



Nila Infrastructures Limited

(CIN: L45201GJ1990PLC013417)

Registered Office: First Floor, Sambhaav House, Opp: Chief Justice's Bungalow,
Bodakdev, Ahmedabad – 380015 | Email : secretarial@nilainfra.com

Website: www.nilainfra.com | Phone: +91 79 40036817 / 18 Fax: +91 79 30126371

Notice of Extra Ordinary General Meeting

Notice is hereby given that an Extra Ordinary General Meeting ("EGM") of the members of Nila Infrastructures Ltd. will be held on Saturday, December 20, 2014 at 10:00 a.m. at the registered office of the Company at First Floor, Sambhaav House, Opp: Chief Justice's Bungalow, Bodakdev, Ahmedabad – 380015 to transact the following special business:

Item No. 1: Increase in Authorized Capital of the Company.

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

RESOLVED THAT subject to the provisions of the Section 61 read with Section 13, Section 64 and other applicable provisions, if any, of the Companies Act, 2013, (including any amendment thereto or re-enactment thereof) and the rules framed there under, the authorized share capital of the Company be and is hereby increased from Rs.35,00,00,000 (Rupees Thirty Five Crores only) divided into 350000000 (Thirty Five Crores only) Equity Shares of Re.1/- (One) each to Rs.50,00,00,000 (Rupees Fifty Crores only) divided into 500000000 (Fifty Crores only) Equity Shares of Re.1/- (One) each, ranking *pari passu* in all respect with the existing shares.

RESOLVED FURTHER THAT the existing Clause V of the Memorandum of Association of the Company be altered and substituted by the following new clause:

V. The Authorized Share Capital of the Company is Rs.50,00,00,000 (Rupees Fifty Crores only) divided into 500000000 (Fifty Crores only) Equity Shares of Re.1/- (One) each.

Item No. 2 : Preferential Issue of Equity Shares.

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

RESOLVED THAT pursuant to the provisions of Section 62 read with Section 42 and other applicable provisions, if any, of the Companies Act, 2013, as amended ("the Companies Act, 2013") and the rules made there under, the Memorandum of Association and Article of Association of Nila Infrastructures Limited ("the Company"), [Securities Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulation, 2009] as amended [the SEBI (ICDR) Regulations], the provisions of the listing agreement entered into with the stock

exchange(s) on which the Company's equity shares are listed ("the Stock Exchange"), the Foreign Exchange Management Act, 1999, as amended, the Foreign Exchange Management (Transfer or Issue of Securities by a Person Resident Outside India) Regulations, 2000, as amended and the rules, regulations, guidelines, circulars, notifications, if any, issued by Government of India, the Foreign Investment Promotion Board, the Reserve Bank of India, or any other competent authorities, whether in India or abroad, from time to time, to the extent applicable, and subject to the permission, consents, sanctions and approvals by the authorities as may be necessary and subject to such conditions and modifications as might be prescribed while granting such approvals, consents, permissions and sanctions and which may be agreed to by the Board of Directors (herein after referred to as "the Board"), to exercise its powers conferred by this resolution, the consent of the company be and is hereby accorded to the Board to offer, issue and allot, 75000000 (Seven Crores Fifty Lacs Only) equity shares of face value of Re.1/- (one) each ("the Equity Shares") for cash at an issue price of Rs. 5/- (five) per equity share (including a premium of Rs.4/- (four) per share), aggregating upto Rs.37,50,00,000/- (Rupees Thirty Seven Crores Fifty Lacs Only), to the below mentioned persons belonging to Non-Promoter Group ("the Allottees"), on preferential basis ("the Preferential Issue"), at such time or times, in one or more tranches and on such terms and conditions and in such a manner, as the Board may think fit in its absolute discretion.

| Sr. No. | Name, PAN and Address of Proposed Allottees | No. of Equity Shares | Category |
|---------|---|----------------------|--------------|
| 1 | Rajnibhai J. Desai PAN: AAWPD3250B 38, Nirant Park Part -1, Thaltej, Ahmedabad, 380059 | 10000000 | Non Promoter |
| 2 | Amit Kiritbhai Patel (HUF) PAN: AAFHP7012N 15, Devkutir Bunglows Opp : Ambali Bus Stop, Ambali Gam, Ahmedabad, 380058 | 5000000 | Non Promoter |

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| 3 | Dahyabhai N. Patel (HUF) PAN: AAAHD5068H 10, Vrundavan Bungalows Part-3, Thaltej Shilaj Road, Thaltej, Ahmedabad- 380059 | 1500000 | Non Promoter |
| 4 | Dahyabhai N. Patel PAN: ACGPP9523P 10, Vrundavan Bungalows Part-3, Thaltej Shilaj Road, Thaltej, Ahmedabad- 380059 | 1500000 | Non Promoter |
| 5 | Purav D. Patel PAN: BEJPP7846B 10, Vrundavan Bungalows Part-3, Thaltej Shilaj Road, Thaltej, Ahmedabad- 380059 | 1500000 | Non Promoter |
| 6 | Vimlaben D. Patel PAN: AEHPP3068G 10, Vrundavan Bungalows Part-3, Thaltej Shilaj Road, Thaltej, Ahmedabad- 380059 | 1500000 | Non Promoter |
| 7 | Mehul D. Patel PAN: AKXPP2403P 10, Vrundavan Bungalows Part-3, Thaltej Shilaj Road, Thaltej, Ahmedabad- 380059 | 1500000 | Non Promoter |
| 8 | Mehul D. Patel (HUF) PAN: AANHM0150N 10, Vrundavan Bungalows Part-3, Thaltej Shilaj Road, Thaltej, Ahmedabad- 380059 | 1500000 | Non Promoter |
| 9 | Bindi M Patel PAN: CFPPP7646H 10, Vrundavan Bungalows Part-3, Thaltej Shilaj Road, Thaltej, Ahmedabad- 380059 | 1500000 | Non Promoter |
| 10 | Vipulkumar Y. Mehta PAN: ACGPM2757C 04, Royal Crescent Near Ashopalav Bungalows Thaltej-Ahmedabad, 380054 | 2000000 | Non Promoter |

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| 11 | Veenaben B. Mehta PAN: ACGPM2746M 15, Amara Shirish Bungalow, Prahald Nagar, Opp. Karnawati Club Sarkhej, Ahmedabad, 380051 | 2000000 | Non Promoter |
| 12 | Hetalben D. Mehta PAN: ADAPS6909H D/32, Aryaman Bungalows, Opp. Anand Niketan School, Thaltej Shilaj Road, Ahmedabad, 380054 | 2000000 | Non Promoter |
| 13 | Kavitaben V. Mehta PAN: ACHPM8195K 4, Royal Crescent Nr Ashopalav Bungalows Thaltej, Ahmedabad, 380054 | 2000000 | Non Promoter |
| 14 | Jigna S. Mehta PAN: ALKPM2612F 2/24 Gdyaneshwar Niwas, Pachpameshwar Mandir Road Kisan Nagar -1, Wagle Estate, Thane East, Mumbai | 2000000 | Non Promoter |
| 15 | Hemangi Bankim Shah PAN: AMJPS8891C 7/B Jivansmruti Soc. Nr. Kids World Nr. Mirambika Char Rasta, Naranpura, Ahmedabad, 380013 | 6000000 | Non Promoter |
| 16 | Belaben H. Shah PAN: AHBPS7672L 7/B Jivansmruti Soc. Nr. Mirambika Char Rasta, Naranpura, Ahmedabad, 380013 | 2000000 | Non Promoter |
| 17 | Bankim J. Shah (HUF) PAN: AALHS4406F 7/B Jivansmruti Soc. Naranpura, Ahmedabad, 380013 | 1500000 | Non Promoter |

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| 18 | Shobha I. Desai PAN: ALYPD3306P 65/1, Shreemali Soc. Navrangpura, Ahmedabad, 380009 | 20000000 | Non Promoter |
| 19 | Rajeshbhai J. Desai PAN: AAWPD3248B 38, Nirat Park Co.op. Hous. Soc. Ltd, Theltej Thaltej, Ta Daskroi, Dist, Ahmedabad- 380054 | 5000000 | Non Promoter |
| 20 | Rameshbhai J Desai PAN: AAWPD3249A 38, Nirat Park Co.op. Hous. Soc. Ltd, Theltej Thaltej, Ta Daskroi, Dist, Ahmedabad- 380054 | 5000000 | Non Promoter |

RESOLVED FURTHER THAT without prejudice to the generality of the above, the relevant date for determining the applicable price of issue of the equity share in accordance with the Regulation 71 of the SEBI (ICDR) Regulations be fixed as November 20, 2014 being the 30th day prior to December 20, 2014, the date on which the EGM of the shareholders is convened, in terms of Section 100 of the Companies Act, 2013 to consider the proposed preferential issue.

RESOLVED FURTHER THAT the equity shares shall be issued and allotted by the Company to the allottees within a period of 15 days from the date of passing of the special resolution, provided that where the allotment of the said equity share is pending on account of pendency of any approval for such allotment by any authority or the Central Government, the allotment shall be completed within a period of 15 days from the date of such approval.

RESOLVED FURTHER THAT the equity shares so offered, issued and allotted through the preferential issue shall rank *pari passu* with the existing equity shares of the Company in all respects, including dividend, and shall be subject to the provisions of the Memorandum of Association and the Articles of Association of the company.

RESOLVED FURTHER THAT the Equity Shares to be issued and allotted shall be subject to lock in from the date of trading approval granted by the Stock Exchange(s) for such period as prescribed under the SEBI (ICDR) Regulations.

RESOLVED FURTHER THAT subject to the provisions of the SEBI (ICDR) Regulations and other applicable laws, the Board be and is hereby authorised to vary, modify or alter any of the relevant terms and conditions including the issue price on a higher side than mentioned above, as it may deem expedient without being required to seek consent or approval of the Company in a General Meeting.

RESOLVED FURTHER THAT the Company do apply for listing of the new equity shares issued on preferential basis as aforesaid with the Stock Exchange(s) where the existing shares of the Company are listed.

RESOLVED FURTHER THAT the Company do make an application to the National Securities Depository Limited (NSDL) and the Central Depository Services (India) Limited (CDSL) for admission of the new equity shares issued on preferential basis as aforesaid.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may in its absolute discretion deemed necessary, desirable and expedient for such purpose, including without limitation, issuing clarifications on the offer, issue and allotment of equity shares, to execute the necessary documents and enter into contracts, arrangements, agreements, documents (including appointment of agencies, intermediaries, and advisors for the issue), resolving all questions of the doubts that may arise in regard to the offer, issue and allotment of equity shares and utilisation of proceeds of the issue of equity shares and to authorise all such person as may be necessary, in connection therewith and in incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the shareholder of the Company and the decision of the Board shall be final and conclusive.

Item No 3: Issue of Warrants Convertible into Equity Shares.

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

RESOLVED THAT pursuant to the provisions of Section 62 read with Section 42 and other applicable provisions, if any, of the Companies Act, 2013, as amended ("the Companies Act, 2013") and the rules made there under, the Memorandum of Association and Article of Association of Nila Infrastructures Limited ("the Company"), [Securities Exchange Board of India, (Issue of Capital and Disclosure Requirements) Regulation, 2009] as amended (SEBI (ICDR) Regulations), the provisions of the listing agreement entered into with the stock exchange(s) on which the Company's equity shares are listed

("the stock exchange"), the Foreign Exchange Management Act, 1999, as amended, the Foreign Exchange Management (Transfer or Issue of Securities by a Person Resident Outside India) Regulations, 2000, as amended and the rules, regulations, guidelines, circulars, notifications, if any, issued by Government of India, the Foreign Investment Promotion Board, the Reserve Bank of India, or any other competent authorities, whether in India or abroad, from time to time, to the extent applicable, and subject to the permission, consents, sanctions and approval by the authorities as may be necessary and subject to such conditions and modification as might be prescribed while granting such approvals, consents, permissions and sanctions and which may be agreed to by the Board of Directors (herein after referred to as "the Board"), to exercise its powers conferred by this resolution), the consent of the company be and is hereby accorded to the Board to offer, issue and allot upto an aggregate of 22500000 (Two Crores Twenty Five Lacs Only) Fully Convertible Warrants ("Warrants"), convertible into equivalent number of equity shares of Re.1/- each of the Company at any time within 18 months from the date of allotment of the Warrants, in one or more tranches, for cash at the exercise price of Rs.5/- (five) per Warrant (including premium of Rs. 4/- (four) per Warrant) aggregating to Rs. 11,25,00,000/- (Rupees Eleven Crores Twenty Five Lacs Only) to the following persons belonging to the Promoter and Promoter Group of the Company ("the Allottees") on preferential allotment basis, at such time or times and on terms and conditions and in such manner as may be decided by the Board in this regards:

| Sr. No. | Name, PAN and Address of Proposed Allottees | No. of Warrants | Category |
|---------|---|-----------------|----------------|
| 1 | Manoj B. Vadodaria PAN: AALPV5038N 1, Anjani Avenue Bungalows, Opp Chief Justice Bungalow, Bodakdev, Ahmedabad, 380015 | 9000000 | Promoter |
| 2 | Kiran B. Vadodaria PAN: AAMPV2793B 2, Anjani Avenue Bungalows, Opp Chief Justice Bungalow, Bodakdev, Ahmedabad, 380015 | 6750000 | Promoter |
| 3 | Deep S. Vadodaria PAN: ACWPV7910N 3, Anjani Avenue Bungalows, Opp Chief Justice Bungalow, Bodakdev, Ahmedabad, 380015 | 6750000 | Promoter Group |
| | Total | 22500000 | |

RESOLVED FURTHER THAT the relevant date for determining the applicable price of the issue of the Warrants in accordance with the SEBI (ICDR) Regulations be fixed as November 20, 2014, being the 30th day prior to December 20, 2014, the date on which the EGM of the shareholders is convened, in terms of Section 100 of the Companies Act, 2013 to consider the proposed preferential issue.

RESOLVED FURTHER THAT the issue of Warrants shall be subject to the following terms and conditions:

- The Warrant shall be allotted within a period of 15 days from the date of receipt of shareholders' approval for the preferential issue of Warrants, provided that where the allotment of the said Warrant is pending on account of pendency of any approval for such allotment by any regulatory authority, the allotment shall be completed within a period of 15 days from the date of such approval.
- The equity share allotted pursuant to Conversion of Warrants allotted to the allottees will be subject to lock-in from the date of trading approval granted from the Stock Exchange(s) for such period as prescribed under the SEBI (ICDR) Regulations.
- The Warrant to be so offered, issued and allotted shall be subject to the provisions of the Memorandum and Articles of Association of the Company. The Equity Shares arising on Conversion of the Warrants shall rank *pari passu* with the existing equity shares of the Company in all respect.
- Each Warrant shall be convertible into 1 (one) equity share of nominal value of Re. 1/- (one) each at exercise price of Rs. 5/- (five) per Warrant (including premium of Rs. 4/- (four) per Warrant) which is calculated in accordance with the SEBI (ICDR) Regulations. The total number of equity share to be allotted on Conversion of Warrants shall not exceed 22500000 (Two Crores Twenty Five Lacs Only) shares. The Warrants are Convertible into Equity Shares at any time after the allotment at the option of the allottee in one or more tranches subject to maximum period of 18 months from the date of their allotment.
- If the entitlement against Warrants to apply for Equity Shares is not exercised within the specified period of 18 months, such entitlement shall lapse and the amount paid on such Warrants shall stand forfeited.
- The Warrant holder(s) shall on or before the date of allotment of Warrants, pay an amount equivalent to at least 25% of the total consideration per Warrant.
- The Warrant holder(s) shall on or before the date of allotment of Equity Shares pursuant to the exercise of

option against each Warrant, pay the balance 75% or any other amount as may be remaining unpaid, of the consideration per Warrant.

- h) The amount referred to in (d) above shall be non interest bearing.
- i) The number of Warrants and the price per Warrant shall be appropriately adjusted, subject to the provisions of the Companies Act, 2013 and SEBI (ICDR) Regulations for the Corporate Action such as bonus issue, right issue, sub division and consolidation of stocks, merger, demerger, transfer of undertaking, sale of division or any such capital or corporate restructuring.
- j) The holder of Warrant shall not be entitled to any dividend and voting rights until the Conversion of the Warrant to equity share.

RESOLVED FURTHER THAT the Company do apply for listing of the new equity shares as may be issued on Conversion of Warrants with the Stock Exchange(s) where the existing shares of the Company are listed.

RESOLVED FURTHER THAT the Company do make an application to the National Securities Depository Limited (NSDL) and the Central Depository Services (India) Limited (CDSL) for admission of the new equity shares to be issued on conversion of warrants on preferential basis.

RESOLVED FURTHER THAT subject to the provisions of the SEBI (ICDR) Regulations and other applicable laws, the Board be and is hereby authorised to vary, modify or alter any of the relevant terms and conditions including the exercise price of the warrants on a higher side than mentioned above, as it may deem expedient without being required to seek consent or approval of the Company in a General Meeting.

RESOLVED FURTHER THAT for the purpose of giving effect to any offer, issue or allotment of Warrants or equity shares arising on Conversion of Warrants, the Board be and are hereby authorized to take necessary steps to give effect to this resolution and to do all such acts, deeds, matters, and things as it may in their absolute discretion, deem necessary and desirable for such purpose, including without limitation, issuing clarification on the issue and allotment of Warrants, resolving any difficulties, effecting any modification to the forgoing (including any modification to the terms of issue) preparing, signing and filing applications with the appropriate authorities for obtaining requisite approvals, liaison with appropriate authorities to obtain requisite approvals, entering into contracts, arrangements, agreements, memorandum, documents for the appointment of agencies for managing,

listing and trading of equity shares arising on conversion of Warrants, to appoint such consultants, legal advisors, advisors and all such agencies as may be required for the issuance of the Warrants.

Date: November 14, 2014

For, Nila Infrastructures Ltd.

By Order of the Board of Directors

Regd. Office: First Floor,
Sambhaav House,
Opp: Chief Justice's
Bungalow, Bodakdev,
Ahmedabad – 380015

Dipen Y. Parikh
Company Secretary

Notes:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE EXTRA ORDINARY GENERAL MEETING IS ENTITLED TO APPOINT A PROXY / PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF / HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**

A person can act as proxy on behalf of members not exceeding 50 and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. However, a member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other shareholder. The instrument of proxy in order to be effective should be deposited at the Registered Office of the Company and signed, not less than 48 hours before the commencement of the meeting.

2. A Statement pursuant to Section 102(1) of the companies Act, 2013, relating to the Special Business to be transacted at the meeting is annexed hereto.
3. Corporate Members intending to send their authorised representative to attend and vote at the meeting are requested to send a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting.
4. All documents referred to in the accompanying notice and the statement shall be open for inspection at the Registered Office of the Company during normal business hours from 9:30a.m. to 6:30p.m. on all working days, up to and including the date of EGM of the Company and will also be available for inspection at the Meeting.

5. Members/Proxies are requested to bring their duly filed attendance slip sent herewith at the meeting.
6. The Members who have not registered their e-mail address so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.
7. Voting through electric means:
 - I. With regard to voting through electronic means in compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their right to vote at the EGM by electronic means and the business may be transacted through e-Voting Services provided by National Securities Depository Limited (NSDL):

The instructions for e-voting are as under:

 - A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/ Depository Participants(s)]:
 - (i) Open email and open PDF file viz; " Nila Infra e-Voting.pdf " with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for e-voting. Please note that the password is an initial password.
 - (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
 - (iii) Click on Shareholder – Login
 - (iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
 - (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - (vi) Home page of e-voting opens. Click on e-Voting: Active Voting Cycles.
 - (vii) Select "EVEN" of Nila Infrastructures Limited.
 - (viii) Now you are ready for e-voting as Cast Vote page opens.
 - (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
 - (x) Upon confirmation, the message "Vote cast successfully" will be displayed.
 - (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
 - (xii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to rs Sharma42@yahoo.co.in with a copy marked to evoting@nsdl.co.in
 - B. In case a Member receives physical copy of the Notice of EGM [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy]:
 - (i) Initial password will be provided separately:
EVEN (E Voting Event Number) USER ID PASSWORD / PIN.
 - (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.
 - II. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the Downloads section of www.evoting.nsdl.com
 - III. If you are already registered with NSDL for e-voting then you can use your existing user ID and password/PIN for casting your vote.
 - IV. As the voting would be through electronic means, the members who do not have access to e-Voting, may requisite a Physical Ballot Form from the Company. You are required to fill in the ballot form and enclose it in a sealed envelope and send it to the Scrutinizer. Unsigned, incomplete or incorrectly ticked forms shall be rejected. The ballot must be received by the Scrutinizer on or before December 12, 2014 (6.00 p.m.). The Scrutinizer's decision on the validity of the forms will be final. Members are required to vote only through the electronic system or through ballot only and in no other form. In the event a member casts his votes through both the processes, the votes in the electronic system would be considered and the ballot vote would be ignored.
 - V. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used

for sending future communication(s).

- VI. The e-voting period commences on December 10, 2014 (9:00 a.m.) and ends on December 12, 2014 (6:00 p.m.). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of November 14, 2014 may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is casted by the shareholder, the shareholder shall not be allowed to change it subsequently.
- VII. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of November 14, 2014.
- VIII. Mr. R S Sharma, of R S Sharma & Associates, Company Secretaries (Membership No. ACS:3126) (Address: 402, 'Panchdeep', Nr. Mayor Colony, Mithakhali Six Road, Navrangpura, Ahmedabad – 380009), has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- IX. The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
- X. The Results shall be declared on or after the EGM of the Company. The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.nilainfra.com and on the website of NSDL within two (2) days of passing of the resolutions at the EGM of the Company and communicated to the stock exchange(s).

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013.

Item No. 1

The Authorized Share Capital of the company as reflected in the Memorandum and Articles of Association as on date is Rs.35,00,00,000 (Rupees Thirty Five Crores Only) divided into 350000000 (Thirty Five Crores Only) Equity Shares of Re.1/- (One) each. The Board of Directors of the Company in their meeting held on November 14, 2014 subject to requisite approvals and consents resolved to issue equity shares to the persons belonging to Non Promoter Group and offered fully

Convertible Warrants to the Promoter and Promoter Group. In view of the proposed Preferential Issue of Equity Shares and Warrants converted into Equity Shares within 18 months from the date of issue, the Authorized Share Capital of the Company needs to be increased.

Consequent to the increase in the Authorized Capital, the Authorized Share Capital Clause contained in Clause V of the Memorandum of Association of the Company need to be altered as indicated in Resolution No.1 contained in the Notice convening the EGM.

Your Board of Directors therefore recommends the resolution for the approval of the members of the Company at item no. 1 as Special Resolution.

None of the Directors, Key Managerial Personnels and Relatives of the Directors / Key Managerial Personnels of the Company is interested in the proposed Resolutions except as holders of shares in general.

A copy of the Memorandum and Articles of Association together with the proposed alterations is available for inspection by the Members at the Registered Office of the Company between 11:00 a.m. to 1:00 p.m. on all working days from the date hereof upto the date of the Meeting.

Item No 2 and 3:

The Board of Directors at their meeting held on November 14, 2014, subject to the approval of the shareholders and other necessary approval(s), has approved the proposals for issue of 75000000 equity shares of Re. 1/- (one) each at an issue price of Rs. 5/- (five) per shares to the persons belonging to Non-Promoter Group and 22500000 Warrants convertible into equivalent number of equity shares of Re. 1/- (one) each at an exercise price of Rs. 5/- (five) per Warrant to the persons belonging to Promoter and Promoter Group.

A. MATERIAL FACTS RELATING TO THE ISSUE OF EQUITY SHARES AND CONVERTIBLE WARRANTS:

- i) The proposed issue of Equity Shares and Convertible Warrants on Preferential Basis to Non-Promoter Group and Promoter Group respectively would be strictly in accordance with Chapter VII of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 as amended up to date and the following parameters would be subject to such changes as may be required to confirm to the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009.
- ii) The Company is proposing to allot the above securities to the following persons:

| Sr. No | Name, PAN and Address of the Proposed Allotees | Category (Promoter / Non Promoter) | Type of Security (Equity Shares/ Warrants) | No of Equity Shares / Warrants |
|---------------|---|---|--|---------------------------------------|
| 1 | Raj nibhai J. Desai PAN: AAWPD3250B 38, Nirant Park Part -1, Thaltej, Ahmendabad,380059 | Non-Promoter | Equity Shares | 10000000 |
| 2 | Amit Kiritbhai Patel (HUF) PAN: AAFHP7012N 15, Devkutir Bungalows, Opp: Ambali Bus Stop, Ambali Gam, Ahmedabad,380058 | Non-Promoter | Equity Shares | 5000000 |
| 3 | Dahyabhai N. Patel (HUF) PAN: AAAHD5068H 10, Vrundavan Bungalows Part -3,Thaltej Shilaj road. Thaltej -Ahmedabad, 380059 | Non-Promoter | Equity Shares | 1500000 |
| 4 | Dahyabhai N. Patel PAN: ACGPP9523P 10, Vrundavan Bungalows Part -3, Thaltej Shilaj Road Thaltej -Ahmedabad, 380059 | Non-Promoter | Equity Shares | 1500000 |
| 5 | Purav D. Patel PAN: BEJPP7846B 10, Vrundavan Bungalows Part -3, Thaltej Shilaj Road, Thaltej –Ahmedabad, 380059 | Non-Promoter | Equity Shares | 1500000 |
| 6 | Vimlaben D. Patel PAN: AEHPP3068G 10, Vrundavan Bungalows Part -3, Thaltej Shilaj Road Thaltej –Ahmedabad, 380059 | Non-Promoter | Equity Shares | 1500000 |
| 7 | Mehul D.Patel PAN: AKXPP2403P 10, Vrundavan Bungalows Part -3, Thaltej Shilaj Road Thaltej –Ahmedabad, 380059 | Non-Promoter | Equity Shares | 1500000 |
| 8 | Mehul D. Patel (HUF) PAN: AANHM0150N 10, Vrundavan Bungalows Part -3, Thaltej Shilaj Road Thaltej –Ahmedabad, 380059 | Non-Promoter | Equity Shares | 1500000 |

| | | | | |
|----|---|--------------|---------------|---------|
| 9 | Bindi M Patel PAN: CFPPP7646H 10, Vrundavan Bungalows Part-3, Thaltej Shilaj Road, Thaltej, Ahmedabad- 380059 | Non-Promoter | Equity Shares | 1500000 |
| 10 | Vipulkumar Y.Mehta PAN: ACGPM2757C 04,Royal Crescent, Near Ashopalav Bungalows, Thaltej-Ahmedabad, 380054 | Non-Promoter | Equity Shares | 2000000 |
| 11 | Veenaben B. Mehta PAN:ACGPM2746M 15,Amara Shirish Bunglow, Prahalad Nagar, Opp. Karnawati Club Sarkhej, Ahmedabad,380051 | Non-Promoter | Equity Shares | 2000000 |
| 12 | Hetalben D. Mehta PAN: ADAPS6909H D/32,Aryaman Bunglow, Opp: Anand Niketan School, Thaltej Shilaj Road, Ahmedabad, 380054 | Non-Promoter | Equity Shares | 2000000 |
| 13 | Kavitaben V. Mehta PAN: ACHPM8195K 4,Royal Crescent, Nr Ashopalav Bungalows Thaltej, Ahmedabad,380054 | Non-Promoter | Equity Shares | 2000000 |
| 14 | Jigna S. Mehta PAN: ALKPM2612F 2/24, Gyaneshwar Niwas, Pachparmeshwar Mandir Road, Kisan Nagar -1, Wagle Estate, Thane East,Mumbai | Non-Promoter | Equity Shares | 2000000 |
| 15 | Hemangi Bankim Shah PAN: AMJPS8891C 7/B Jivansmruti Soc. Nr. Kids World, Nr. Mirambika Char Rasta, Naranpura, Ahmedabad,380015 | Non-Promoter | Equity Shares | 6000000 |
| 16 | Belaben H. Shah PAN: AHBPS7672L 7/B Jivansmruti Soc. , Nr. Mirambika Char Rasta, Naranpura, Ahmedabad,380015 | Non-Promoter | Equity Shares | 2000000 |

| | | | | |
|----|--|----------------|---------------|----------|
| 17 | Bankim J. Shah (HUF) PAN: AALHS4406F 7/B Jivansmruti Soc., Naranpura, Ahmedabad, 380015 | Non-Promoter | Equity Shares | 1500000 |
| 18 | Shobha I. Desai PAN: ALYPD3306P 65/1, Shreemali Soc., Navrangpura, Ahmedabad, 380009 | Non-Promoter | Equity Shares | 20000000 |
| 19 | Rajeshbhai J. Desai PAN: AAWPD3248B 38, Nirat Park Co. op. Hous. Soc. Ltd, Theltej Thaltej, Ta Daskroi, Dist, Ahmedabad- 380054 | Non-Promoter | Equity Shares | 5000000 |
| 20 | Rameshbhai J Desai PAN: AAWPD3249A 38, Nirat Park Co. op. Hous. Soc. Ltd, Theltej Thaltej, Ta Daskroi, Dist, Ahmedabad- 380054 | Non-Promoter | Equity Shares | 5000000 |
| 21 | Manoj B. Vadodaria PAN: AALPV5038N 1, Anjani Avenue, Near Sambhaav Press, Opp. Judges Bungalow, Bodakdev, Ahmedabad, 380015 | Promoter | Warrants | 9000000 |
| 22 | Kiran B. Vadodaria PAN: AAMPV2793B 2, Anjani Avenue, Near Sambhaav Press Opp: Judges Bungalow, Bodakdev, Ahmedabad, 380015 | Promoter | Warrants | 6750000 |
| 23 | Deep S. Vadodaria PAN: ACWPV7910N 3, Anjani Avenue, Near Sambhaav Press Opp: Judges Bungalow, Bodakdev, Ahmedabad, 380015 | Promoter Group | Warrants | 6750000 |

- iii) The pricing of the equity shares to be allotted on preferential basis to the Non-Promoter Group and Exercise Price of the Convertible Warrants to be allotted to Promoter and Promoter Group shall not be lower than the price determined in accordance with the SEBI (ICDR) Regulations. Currently, SEBI (ICDR) Regulations, provides that the pricing for the issue of securities on preferential basis by a listed Company is to be based on the following:

a) *In case of "frequently traded shares":*

The allotment of securities on preferential basis can be made at a price not less than higher of the following:

The average of the weekly high and low of volume weighted average prices of the related equity shares quoted on the recognized stock exchange during the twenty six weeks preceding the relevant date;

or

The average of the weekly high and low of the volume weighted average prices of the related equity shares quoted on a recognized stock exchange during the two weeks preceding the relevant date.

"frequently traded shares" means shares of an issuer, in which the traded turnover on any stock exchange during the twelve calendar months preceding the relevant date, is at least ten per cent of the total number of shares of such class of shares of the issuer:

Provided that where the share capital of a particular class of shares of the issuer is not identical throughout such period, the weighted average number of total shares of such class of the issuer shall represent the total number of shares.

b) *In case of "infrequently traded shares":*

The price determined by the issuer shall take into account valuation parameters including book value, comparable trading multiples, and such other parameters as are customary for valuation of shares of such companies:

Provided that the issuer shall submit a certificate stating that the issuer is in compliance of this regulation, obtained from an independent merchant banker or an independent chartered accountant in practice having a minimum experience of ten years, to the stock exchange where the equity shares of the issuer are listed. The Relevant Date for the purpose of pricing of the Equity Shares is November 20, 2014 being 30 days prior to the date of EGM.

"Stock Exchange" for this purpose shall mean Bombay Stock Exchange Limited where the shares of the Company are presently listed.

The Company's total trading volume during the twelve calendar months preceding the relevant date is less than 10% of the shares of total paid up capital of the Company and therefore your Company is coming under "infrequently traded shares" category. Since, your Company's shares are coming under "infrequently traded shares" category, the price at which the equity shares to be issued has been determined by taking into account valuation parameters including book value, comparable trading multiples, and such other parameters as are customary for valuation of shares.

The Company undertakes that, it shall re-compute the price of the above equity shares in terms of the provision of SEBI (ICDR) Regulations, where it is required to do so.

The Company also undertakes that, if the amount payable on account of the re-computation of price is not paid within the time stipulated in these regulations, the specified securities shall continue to be locked-in till the time such amount is paid by the allottees.

- iv) The Equity Shares and shares issued on conversion of Warrants, pursuant to the proposed special resolution shall be subject to lock-in as per SEBI (ICDR) Regulations.
- v) The Equity Shares allotted pursuant to the above Resolution shall rank in all respects *pari-passu* with the existing Equity Shares of the Company.
- vi) The "Relevant Date" as per the SEBI (ICDR) Regulations for determining the minimum price for the preferential issue of Equity Shares and Convertible Warrants is November 20, 2014, being 30 days prior to the date of this EGM i.e. December 20, 2014.
- vii) The total amount payable for preferential issue of equity shares and 25% of the amount for preferential issue of Convertible Warrants shall be received by the Company prior to the respective allotments.
- viii) The Convertible Warrants shall be exercised within a period of 18 (eighteen) months from the date of their allotment, in one or more tranches.
- ix) At the time of exercise, the Equity Warrant holder(s) shall pay the balance 75% of the consideration payable in respect of the Equity Warrants so being exercised.

- x) Post allotment, pursuant to preferential issue of Equity Shares and conversion of all Warrants, the equity share capital shall stand increased to Rs. 39,27,26,200/- (Rupees Thirty Nine Crores Twenty Seven Lacs Twenty Six Thousand and Two Hundred only) and the securities premium shall stand increase to Rs. 65,78,33,500/- (Rupees Sixty Five Crores Seventy Eight Lacs Thirty Three Thousand Five Hundred only).
- xi) This is the first preferential issue of securities by the Company in this year and no other persons have been allotted any securities on a preferential basis during the current year. However the Company has approved an Employees Stock Option Scheme namely "Nila Infrastructures Ltd ESOP – 2014" at 24th Annual General Meeting held on September 20, 2014.
- xii) The allottees have not sold any equity share during six months preceding the Relevant Date. The entire pre issue shareholding of the proposed allottees, if any, shall be subject to lock in as per the SEBI (ICDR) Regulations. The entire shareholding of the Promoter and Promoter Group is in Demat form only.
- xiii) Pursuant to the provisions of Sections 62 read with Section 42 of the Companies Act, 2013 and as per the requirements of SEBI (ICDR) Regulations, issue of equity shares and Convertible Warrants require prior approval of the shareholders by a Special Resolution. This resolution is proposed for the approval of the Members, in accordance with the provisions and rules prescribed under the Companies Act, 2013.

B. DISCLOSURES PRESCRIBED UNDER THE SEBI (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009 AS AMENDED UP TO DATE

The Information as required under Regulation 73 of the SEBI (ICDR) Regulations, 2009 as amended for Preferential Issues is as under:

a) Object of the Issue:

To augment the long-term funding needs of the company viz. to meet working capital requirements, reduce debt and support the expansion of business and for general corporate business purposes.

b) Intention of the Promoters / Directors / Key Management Personnel to Subscribe to the Proposed Preferential Issue of Equity Shares and Convertible Warrants:

Mr. Manoj B. Vadodaria, the Promoter and Managing Director, Mr. Kiran B. Vadodaria, the Promoter and Joint Managing Director and Mr. Deep S. Vadodaria, a person belonging to the Promoter Group of the Company intend to subscribe to the 9000000 (Ninety Lacs Only), 6750000 (Sixty Seven Lacs Fifty Thousand Only), 6750000 (Sixty Seven Lacs Fifty Thousand Only) Convertible Warrants respectively pursuant to the resolution at item no.3

None of the other Director(s) / Promoter(s) / Key Managerial Personnel(s) intends to participate / subscribe to the Preferential Issue of Equity Shares and Convertible Warrants.

c) The Shareholding Pattern of the Company before and after the Preferential Issue of Equity Shares and Convertible Warrants

Shareholding pattern before and after the proposed preferential issue of Equity Shares and Convertible Warrants is as follows:

| Sr. No | Category | Equity Shares | | | |
|----------|---|--------------------------------|-----------------------|--|-----------------------|
| | | Pre-Issue Equity Shareholding* | | Post Issue Equity Shareholding (After allotment of Equity Shares and conversion of all warrants) | |
| | | Number of Shares held | Percentage of holding | Number of Shares held | Percentage of holding |
| A | Promoter's Holding | | | | |
| 1 | Indian Promoter | 221325187 | 74.97 | 243825187 | 62.08 |
| 2 | Foreign Promoter | 00.00 | 00.00 | 00.00 | 00.00 |
| | Sub-Total(A) | 221325187 | 74.97 | 243825187 | 62.08 |
| B | Non-Promoter's Holding | | | | |
| 1 | Insurance Companies | 00.00 | 00.00 | 00.00 | 00.00 |
| 2 | Mutual Funds | 00.00 | 00.00 | 00.00 | 00.00 |
| 3 | Banks, Financial Institutions, (Central Govt. State Govt. Institutions / Non Government Institutions) | 9430 | 0.01 | 9430 | 0.01 |
| 4 | Foreign Institutional Investors(FIIs) | 2100000 | 0.71 | 2100000 | 0.53 |
| 5 | Venture Capital Fund | 00.00 | 00.00 | 00.00 | 00.00 |
| | Sub-Total(B) | 2109430 | 0.72 | 2109430 | 0.54 |
| C | Others | 00.00 | 00.00 | 00.00 | 00.00 |
| 1 | Other Bodies Corporate | 11618311 | 3.94 | 11618311 | 2.96 |
| 2 | Indian Public | 53850489 | 18.23 | 99350489 | 25.30 |
| 3 | Non Residing Indians | 2591264 | 0.88 | 22591264 | 5.75 |
| 4 | Trust | 00.00 | 00.00 | 00.00 | 00.00 |
| 5 | HUF | 3731519 | 1.26 | 13231519 | 3.37 |
| | Sub-Total(C) | 71791583 | 24.31 | 146791583 | 37.38 |
| | Sub-Total (B + C) | 73901013 | 25.03 | 148901013 | 37.92 |
| | Grand Total(A + B + C) | 295226200 | 100.00 | 392726200 | 100.00 |

*The holdings as on 30.09.2014 is considered for Pre Issue.

The above post-issue shareholding pattern assumes that the Preferential Issue of convertible Warrants issued pursuant to this resolution are converted into equity shares, failing which, the percentage will change accordingly.

d) Proposed time within which Preferential Issue of Equity Shares and Convertible Warrants shall be completed:

As required under the SEBI (ICDR) Regulations, the preferential issue of equity shares and Convertible Warrants shall be completed, within a period of 15 days from the date of passing of the special resolution contained under this item of business provided that where the allotment on preferential basis is pending on account of

pendency of any approval of such allotment from any regulatory authority or the Central Government, the allotment shall be completed within a period of 15 days from the date of such approval.

e) Identity of the Proposed Allottees and Percentage of Post Preferential Issue of Equity Shares and Convertible Warrant :

- (i) **Identity of the Proposed Allottees of the Equity Shares:**
All the proposed allottees of the equity shares are belonging to Non Promoter Group.

| Sr. No | Name of the Proposed Allottees | Category | Pre Issue | | Post – Issue (After Allotment of Shares) | | Post – Issue Capital (After Conversion of Warrants) | | Natural Persons who are the Ultimate Beneficial Owner/ Ultimately Controlling the Proposed Allottee |
|--------|--------------------------------|-------------------------|--------------|--------------|--|--------------|---|--------------|---|
| | | | No of Shares | % of Holding | No of Shares | % of Holding | No of Shares | % of Holding | |
| 1 | Rajnibhai J. Desai | Resident-Individual | 00.00 | 0.00 | 10000000 | 2.70 | 10000000 | 2.55 | N.A. |
| 2 | Amit Kiritbhai Patel (HUF) | Resident-HUF | 00.00 | 0.00 | 5000000 | 1.35 | 5000000 | 1.27 | Amit Kiritbhai Patel |
| 3 | Dahyabhai N. Patel (HUF) | Resident-HUF | 00.00 | 0.00 | 1500000 | 0.40 | 1500000 | 0.38 | Dahyabhai Narayandas Patel |
| 4 | Dahyabhai N. Patel | Resident-Individual | 00.00 | 0.00 | 1500000 | 0.40 | 1500000 | 0.38 | N.A. |
| 5 | Purav D. Patel | Resident-Individual | 00.00 | 0.00 | 1500000 | 0.40 | 1500000 | 0.38 | N.A. |
| 6 | Vimlaben D. Patel | Resident-Individual | 00.00 | 0.00 | 1500000 | 0.40 | 1500000 | 0.38 | N.A. |
| 7 | Mehul D. Patel | Resident-Individual | 00.00 | 0.00 | 1500000 | 0.40 | 1500000 | 0.38 | N.A. |
| 8 | Mehul D. Patel (HUF) | Resident-HUF | 00.00 | 0.00 | 1500000 | 0.40 | 1500000 | 0.38 | Mehul Dahyabhai Patel |
| 9 | Bindi M. Patel | Resident-Individual | 00.00 | 0.00 | 1500000 | 0.40 | 1500000 | 0.38 | N.A. |
| 10 | Vipulkumar Y. Mehta | Resident Individual | 00.00 | 0.00 | 2000000 | 0.54 | 2000000 | 0.51 | N.A. |
| 11 | Veenaben B. Mehta | Resident-Individual | 00.00 | 0.00 | 2000000 | 0.54 | 2000000 | 0.51 | N.A. |
| 12 | Hetalben D. Mehta | Resident- Individual | 00.00 | 0.00 | 2000000 | 0.54 | 2000000 | 0.51 | N.A. |
| 13 | Kavitaben V. Mehta | Resident-Individual | 00.00 | 0.00 | 2000000 | 0.54 | 2000000 | 0.51 | N.A. |
| 14 | Jigna S. Mehta | Resident-Individual | 00.00 | 0.00 | 2000000 | 0.54 | 2000000 | 0.51 | N.A. |
| 15 | Hemangi Bankim Shah | Resident- Individual | 00.00 | 0.00 | 6000000 | 1.62 | 6000000 | 1.53 | N.A. |
| 16 | Belaben H. Shah | Resident- Individual | 00.00 | 0.00 | 2000000 | 0.54 | 2000000 | 0.51 | N.A. |
| 17 | Bankim J. Shah (HUF) | Resident-HUF | 00.00 | 0.00 | 1500000 | 0.40 | 1500000 | 0.38 | Bankim Jayantilal Shah |
| 18 | Shobha I. Desai | Non Resident Individual | 96436 | 0.033 | 20096436 | 5.43 | 20096436 | 5.12 | N.A. |
| 19 | Rajeshbhai J. Desai | Resident-Individual | 00.00 | 00.00 | 5000000 | 1.35 | 5000000 | 1.27 | N.A. |
| 20 | Rameshbhai J Desai | Resident- Individual | 00.00 | 00.00 | 5000000 | 1.35 | 5000000 | 1.27 | N.A. |

(ii) **Identity of the Proposed Allottees of the Convertible Warrants:** All the proposed allottees of the Convertible Warrants are belonging to Promoter and Promoter Group.

| Sr. No | Name of the Proposed Allottees | Category | Pre Issue | | Post – Issue (After Allotment of Shares) | | Post – Issue Capital (After Conversion of Warrants) | | Natural Persons who are the Ultimate Beneficial Owner/ Ultimately Controlling the Proposed Allottee |
|--------|--------------------------------|----------------------|--------------|--------------|--|--------------|---|--------------|---|
| | | | No of Shares | % of Holding | No of Shares | % of Holding | No of Shares | % of Holding | |
| 1 | Manoj B. Vadodaria | Resident- Individual | 44154712 | 14.96 | 44154712 | 11.92 | 53154712 | 13.53 | N.A. |
| 2 | Kiran B. Vadodaria | Resident- Individual | 31858100 | 10.79 | 31858100 | 8.60 | 38608100 | 9.83 | N.A. |
| 3 | Deep S. Vadodaria | Resident- Individual | 25002108 | 8.47 | 25002108 | 6.75 | 31752108 | 8.08 | N.A. |

f) Change in Controls

There will not be any change in management control of the Company, as per the provisions of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and amendments thereto, on account of this proposed preferential allotment of Equity Shares and Convertible Warrants except change in shareholding pattern and consequential voting rights on the shares allotted.

g) Relevant Date:

The "Relevant Date" as per the SEBI (ICDR) Regulations for determining the minimum price for the preferential issue of Equity Shares and Convertible Warrants is November 20, 2014, being 30 days prior to the date of this EGM i.e. December 20, 2014.

h) Lock in Period:

The Equity Shares and Convertible Warrants to be allotted on preferential basis shall be subject to lock in as per the applicable SEBI (ICDR) Regulations. Accordingly,

- (i) the Equity Shares issued and allotted to Non-Promoter Group shall be subject to lock-in for a period of one year from the date of trading approval granted for the Equity Shares or as directed by the stock exchange (s); and
- (ii) the Equity Shares allotted to the Promoter and Promoter Group pursuant to the exercise of Convertible Warrants shall be locked in for a period of three years from the date of trading approval granted by the Stock Exchange(s) to the Equity Shares arising on exercise of the Convertible Warrants.
- (iii) the entire pre-preferential shareholding, if any, of the

allottee(s) of the preferential issue shall be locked-in from the Relevant Date upto a period of six months from the date of grant of trading approval to the Equity Shares and Warrants

i) Auditors' Certificate:

The Company hereby confirms to obtain the certificate from the Statutory Auditor of the Company certifying that the preferential issue of Equity Shares and Convertible Warrants is being made in accordance with the requirements contained in SEBI (ICDR) Regulations. A copy of the certificate of the statutory auditor shall be placed before the shareholders at the meeting and will be available for inspection at the Registered Office of the Company during business hours (9:30 a.m. to 6:30 p.m.) upto the date of the EGM and will also be available for inspection at the meeting. The said certificate shall also be displayed on the website of the Company at www.nilainfra.com.

j) Nature of concern or interest of Promoter / Directors / Manager / Key Managerial Personnel:

None of the Director(s), Key Managerial Personnel of the Company or any relatives of such Director(s) or KMP(s), shall be considered to be concerned or interested in the proposed Special Resolution in Item No. 2, except to the extent of shares held by any of them in the Company.

Mr. Manoj B. Vadodaria, Promoter and Managing Director, Mr. Kiran B. Vadodaria, Promoter and Joint Managing Director and Mr. Deep S. Vadodaria, a person belonging to Promoters Group of the Company, together with their relatives shall be deemed to be concerned or interested in the proposed Special Resolution in Item No. 3, by reason

of their being part of the Promoter Group. Apart from the above, none of the Director(s), Promoter(s), Key Managerial Personnel of the Company or any relatives of such Director or Key Managerial Personnel, shall be deemed to be concerned or interested in the proposed Special Resolution in Item No. 3, except to the extent of shares held by any of them in the Company.

k) Pricing and Undertaking to Re-Compute the Price:

Each equity share of the face value of Rs.1/- (one) shall be issued at Rs. 5/- (five) per share including a premium of Rs. 4/- (four) per share and each convertible Warrant of face value of Rs. 1/- (one) shall be exercised at Rs. 5/- (five) per Warrant including a premium of Rs.4/- (four) per Warrant.

The equity shares of the Company falls under infrequently traded shares category and therefore the price of the preferential issue of Equity Shares and Convertible Warrants has been decided in accordance with the regulation 76A of the SEBI (ICDR) Regulations, as amended, taking into account valuation parameters including book value, comparable trading multiples and other customary parameters.

The Company confirms to obtain from an independent merchant banker and undertake to submit to the stock exchange(s) a certificate stating that the price of the Preferential Issue is in compliance of the SEBI (ICDR) Regulations.

The Company undertakes that it would re-compute the price of the equity shares and the shares to be issued on exercise of the Warrants specified above in terms of the provisions of the SEBI (ICDR) Regulations, where it is required to do so.

l) Undertaking to Put Under Lock-In Till the Re-Computed Price is Paid:

The Company undertakes that if the amount payable on account of the re-computation of price if not paid within the

time stipulated in these regulations, the specified Equity Shares shall continue to be locked-in till the time such amount is paid by the allottee(s).

Section 62 of the Companies Act, 2013 provides, *inter alia*, that when it is proposed to increase the issued capital of a Company by allotment of further shares, etc., such further shares shall be offered to the existing shareholders of the Company in the manner laid down in this Section unless the shareholders in general meeting decide otherwise by passing a special resolution. Therefore, the consent of the shareholders by way of special resolution is being sought pursuant to the provisions of Section 62 read with Section 42 and all other applicable provisions of the Companies Act, 2013 and in terms of the provisions of the SEBI (ICDR) Regulations, and the listing agreements executed by the Company with the Stock Exchange where the Company's shares are listed.

Your Board of Directors therefore recommends the resolution for the approval of the members of the Company at item no. 2 and 3 as Special Resolutions.

None of the Directors, Key Managerial Personnel and Relatives of the Directors / Key Managerial Personnel of the Company is interested in the proposed Special Resolution in item no. 2 except as holders of shares in general.

None of the Directors, Key Managerial Personnel and Relatives of the Directors / Key Managerial Personnel of the Company is interested in the proposed Special Resolution in item no. 3 except Mr. Manoj B. Vadodaria, Mr. Kiran B. Vadodaria and Mr. Deep S. Vadodaria being persons belonging to Promoter and Promoter Group.

Date: November 14, 2014

Regd. Office: First Floor,
Sambhaav House,
Opp: Chief Justice's
Bungalow, Bodakdev,
Ahmedabad – 380015

For, Nila Infrastructures Ltd.

By Order of the Board of Directors

Dipen Y. Parikh
Company Secretary

**NILA INFRASTRUCTURES LTD.**

(CIN: L45201GJ1990PLC013417)

Registered Office : First Floor, "Sambhaav House", Opp. Chief Justice's Bungalow, Bodakdev, Ahmedabad-380015. Tel. : +91 79 40036817 / 18, Fax : +91 79 3012 6371

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

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

Form No MGT – 11

Name of Member:

Registered Address:

Email Id:

Folio No/DP ID/Client ID:

I/We, being the member(s) of the Company, hereby appoint

- | | |
|----------------|---------------------------------|
| 1. Name: _____ | Email Id _____ |
| Address: _____ | Signature: _____ or failing him |
| 2. Name: _____ | Email Id _____ |
| Address: _____ | Signature: _____ or failing him |
| 3. Name: _____ | Email Id _____ |
| Address: _____ | Signature: _____ |

As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the EGM of the Company, to be held on Saturday, 20th December, 2014 at 10:00 am at 1st Floor, Sambhaav House, Opp: Chief Justice's Bungalow, Bodakdev, Ahmedabad – 380015 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.:

Special Business:

- (1) Increase in Authorized Capital
- (2) Issue of Equity Shares on Preferential Basis
- (3) Issue of Convertible Warrants on Preferential Basis

Signed this..... day of.....2014

Signature of Shareholder.....

Signature of first Proxy holder.....

Affix a
Revenue
Stamp

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

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

ATTENDANCE SLIP**NILA INFRASTRUCTURES LTD.**

(CIN: L45201GJ1990PLC013417)

Registered Office : First Floor, "Sambhaav House", Opp. Chief Justice's Bungalow, Bodakdev, Ahmedabad-380015. Tel. : +91 79 40036817 / 18, Fax : +91 79 3012 6371

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

I hereby record of my presence at the **Extra Ordinary General Meeting** of the Company held on **Saturday, 20th December, 2014 at 10:00 a.m.** at the Registered office of the Company at 1st Floor, "Sambhaav House", Opp. Chief Justice's Bungalow, Bodakdev, Ahmedabad - 380015.

Folio/DPID/Client ID No. No. of Shares held:

Full Name of the Shareholder/Proxy:

Signature of Shareholder/Proxy:

NOTE: Only Shareholders of the Company or their proxies will be allowed to attend the meeting.