

NOTICE OF 29TH ANNUAL GENERAL MEETING OF NILA INFRASTRUCTURES LTD.



NOTICE IS HEREBY GIVEN THAT THE 29th ANNUAL GENERAL MEETING OF THE MEMBERS OF NILA INFRASTRUCTURES LIMITED WILL BE HELD ON FRIDAY, 27 SEPTEMBER 2019 AT 10:00 A.M. AT REGISTERED OFFICE OF THE COMPANY SITUATED AT FIRST FLOOR, "SAMBHAHV HOUSE", OPP. CHIEF JUSTICE'S BUNGALOW, BODAKDEV, AHMEDABAD-380015 TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited financial statements of the Company on standalone and consolidated basis for the financial year ended on 31 March 2019 including the balance sheet as at 31 March 2019, the statement of profit & loss for the financial year ended on that date, and the reports of the auditors and directors thereon for the financial year ended on 31 March 2019
2. To appoint a director in place of Mr. Kiran B. Vadodaria (DIN: 00092067), who retires by rotation pursuant to the provisions of the Section 152 of the Companies Act, 2013 and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

3. **To ratify the remuneration of Cost Auditor of the company M/s. Dalwadi & Associates:**

To consider and if thought fit, to pass with or without modification(s), the following resolution as an **ORDINARY RESOLUTION**:

"RESOLVED THAT pursuant to the provisions of Section 148(3) and other applicable provisions, if any, of the Companies Act, 2013 and Rule 14 of the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the remuneration payable to M/s Dalwadi & Associates, Cost Accountants, (FRN. 000338) appointed by the Board of Directors of the Company to conduct the audit of the cost records of the Company for the financial year 2019-20, amounting to ₹ 60,000/- (Rupees Sixty Thousand Only) per annum be and is hereby ratified and confirmed".

4. **To re-appoint Mr. Shyamal S. Joshi (DIN: 00005766), as an Independent Director of the Company for further period of 5 (Five) years:**

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

"RESOLVED THAT pursuant to the provisions of Sections 149 (6), 150, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013('Act'), the Companies (Appointment and Qualification of Directors) Rules, 2014 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), and based on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, Mr. Shyamal S. Joshi (DIN: 00005766) who holds office of Independent Director upto 19 September 2019 and being eligible and in respect of whom the

Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company to hold office for a second term of 5 (Five) consecutive years w.e.f. 19 September 2019 not liable to retire by rotation notwithstanding the fact that he may attain the age of 75 (Seventy Five) years during his term of appointment."

5. **To approve remuneration of Mr. Kiran B. Vadodaria (DIN: 00092067), Non-Executive Director of the Company:**

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

RESOLVED THAT pursuant to Regulation 17(6)(ca) of SEBI (Listing Obligation and Disclosure Requirement) Regulations 2015 as amended read with the provisions of section 196, 197, 198 and 203 (including any statutory modification or reenactment thereof for the time being in force), Schedule V and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013 remuneration of ₹ 1,00,000 (Rupees One Lakh Only) be paid monthly in the form of Commission as per the existing terms and condition as approved by the members; to Mr. Kiran B. Vadodaria (DIN: 00092067), Non- Executive Director of the Company for the financial year 2019-20; provided that the aggregate amount of such commission in terms of the proviso to Section 197 (1) of the Companies Act, 2013, shall not exceed 1% of the yearly net profit calculated in terms of section 198 of the Companies Act, 2013.

6. **Loan, Guarantee, Security etc. under Section 185 of the Companies Act, 2013:**

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

"RESOLVED THAT pursuant to the provisions of Section 185 and other applicable provisions of the Companies Act, 2013 ("the Act") read with the Companies (Meetings of Board and its Powers) Rules, 2014 and all other rules, regulations, notifications and circulars issued (including any statutory modifications, clarifications, exemptions or re-enactments thereof, from time to time) and the relevant provisions of the Memorandum and Articles of Association of the Company, and in furtherance to the existing loans given, the consent of the Members of the Company be and is hereby accorded for grant of loans or issue of Corporate Guarantee or providing Security on such terms and conditions as may be mutually agreed upon by the Board of Directors and the borrower for an amount not exceeding ₹ 300 Crores, in aggregate to M/s Nila Spaces Ltd.; M/s Sambhaav Media Ltd.; other subsidiaries and associate companies of the Company from time to time irrespective of the fact that the entity to whom such loan, guarantee, security etc. is extended

with regard to a person in which the director is interested.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to take from time to time all decisions and steps necessary, expedient or proper, in respect of the above mentioned transaction(s) including the timing, the amount and other terms and conditions of such loan, guarantee, security etc. and also to take all other decisions including varying any of them, either in part or in full, as it/they may, in its/their absolute discretion, deem appropriate, subject to the specified limits for effecting the aforesaid transaction(s) and also to delegate these authority to any committee or officer

and to do all such acts, deeds and other things as may be required or considered necessary or incidental thereto for giving effect to this resolution and other terms and conditions of such loan, guarantee, security etc. and also to take all other decisions including varying any of them, either in part or in full, as it/they may, in its/their absolute discretion, deem appropriate, subject to the specified limits for effecting the aforesaid transaction(s) and also to delegate these authority to any committee or officer and to do all such acts, deeds and other things as may be required or considered necessary or incidental thereto for giving effect to this resolution.

Place: Ahmedabad

Date: 20 May 2019

Nila Infrastructures Ltd.

CIN: L45201GJ1990PLC013417

Registered Office: First Floor, "Sambhaav House", Opp. Chief Justice's Bungalow, Bodakdev, Ahmedabad – 380015, **Tel:** +91 79 4003 6817/18, **Fax:** +91 79 3012 6371

Email: secretarial@nilainfra.com; **Website:** www.nilainfra.com

By order of the Board of Directors

Dipen Y. Parikh
Company Secretary
Membership No. A24031

IMPORTANT NOTES:

1. The register of members and the share transfer books of the Company will remain closed from 21 September 2019 to 27 September 2019 (both days inclusive) for the purpose of Annual General Meeting.
2. The explanatory statement pursuant to Section 102 of the Companies Act, 2013, which sets out details relating to special business at the meeting, is annexed hereto.
3. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE GENERAL MEETING IS ENTITLED TO APPOINT A PROXY/ PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/ HERSELF AND THAT A PROXY/ PROXIES NEED NOT BE A MEMBER OF THE COMPANY. A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING 50 (FIFTY) AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY. THE INSTRUMENT APPOINTING THE PROXY, IN ORDER TO BE EFFECTIVE, SHOULD BE DULY COMPLETED AND SIGNED AND DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY, NOT LESS THAN 48 (FORTY-EIGHT) HOURS BEFORE THE COMMENCEMENT OF THE MEETING. A PROXY FORM IS SENT HERewith. PROXIES SUBMITTED ON BEHALF OF THE COMPANIES, SOCIETIES, ETC., MUST BE SUPPORTED BY AN APPROPRIATE RESOLUTION/ AUTHORITY, AS APPLICABLE.**
4. Members holding shares in electronic form are hereby informed that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend. The Company or its Registrars cannot act on any request received directly from the Members holding shares in electronic form for

any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant of the Members. Members holding shares in physical form and desirous of either registering bank particulars or changing bank particulars already registered against their respective folios for payment of dividend are requested to write to the Company. The Company request those Members who have not yet registered their e-mail address, to register the same directly with their DP, in case shares are held in electronic form and to the Company, in case shares are held in physical form

5. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.
6. Details under Regulation 36(3) Of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015 in respect of the Directors seeking appointment/re-appointment at the annual general meeting, forms integral part of the notice. The Directors have furnished the requisite declarations for their appointment/re-appointment.
7. A route-map showing direction to reach the venue of the 29th Annual General Meeting is provided at the end of Notice.
8. Electronic copy of the annual report for the financial year 2018-19 and the Notice of the 29th Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company /

Depository Participants for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the notice of the 29th Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.

9. Members may also note that the Notice of the 29th Annual General Meeting and the Annual Report for the financial year 2018-19 will also be available on the Company's website www.nilainfra.com for their downloading. The physical copies of the aforesaid documents will also be available at the Company's registered office at Ahmedabad for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to the Company's investor email id: secretarial@nilainfra.com.

10. Corporate members intending to send their authorized representative(s) to attend and vote at the meeting pursuant to Section 13 of the Companies Act, 2013 are requested to send a certified copy of the board resolution authorizing their representative to attend and vote on their behalf at the meeting.

11. Voting through electronic means

- I. With regard to voting through electronic means in compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and relevant provisions of the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote at the 29th Annual General Meeting by electronic means and the business may be transacted through remote e-Voting Services provided by Central Depository Services Limited (CDSL):

The instructions for shareholders voting electronically are as under:

- The remote e- voting period begins on 24 September 2019 (09:00 am) and ends on 26 September 2019 (05:00 pm). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 20 September 2019 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- The shareholders should log on to the e-voting website www.evotingindia.com.
- Click on Shareholders.
- Now Enter your User ID

- For CDSL: 16 digits beneficiary ID,
- For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
- Members holding shares in Physical Form should enter Folio Number registered with the Company.

- (v) Next enter the Image Verification as displayed and Click on Login.

- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

- (vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Attendance Slip indicated in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date recorded in your demat account or in the company records in order to login. If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- (viii) After entering these details appropriately, click on "SUBMIT" tab.

- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

- (xi) Click on the EVSN for the relevant 'Nila Infrastructures Ltd.' on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xvii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Shareholders can also use Mobile app - "m - Voting" for e voting . m - Voting app is available on Apple, Android and Windows based Mobile. Shareholders may log in to m - Voting using their e voting credentials to vote for the company resolution(s).
- (xix) Note for Non – Individual Shareholders and Custodians
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details, user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

- II. Further the members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.
- III. Further physical poll papers shall be made available at the meeting and the members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right at the meeting.
- IV. 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 20 September 2019.
- V. Any person, who acquires shares of the Company and becomes a member after dispatch of the notice and holding shares as on the cut-off date i.e. 20 September 2019, may obtain login ID and password by sending an email to secretarial@nilainfra.com. However, if a person is already registered with CDSL for remote e-voting then existing user ID and password can be used for casting the vote.
- VI. Mr. Umesh Ved of Umesh Ved & Associates, Practicing Company Secretary (Membership No. 4411) (Address: 304, Shoppers Plaza - V, Opp Municipal Market, C G Road, Navrangpura, Ahmedabad - 380009), has been appointed as the Scrutinizer to scrutinize the e-voting process and poll process during the annual general meeting in a fair and transparent manner.
- VII. The Scrutinizer shall immediately after the conclusion of the voting at the general meeting, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witness not in the employment of the Company and not later than 3 (three) days make a consolidated report on votes cast through remote e-voting and poll process at the meeting to the Chairman.
- VIII. The results declared along with the report of the Scrutinizer shall be placed on the website of the Company and on the website of the CDSL immediately after the result is declared by the Chairman.
12. The balance lying in the unpaid dividend account of the company in respect of dividend declared for the financial year 2011-12 will be transferred to the Investor Education and Protection Fund of the central government by 21 november 2019. Members who have not encashed their dividend warrants pertaining to the said year may approach to the company or its share transfer agent for obtaining payment thereof by 21 October, 2019.

All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours (09:30 am to 06:30 pm) on all working days, up to and including the date of the Annual General Meeting of the Company.

INFORMATION AS REQUIRED UNDER REGULATION 36(3) OF SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARD ON GENERAL MEETINGS (SS-2) IN RESPECT OF DIRECTORS SEEKING RE-APPOINTMENT / APPOINTMENT:

Particular	Kiran B. Vadodaria	Shyamal S. Joshi
	Reappointed upon Retiring by Rotation	Reappointed as Non Executive Independent Director
DIN	00092067	00005766
Date of Birth	18 August 1960	12 August 1949
Age	59	70
Nationality	Indian	Indian
Original Date of appointment on Board	30 July 2009	14 August 2010
Qualification	B.E. Mechanical	Chartered Accountant
Experience	More than 35 years	More than 43 years
Expertise in functional area	Business Management, Corporate Strategies, Networking, Fund Raising and General Corporate Affairs	Financial Planning, Funding, Taxation And Accounting
Last drawn remuneration	₹ 1 Lakh per month	Nil
Number of Board Meetings attended during 2018-19	4	4
Shareholding in the Company	38608100	Nil
Name of Directorship held in other Companies	Sambhaav Media Limited The Indian Newspaper Society	Shalby Limited CspgclAelParsa Collieries Limited Parsa Kente Collieries Limited Adani Wilmar Limited Adani Port Infrastructure Private Limited Vrundavan Shalby Hospitals Limited
Membership / Chairmanship of Committees of other public companies	Member of Stakeholder Relationship Committee of Sambhaav Media Ltd.	Member & Chairman of Stakeholder Relationship Committee of Shalby Limited; Member of Audit & Risk Management Committee of Shalby Limited; Member of Nomination & Remuneration Committee of Shalby Limited; Member of CSR Committee of Shalby Limited; Member of Audit Committee of Parsa Kente Collieries Limited
Relationship with other Board Members and KMPs	There is no inter se relationship with other Board Members and KMPs except Mr. Manoj B Vadodaria and Mr. Kiran B. Vadodaria are brothers.	There is no inter se relationship with other Board Members and KMPs
Terms and Conditions of appointment or re-appointment along with details of remuneration	Re-appointed upon retiring by rotation as Non Executive Director. He shall be paid commission of ₹ 1 Lakh p.a. subject to not exceeding 1% of net profit	Appointed for a period of 5 years w.e.f. 20 May, 2019 eligible for sitting fees only. The detailed terms are available at the website www.nilainfra.com

Explanatory Statement pursuant to the Section 102(1) of the Companies Act, 2013

Item No: 3

M/s Dalwadi & Associates, Cost Accountant (FRN: 000338) Ahmedabad has been appointed, on recommendation of the Audit Committee, as the Cost Auditor of the Company by the Board of Directors to conduct the cost audit of the cost records for the financial year ending on 31 March 2020.

In terms of the provisions of Section 148 (3) of the Companies Act, 2013 read with Companies (Audit and Auditor) Rules, 2014, the remuneration payable to the Cost Auditors recommended by the Audit Committee and approved by the Board of

Directors, has to be ratified by the members of the Company.

Accordingly, consent of the members is sought for passing Ordinary Resolution as set out in the Item No. 3 of the notice for ratification of the remuneration of the Cost Auditor for the financial year ending on 31 March 2020.

None of the Directors and Key Managerial Personnel of the Company and their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 3 of the Notice.

The Board accordingly recommends the Ordinary Resolution set out at Item No. 3 of the Notice for approval by the shareholders.

Item No 4:

Mr. Shyamal S. Joshi was appointed as an Independent Director of the Company at the Annual General Meeting held on 20 September 2014 for a period of 5 (five) years and the tenure expires on 19 September 2019. The Board of Directors; have based on the recommendation of the Nomination and Remuneration Committee and considering the skills, experience, knowledge and performance evaluation carried out considering his expertise contribution during his tenure, overall fitness, alert mind and good health; decided at their meeting held on 20 May 2019 to reappoint Mr. Shyamal S. Joshi as an Independent Directors for a further term of 5 (Five) years.

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

Mr. Shyamal S. Joshi may attain the age of 75 years during his second terms Brief Profile and other details of Mr. Shyamal S. Joshi forms part of the Annual Report. None of the Directors and/ or Key managerial Personnel of the Company or their relatives, except Mr. Shyamal S. Joshi (whose appointment is proposed in these resolution), is in any way concerned or interested, as set out in Item No. 4 of the Notice.

The Board accordingly recommends Special Resolution as set out in Item No. 4 of the Notice for approval by the Shareholders

Item No 5:

In terms of the newly inserted Regulation 17(6)(ca) of the SEBI (Listing Obligations and Disclosure Requirement) Regulations 2015 applicable w.e.f 01 April 2019; it is required to take approval of the shareholders by special resolution every year, in which the annual remuneration payable to a single non executive director exceeds fifty percent of the total annual remuneration payable to all non executive directors, giving details of the remuneration thereof.

As Mr. Kiran B. Vadodaria is the only non executive director who is being paid remuneration in the form of commission as approved at the 28th Annual General Meeting held on 29 September 2018; the Board of Directors thought it prudent to take approval of the shareholders for such payment to Mr. Kiran B. Vadodaria in terms of above referred regulation of SEBI.

Mr. Kiran B. Vadodaria is being paid ₹ 1 Lac per month in the form of commission provided the aggregate amount of such commission shall not exceed 1% of the yearly net profit calculated in terms of section 198 of the Companies Act, 2013. Other Non Executive Directors are paid sitting fees for attending the meetings of the Board of Director.

None of the Directors and/ or Key managerial Personnel of the Company or their relatives, except Mr. Kiran B. Vadodaria and Mr. Manoj B. Vadodaria (Brother), is in any way concerned or interested, as set out in Item No. 5 of the Notice.

Place: Ahmedabad

Date: 20 May 2019

Nila Infrastructures Ltd.

CIN: L45201GJ1990PLC013417

Registered Office: First Floor, "Sambhaav House", Opp. Chief Justice's Bungalow, Bodakdev, Ahmedabad – 380015, **Tel:** +91 79 4003 6817/18, **Fax:** +91 79 3012 6371

Email: secretarial@nilainfra.com; **Website:** www.nilainfra.com

The Board accordingly recommends Special Resolution as set out in Item No. 5 of the Notice for approval by the Shareholders

Item No 6:

The Company is undertaking various projects and business through its subsidiaries, associates and joint ventures and therefore has to extend financial support to these entities in the form of capital, loan, corporate guarantee and security for loan from time to time to ensure smooth business operations. Further the group in which the Company belongs has several other entities with common management persons with which the Company proposes to enter into financial transactions of loan, guarantee, security etc. to utilize synergy of operation and management, optimal utilization of financial resources and maximize profitability in the interest of the shareholders at large.

To enable these financial transactions, the shareholders had vide special resolution passed through postal ballot notice dated 13 February 2016, consented and authorised the Board of Directors to make investments / acquisitions / give loan(s) and / or guarantee(s) / provide any security(ies) etc., in excess of limits prescribed under Section 186 of the Companies Act, 2013 viz., 60% of the paid-up share capital, free reserves and securities premium of the Company or 100% of free reserves and securities premium of the Company, whichever is more or up to ₹ 300 crore, whichever is higher. The board of directors have been judicious in acting upon the delegations by the shareholders including limits and regularly monitoring the same through proper review mechanisms. However owing to certain restrictive provisions contained in section 185 of the Companies Act, 2013; the Company was unable to extend such financial assistances many a times to several such entities.

In view of the amendment notified effective 07 May 2018 replacing the provisions Section 185 of Companies Act, 2013, the Company with the approval of members by way of special resolution, would be in a position to extend such financial assistances by way of loan, guarantee, security etc. to other entities in the group.

The members may note that such financial assistances in the form of loan, guarantee, security etc. extended by the Company would be in accordance with other provisions of the Companies Act, 2013 and applicable SEBI laws for granting such loan, guarantee, security etc. and be carefully evaluated through deployment of funds out of internal resources / accruals and / or any other appropriate sources, from time to time, only for principal business activities of the entities of the group.

None of the Directors and/or Key Managerial Personnel of the Company or their relatives; except Mr. Kiran B. Vadodaria and Mr. Manoj B. Vadodaria- Directors and Mr. Prashant Sarkhedi – CFO, together with their relatives; is in any way concerned or interested, as set out in Item No. 6 of the Notice.

The Board accordingly recommends Special Resolution as set out in Item No. 6 of the Notice for approval by the Shareholders

By order of the Board of Directors

Dipen Y. Parikh
Company Secretary
Membership No. A24031

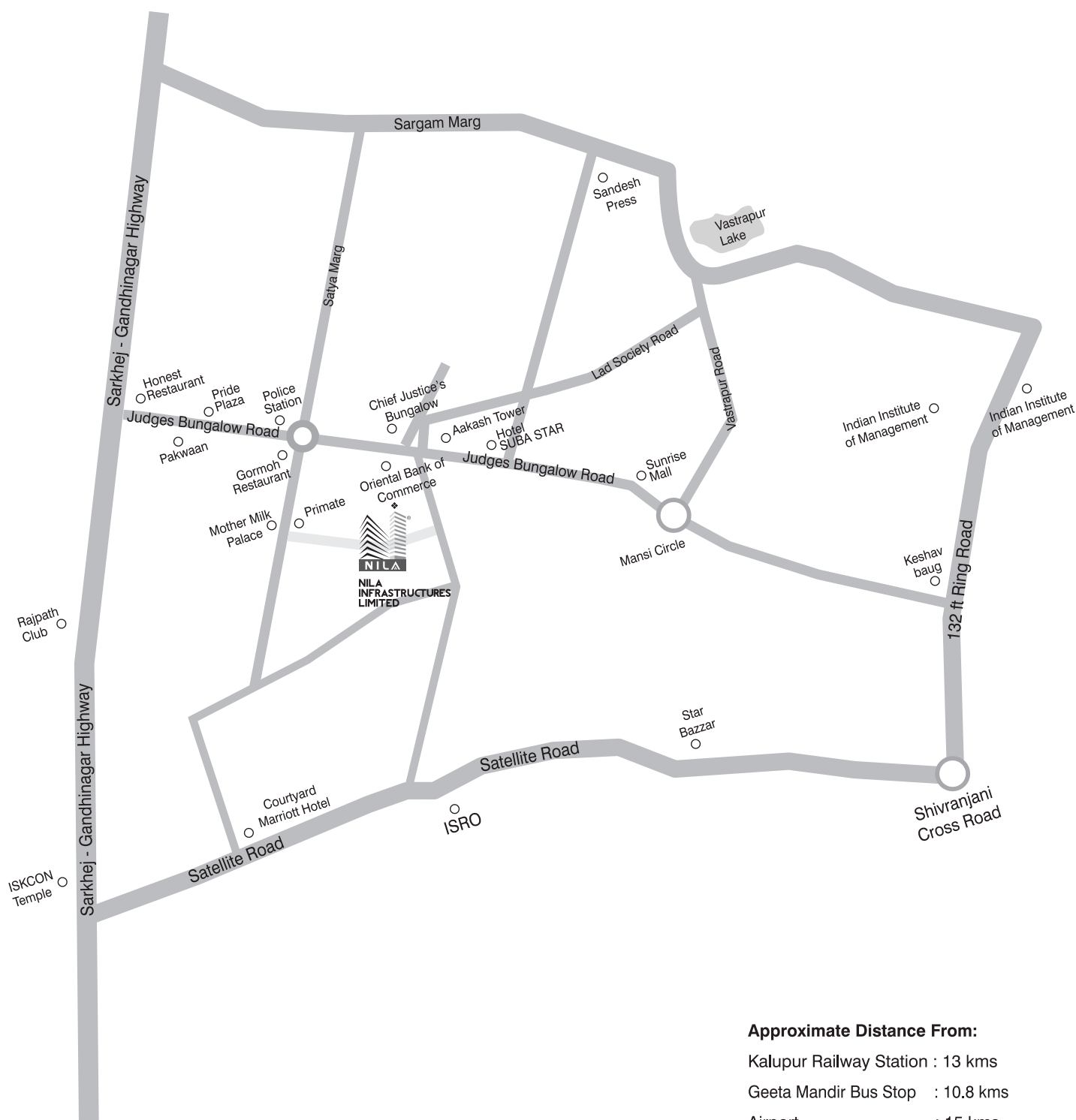
ROUTE MAP TO THE AGM VENUE

NILA INFRASTRUCTURES LIMITED

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

Day and Date of AGM : Friday, 27 September 2019

Time of AGM : 10:00 A.M.





**NILA
INFRASTRUCTURES
LIMITED**
2018-19

NILA INFRASTRUCTURES LIMITED

CIN: L45201GJ1990PLC013417

REGISTERED OFFICE: First Floor, "Sambhaav House", Opp. Chief Justice's Bungalow, Bodakdev, Ahmedabad- 380015. **Tel:** +91 79 40036817/18; **Fax:** +91 79 30126371

Email: secretarial@nilainfra.com **Website:** www.nilainfra.com

PROXY FORM

Form MGT-11

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

Name of Member:	
Registered Address:	
Email Id:	Folio No/DP ID/Client ID:

I/We, being the member(s) of 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 29th Annual General Meeting of the Company, to be held on the Friday, 27 September 2019 at 10:00 a.m. at registered office of the company situated at First 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:

Sr. No.	Brief Details of the Resolution	For	Against
Ordinary Business:			
(1)	Adoption of Annual Accounts as on 31 March 2019 (Ordinary Resolution)		
(2)	Re appointment of Mr. Kiran B. Vadodaria (DIN: 00092067) who retires by rotation (Ordinary Resolution)		
Special Business:			
(3)	To ratify the remuneration of Cost Auditor of the Company M/s Dalwadi & Associates (Ordinary Resolution)		
(4)	To re-appoint Mr. Shyamal S. Joshi (DIN: 00005766), as an Independent Director of the Company for further period of 5 years (Special Resolution)		
(5)	To approve remuneration of Mr. Kiran B. Vadodaria (DIN: 00092067), Non-Executive Director of the Company (Special Resolution).		
(6)	Loan, Guarantee, Security etc, under Section 185 of the Companies Act, 2013 (Special Resolution)		

Signed this _____ day of _____ 2019

Signature of Shareholder _____

Signature of first Proxy holder _____

Affix a
Revenue
Stamp of
₹ 1/-

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



**NILA
INFRASTRUCTURES
LIMITED**
2018-19

NILA INFRASTRUCTURES LIMITED

CIN: L45201GJ1990PLC013417

REGISTERED OFFICE: First Floor, "Sambhaav House", Opp. Chief Justice's Bungalow, Bodakdev, Ahmedabad- 380015. **Tel:** +91 79 40036817/18; **Fax:** +91 79 30126371

Email: secretarial@nilainfra.com **Website:** www.nilainfra.com

ATTENDANCE SLIP

I hereby record of my presence at the 29th Annual General Meeting of the Company held on Friday, 27 September 2019 at 10:00 a.m. at the Registered Office of the Company situated at First Floor, "Sambhaav House", Opp. Chief Justice's Bungalow, Bodakdev, Ahmedabad- 380015.

Folio No/DP ID/Client ID _____ No. of Shares held: _____

Full Name of the Shareholder/ Proxy:

Signature of Shareholder / Proxy

Note: Only Shareholder of the Company or their proxies will be allowed to attend the meeting.