payables			
(iia) Due to micro and small enterprises	21	2.28	-
(iib) Due to others	21	4,638.87	4,090.69
(iii) Other financial liabilities	18	1,555.89	3,725.87
(b) Other current liabilities	22	1,792.79	1,508.82
(c) Provisions	19	72.23	39.18
(d) Current tax liabilities (net)	23	15.33	246.74
Total current liabilities		**9,929.37**	**10,274.64**
Total liabilities		**20,068.85**	**17,534.53**
Total equity and liabilities		**32,570.22**	**28,316.31**

The accompanying notes 1 to 42 form an integral part of these standalone financial statements.
As per our report of even date attached

For B S R & Associates LLP
Chartered Accountants
Firm's Registration No: 116231W/W-100024

Jeyur Shah
Partner
Membership No. 045754

Place : Ahmedabad
Date : 20 May 2019

For and on behalf of the Board of Directors of
Nila Infrastructures Limited
CIN No. : L45201GJ1990PLC013417

Manoj B.Vadodaria
Managing Director
DIN : 00092053

Kiran B. Vadodaria
Director
DIN : 00092067

Prashant H. Sarkhedi
Chief Financial Officer

Dipen Y. Parikh
Company Secretary
Membership No. A24031

Standalone Statement of Profit and Loss

for the year ended 31 March 2019

(₹ in lakhs)

Particulars	Note	For the year ended 31 March 2019	For the year ended 31 March 2018
Revenue			
Revenue from operations	24	22,580.13	21,429.73
Other income	25	828.49	734.40
Total revenue		**23,408.62**	**22,164.13**
Expenses			
Cost of material consumed and project expenses	26	18,658.37	16,944.51
Changes in inventories of construction material, land and work in progress	27	(1,088.82)	(365.52)
Employee benefits expenses	28	541.82	592.01
Finance costs	29	1,298.87	1,109.81
Depreciation and amortisation expense	4,5 & 6	186.19	172.15
Other expenses	30	674.99	463.65
Total expenses		**20,271.42**	**18,916.61**
Profit before tax		**3,137.20**	**3,247.52**
Tax expense:			
- Current tax	20	939.43	1,225.00
- Adjustments of tax for earlier years	20	(28.81)	1.60
- Deferred tax charge/(credit) (net)	20	8.96	(232.55)
Profit for the year		**2,217.62**	**2,253.47**
Other comprehensive income			
Items that will not be reclassified subsequently to profit or loss			
Remeasurement of post-employment benefit obligation	16	34.30	(14.49)
Income tax relating to these items	16	(9.99)	3.48
Other comprehensive income for the year, net of tax		**24.31**	**(11.01)**
Total comprehensive income for the year		**2,241.93**	**2,242.46**
Earnings per equity share (Face value ₹ 1 per share)			
Basic	31	0.56	0.57
Diluted	31	0.56	0.57

The accompanying notes 1 to 42 form an integral part of these standalone financial statements.

As per our report of even date attached

For B S R & Associates LLP
Chartered Accountants
Firm's Registration No: 116231W/W-100024

Jeyur Shah
Partner
Membership No. 045754

Place : Ahmedabad
Date : 20 May 2019

For and on behalf of the Board of Directors of
Nila Infrastructures Limited
CIN No. : L45201GJ1990PLC013417

Manoj B.Vadodaria
Managing Director
DIN : 00092053

Kiran B. Vadodaria
Director
DIN : 00092067

Prashant H. Sarkhedi
Chief Financial Officer

Dipen Y. Parikh
Company Secretary
Membership No. A24031

Standalone Statement of Changes in Equity

for the year ended 31 March 2019

Equity Share Capital

(₹ in lakhs)

Particulars	Note	Amount
Balance as at 1 April 2017		3,933.93
Changes during the year		4.96
Balance as at 31 March 2018		**3,938.89**
Changes during the year		-
Balance as at 31 March 2019	**15**	**3,938.89**

Other Equity

(₹ in lakhs)

Particulars	Note	Reserves and Surplus				Total
		Employee stock Option	Retained earnings	General reserve	Securities premium	
Balance as at 1 April 2017		**98.88**	**1,513.84**	**524.77**	**-**	**2,137.49**
Total comprehensive income for the year ended 31 March 2018						
Profit for the year		-	2,253.47	-	-	2,253.47
Items of other comprehensive income						
Remeasurement of post-employment benefit obligation (net of tax)		-	(11.01)	-	-	(11.01)
Total comprehensive income for the year		**-**	**2,242.46**	**-**	**-**	**2,242.46**
Issue of equity shares		-	-	-	33.71	33.71
Share based transaction		(98.88)	141.50	-	-	42.62
Changes on account of scheme of arrangement (refer note 40)		-	2,908.09	-	-	2,908.09
Payment of dividends		-	(433.28)	-	-	(433.28)
Tax on dividends		-	(88.20)	-	-	(88.20)
Balance as at 31 March 2018		**-**	**6,284.41**	**524.77**	**33.71**	**6,842.89**
Total comprehensive income for the year ended 31 March 2019						
Profit for the year		-	2,217.62	-	-	2,217.62
Items of other comprehensive income						
Remeasurement of post-employment benefit obligation (net of tax)	16	-	24.31	-	-	24.31
Total comprehensive income for the year		**-**	**8,526.34**	**524.77**	**33.71**	**9,084.82**
Payment of dividends	16	-	(433.28)	-	-	(433.28)
Dividend distribution tax	16	-	(89.06)	-	-	(89.06)
Balance as at 31 March 2019		**-**	**8,004.00**	**524.77**	**33.71**	**8,562.48**

Nature and purpose of reserves:

General Reserve - The General Reserve is used from time to time to transfer profits from retained earnings for appropriation purposes. As the General Reserve is created by a transfer from one component of equity to another and is not an item of other comprehensive income, items included in the general reserve is not reclassified subsequently to the Statement of Profit and Loss.

Equity Security Premium - Securities premium reserve is used to record the premium on issue of equity shares. The reserve is utilised in accordance with the provisions of the Act.

Deferred ESOP compensation reserve and ESOP outstanding Reserve are created pursuant to the scheme of Employee's Stock Option Plan. Under the Nila Infrastructure Limited ESOP - 2014 scheme, the Company had granted equity settled optiones to employees earlier. However, having analysed the compensation cost vis a vis benefits and due to corporate restructuring in the previous year, the Board of Directors in the meeting held on 13 February 2018, decided to terminate the scheme and to cancel all the outstanding, vested and unvested stock options held by employees and accordingly, ESOP outstanding reserve was reversed as at 31 March 2018.

The accompanying notes 1 to 42 form an integral part of these standalone financial statements.
As per our report of even date attached

For B S R & Associates LLP
Chartered Accountants
Firm's Registration No: 116231W/W-100024

Jeyur Shah
Partner
Membership No. 045754

Place : Ahmedabad
Date : 20 May 2019

For and on behalf of the Board of Directors of
Nila Infrastructures Limited
CIN No. : L45201GJ1990PLC013417

Manoj B.Vadodaria
Managing Director
DIN : 00092053

Kiran B. Vadodaria
Director
DIN : 00092067

Prashant H. Sarkhedi
Chief Financial Officer

Dipen Y. Parikh
Company Secretary
Membership No. A24031

Standalone Statement of Cash Flow

for the year ended 31 March 2019

(₹ in lakhs)

Particulars	For the year ended 31 March 2019	For the year ended 31 March 2018
Cash flow from operating activities		
Profit before tax	3,137.20	3,247.52
Adjustments for:		
Depreciation and amortisation expense	186.19	172.15
Employee benefit (ESOP) expense	-	42.61
Finance cost	1,298.87	1,109.80
Liabilities no longer required written back	(55.62)	(34.46)
Bad debts written off	130.24	-
Provision for defect liability expense	24.43	-
Loss on sale of property, plant and equipment	41.88	4.18
Interest income	(732.47)	(695.53)
Provision for loss allowance	40.00	35.77
Share of profit from LLP	(29.36)	(19.03)
Operating profit before working capital changes	**4,041.36**	**3,863.01**
Changes in working capital adjustments		
(Increase) in loans	(357.33)	(438.30)
(Increase) in trade receivables	(95.87)	(508.05)
Decrease in other financial assets	56.99	1,346.46
(Increase) in other assets (current and non-current)	(3,944.65)	(2,454.57)
(Increase) in inventories	(1,088.82)	(365.52)
Increase in trade payables	606.08	1,580.42
Increase/(decrease) in other financial liabilities	11.60	(248.68)
Increase/(decrease) in other current liabilities	283.97	(1,498.19)
Increase in provisions	3.67	63.08
Cash generated from / (used in) operations	**(483.00)**	**1,339.66**
Less: Income taxes paid (net)	**(1,140.00)**	**(1,149.05)**
Net cash flow from operating activities [A]	**(1,623.00)**	**190.60**
Cash flow from investing activities		
Purchase of property, plant and equipment	(114.69)	(133.03)
Purchase of investments	(231.40)	(0.88)
Loans given to related parties (net)	(456.08)	(1,230.83)
Loans given to others (net)	-	(556.32)
Repayment of loan given by others (net)	1,204.77	-
Proceeds from sale of property, plant and equipment	113.79	20.62
Purchase of intangible assets	(0.98)	-
Proceeds from maturity of bank deposits (net)	243.52	67.46
Interest income	728.44	693.87
Net cash flow generated from / (used in) investing activities [B]	**1,487.37**	**(1,139.11)**
Cash flow from financing activities		
Proceeds from issue of equity shares	-	38.68
(Repayment) of/ proceeds from short term borrowings (net)	(1,491.54)	2,116.63
Borrowings from related parties (net)	609.84	-
Proceeds from long term borrowings (net)	2,788.57	281.47
Finance costs paid	(1,302.59)	(1,109.80)
Dividend paid (including corporate dividend tax)	(522.34)	(521.48)
Net cash flow generated from financing activities [C]	**81.94**	**805.50**
Net (decrease) in cash and cash equivalents (A+B+C)	**(53.69)**	**(143.00)**
Cash and cash equivalents at beginning of the year (see note 2)	**132.23**	**275.23**
Cash and cash equivalents at end of the year (see note 2)	**78.53**	**132.23**

Standalone Statement of Cash Flow

for the year ended 31 March 2019

Notes:

1 **The above statement of Cash Flows has been prepared under "Indirect method" as set out in the Indian Accounting Standard (Ind AS - 7) "Statement of Cash Flows".**

2 Reconciliation of cash and cash equivalents as per the Standalone Statement of Cash Flows.

Cash and cash equivalents as per above comprise of the following:

(₹ in lakhs)

Particulars	For the year ended 31 March 2019	For the year ended 31 March 2018
Cash on hand	0.40	3.83
Balance with banks	78.13	128.40
	78.53	**132.23**

3 Changes in liabilities arising from financing activities, including both changes arising from cash flows and non-cash changes:

Reconciliation of liabilities arising from financing activities

(₹ in lakhs)

Particulars	As at 1 April 2018	Changes as per Standalone Statement of Cash Flows	Non cash changes	As at 31 March 2019
Long term borrowings	6,074.76	2,788.57	-	8,863.33
Short term borrowings (Including current maturities of long term borrowings)	4,183.31	(881.70)	-	3,301.61
Dividend including corporate dividend tax	-	(522.34)	-	-

As per our report of even date attached.

For B S R & Associates LLP
Chartered Accountants
Firm's Registration No: 116231W/W-100024

Jeyur Shah
Partner
Membership No. 045754

Place : Ahmedabad
Date : 20 May 2019

For and on behalf of the Board of Directors of
Nila Infrastructures Limited
CIN No. : L45201GJ1990PLC013417

Manoj B.Vadodaria
Managing Director
DIN : 00092053

Kiran B. Vadodaria
Director
DIN : 00092067

Prashant H. Sarkhedi
Chief Financial Officer

Dipen Y. Parikh
Company Secretary
Membership No. A24031

Notes to Standalone Financial Statements

for the year ended 31 March 2018

Note-1. Corporate Information

Nila Infrastructures Limited is a Company based in Ahmedabad, Gujarat with its Registered Office situated at 1st Floor, Sambhav House, Opp. Chief Justice Bungalow, Bodakdev, Ahmedabad - 380015. Nila Infrastructures Limited is a public company incorporated on 26th February, 1990 and listed on BSE (Bombay Stock Exchange of India Limited) and NSE (National Stock Exchange of India Limited). The Company is involved in the construction as well as development of infrastructures projects.

Note-2. Basis of preparation and measurement

2.1. Statement of compliance

These standalone financial statements have been prepared in accordance with Indian Accounting Standards ('Ind AS') as per the Companies (Indian Accounting Standards) Rules, 2015 notified under Section 133 of the Companies Act, 2013 (the 'Act') and other relevant provisions of the Act.

The standalone financial statements for the year ended 31 March 2019 have been reviewed by audit committee and subsequently approved by Board of Directors at its meetings held on 20 May 2018.

Details of the Company's significant accounting policies are included in note 3.

2.2. Functional and presentation currency

These standalone financial statements are presented in Indian Rupees (₹), which is also the Company's functional currency. All the amounts have been rounded-off to the nearest lakhs, unless otherwise stated.

2.3. Basis of Measurement

The standalone financial statements have been prepared on the historical cost basis except for the following items:

Items	Measurement basis
Net defined benefit plans	Fair value of plan assets less present value of defined benefit obligation using key actuarial assumptions
Share based payments	Fair value

2.4. Use of estimates and judgements

In preparing this standalone financial statements, management has made judgements, estimates, and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates.

Estimates and assumptions are reviewed on an ongoing basis. Revision to accounting estimates are recognized prospectively.

Information about critical judgements in applying accounting policies, as well as estimates and the assumptions that have most significant effect to the carrying amounts of assets and liabilities within the next financial year, are included in the following notes:

Note 3(h) – Evaluation of percentage completion for the purpose of revenue recognition

Note 3(d) - Identification of the building as an investment property

Note 3(b) – Useful life used for the purpose of depreciation on property, plant and equipment and investment properties and amortisation of intangible assets

Note 3 (e), (j) – Impairment of financial and non-financial assets

Note 3 (r) - Lease classification

Note 3 (g) – Recognition and measurement of defined benefit obligations, key actuarial assumptions

Note 3 (e) – Fair value measurement of financial instruments

Note 3 (k) – Current / deferred tax expense and recognition and evaluation of recoverability of deferred tax assets

Note 3 (m)– Provisions and contingencies – Financial instruments

2.5. Measurement of fair values

The Company's accounting policies and disclosures requires the measurement of fair values for financial instruments. The Company has established control framework with respect to the measurement of fair values. The management regularly reviews significant unobservable inputs and valuation adjustments.

Fair values are categorized into different levels in a fair value hierarchy based on the inputs used in the valuation techniques as follows:

Level 1: quoted prices (unadjusted) in active markets for identical assets and liabilities.

Level 2: inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).

Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs).

When measuring the fair value of an asset or liability, the Company uses observable market data as far as possible. If the inputs used to measure the fair value of an asset or a liability fall into different levels of the fair value hierarchy, then the fair value measurement is categorized in its entity in the same level of fair value hierarchy as the lowest level input that is significant to the entire measurement.

The Company recognizes transfers between the levels of the fair value hierarchy at the end of the reporting period during which the change has occurred.

Further information about the assumptions made in

measuring fair values is included in the following notes:

Note 5 - Investment property

Note 38 – Financial instruments

3. Significant Accounting Policies

a) Operating Cycle

All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria set out in Schedule III of the Companies Act, 2013. Operating cycle for project related assets and liabilities is the time start of the project to their realization in cash or cash equivalents. Operating cycle for all other assets and liabilities has been considered as twelve months.

b) Property, plant and equipment

Recognition and measurement

Items of property, plant and equipment are measured at cost, which includes capitalized borrowing costs, less accumulated depreciation and accumulated impairment losses, if any.

Cost of an item of property, plant and equipment comprises its purchase price, including non-refundable purchase taxes, after deducting trade discounts and rebates, any directly attributable cost of bringing the item to its working condition for its intended use.

If significant parts of an item of property, plant and equipment have different useful lives, then they are accounted for as separate items (major components) of property, plant and equipment.

Any gain or loss on disposal of an item of property, plant and equipment is recognized in Statement of Profit and Loss.

Subsequent measurement

Subsequent expenditure is capitalized only if it is probable that the future economic benefits associated with the expenditure will flow to the Company.

Depreciation

Depreciation is being provided on a pro-rata basis on the 'Straight Line Method' over the estimated useful lives of the assets as prescribed under Part C of Schedule II to the Companies Act, 2013. The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each financial year end and adjusted prospectively, if appropriate. Advances given towards acquisition of property, plant and equipment outstanding at each Balance Sheet date are disclosed as other non-current assets.

Derecognition

The carrying amount of an item of property, plant and equipment is derecognized on disposal or when no future economic benefits are expected from its use of disposal. The consequential gain or loss is measured as the difference between the net disposal proceeds and the carrying amount of the item and is recognized in the Statement of Profit and Loss.

c) Intangible assets and amortisation

Intangible assets are carried at cost less accumulated amortization and impairment losses, if any. The cost of an intangible asset comprises of its purchase price, including any import duties and other taxes (other than those subsequently recoverable from the taxing authorities), and any directly attributable expenditure on making the asset ready for its intended use.

Subsequent Expenditure

Subsequent expenditure is capitalized only when it increases the future economic benefits associated with the expenditure will flow to the Company. All other expenditure is recognized in the Statement of Profit and Loss as incurred

Amortisation

Intangible assets are amortized on a straight - line basis (pro-rata from the date of additions) over estimated useful life of four years.

Derecognition

The carrying amount of an intangible asset is derecognized on disposal or when no future economic benefits are expected from its use or disposal. The gain or loss arising from the derecognition of an intangible assets are measured as the difference between the net disposal proceeds and the carrying amount of intangible assets and is recognized in the Statement of Profit and Loss.

d) Investment Property

Investment property is property held either to earn rental income or for capital appreciation or for both, but not for sale in the ordinary course of business, use in the production or supply of goods or services or for administrative purposes.

Recognition and measurement

Upon initial recognition, an investment property is measured at cost. Subsequent to initial recognition, investment property is measured at cost less accumulated depreciation and accumulated impairment losses, if any.

Depreciation

Depreciation is being provided on a pro-rata basis on the 'Straight Line Method' over the estimated useful lives of the assets as prescribed under Part C of Schedule II to the Companies Act, 2013. The residual values, useful lives and methods of depreciation of investment properties equipment are reviewed at each financial year end and adjusted prospectively, if appropriate.

Fair value disclosure

The fair values of investment property is disclosed in the notes. Fair value is determined by an independent valuer who holds a recognized and relevant professional qualification and has recent experience in the location and category of the investment property being valued.

Any gain or loss on disposal of an investment property is recognized in Statement of Profit and Loss.

e) Impairment of non-financial assets

Non-financial assets of the Company, other than inventories and deferred tax assets, are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated.

For impairment testing, assets that do not generate independent cash inflows are grouped together into cash-generating units (CGUs). Each CGU represents the smallest group of assets that generates cash inflows that are largely independent of the cash inflows of other assets or CGUs.

The recoverable amount of a CGU (or an individual asset) is the higher of its value in use and its fair value less costs to sell. Value in use is based on the estimated future cash flows, discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the CGU (or the asset).

An impairment loss is recognized if the carrying amount of an asset or CGU exceeds its estimated recoverable amount. Impairment losses are recognized in the Statement of Profit and Loss. Impairment loss recognized in respect of a CGU is allocated to reduce the carrying amounts of the other assets of the CGU (or group of CGUs) on a pro rata basis.

f) Business Combination

The acquisition method of accounting is used to account for all the business combinations, regardless of whether equity instruments or other assets are acquired. Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are, with limited exceptions, measured initially at the fair values at the acquisition date. The Company recognizes any non – controlling interest in the acquired entity on an acquisition by acquisition basis either at fair value or at the non-controlling interest's proportionate share of the acquired entity's net identifiable assets.

Common control business combinations

Business combinations involving entities that are controlled by the Company are accounted for using the pooling of interest method as follows:

a. The assets and liabilities transferred are derecognized at their book value
b. No adjustments are made to reflect the fair value
c. The financial information in the financial statements in respect of prior periods is restated as if the business combination had occurred from the beginning of the preceding period in the financial statements, irrespective of the actual date of the combination.

g) Employee benefits

Short term employee benefits

Short term employee benefit obligations are measured on an undiscounted expenses and are expensed as the related services are provided. A liability is recognized for the amount expected to be paid, if the Company has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee, and the amount of obligation can be estimated reliably.

Defined contribution plans

A defined contribution plan is a post-employment benefit plan under which an entity pays fixed contributions into a separate entity and will have no legal or constructive obligation to pay further amounts. The Company makes specified monthly contributions towards government administered schemes. Obligations for contributions to defined contribution plans are recognized as an employee benefit expense in the Statement of Profit and Loss in the periods during which the services are rendered by the employees.

Defined benefit plans

A defined benefit plan is a post-employment benefit plan other than defined contribution plan. The Company's net obligation in respect of defined benefit plans is calculated separately for each plan by estimating the amount of future benefit that employees have earned in the current and prior periods, discounting that amount and deducting the fair value of any plan assets.

The calculation of defined benefit obligations is performed periodically by an independent qualified actuary using the projected unit credit method. When the calculation results in a potential asset for the Company , the recognized asset is limited to the present value of economic benefits available in the form of any future refunds from the plan or reductions in future contributions to the plan. To calculate the present value of economic benefits, consideration is given to any applicable minimum funding requirements.

Remeasurement of the net defined benefit liability, which comprise actuarial gains and losses and the return on plan assets (excluding interest) and the effect of the asset ceiling (if any, excluding interest), are recognized immediately in other comprehensive income (OCI). Net interest expense (income) on the net defined liability (assets) is computed by applying the discount rate, used to measure the net defined liability (asset). Net interest expense and other expenses related to defined benefit plans are recognized in Statement of Profit and Loss.

When the benefits of a plan are changed or when a plan is curtailed, the resulting change in benefit that relates to past service or the gain or loss on curtailment is recognized immediately in Statement of Profit and Loss. The Company recognizes gains and losses on the settlement of a defined benefit plan when the settlement occurs.

Other long-term employee benefits

The Company's net obligation in respect of long-term employee benefits other than post-employment benefits is the amount of future benefits that employees have earned in return for their service in the current and prior periods; that benefits is discounted to determine its present value, and the fair value of any related assets is deducted. The obligation is measured on the basis of an annual independent actuarial valuation using the projected unit credit method.

Remeasurement gains or losses are recognized in the Statement of Profit and Loss in the period in which they arise.

Share-based payments

Employees of the Company receive remuneration in the form of share based payments in consideration of the services rendered.

Under the equity settled share based payment, the fair value on the grant date of the awards given to employees is recognized as 'employee benefit expenses' with a corresponding increase in equity over the vesting period. The fair value of the options at the grant date is calculated by an independent valuer on the basis Black Scholes model. At the end of each reporting period, apart from the non-market vesting condition, the expense is reviewed and adjusted to reflect changes to the level of options expected to vest. When the options are exercised, the Company issues fresh equity shares.

Cancellation of Share based payment is accounted as an acceleration of vesting, and therefore recognize immediately the amount that otherwise would have been recognized for services received over the remainder vesting period. The amount that would have been recognized is based on an estimate on the date of cancellation – i.e. estimating how many instruments are expected to vest at the original vesting date.

h) Revenue recognition

Effective 1 April 2018, the Company has applied Ind AS 115 – "Revenue from contracts with customers", which outlines single comprehensive model for accounting of revenue arising from contracts with customers and supersedes Ind AS 11 "Construction Contracts" and Ind AS 18 "Revenue" and related interpretations. It focuses on performance obligations in a contract with customers, allocation of transaction price to the performance obligations and recognition of revenue as the performance obligations are satisfied either at a point in time or over a period of time. The Company has applied Ind AS 115 using the modified retrospective approach. And cumulative initial effect of applying new standard was not material.

(i) Construction and infrastructure contracts

Performance obligations with reference to construction and infrastructure contracts are satisfied over the period of time, and accordingly, revenue from such contracts is recognized based on progress of performance determined using input method with reference to the cost incurred on contract and their estimated total contact costs. Revenue is adjusted towards liquidated damages, time value of money and price variations/escalation, wherever, applicable. Variation in contract work and other claims are included when it is highly probable that significant reversal will not occur and it can be measured reliably and it is agreed with customers.

Estimates of revenue and costs are reviewed periodically and revised, wherever circumstances change, resulting increases or decreases in revenue determination, is recognized in the period in which estimates are revised.

The Company evaluates whether each contract consists of a single performance obligation or multiple performance obligations. Where the Company enters into multiple contracts with the same customer, the Company evaluates whether the contract is to be combined or not by evaluating various factors as prescribed in the standard.

(ii) Land and transferrable development rights

Revenue from contracts for sale of land and transferrable development rights is recognised at a point in time when control is transferred to the customer and it is probable that consideration will be collected. This is usually deemed to be legal completion as this is the point at which the Company has an enforceable right to payment. Revenue from sale of land and transferrable development rights is measured at the transaction price specified in the contract with the customer.

Contract balances

Contract assets

A contract asset is the right to consideration in exchange for goods or services transferred to the customer e.g. unbilled revenue. If the Company performs by transferring goods or services to a customer before the customer pays consideration or before payment is due, a contract asset i.e. unbilled revenue is recognised for the earned consideration that is conditional.

Trade receivables

A receivable represents the Company's right to an amount of consideration that is unconditional i.e. only the passage of time is required before payment of consideration is due.

Contract liabilities

A contract liability is the obligation to transfer goods or services to a customer for which the Company has received consideration (or an amount of consideration is due) from the customer. Contract liabilities are recognised as revenue when the Company performs under the contract.

(iii) Lease rental income

Lease income from operating leases shall be recognised in income on a straight line basis over the lease team, unless another systematic basis is more representative of the time pattern in which use benefit derived from the leased asset is diminished. Income from leasing of commercial complex is recognised on an accrual basis in accordance with lease agreements. Refer note 3 (r) for accounting policy on leases.

i) Other income

Interest income from financial asset is recognised when it is probable that the economic benefits will flow to the Company and the amount of income can be measured reliably. Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts the estimated future cash receipts through the expected life of the financial asset to the asset's net carrying amount on initial recognition. Dividend income and share of profit in LLP is recognized when the right to receive the same is established, it is probable that the economic benefits associated with the dividend will flow to the Company and amount can be measured reliably.

j) Financial instrument

Financial assets

Classification

The Company classifies financial assets as subsequently measured at amortized cost, fair value through other comprehensive income or fair value through profit and loss on the basis of its business model for managing the financial assets and the contractual cash flow characteristics of the financial assets.

Initial recognition and measurement

On initial recognition, a financial asset is recognized at fair value, in case of financial assets which are recognized at fair value through the Statement of Profit and Loss (FVTPL), its transaction cost are recognized in the Statement of Profit and Loss. In other case, the transaction costs are attributed to the acquisition value of the financial asset.

Subsequent measurement and gains and losses

Financial assets are subsequently classified as measured at

- Financial assets at amortized cost: These assets are subsequently measured at amortized cost using the effective interest method. The amortized cost is reduced by impairment losses. Interest income, foreign exchange gains and losses and impairment is recognized in the Statement of Profit and Loss. Any gain or loss on derecognition is recognized in the Statement of Profit and Loss.
- Fair value through profit and loss (FVTPL): These assets are subsequently measured at fair value. Net gains and losses, including any interest or dividend income, are recognized in the Statement of Profit and Loss.
- Fair value through other comprehensive income (FVOCI): These assets are subsequently measured at fair value. Dividends are recognized as income in the Statement of Profit and Loss unless the dividend clearly represents a recovery

of part of the cost of the investment. Other net gains or losses are recognized in OCI and are not reclassified to the Statement of Profit and Loss.

Financial assets are not reclassified subsequent to their recognition, except if and in the period the Company changes its business model for managing financial assets.

Trade receivables and loans

Trade receivables and loans are initially recognized at fair value when they are originated. Subsequently, these assets are held at amortized cost, using the effective interest rate (EIR) method net of any expected credit losses. The EIR is the rate that discounts estimated future cash income through the expected life of financial instrument.

Equity instrument

All investments in equity instruments classified under financial assets are initially measured at fair value, the Company may, on initial recognition, irrevocably elect to measure the same either at FVOCI or FVTPL. The Company makes such election on an instrument-by-instrument basis. Fair value changes on an equity instrument is recognized as other income in the Statement of Profit and Loss unless the Company has elected to measure such instrument at FVOCI. Fair value changes excluding dividends, on an equity instrument measured at FVOCI are recognized in OCI. Amounts recognized in OCI are not subsequently reclassified to the Statement of Profit and Loss. Dividend income on the investments in equity instruments are recognized as 'other income' in the Statement of Profit and Loss.

Derecognition

A financial asset (or, where applicable, a part of the financial asset) is primarily derecognized when:

a) The right to receive cash flows from the asset have expired; or

b) The Company has transferred substantially all the risks and rewards of the asset; or

c) The Company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

Impairment of financial assets

Expected credit losses are recognized for all financial assets subsequent to initial recognition other than financials assets in FVTPL category. For financial assets other than trade receivables, as per Ind AS 109, the Company recognizes 12 month expected credit losses for all originated or acquired financial assets if at the reporting date the credit risk of the financial asset has not increased significantly since its initial recognition. The expected credit losses are measured as lifetime expected credit losses if the credit risk on financial asset increases significantly since its initial recognition. The Company's trade receivables do not contain significant financing component and loss allowance on trade receivables is measured at an amount equal to life time expected losses i.e. expected cash shortfall. The impairment losses and reversals are recognized in Statement of Profit and Loss.

Financial liabilities

Initial recognition and measurement

Financial liabilities are recognized when the Company becomes a party to the contractual provisions of the instrument. Financial liabilities are initially measured at the amortized cost unless at initial recognition, they are classified as fair value through profit and loss. In case of trade payables, they are initially recognized at fair value and subsequently, these liabilities are held at amortized cost, using the effective interest method.

Subsequent measurement

Financial liabilities are subsequently measured at amortized cost using the EIR method. Financial liabilities carried at fair value through Statement of Profit and Loss are measured at fair value with all changes in fair value recognized in the Statement of Profit and Loss.

Derecognition

A financial liability is derecognized when the obligation specified in the contract is discharged, cancelled or expires.

Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet date if there is a currently enforceable legal right to offset the recognized amounts and there is an intention to settle them on net basis or to realize the assets and settle the liabilities simultaneously.

k) Income taxes

Income tax comprises of current and deferred tax. It is recognized in the Statement of Profit and Loss except to the extent that it is relates to an item recognized directly in equity or in OCI.

Current tax

Current tax comprises the expected tax payable or receivable on the taxable income or loss for the year and any adjustment to the tax payable or receivable in respect of previous years. The amount of current tax reflects the best estimate of the tax amount expected to be paid or received after considering the uncertainty, if any, related to income taxes.

It is measured using tax rates (and tax laws) enacted or substantively enacted by the reporting date. Current tax assets and current tax liabilities are offset only if there is a legally enforceable right to set off the recognized amounts, and it is intended to realize the asset and settle the liability on a net basis or simultaneously.

Deferred tax

Deferred tax is recognized in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the corresponding amounts used for taxation purposes. Deferred tax is also recognized in respect of carried forward tax losses and tax credits. Deferred tax assets are recognized to the extent that it is probable that future taxable profits will be available against which they can be used. The existence of unused tax losses is strong evidence that future taxable profit may not be available.

Minimum Alternate Tax (MAT) eligible for set off in subsequent years (as per tax laws), is recognized as an asset by way of credit to the restated standalone summary Statement of Profit and Loss only if there is convincing evidence that sufficient taxable profit will be available against which the unused tax losses or unused tax credits can be utilized by the Company. At each balance sheet date, the carrying amount of deferred tax in relation to MAT credit entitlement receivable is reviewed to reassure realization.

l) Inventories

Inventory comprises of land, project inventories and work in progress in case of construction and development of infrastructure projects. Inventories comprising of land is valued at lower of cost or net realizable value. Cost includes cost of land, borrowing cost and other related overhead as the case may be.

Project inventories

Inventories of project materials are valued at cost or net realizable value whichever is less. Cost is arrived at on weighted average method (WAM) basis.

Work-in-progress

Construction and development of Infrastructure project:

Cost incurred for the contract that relate to future activity of the contract, such contract cost are recognized as an asset provided it is probable that they will be recovered. Such costs represent an amount due from the customer and are often classified as Contract work in progress which is valued at cost or net realizable value whichever is less.

m) Provisions and contingencies

A provision is recognized if, as a result of past events, the Company has a present legal or constructive obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation. Provisions are determined by discounting the expected future cash flows (representing the best estimate of the expenditure required to settle the present obligation at the balance sheet date) at a pre-tax that reflects current market assessments of the time value of money and the risks specific to the liability.

The unwinding of the discount is recognized as finance cost. Expected future operating losses are not provided for.

Contingent liabilities are disclosed in the Notes to the Standalone Financial Statements. Contingent liabilities are disclosed for:

i. possible obligations which will be confirmed only by future events not wholly within the control of the Company, or

ii. present obligations arising from past events where it is not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount of the obligation cannot be made.

n) Borrowing Cost

Borrowing cost includes interest, amortization of ancillary costs incurred in connection with the arrangement of borrowings to the extent they are regarded as an adjustment to the interest cost.

Investment income earned on temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalization.

Borrowing costs, if any, directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalized, if any. All other borrowing costs are expensed in the period in which they occur.

o) Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the Chief Operating Decision Maker (CODM) of the Company. The CODM is responsible for allocating resources and assessing performance of the operating segments of the Company. For the disclosure on reportable segments see Note 35.

p) Cash and cash equivalents

Cash and Cash equivalents for the purpose of Cash Flow Statement comprise cash and cheques in hand, bank balances, demand deposits with banks where the original maturity is three months or less and other short term highly liquid.

q) Investments in subsidiaries, joint venture and associates

The Company has elected to recognise its investments in subsidiary and associate and joint venture companies at cost in accordance with the option available in Ind AS 27, Separate Financial Statements.

r) Leases

Asset given under lease

In respect of assets provided on finance leases, amount due from lessees are recorded as receivables at the amount of the Company's net investment in the leases. Finance lease income is allocated to accounting periods so as to reflect a constant periodic rate of return on the Company's net investment outstanding in respect of the leases. In respect of assets given on operating lease, lease rentals are accounted on accrual basis in accordance with the respective lease agreements.

Asset held under lease

Leases of property, plant and equipment that transfer substantially all the risks and rewards of ownership ae classified as finance leases. All the other leases are classified as operating leases. For finance lease, the leased assets are measured initially at an amount equal to the lower of their fair value and the present value of minimum lease payments. Subsequent to the initial recognition, the assets are accounted for in accordance with the accounting policy applicable to similar owned assets.

Assets held under operating leases are neither recognized in (in case the Company is lessee) nor derecognized (in case the Company is lessor) from the Company's balance sheet.

Lease payments

Payments made under operating leases are generally recognized in the Statement of Profit and Loss on a straight line basis over the term of lease unless such payments are structured to increase in line with the expected general inflation to compensate for the lessor's expected inflationary cost increases. Lease incentives received are recognized as an integral part of the total lease expense over the term of lease.

s) Earnings per share

Basic earnings per share is computed by dividing the net profit for the year attributable to the equity shareholders of the Company by the weighted average number of equity shares outstanding during the year. The weighted average number of equity shares outstanding during the year and for all the years presented is adjusted for events such as bonus shares, other than conversion of potential equity shares that have changed the number of equity shares outstanding, without a corresponding change in resources.

For the purpose of calculating diluted earnings per share, the net profit for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period is adjusted for the effects of all dilutive potential equity shares.

In a capitalization or bonus issue or share split, ordinary shares are issued to equity shareholders for no additional consideration. The number of ordinary shares outstanding before the event is adjusted for the proportionate change in the number of ordinary shares outstanding as if the event had occurred at the beginning of the earliest period presented.

t) Foreign currency transactions

Transactions in foreign currencies are translated into the respective functional currencies of the Company at the exchange rates as at the date of transaction or at an average rate if the average rate approximates the actual rate at the date of transaction.

Monetary assets and liabilities denominated in foreign currencies are translated into the functional currency at the exchange rate at the reporting date. Non-monetary assets and liabilities that are measured at fair value in a foreign currency are translated into the functional currency at the exchange rate when the fair value was determined. Non-monetary assets and liabilities that are measured based on historical cost in a foreign currency are translated at the exchange rate at the date of transaction. Exchange differences are recognized in the Statement of Profit and Loss.

u) Recent accounting pronouncement

Ministry of Corporate Affairs ("MCA"), through Companies (Indian Accounting Standards) Amendment Rules, 2019 And Companies (Indian Accounting Standards) Second Amendment Rules, has notified the following new and amendments to Ind ASs which the Company has not applied as they are effective from April 1, 2019:

Ind AS 116 – Leases

Ind AS 116, Leases replaces existing lease accounting guidance i.e. Ind AS 17, Leases. It sets out principles for the recognition, measurement, presentation and disclosure of leases and requires lessees to account for all leases, except short-term leases and leases for low-value items, under a single on-balance sheet lease accounting model. A lessee recognises a right-of-use asset representing its right to use the underlying asset and a lease liability representing its obligation to make lease payments. Lessor

accounting largely unchanged from the existing standard – i.e. lessors continue to classify leases as finance or operating leases.

Based on the preliminary assessment, the Company does not expect any significant impacts on transition to Ind AS 116. This assessment is based on currently available information and may be subject to changes arising from further reasonable and supportable information when the standard will be adopted. The quantitative impacts would be finalised based on a detailed assessment which has been initiated to identify the key impacts along with evaluation of appropriate transition options.

Ind AS 12 – Income taxes (amendments relating to income tax consequences of dividend and uncertainty over income tax treatments)

The amendment relating to income tax consequences of dividend clarify that an entity shall recognise the income tax consequences of dividends in profit or loss, other comprehensive income or equity according to where the entity originally recognised those past transactions or events. The Company does not expect any impact from this pronouncement. It is relevant to note that the amendment does not amend situations where the entity pays a tax on dividend which is effectively a portion of dividends paid to taxation authorities on behalf of shareholders. Such amount paid or payable to taxation authorities continues to be charged to equity as part of dividend, in accordance with Ind AS 12.

The amendment to Appendix C of Ind AS 12 specifies that the amendment is to be applied to the determination of taxable profit (tax loss), tax bases, unused tax losses, unused tax credits and tax rates, when there is uncertainty over income tax treatments under Ind AS 12. It outlines the following: (1) the entity has to use judgement, to determine whether each tax treatment should be considered separately or whether some can be considered together. The decision should be based on the approach which provides better predictions of the resolution of the uncertainty (2) the entity is to assume that the taxation authority will have full knowledge of all relevant information while examining any amount (3) entity has to consider the probability of the relevant taxation authority accepting the tax treatment and the determination of taxable profit (tax loss), tax bases, unused tax losses, unused tax credits and tax rates would depend upon the probability. The Company does not expect any significant impact of the amendment on its financial statements.

Ind AS 19 – Plan Amendment, Curtailment or Settlement

The amendments clarify that if a plan amendment, curtailment or settlement occurs, it is mandatory that the current service cost and the net interest for the period after the re-measurement are determined using the assumptions used for the re-measurement. In addition, amendments have been included to clarify the effect of a plan amendment, curtailment or settlement on the requirements regarding the asset ceiling. The Company does not expect this amendment to have any significant impact on its financial statements.

Ind AS 23 – Borrowing Costs

The amendments clarify that if any specific borrowing remains outstanding after the related asset is ready for its intended use or sale, that borrowing becomes part of the funds that an entity borrows generally when calculating the capitalisation rate on general borrowings. The company does not expect any impact from this amendment.

Ind AS 28 – Long-term Interests in Associates and Joint Ventures

The amendments clarify that an entity applies Ind AS 109 Financial Instruments, to long-term interests in an associate or joint venture that form part of the net investment in the associate or joint venture but to which the equity method is not applied. The company accounts for long term interest in associate and joint venture as per equity method and hence the company does not expect any impact from this amendment.

Ind AS 103 – Business Combinations and Ind AS 111 – Joint Arrangements

The amendments to Ind AS 103 relating to re-measurement clarify that when an entity obtains control of a business that is a joint operation, it re-measures previously held interests in that business. The amendments to Ind AS 111 clarify that when an entity obtains joint control of a business that is a joint operation, the entity does not re-measure previously held interests in that business. The Company will apply the pronouncement if and when it obtains control / joint control of a business that is a joint operation.

Note-4
Property, plant and equipment

(₹ in lakhs)

Particulars	GROSS BLOCK				DEPRECIATION				NET BLOCK
	As at 1 April 2018	Additions	Disposal	As at 31 March 2019	As at 1 April 2018	For the year	Disposal	As at 31 March 2019	As at 31 March 2019
Freehold land	10.73			10.73	-			-	10.73
Building	131.77			131.77	3.40	2.32		5.72	126.05
Plant and machinery	260.69	43.51	106.37	197.83	36.56	21.71	21.40	36.87	160.96
Furniture and fixtures	57.75	6.92	1.20	63.47	20.42	11.77	1.13	31.06	32.41
Computer equipment	10.08	5.24	5.34	9.98	5.70	2.83	4.76	3.77	6.21
Vehicles	631.14	43.12	112.58	561.68	154.60	86.24	43.26	197.58	364.10
Electrification	5.70			5.70	2.43	1.09		3.52	2.18
Office equipment	23.01	15.90	5.36	33.55	9.05	5.37	4.52	9.90	23.65
Total	**1,130.89**	**114.69**	**230.85**	**1,014.71**	**232.15**	**131.33**	**75.07**	**288.42**	**726.29**

(₹ in lakhs)

Particulars	GROSS BLOCK				DEPRECIATION				NET BLOCK
	As at 1 April 2017	Additions	Disposal	As at 31 March 2018	As at 1 April 2017	For the year	Disposal	As at 31 March 2018	As at 31 March 2018
Freehold land	10.73	-	-	10.73	-	-	-	-	10.73
Building	90.95	40.85	0.03	131.77	1.66	1.74		3.40	128.37
Plant and machinery	246.42	15.93	1.65	260.69	15.57	20.99		36.56	224.13
Furniture and fixtures	57.78	-	0.03	57.75	11.31	9.11		20.42	37.34
Computer equipment	8.97	2.18	1.07	10.08	3.12	2.58		5.70	4.38
Vehicles	584.09	69.63	22.58	631.14	69.75	85.69	0.85	154.60	476.54
Electrification	5.71	-	0.01	5.70	1.21	1.22		2.43	3.29
Office equipment	18.88	4.43	0.30	23.01	4.91	4.14		9.05	13.97
Total	**1,023.53**	**133.03**	**25.67**	**1,130.89**	**107.53**	**125.47**	**0.85**	**232.15**	**898.75**

Refer note 17 - For information on property, plant and equipment pledged as security by the Company

Note-5
Investment properties

(₹ in lakhs)

Particulars	GROSS BLOCK				DEPRECIATION				NET BLOCK
	As at 1 April 2018	Addit-ions	Sale	As at 31 March 2019	As at 1 April 2018	For the year	Adjust-ment/ Dedu-ction	As at 31 March 2019	As at 31 March 2019
Building	2,600.76	-	-	2,600.76	100.80	54.70	-	155.50	2,445.26
Total	**2,600.76**	**-**	**-**	**2,600.76**	**100.80**	**54.70**	**-**	**155.50**	**2,445.26**

(₹ in lakhs)

Particulars	GROSS BLOCK				DEPRECIATION				NET BLOCK
	As at 1 April 2017	Addit-ions	Sale	As at 31 March 2018	As at 1 April 2017	For the year	Adjust-ment/ Dedu-ction	As at 31 March 2018	As at 31 March 2018
Building	2,600.76	-	-	2,600.76	54.11	46.69	-	100.80	2,499.96
Total	**2,600.76**	**-**	**-**	**2,600.76**	**54.11**	**46.69**	**-**	**100.80**	**2,499.96**

Information regarding income and expenditure of Investment properties

(₹ in lakhs)

Particulars	Year Ended 31 March 2019	Year Ended 31 March 2018
Rental income derived from investment properties	272.41	299.84
Less : Direct operating expenses	21.44	9.16
Profit arising from investment properties	**250.97**	**290.68**
Less : depreciation	54.70	46.69
Profit arising from investment properties before indirect expense	**196.27**	**243.99**

Fair value of the investment properties are as under:

(₹ in lakhs)

Particulars	Building
Balance as at 31 March 2017	**5,714.53**
Fair value increase during the year	285.73
Balance as at 31 March 2018	**6,000.26**
Fair value decrease during the year	(12.26)
Balance as at 31 March 2019	**5,988.00**

Measurement of fair value of investment properties:

A. Fair value hierarchy:

The fair value of investment properties has been determined by external independent property valuers, having appropriate recognised professional qualification and recent experience in the location and category of properties being valued.

The fair value measurement of the investment properties has been categorised as Level 3 fair value based on the inputs to the valuation techniques used.

B. Fair valuation technique

(₹ in lakhs)

Particulars	Valuation technique
Building	Market Approach

Refer note 17 - For information on investment properties pledged as security by the Company

Refer note 36 - For disclosure of operating lease

Note-6
Intangible assets

(₹ in lakhs)

Particulars	GROSS BLOCK				AMORTISATION				NET BLOCK	
	As at 1 April 2018	Additions	Sale	As at 31 March 2019	As at 1 April 2018	For the year	Deduction	As at 31 March 2019	As at 31 March 2019	As at 31 March 2018
Software	-	0.98	-	0.98		0.16	-	0.16	0.82	-
Total	**-**	**0.98**	**-**	**0.98**	**-**	**0.16**	**-**	**0.16**	**0.82**	**-**

Note-7
Investments

(₹ in lakhs)

Particulars	As at 31 March 2019	As at 31 March 2018
Investment in subsidiary, associate and joint venture		
Unquoted:		
Investments in equity shares of subsidiary company (at cost)		
10,000 (31 March 2018: 10,000) equity shares of Nila Terminals (Amreli) Pvt Ltd of ₹ 10 /- each	1.00	1.00
	1.00	**1.00**
Investments in joint ventures (at cost)		
Kent Residential & Industrial Park LLP (50% share of profit)	68.35	34.81
Investments in equity shares of joint venture (at fair value)		
5,000 (31 March 2018 : 5,000) equity shares of Romanovia Industrial Park Pvt. Ltd. of ₹ 10/- each fully paid up	1,250.50	1,250.50
Investments in equity shares of associate (at cost)		
3,400 (31 March 2018 : 3,400) equity shares of Vyapnila Terminals (Modasa) Pvt. Ltd. of ₹ 10/- each	0.34	0.34
Investments in equity shares of associate (at fair valuation of financial instrument)		
Equity contribution in Vyapnila Terminals (Modasa) Pvt. Ltd.	231.39	-
	1,550.58	**1,285.65**
Total investment in subsidiary, associate and joint venture	**1,551.58**	**1,286.65**
Kent Residential & Industrial Park LLP	**Total Capital**	**Total Capital**
Nila Infrastructure Limited - 50%	68.35	34.81
Rohan Kataria - 9%	12.30	6.27
Nilam Kataria - 9%	12.30	6.27
Amita Kataria - 32%	43.74	22.28
Other investments		
National saving certificate	0.14	0.13
Total other investments	**0.14**	**0.13**
Total	**1,551.72**	**1,286.78**

(₹ in lakhs)

Particulars	Book Value	
	As at 31 March 2019	As at 31 March 2018
Aggregate value of unquoted investment	0.14	0.13
Aggregate value of quoted investment	-	-
	0.14	**0.13**

Note-8
Loans

(₹ in lakhs)

Particulars	As at 31 March 2019	As at 31 March 2018
Non-current loans		
(Unsecured, considered good)		
Loans to related party (refer note 32)		
- to subsidiaries	422.00	83.10
- to joint venture companies and associates	4,526.80	4,409.62
Security and other deposits	1,022.77	658.93
	5,971.57	**5,151.65**
Current loans		
(Unsecured, considered good)		
Loans		
- to employees	17.27	23.78
- to others	0.60	1,205.36
Security and other deposits	0.75	0.75
	18.62	1,229.89
Total	**5,990.19**	**6,381.54**

Refer note 38 - Financial instruments, fair values and risk measurement

Note-9
Other non-current financial assets

(₹ in lakhs)

Particulars	As at 31 March 2019	As at 31 March 2018
Margin money deposits with bank	327.69	667.98
Accrued interest on FDR	2.62	-
Retention money	0.05	59.66
Total	**330.36**	**727.64**

Refer note 38 - Financial instruments, fair values and risk measurement

Note-10
Other assets

(₹ in lakhs)

Particulars	As at 31 March 2019	As at 31 March 2018
Non-current		
Lease equalisation	-	2.60
	-	**2.60**
Current		
Land and transferrable development rights	3,978.11	1,882.20
Contract assets	4,602.55	2,562.71
Advance to vendors	840.64	1,125.30

(₹ in lakhs)

Particulars	As at 31 March 2019	As at 31 March 2018
Prepaid expenses	98.69	104.33
Balances with government authorities		
- Goods and service tax receivable	433.29	310.12
- VAT receivable	3.44	12.95
- Others	0.10	8.97
Lease equalisation	3.08	6.07
	9,959.90	**6,012.65**
Total	**9,959.90**	**6,015.25**

Refer note 38 - Financial instruments, fair values and risk measurement

Note-11
Other tax assets (net)

(₹ in lakhs)

Particulars	As at 31 March 2019	As at 31 March 2018
Non-current		
Advance payment of tax (net of provision for tax)	8.56	10.59
Total	**8.56**	**10.59**

Note-12
Inventories

(₹ in lakhs)

Particulars	As at 31 March 2019	As at 31 March 2018
Construction material on hand	379.12	380.90
Work in progress	1,922.30	1,804.40
Land	5,152.35	4,179.65
Total	**7,453.77**	**6,364.95**

Refer note 3 (l) for accounting policy on inventories.
During the year ended 31 March 2019, the company has inventorised borrowing cost of ₹ Nil (31 March 2018 ₹200.49 lakhs)

Note-13
Trade receivables

(₹ in lakhs)

Particulars	As at 31 March 2019	As at 31 March 2018
Related parties		
Unsecured, considered good	783.38	89.75
Other than related parties		
Unsecured, considered good	2,616.72	3,384.72
Unsecured, trade receivables in which credit risk is increased	40.00	35.77
Less:- Provision for loss allowances	(40.00)	(35.77)
Total	**3,400.10**	**3,474.47**

Refer note 38 - Financial instruments, fair values and risk measurement
Trade receivables includes retention money receivable amounting to ₹1,153.73 lakhs (31 March 2018 - ₹1,323.36 lakhs)

Note-14
Cash and bank balances

(₹ in lakhs)

Particulars	As at 31 March 2019	As at 31 March 2018
Cash and cash equivalents		
Balance with banks		
- Balance in current account	78.13	128.40
Cash on hand	0.40	3.83
	78.53	**132.23**
Other bank balances		
Deposits with original maturity over 3 months but less than 12 months	9.05	447.92
Margin money deposits with bank-Current	544.62	8.98
Unpaid dividend account *	71.05	67.25
	624.72	**524.15**
Total	**703.25**	**656.38**

Refer note 38 - Financial instruments, fair values and risk measurement
* The Company can utilise these balances only towards payment of dividend

Note-15
Equity share capital

(₹ in lakhs)

Particulars	As at 31 March 2019	As at 31 March 2018
Authorised share capital		
500,000,000 (31 March 2018 : 500,000,000) Equity shares of ₹1/- each	5,000.00	5,000.00
Issued, Subscribed and Paid-up Capital		
393,889,200 (31 March 2018 : 393,889,200;) Equity shares of ₹1/- each fully paid	3,938.89	3,938.89
Total	**3,938.89**	**3,938.89**

A. Reconciliation of number of equity shares

(₹ in lakhs)

Particulars	As at 31 March 2019		As at 31 March 2018	
	Numbers	₹ in lakhs	Numbers	₹ in lakhs
Balance as at the beginning of the year	**393,889,200**	**3,938.89**	**393,392,700**	**3,933.93**
Issued during the year	-	-		-
Exercise of options - proceeds received			496,500	4.96
Balance as at the end of the year	**393,889,200**	**3,938.89**	**393,889,200**	**3,938.89**

B. **Terms / rights attached to Equity shares**
The company has single 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

Particulars	As at 31 March 2019		As at 31 March 2018	
	Nos. Shares	% holding	Nos. of Shares	% holding
Equity shares of ₹ 1 each fully paid				
Mr. Manoj B. Vadodaria	53,154,712	13.49	53,154,712	13.49
Mrs. Nila M. Vadodaria	43,955,267	11.16	43,955,267	11.16
Mrs. Alpa K. Vadodaria	36,800,000	9.34	36,800,000	9.34
Mr. Kiran B. Vadodaria	38,608,100	9.80	38,608,100	9.80
Mr. Deep S. Vadodaria	31,752,108	8.06	31,752,108	8.06

Note-16
Other Equity

(₹ in lakhs)

Particulars	As at 31 March 2019	As at 31 March 2018
Reserves & Surplus		
(i) Retained earnings	8,004.00	6,284.41
(ii) Equity security premium	33.71	33.71
(iii) General reserve	524.77	524.77
Total	**8,562.48**	**6,842.89**

(₹ in lakhs)

Particulars	As at 31 March 2019	As at 31 March 2018
(i) Retained earnings		
Profit & loss opening balance	6,284.41	1,513.84
Changes on account of scheme of arrangement (refer note 40)	-	2,908.09
Profit during the year	2,217.62	2,253.47
Changes on account of discontinuation of employee's stock option plan	-	141.50
	8,502.03	**6,816.90**
Appropriation		
Final equity dividend at ₹ 0.11 per share (31 March 2018: ₹ 0.11 per share)	(433.28)	(433.28)
Tax on equity dividend	(89.06)	(88.20)
	(522.34)	**(521.48)**
Items of other comprehensive income (net of tax)		
Remeasurement of post-employment benefit obligation (net of tax)	24.31	(11.01)
	24.31	**(11.01)**
Total	**8,004.00**	**6,284.41**
(ii) Equity security premium		
Opening balance	33.71	-
Addition during the year	-	33.71
Less: changes on account of scheme of arrangement	-	-
Total	**33.71**	**33.71**

(₹ in lakhs)

Particulars	As at 31 March 2019	As at 31 March 2018
(iii) General reserve	**524.77**	**524.77**
(iv) Deferred employees stock option compensation reserves		
Opening balance	-	(85.50)
Expense recognised during the year	-	48.32
Changes on account of scheme of arrangement	-	9.53
Cancellation of employee's stock option plan (refer note 40)	-	27.65
Total	**-**	**0.00**
(v) Employees stsock option outstanding reserve		
Opening Balance	-	184.38
Exercise of options during the year	-	-
Cancellation of employee's stock option plan (refer note 40)	-	(184.38)
Total	**-**	**-**
Total reserves and surplus	**8,562.48**	**6,842.88**

Note-17
Borrowings

(₹ in lakhs)

Particulars	As at 31 March 2019	As at 31 March 2018
Non current borrowings		
Secured loans		
Indian rupee loan from		
- Banks	5,033.54	1,884.87
- Financial institution	3,271.85	3,009.98
Vehicle loan from		
- Banks	62.98	128.55
- Financial institution	2.87	6.90
Unsecured loans		
Indian rupee loan from		
- Financial Institution	492.09	1,044.46
	8,863.33	**6,074.76**
Current borrowings		
Secured loans		
Indian rupee loan from		
- Bank	1,242.14	663.34
Unsecured loans#		
Indian rupee loan from		
- Loans from Related party	609.84	-
	1,851.98	**663.34**
Total	**10,715.31**	**6,738.10**

* Current maturities of long term borrowings is reported under 'Other current financials liabilities'
# Unsecured loan from related party carries interest rate of 11 % and the same is repayable on demand.
Refer note 38 - Financial instruments, fair values and risk measurement

Security Details of Borrowings -

(₹ in lakhs)

	Loan Amount outstanding as at		Rate of Interest as at		Installment Details			
	31 Mar 2019	31 Mar 2018	31 Mar 2019	31 Mar 2018	Start Date 2016	End Date	Nos	Period
(A) Secured Loans from banks								
(A.1) Term Loans								
Secured by hypothecation of immovable properties situated at 3rd, 4th & 5th Floor Sambhaav House, Judges Bungalow, Bodakdev, Ahmedabad owned by Company								
(i)	546.08	645.22	9.70%	9.10%	Jul-2013	Jun-2023	119	Monthly
(ii)	591.95	628.31	9.70%	9.10%	Feb-2018	Jun-2028	125	Monthly
Dropped Down OD facility secured by way of (a) registered equitable mortgage of industrial land at Vinzol and Bavla owned by Company (b) Personal guarantee of Shri Manoj Vaodaria & Kiran Vadodaria								
(iii)	2,899.06	2,835.40	10.85%	11.20%	Dec-2015	Mar-2023	27	Quarterly
Overdraft Facility secured by way of (a) registered equitable mortgage of immovable properties situated at 2nd & 6th Floor Sambhaav House, Judges Bungalow, Bodakdev, Ahmedabad and 11 flats owned by Company. (b) Personal Guarantee of Manoj Vadodaria & Kiran Vadodaria								
(iv)	960.20	-	10.25%	-	Dec-2018	Jan-2029	121	Annual Review
Total (A.1)	**5,008.67**	**4,108.93**						
(A.2) Vehicle Loans								
Secured by way of hypothecation of commercial vehicles								
(i)	-	8.02	10.01%	10.01%	Dec-2014	Oct-2018	47	Monthly
(ii)	-	11.27	10.01%	10.01%	Jan-2015	Nov-2018	47	Monthly
Secured by way of hypothecation of commercial equipment								
(iii)	-	9.51	10.01%	10.01%	Jan-2015	Nov-2018	47	Monthly
(iv)	36.64	57.17	9.80%	9.80%	Oct-2016	Oct-2020	48	Monthly
(iv)	34.18	-	9.40%	-	Dec-2018	Dec-2022	48	Monthly
Secured by way of hypothecation of vehicle								
(v)	19.27	-	-	-	Oct-2018	Oct-2021	36	Monthly
(vi)	14.38	-	-	-	Sep-2018	Sep-2021	36	Monthly
(vii)	7.56	12.37	8.75%	8.75%	Sep-2017	Aug-2020	36	Monthly
(viii)	13.50	24.98	8.75%	8.75%	May-2017	Apr-2020	36	Monthly
(ix)	9.32	17.98	8.50%	8.50%	Apr-2017	Mar-2020	36	Monthly
(x)	16.57	33.33	8.75%	8.75%	Apr-2017	Feb-2020	36	Monthly
(xi)	2.20	5.29	9.50%	9.50%	Dec-2016	Nov-2019	36	Monthly
(xii)	2.28	5.91	9.50%	9.50%	Nov-2016	Oct-2019	36	Monthly
(xiii)	8.28	17.40	9.40%	9.40%	Mar-2016	Jan-2020	47	Monthly
(xiv)	-	1.50	10.00%	10.00%	Aug-2015	Jul-2018	36	Monthly
(xv)	-	11.70	10.00%	10.00%	Nov-2015	Oct-2018	36	Monthly
(xvi)	-	1.11	9.81%	9.81%	Sep-2015	Aug-2018	36	Monthly
Total (A.2)	**164.19**	**217.53**						

(₹ in lakhs)

(A.3)	**Overdraft facilities**							
	Overdraft Facility secured by way of (a) registered equitable mortgage of property situated at 7th, 8th & 9th floor Sambhaav House, Judges Bungalow, Bodakdev, Ahmedabad. (b) Personal Guarantee of Manoj Vadodaria & Kiran Vadodaria							
(i)	-	658.79	10.80%	10.80%				Annual Review
(ii)	1,183.10	-	9.50%	-				Annual Review
	Overdraft Facility secured by way of Personal Guarantee of Manoj Vadodaria & Kiran Vadodaria							
(iii)	142.62	(0.71)	11.00%	10.65%				Annual Review
(iv)	165.00	5.26	13.55%	11.60%				Annual Review
Total (A.3)	**1,490.72**	**663.34**						
Total (A)	**6,652.21**	**4,989.80**						
(B)Secured Loans from Financial Institutions								
(B.1)	**Term Loans**							
	Secured by way of (a) Personal Guarantee of Promoters (b) DSRA for 3 months Principal & Interest repayment							
(i)	-	1,148.04	11.70%	11.70%	May-2016	Jan-2021	57	Monthly
	Secured by way of Personal Guarantee of Promoters							
(ii)	79.50	241.50	10.00%	12.25%	Oct-2014	Sep-2019	60	Monthly
(iii)	245.36	390.50	10.00%	11.70%	Nov-2015	Oct-2020	54	Monthly
	Mortgage over NA Land admeasuring 33400 sq mtrs having clear and Marketable title situated at survey no. 324/1, of mouje vinzol , Ahmedabad having minimum present market value of ₹ 50.0 crore standing in the name of Nila Infrastructure Ltd.							
(iv)	884.08	1,398.71	12.00%	11.00%	Jan-2018	Nov-2020	36	Monthly
(v)	1,012.15	-	10.75%	-	Jul-2018	Jul-2021	36	Monthly
Total (B.1)	**2,221.09**	**3,178.75**						
(B.2)	**Vehicle Loans**							
	Secured by way of hypothecation of vehicle							
(i)	6.95	10.60	8.50%	8.50%	Dec-2017	Nov-2020	36	Monthly
Total (B.2)	**6.95**	**10.60**						
(B.3)	**Line of Credit**							
	Secured by way of (a) Equitable Mortgage of Vejalpur land owned by company (b) Personal Guarantee of promoter family members and escrow of revenue of certain infrastructure projects.							
(i)	2,705.45	2,113.23	12.50%	11.00%	Oct-2014	Sep-2019	60	Annual Review
Total (B.3)	**2,705.45**	**2,113.23**						
Total (B)	**5,933.49**	**5,302.58**						
Total (A)+(B)	**11,585.70**	**10,292.38**						

Note-18

Other financial liabilities

(₹ in lakhs)

Particulars	As at 31 March 2019	As at 31 March 2018
Other non current financial liabilities		
Security deposits	201.93	90.61
	201.93	**90.61**
Other current financial liabilities		
Current maturities of long term borrowings	1,449.63	1,406.74
Loans from financial institution (1)	-	2,113.23
Interest accrued on borrowings	30.60	34.31
Security deposits	-	97.82
Employee related liabilities	4.67	6.57
Unclaimed dividend (2)	70.99	67.20
	1,555.89	**3,725.87**
Total	**1,757.82**	**3,816.48**

(1) To implement the Scheme of Arrangement for Demerger (the "Scheme") of Real Estate (RE) Undertaking of Nila Infrastructures Ltd (the "Demerged Company") into Nila Spaces Ltd (the "Resultant Company") under section 230 to 232 and other applicable provisions of the Companies Act, 2013 with Appointed Date of 1 April 2017; GRUH Finance Ltd (GRUH) had to reassess the total/combined (i.e. Nila Infrastructures Ltd + Nila Spaces Ltd) sanctioned limit of ₹ 9,500.00 lakhs, wherein the total/combined outstanding at 31 March 2018 is ₹ 6,871.65 lakhs. As per the letter received from GRUH dated 19 March 2018; the said total/combined exposure is to be bifurcated amongst Nila Infrastructures Ltd and Nila Spaces Ltd as ₹ 3,000.00 lakhs and ₹ 6,500.00 lakhs respectively. Accordingly, the corresponding outstanding ₹ 2,113.23 lakhs is considered for Nila Infrastructures Ltd and the rest for Nila Spaces Ltd. Pending such (re)assessment by GRUH, the said outstanding ₹ 2,113.23 lakhs was classified as other current financial liability.

(2) There is no amount due to be transfer to Investor Education and Protection Fund as at 31 March 2019.

Note-19
Provisions

(₹ in lakhs)

Particulars	As at 31 March 2019	As at 31 March 2018
Non-current provisions		
(a) Provisions for employee benifits		
Gratuity (refer note 33)	31.94	59.03
Leave encashment (refer note 33)	41.27	53.43
	73.21	**112.46**
Current provisions		
(a) Provisions for employee benifits		
Gratuity (refer note 33)	29.97	32.63
Leave encashment (refer note 33)	17.83	6.55
(b) Others		
Provision for defect liability expense	24.43	-
	72.23	**39.18**
Total	**145.44**	**151.64**

Gratuity

The Company provides for gratuity for employees in India as per the Payment of Gratuity Act, 1972. Employees who are in continuation service for a period of 5 years are eligible for gratuity. The amount of gratuity payable on retirement/termination is the employees last drawn basic salary per month computed proportionately for 15 days salary multiplied for the number of years of service.

Leave encasement

Provision for leave encasement cover the Company's liability for earned leave.

Disclosure as regards to provisions as per Ind AS 37 "Provisions, contingent liabilities and contingent assets
Provision for defect liability expense

(₹ in lakhs)

Particulars	31 March 2019	31 March 2018
Balance at the begininng of the year	-	-
Provision for the year	24.43	-
Utilisation for the year	-	-
Balance at the end of the year	**24.43**	**-**

Note-20
Income taxes

A. Income tax expense recognised in the Statement of Profit and Loss

(₹ in lakhs)

Particulars	31 March 2019	31 March 2018
Current tax		
Current tax on profit for the year	939.43	1,225.00
Adjustments of tax for earlier years	(28.81)	1.60
Deferred tax		
Attributable to–		
Origination and reversal of temporary differences (refer note E)	8.96	(232.55)
	919.58	**994.05**

B. Income tax expense / (income) recognised in other comprehensive income

(₹ in lakhs)

Particulars	31 March 2019	31 March 2018
Deferred tax (refer note E)		
Deferred tax (benefit) on remeasurements of defined benefit liability	9.99	(3.48)
	9.99	**(3.48)**

C. Reconciliation of effective tax rate

(₹ in lakhs)

Particulars	31 March 2019	31 March 2018
Profit before tax	**3,137.20**	**3,247.52**
Tax using the Company's statutory tax rate at 29.12% (31 March 2018: 34.608%)	913.55	1,123.90
Effect of :		
Effect of tax rate change	-	(153.10)
Non deductible expenses	42.40	54.04
Adjustments of tax for earlier years	(28.81)	-
Income exempt from tax	(8.55)	(6.59)
Others	0.99	(24.20)
Tax expense	**919.58**	**994.05**

D. Recognised deferred tax assets and liabilities
Movement in temporary differences

(₹ in lakhs)

Particulars	Deferred tax (assets)		Deferred tax liabilities		Net deferred tax (assets) / liabilities	
	31 March 2019	31 March 2018	31 March 2019	31 March 2018	31 March 2019	31 March 2018
Expenditure allowed on payment basis	(36.35)	(45.76)	-	-	(36.35)	(45.76)
Expenditure on which tax has not been deducted	(10.97)	-	-	-	(10.97)	-
Provision for defect liability expense	(7.12)	-	-	-	(7.12)	-
Demerger expense	-	(7.88)	-	-	-	(7.88)
Provision for loss allowance	(11.65)	(10.42)	-	-	(11.65)	(10.42)
Prepaid finance charges	-	-	23.37	8.12	23.37	8.12
Fair valuation of non-current loans	-	-	23.78	-	23.78	-
Straight lining of rent	-	-	0.90	2.53	0.90	2.53
Fair valuation of investment in joint venture	-	-	260.00	257.50	260.00	257.50
Fair valuation of revenue from land and transferrable development rights	-	-	94.68	94.68	94.68	94.68
Re-measurement of employee benefit	-	(8.13)	1.86	-	1.86	(8.13)
Excess depreciation under tax laws over book depreciation and amortisation	-	-	662.51	691.42	662.51	691.42
Net deferred tax (assets) / liabilities	**(66.09)**	**(72.19)**	**1,067.10**	**1,054.25**	**1,001.01**	**982.06**

E. Recognised deferred tax (assets) and liabilities
Movement in temporary differences

(₹ in lakhs)

Particulars	Balance as at 1 April 2018	Recognised in profit or loss during 2018-19	Recognised in OCI during 2018-19	Balance as at 31 March 2019
Expenditure allowed on payment basis	(45.76)	9.41	-	(36.35)
Demerger expense	(7.88)	7.88	-	0.00
Expenditure on which tax has not been deducted	-	(10.97)	-	(10.97)
Provision for defect liability expense	-	(7.12)	-	(7.12)
Fair valuation of non-current loans	-	23.78	-	23.78
Provision for loss allowance	(10.42)	(1.23)	-	(11.65)
Prepaid finance charges	8.12	15.25	-	23.37
Straight lining of rent	2.53	(1.63)	-	0.90

(₹ in lakhs)

Particulars	Balance as at 1 April 2018	Recognised in profit or loss during 2018-19	Recognised in OCI during 2018-19	Balance as at 31 March 2019
Fair valuation of investment in joint venture	257.50	2.50	-	260.00
Fair valuation of revenue from land and transferrable development rights	94.68	-	-	94.68
Re-measurement of employee benefit	(8.13)		9.99	1.86
Excess of depreciation under tax laws over book depreciation and amortisation	691.42	(28.91)	-	662.51
Net deferred tax (assets) / liabilities	**982.06**	**8.96**	**9.99**	**1,001.01**

Note-21
Trade payables

(₹ in lakhs)

Particulars	As at 31 March 2019	As at 31 March 2018
Dues to Micro & Small Enterprises (as per the intimation received from vendors)		
A. Principal and interest amount remaining unpaid	2.28	-
B. Interest due thereon remaining unpaid	-	-
C. Interest paid by the Company in terms of Section 16 of the Micro, Small and Medium Enterprises Development Act, 2006, along with the amount of payment made to supplier beyond the appointed day	-	-
D. Interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the period) but without adding interest specified under the Micro, Small and Medium Enterprises Development Act, 2006	-	-
E. Interest accrued and remaining unpaid	-	-
F. Interest remaining due and payable even in the suceeding years, until such date when the interest dues as above are actually paid to the small enterprises.	-	-
Dues to others	4,638.87	4,090.69
Total	**4,641.15**	**4,090.69**

The above information regarding Micro, Small and Medium Enterprises has been determined on the basis of information available with the Company. This has been relied upon by the auditors.

Trade payables - dues to others include retention money payable amounting to ₹1,316.11 lakhs (31 March 2018: ₹ 1,011.78 lakhs.

Note-22
Other current liabilities (net)

(₹ in lakhs)

Particulars	As at 31 March 2019	As at 31 March 2018
Advance from contractors	660.06	263.59
Advance from customer	1,070.51	1,186.21
Statutory dues payable		
- TDS payable	62.22	59.02
Total	**1,792.79**	**1,508.82**

Note-23
Current tax liabilities (net)

(₹ in lakhs)

Particulars	As at 31 March 2019	As at 31 March 2018
Current tax liabilities (net of advance tax)	15.33	246.74
Total	**15.33**	**246.74**

Note-24
Revenue from operations

(₹ in lakhs)

Particulars	For the year ended 31 March 2019	For the year ended 31 March 2018
A. Sales		
Contract revenue	22,278.36	21,110.86
	22,278.36	**21,110.86**
B. Other operating revenue		
Rent income (refer note 36)	272.41	299.84
Share of profit from LLP	29.36	19.03
	301.77	**318.87**
Total	**22,580.13**	**21,429.73**

Note-25
Other income

(₹ in lakhs)

Particulars	For the year ended 31 March 2019	For the year ended 31 March 2018
Interest on loan	667.08	609.07
Interest from bank	65.39	86.46
Liabilities no longer required to pay written back	55.62	34.46
Other non-operating income	40.40	4.41
Total	**828.49**	**734.40**

Note-26
Cost of material consumed and project expenses

(₹ in lakhs)

Particulars	For the year ended 31 March 2019	For the year ended 31 March 2018
Consumption of materials	6,413.58	5,282.12
Power and fuel	77.16	51.50
Repair and maintenance expense	7.30	4.65
Freight charges	4.77	119.10
Civil, electrical, contracting, labour work etc.	11,300.01	10,491.73
Electricity expenses	106.50	96.23
Insurance expenses	21.70	13.87
Security service charges	34.73	24.96
Value added tax	9.53	20.23
Service tax expenses	0.15	4.29
Welfare cess	59.91	57.91
Travelling expenses	5.64	13.84
Project administrative charges	22.41	66.59
Legal and professional expenses	124.48	48.28
Defect liability expense	24.43	-
Other direct project expenses	446.07	649.21
Total	**18,658.37**	**16,944.51**

Note-27

Changes in inventories of construction material, land and work in progress

(₹ in lakhs)

Particulars	For the year ended 31 March 2019	For the year ended 31 March 2018
Opening inventories		
Construction material on hand	380.90	180.26
Work in progress	1,804.40	1,626.88
Land	4,179.65	4,192.29
	6,364.95	**5,999.43**
Closing inventories		
Construction material on hand	379.12	380.90
Work in progress	1,922.30	1,804.40
Land	5,152.35	4,179.65
	7,453.77	**6,364.95**
Changes in inventories	**(1,088.82)**	**(365.52)**

Note-28

Employee benefits expense

(₹ in lakhs)

Particulars	For the year ended 31 March 2019	For the year ended 31 March 2018
Salaries, allowances and bonus	489.03	540.66
Contribution to provident and other fund (refer note 33)	4.65	4.92
Remuneration and perquisites to directors (refer note 32)	48.00	46.00
Staff welfare expenses	0.14	0.43
Total	**541.82**	**592.01**

Note-29

Finance costs

(₹ in lakhs)

Particulars	For the year ended 31 March 2019	For the year ended 31 March 2018
Interest on borrowings		
- To banks and financial institution	1,129.14	1,119.02
- To others		
- unsecured loan	26.44	-
- late payment of income tax	16.02	52.29
	1,171.60	**1,171.31**
Less:- transfer to work-in-progress (inventories)	-	(200.49)
	1,171.60	**970.82**
Other borrowing costs		
- Bank charges	72.12	89.53
- Processing fees	55.15	49.46
Total	**1,298.87**	**1,109.81**

During the year ended 31 March 2019, the company has inventorised borrowing cost of Rs Nil (31 March 2018 ₹200.49 lakhs)

Note-30
Other expenses

(₹ in lakhs)

Particulars	For the year ended 31 March 2019	For the year ended 31 March 2018
Legal and professional charges	194.43	206.62
Office rent (refer note 36B)	12.50	10.70
Repairs and maintenance expenses	17.19	11.54
Insurance	16.52	12.73
Power and fuel expenses	47.87	33.04
Travelling and conveyance	37.68	31.45
CSR expenses (refer note 30A)	56.23	53.64
Printing and stationery	20.61	12.41
Rates and taxes	0.06	0.74
Donation	8.00	-
Royalty expense	6.69	-
Payment to auditors (exclusive of GST)		
- Audit fees	8.00	8.00
- Tax audit fees	-	1.00
- Other services	4.58	-
Loss on sale of property, plant and equipment	41.88	4.18
Advertisement and business promotion expenses	5.30	16.44
Provision for loss allowance	40.00	35.77
Bad debts written off	130.24	-
Director's sitting fees (refer note 32)	0.60	0.58
Miscellaneous expenses	26.61	24.81
Total	**674.99**	**463.65**

Note-30A
CSR Expense

(₹ in lakhs)

Particulars	For the year ended 31 March 2019	For the year ended 31 March 2018
A. Gross amount required to be spent by the Company	**56.03**	**53.57**
B. Amount spent during the year (in cash)		
(i) Development of area/acquisition of any asset	-	5.72
(ii) On purpose other than (i) above	56.23	47.92
C. Related party transactions in relation to corporate social responsibility	**-**	**-**
D. Provision movement during the year:		
Opening provision	-	-
Addition during the year	56.23	53.64
Utilised during the year	56.23	53.64
Closing provision	-	-

Note-31
Earnings per share

(₹ in lakhs)

Particulars	For the year ended 31 March 2019	For the year ended 31 March 2018
Profit attributable to equity share holders :		
Basic earnings	2,217.62	2,253.47
Adjusted for the effect of dilution	2,217.62	2,253.47
Weighted average number of equity shares for:		
Basic	39,38,89,200	39,36,62,034
Adjusted for the effect of dilution	39,38,89,200	39,36,62,034
Earning per share		
Basic	0.56	0.57
Diluted	0.56	0.57

Note-32
Related Party Transactions

(A) Subsidiaries:	Nila Terminals (Amerli) Private Limited
(B) Associate	Vyapnila Terminals (Modasa) Private Limited
(C) Joint venture :	Kent Residential and Industrial Park LLP
	Romanovia Industrial Park Private Limited
(D) Enterprise in which Key Managerial Personnel have significant influence	Sambhaav Media Limited
	Nilsan Realty LLP
	Nila Spaces Limited
(E) Key Managerial Personnel	Manoj B. Vadodaria - Chairman and Managing Director
	Prashant H. Sarkhedi - Chief Financial Officer
	Dipen Y. Parikh - Company Secretary
(F) Non Executive Director	Kiran B. Vadodaria

Disclosure of transactions between the Company and Related Parties (Other than key - managerial personnel) balances as at 31 March 2019

(₹ in lakhs)

Particulars	Transaction Value	
	31 March 2019	31 March 2018
Rent paid		
Sambhaav Media Limited	10.18	10.49
Revenue from projects		
Kent Residential and Industrial Park LLP	2,696.44	51.48
Romanovia Industrial Park Private Limited	1,354.07	2,399.08
Sambhaav Media Limited (including service tax/ GST)	220.93	41.24
Nila Terminal (Amerli) Private Limited	291.00	
Nila Spaces Limited	642.11	
Loans given		
Kent Residential and Industrial Park LLP	2,362.75	1,096.00
Romanovia Industrial Park Private Limited	1,476.64	3,997.10

(₹ in lakhs)

Particulars	Transaction Value	
	31 March 2019	31 March 2018
Nila Terminal (Amerli) Private Limited	392.99	77.11
Vyapnila Terminals (Modasa) Private Limited	593.27	123.86
Nilsan Realty LLP	390.38	-
Loan taken		
Nila Spaces Limited	3510.77	-
Advertisement given		
Sambhaav Media Limited (including service tax)	-	8.43
Interest income		
Kent Residential and Industrial Park LLP (interest on investment)	4.18	1.69
Kent Residential and Industrial Park LLP (interest on loan)	355.37	207.21
Romanovia Industrial Park Private Limited	176.51	314.55
Nila Terminal (Amerli) Private Limited	30.29	6.66
Vyapnila Terminals (Modasa) Private Limited	81.65	-
Interest expense		
Nila Spaces Limited	23.31	-
Share of profit from investment in LLP		
Kent Residential and Industrial Park LLP	29.36	19.03
Re-payment of loans and advances given		
Kent Residential and Industrial Park LLP	1,339.58	413.49
Romanovia Industrial Park Private Limited	3,589.76	4,138.47
Nila Terminal (Amerli) Private Limited	84.38	-
Nila Spaces Limited	3908.61	-
Nilsan Realty LLP	390.38	-
Advances received		
Sambhaav Media Limited	19.00	-
Romanovia Industrial Park Private Limited - sales of land	710.00	-
Advances repaid		
Romanovia Industrial Park Private Limited - sales of land	710.00	-
Expense reimbursement		
Kent Residential and Industrial Park LLP	81.63	13.15
Romanovia Industrial Park Private Limited	77.28	-

Pursuant to the approval of the Honourable National Company Law Tribunal ('NCLT') vide order dated 9 May 2018 to the Scheme of Arrangement ("the Scheme") under section 230-233 and other provisions of the Companies Act, 2013, the assets and liabilities pertaining to real estate undertaking of the Company, were transferred to and vested in the Nila Spaces Limited ('wholly owned subsidiary of the Company') with effect from the appointed date viz., 1 April 2017 in accordance with the Scheme so sanctioned. The Scheme was filed with Registrar of the Companies ('ROC') on 11 May 2018 and has, accordingly, been given effect in the prior year financial statements.

However, since the scheme was approved vide order dated 9 May 2018, the company was required to enter into transactions on behalf of Nila Spaces Limited in the current year during the transition phase of giving effect of demerger. On account of this, the company had entered into transactions such as disbursement of loans, advance from customers, reimbursement of expenses, etc. aggregating to Rs. 4,817.69 lakhs on behalf of Nila Spaces Limited, which were transferred to Nila Spaces Limited during the current year. Rest of the transactions have been considered in the above table.

Disclosure of status of outstanding balances between the Company and Related Parties (Other than Key - managerial personnel) as at year end.

(₹ in lakhs)

Particulars	Outstanding Balance	
	31 March 2019	31 March 2018
Trade Receivables		
Kent residential and industrial park llp	512.76	-
Romanovia Industrial Park Private Limited	-	89.75
Nila Terminal (Amerli) Private Limited	220.10	-
Nila Spaces Limited	50.53	-
Loans given to subsidiaries		
Nila Terminal (Amerli) Private Limited	422.00	83.10
Loans given to associate and joint venture		
Kent Residential and Industrial Park LLP	3,695.12	2,316.58
Romanovia Industrial Park Private Limited	32.57	1,969.18
Vyapnila Terminals (Modasa) Private Limited	799.12	123.86
Loan taken from / (Given to) Enterprise in which Key Managerial Personnel significant influence		
Nilsan Realty LLP	-	-
Loans taken from enterprise in which Key Managerial Personnel have significant influence		
Nila Spaces Limited	609.84	(984.37)
Rent deposit payable		
Sambhaav Media Limited	0.96	0.96
Retention money on revenue		
Kent Residential and Industrial Park LLP	100.72	-
Romanovia Industrial Park Private Limited	-	89.75
Investment		
Kent Residential and Industrial Park LLP (Capital)	68.35	34.81
Romanovia Industrial Park Private Limited	1,250.50	1,250.50
Nila Terminal (Amerli) Private Limited	1.00	1.00
Vyapnila Terminals (Modasa) Pvt. Ltd.	231.73	0.34

Disclosure of transactions between the Company, Key - managerial personnel, Directors and the status of outstanding balances as at 31 March 2019

(₹ in lakhs)

Particulars	Transaction Value	
	31 March 2019	31 March 2018
Remuneration		
- to directors	48.00	46.00
- to other than directors	24.72	24.86
Director's sitting fees	0.60	0.58
Post-employment benefits	38.71	39.33
Outstanding balance of guarantee obtained	8,414.59	8,790.72

Note-33
Employee benefits

A. Defined benefit plans:

Gratuity

The Company operates a defined benefit plan (the gratuity plan) covering eligible employees, which provides a lump sum payment to vested employees at retirement, death, incapacitation or termination of employment, of an amount based on the respective employees salary and tenure of employment. The liability in respect of gratuity being defined benefit schemes, payable in future, are determined by actuarial valuation as on balance sheet date.

In activity of valuation for gratuity following assumptions were used:

Particulars	31 March 2019	31 March 2018
Mortality rate	100.00%	100.00%
Withdrawal rate	For attained age upto 20 years: 15% For attained age above 20 upto 30 years: 10%, For attained age above 30 upto 35 years: 8%, For attained age above 35 upto 45 years: 5%, For attained age above 45 upto 50 years: 3%, For attained age above 50 years: 2%	For attained age upto 30 years: 15% For attained age above 30 upto 35 years: 10%, For attained age above 35 upto 45 years: 5%, For attained age above 45 upto 55 years: 3%, For attained age above 55 years: 1%"
Retirement age	58 Years	58 Years
Discount rate	7.63%	7.86%
Salary escalation	6.00%	9.00%

The following tables set out the funded status of the gratuity plans and the amounts recognised in the Company's standalone financial statements as at 31 March 2019, 31 March 2018

The following tables set out status of gratuity plan under Indian Accounting Standard 19 on "Employee benefit".

(₹ in lakhs)

Particulars	31 March 2019	31 March 2018
Changes in present value of defined benefit obligation		
Present value of defined benefit obligation as at the beginning of the year	91.66	45.50
Interest cost	6.78	3.41
Current service cost	8.58	28.26
Actuarial loss due to change in financial assumptions	(10.16)	19.48
Actuarial (gain) due to change in demographic assumptions	-	(1.48)
Actuarial loss/(gain) due to experience adjustments	(24.14)	(3.51)
Benifits paid	(10.81)	-
Present value of defined benefit obligation as at the end of the year	**61.91**	**91.66**
Amount recognised in the balance sheet		
Fair value of plan assets as at the end of the year	-	-
Present value of defined benefit obligaiton as at the end of the year	61.91	91.66
Net obligation as at end of year	**61.91**	**91.66**
Non current	**31.94**	**59.03**
Current	**29.97**	**32.63**

(₹ in lakhs)

Particulars	31 March 2019	31 March 2018
Expenses recognised in the statement of profit and loss under the head Employee benefit expenses		
Service cost	8.58	28.26
Interest cost	6.78	3.41
Net expense recognised in employee benifit expenses	**15.36**	**31.67**
Expenses recognised in other comprehensive income for the year		
Remeasurment due to:		
Acturial loss on obligations - due to change in financial assumptions	(10.16)	19.48
Acturial (gain) on obligations - due to change in demographic assumptions	-	(1.48)
Acturial loss/(gain) on obligations - due to experience adjustments	(24.14)	(3.51)
Net expense/(income) recognised in other comprehensive income	**(34.30)**	**14.49**

Sensitivity analysis

Reasonably possible changes at the reporting date to one of the relevant actuarial assumptions, holding other assumptions constant, would have affected the defined benefit obligation by the amounts shown below:

(₹ in lakhs)

Particulars	31 March 2019		31 March 2018	
	Increase	Decrease	Increase	Decrease
Discount rate (1% movement)	(2.87)	3.32	(4.90)	5.71
Salary growth rate (1% movement)	3.61	(3.18)	16.55	3.29
Withdrawal rate (1% movement)	0.26	(0.31)	0.62	5.71

The sensitivity analyses presented above may not be representative of the actual change in the defined benefit obligation as it is unlikely that the change in assumptions would occur in isolation of one another as some of the assumptions may be correlated. Furthermore, in presenting the above sensitivity analysis, the present value of the defined benefit obligation has been calculated using the projected unit credit method at the end of the reporting period, which is the same as that applied in calculating the defined benefit obligation liability recognised in the balance sheet. There was no change in the methods and assumptions used in preparing the sensitivity analysis from prior years.

The obligations are measured at the present value of estimated future cash flows by using a discount rate that is determined with reference to the market yields at the Balance Sheet date on Government Bonds which is consistent with the estimated terms of the obligation.

The estimate of future salary increase, considered in the actuarial valuation, takes account of inflation, security, promotion and other relevant factors such as supply and demand in the employment market.

Expected future cash flows:

The expected future cash flows in respect of gratuity as at balance sheet date will be as follows:

(₹ in lakhs)

Projected benefits payable in future years from the date of reporting	31 March 2019	31 March 2018
1st following year	29.97	32.63
2nd following year	3.60	3.06
3rd following year	1.98	2.52
4th following year	2.09	2.99
5th following year	6.08	2.82
Sum of years 6 to 10	16.62	33.84

B. Other long term employee benefits

Compensated absences

The accrual for unutilised leave is determined for the entire available leave balance standing to the credit of the edmployees at the year end. The value of such leave balances that are eligible for carry forward is determined by an acturial valuation as at the end of the year and acturial gains and losses are charged to the statement of profit and loss. Amount of ₹ (0.88) (31 March 2018: ₹ 31.40 lakhs) towards leave benefits is recognised as an expense and included in salaries,wages and bonus under "Employee benefits expenses" in the Statement of Profit and Loss.

Acturial assumptions

Particulars	31 March 2019	31 March 2018
Discount rate	7.63%	7.86%
Salary growth rate	6.00%	9.00%
Withdrawal rates	For attained age upto 20 years: 15% For attained age above 20 upto 30 years: 10%, For attained age above 30 upto 35 years: 8%, For attained age above 35 upto 45 years: 5%, For attained age above 45 upto 50 years: 3%, For attained age above 50 years: 2%	For attained age upto 30 years: 15%, For attained age above 30 upto 35 years: 10%, For attained age above 35 upto 45 years: 5%, For attained age above 45 upto 55 years: 3%, For attained age above 55 years: 1%

C. Defined contribution

Contribution to provident fund and employee state insurance contribution

Amount of ₹ 4.65 lakhs (31 March 2018: ₹ 4.92 lakhs) paid towards contribution to provident funds (including administration charges) and Employee state insurance contribution is recognised as an expense and included in "Salaries, wages and bonus" under "Employee benefits expense" in the Statement of Profit and Loss.

Note-34

Operating segment

An operating segment is a component of the Company that engages in business activities from which it may earn revenues and incur expenses, including revenues and expenses that relate to transactions with any of the Company's other components, and for which discrete financial information is available. All operating segments' operating results are reviewed regularly by the Company's Chief Operating Decision Maker (CODM) to make decisions about resources to be allocated to the segments and assess their performance. The Company's operations fall under single segment namely "Infrastructure Business", taking into account the risks and returns, the organization structure and the internal reporting systems. Board of Directors are Chief Operating Decision Maker (CODM) of the Company. Further, there are no export sales and hence there is no reportable secondary segment. All assets are located in the company's country of domicile.

Note-35

Contingent Liabilities

(₹ in lakhs)

(a)

Particulars	As at 31 March 2019	As at 31 March 2018
Income tax demands for A. Y. 2011 - 12 matter before ITAT - Ahmedabad	75.94	75.94

Pending resolution of the above matters, it is not practicable for the company to estimate the timings of cash outflows, if any, in respect of the above as it is determinable only on receipt of judgement/decision pending with various concerned government authorities.

The company has reviewed all its pending litigations and proceedings and has adequately provided for where provisions are required and disclosed as contingent liability where applicable, in its financial statements. The Company does expect the outcome of this proceeding to have a materially adverse impact on its financual position. The Company does not expect any reimbursements in respect of the above contingent liability.

(b) The Company is in the process of evaluating the impact of the Supreme Court ("SC") judgement dated February 28, 2019 in the case of Regional Provident Fund Commissioner (II) West Bengal v/s Vivekananda Vidyamandir and Others, in relation to non-inclusion of certain allowances from the definition of "basic wages" of the relevant employees for the purposes of determining contribution to Provident Fund ("PF") under the Employees' Provident Fund & Miscellaneous Provisions Act, 1952. Based on legal advice received by the management, there are interpretation issues relating to the said SC judgement and review petitions are pending before the SC in this matter. In the assessment of the management, the aforesaid matter is not likely to have a significant impact and accordingly, no provision has been made in the standalone financial statements.

Note-36

Operating Lease

A. Leases as lessor

The Company's significant lease arrangements are in respect of lease for building. These leasing arrangements are cancellable by mutual consent after lock-in-period. The aggregate lease rental income of ₹ 272.41 (31 March 2018: ₹ 299.84) lakhs is accounted in the Statement of Profit and Loss. (refer note 24)

There are no future minimum receivable as at 31 March 2019 and 31 March 2018 in respect of above leased assets and hence disclosure of the same is not applicable. Further, there are no contingent rents which are recognised in Statement of Profit and Loss

B. Leases as lessee

The Company has taken office premises on lease. The terms of lease includes terms of renewals, increase in rent in future periods, terms of cancellation, etc. The agreement is executed for a period of 3 years with a renewable clause and also provide for termination at will by either party giving a prior notice of 3 months at any time during the lease term.

Lease rental expense debited to statement of profit and loss is ₹12.50 lakhs (31 March 2018: ₹ 10.70 lakhs).

Note-37

Disclosures as per new revenue standard - Ind AS 115 "Revenue from contracts with customers"

(a) Disaggreagtion of revenue from contracts with customers for the year ended 31 March 2019 : (₹ in lakhs)

Activity	Gujarat			Rajasthan			Total
	Government	Non Government	Total (A)	Government	Non Government	Total (B)	(A+B)
Affordable Housing							
Engineering, procurement and construction (EPC)	128.98	-	128.98	4,973.78	-	4,973.78	5,102.76
PPP contracts	622.43	-	622.43	-	-	-	622.43
Civic Urban Infra - EPC contracts	576.46	13,063.63	13,640.09	2,426.64	486.44	2,913.08	16,553.17
Total	**1,327.87**	**13,063.63**	**14,391.50**	**7,400.42**	**486.44**	**7,886.86**	**22,278.36**

Company has applied Ind AS 115 using the modified retrospective method according to which the comparative information is not required to be restated.

(b) Contract assets

The contract assets, land and transferrable development rights receivable represents amount due from customers which primarily relate to the Company's rights to consideration for work executed but not billed at the reporting date. The contract assets or Land and transferrable development rights are transferred to receivables when the rights become unconditional. i.e. when invoice is raised on achievement of contractual milestones. This usually occurs when the Company issues an invoice to the customer. The contract liabilities primarily represent advances received from customers for which invoices are yet to be raised on customers pending achievement of milestone.

The following table provides information about trade receivables and contract assets :

(₹ in lakhs)

Particulars	As at 31 March 2019	As at 31 March 2018
- Contract assets	4,602.55	2,562.71
- Land and transferrable development rights	3,978.11	1,882.20
- Contract liabiltiies	1,070.51	1,186.21

Changes in contract asset and land and transferrable development right balances during the year are as follows:

(₹ in lakhs)

Particulars	31 March 2019
Contract asset	
Balance as at 1 April 2018	2,562.71
Unbilled revenue for the year	4,602.55
Contract assets reclassified to trade receivables	2,562.71
Balance as at 31 March 2019	**4,602.55**

(₹ in lakhs)

Particulars	31 March 2019
Land and transferrable development rights	
Balance as at 1 April 2018	1,882.20
Unbilled revenue for the year	3,978.11
Contract assets reclassified to trade receivables	1,882.20
Balance as at 31 March 2019	**3,978.11**

Changes in contract liabilities balances during the year are as follows:-

(₹ in lakhs)

Particulars	31 March 2019
Balance as at 1 April 2018	1,186.21
Less: Amount adjusted against billings made during the year	1,077.16
Add: Advances received during the year	961.46
Balance as at 31 March 2019	**1,070.51**

Company has applied Ind AS 115 using the modified retrospective method according to which the comparative information is not required to be restated.

(c) Transaction price allocated to remaining performance obligations

Table below shows the forward order book for the Company at the reporting date with the time bands of when the Company expects to recognise secured revenue on its contracts with customers. Secured revenue corresponds to fixed work contracted with customers and excludes the impact of any anticipated contract extensions or modifications, and new contracts with customers.

(₹ in lakhs)

Particulars	Within one year	More than one year	Total
Contract revenue	19,430.00	45,333.20	64,763.20
Total	**19,430.00**	**45,333.20**	**64,763.20**

(d) Reconciliation of revenue recognised in the Statement of Profit and Loss

There are no adjustments made to the contracted price with customers which need to be reconciled to revenue recognised in the statement of profit and loss.

Note-38 Financial Instruments - Fair Value And Risk Measurements

A. Accounting classification and fair values

The carrying amounts and fair values of financial instruments by class are as follows:-

(₹ in lakhs)

As at 31 March 2019	Carrying amount				Fair value			Total
	Fair Value Through Profit and Loss	Fair Value through Other Comprehensive Income	Amortized Cost*	Total	Level 1 - Quoted price in active markets	Level 2 - Significant observable inputs	Level 3 - Significant unobservable inputs	
Financial asset								
Loan								
- Non-current	-	-	5,971.57	5,971.57	-	-	-	-
- Current	-	-	18.62	18.62	-	-	-	-
Investment (note 1)	-	-	0.14	0.14	-	-	-	-
Trade receivables	-	-	3,400.10	3,400.10	-	-	-	-
Cash and cash equivalent	-	-	78.53	78.53	-	-	-	-
Other bank balance	-	-	624.72	624.72	-	-	-	-
Other financial assets				-				
- Non-current	-	-	330.36	330.36	-	-	-	-
- Current	-	-	-	-	-	-	-	-
	-	**-**	**10,424.04**	**10,424.04**	**-**	**-**	**-**	**-**
Financial liabilities								
Borrowings								
- Non-current	-	-	8,863.33	8,863.33	-	-	-	-
- Current	-	-	1,851.98	1,851.98	-	-	-	-
Trade payable	-	-	4,641.15	4,641.15	-	-	-	-
Other financial liability								
- Non-current	-	-	201.93	201.93	-	-	-	-
- Current	-	-	1,555.89	1,555.89	-	-	-	-
	-	**-**	**17,114.28**	**17,114.28**	**-**	**-**	**-**	**-**

(₹ in lakhs)

As at 31 March 2018	Carrying amount				Fair value			Total
	Fair Value Through Profit and Loss	Fair Value through Other Comprehensive Income	Amortized Cost*	Total	Level 1 - Quoted price in active markets	Level 2 - Significant observable inputs	Level 3 - Significant unobservable inputs	
Financial asset								
Loan								
- Non-current	-	-	5,151.65	5,151.65	-	-	-	-
- Current	-	-	1,229.89	1,229.89	-	-	-	-
Investment (note 1)	-	-	0.13	0.13	-	-	-	-
Trade receivables	-	-	3,474.47	3,474.47	-	-	-	-
Cash and cash equivalent	-	-	132.23	132.23	-	-	-	-
Other bank balance	-	-	524.15	524.15	-	-	-	-

(₹ in lakhs)

As at 31 March 2018	Carrying amount				Fair value			Total
	Fair Value Through Profit and Loss	Fair Value through Other Comprehensive Income	Amortized Cost*	Total	Level 1 - Quoted price in active markets	Level 2 - Significant observable inputs	Level 3 - Significant unobservable inputs	
Other financial assets				-				
- Non-current	-	-	727.64	727.64	-	-	-	-
- Current	-	-	-	-	-	-	-	-
	-	**-**	**11,240.16**	**11,240.16**	**-**	**-**	**-**	**-**
Financial liabilities								
Borrowings								
- Non-current	-	-	6,074.76	6,074.76	-	-	-	-
- Current	-	-	663.34	663.34	-	-	-	-
Trade payable	-	-	4,090.69	4,090.69	-	-	-	-
Other financial liability								
- Non-current	-	-	90.61	90.61	-	-	-	-
- Current	-	-	3,725.87	3,725.87	-	-	-	-
	-	**-**	**14,645.27**	**14,645.27**	**-**	**-**	**-**	**-**

* Fair value of financial assets and liabilities measured at amortised cost is not materially different from the amortised cost. Further, impact of time value of money is not significant for the financial instruments classified as current. Accordingly, the fair value has not been disclosed separately.

Note 1: The Company has opted to measure its investments in subsidiaries, joint ventures and associate at deemed cost, i.e. previous GAAP carrying amount, except for its investment in one of the joint venture - Romanovia Industrial Park Private Limited, which has been measured at fair value at the date of transition. If an entity chooses to measure its investment at fair value at the date of transition than that is deemed cost of such investment for the Company and, therefore, it shall carry its investment in at that amount (i.e. fair value at the date of transition) after the date of transition. Since these are scope out of Ind AS 109 for the purpose of measurement, the same have not been disclosed in the tables above.

Fair value hierarchy

The fair value of financial instruments as referred above have been classified into three categories depending on the inputs used in valuation technique. The hierarchy gives the highest priority to quoted prices in active markets for identical assets or liabilities (Level I measurements) and lowest priority to unobservable inputs (Level III measurments).

The categories used are as follows:-

Input Level I (Directly Observable) : which includes quoted prices in active markets for identical assets such as quoted price for an equity security on Security Exchanges.

Input Level II (Indirectly Observable) : which includes prices in active markets for similar assets such as quoted price for similar assets in active markets, valuation multiple derived from prices in observed transactions involving similar businesses, etc.

Input Level III (Unobservable): which includes management's own assumptions for arriving at a fair value such as projected cash flows used to value a business, etc.

B. Measurement of fair values

i) Valuation techniques and significant unobservable inputs

The fair value of the investment in quoted investment in equity shares is based on the current bid price of investment at balance sheet date

ii) Transfers between Levels I and II

There has been no transfer in between Level I and Level II

iii) Level III fair values

There are no items in Level III fair values.

C. Financial risk management

The Company has a well-defined risk management framework. The Board of Directors of the Company has adopted a Risk Management Policy. The Company has exposure to the following risks arising from financial instruments:

- Credit risk ;
- Liquidity risk ; and
- Market risk

Risk management framework

The Company's board of directors has overall responsibility for the establishment and oversight of the Company's risk management framework. The board of directors evaluate and exercise independent control over the entire process of risk management. The board also recommends risk management objectives and policies.

The Company's risk management policies are established to identify and analyse the risks faced by the Company, to set appropriate risk limits and controls and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Company's activities. The Company, through its training and management standards and procedures, aims to maintain a disciplined and constructive control environment in which all employees understand their roles and obligations.

The audit committee oversees how management monitors compliance with the company's risk management policies and procedures, and reviews the adequacy of the risk management framework in relation to the risks faced by the Company. The audit committee is assisted in its oversight role by internal audit. Internal audit undertakes both regular and adhoc reviews of risk management controls and procedures, the results of which are reported to the audit committee.

(i) Credit risk

Credit risk is the risk that a counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Company is exposed to credit risk primarily trade receivables and other financial assets including deposits with banks. The Company's exposure and credit ratings of its counterparties are continuously monitored and the aggregate value of transactions is reasonably spread amongst the counterparties.

Trade receivables and other receivables

The Company's exposure to credit risk is influenced mainly by the individual characteristics of each customer. The demographics of the customer, including the default risk of the industry and country in which the customer operates, also has an influence on credit risk assessment. Credit risk is managed through credit approvals, establishing credit limits and continuously monitoring the creditworthiness of customers to which the Company grants credit terms in the normal course of business. The Company establishes an allowance for doubtful debts and impairment that represents its estimate of incurred losses in respect of trade and other receivables. The Company considers the probability of default and whether there has been a significant increase in the credit risk on an ongoing basis through each reporting period. To assess whether there is a significant increase in credit risk, the Company compares the risk of default occurring on financial assets as on the reporting date.

Summary of the Company's exposure to credit risk by age of the outstanding from various customers is as follows:

(₹ in lakhs)

Particulars	As at 31 March 2019	As at 31 March 2018
Not Due	1,065.47	722.94
0-3 Months	2,106.38	1,697.15
3-6 Months	55.81	431.72
6-12 Months	120.85	333.63
1-3 years	19.43	234.81
3 > years	72.16	54.23
Total	**3,440.10**	**3,474.47**

Impairment

Most of customers are PSU and as per past experience, there has been no credit loss on account of customer's inability to pay i.e. there has been no material bad debts in past and therefore, no provision is generally made on this account. The company has used a practical expedient by computing the expected credit loss allowance for trade receivables on a provision matrix. An impairment analysis is performed at each reporting date based on the facts and circumstances existing on that date to identify expected losses on account of time value of money and credit risk. The calculation is based provision matrix which considers actual historical data adjusted appropriately for the future expectations and probabilities. Receivables from group companies are excluded for the purposes of this analysis since no credit risk is perceived on them. Proportion of expected credit loss provided for across the ageing buckets is summarised below:

On the above basis, the Company estimates the following provision matrix at the reporting date:

Particulars	Expected credit loss %	
	31 March 2019	31 March 2018
Not Due	0.42%	0.42%
0-3 Months	0.42%	0.42%
3-6 Months	7.17%	7.17%
6-12 Months	7.66%	7.66%
1-2 years	64.05%	64.05%
2 > years	100.00%	100.00%

Movement in the provision for loss allowance in respect of trade and other receivables are as follows:

(₹ in lakhs)

Particulars	As at 31 March 2019	As at 31 March 2018
Balance at the begininng of the year	35.77	-
Provision during the year	40.00	35.77
Reversal / utilisation	(35.77)	-
Balance at the end of the year	**40.00**	**35.77**

Cash and bank balances

The Company is also exposed to credit risks arising on cash and cash equivalents and term deposits with banks. The Company believes that its credit risk in respect to cash and cash equivalents and term deposits is insignificant as funds are invested in term deposits at pre-determined interest rates for specified period of time. For cash and cash equivalents and other bank balances, only high rated banks are accepted.

Other financial assets

Other financial assets includes loan to employees and related parties, security deposits, etc. Credit risk arising from these financial assets is limited and there is no collateral held against these because the counterparties are group companies, banks. Banks have high credit ratings assigned by the credit rating agencies.

(ii) Liquidity Risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting the obligations associated with its financial liabilities that are proposed to be settled by delivering cash or other financial asset. The Company's financial planning has ensured, as far as possible, that there is sufficient liquidity to meet the liabilities whenever due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's reputation. In addition to the Company's own liquidity, it enjoys credit facilities with the reputed bank and financial institutions.

Management monitors the Company's liquidity position and cash and cash equivalents on the basis of expected cash flows. The Company's liquidity management policy involves periodic reviews of cash flow projections and considering the level of liquid assets necessary, monitoring balance sheet, liquidity ratios against internal and external regulatory requirements.

Exposure to liquidity risk

The following are the remaining contractual maturities of financial liabilities at the reporting date. The amounts are gross and undiscounted, and include estimated interest payments and exclude the impact of netting agreements.

(₹ in lakhs)

31 March 2019	Carrying amount	Contractual maturities				
		Not Due	Less than 12 months	1-2 years	2-5 years	More than 5 years
Borrowings						
- Non-current	8,863.33	-	-	5,857.02	2,094.58	911.74
- Current	1,851.98	-	1,851.98	-	-	-
Trade payable	4,641.15	-	4,641.15	-	-	-
Other financial liability						
- Non-current	201.93	201.93	-	-	-	-
- Current	1,555.89	-	1,555.89	-	-	-

31 March 2018	Carrying amount	Contractual maturities				
		Not Due	Less than 12 months	1-2 years	2-5 years	More than 5 years
Borrowings						
- Non-current	6,074.76	-	-	3,836.57	1,923.06	315.13
- Current	663.34	-	663.34	-	-	-
Trade payable	4,090.69	-	4,090.69	-	-	-
Other financial liability						
- Non-current	90.61	90.61	-	-	-	-
- Current	3,725.87	-	3,725.87	-	-	-

(iii) Market risk

Market risk is the risk that changes in market prices – such as foreign exchange rates and interest rates – will affect the Company's income. Market risk is attributable to all market risk sensitive financial instruments including foreign currency receivables and payables and debt. The company does not have any transactions in foreign currency. And accordingly, company does not have currency risk.

Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company's liquidity and borrowing are managed by professional at senior management level. The interest rate exposure of the Company is reduced by matching the duration of investments and borrowings. The interest rate profile of the Company's interest - bearing financial instrument as reported to management is as follows:

(₹ in lakhs)

Particulars	As at 31 March 2019	As at 31 March 2018
Fixed-rate instrument		
- Financial asset	4,948.80	4,492.72
- Financial liability	-	-
Floating-rate instrument		
- Financial asset	-	-
- Financial liability	12,195.54	10,292.39

Interest rate sensitivity

Profit or loss is sensitive to higher/lower interest expense from borrowings as a result of change in interest rates. The following table demonstrates the sensitivity of floating rate financial instruments to a reasonably possible change in interest rates. The risk estimates provided assume a parallel shift of 100 basis points interest rate across all yield curves. This calculation also assumes that the change occurs at the balance sheet date and has been calculated based on risk exposures outstanding as at that date. The period end balances are not necessarily representative of the average debt outstanding during the period.

(₹ in lakhs)

Particulars	Increase on profit/(loss) after tax
31-Mar-19	
Increase in 100 basis point	(121.96)
Decrease in 100 basis point	121.96
31-Mar-18	
Increase in 100 basis point	(102.92)
Decrease in 100 basis point	102.92

Note-39
Capital management

The Company's policy is to maintain a strong capital base so as to maintain investor, creditor and market confidence and to sustain future development of the business. The board of directors seeks to maintain a balance between the higher returns that might be possible with higher levels of borrowings and the advantages and security afforded by a sound capital position. The Company monitors capital using a

ratio of 'Debt' to 'Equity'. For this purpose, 'Debt' is meant to include long-term borrowings, short-term borrowings and current maturities of long-term borrowings. 'Equity' comprises all components of equity. The Company's debt to equity ratio as at the end of the reporting periods are as follows:

(₹ in lakhs)

Particulars	As at 31 March 2019	As at 31 March 2018
Total debt	**12,195.54**	**10,292.39**
Less : Cash and bank balances	78.53	132.23
Adjusted net debt	**12,117.01**	**10,160.16**
Total equity	**12,501.37**	**10,781.78**
Debt to equity (net)	**0.97**	**0.94**

Note-40
Demerger of Nila Infrastructures Limited:

Discontinued operation on account of Demerger:

Pursuant to the approval of the Honorable National Company Law Tribunal ('NCLT') vide order dated 9 May 2018 to the Scheme of Arrangement ("the Scheme") under section 230-233 and other provisions of the Companies Act, 2013, the assets and liabilities pertaining to real estate undertaking of the Company, were transferred to and vested in the Nila Spaces Limited ('wholly owned subsidiary of the Company') with effect from the appointed date viz., 1 April 2017 in accordance with the Scheme so sanctioned. The Scheme has been filed with Registrar of the Companies ('ROC') on 17 May 2018 and has, accordingly, has already been given effect in these standalone financials statements of FY 2018.

Note-41
Disclosure under Regulation 34 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and section 186(4) of the Companies Act, 2013.

Particulars	As at 31 March 2019	Maximum balance outstanding during the year 2018-19 "	As at 31 March 2018	Maximum balance outstanding during the year 2017-18
Details of loans given :				
Nila Terminals (Amerli) Private Limited	422.00	424.98	83.10	83.76
Kent Residential and Industrial Park LLP	3,695.12	3,730.65	2,316.58	2,316.58
Romanovia Industrial Park Private Limited	32.57	2,986.18	1,969.18	3,092.51
Vyapnila Terminals (Modasa) Private Limited	799.12	948.86	123.86	123.86
Nilsan Realty LLP	-	390.38	-	-

Details of Investments made by the company are given in Note 7 .
All loans are given for the purposes of the business.

Note-42

Previous year figures have been regrouped/reclassified wherever necessary to confirm to current year presentation

For B S R & Associates LLP
Chartered Accountants
Firm's Registration No: 116231W/W-100024

Jeyur Shah
Partner
Membership No. 045754

Place : Ahmedabad
Date : 20 May 2019

For and on behalf of the Board of Directors
Nila Infrastructures Limited
CIN No. : L45201GJ1990PLC013417

Manoj B.Vadodaria
Managing Director
DIN : 00092053

Kiran B. Vadodaria
Director
DIN : 00092067

Prashant H. Sarkhedi
Chief Financial Officer

Dipen Y. Parikh
Company Secretary
Membership No. A24031

Independent Auditors' Report

To the Members of Nila Infrastructures Limited

Opinion

We have audited the accompanying consolidated financial statements of Nila Infrastructures Limited (hereinafter referred to as the 'Holding Company") and its subsidiary (Holding Company and its subsidiary together referred to as "the Group"), its associate and its joint ventures, as listed in Annexure I, which comprise the consolidated balance sheet as at 31 March 2019, and the consolidated statement of profit and loss (including other comprehensive income), consolidated statement of changes in equity and consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated financial statements").

In our opinion and to the best of our information and according to the explanations given to us, and based on the consideration of reports of other auditors on separate financial statements of such subsidiary, associate, and joint ventures as were audited by the other auditors, the aforesaid consolidated financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the Group, its associate and joint ventures as at 31 March 2019, of its consolidated profit and other comprehensive income, consolidated changes in equity and consolidated cash flows for the year then ended.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those SAs are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India, and we have fulfilled our other ethical responsibilities in accordance with the provisions of the Act. We believe that the audit evidence we have obtained and evidence obtained by the other auditors in terms of their reports referred to in the 'Other Matters' paragraph below is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Recognition of contract revenue, margins and related receivables:

The key audit matter	How the matter was addressed in our audit
The Group enters into construction and development of infrastructure projects, which are complex in nature and span over a number of reporting periods. The accounting standard requires an entity to select measurement method for the relevant performance obligation that depicts the entity's performance in transferring goods or services or if a contract is onerous, present obligations are recognized and measured as provisions. The Group is recognizing contract revenue and margin for these contracts based on input method, in accordance with the requirement of the standard which relies on management's estimates of the final outcome of each contract, and involves the exercise of significant management judgment, particularly in forecasting the cost to complete a contract, in valuing contract var ia tio ns, claims and liquidated damages. We identified contract accounting as a key audit matter because the estimation, of the total revenue and total cost to complete the contract prepared based on the prevailing circumstances, is inherently subjective, complex and require significant management judgment and forecast of contract revenue and/or contract cost may get subsequently changed due to change in prevailing circumstances, assumptions, contract variations or any other factor and could result in material variance in the revenue and profit or loss from contract for the reporting period. Refer note 3 (i) to the consolidated financial statements on accounting policy for revenue recognition.	Our procedures included the following: • We selected a sample of contracts to test , using a risk based criteria which included individual contracts with: - significant revenue recognised during the year; - significant unbilled work in progress (WIP) balances held at the year-end; or - low profit margins. • Obtained an understanding of management's process for reviewing long term contracts, the risk associated with the contract and any key judgn1ents. • Evaluating the de.sign and implementation of key internal controls over the contract revenue and cost estimation process through the combination of procedures involving inquiry and observations, re performance and inspection of evidence in respect of operations of these controls. • Verified underlying documents such as original contract, and its amendments if any, key contract terms and milestones, etc. for verifying the estimation of contract revenue and costs and /or any change in such estimat io n. • Evaluating the outturn of previous estimates and agreeing the actual cost after the year end to the forecasted costs for the period. • Evaluating the status of each of the material trade receivables past due as at year end, the Group's on-going

The key audit matter	How the matter was addressed in our audit
	business relationship with customer and past payment history of the customers through disc uss.io n with management. • Evaluating the adequacy of the consolidated financial statement dis closures, including disclosures of key assumptions and judgements.

Information Other than the Consolidated Financial Statements and Auditors' Report Thereon

The Holding Company's management and Board of Directors are responsible for the other information. The other information comprises the information included in the Holding Company's annual report, but does not include the financial statements and our auditors' report thereon.

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed and based on the work done/ audit report of other auditors, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management and Those Charged with Governance for the Consolidated Financial Statements

The Holding Company's management and Board of Directors are responsible for the preparation and presentation of these consolidated financial statements in term of the requirements of the Act that give a true and fair view of the consolidated state of affairs, consolidated profit and other comprehensive income, consolidated statement of changes in equity and consolidated cash flows of the Group including its associate and joint ventures in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under section 133 of the Act. The respective Board of Directors of the companies included in the Group and of its associate and joint ventures are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of each company. and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring accuracy and completeness of the accounting records, relevant to the preparation and presentation of the consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Holding Company, as aforesaid.

In preparing the consolidated financial statements, the respective management and Board of Directors of the companies included in the Group and of its associate and joint ventures are responsible for assessing the ability of each company to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the companies included in the Group and of its associate and joint ventures is responsible for overseeing the financial reporting process of each company.

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting in preparation of consolidated financial statements and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the appropriateness of this assumption. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group as well as associate and joint ventures to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of such entities or business activities within the Group and its associate and joint ventures to express an opinion on the consolidated financial statements, of which we are the independent auditors. We are responsible for the direction, supervision and performance of the audit of financial information of such entities. For the other entities included in the consolidated financial statements, which have been audited by other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion. Our responsibilities in this regard are further described in para (a) of the section titled 'Other Matters' in this audit report.

We believe that the audit evidence obtained by us along with the consideration of audit reports of the other auditors referred to in sub-paragraph (a) of the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

We communicate with those charged with governance of the Holding Company and such other entities included in the consolidated financial statements of which we are the independent auditors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditors' report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Other Matters

(a) We did not audit the financial statements of one subsidiary, whose financial statements reflects total assets of Rs.670.86 lakhs as at 31 March 2019, total revenues of ₹ Nil and net cash flows amounting to Rs. (0.58) lakhs for the year ended on that date, as considered in the consolidated financial statements. The consolidated financial statements also include the Group's share of net profit (and other comprehensive income) of ₹ 101.33 lakhs for the year ended 31 March 2019, in respect of one associate and two joint ventures, whose financial statements have not been audited by us. These financial statements have been audited by other auditors whose reports have been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiary, associate and joint ventures and our report in terms of sub-section (3) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiary, associate and joint ventures is based solely on the audit reports of the other auditors.

Our opinion on the consolidated financial statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors.

Report on Other Legal and Regulatory Requirements

A. As required by Section 143(3) of the Act, based on our audit and on the consideration ofreports of the other auditors on separate

financial statements of such subsidiary, associate and joint ventures were audited by other auditors, as noted in the 'Other Matters' paragraph, we report, to the extent applicable, that:

a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements.

b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books and the reports of the other auditors.

c) The consolidated balance sheet, the consolidated statement of profit and loss (including other comprehensive income), the consolidated statement of changes in equity and the consolidated statement of cash flows dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.

d) In our opinion, the aforesaid consolidated financial statements comply with the Ind AS specified under section 133 of the Act.

e) On the basis of the written representations received from the directors of the Holding Company as on 31 March 2019 taken on record by the Board of Directors of the Holding Company and the reports of the statutory auditors of its subsidiary company, associate and joint ventures incorporated in India, none of the directors of the Group companies, its associate, and joint ventures incorporated in India is disqualified as on 31 March 2019 from being appointed as a director in terms of Section 164(2) of the Act.

f) With respect to the adequacy of the internal financial controls with reference to financial statements of the Holding Company, its subsidiary companies, associate and joint ventures incorporated in India and the operating effectiveness of such controls, refer to our separate Report in " Annexure A".

B. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditor's) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us and based on the consideration of the reports of the other auditors on separate financial statements of the subsidiary, associate and joint ventures, as noted in the 'Other Matters' paragraph:

i. The consolidated financial statements disclose the impact of pending litigations as at 31 March 2019 on the consolidated financial position of the Group, its associate and joint ventures. Refer Note 35 to the consolidated financial statements.

ii. The Group, its associate and joint ventures did not have any material foreseeable losses on long term contracts including derivative contracts during the year ended 31 March 2019.

iii. There has been no delay in transferring amounts to the Investor Education and Protection Fund by the Holding Company or its subsidiary companies, associate and joint ventures during the year ended 31 March 2019.

iv. The disclosures in the consolidated financial statements regarding holdings as well as dealings in specified bank notes during the period from 8 November 2016 to 30 December 2016 have not been made in the financial statements since they do not pertain to the financial year ended 31 March 2019.

C. With respect to the matter to be included in the Auditor's report under section 197(16):

In our opinion and according to the information and explanations given to us and based on the reports of the statutory auditors of such subsidiary companies, associate and joint ventures incorporated in India which were not audited by us, the remuneration paid during the current year by the Holding Company, its subsidiary company, associate and joint ventures to its directors is in accordance with the provisions of Section 197 of the Act. The remuneration paid to any director by the Holding Company, its subsidiary company, its associate and joint ventures is not in excess of the limit laid down under Section 197 of the Act. The Ministry of Corporate Affairs has not prescribed other details under Section 197(16) which are required to be commented upon by us.

For, B S R & Associates LLP
Chartered Accountants
Firm's Registration No: 116231W/W-100024

Jeyur Shah
Partner
Membership No:045754

Place: Ahmedabad
Date: 20 May 2019

Annexure 1

Entity	Relationship
Nila Terminals (Amreli) Private Limited	Wholly Owned Subsidiary
Kent Residential and Industrial Park LLP	Joint venture
Romanovia Industrial Park Private Limited	Joint Venture
Vyapnila Terminals (Modasa) Private Limited	Associate

Annexure A

To the Consolidated Independent Auditor's Report – 31 March 2019

Report on the internal financial controls with reference to the aforesaid consolidated financial statements under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013

(Referred to in paragraph (A)(t) under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

Opinion

In conjunction with our audit of the consolidated financial statements of the Company as of and for the year ended 31 March 2019, we have audited the internal financial controls with reference to consolidated financial statements of Nila Infrastructures Limited (hereinafter referred to as "the Holding Company") and one joint venture company to which requirements of the Act are applicable, as of that date.

In our opinion, the Holding Company and one joint venture company to which requirements of the Act are applicable, have, in all material respects, adequate internal financial controls with reference to consolidated financial statements and such internal financial controls were operating effectively as at 31 March 2019, based on the internal financial controls with reference to consolidated financial statements criteria established by such companies considering the essential components of such internal controls stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants ofIndia (the "Guidance Note").

Management's Responsibility for Internal Financial Controls

The respective Company's management and the Board of Directors are responsible for establishing and maintaining internal financial controls with reference to consolidated financial statements based on the criteria established by the respective Company considering the essential components of internal control stated in the Guidance Note. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the respective company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation ofreliable financial information, as required under the Companies Act, 2013 (hereinafter referred to as "the Act").

Auditors' Responsibility

Our responsibility is to express an opinion on the internal financial controls with reference to consolidated financial statements based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing, prescribed under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls with reference to consolidated financial statements. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to consolidated financial statements were established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to consolidated financial statements and their operating effectiveness. Our audit of internal financial controls with reference to consolidated financial statements included obtaining an understanding ofinternal financial controls with reference to consolidated financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of the internal controls based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained and the audit evidence obtained by the other auditors of the joint venture company, to which requirements of the Act are applicable, in terms of their reports referred to in the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls with reference to consolidated financial statements.

Meaning of Internal Financial controls with Reference to Consolidated Financial Statements

A company's internal financial controls with reference to consolidated financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial controls with reference to consolidated financial statements includes those policies and procedures that (1) pertain to the maintenance ofrecords that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial controls with Reference to Consolidated Financial Statements

Because of the inherent limitations of internal financial controls with reference to consolidated financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to consolidated financial statements to future periods are subject to the risk that the internal financial controls with reference to consolidated financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Other Matters

Our aforesaid reports under Section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls with reference to consolidated financial statements insofar as it relates to one joint venture company, to which requirements of the Act are applicable, is based on the corresponding reports of the auditors of such companies incorporated in India.

For, B S R & Associates LLP
Chartered Accountants
Firm's Registration No: 116231W/W-100024

Jeyur Shah
Partner
Membership No:045754

Place: Ahmedabad
Date: 20 May 2019

Consolidated Balance Sheet

as at 31 March 2019

(₹ in lakhs)

Particulars	Note	As at 31 March 2019	As at 31 March 2018
ASSETS			
Non-current assets			
(a) Property, plant and equipment	4	726.33	898.75
(b) Investment properties	5	2,445.26	2,499.96
(c) Intangible assets	6	0.82	-
(d) Financial assets			
(i) Investments	7	468.85	641.47
(ii) Loans and advances	8	5,699.31	5,068.55
(iii) Other financial assets	9	366.30	761.26
(e) Other non-current assets	10	-	2.60
(f) Other tax assets (net)	11	9.05	10.59
Total non-current assets		**9,715.92**	**9,883.18**
Current assets			
(a) Inventories	12	8,001.18	6,402.09
(b) Financial assets			
(i) Trade receivables	13	3,179.45	3,474.46
(ii) Cash and cash equivalents	14	79.10	133.34
(iii) Bank balances other than (ii) above	14	624.72	524.16
(iv) Loans	8	18.62	1,229.89
(c) Other current assets	10	9,997.01	6,019.71
Total current assets		**21,900.08**	**17,783.65**
Total assets		**31,616.00**	**27,666.83**
EQUITY AND LIABILITIES			
Equity			
(a) Equity share capital	15	3,938.89	3,938.89
(b) Other equity	16	7,895.48	6,392.26
Total equity		**11,834.37**	**10,331.15**
Liabilities			
Non-current liabilities			
(a) Financial liabilities			
(i) Borrowings	17	8,863.32	6,074.76
(ii) Other financial liabilities	18	201.93	90.61
(b) Provisions	19	73.21	112.46
(c) Deferred tax liabilities (net)	20	682.43	780.88
Total non-current liabilities		**9,820.89**	**7,058.71**
Current liabilities			
(a) Financial liabilities			
(i) Borrowings	17	1,851.98	663.34
(ii) Trade payables			
(iia) Due to micro and small enterprises	21	2.28	-
(iib) Due to others	21	4,638.87	4,092.26
(iii) Other financial liabilities	18	1,555.89	3,725.87
(b) Other current liabilities	22	1,815.32	1,509.58
(c) Provisions	19	72.23	39.18
(d) Current tax liabilities (net)	23	24.17	246.74
Total current liabilities		**9,960.74**	**10,276.97**
Total liabilities		**19,781.63**	**17,335.68**
Total equity and liabilities		**31,616.00**	**27,666.83**

The accompanying notes 1 to 44 form an integral part of these consolidated financial statements.
As per our report of even date attached

For B S R & Associates LLP
Chartered Accountants
Firm's Registration No: 116231W/W-100024

Jeyur Shah
Partner
Membership No. 045754

Place : Ahmedabad
Date : 20 May 2019

For and on behalf of the Board of Directors of
Nila Infrastructures Limited
CIN No. : L45201GJ1990PLC013417

Manoj B.Vadodaria
Managing Director
DIN : 00092053

Kiran B. Vadodaria
Director
DIN : 00092067

Prashant H. Sarkhedi
Chief Financial Officer

Dipen Y. Parikh
Company Secretary
Membership No. A24031

Consolidated Statement of Profit and Loss

for the year ended 31 March 2019

(₹ in lakhs)

Particulars	Note	For the year ended 31 March 2019	For the year ended 31 March 2018
Revenue			
Revenue from operations	24	21,377.59	20,224.96
Other income	25	600.95	549.52
Total revenue		**21,978.54**	**20,774.48**
Expenses			
Cost of material consumed and project expenses	26	18,172.27	15,994.67
Changes in inventories of construction material, land and work in progress	27	(1,599.09)	(402.66)
Employee benefits expense	28	541.82	592.01
Finance costs	29	1,298.95	1,109.81
Depreciation and amortisation expense	4,5 & 6	186.19	172.15
Other expenses	30	676.30	464.49
Total expenses		**19,276.44**	**17,930.47**
Profit before share in profit of joint ventures and associate and tax		**2,702.10**	**2,844.01**
Share in profit of joint ventures and associate (net of tax)		101.33	58.46
Profit before tax		**2,803.43**	**2,902.47**
Tax expense:			
- Current tax	20	939.43	1,225.00
- Adjustments of tax for earlier years	20	(28.81)	1.60
- Deferred tax (credit) (net)	20	(108.44)	(323.68)
Profit for the year		**2,001.25**	**1,999.55**
Other comprehensive income			
Items that will not be reclassified subsequently to profit or loss			
Remeasurement of post-employment benefit obligation	16	34.30	(14.49)
Income tax relating to these items	16	(9.99)	3.48
Other comprehensive income for the year, net of tax		**24.31**	**(11.01)**
Total comprehensive income for the year		**2,025.56**	**1,988.54**
Earnings per equity share (Face value ₹ 1 per share)			
Basic	31	0.51	0.51
Diluted	31	0.51	0.51

The accompanying notes 1 to 44 form an integral part of these consolidated financial statements.
As per our report of even date attached

For B S R & Associates LLP
Chartered Accountants
Firm's Registration No: 116231W/W-100024

Jeyur Shah
Partner
Membership No. 045754

Place : Ahmedabad
Date : 20 May 2019

For and on behalf of the Board of Directors of
Nila Infrastructures Limited
CIN No. : L45201GJ1990PLC013417

Manoj B.Vadodaria
Managing Director
DIN : 00092053

Kiran B. Vadodaria
Director
DIN : 00092067

Prashant H. Sarkhedi
Chief Financial Officer

Dipen Y. Parikh
Company Secretary
Membership No. A24031

Consolidated Statement of Changes in Equity

for the year ended 31 March 2019

Equity Share Capital

(₹ in lakhs)

Particulars	Note	Amount
Balance as at 1 April 2017		3,933.93
Changes during the year		4.96
Balance as at 31 March 2018		**3,938.89**
Changes during the year		-
Balance as at 31 March 2019	**15**	**3,938.89**

Other Equity

(₹ in lakhs)

Particulars	Note	Reserves and Surplus				Total
		Employee stock Option	Retained earnings	General reserve	Securities premium	
Balance as at 1 April 2017		**98.88**	**1,317.13**	**524.77**	**-**	**1,940.78**
Total comprehensive income for the year ended 31 March 2018						
Profit for the year		-	1,999.55	-	-	1,999.55
Items of other comprehensive income						
Remeasurement of post-employment benefit obligation (net of tax)		-	(11.01)	-	-	(11.01)
Total comprehensive income for the year		**-**	**1,988.54**	**-**	**-**	**1,988.54**
Issue of equity shares		-	-	-	33.71	33.71
Share based transaction		(98.88)	141.50	-	-	42.62
Changes on account of scheme of arrangement (refer note 42)		-	2,908.09	-	-	2,908.09
Payment of dividends		-	(433.28)	-	-	(433.28)
Tax on dividends		-	(88.20)	-	-	(88.20)
Balance as at 31 March 2018		**-**	**5,833.78**	**524.77**	**33.71**	**6,392.26**
Total comprehensive income for the year ended 31 March 2019						
Profit for the year		-	2,001.25	-	-	2,001.25
Items of other comprehensive income						
Remeasurement of post-employment benefit obligation (net of tax)	16	-	24.31	-	-	24.31
Total comprehensive income for the year		**-**	**7,859.34**	**524.77**	**33.71**	**8,417.82**
Payment of dividends	16	-	(433.28)	-	-	(433.28)
Dividend distribution tax	16	-	(89.06)	-	-	(89.06)
Balance as at 31 March 2019		**-**	**7,337.00**	**524.77**	**33.71**	**7,895.48**

Nature and purpose of reserves:

General Reserve - The General Reserve is used from time to time to transfer profits from retained earnings for appropriation purposes. As the General Reserve is created by a transfer from one component of equity to another and is not an item of other comprehensive income, items included in the general reserve is not reclassified subsequently to the Statement of Profit and Loss.

Equity Security Premium - Securities premium reserve is used to record the premium on issue of equity shares. The reserve is utilised in accordance with the provisions of the Act.

Deferred ESOP compensation reserve and ESOP outstanding Reserve are created pursuant to the scheme of Employee's Stock Option Plan. Under the Nila Infrastructure Limited ESOP - 2014 scheme, the Company had granted equity settled optiones to employees earlier. However, having analysed the compensation cost vis a vis benefits and due to corporate restructuring in the previous year, the Board of Directors in the meeting held on 13 February 2018, decided to terminate the scheme and to cancel all the outstanding, vested and unvested stock options held by employees and accordingly, ESOP outstanding reserve was reversed as at 31 March 2018.

The accompanying notes 1 to 44 form an integral part of these consolidated financial statements.
As per our report of even date attached

For B S R & Associates LLP
Chartered Accountants
Firm's Registration No: 116231W/W-100024

Jeyur Shah
Partner
Membership No. 045754

Place : Ahmedabad
Date : 20 May 2019

For and on behalf of the Board of Directors of
Nila Infrastructures Limited
CIN No. : L45201GJ1990PLC013417

Manoj B.Vadodaria
Managing Director
DIN : 00092053

Kiran B. Vadodaria
Director
DIN : 00092067

Prashant H. Sarkhedi
Chief Financial Officer

Dipen Y. Parikh
Company Secretary
Membership No. A24031

Consolidated Statement of Cash Flow

for the year ended 31 March 2019

(₹ in lakhs)

Particulars	For the year ended 31 March 2019	For the year ended 31 March 2018
Cash flow from operating activities		
Profit before tax	2,803.43	2,902.47
Adjustments for:		
Depreciation and amortisation expense	186.19	172.15
Employee benefit (ESOP) expense	-	42.61
Finance cost	1,298.95	1,109.81
Liabilities no longer required written back	(55.62)	(34.46)
Bad debts written off	130.24	-
Provision for defect liability expense	24.43	-
Loss on sale of property, plant and equipment	41.88	4.18
Interest income	(504.92)	(510.61)
Provision for loss allowance	40.00	35.77
Inter-company elimination of transactions with joint ventures and associate	172.62	316.98
Share of profit from LLP	-	(19.03)
Operating profit before working capital changes	**4,137.20**	**4,019.87**
Changes in working capital adjustments		
(Increase) in loans	(357.34)	(438.29)
(Increase)/decrease in trade receivables	124.77	(508.04)
Decrease in other financial assets	54.67	1,312.84
(Increase) in other assets (current and non-current)	(3,974.70)	(2,461.63)
(Increase) in inventories	(1,599.09)	(402.66)
Increase in trade payables	604.51	1,581.99
Increase/(decrease) in other financial liabilities	11.59	(248.67)
Increase/(decrease) in other current liabilities	305.74	(1,497.43)
Increase in provisions	3.67	63.07
Cash generated from / (used in) operations	**(688.98)**	**1,421.05**
Less: Income taxes paid (net)	**(1,131.54)**	**(1,149.05)**
Net cash flow from operating activities [A]	**(1,820.52)**	**272.00**
Cash flow from investing activities		
Purchase of property, plant and equipment	(114.69)	(133.02)
Share of profit from LLP	-	19.03
Loans given to related parties (net)	(266.92)	(1,147.73)
Loans given to others (net)	-	(556.32)
Repayment of loan given by others (net)	1,204.80	-
Proceeds from sale of property, plant and equipment	113.79	20.62
Purchase of intangible assets	(0.98)	-
Sale of investments in bank deposits (net)	243.52	67.45
Interest income	504.92	510.61
Net cash flow generated from/(used in) investing activities [B]	**1,684.44**	**(1,219.36)**
Cash flow from financing activities		
Proceeds from issue of equity shares	-	38.68
(Repayment) of/ proceeds from short term borrowings (net)	(1,491.54)	2,116.62
Proceeds from of long term borrowings (net)	2,788.56	281.47
Loan from related party	609.84	-
Finance costs paid	(1,302.66)	(1,109.81)
Dividend paid (incluiding corporate dividend tax)	(522.34)	(521.47)
Net cash flow generated from financing activities [C]	**81.84**	**805.47**
Net (decrease) in cash and cash equivalents (A+B+C)	**(54.24)**	**(141.89)**
Cash and cash equivalents at beginning of the year (see note 2)	**133.34**	**275.23**
Cash and cash equivalents at end of the year (see note 2)	**79.10**	**133.34**

Consolidated Statement of Cash Flow

for the year ended 31 March 2019

Notes:

1 The above statement of Cash Flows has been prepared under "Indirect method" as set out in the Indian Accounting Standard (Ind AS 7) "Statement of Cash Flows".

2 Reconciliation of cash and cash equivalents as per the Standalone Statement of Cash Flows.

Cash and cash equivalents as per above comprise of the following:

(₹ in lakhs)

Particulars	For the year ended 31 March 2019	For the year ended 31 March 2018
Cash on hand	0.44	3.87
Balance with banks	78.66	129.47
	79.10	**133.34**

3 Changes in liabilities arising from financing activities, including both changes arising from cash flows and non-cash changes:

Reconciliation of liabilities arising from financing activities

(₹ in lakhs)

Particulars	As at 1 April 2018	Changes as per Standalone Statement of Cash Flows	Non cash changes	As at 31 March 2019
Long term borrowings	6,074.76	2,788.56	-	8,863.32
Short term borrowings (including current maturities of long term borrowings)	4,183.31	(881.70)	-	3,301.62
Dividend including corporate dividend tax	-	(522.34)	-	-

As per our report of even date attached
For B S R & Associates LLP
Chartered Accountants
Firm's Registration No: 116231W/W-100024

Jeyur Shah
Partner
Membership No. 045754

Place : Ahmedabad
Date : 20 May 2019

For and on behalf of the Board of Directors of
Nila Infrastructures Limited
CIN No. : L45201GJ1990PLC013417

Manoj B.Vadodaria
Managing Director
DIN : 00092053

Kiran B. Vadodaria
Director
DIN : 00092067

Prashant H. Sarkhedi
Chief Financial Officer

Dipen Y. Parikh
Company Secretary
Membership No. A24031

Notes to Consolidated Financial Statements

for the year ended 31 March 2018

Note-1. Group overview

Nila Infrastructures Limited ('the Company') is based in Ahmedabad, Gujarat with its Registered Office situated at 1st Floor, Sambhav House, Opp. Chief Justice Bungalow, Bodakdev, Ahmedabad - 380015. Nila Infrastructures Limited is a public company incorporated on 26th February, 1990 and listed on BSE (Bombay Stock Exchange of India Limited) and NSE (National Stock Exchange of India Limited). The Company, together with its subsidiaries, joint ventures and associate, collectively referred to as ('the Group') is involved in the construction as well as development infrastructures project. These consolidated financial statements comprise the financial statements of the Company, its subsidiary, joint ventures and the associate.

Note-2. Basis of preparation and measurement

2.1. Statement of compliance

These consolidated financial statements have been prepared in accordance with Indian Accounting Standards ('Ind AS') as per the Companies (Indian Accounting Standards) Rules, 2015 notified under Section 133 of the Companies Act, 2013 (the 'Act') and other relevant provisions of the Act.

The consolidated financial statements for the year ended 31 March 2019 have been reviewed by audit committee and subsequently approved by Board of Directors at its meetings held on 20 May 2019.

Details of the Group's significant accounting policies are included in note 3.

2.2. Functional and presentation currency

These consolidated financial statements are presented in Indian Rupees (₹), which is also the Group's functional currency. All the amounts have been rounded-off to the nearest lakhs, unless otherwise stated.

2.3. Basis of Measurement

The consolidated financial statements have been prepared on the historical cost basis except for the following items:

Items	Measurement basis
Net defined benefit plans	Fair value of plan assets less present value of defined benefit obligation using key actuarial assumptions
Share based payments	Fair value

2.4. Use of estimates and judgements

In preparing this consolidated financial statements, management has made judgements, estimates, and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates.

Estimates and assumptions are reviewed on an ongoing basis. Revision to accounting estimates are recognized prospectively.

Information about critical judgements in applying accounting policies, as well as estimates and the assumptions that have most significant effect to the carrying amounts of assets and liabilities within the next financial year, are included in the following notes:

Note 3(i) – Evaluation of percentage completion for the purpose of revenue recognition

Note 3 (e) - Identification of the building as an investment property

Note 3 (c) – Useful life used for the purpose of depreciation on property, plant and equipment and investment properties and amortization of intangible assets

Note 3 (f), (k) – Impairment of financial and non-financial assets

Note 3 (r) - Lease classification

Note 3 (h) – Recognition and measurement of defined benefit obligations, key actuarial assumptions

Note 3 (k) – Fair value measurement of financial instruments

Note 3 (l) – Current / deferred tax expense and recognition and evaluation of recoverability of deferred tax assets

Note 3 (n) – Provisions and contingencies

2.5. Measurement of fair values

The Group's accounting policies and disclosures requires the measurement of fair values for financial instruments.

The Group has established control framework with respect to the measurement of fair values. The management regularly reviews significant unobservable inputs and valuation adjustments.

Fair values are categorized into different levels in a fair value hierarchy based on the inputs used in the valuation techniques as follows:

Level 1: quoted prices(unadjusted) in active markets for identical assets and liabilities.

Level 2: inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).

Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs).

When measuring the fair value of an asset or liability, the Group uses observable market data as far as

possible. If the inputs used to measure the fair value of an asset or a liability fall into different levels of the fair value hierarchy, then the fair value measurement is categorized in its entity in the same level of fair value hierarchy as the lowest level input that is significant to the entire measurement.

The Group recognizes transfers between the levels of the fair value hierarchy at the end of the reporting period during which the change has occurred.

Further information about the assumptions made in measuring fair values is included in the following notes:

Note 5 - Investment property

Note 38 – Financial instruments

3. Significant Accounting Policies

a) Operating Cycle

All assets and liabilities have been classified as current or non-current as per the Group's normal operating cycle and other criteria set out in Schedule III of the Companies Act, 2013. Operating cycle for project related assets and liabilities is the time start of the project to their realization in cash or cash equivalents. Operating cycle for all other assets and liabilities has been considered as twelve months.

b) Basis of consolidation

i) Subsidiaries

Subsidiaries are all entities (including structured entities) over which the group has control. The group controls an entity when the group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power to direct the relevant activities of the entity. The financial statement of the subsidiaries are included in the consolidated financial statements from the date on which control is transferred/acquired to/by the group and they are deconsolidated from the date the control ceases. The acquisition method of accounting is used to account for business combinations by the group.

The group combines the financial statements of the parent and its subsidiaries line by line adding together like items of assets, liabilities, equity, income and expenses. Intercompany transactions, balances and unrealized gains on transactions between group companies are eliminated. Accounting policies of subsidiaries are changed where necessary to ensure consistency with policies adopted by the group.

ii) Joint ventures and associate

The Group's interest in equity accounted investees comprises interest in joint ventures and associate.

An associate is an entity in which the Group has significant influence but not control or joint control. A joint venture is an arrangement in which the Group has joint control and has the rights to the net assets of the arrangement, rather than rights to its assets and obligations for its liabilities.

Interests in joint ventures and associates are accounted for using the equity method. They are initially recognized at cost. Subsequent to initial recognition, the consolidated financial statements include the Group's share of profit and loss and other comprehensive income of equity accounted investees until the date on which the significant influence or joint control ceases.

When the Group's share of losses in any equity accounted investments equals or exceeds its interest in an entity; the Group does not recognize further losses, unless it has incurred obligations or made payments on behalf of other entity.

iii) Equity method

Under the equity method of accounting, the investments are initially recognized at cost and adjusted thereafter to recognize the Group's share of post-acquisition profits or losses of the investee in profit and loss, and the Group's share of other comprehensive income of the investee in other comprehensive income.

When the Group's share of loss in equity-accounted investment equals or excess its interest in the entity, including any other unsecured long term receivables, the Group does not recognize further losses, unless it has incurred obligations or made payments on behalf of the other entity.

Unrealised gains on transactions between the Group and its associates and joint ventures are eliminated to the extent of the Groups interest in these entities. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of assets transferred. Accounting policies of equity accounted investees have been changed where necessary to ensure consistency with the policies adopted by the Group.

iv) Transactions eliminated on consolidation

Intra-group balances and transactions, and any unrealized income and expenses arising from intra-group transactions, are eliminated in full while preparing these consolidated financial statements. Unrealised gains or losses arising from transactions with equity accounted investees are

eliminated against the investment to the extent of the Group's interest in the investee. Deferred tax asset or liability is created on any temporary differences that arise from the elimination of profits and losses resulting from intragroup

c) Property, plant and equipment

Recognition and measurement

Items of property, plant and equipment are measured at cost, which includes capitalized borrowing costs, less accumulated depreciation and accumulated impairment losses, if any.

Cost of an item of property, plant and equipment comprises its purchase price, including non-refundable purchase taxes, after deducting trade discounts and rebates, any directly attributable cost of bringing the item to its working condition for its intended use.

If significant parts of an item of property, plant and equipment have different useful lives, then they are accounted for as separate items (major components) of property, plant and equipment.

Any gain or loss on disposal of an item of property, plant and equipment is recognized in the Statement of Profit and Loss.

Subsequent measurement

Subsequent expenditure is capitalized only if it is probable that the future economic benefits associated with the expenditure will flow to the Group.

Depreciation

Depreciation is being provided on a pro-rata basis on the 'Straight Line Method' over the estimated useful lives of the assets as prescribed under Part C of Schedule II to the Companies Act, 2013. The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each financial year end and adjusted prospectively, if appropriate. Advances given towards acquisition of property, plant and equipment outstanding at each Balance Sheet date are disclosed as other non-current assets.

Derecognition

The carrying amount of an item of property, plant and equipment is derecognized on disposal or when no future economic benefits are expected from its use of disposal. The consequential gain or loss is measured as the difference between the net disposal proceeds and the carrying amount of the item and is recognized in the Statement of Profit and Loss.

d) Intangible assets and amortisation

Intangible assets are carried at cost less accumulated amortization and impairment losses, if any. The cost of an intangible asset comprises of its purchase price, including any import duties and other taxes (other than those subsequently recoverable from the taxing authorities), and any directly attributable expenditure on making the asset ready for its intended use.

Subsequent Expenditure

Subsequent expenditure is capitalized only when it increases the future economic benefits associated with the expenditure will flow to the Group. All other expenditure is recognized in the Statement of Profit and Loss as incurred

Amortisation

Intangible assets are amortized on a straight - line basis (pro-rata from the date of additions) over estimated useful life of four years.

Derecognition

The carrying amount of an intangible asset is derecognized on disposal or when no future economic benefits are expected from its use or disposal. The gain or loss arising from the derecognition of an intangible assets are measured as the difference between the net disposal proceeds and the carrying amount of intangible assets and is recognized in the Statement of Profit and Loss account

e) Investment Property

Investment property is property held either to earn rental income or for capital appreciation or for both, but not for sale in the ordinary course of business, use in the production or supply of goods or services or for administrative purposes.

Recognition and measurement

Upon initial recognition, an investment property is measured at cost. Subsequent to initial recognition, investment property is measured at cost less accumulated depreciation and accumulated impairment losses, if any.

Depreciation

Depreciation is being provided on a pro-rata basis on the 'Straight Line Method' over the estimated useful lives of the assets as prescribed under Part C of Schedule II to the Companies Act, 2013. The residual values, useful lives and methods of depreciation of investment properties equipment are reviewed at each financial year end and adjusted prospectively, if appropriate.

Fair value disclosure

The fair values of investment property is disclosed in the notes. Fair values is determined by an independent valuer who holds a recognized and relevant professional qualification and has recent experience in the location

and category of the investment property being valued.

Any gain or loss on disposal of an investment property is recognized in Statement of Profit and Loss.

f) Impairment of non-financial assets

Non-financial assets of the Group, other than inventories and deferred tax assets, are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated.

For impairment testing, assets that do not generate independent cash inflows are grouped together into cash-generating units (CGUs). Each CGU represents the smallest group of assets that generates cash inflows that are largely independent of the cash inflows of other assets or CGUs.

The recoverable amount of a CGU (or an individual asset) is the higher of its value in use and its fair value less costs to sell. Value in use is based on the estimated future cash flows, discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the CGU (or the asset).

An impairment loss is recognized if the carrying amount of an asset or CGU exceeds its estimated recoverable amount. Impairment losses are recognized in the Statement of Profit and Loss. Impairment loss recognized in respect of a CGU is allocated to reduce the carrying amounts of the other assets of the CGU (or group of CGUs) on a pro rata basis.

g) Business Combination

The acquisition method of accounting is used to account for all the business combinations, regardless of whether equity instruments or other assets are acquired. Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are, with limited exceptions, measured initially at the fair values at the acquisition date. The Group recognizes any non – controlling interest in the acquired entity on an acquisition by acquisition basis either at fair value or at the non-controlling interest's proportionate share of the acquired entity's net identifiable assets.

Common control business combinations

Business combinations involving entities that are controlled by the Group are accounted for using the pooling of interest method as follows:

a. The assets and liabilities transferred are derecognized at their book value

b. No adjustments are made to reflect the fair value

c. The financial information in the financial statements in respect of prior periods is restated as if the business combination had occurred from the beginning of the preceding period in the financial statements, irrespective of the actual date of the combination.

h) Employee benefits

Short term employee benefits

Short term employee benefit obligations are measured on an undiscounted expenses and are expensed as the related services are provided. A liability is recognized for the amount expected to be paid, if the Company has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee, and the amount of obligation can be estimated reliably.

Defined contribution plans

A defined contribution plan is a post-employment benefit plan under which an entity pays fixed contributions into a separate entity and will have no legal or constructive obligation to pay further amounts. The Company makes specified monthly contributions towards government administered schemes. Obligations for contributions to defined contribution plans are recognized as an employee benefit expense in the Statement of Profit and Loss in the periods during which the services are rendered by the employees.

Defined benefit plans

A defined benefit plan is a post-employment benefit plan other than defined contribution plan. The Company's net obligation in respect of defined benefit plans is calculated separately for each plan by estimating the amount of future benefit that employees have earned in the current and prior periods, discounting that amount and deducting the fair value of any plan assets.

The calculation of defined benefit obligations is performed periodically by an independent qualified actuary using the projected unit credit method. When the calculation results in a potential asset for the Company , the recognized asset is limited to the present value of economic benefits available in the form of any future refunds from the plan or reductions in future contributions to the plan. To calculate the present value of economic benefits, consideration is given to any applicable minimum funding requirements.

Remeasurement of the net defined benefit liability, which comprise actuarial gains and losses and the

return on plan assets (excluding interest) and the effect of the asset ceiling (if any, excluding interest), are recognized immediately in other comprehensive income (OCI). Net interest expense (income) on the net defined liability (assets) is computed by applying the discount rate, used to measure the net defined liability (asset). Net interest expense and other expenses related to defined benefit plans are recognized in Statement of Profit and Loss.

When the benefits of a plan are changed or when a plan is curtailed, the resulting change in benefit that relates to past service or the gain or loss on curtailment is recognized immediately in Statement of Profit and Loss. The Company recognizes gains and losses on the settlement of a defined benefit plan when the settlement occurs.

Other long-term employee benefits

The Company's net obligation in respect of long-term employee benefits other than post-employment benefits is the amount of future benefits that employees have earned in return for their service in the current and prior periods; that benefits is discounted to determine its present value, and the fair value of any related assets is deducted. The obligation is measured on the basis of an annual independent actuarial valuation using the projected unit credit method.

Remeasurement gains or losses are recognized in the Statement of Profit and Loss in the period in which they arise.

Share-based payments

Employees of the Company receive remuneration in the form of share based payments in consideration of the services rendered.

Under the equity settled share based payment, the fair value on the grant date of the awards given to employees is recognized as 'employee benefit expenses' with a corresponding increase in equity over the vesting period. The fair value of the options at the grant date is calculated by an independent valuer on the basis Black Scholes model. At the end of each reporting period, apart from the non-market vesting condition, the expense is reviewed and adjusted to reflect changes to the level of options expected to vest. When the options are exercised, the Company issues fresh equity shares.

Cancellation of Share based payment is accounted as an acceleration of vesting, and therefore recognize immediately the amount that otherwise would have been recognized for services received over the remainder vesting period. The amount that would have been recognized is based on an estimate on the date of cancellation – i.e. estimating how many instruments are expected to vest at the original vesting date.

i) Revenue recognition

Effective 1 April 2018, the Company has applied Ind AS 115 – "Revenue from contracts with customers", which outlines single comprehensive model for accounting of revenue arising from contracts with customers and supersedes Ind AS 11 "Construction Contracts" and Ind AS 18 "Revenue" and related interpretations. It focuses on performance obligations in a contract with customers, allocation of transaction price to the performance obligations and recognition of revenue as the performance obligations are satisfied either at a point in time or over a period of time. The Company has applied Ind AS 115 using the modified retrospective approach. And cumulative initial effect of applying new standard was not material.

(i) Construction and infrastructure contracts

Performance obligations with reference to construction and infrastructure contracts are satisfied over the period of time, and accordingly, revenue from such contracts is recognized based on progress of performance determined using input method with reference to the cost incurred on contract and their estimated total contact costs. Revenue is adjusted towards liquidated damages, time value of money and price variations/ escalation, wherever, applicable. Variation in contract work and other claims are included when it is highly probable that significant reversal will not occur and it can be measured reliably and it is agreed with customers.

Estimates of revenue and costs are reviewed periodically and revised, wherever circumstances change, resulting increases or decreases in revenue determination, is recognized in the period in which estimates are revised.

The Company evaluates whether each contract consists of a single performance obligation or multiple performance obligations. Where the Company enters into multiple contracts with the same customer, the Company evaluates whether the contract is to be combined or not by evaluating various factors as prescribed in the standard.

(ii) Land and transferrable development rights

Revenue from contracts for sale of land and transferrable development rights is recognised at a point in time when control is transferred to the

customer and it is probable that consideration will be collected. This is usually deemed to be legal completion as this is the point at which the Company has an enforceable right to payment. Revenue from sale of land and transferrable development rights is measured at the transaction price specified in the contract with the customer.

Contract balances

Contract assets

A contract asset is the right to consideration in exchange for goods or services transferred to the customer e.g. unbilled revenue. If the Group performs by transferring goods or services to a customer before the customer pays consideration or before payment is due, a contract asset i.e. unbilled revenue is recognised for the earned consideration that is conditional.

Trade receivables

A receivable represents the Group's right to an amount of consideration that is unconditional i.e. only the passage of time is required before payment of consideration is due.

Contract liabilities

A contract liability is the obligation to transfer goods or services to a customer for which the Group has received consideration (or an amount of consideration is due) from the customer. Contract liabilities are recognised as revenue when the Group performs under the contract.

(iii) Lease rental income

Lease income from operating leases shall be recognised in income on a straight line basis over the lease team, unless another systematic basis is more representative of the time pattern in which use benefit derived from the leased asset is diminished. Income from leasing of commercial complex is recognised on an accrual basis in accordance with lease agreements. Refer note 3 (s) for accounting policy on leases.

j) Other income

Interest income from financial asset is recognised when it is probable that the economic benefits will flow to the Group and the amount of income can be measured reliably. Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts the estimated future cash receipts through the expected life of the financial asset to the asset's net carrying amount on initial recognition.

Dividend income and share of profit in LLP is recognized when the right to receive the same is established, it is probable that the economic benefits associated with the dividend will flow to the Group and amount can be measured reliably.

k) Financial instrument

Financial assets

Classification

The Group classifies financial assets as subsequently measured at amortized cost, fair value through other comprehensive income or fair value through profit and loss on the basis of its business model for managing the financial assets and the contractual cash flow characteristics of the financial assets.

Initial recognition and measurement

On initial recognition, a financial asset is recognized at fair value, in case of financial assets which are recognized at fair value through the Statement of Profit and Loss (FVTPL), its transaction cost are recognized in the Statement of Profit and Loss. In other case, the transaction costs are attributed to the acquisition value of the financial asset.

Subsequent measurement and gains and losses

Financial assets are subsequently classified as measured at

- Financial assets at amortized cost: These assets are subsequently measured at amortized cost using the effective interest method. The amortized cost is reduced by impairment losses. Interest income, foreign exchange gains and losses and impairment is recognized in the Statement of Profit and Loss. Any gain or loss on derecognition is recognized in the Statement of Profit and Loss.
- Fair value through profit and loss (FVTPL): These assets are subsequently measured at fair value. Net gains and losses, including any interest or dividend income, are recognized in the Statement of Profit and Loss.
- Fair value through other comprehensive income (FVOCI): These assets are subsequently measured at fair value. Dividends are recognized as income in the Statement of Profit and Loss unless the dividend clearly represents a recovery of part of the cost of the investment. Other net gains or losses are recognized in OCI and are not reclassified to the Statement of Profit and Loss.

Financial assets are not reclassified subsequent to their recognition, except if and in the period the Group changes its business model for managing financial assets.

Trade receivables and loans

Trade receivables and loans are initially recognized at fair value when they are originated. Subsequently, these assets are held at amortized cost, using the effective interest rate (EIR) method net of any expected credit losses. The EIR is the rate that discounts estimated future cash income through the expected life of financial instrument.

Equity instrument

All investments in equity instruments classified under financial assets are initially measured at fair value, the Group may, on initial recognition, irrevocably elect to measure the same either at FVOCI or FVTPL. The Group makes such election on an instrument-by-instrument basis. Fair value changes on an equity instrument is recognized as other income in the Statement of Profit and Loss unless the Group has elected to measure such instrument at FVOCI. Fair value

changes excluding dividends, on an equity instrument measured at FVOCI are recognized in OCI. Amounts recognized in OCI are not subsequently reclassified to the Statement of Profit and Loss. Dividend income on the investments in equity instruments are recognized as 'other income' in the Statement of Profit and Loss.

Derecognition

A financial asset (or, where applicable, a part of the financial asset) is primarily derecognized when:

a) The right to receive cash flows from the asset have expired; or

b) The Group has transferred substantially all the risks and rewards of the asset; or

c) The Group has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

Impairment of financial assets

Expected credit losses are recognized for all financial assets subsequent to initial recognition other than financials assets in FVTPL category. For financial assets other than trade receivables, as per Ind AS 109, the Group recognizes 12 month expected credit losses for all originated or acquired financial assets if at the reporting date the credit risk of the financial asset has not increased significantly since its initial recognition. The expected credit losses are measured as lifetime expected credit losses if the credit risk on financial asset increases significantly since its initial recognition. The Group's trade receivables do not contain significant financing component and loss allowance on trade receivables is measured at an amount equal to life time expected losses i.e. expected cash shortfall. The impairment losses and reversals are recognized in Statement of Profit and Loss.

Financial liabilities

Initial recognition and measurement

Financial liabilities are recognized when the Group becomes a party to the contractual provisions of the instrument. Financial liabilities are initially measured at the amortized cost unless at initial recognition, they are classified as fair value through profit and loss. In case of trade payables, they are initially recognized at fair value and subsequently, these liabilities are held at amortized cost, using the effective interest method.

Subsequent measurement

Financial liabilities are subsequently measured at amortized cost using the EIR method. Financial liabilities carried at fair value through Statement of Profit and Loss are measured at fair value with all changes in fair value recognized in the Statement of Profit and Loss.

Derecognition

A financial liability is derecognized when the obligation specified in the contract is discharged, cancelled or expires.

Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet date if there is a currently enforceable legal right to offset the recognized amounts and there is an intention to settle them on net basis or to realize the assets and settle the liabilities simultaneously.

l) Income taxes

Income tax comprises of current and deferred tax. It is recognized in the Statement of Profit and Loss except to the extent that it is relates to an item recognized directly in equity or in OCI.

Current tax

Current tax comprises the expected tax payable or receivable on the taxable income or loss for the year and any adjustment to the tax payable or receivable in respect of previous years. The amount of current tax reflects the best estimate of the tax amount expected to be paid or received after considering the uncertainty, if any, related to income taxes.

It is measured using tax rates (and tax laws) enacted or substantively enacted by the reporting date. Current tax assets and current tax liabilities are offset only if there is a legally enforceable right to set off the recognized amounts, and it is intended to realize the asset and settle the liability on a net basis or simultaneously.

Deferred tax

Deferred tax is recognized in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the corresponding amounts used for taxation purposes. Deferred tax is also recognized in respect of carried forward tax losses and tax credits. Deferred tax assets are recognized to the extent that it is probable that future taxable profits will be available against which they can be used. The existence of unused tax losses is strong evidence that future taxable profit may not be available.

Minimum Alternate Tax (MAT) eligible for set off in subsequent years (as per tax laws), is recognized as an asset by way of credit to the restated standalone summary Statement of Profit and Loss only if there is convincing evidence that sufficient taxable profit will be available against which the unused tax losses or unused tax credits can be utilized by the Group. At each balance sheet date, the carrying amount of deferred tax in relation to MAT credit entitlement receivable is reviewed to reassure realization.

m) Inventories

Inventory comprises of land, project inventories and work in progress in case of construction and development of infrastructure projects. Inventories comprising of land is valued at lower of cost or net realizable value. Cost includes cost of land, borrowing cost and other related overhead as the case may be.

Project inventories

Inventories of project materials are valued at cost or net realizable value whichever is less. Cost is arrived at on weighted average method (WAM) basis.

Work-in-progress

Construction and development of Infrastructure project:

Cost incurred for the contract that relate to future activity of the contract, such contract cost are recognized as an asset provided it is probable that they will be recovered. Such costs represent an amount due from the customer and are often classified as Contract work in progress which is valued at cost or net realizable value whichever is less.

n) Provisions and contingencies

A provision is recognized if, as a result of past events, the Group has a present legal or constructive obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation. Provisions are determined by discounting the expected future cash flows (representing the best estimate of the expenditure required to settle the present obligation at the balance sheet date) at a pre-tax that reflects current market assessments of the time value of money and the risks specific to the liability.

The unwinding of the discount is recognized as finance cost. Expected future operating losses are not provided for.

Contingent liabilities are disclosed in the Notes to the Standalone Financial Statements. Contingent liabilities are disclosed for:

i. possible obligations which will be confirmed only by future events not wholly within the control of the Group, or

ii. present obligations arising from past events where it is not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount of the obligation cannot be made.

o) Borrowing Cost

Borrowing cost includes interest, amortization of ancillary costs incurred in connection with the arrangement of borrowings to the extent they are regarded as an adjustment to the interest cost.

Investment income earned on temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalization.

Borrowing costs, if any, directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalized, if any. All other borrowing costs are expensed in the period in which they occur.

p) Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the Chief Operating Decision Maker (CODM) of the Group. The CODM is responsible for allocating resources and assessing performance of the operating segments of the Group. For the disclosure on reportable segments see Note 35.

q) Cash and cash equivalents

Cash and Cash equivalents for the purpose of Cash Flow Statement comprise cash and cheques in hand, bank balances, demand deposits with banks where the original maturity is three months or less and other short term highly liquid.

r) Investments in subsidiaries, joint venture and associates

The Group has elected to recognise its investments in subsidiary and associate and joint venture companies at cost in accordance with the option available in Ind AS 27, Separate Financial Statements.

s) Leases

Asset given under lease

In respect of assets provided on finance leases, amount due from lessees are recorded as receivables at the amount of the Group's net investment in the leases. Finance lease income is allocated to accounting periods so as to reflect a constant periodic rate of return on the Group's net investment outstanding in respect of the leases. In respect of assets given on operating lease, lease rentals are accounted on accrual basis in accordance with the respective lease agreements.

Asset held under lease

Leases of property, plant and equipment that transfer substantially all the risks and rewards of ownership ae classified as finance leases. All the other leases are classified as operating leases. For finance lease, the leased assets are measured initially at an amount equal to the lower of their fair value and the present value of minimum lease payments. Subsequent to the initial recognition, the assets are accounted for in accordance with the accounting policy applicable to similar owned assets.

Assets held under operating leases are neither recognized in (in case the Group is lessee) nor derecognized (in case the Group is lessor) from the Group's balance sheet.

Lease payments

Payments made under operating leases are generally recognized in the Statement of Profit and Loss on a straight line basis over the term of lease unless such payments are structured to increase in line with the expected general inflation to compensate for the lessor's expected inflationary cost increases. Lease incentives received are recognized as an integral part of the total lease expense over the term of lease.

t) Earnings per share

Basic earnings per share is computed by dividing the net profit for the year attributable to the equity shareholders of the Group by the weighted average number of equity shares outstanding during the year. The weighted average number of equity shares outstanding during the year and for all the years presented is adjusted for events such as bonus shares, other than conversion of potential equity shares that have changed the number of equity shares outstanding, without a corresponding change in resources.

For the purpose of calculating diluted earnings per share, the net profit for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period is adjusted for the effects of all dilutive potential equity shares.

In a capitalization or bonus issue or share split, ordinary shares are issued to equity shareholders for no additional consideration. The number of ordinary shares outstanding before the event is adjusted for the proportionate change in the number of ordinary shares outstanding as if the event had occurred at the beginning of the earliest period presented.

u) Foreign currency transactions

Transactions in foreign currencies are translated into the respective functional currencies of the Group at the exchange rates as at the date of transaction or at an average rate if the average rate approximates the actual rate at the date of transaction.

Monetary assets and liabilities denominated in foreign currencies are translated into the functional currency at the exchange rate at the reporting date. Non-monetary assets and liabilities that are measured at fair value in a foreign currency are translated into the functional currency at the exchange rate when the fair value was determined. Non-monetary assets and liabilities that are measured based on historical cost in a foreign currency are translated at the exchange rate at the date of transaction. Exchange differences are recognized in the Statement of Profit and Loss.

v) Recent accounting pronouncement

Ministry of Corporate Affairs ("MCA"), through Companies (Indian Accounting Standards) Amendment Rules, 2019 And Companies (Indian Accounting Standards) Second Amendment Rules, has notified the following new and amendments to Ind ASs which the Company has not applied as they are effective from April 1, 2019:

Ind AS 116 – Leases

Ind AS 116, Leases replaces existing lease accounting guidance i.e. Ind AS 17, Leases. It sets out principles for the recognition, measurement, presentation and disclosure of leases and requires lessees to account for all leases, except short-term leases and leases for low-value items, under a single on-balance sheet lease accounting model. A lessee recognises a right-of-use asset representing its right to use the underlying asset

and a lease liability representing its obligation to make lease payments. Lessor accounting largely unchanged from the existing standard – i.e. lessors continue to classify leases as finance or operating leases.

Based on the preliminary assessment, the Group does not expect any significant impacts on transition to Ind AS 116. This assessment is based on currently available information and may be subject to changes arising from further reasonable and supportable information when the standard will be adopted. The quantitative impacts would be finalised based on a detailed assessment which has been initiated to identify the key impacts along with evaluation of appropriate transition options.

Ind AS 12 – Income taxes (amendments relating to income tax consequences of dividend and uncertainty over income tax treatments)

The amendment relating to income tax consequences of dividend clarify that an entity shall recognise the income tax consequences of dividends in profit or loss, other comprehensive income or equity according to where the entity originally recognised those past transactions or events. The Company does not expect any impact from this pronouncement. It is relevant to note that the amendment does not amend situations where the entity pays a tax on dividend which is effectively a portion of dividends paid to taxation authorities on behalf of shareholders. Such amount paid or

payable to taxation authorities continues to be charged to equity as part of dividend, in accordance with Ind AS 12.

The amendment to Appendix C of Ind AS 12 specifies that the amendment is to be applied to the determination of taxable profit (tax loss), tax bases, unused tax losses, unused tax credits and tax rates, when there is uncertainty over income tax treatments under Ind AS 12. It outlines the following: (1) the entity has to use judgement, to determine whether each tax treatment should be considered separately or whether some can be considered together. The decision should be based on the approach which provides better predictions of the resolution of the uncertainty (2) the entity is to assume that the taxation authority will have full knowledge of all relevant information while examining any amount (3) entity has to consider the probability of the relevant taxation authority accepting the tax treatment and the determination of taxable profit (tax loss), tax bases, unused tax losses, unused tax credits and tax rates would depend upon the probability. The Group does not expect any significant impact of the amendment on its financial statements.

Ind AS 19 – Plan Amendment, Curtailment or Settlement

The amendments clarify that if a plan amendment, curtailment or settlement occurs, it is mandatory that the current service cost and the net interest for the period after the re-measurement are determined using the assumptions used for the re-measurement. In addition, amendments have been included to clarify the effect of a plan amendment, curtailment or settlement on the requirements regarding the asset ceiling. The Group does not expect this amendment to have any significant impact on its financial statements.

Ind AS 23 – Borrowing Costs

The amendments clarify that if any specific borrowing remains outstanding after the related asset is ready for its intended use or sale, that borrowing becomes part of the funds that an entity borrows generally when calculating the capitalisation rate on general borrowings. The Group does not expect any impact from this amendment.

Ind AS 28 – Long-term Interests in Associates and Joint Ventures

The amendments clarify that an entity applies Ind AS 109 Financial Instruments, to long-term interests in an associate or joint venture that form part of the net investment in the associate or joint venture but to which the equity method is not applied. The Group accounts for long term interest in associate and joint venture as per equity method and hence the Group does not expect any impact from this amendment.

Ind AS 103 – Business Combinations and Ind AS 111 – Joint Arrangements

The amendments to Ind AS 103 relating to re-measurement clarify that when an entity obtains control of a business that is a joint operation, it re-measures previously held interests in that business. The amendments to Ind AS 111 clarify that when an entity obtains joint control of a business that is a joint operation, the entity does not re-measure previously held interests in that business. The Group will apply the pronouncement if and when it obtains control / joint control of a business that is a joint operation.

Note-4
Property, plant and equipment

(₹ in lakhs)

Particulars	GROSS BLOCK				DEPRECIATION				NET BLOCK
	As at 1 April 2018	Additions	Disposal	As at 31 March 2019	As at 1 April 2018	For the year	Disposal	As at 31 March 2019	As at 31 March 2019
Freehold land	10.73	-	-	10.73	-	-	-	-	10.73
Building	131.77	-	-	131.77	3.40	2.32	-	5.72	126.05
Plant and machinery	260.69	43.51	106.36	197.84	36.56	21.71	21.40	36.87	160.97
Furniture and fixtures	57.75	6.92	1.20	63.47	20.42	11.77	1.13	31.06	32.42
Computer equipment	10.08	5.24	5.34	9.98	5.70	2.83	4.76	3.77	6.21
Vehicles	631.14	43.12	112.57	561.69	154.60	86.24	43.26	197.58	364.11
Electrification	5.70	-	-	5.70	2.43	1.09	-	3.52	2.18
Office equipment	23.01	15.92	5.36	33.57	9.04	5.39	4.52	9.91	23.66
Total	**1,130.89**	**114.71**	**230.83**	**1,014.77**	**232.15**	**131.35**	**75.07**	**288.43**	**726.33**

(₹ in lakhs)

Particulars	GROSS BLOCK				DEPRECIATION				NET BLOCK
	As at 1 April 2017	Additions	Disposal	As at 31 March 2018	As at 1 April 2017	For the year	Disposal	As at 31 March 2018	As at 31 March 2018
Freehold land	10.73	-	-	10.73	-	-	-	-	10.73
Building	90.95	40.85	0.03	131.77	1.66	1.74		3.40	128.37
Plant and machinery	246.42	15.93	1.65	260.69	15.57	20.99		36.56	224.13
Furniture and fixtures	57.78	-	0.03	57.75	11.31	9.11		20.42	37.34
Computer equipment	8.97	2.18	1.07	10.08	3.12	2.58		5.70	4.38
Vehicles	584.09	69.63	22.58	631.14	69.75	85.69	0.85	154.60	476.54
Electrification	5.71	-	0.01	5.70	1.21	1.22		2.43	3.29
Office equipment	18.88	4.43	0.30	23.01	4.91	4.14		9.05	13.97
Total	**1,023.53**	**133.03**	**25.67**	**1,130.89**	**107.53**	**125.47**	**0.85**	**232.16**	**898.75**

Refer note 17 - For information on property, plant and equipment pledged as security by the Company

Note-5
Investment properties

(₹ in lakhs)

Particulars	GROSS BLOCK				DEPRECIATION				NET BLOCK
	As at 1 April 2018	Additions	Sale	As at 31 March 2019	As at 1 April 2018	For the year	Adjustment/ Deduction	As at 31 March 2019	As at 31 March 2019
Building	2,600.76	-	-	2,600.76	100.80	54.70	-	155.50	2,445.26
Total	**2,600.76**	**-**	**-**	**2,600.76**	**100.80**	**54.70**	**-**	**155.50**	**2,445.26**

(₹ in lakhs)

Particulars	GROSS BLOCK				DEPRECIATION				NET BLOCK
	As at 1 April 2017	Additions	Sale	As at 31 March 2018	As at 1 April 2017	For the year	Adjustment/ Deduction	As at 31 March 2018	As at 31 March 2018
Building	2,600.76	-	-	2,600.76	54.11	46.69	-	100.80	2,499.96
Total	**2,600.76**	**-**	**-**	**2,600.76**	**54.11**	**46.69**	**-**	**100.80**	**2,499.96**

Information regarding income and expenditure of Investment properties

(₹ in lakhs)

Particulars	Year Ended 31 March 2019	Year Ended 31 March 2018
Rental income derived from investment properties	272.41	299.84
Direct operating expenses	21.44	9.16
Profit arising from investment properties	250.97	290.68
Less : depreciation	54.70	46.69
Profit arising from investment properties before indirect expense	**196.27**	**243.99**

Fair value of the investment properties are as under:

(₹ in lakhs)

Fair Value	Building
Balance as at 31 March 2017	**5,714.53**
Fair value increase during the year	285.73
Balance as at 31 March 2018	**6,000.26**
Fair value decrease during the year	(12.26)
Balance as at 31 March 2019	**5,988.00**

Measurement of fair value of investment properties:

A. Fair value hierarchy:

The fair value of investment properties has been determined by external independent property valuers, having appropriate recognised professional qualification and recent experience in the location and category of properties being valued.

The fair value measurement of the investment properties has been categorised as Level 3 fair value based on the inputs to the valuation techniques used.

B. Fair valuation technique

(₹ in lakhs)

Particulars	Valuation technique
Building	Market Approach

Refer note 17 - For information on investment properties pledged as security by the Company

Refer note 36 - For details of operating lease

Note-6
Intangible assets

(₹ in lakhs)

Particulars	GROSS BLOCK				AMORTISATION				NET BLOCK	
	As at 1 April 2018	Additions	Sale	As at 31 March 2019	As at 1 April 2018	For the year	Deduction	As at 31 March 2019	As at 31 March 2019	As at 31 March 2018
Software	-	0.98	-	0.98	-	0.16	-	0.16	0.82	-
Total	**-**	**0.98**	**-**	**0.98**	**-**	**0.16**	**-**	**0.16**	**0.82**	**-**

Note-7
Investments

(₹ in lakhs)

Particulars	As at 31 March 2019	As at 1 April 2018
Investment in associate and joint venture		
Investments in equity shares of joint venture and associates (at cost)		
5,000 (31 March 2018 : 5,000) equity shares of Romanovia Industrial Park Pvt. Ltd. of ₹ 10/- each fully paid up	468.26	641.34
3,400 (31 March 2018 : 3,400) equity shares of Vyapnila Terminals (Modasa) Pvt. Ltd. of ₹ 10/- each	0.45	-
Total Investment in associate and joint venture	**468.71**	**641.34**
Other investments		
National saving certificate	0.14	0.13
Total other investments	**0.14**	**0.13**
Total	**468.85**	**641.47**

(₹ in lakhs)

Particulars	Book Value	
	As at 31 March 2019	As at1 April 2018
Aggregate value of unquoted investment	0.14	0.13
Aggregate value of quoted investment	-	-
	0.14	**0.13**

Note-8
Loans

(₹ in lakhs)

Particulars	As at 31 March 2019	As at 1 April 2018
Non-current loans		
(Unsecured, considered good)		
Loans to related party (refer note 32)		
- to joint venture companies and associates	4,676.54	4,409.62
Security and other deposits	1,022.77	658.93
	5,699.31	**5,068.55**
Current loans		
(Unsecured, considered good)		
Loans		
- to employees	17.27	23.78
- to others	0.60	1,205.36
Security and other deposits	0.75	0.75
	18.62	**1,229.89**
Total	**5,717.93**	**6,298.44**

Refer note 38 - Financial instruments, fair values and risk measurement

Note-9
Other non-current financial assets

(₹ in lakhs)

Particulars	As at 31 March 2019	As at 1 April 2018
Margin money deposits with bank-Non Current	327.69	667.98
Accrued interest on FDR	2.62	-
Fixed deposit with bank	35.94	33.62
Retention money	0.05	59.66
Total	**366.30**	**761.26**

Refer note 38 - Financial instruments, fair values and risk measurement

Note-10
Other assets

(₹ in lakhs)

Particulars	As at 31 March 2019	As at 1 April 2018
Non-current		
Lease equalisation	-	2.60
	-	**2.60**
Current		
Land and transferrable development rights	3,978.11	1,882.20
Contract assets	4,602.55	2,562.71
Advance to vendors	840.64	1,125.30

(₹ in lakhs)

Particulars	As at 31 March 2019	As at 31 March 2018
Prepaid expenses	99.62	110.73
Balances with government authorities		
- Goods and service tax receivable	469.51	310.78
- VAT receivable	3.42	12.95
- Others	0.08	8.97
Lease equalisation	3.08	6.07
	9,997.01	**6,019.71**
Total	**9,997.01**	**6,022.31**

Refer note 38 - Financial instruments, fair values and risk measurement

Note-11
Other tax assets (net)

(₹ in lakhs)

Particulars	As at 31 March 2019	As at 31 March 2018
Non-current		
Advance payment of tax (net of provision for tax)	9.05	10.59
Total	**9.05**	**10.59**

Note-12
Inventories

(₹ in lakhs)

Particulars	As at 31 March 2019	As at 31 March 2018
Construction material on hand	379.12	380.90
Work in progress	2,469.71	1,841.54
Land	5,152.35	4,179.65
Total	**8,001.18**	**6,402.09**

Refer note 3 (k) for accounting policy on inventories.
During the year ended 31 March 2019, the company has inventorised borrowing cost of NIL lakhs (31 March 2018 ₹200.49 lakhs.

Note-13
Trade receivables

(₹ in lakhs)

Particulars	As at 31 March 2019	As at 31 March 2018
Related parties		
Unsecured, considered good	563.28	89.75
Other than related parties		
Unsecured, considered good	2,616.17	3,384.71
Unsecured, trade receivables in which credit risk is increased	40.00	35.77
Less:- Provision for loss allowance	(40.00)	(35.77)
Total	**3,179.45**	**3,474.46**

Refer note 38 - Financial instruments, fair values and risk measurement
Trade receivable includes retention money receivable amounting to ₹1,153.73 lakhs (31 March 2018 - ₹1,323.36 lakhs)

Note-14

Cash and bank balances

(₹ in lakhs)

Particulars	As at 31 March 2019	As at 31 March 2018
Cash and cash equivalents		
Balance with banks		
- Balance in current account	78.66	129.47
Cash on hand	0.44	3.87
	79.10	**133.34**
Other bank balances		
Deposits with original maturity over 3 months but less than 12 months	9.05	447.92
Margin money deposits with bank-Current	544.62	8.98
Unpaid dividend account *	71.05	67.26
	624.72	**524.16**
Total	**703.82**	**657.50**

Refer note 38 - Financial instruments, fair values and risk measurement

* The Company can utilise these balances only towards payment of dividend.

Note-15

Equity share capital

(₹ in lakhs)

Particulars	As at 31 March 2019	As at 31 March2018
Authorised share capital		
500,000,000 (31 March 2018 : 500,000,000) Equity shares of ₹1/- each	5,000.00	5,000.00
Issued, Subscribed and Paid-up Capital		
393,889,200 (31 March 2018 : 393,889,200;) Equity shares of ₹1/- each fully paid	3,938.89	3,938.89
Total	**3,938.89**	**3,938.89**

A. Reconciliation of number of equity shares

(₹ in lakhs)

Particulars	As at 31 March 2019		As at 31 March 2018	
	Numbers	₹ in lakhs	Numbers	₹ in lakhs
Balance as at the beginning of the year	**39,38,89,200**	**3,938.89**	**39,33,92,700**	**3,933.93**
Issued during the year	-	-		-
Exercise of options - proceeds received	-	-	496,500	4.96
Balance as at the end of the year	**39,38,89,200**	**3,938.89**	**39,38,89,200**	**3,938.89**

B. Terms / rights attached to Equity shares

The company has single 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

Particulars	As at 31 March 2019		As at 31 March 2018	
	Nos. Shares	% holding	Nos. of Shares	% holding
Equity shares of ₹ 1 each fully paid				
Mr. Manoj B. Vadodaria	5,31,54,712	13.49	5,31,54,712	13.49
Mrs. Nila M. Vadodaria	4,39,55,267	11.16	4,39,55,267	11.16
Mrs. Alpa K. Vadodaria	3,68,00,000	9.34	3,68,00,000	9.34
Mr. Kiran B. Vadodaria	3,86,08,100	9.80	3,86,08,100	9.80
Mr. Deep S. Vadodaria	3,17,52,108	8.06	3,17,52,108	8.06

Note-16

Other Equity

(₹ in lakhs)

Particulars	As at 31 March 2019	As at 31 March 2018
Reserves & Surplus		
(i) Retained earnings	7,337.00	5,833.78
(ii) Equity security premium	33.71	33.71
(iii) General reserve	524.77	524.77
Total	**7,895.48**	**6,392.26**

(₹ in lakhs)

Particulars	As at 31 March 2019	As at 31 March 2018
(i) Retained earnings		
Profit & loss opening balance	5,833.78	1,317.14
Changes on account of scheme of arrangement	-	2,908.09
Profit during the year	2,001.25	1,999.55
Changes on account of discontinuation of employee's stock option plan	-	141.49
	7,835.03	**6,366.27**
Appropriation		
Final equity dividend at ₹ 0.11 per share (31 March 2018: ₹ 0.11 per share)	(433.28)	(433.28)
Tax on equity dividend	(89.06)	(88.21)
	(522.34)	(521.49)
Items of other comprehensive income (net of tax)		
Remeasurement of post-employment benefit obligation (net of tax)	24.31	(11.01)
	24.31	**(11.01)**
Total	**7,337.00**	**5,833.78**
(ii) Equity security premium		
Opening balance	33.71	-
Addition during the year	-	33.71
Less: changes on account of scheme of arrangement	-	-
Total	**33.71**	**33.71**

(₹ in lakhs)

Particulars	As at 31 March 2019	As at 1 April 2018
(iii) General reserve	**524.77**	**524.77**
(iv) Deferred employees stock option compensation reserves		
Opening balance	-	(85.50)
Expense recognised during the year	-	48.32
Changes on account of scheme of arrangement	-	9.53
Cancellation of employee's stock option plan	-	27.65
Total	**-**	**-**
(v) Employees stock option outstanding reserve		
Opening Balance	-	184.38
Exercise of options during the year	-	-
Cancellation of employee's stock option plan	-	(184.38)
Total	**-**	**-**
Total reserves and surplus	**7,895.48**	**6,392.27**

Note-17

Borrowings

(₹ in lakhs)

Particulars	As at 31 March 2019	As at 31 March 2018
Non current borrowings		
Secured loans		
Indian rupee loan from		
- Banks	5,033.54	1,884.87
- Financial institution	3,271.85	3,009.98
Vehicle loan from		
- Banks	62.98	128.55
- Financial institution	2.87	6.90
Unsecured loans		
Indian rupee loan from		
- Financial Institution	492.08	1,044.46
	8,863.32	**6,074.76**
Current borrowings		
Secured loans		
Indian rupee loan from		
- Bank	1,242.14	663.34
Unsecured loans		
Indian rupee loan from		
- Loans from Related party	609.84	-
	1,851.98	**663.34**
Total	**10,715.30**	**6,738.10**

* Current maturities of long term borrowings is reported under 'Other current financials liabilities'
# Unsecured loan from related party carries interest rate of 11 % and the same is repayable on demand.
Refer note 38 - Financial instruments, fair values and risk measurement

Security Details of Borrowings -

(₹ in lakhs)

	Loan Amount outstanding as at		Rate of Interest as at		Installment Details			
	31 Mar 2019	31 Mar 2018	31 Mar 2019	31 Mar 2018	Start Date 2016	End Date	Nos	Period
(A) Secured Loans from banks								
(A.1) Term Loans								
Secured by hypothecation of immovable properties situated at 3rd, 4th & 5th Floor Sambhaav House, Judges Bungalow, Bodakdev, Ahmedabad owned by Company								
(i)	546.08	645.22	9.70%	9.10%	Jul-2013	Jun-2023	119	Monthly
(ii)	591.95	628.31	9.70%	9.10%	Feb-2018	Jun-2028	125	Monthly
Dropped Down OD facility secured by way of (a) registered equitable mortgage of industrial land at Vinzol and Bavla owned by Company (b) Personal guarantee of Shri Manoj Vaodaria & Kiran Vadodaria								
(iii)	2,899.06	2,835.40	10.85%	11.20%	Dec-2015	Mar-2023	27	Quarterly
Overdraft Facility secured by way of (a) registered equitable mortgage of immovable properties situated at 2nd & 6th Floor Sambhaav House, Judges Bungalow, Bodakdev, Ahmedabad and 11 flats owned by Company. (b) Personal Guarantee of Manoj Vadodaria & Kiran Vadodaria								
(iv)	960.20	-	10.25%	-	Dec-2018	Jan-2029	121	Annual Review
Total (A.1)	**5,008.67**	**4,108.93**						
(A.2) Vehicle Loans								
Secured by way of hypothecation of commercial vehicles								
(i)	-	8.02	10.01%	10.01%	Dec-2014	Oct-2018	47	Monthly
(ii)	-	11.27	10.01%	10.01%	Jan-2015	Nov-2018	47	Monthly
Secured by way of hypothecation of commercial equipment								
(iii)	-	9.51	10.01%	10.01%	Jan-2015	Nov-2018	47	Monthly
(iv)	36.64	57.17	9.80%	9.80%	Oct-2016	Oct-2020	48	Monthly
(iv)	34.18	-	9.40%	-	Dec-2018	Dec-2022	48	Monthly
Secured by way of hypothecation of vehicle								
(v)	19.27	-	-	-	Oct-2018	Oct-2021	36	Monthly
(vi)	14.38	-	-	-	Sep-2018	Sep-2021	36	Monthly
(vii)	7.56	12.37	8.75%	8.75%	Sep-2017	Aug-2020	36	Monthly
(viii)	13.50	24.98	8.75%	8.75%	May-2017	Apr-2020	36	Monthly
(ix)	9.32	17.98	8.50%	8.50%	Apr-2017	Mar-2020	36	Monthly
(x)	16.57	33.33	8.75%	8.75%	Apr-2017	Feb-2020	36	Monthly
(xi)	2.20	5.29	9.50%	9.50%	Dec-2016	Nov-2019	36	Monthly
(xii)	2.28	5.91	9.50%	9.50%	Nov-2016	Oct-2019	36	Monthly
(xiii)	8.28	17.40	9.40%	9.40%	Mar-2016	Jan-2020	47	Monthly
(xiv)	-	1.50	10.00%	10.00%	Aug-2015	Jul-2018	36	Monthly
(xv)	-	11.70	10.00%	10.00%	Nov-2015	Oct-2018	36	Monthly
(xvi)	-	1.11	9.81%	9.81%	Sep-2015	Aug-2018	36	Monthly
Total (A.2)	**164.19**	**217.53**						

(₹ in lakhs)

(A.3)	**Overdraft facilities**							
	Overdraft Facility secured by way of (a) registered equitable mortgage of property situated at 7th, 8th & 9th floor Sambhaav House, Judges Bungalow, Bodakdev, Ahmedabad. (b) Personal Guarantee of Manoj Vadodaria & Kiran Vadodaria							
(i)	-	658.79	10.80%	10.80%				Annual Review
(ii)	1,183.10	-	9.50%	-				Annual Review
	Overdraft Facility secured by way of Personal Guarantee of Manoj Vadodaria & Kiran Vadodaria							
(iii)	142.62	(0.71)	11.00%	10.65%				Annual Review
(iv)	165.00	5.26	13.55%	11.60%				Annual Review
Total (A.3)	**1,490.72**	**663.34**						
Total (A)	**6,652.21**	**4,989.80**						
(B)Secured Loans from Financial Institutions								
(B.1)	**Term Loans**							
	Secured by way of (a) Personal Guarantee of Promoters (b) DSRA for 3 months Principal & Interest repayment							
(i)	-	1,148.04	11.70%	11.70%	May-2016	Jan-2021	57	Monthly
	Secured by way of Personal Guarantee of Promoters							
(ii)	79.50	241.50	10.00%	12.25%	Oct-2014	Sep-2019	60	Monthly
(iii)	245.36	390.50	10.00%	11.70%	Nov-2015	Oct-2020	54	Monthly
	Mortgage over NA Land admeasuring 33400 sq mtrs having clear and Marketable title situated at survey no. 324/1, of mouje vinzol , Ahmedabad having minimum present market value of ₹ 50.0 crore standing in the name of Nila Infrastructure Ltd.							
(iv)	884.08	1,398.71	12.00%	11.00%	Jan-2018	Nov-2020	36	Monthly
(v)	1,012.15	-	10.75%	-	Jul-2018	Jul-2021	36	Monthly
Total (B.1)	**2,221.09**	**3,178.75**						
(B.2)	**Vehicle Loans**							
	Secured by way of hypothecation of vehicle							
(i)	6.95	10.60	8.50%	8.50%	Dec-2017	Nov-2020	36	Monthly
Total (B.2)	**6.95**	**10.60**						
(B.3)	**Line of Credit**							
	Secured by way of (a) Equitable Mortgage of Vejalpur land owned by company (b) Personal Guarantee of promoter family members and escrow of revenue of certain infrastructure projects.							
(i)	2,705.45	2,113.23	12.50%	11.00%	Oct-2014	Sep-2019	60	Annual Review
Total (B.3)	**2,705.45**	**2,113.23**						
Total (B)	**5,933.49**	**5,302.58**						
Total (A)+(B)	**11,585.70**	**10,292.38**						

Note-18
Other financial liabilities

(₹ in lakhs)

Particulars	As at 31 March 2019	As at 31 March 2018
Other non current financial liabilities		
Security Deposits	201.93	90.61
	201.93	**90.61**
Other current financial liabilities		
Current maturities of long term borrowings	1,449.63	1,406.73
Loans from financial institution (1)	-	2,113.23
Interest accrued on borrowings	30.60	34.31
Security deposits	-	97.83
Employee related liabilities	4.67	6.57
Unclaimed dividend (2)	70.99	67.20
	1,555.89	**3,725.87**
Total	**1,757.82**	**3,816.48**

(1) To implement the Scheme of Arrangement for Demerger (the "Scheme") of Real Estate (RE) Undertaking of Nila Infrastructures Ltd (the "Demerged Company") into Nila Spaces Ltd (the "Resultant Company") under section 230 to 232 and other applicable provisions of the Companies Act, 2013 with Appointed Date of 1 April 2017; GRUH Finance Ltd (GRUH) had to reassess the total/combined (i.e. Nila Infrastructures Ltd + Nila Spaces Ltd) sanctioned limit of ₹ 9,500.00 lakhs, wherein the total/combined outstanding at 31 March 2018 is ₹ 6,871.65 lakhs. As per the letter received from GRUH dated 19 March 2018; the said total/combined exposure is to be bifurcated amongst Nila Infrastructures Ltd and Nila Spaces Ltd as ₹ 3,000.00 lakhs and ₹ 6,500.00 lakhs respectively. Accordingly, the corresponding outstanding ₹ 2,113.23 lakhs is considered for Nila Infrastructures Ltd and the rest for Nila Spaces Ltd. Pending such (re)assessment by GRUH, the said outstanding ₹ 2,113.23 lakhs was classified as other current financial liability.

(2) There is no amount due to be transfer to Investor Education and Protection Fund as at 31 March 2019.

Note-19
Provisions

(₹ in lakhs)

Particulars	As at 31 March 2019	As at 31 March 2018
Non-current provisions		
(a) Provisions for employee benifits		
Gratuity (refer note 33)	31.94	59.03
Leave encashment (refer note 33)	41.27	53.43
	73.21	**112.46**
Current provisions		
(a) Provisions for employee benifits		
Gratuity (refer note 33)	29.97	32.63
Leave encashment (refer note 33)	17.83	6.55
(b) Others		
Provision for defect liability expense	24.43	-
	72.23	**39.18**
Total	**145.44**	**151.64**

Gratuity

The Company provides for gratuity for employees in India as per the Payment of Gratuity Act, 1972. Employees who are in continuation service for a period of 5 years are eligible for gratuity. The amount of gratuity payable on retirement/termination is the employees last drawn basic salary per month computed proportionately for 15 days salary multiplied for the number of years of service.

Leave encashment

Provision for leave encashment cover the Company's liability for earned leave.

Disclosure as regards to provisions as per Ind AS 37 "Provisions, contingent liabilities and contingent assets
Provision for defect liability expense

(₹ in lakhs)

Particulars	31 March 2019	31 March 2018
Balance at the begininng of the year	-	-
Provision for the year	24.43	-
Utilisation for the year	-	-
Balance at the end of the year	**24.43**	**-**

Note-20
Income taxes

A. Income tax expense recognised in the Statement of Profit and Loss

(₹ in lakhs)

Particulars	31 March 2019	31 March 2018
Current tax		
Current tax on profit for the year	939.43	1,225.00
Adjustments of tax for earlier years	(28.81)	1.60
Deferred tax		
Attributable to–		
Origination and reversal of temporary differences (refer note E)	(108.44)	(323.68)
	802.18	**902.92**

B. Income tax expense / (income) recognised in other comprehensive income

(₹ in lakhs)

Particulars	31 March 2019	31 March 2018
Deferred tax : (refer note E)		
Deferred tax (benefit) on remeasurements of defined benefit liability	(9.99)	(3.48)
	(9.99)	**(3.48)**

C. Reconciliation of effective tax rate

(₹ in lakhs)

Particulars	31 March 2019	31 March 2018
Profit before tax	2,803.43	2,902.47
Tax using the Company's statutory tax rate at 29.12% (31 March 2018: 34.608%)	816.36	1,004.49
Effect of :		
Effect of tax rate change		(123.25)
Non deductible expenses	42.40	54.04
Adjustments of tax for earlier years	(28.81)	
Income exempt from tax	(8.55)	(6.59)
Others	(19.22)	(25.77)
Tax expense	**802.18**	**902.92**

D. Recognised deferred tax assets and liabilities
Movement in temporary differences

(₹ in lakhs)

Particulars	Deferred tax (assets)		Deferred tax liabilities		Net deferred tax (assets) / liabilities	
	31 March 2019	31 March 2018	31 March 2019	31 March 2018	31 March 2019	31 March 2018
Expenditure allowed on payment basis/ doubtful debts	(36.35)	(45.76)	-	-	(36.35)	(45.76)
Expenditure on which tax has not been deducted	(10.97)	-	-	-	(10.97)	-
Provision for defect liability expense	(7.12)	-	-	-	(7.12)	-
Demerger expense	-	(7.88)	-	-	-	(7.88)
Elimination of revenue from subisidiary/ joint venture/associate	(318.58)	(201.18)	-	-	(318.58)	(201.18)
Provision for loss allowance	(11.65)	(10.42)	-	-	(11.65)	(10.42)
Prepaid finance charges	-	-	23.37	8.12	23.37	8.12
Fair valuation of non-current loans	-	-	23.78	-	23.78	-
Straight lining of rent	-	-	0.90	2.53	0.90	2.53
Fair valuation Of investment in joint venture	-	-	260.00	257.50	260.00	257.50
Fair valuation of revenue from land and transferable development rights	-	-	94.68	94.68	94.68	94.68
Re-measurement of employee benefit	-	(8.13)	1.86	-	1.86	(8.13)
Excess of depreciation under tax laws over book depreciation	-	-	662.51	691.42	662.51	691.42
Net deferred tax (assets) / liabilities	**(384.67)**	**(273.37)**	**1,067.10**	**1,054.25**	**682.43**	**780.88**

E. Recognised deferred tax (assets) and liabilities
Movement in temporary differences

(₹ in lakhs)

Particulars	Balance as at 1 April 2018	Recognised in profit or loss during 2018-19	Recognised in OCI during 2018-19	Balance as at 31 March 2019
Expenditure allowed on payment basis/ doubtful debts	(45.76)	9.41	-	(36.35)
Demerger expense	(7.88)	7.88	-	(0.00)
Expenditure on which tax has not been deducted	-	(10.97)	-	(10.97)
Provision for defect liability expense	-	(7.12)	-	(7.12)
Fair valuation of non-current loans	-	23.78	-	23.78
Elimination of revenue from subisidiary/joint venture/ associate	(201.18)	(117.40)	-	(318.58)
Provision for loss allowance	(10.42)	(1.23)	-	(11.65)
Prepaid finance charges	8.12	15.25	-	23.37
Straight lining of rent	2.53	(1.63)	-	0.90
Fair valuation of investment in joint venture	257.50	2.50	-	260.00
Fair valuation of revenue accounted under intangible asset	94.68	-	-	94.68

(₹ in lakhs)

Particulars	Balance as at 1 April 2018	Recognised in profit or loss during 2018-19	Recognised in OCI during 2018-19	Balance as at 31 March 2019
Re-measurement of employee benefit	(8.13)	-	9.99	1.86
Excess of depreciation unde tax laws over book epreciation	691.43	(28.91)	-	662.52
Net deferred tax (assets) / liabilities	**780.88**	**(108.45)**	**9.99**	**682.43**

Note-21
Trade payables

(₹ in lakhs)

Particulars	As at 31 March 2019	As at 31 March 2018
Dues to Micro & Small Enterprises (as per the intimation received from vendors)		
A. Principal and interest amount remaining unpaid	2.28	-
B. Interest due thereon remaining unpaid	-	-
C. Interest paid by the Company in terms of Section 16 of the Micro, Small and Medium Enterprises Development Act, 2006, along with the amount of payment made to supplier beyond the appointed day	-	-
D. Interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the period) but without adding interest specified under the Micro, Small and Medium Enterprises Development Act, 2006	-	-
E. Interest accrued and remaining unpaid	-	-
F. Interest remaining due and payable even in the suceeding years, until such date when the interest dues as above are actually paid to the small enterprises.	-	-
Dues to others	4,638.87	4,092.26
Total	**4,641.15**	**4,092.26**

The above information regarding Micro, Small and Medium Enterprises has been determined on the basis of information available with the Group. This has been relied upon by the auditors.

Trade payables - Dues to others includes retention money payable amounting to ₹1,316.11 lakhs (31 March 2018: ₹ 1,011.78 lakhs)

Note-22
Other current liabilities

(₹ in lakhs)

Particulars	As at 31 March 2019	As at 31 March 2018
Advance from contractors	682.57	263.59
Advance from customer	1,070.52	1,186.21
Statutory dues payable		
- TDS payable	62.23	59.02
Other statutory obligations	-	0.77
Total	**1,815.32**	**1,509.58**

Note-23
Current tax liabilities (net)

(₹ in lakhs)

Particulars	As at 31 March 2019	As at 31 March 2018
Current tax liabilities (net of advance tax)	24.17	246.74
Total	**24.17**	**246.74**

Note-24
Revenue from operations

(₹ in lakhs)

Particulars	For the year ended 31 March 2019	For the year ended 31 March 2018
A. Sales		
Construction and development of infrastructure projects	**21,105.18**	**19,906.09**
	21,105.18	**19,906.09**
B. Other operating revenue		
Rent income (refer note 37)	272.41	299.84
Share of profit from LLP	-	19.03
	272.41	**318.87**
Total	**21,377.59**	**20,224.96**

Note-25
Other income

(₹ in lakhs)

Particulars	For the year ended 31 March 2019	For the year ended 31 March 2018
Interest on loan	439.53	424.15
Interest from bank	65.39	86.46
Liabilities no longer required to pay written back	55.62	34.46
Other non-operating income	40.41	4.45
Total	**600.95**	**549.52**

Note-26
Cost of material consumed and project expenses

(₹ in lakhs)

Particulars	For the year ended 31 March 2019	For the year ended 31 March 2018
Consumption of materials	5,925.59	4,332.29
Power and fuel	77.16	51.50
Repair and maintenance expense	7.30	4.65
Freight charges	4.77	119.10
Civil, electrical, contracting, labour work etc.	11,300.01	10,491.73
Electricity expenses	106.50	96.23
Insurance expenses	21.70	13.87
Security service charges	34.73	24.96
Value added tax	9.53	20.23
Service tax expenses	0.15	4.29
Welfare cess	59.91	57.92
Travelling expenses	5.65	13.83
Project administrative charges	22.41	66.59
Legal and professional expenses	124.48	48.28
Defect liability expense	24.43	-
Other direct project expenses	447.96	649.20
Total	**18,172.28**	**15,994.67**

Note-27

Changes in inventories of construction material, land and work in progress

(₹ in lakhs)

Particulars	For the year ended 31 March 2019	For the year ended 31 March 2018
Opening inventories		
Construction material on hand	380.90	180.26
Work in progress	1,841.54	1,626.88
Land	4,179.65	4,192.29
	6,402.09	**5,999.43**
Closing inventories		
Construction material on hand	379.12	380.90
Work in progress	2,469.71	1,841.54
Land	5,152.35	4,179.65
	8,001.18	**6,402.09**
Changes in inventories	**(1,599.09)**	**(402.66)**

Note-28

Employee benefits expense

(₹ in lakhs)

Particulars	For the year ended 31 March 2019	For the year ended 31 March 2018
Salaries, allowances and bonus	489.03	540.66
Contribution to provident and other fund (refer note 33)	4.65	4.92
Remuneration and perquisites to directors (refer note 32)	48.00	46.00
Staff welfare expenses	0.14	0.43
Total	**541.82**	**592.01**

Note-29

Finance costs

(₹ in lakhs)

Particulars	For the year ended 31 March 2019	For the year ended 31 March 2018
Interest on borrowings		
- To banks and financial institution	1,129.14	1,119.02
- To others		
- Unsecured loan	26.44	-
- Late payment of income tax	16.02	52.29
	1,171.60	**1,171.31**
Less:- transfer to work-in-progress (inventories)	-	(200.49)
	1,171.60	**970.82**
Other borrowing costs		
- Bank charges	72.20	89.53
- Processing fees	55.15	49.46
Total	**1,298.95**	**1,109.81**

During the year ended 31 March 2019, the company has inventorised borrowing cost of NIL lakhs (31 March 2018 ₹200.49 lakhs)

Note-30
Other expenses

(₹ in lakhs)

Particulars	For the year ended 31 March 2019	For the year ended 31 March 2018
Legal and professional charges	194.43	206.62
Office rent (refer note36B)	12.50	10.70
Repairs and maintenance expenses	17.19	11.54
Insurance	16.52	12.73
Power and fuel expenses	47.87	33.04
Travelling and conveyance	37.68	31.45
CSR expenses (refer note 30A)	56.23	53.64
Printing and stationery	20.61	12.41
Rates and taxes	0.06	0.94
Donation	8.00	-
Royalty expense	6.69	-
Payment to auditors (exclusive of service tax / GST)		
- Audit fees	8.00	8.25
- Tax audit fees	-	1.00
- Other services	4.58	-
Loss on sale of property, plant and equipment	41.88	4.18
Advertisement and business promotion expenses	5.30	16.44
Provision for loss allowance	40.00	35.77
Bad debt written off	130.24	-
Director's sitting fees (refer note 32)	0.60	0.58
Miscellaneous expenses	27.92	25.20
Total	**676.30**	**464.49**

Note-30A
CSR Expense

(₹ in lakhs)

Particulars	For the year ended 31 March 2019	For the year ended 31 March 2018
A. Gross amount required to be spent by the Company	**56.03**	**53.57**
B. Amount spent during the year (in cash)		
(i) Development of area/acquisition of any asset	-	5.72
(ii) On purpose other than (i) above	56.23	47.92
C. Related party transactions in relation to corporate social responsibility	**-**	**-**
D. Provision movement during the year:		
Opening provision	56.23	53.64
Addition during the year	56.23	53.64
Utilised during the year	-	-
Closing provision	-	-

Note-31
Earnings per share

(₹ in lakhs)

Particulars	For the year ended 31 March 2019	For the year ended 31 March 2018
Profit attributable to equity share holders :		
Basic earnings	2,001.25	1,999.55
Adjusted for the effect of dilution	2,001.25	1,999.55
Weighted average number of equity shares for:		
Basic	3,93,889,200	3,93,662,034
Adjusted for the effect of dilution	3,93,889,200	3,93,662,034
Earning per share		
Basic	0.51	0.51
Diluted	0.51	0.51

Note-32
Related Party Transactions

(A) Subsidiaries:	Nila Terminals (Amerli) Private Limited
(B) Associate	Vyapnila Terminals (Modasa) Private Limited
(C) Joint venture :	Kent Residential and Industrial Park LLP
	Romanovia Industrial Park Private Limited
(D) Enterprise in which Key Managerial Personnel	Sambhaav Media Limited
have significant influence	Nilsan Realty LLP
	Nila Spaces Limited
(E) Key Managerial Personnel	Manoj B. Vadodaria - Chairman and Managing Director
	Prashant H. Sarkhedi - Chief Financial Officer
	Dipen Y. Parikh - Company Secretary
(F) Non Executive Director	Kiran B. Vadodaria

Disclosure of transactions between the Company and Related Parties (Other than key - managerial personnel) balances as at 31 March 2019

(₹ in lakhs)

Particulars	Transaction Value	
	31 March 2019	31 March 2018
Rent paid		
Sambhaav Media Limited	10.18	10.49
Revenue from projects		
Kent Residential and Industrial Park LLP	2,696.44	51.48
Romanovia Industrial Park Private Limited	1,354.07	2,399.08
Sambhaav Media Limited (including service tax/ GST)	220.93	41.24
Nila Spaces Limited	642.11	-
Loans given		
Kent Residential and Industrial Park LLP	2,362.75	1,096.00
Romanovia Industrial Park Private Limited	2,186.64	3,997.10
Vyapnila Terminals (Modasa) Private Limited	593.27	123.86

(₹ in lakhs)

Particulars	Transaction Value	
	31 March 2019	31 March 2018
Loan given to Enterprise in which Key Managerial Personnel have significant influence		
Nilsan realty LLP	390.38	-
Loan taken from Enterprise in which Key Managerial Personnel have significant influence		
Nila Spaces Limited	3510.77	-
Advertisement given		
Sambhaav Media Limited (including service tax)	-	8.43
Interest received		
Kent Residential and Industrial Park LLP (interest on capital investment)	4.18	1.69
Kent Residential and Industrial Park LLP (interest on loan)	355.37	207.21
Romanovia Industrial Park Private Limited	176.51	314.55
Vyapnila Terminals (Modasa) Private Limited	81.65	-
Interest expense		
Nila Spaces Limited	23.31	-
Share of profit from investment in LLP		
Kent Residential and Industrial Park LLP	29.36	19.03
Re-payment of loans and advances given		
Kent Residential and Industrial Park LLP	1,117.56	413.49
Romanovia Industrial Park Private Limited	3,872.72	4,138.47
Nila Spaces Limited	3908.61	-
Nilsan realty LLP	390.38	-
Retention money receivables		
Kent Residential and Industrial Park LLP	134.82	2.57
Romanovia Industrial Park Private Limited	67.50	120.34
Nila Spaces Limited	32.11	-
Advances received		
Sambhaav Media Limited	19.00	-
Romanovia Industrial Park Private Limited - sales of land	710.00	-
Advances repaid		
Romanovia Industrial Park Private Limited - sales of land	710.00	-
Expense reimbursement		
Kent Residential and Industrial Park LLP	81.63	13.15
Romanovia Industrial Park Private Limited	77.28	-

Pursuant to the approval of the Honourable National Company Law Tribunal ('NCLT') vide order dated 9 May 2018 to the Scheme of Arrangement ("the Scheme") under section 230-233 and other provisions of the Companies Act, 2013, the assets and liabilities pertaining to real estate undertaking of the Company, were transferred to and vested in the Nila Spaces Limited ('wholly owned subsidiary of the Company') with effect from the appointed date viz., 1 April 2017 in accordance with the Scheme so sanctioned. The Scheme was filed with Registrar of the Companies ('ROC') on 11 May 2018 and has, accordingly, been given effect in the prior year financial statements.

However, since the scheme was approved vide order dated 9 May 2018, the company was required to enter into transactions on behalf of Nila Spaces Limited in the current year during the transition phase of giving effect of demerger. On account of this, the company had entered into transactions such as disbursement of loans, advance from customers, reimbursement of expenses, etc. aggregating to Rs. 4,817.69 lakhs on behalf of Nila Spaces Limited, which were transferred to Nila Spaces Limited during the current year. Rest of the transactions have been considered in the above table.

Disclosure of status of outstanding balances between the Company and Related Parties (Other than Key - managerial personnel) as at year end.

(₹ in lakhs)

Particulars	Outstanding Balance	
	31 March 2019	31 March 2018
Trade Receivables		
Kent Residential and Industrial Park Llp	512.76	89.75
Nila Spaces Limited	50.53	-
Loans given to associate and joint venture		
Kent Residential and Industrial Park LLP	3,695.12	2,316.58
Romanovia Industrial Park Private Limited	32.57	1,969.18
Vyapnila Terminals (Modasa) Private Limited	799.12	123.86
Loan taken from / (Given to) Enterprise in which Key Managerial Personnel have significant influence		
Nila Spaces Limited	609.84	(984.37)
Maximum balance outstanding during the year	2,180.56	
Rent deposit payable		
Sambhaav Media Limited	0.96	0.96
Retention money on revenue		
Kent Residential and Industrial Park LLP	100.72	-
Romanovia Industrial Park Private Limited	-	89.75
Investment		
Kent Residential and Industrial Park LLP (Capital)	68.35	34.81
Romanovia Industrial Park Private Limited	1,250.50	1,250.50
Vyapnila Terminals (Modasa) Pvt. Ltd.	231.73	0.34

Disclosure of transactions between the Company,Key - managerial personnel, Directors and the status of outstanding balances as at 31 March 2019

(₹ in lakhs)

Particulars	Transaction Value	
	31 March 2019	31 March 2018
Remuneration		
- to directors	48.00	46.00
- to other than directors	24.72	24.86
Director's sitting fees	0.60	0.58
Post-employment benefits	38.71	39.33
Outstanding balance of guarantee obtained	8,414.59	10,090.91

Note-33
Employee benefits

A. Defined benefit plans:

Gratuity

The group operates a defined benefit plan (the gratuity plan) covering eligible employees, which provides a lump sum payment to vested employees at retirement, death, incapacitation or termination of employment, of an amount based on the respective employees salary and tenure of employment. The liability in respect of gratuity being defined benefit schemes, payable in future, are determined by actuarial valuation as on balance sheet date.

In activity of valuation for gratuity following assumptions were used:

Particulars	31 March 2019	31 March 2018
Mortality rate	100.00%	100.00%
Disability rate	0.00%	0.00%
Withdrawal rate	For attained age upto 20 years: 15% For attained age above 20 upto 30 years: 10%, For attained age above 30 upto 35 years: 8%, For attained age above 35 upto 45 years: 5%, For attained age above 45 upto 50 years: 3%, For attained age above 50 years: 2%	For attained age upto 30 years: 15% For attained age above 30 upto 35 years: 10%, For attained age above 35 upto 45 years: 5%, For attained age above 45 upto 55 years: 3%, For attained age above 55 years: 1%"
Retirement age	58 Years	58 Years
Discount rate	7.63%	7.86%
Salary escalation	6.00%	9.00%

The following tables set out the funded status of the gratuity plans and the amounts recognised in the Company's standalone financial statements as at 31 March 2019, 31 March 2018

The following tables set out status of gratuity plan under Indian Accounting Standard 19 on "Employee benefit".

(₹ in lakhs)

Particulars	31 March 2019	31 March 2018
Changes in present value of defined benefit obligation		
Present value of defined benefit obligation as at the beginning of the year	91.66	45.50
Interest cost	6.78	3.41
Current service cost	8.58	28.26
Actuarial loss due to change in financial assumptions	(10.16)	19.48
Actuarial (gain) due to change in demographic assumptions	-	(1.48)
Actuarial loss/(gain) due to experience adjustments	(24.14)	(3.51)
Benifits paid	(10.81)	-
Present value of defined benefit obligation as at the end of the year	**61.91**	**91.66**
Amount recognised in the balance sheet		
Fair value of plan assets as at the end of the year	-	-
Present value of defined benefit obligaiton as at the end of the year	61.91	91.66
Net obligation as at end of year	**61.91**	**91.66**
Non current	**31.94**	**59.03**
Current	**29.97**	**32.63**

(₹ in lakhs)

Particulars	31 March 2019	31 March 2018
Expenses recognised in the statement of profit and loss under the head Employee benefit expenses		
Service cost	8.58	28.26
Interest cost	6.78	3.41
Net expense recognised in employee benifit expenses	**15.36**	**31.67**
Expenses recognised in other comprehensive income for the year		
Remeasurment due to:		
Acturial loss on obligations - due to change in financial assumptions	(10.16)	19.48
Acturial (gain) on obligations - due to change in demographic assumptions	-	(1.48)
Acturial loss/(gain) on obligations - due to experience adjustments	(24.14)	(3.51)
Net expense/(income) recognised in other comprehensive income	**(34.30)**	**14.49**

Sensitivity analysis

Reasonably possible changes at the reporting date to one of the relevant actuarial assumptions, holding other assumptions constant, would have affected the defined benefit obligation by the amounts shown below:

(₹ in lakhs)

Particulars	31 March 2019		31 March 2018	
	Increase	Decrease	Increase	Decrease
Discount rate (1% movement)	(2.87)	3.32	(4.90)	5.71
Salary growth rate (1% movement)	3.61	(3.18)	16.55	3.29
Withdrawal rate (1% movement)	0.26	(0.31)	0.62	5.71

The sensitivity analyses presented above may not be representative of the actual change in the defined benefit obligation as it is unlikely that the change in assumptions would occur in isolation of one another as some of the assumptions may be correlated. Furthermore, in presenting the above sensitivity analysis, the present value of the defined benefit obligation has been calculated using the projected unit credit method at the end of the reporting period, which is the same as that applied in calculating the defined benefit obligation liability recognised in the balance sheet. There was no change in the methods and assumptions used in preparing the sensitivity analysis from prior years.

The obligations are measured at the present value of estimated future cash flows by using a discount rate that is determined with reference to the market yields at the Balance Sheet date on Government Bonds which is consistent with the estimated terms of the obligation.

The estimate of future salary increase, considered in the actuarial valuation, takes account of inflation, security, promotion and other relevant factors such as supply and demand in the employment market.

Expected future cash flows:

The expected future cash flows in respect of gratuity as at balance sheet date will be as follows:

(₹ in lakhs)

Projected benefits payable in future years from the date of reporting	31 March 2019	31 March 2018
1st following year	8.58	32.63
2nd following year	3.60	3.06
3rd following year	1.98	2.52
4th following year	2.09	2.99
5th following year	6.08	2.82
Sum of years 6 to 10	16.62	33.84

B. Other long term employee benefits

Compensated absences

The accrual for unutilised leave is determined for the entire available leave balance standing to the credit of the edmployees at the year end. The value of such leave balances that are eligible for carry forward is determined by an acturial valuation as at the end of the year and acturial gains and losses are charged to the statement of profit and loss. Amount of ₹ (0.88) (31 March 2018: ₹ 31.40 lakhs) towards leave benefits is recognised as an expense and included in salaries,wages and bonus under "Employee benefits expenses" in the Statement of Profit and Loss.

Acturial assumptions

Particulars	31 March 2019	31 March 2018
Discount rate	0.00%	7.86%
Salary growth rate	0.00%	9.00%
Withdrawal rates	0.06	"For attained age upto 30 years: 15%,For attained age above 30 upto 35 years: 10%,For attained age above 35 upto 45 years: 5%,For attained age above 45 upto 55 years: 3%,For attained age above 55 years: 1%"

C. Defined contribution

Contribution to provident fund and employee state insurance contribution

Amount of ₹ 4.65 lakhs (31 March 2018: ₹ 4.92 lakhs) paid towards contribution to provident funds (including administration charges) and Employee state insurance contribution is recognised as an expense and included in "Salaries, Wages and bonus" under "Employee benefits expense" in the Statement of Profit and Loss.

Note-34

Operating segment

An operating segment is a component of the Company that engages in business activities from which it may earn revenues and incur expenses, including revenues and expenses that relate to transactions with any of the Company's other components, and for which discrete financial information is available. All operating segments' operating results are reviewed regularly by the Company's Chief Operating Decision Maker (CODM) to make decisions about resources to be allocated to the segments and assess their performance. The Company's operations fall under single segment namely "Infrastructure Business", taking into account the risks and returns, the organization structure and the internal reporting systems. Board of Directors are Chief Operating Decision Maker (CODM) of the Company. Further, there are no export sales and hence there is no reportable secondary segment. All assets are located in the company's country of domicile.

Note-35

Contingent Liabilities

(₹ in lakhs)

(a)

Particulars	As at 31 March 2019	As at 31 March 2018
Income tax demands for A. Y. 2011 - 12 matter before ITAT - Ahmedabad	75.94	75.94

Pending resolution of the above matters, it is not practicable for the company to estimate the timings of cash outflows, if any, in respect of the above as it is determinable only on receipt of judgement/decision pending with various concerned government authorities.

The company has reviewed all its pending litigations and proceedings and has adequately provided for where provisions are required and disclosed as contingent liability where applicable, in its financial statements. The Company does expect the outcome of this proceeding to have a materially adverse impact on its financual position. The Company does not expect any reimbursements in respect of the above contingent liability.

(b) The Company is in the process of evaluating the impact of the Supreme Court ("SC") judgement dated February 28, 2019 in the case of Regional Provident Fund Commissioner (II) West Bengal v/s Vivekananda Vidyamandir and Others, in relation to non-inclusion of certain allowances from the definition of "basic wages" of the relevant employees for the purposes of determining contribution

to Provident Fund ("PF") under the Employees' Provident Fund & Miscellaneous Provisions Act, 1952. Based on legal advice received by the management, there are interpretation issues relating to the said SC judgement and review petitions are pending before the SC in this matter. In the assessment of the management, the aforesaid matter is not likely to have a significant impact and accordingly, no provision has been made in the standalone financial statements.

Note-36

Operating Lease

A. Leases as lessor

The Company's significant lease arrangements are in respect of lease for building. These leasing arrangements are cancellable by mutual consent after lock-in-period. The aggregate lease rental income of ₹ 272.41 (31 March 2018: ₹ 299.84 lakhs is accounted in the Statement of Profit and Loss. (refer note 24)

There are no future minimum receivable as at 31 March 2019 and 31 March 2018 in respect of above leased assets and hence disclosure of the same is not applicable. Further, there are no contingent rents which are recognised in Statement of Profit and Loss

B. Leases as lessee

The Company has taken office premises on lease. The terms of lease includes terms of renewals, increase in rent in future periods, terms of cancellation, etc. The agreement is executed for a period of 3 years with a renewable clause and also provide for termination at will by either party giving a prior notice of 3 months at any time during the lease term.

Lease rental expense debited to statement of profit and loss is ₹12.50 lakhs (31 March 2018: ₹ 10.70 lakhs).

Note-37

Disclosures as per new revenue standard - Ind AS 115 "Revenue from contracts with customers"

(a) Disaggreagtion of revenue from contracts with customers for the year ended 31 March 2019 :

(₹ in lakhs)

Activity	Gujarat			Rajasthan			Total
	Government	Non Government	Total (A)	Government	Non Government	Total (B)	(A+B)
Affordable Housing							
Engineering, procurement and construction (EPC)	1.00	1,839.00	1,840.00	-	-	-	1,840.00
Public Private Partnership (PPP) contracts	622.00	-	622.00	4,975.00	-	4,975.00	5,597.00
Civic Urban Infra - EPC contracts	576.46	10,178.44	10,754.90	2,426.64	486.44	2,913.28	13,668.18
Total	**1,199.46**	**12,017.44**	**13,216.90**	**7,401.84**	**486.44**	**7,888.28**	**21,105.18**

Group has applied Ind AS 115 using the modified retrospective method according to which the comparative information is not required to be restated.

(b) Contract assets

The contract assets, land and transferrable development rights receivable represents amount due from customers which primarily relate to the Company's rights to consideration for work executed but not billed at the reporting date. The contract assets or Land and transferrable development rights are transferred to receivables when the rights become unconditional. i.e. when invoice is raised on achievement of contractual milestones. This usually occurs when the Company issues an invoice to the customer. The contract liabilities primarily represent advances received from customers for which invoices are yet to be raised on customers pending achievement of milestone.

The following table provides information about trade receivables and contract assets :

(₹ in lakhs)

Particulars	As at 31 March 2019	As at 31 March 2018
- Contract assets	4,602.55	2,562.71
- Land and transferrable development rights	3,978.11	1,882.20
- Contract liabities	1,070.51	1,186.21

Changes in contract asset balances during the year are as follows:

(₹ in lakhs)

Particulars	31 March 2019
Contract asset	
Balance as at 1 April 2018	2,562.71
Unbilled revenue for the year	4,602.55
Contract assets reclassified to trade receivables	2,562.71
Balance as at 31 March 2019	**4,602.55**

(₹ in lakhs)

Particulars	31 March 2019
Land and transferrable development rights	
Balance as at 1 April 2018	1,882.20
Unbilled revenue for the year	3,978.11
Contract assets reclassified to trade receivables	1,882.20
Balance as at 31 March 2019	**3,978.11**

Changes in contract liabilities balances during the year are as follows:

(₹ in lakhs)

Particulars	31 March 2019
Balance as at 1 April 2018	1,186.51
Less: Amount adjusted against billings made during the year	1,077.16
Add: Advances received during the year	961.46
Balance as at 31 March 2019	**1,070.51**

Group has applied Ind AS 115 using the modified retrospective method according to which the comparative information is not required to be restated.

(c) Transaction price allocated to remaining performance obligations

Table below shows the forward order book for the Company at the reporting date with the time bands of when the Company expects to recognise secured revenue on its contracts with customers. Secured revenue corresponds to fixed work contracted with customers and excludes the impact of any anticipated contract extensions or modifications, and new contracts with customers.

(₹ in lakhs)

Particulars	Within one year	More than one year	Total
Contract revenue	19,430.00	45,333.20	64,763.20
Total	**19,430.00**	**45,333.20**	**64,763.20**

(d) Reconciliation of revenue recognised in the Statement of Profit and Loss

There are no adjustments made to the contracted price with customers which need to be reconciled to revenue recognised in the statement of profit and loss.

Note-38 Financial Instruments - Fair Value And Risk Measurements

A. Accounting classification and fair values

The carrying amounts and fair values of financial instruments by class are as follows:-

(₹ in lakhs)

As at 31 March 2019	Carrying amount				Fair value			Total
	Fair Value Through Profit and Loss	Fair Value through Other Comprehensive Income	Amortized Cost*	Total	Level 1 - Quoted price in active markets	Level 2 - Significant observable inputs	Level 3 - Significant unobservable inputs	
Financial asset								
Loan								
- Non-current	-	-	5,699.31	5,699.31	-	-	-	-
- Current	-	-	18.62	18.62	-	-	-	-
Investment (note 1)	-	-	0.14	0.14	-	-	-	-
Trade receivables	-	-	3,179.45	3,179.45	-	-	-	-
Cash and cash equivalent	-	-	79.10	79.10	-	-	-	-
Other bank balance	-	-	624.72	624.72	-	-	-	-
Other financial assets				-				
- Non-current	-	-	366.30	366.30	-	-	-	-
- Current	-	-	-	-	-	-	-	-
	-	**-**	**9,967.64**	**9,967.64**	**-**	**-**	**-**	**-**
Financial liabilities								
Borrowings								
- Non-current	-	-	8,863.32	8,863.32	-	-	-	-
- Current	-	-	1,851.98	1,851.98	-	-	-	-
Trade payable	-	-	4,641.15	4,641.15	-	-	-	-
Other financial liability								
- Non-current	-	-	201.93	201.93	-	-	-	-
- Current	-	-	1,555.89	1,555.89	-	-	-	-
	-	**-**	**17,114.27**	**17,114.27**	**-**	**-**	**-**	**-**

(₹ in lakhs)

As at 31 March 2018	Carrying amount				Fair value			Total
	Fair Value Through Profit and Loss	Fair Value through Other Comprehensive Income	Amortized Cost*	Total	Level 1 - Quoted price in active markets	Level 2 - Significant observable inputs	Level 3 - Significant unobservable inputs	
Financial asset								
Loan								
- Non-current	-	-	5,068.55	5,068.55	-	-	-	-
- Current	-	-	1,229.89	1,229.89	-	-	-	-
Investment (note 1)	-	-	0.13	0.13	-	-	-	-
Trade receivables	-	-	3,474.46	3,474.46	-	-	-	-
Cash and cash equivalent	-	-	133.34	133.34	-	-	-	-
Other bank balance	-	-	524.16	524.16	-	-	-	-
Other financial assets								
- Non-current	-	-	761.26	761.26	-	-	-	-
- Current	-	-	-	-	-	-	-	-
	-	**-**	**11,191.79**	**11,191.79**	**-**	**-**	**-**	**-**
Financial liabilities								
Borrowings								
- Non-current	-	-	6,074.76	6,074.76	-	-	-	-
- Current	-	-	663.34	663.34	-	-	-	-
Trade payable	-	-	4,092.26	4,092.26	-	-	-	-
Other financial liability								
- Non-current	-	-	90.61	90.61	-	-	-	-
- Current	-	-	3,725.87	3,725.87	-	-	-	-
	-	**-**	**14,646.84**	**14,646.84**	**-**	**-**	**-**	**-**

Fair value hierarchy

The fair value of financial instruments as referred above have been classified into three categories depending on the inputs used in valuation technique. The hierarchy gives the highest priority to quoted prices in active markets for identical assets or liabilities (Level I measurements) and lowest priority to unobservable inputs (Level III measurments).

The categories used are as follows:-

Input Level I (Directly Observable) : which includes quoted prices in active markets for identical assets such as quoted price for an equity security on Security Exchanges.

Input Level II (Indirectly Observable) : which includes prices in active markets for similar assets such as quoted price for similar assets in active markets, valuation multiple derived from prices in observed transactions involving similar businesses, etc.

Input Level III (Unobservable): which includes management's own assumptions for arriving at a fair value such as projected cash flows used to value a business, etc.

B. Measurement of fair values

i) Valuation techniques and significant unobservable inputs

The fair value of the investment in quoted investment in equity shares is based on the current bid price of investment at balance sheet date.

ii) Transfers between Levels I and II

There has been no transfer in between Level I and Level II

iii) Level III fair values

There are no items in Level III fair values.

C. Financial risk management

The Company has a well-defined risk management framework. The Board of Directors of the Company has adopted a Risk Management Policy. The Company has exposure to the following risks arising from financial instruments:

- Credit risk ;
- Liquidity risk ; and
- Market risk

Risk management framework

The Company's board of directors has overall responsibility for the establishment and oversight of the Company's risk management framework. The board of directors evaluate and exercise independent control over the entire process of risk management. The board also recommends risk management objectives and policies.

The Company's risk management policies are established to identify and analyse the risks faced by the Company, to set appropriate risk limits and controls and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Company's activities. The Company, through its training and management standards and procedures, aims to maintain a disciplined and constructive control environment in which all employees understand their roles and obligations.

The audit committee oversees how management monitors compliance with the company's risk management policies and procedures, and reviews the adequacy of the risk management framework in relation to the risks faced by the Company. The audit committee is assisted in its oversight role by internal audit. Internal audit undertakes both regular and adhoc reviews of risk management controls and procedures, the results of which are reported to the audit committee.

(i) Credit risk

Credit risk is the risk that a counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Company is exposed to credit risk primarily trade receivables and other financial assets including deposits with banks. The Company's exposure and credit ratings of its counterparties are continuously monitored and the aggregate value of transactions is reasonably spread amongst the counterparties.

Trade receivables and other receivables

The Company's exposure to credit risk is influenced mainly by the individual characteristics of each customer. The demographics of the customer, including the default risk of the industry and country in which the customer operates, also has an influence on credit risk assessment. Credit risk is managed through credit approvals, establishing credit limits and continuously monitoring the creditworthiness of customers to which the Company grants credit terms in the normal course of business. The Company establishes an allowance for doubtful debts and impairment that represents its estimate of incurred losses in respect of trade and other receivables. The Company considers the probability of default and whether there has been a significant increase in the credit risk on an ongoing basis through each reporting period. To assess whether there is a significant increase in credit risk, the Company compares the risk of default occurring on financial assets as on the reporting date.

Summary of the Company's exposure to credit risk by age of the outstanding from various customers is as follows:

(₹ in lakhs)

Particulars	As at 31 March 2019	As at 31 March 2018
Not Due	1,065.47	722.94
0-3 Months	2,106.38	1,697.15
3-6 Months	55.81	431.72
6-12 Months	120.85	333.63
1-3 years	19.43	234.81
3 > years	72.16	54.23
Total	**3,440.10**	**3,474.47**

Impairment

Most of customers are PSU and as per past experience, there has been no credit loss on account of customer's inability to pay i.e. there has been no material bad debts in past and therefore, no provision is generally made on this account. The company has used a practical expedient by computing the expected credit loss allowance for trade receivables on a provision matrix. An impairment analysis is performed at each reporting date based on the facts and circumstances existing on that date to identify expected losses on account of time value of money and credit risk. The calculation is based provision matrix which considers actual historical data adjusted appropriately for the future expectations and probabilities. Receivables from group companies are excluded for the purposes of this analysis since no credit risk is perceived on them. Proportion of expected credit loss provided for across the ageing buckets is summarised below:

On the above basis, the Company estimates the following provision matrix at the reporting date:

Particulars	Expected credit loss %	
	31 March 2019	31 March 2018
Not Due	0.42%	0.42%
0-3 Months	0.42%	0.42%
3-6 Months	7.17%	7.17%
6-12 Months	7.66%	7.66%
1-2 years	64.05%	64.05%
2 > years	100.00%	100.00%

Movement in the provision for loss allowance in respect of trade and other receivables are as follows:

(₹ in lakhs)

Particulars	As at 31 March 2019	As at 31 March 2018
Balance at the begininng of the year	(35.77)	-
Provision during the year	(40.00)	(35.77)
Reversal / utilisation	35.77	-
Balance at the end of the year	**(40.00)**	**(35.77)**

Cash and bank balances

The Company is also exposed to credit risks arising on cash and cash equivalents and term deposits with banks. The Company believes that its credit risk in respect to cash and cash equivalents and term deposits is insignificant as funds are invested in term deposits at pre-determined interest rates for specified period of time. For cash and cash equivalents and other bank balances, only high rated banks are accepted.

Other financial assets

Other financial assets includes loan to employees and related parties, security deposits, etc. Credit risk arising from these financial assets is limited and there is no collateral held against these because the counter parties are group companies, banks. Banks have high credit ratings assigned by the credit rating agencies.

(ii) Liquidity Risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting the obligations associated with its financial liabilities that are proposed to be settled by delivering cash or other financial asset. The Company's financial planning has ensured, as far as possible, that there is sufficient liquidity to meet the liabilities whenever due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's reputation. In addition to the Company's own liquidity, it enjoys credit facilities with the reputed bank and financial institutions.

Management monitors the Company's liquidity position and cash and cash equivalents on the basis of expected cash flows. The Company's liquidity management policy involves periodic reviews of cash flow projections and considering the level of liquid assets necessary, monitoring balance sheet, liquidity ratios against internal and external regulatory requirements.

Exposure to liquidity risk

The following are the remaining contractual maturities of financial liabilities at the reporting date. The amounts are gross and undiscounted, and include estimated interest payments and exclude the impact of netting agreements.

31 March 2019	Carrying amount	Contractual maturities				
		Not Due	Less than 12 months	1-2 years	2-5 years	More than 5 years
Borrowings						
- Non-current	8,863.32	-		5,857.02	2,094.58	911.72
- Current	1,851.98	-	1,851.98	-	-	-
Trade payable	4,641.15		4,641.15	-	-	-
Other financial liability						
- Non-current	201.93	201.93	-	-	-	-
- Current	1,555.89		1,555.89	-	-	-

31 March 2018	Carrying amount	Contractual maturities				
		Not Due	Less than 12 months	1-2 years	2-5 years	More than 5 years
Borrowings						
- Non-current	6,074.76	-	-	3,836.57	1,923.06	315.13
- Current	663.34	-	663.34	-	-	-
Trade payable	4,092.26	-	4,092.26	-	-	-
Other financial liability						
- Non-current	90.61	90.61			-	-
- Current	3,725.86		3,725.86	-	-	-

(iii) Market risk

Market risk is the risk that changes in market prices – such as foreign exchange rates and interest rates – will affect the Company's income. Market risk is attributable to all market risk sensitive financial instruments including foreign currency receivables and payables and debt. The company does not have any transactions in foreign currency. And accordingly, company does not have currency risk.

Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company's liquidity and borrowing are managed by professional at senior management level. The interest rate exposure of the Company is reduced by matching the duration of investments and borrowings. The interest rate profile of the Company's interest - bearing financial instrument as reported to management is as follows:

(₹ in lakhs)

Particulars	As at 31 March 2019	As at 31 March 2018
Fixed-rate instrument		
- Financial asset	4,676.54	4,409.62
- Financial liability	-	-
Floating-rate instrument		
- Financial asset	-	-
- Financial liability	12,195.53	10,258.07

Interest rate sensitivity

Profit or loss is sensitive to higher/lower interest expense from borrowings as a result of change in interest rates. The following table demonstrates the sensitivity of floating rate financial instruments to a reasonably possible change in interest rates. The risk estimates provided assume a parallel shift of 100 basis points interest rate across all yield curves. This calculation also assumes that the change occurs at the balance sheet date and has been calculated based on risk exposures outstanding as at that date. The period end balances are not necessarily representative of the average debt outstanding during the period.

(₹ in lakhs)

Particulars	Increase on profit/(loss) after tax
31-Mar-19	
Increase in 100 basis point	(121.96)
Decrease in 100 basis point	121.96
31-Mar-18	
Increase in 100 basis point	(102.58)
Decrease in 100 basis point	102.58

Note-39
Capital management

The Company's policy is to maintain a strong capital base so as to maintain investor, creditor and market confidence and to sustain future development of the business. The board of directors seeks to maintain a balance between the higher returns that might be possible with higher levels of borrowings and the advantages and security afforded by a sound capital position. The Company monitors capital using a ratio of 'Debt' to 'Equity'. For this purpose, 'Debt' is meant to include long-term borrowings, short-term borrowings and current maturities of long-term borrowings. 'Equity' comprises all components of equity. The Company's debt to equity ratio as at the end of the reporting periods are as follows:

(₹ in lakhs)

Particulars	As at 31 March 2019	As at 31 March 2018
Total debt	**12,195.53**	**10,258.07**
Less : Cash and bank balances	79.10	133.34
Adjusted net debt	**12,116.43**	**10,124.73**
Total equity	**11,834.37**	**10,331.15**
Debt to equity (net)	**1.02**	**0.98**

Note-40
Interest in other entities

1 Subsidiaries

Group has only one subsidiary at 31 March 2019. It's share capital comprises solely of equity shares held by the group and proportion of ownership interest held equals the voting rights held by group.

Name of entity	Ownership interest held by group		Ownership interest held by non-controlling interest		Principal Activities
	31 March 2019 %	31 March 2018 %	31 March 2019 %	31 March 2018 %	
Nila Terminals (Amreli) Private Limited	100	100	-	-	Special Purpose Vehicle created for Construction of bus terminal at Amreli

2 Interest in associate & joint ventures

Below is the list of associate and joint ventures as at 31 March 2019. Their Share capital compriese solely of equity shares and/or as partners capital held by the group and proportion of ownership interest held equals the voting rights held by the group

Name of entity	% of ownership interest	Relationship	Method of Accounting	Quoted Fair value		Carrying Amount	
				31 March 2019	31 March 2018	31 March 2019	31 March 2018
Kent Residential & Industrial Park LLP	50%	Joint Venture	Equity method	-	-	-	-
Romanovia Industrial Park Private Limited	50%	Joint Venture	Equity method	-	-	468.25	641.34
Vyapnila Terminals (Modasa) Private Limited	34%	Associate	Equity method	-	-	0.45	-

(a) Summarised financial statements of Joint ventures

1 The table below shows summarised financial statements for both joint ventures which are material to the group.

	Summarised balance sheet	Kent Residential & Industrial Park LLP		Romanovia Industrial Park Pvt Ltd	
		31 March 2019	31 March 2018	31 March 2019	31 March 2018
(1)	**Non-current assets**				
	(a) Fixed Assets	2,230.95	466.66	4,352.81	1,563.73
	(b) Long Term Loans and Advances	33.09	7.72	-	-
	(c) Financial Assets - others	-	-	3.18	2.56
	Total Non-current assets	**2,264.05**	**474.38**	**4,355.99**	**1,566.29**
(2)	**Current assets**				
	(a) Inventories	7,009.90	3,220.33	4,593.40	5,032.07
	(b) Cash and Bank Balance	9.17	4.32	25.50	5.99
	(c) Trade Receivable	8.84	1.74	34.43	15.46
	(d) Short-term Loans and Advances	1,609.79	3,145.90	667.21	538.41
	(e) Other Financial Assets	-	-	3.77	62.86
	(f) Other Current Assets	43.55	26.63	10.73	280.59
	Total Current assets	**8,681.25**	**6,398.92**	**5,335.04**	**5,935.38**
	Total Assets	**10,945.30**	**6,873.30**	**9,691.03**	**7,501.66**
	Total Non-current assets	2,264.05	474.38	4,355.99	1,566.29
	Current assets other than cash and cash equivalents	8,672.08	6,394.60	5,309.54	5,929.39
	Cash and cash equivalents	9.17	4.32	25.50	5.99
	(A)	**10,945.30**	**6,873.30**	**9,691.03**	**7,501.66**
(3)	**Non-current Liabilities**				
	(a) Long Term Borrowings	10,139.26	6,701.73	8,462.87	6,086.31
	(b) Deferred tax liability (Net)	26.84	-	(11.33)	19.26
	(c) Other financial liabilities	-	-	146.35	171.19
	Total Non-current Liabilities	**10,166.10**	**6,701.73**	**8,597.89**	**6,276.76**
(4)	**Current Liabilities**				
	(a) Trade Payable	415.45	1.49	21.93	13.52
	(b) Other Current Liabilities	226.27	98.96	275.23	195.80
	(c) Provisions	0.78	1.50	0.45	1.53
	(d) Others	-	-	500.53	862.08
	Total Current Liabilities	**642.50**	**101.95**	**798.14**	**1,072.93**
	Total Liabilities	**10,808.60**	**6,803.68**	**9,396.03**	**7,349.69**
	Non-current financial liabilities	10,166.10	6,701.73	8,597.89	6,276.76
	Current financial liabities (excluding trade payable and provisions)	226.27	98.96	775.76	1,057.87
	Current liabilities other than current financial liabilities (including trade payables and provisions)	416.23	2.99	22.38	15.06
	(B)	**10,808.60**	**6,803.68**	**9,396.03**	**7,349.69**
	Net assets (A-B)	**136.70**	**69.61**	**295.01**	**151.97**
	Group's share in %	50%	50%	50%	50%
	Group's share in INR	68.35	34.81	147.50	75.99

Reconciliation to Carrying Amount

Particulars	Kent Residential & Industrial Park LLP		Romanovia Industrial Park Pvt Ltd	
	31 March 2019	31 March 2018	31 March 2019	31 March 2018
Group share in opening net assets	-	-	641.34	957.83
Profit for the year - share of group	33.54*	20.72*	71.51**	58.85**
Opening net assets	-	-	712.85	1,016.68
Add:- Ind AS adjustment	-	-	-	-
Less:- Unrealised gain & losses eliminated against the investement accounted for using equity method	(33.54)	(20.72)	(244.60)	(375.34)
Closing net assets	**-**	**-**	**468.25**	**641.34**

*Amount of ₹ 29.36 lakhs (31 March 2018 ₹ 19.03 lakhs) represents share of profit from Kent Residential & Industrial Park LLP - and also includes amount of ₹ 4.18 lakhs (31 March 2018 ₹ 1.69 lakhs) regarding interest on capital.

** The same includes amount of ₹ 71.51 lakhs (31 March 2018 ₹ 58.85) as share of profit from Romanovia Industrial Park Private Limited

Summarised statement of profit and loss of material joint venture

Summarised profit and loss	Kent Residential & Industrial Park LLP		Romanovia Industrial Park Pvt Ltd	
	31 March 2019	31 March 2018	31 March 2019	31 March 2018
Revenue	97.93	70.87	811.23	295.13
Other income	117.72	171.51	109.63	365.36
Total income	**215.65**	**242.38**	**920.86**	**660.49**
Project exp	7.41	2.47	383.11	79.22
Finance cost	75.33	134.86	243.31	373.03
Depreciation	41.07	50.46	77.32	33.19
Other expense	5.24	1.13	17.27	14.79
Total expense	**129.05**	**188.92**	**721.01**	**500.23**
Profit before tax	**86.60**	**53.46**	**199.85**	**160.26**
Tax expense	(27.88)	(15.40)	(56.81)	(42.65)
Profit after tax	**58.72**	**38.06**	**143.04**	**117.61**

*Amount of ₹ 29.36 lakhs (31 March 2018 ₹ 19.03 lakhs) represents share of profit from Kent Residential & Industrial Park LLP - and also includes amount of ₹ 4.18 lakhs (31 March 2018 ₹ 1.69 lakhs) regarding interest on capital.

** The same includes amount of ₹ 71.51 lakhs (31 March 2018 ₹ 55.80) as share of profit from Romanovia Industrial Park Private Limited

2. Information for associate that is not material to the group is as under

(₹ in lakhs)

Particulars	Vyapnila Terminals (Modasa) Private Limited	
	31 March 2019	31 March 2018
Carrying amount of individually immaterial associate	0.34	0.34
Summarised statement of profit and loss		
Profit/(Loss) for the year	1.33	(1.34)
Other comprehensive income for the year	-	-
Total comprehensive income	1.33	(1.34)
Group's share of total comprehensive income	0.45	(0.46)

Note-41
Additional Information as per Schedule III

(₹ in lakhs)

Name of Entity in the group	Net Assets (Total assets minus Total liabilities)		Share in profit or (loss)		Share in other comprehensive income		Share in total comprehensive income	
	As % of consolidated net assets	Amount	As % of consolidated Share in profit or (loss)	Amount	As % of consolidated Share in other comprehensive income	Amount	As % of consolidated Share in total comprehensive income	Amount
Parent								
Nila Infrastructures Limited								
31 March 2019	93.58%	11,074.34	94.89%	1,899.03	100.00%	24.31	94.95%	1,923.34
31 March 2018	93.05%	9,613.22	96.17%	1,922.89	100.00%	(11.01)	96.15%	1,911.89
Subsidiary								
Nila Terminals (Amreli) Private Limited								
31 March 2019	2.46%	291.32	-0.16%	(3.29)	-	-	-0.16%	(3.29)
31 March 2018	0.74%	76.60	-0.04%	(0.84)	-	-	-0.04%	(0.84)
Joint Ventures								
Kent Residential & Industrial Park LLP								
31 March 2019	0.00%		1.68%	33.54	-	-	1.66%	33.54
31 March 2018	0.00%	-	0.95%	19.03	-	-	0.96%	19.03
Romanovia Industrial Park Private Limited								
31 March 2019	3.96%	468.26	3.57%	71.52	-	-	3.53%	71.52
31 March 2018	6.21%	641.34	2.94%	58.80	-	-	2.96%	58.80
Associate								
Vyapnila Terminals (Modasa) Private Limited								
31 March 2019	0.00%	0.45	0.02%	0.45	-	-	0.02%	0.45
31 March 2018	0.00%	-	-0.02%	(0.34)	-	-	-0.02%	(0.34)
Total								
31 March 2019	**100.00%**	**11,834.37**	**100%**	**2,001.25**	**100.00%**	**24.31**	**100.00%**	**2,025.56**
31 March 2018	**100.00%**	**10,331.16**	**100%**	**1,999.55**	**100.00%**	**(11.01)**	**100.00%**	**1,988.54**

Note: The above figures are after eliminating intra group transactions and intra group balances as at 31 March 2019 and 31 March 2018.

Note-42
Demerger of Nila Infrastructures Limited:

Discontinued operation on account of Demerger:

Pursuant to the approval of the Honorable National Company Law Tribunal ('NCLT') vide order dated 9 May 2018 to the Scheme of Arrangement ("the Scheme") under section 230-233 and other provisions of the Companies Act, 2013, the assets and liabilities pertaining to real estate undertaking of the Company, were transferred to and vested in the Nila Spaces Limited ('wholly owned subsidiary of the Company') with effect from the appointed date viz., 1 April 2017 in accordance with the Scheme so sanctioned. The Scheme has been filed with Registrar of the Companies ('ROC') on 17 May 2018 and has, accordingly, has been given effect in standalone financials statements of FY 2018.

Note-43
Disclosure under Regulation 34 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and section 186(4) of the Companies Act, 2013.

(₹ in lakhs)

Particulars	As at 31 March 2019	Maximum balance outstanding during the year 2018-19 "	As at 31 March 2018	Maximum balance outstanding during the year 2017-18
Details of loans given :				
Kent Residential and Industrial Park LLP	3,695.12	3,730.65	2,316.58	2,316.58
Romanovia Industrial Park Private Limited	32.57	2,986.18	1,969.18	3,092.51
Vyapnila Terminals (Modasa) Private Limited	948.86	948.86	123.86	123.86
Nilsan Realty LLP	-	390.38	-	-

Details of Investments made by the company are given in Note 7 .
All loans are given for the purposes of the business.

Note-44

Previous year figures have been regrouped/reclassified wherever necessary to confirm to current year presentation

For B S R & Associates LLP
Chartered Accountants
Firm's Registration No: 116231W/W-100024

Jeyur Shah
Partner
Membership No. 045754

Place : Ahmedabad
Date : 20 May 2019

For and on behalf of the Board of Directors
Nila Infrastructures Limited
CIN No. : L45201GJ1990PLC013417

Manoj B.Vadodaria
Managing Director
DIN : 00092053

Kiran B. Vadodaria
Director
DIN : 00092067

Prashant H. Sarkhedi
Chief Financial Officer

Dipen Y. Parikh
Company Secretary

Abbreviations

NILA/The Company/Your Company/ Demerged Company	Nila Infrastructures Limited
ADANI	Adani Infrastructure And Developers Private Limited
AH	Affordable Housing
AMC	Ahmedabad Municipal Corporation
AMRUT	Atal Mission For Rejuvenation And Urban Transformation
AMTS	Ahmedabad Municipal Transport Service
APSEZ	Adani Ports And Special Economic Zone Limited
AS	Accounting Standard
ASSOCHAM	The Associated Chambers Of Commerce And Industry Of India
ATNW	Adjusted Tangible Networth
BG	Bank Guarantee
BIP	Bureau of Investment Promotion
BIS	The Bureau of Indian Standards
BOOT	Build Own Operate Transfer
BOT	Build Operate Transfer
BPS	Basis Points
BREXIT	The withdrawal of the United Kingdom from the European Union
BRTS	Bus Rapid Transit System
BSE	BSE Ltd
BTF	Bus Terminal Facility
BTS	Built To Suit
CA	Current Assets
CAD	Current Account Deficit
CAGR	Compound Annual Growth Rate
CEO	Chief Executive Officer
CF	Commercial Facility
CFO	Chief Financial Officer
CIN	Corporate Identity Number
CL	Current Liabilities
CMJAY	Chief Minister's Jan Awas Yojana
CPI	Consumer Price Index
CSR	Corporate Social Responsibility
DBFOT	Design, Build, Finance, Operate And Transfer
DMIC	Delhi-Mumbai Industrial Corridor
ECB	External Commercial Borrowing
EODB	Ease of Doing Business
EPC	Engineering, Procurement And Construction
EPCM	Engineering, Procurement And Construction Management
EPIL	Engineering Projects (India) Limited
ERP	Enterprise Resource Planning
ESDM	Electronic System Design & Manufacturing
EWS	Economically Weaker Sections
FDI	Foreign Direct Investment
FSI	Floor To Space Index
FTA	Free Trade Agreement
FY	Financial Year
FY2017	Financial Year 2016-2017
FY2018	Financial Year 2017-2018
FY2019	Financial Year 2018-2019
GDP	Gross Domestic Product
GIFT	Gujarat International Finance Tec-City
GOG	Government Of Gujarat
GoI	Government of India
GOR	Government Of Rajasthan
GSDP	Gross State Domestic Product
G–SEC	Government Security
GSRTC	Gujarat State Road Transport Corporation
GST	Goods And Service Tax
HFA	Housing For All By 2022
HR	Human Resource
IBC	The Insolvency and Bankruptcy Code, 2016
IIFCL	India Infrastructure Finance Company Limited
IIP	Index of Industrial Production
IMF	International Monetary Fund
INR	Indian Rupee
ISO	International Organization For Standardization
IT and IteS	Information technology and IT Enabled Services
KPMG	Klynveld Peat Marwick Goerdeler
LIG	Low Income Group
LLP	Limited Liability Partnership
LPI	Logistics Performance Index
LSG	Local Self Government
LSTK	Lump Sum Turnkey
LTD	Long Term Debt
MBBS	Bachelor of Medicine, Bachelor of Surgery
MCI	Medical Council Of India
MEGA	Metro-Link Express For Gandhinagar And Ahmedabad
MHT	Mahila Housing SEWA Trust
MHUPA	Ministry Of Housing And Urban Poverty Alleviation
MIG	Middle Income Group
MLP	Multi Level Parking At Navrangpura, Ahmedabad
MMTPA	Million Metric Ton Per Annum
MNC	Multinational Corporation
MOU	Memorandum Of Understanding
MPC	Monetary Policy Committee
MTPA	Metric Tonnes Per Annum
MW	Megawatt
NBC	National Building Code Of India
NBFC	Non Banking Financial Company
NCLT	National Company Law Tribunal
NH–15	National Highway 15
NPA	Non-performing Asset
NSE	The National Stock Exchange Of India Limited
NSL/Resultant Company	Nila Spaces Limited
NURM	National Urban Renewal Mission
NWC	Net Working Capital
PAT	Profit After Tax
PBG	Performance Bank Guarantee
PBT	Profit Before Tax
PCA	Prompt Corrective Action
PEB	Pre-engineered Building
PMAY	Pradhan Mantri Awas Yojana
PMC	Project Management Consultant
PMI	Purchasing Manager's Index
PPE	Property, Plant and Equipment
PPP	Public Private Partnership
PSPL	Pearl Stockholdings Private Limited
PTA	Preferential Trade Agreement
PWL	Private White Lable
QMS	Quality Management System
RAVIL	Rajasthan Avas Vikas And Infrastructure Limited
RCC	Reinforced Cement Concrete
RD	Regional Director
RE	Real Estate
RE Undertaking	Real Estate Business
REIT	Real Estate Investment Trusts
RERA	Real Estate Regulatory Act
ROC	Registrar Of Companies
RRPS	Resurgent Rajasthan Partnership Summit – 2015
RUDSICO	Rajasthan Urban Drinking Water Sewerage & Infrastructure Corporation Limited
SBI	State Bank Of India
SCHEME	Scheme Of Arrangement For Demerger
SEBI	Securities And Exchange Board Of India
SEWA	Self Employed Women's Association
SEZ	Special Economic Zone
SIR	Special Investment Region
SOP	Standard Operating Procedures
SPV	Special Purpose Vehicle
ST	Short Term
STD	Short Term Debt
SWC	Single Window Clearance
SWIFT	The Society for Worldwide Interbank Financial Telecommunication
TD	Total Debt
TDR	Transferable Development Rights
TNW	Tangible Networth
TOI	Total Operating Income
TOL	Total Outside Liabilities
UDUHD	Urban Development And Urban Housing Department
UIT	Urban Improvement Trust
UK	United Kingdom
USA	United States Of America
USD	United States Dollar
VUDA	Vadodara Urban Development Authority
WDFC	Western Dedicated Freight Corridor
WIP	Work In Process
WPI	Wholesale Price Index
WSS	Water Supply And Sanitation

NILA INFRASTRUCTURES LIMITED

CIN: L45201GJ1990PLC013417
1st Floor, Sambhaav House,
Opp. Chief Justice's Bungalow, Bodakdev, Ahmedabad 380015
Tel: + 91 79 4003 6817 / 2687 0258 | www.nilainfra.com