



**NILA
INFRASTRUCTURES
LIMITED**

Compliance report with the requirements specified in Part-A of Annexure I of SEBI Circular CFD/DIL3/CIR/2017/21 dated 10 March 2017

Sub: Application under Regulation 37 of the SEBI (LODR) Regulations, 2015 for the proposed Scheme of Arrangement between Nila Infrastructures Limited and Parmananday Superstructure Limited and their respective shareholders and creditors ('the Scheme').

It is hereby certified that the draft scheme of arrangement involving Nila Infrastructures Limited and Parmananday Superstructure Limited does not, in any way violate, override or limit the provisions of securities laws or requirements of the Stock Exchange(s) and the same is in compliance with the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the aforesaid circular, including the following:

Sr. No.	Reference	Particulars
1	Regulations 17 to 27 of LODR Regulations	Corporate governance requirements
2	Regulation 11 of LODR Regulations	Compliance with securities laws
Sr. No.	Requirements as per SEBI Circular CFD/DIL3/CIR/2017/21 dated 10 March 2017	Whether Complied or not & How
A.	Para (I)(A)(2): Submission of documents to Stock Exchanges	
i.	Draft Scheme of arrangement/ amalgamation/ merger/ reconstruction/ reduction of capital, etc.	Yes – Refer to Annexure - 2
ii.	Report from the Audit Committee recommending the Draft Scheme	Yes – Refer to Annexure - 4
iii.	Fairness opinion by merchant banker	Yes – Refer to Annexure - 5
iv.	Pre and post amalgamation shareholding pattern of unlisted company	Yes – Refer to Annexure - 6
v.	Audited financials of last 3 years (financials not being more than 6 months old) of unlisted company;	Yes – Refer to Annexure - 7
vi.	Auditor's Certificate certifying accounting treatment contained in the	Yes – Refer to Annexure - 16

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	scheme is in compliance with all the Accounting Standards	
vii.	Complaints Report	Will be submitted in due course
B.	Para (I)(A)(2): Conditions for schemes of arrangement involving unlisted entities	
i.	Abridged Prospectus as provided in Part D of Schedule VIII of the ICDR Regulations	Yes – Refer to Annexure - 12
ii.	Percentage of shareholding of Public Shareholder and QIB in Merged Entity shall not be less than 25%	Yes
iii.	Listed on a Stock Exchange having nationwide trading terminals	Yes
C.	Para (I)(A)(4) (a) : Submission of Valuation Report	Yes
D.	Para (I)(A)(5) : Auditors certificate regarding compliance with Accounting Standards	Yes – Refer Annexure - 16
E.	Para (I)(A)(9) : Provision of approval of public shareholders through e-voting	Auditor Certificate for Non applicability of requirements prescribed in Para I(A)9(a) of Annexure-I of SEBI Circular No. CFD/DIL3/CIR/2017/21 dated March 10,2017 is attached as Annexure 9

For NILA INFRASTRUCTURES LTD.

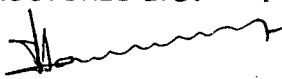

COMPANY SECRETARY
Company Secretary

FOR, NILA INFRASTRUCTURES LTD.


MANAGING DIRECTOR
Managing Director

Certified that the transactions / accounting treatment provided in the draft scheme of arrangement involving Nila Infrastructures Limited and Parmananday Superstructure Limited are in compliance with all the Accounting Standards applicable to a listed entity.

NILA INFRASTRUCTURES LTD.


CFO
Chief Financial Officer

FOR, NILA INFRASTRUCTURES LTD.


MANAGING DIRECTOR
Managing Director

17 OCT 2017
AHMEDABAD.

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