

Notice

NOTICE IS HEREBY GIVEN THAT THE 26th ANNUAL GENERAL MEETING OF THE MEMBERS OF NILA INFRASTRUCTURES LIMITED WILL BE HELD ON SATURDAY; SEPTEMBER 10, 2016 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 TRANACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Standalone and Consolidated Audited Financial Statements of the Company for the financial year ended on March 31, 2016 and the Reports of the Board of Directors and the Auditors thereon.
2. To appoint a Director in place of Mr. Dilip D. Patel (DIN 01523277), who retires by rotation and being eligible, offers himself for reappointment.
3. To declare dividend on equity shares for the Financial Year ended on March 31, 2016.
4. To re-appoint the Auditors and to fix their remuneration and in this regard pass with or without modification(s), the following resolution as an Ordinary Resolution.

“RESOLVED THAT pursuant to the provisions of section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and rules made there under, M/s O P Bhandari & Co., Chartered Accountants, [FRN 112633W], be and are hereby reappointed as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of next Annual General Meeting, at a remuneration to be decided by the Board of Directors in consultation with the Audit Committee and the Auditors.”

SPECIAL BUSINESS:

5. **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 2016-17, amounting to ₹ 60,000 (Rupees Sixty Thousand Only) per annum be and is hereby ratified and confirmed”.

6. **To approve transaction(s) of capital contribution, loan, corporate guarantee, security etc. with M/s Romanovia Industrial Park Pvt. Ltd.**

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

“RESOLVED THAT pursuant to regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 and subject to Section 188 (1) (a) of the Companies Act, 2013 and Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014 and all other applicable provisions of the Act, the consent, permission and approval of the members of the Company be and is hereby accorded to the transaction(s) entered into and to be entered into for providing financial assistances in the form of capital contribution, loan, corporate guarantee and security etc. to M/s Romanovia Industrial Park Pvt. Ltd for an amount not exceeding ₹ 100 crore (Rupees One hundred crore only) in a Financial Year.”

“RESOLVED FURTHER THAT to give effect to this resolution the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds and things, as may be necessary to settle any question, difficulties, doubt, that may arise and to do all such acts, deeds, and things as may be necessary in its absolute discretion deem necessary, proper, desirable and to finalize such documents and writings related thereto.”

7. **To approve transaction(s) of capital contribution, loan, corporate guarantee, security etc. with M/s Sarathi Industrial Park Pvt. Ltd.**

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

“RESOLVED THAT pursuant to regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 and subject to Section 188 (1) (a) of the Companies Act, 2013 and Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014 and all other applicable provisions of the Act, the consent, permission and approval of the members of the Company be and is hereby accorded to transaction(s) entered into and to be entered into for providing financial assistances in the form of capital contribution, loan, corporate guarantee and security to M/s Sarathi Industrial Park Pvt. Ltd for an amount not exceeding ₹ 100 crore (Rupees One hundred crore only) in a Financial Year.”

“RESOLVED FURTHER THAT to give effect to this resolution the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds and things, as may be necessary to settle any question, difficulties, doubt, that may arise and to do all such acts, deeds, and things as may be necessary in its absolute discretion deem necessary, proper, desirable and to finalize such documents and writings related thereto.”

8. **To approve transaction(s) of capital contribution, loan, corporate guarantee, security etc. with M/s Kent Residential and Industrial Park LLP.**

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

"RESOLVED THAT pursuant to regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 and subject to Section 188 (1) (a) of the Companies Act, 2013 and Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014 and all other applicable provisions of the Act, the consent, permission and approval of the members of the Company be and is hereby accorded to transaction(s) entered into and to be entered into for providing financial assistances in the form of capital contribution, loan, corporate guarantee and security to M/s Kent Residential and Industrial Park LLP for an amount not exceeding ₹ 100 crore (Rupees One hundred crore only) in a Financial Year."

"RESOLVED FURTHER THAT to give effect to this resolution the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds and things, as may be necessary to settle any question, difficulties, doubt, that may arise and to do all such acts, deeds, and things as may be necessary in its absolute discretion deem necessary, proper, desirable and to finalize such documents and writings related thereto."

9. **Approval to construction contract / transaction(s) with M/s Romanovia Industrial Park Pvt. Ltd.**

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

"RESOLVED THAT pursuant to regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 and subject to Section 188 (1) (a) of the Companies Act, 2013 and Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014 and all other applicable provisions of the Act, the consent, permission and approval of the members of the Company be and is hereby accorded to the contract / transaction(s) to be entered into with M/s Romanovia Industrial Park Pvt. Ltd for construction and development of industrial and logistic parks, units, sheds, plots, residential colonies and allied infrastructure at various locations, provided the amount of these transaction(s) shall not exceed an amount of ₹ 100 crore (Rupees One hundred crore only) in a Financial Year."

"RESOLVED FURTHER THAT to give effect to this resolution the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds and things, as may be necessary to settle any question, difficulties, doubt, that may arise and to do all such acts, deeds, and things as may be necessary in its absolute discretion deem necessary, proper, desirable and to finalize such documents and writings related thereto."

10. **Approval to construction contract / transaction(s) with M/s Sarathi Industrial Park Pvt. Ltd.**

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

"RESOLVED THAT pursuant to regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements)

Regulations 2015 and subject to Section 188 (1) (a) of the Companies Act, 2013 and Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014 and all other applicable provisions of the Act, the consent, permission and approval of the members of the Company be and is hereby accorded to the contract / transaction(s) to be entered into with M/s Sarathi Industrial Park Pvt. Ltd for construction and development of industrial and logistic parks, units, sheds, plots, residential colonies and allied infrastructure at various locations, provided the amount of these transaction(s) shall not exceed an amount of ₹ 100 crore (Rupees One hundred crore only) in a Financial Year."

"RESOLVED FURTHER THAT to give effect to this resolution the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds and things, as may be necessary to settle any question, difficulties, doubt, that may arise and to do all such acts, deeds, and things as may be necessary in its absolute discretion deem necessary, proper, desirable and to finalize such documents and writings related thereto."

11. **Approval to construction contract / transaction(s) with M/s Kent Residential and Industrial Park LLP.**

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

"RESOLVED THAT pursuant to regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 and subject to Section 188 (1) (a) of the Companies Act, 2013 and Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014 and all other applicable provisions of the Act, the consent, permission and approval of the members of the Company be and is hereby accorded to the contract / transaction(s) to be entered into with M/s Kent Residential and Industrial Park LLP for construction and development of industrial and logistic parks, units, sheds, plots, residential colonies and allied infrastructure at various locations, provided the amount of these transaction(s) shall not exceed an amount of ₹ 100 crore (Rupees One hundred crore only) in a Financial Year."

"RESOLVED FURTHER THAT to give effect to this resolution the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds and things, as may be necessary to settle any question, difficulties, doubt, that may arise and to do all such acts, deeds, and things as may be necessary in its absolute discretion deem necessary, proper, desirable and to finalize such documents and writings related thereto."

12. **To approve transaction(s) of personal guarantee, security, collaterals etc. by the Directors and their relatives for the loan and borrowings of the Company.**

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

"RESOLVED THAT pursuant to regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 and subject to Section 188 (1) (a) of the Companies Act, 2013 and Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014 and all other applicable provisions of the Act, the consent, permission and approval of the members of the Company be and is hereby accorded to the transaction(s) entered into and to be entered into for providing personal guarantees, security, collaterals etc. by the Directors and their relatives to the Banks, Non Banking Finance Companies (NBFCs) and Financial Institutions for the loans and borrowings availed by the Company provided the value of such personal guarantees, security, collaterals etc. in a Financial Year shall not exceed the amount as enumerated herein below."

(₹in crore)

| SN | Name of Related Party | Maximum amount in a Financial Year |
|----|-----------------------|------------------------------------|
| 1 | Manoj B. Vadodaraia | 500 |
| 2 | Kiran B. Vadodaria | 500 |
| 3 | Shailesh B. Vadodaria | 100 |
| 4 | Nila M. Vadodaria | 100 |
| 5 | Alpa K. Vadodaria | 100 |

"RESOLVED FURTHER THAT to give effect to this resolution the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds and things, as may be necessary to settle any question, difficulties, doubt, that may arise and to do all such acts, deeds, and things as may be necessary in its absolute discretion deem necessary, proper, desirable and to finalize such documents and writings related thereto."

By order of the Board of Directors

Place: Ahmedabad
Date: May 26, 2016

Dipen Y. Parikh
Company Secretary

Nila Infrastructures Ltd.
CIN: L45201GJ19900LC013417
Reg. Off.: 1st Floor, Sambhaav House,
Opp. Chief Justice's Bungalow, Bodakdev,
Ahmedabad – 380015

IMPORTANT NOTES:

1. The register of members and the share transfer books of the Company will remain closed from September 03, 2016 to September 10, 2016 (both days inclusive) for the purpose of Annual General Meeting and determining the entitlement of the shareholders to the final dividend for the year ended on March 31, 2016.
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 MEETING IS ENTITLED TO APPOINT A PROXY/ PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF. SUCH A PROXY/ PROXIES NEED NOT BE A MEMBER OF THE COMPANY.

A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company. The instrument of Proxy in order to be effective, should be deposited at the registered office of the Company, duly completed and signed, not less than 48 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.
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/reappointment.
7. Route-map to the venue of the Meeting is provided at the end of this Notice.
8. Electronic copy of the Annual Report for the Financial Year 2015-16 and the Notice of the 26th Annual General Meeting of the Company interalia indicating the process and manner of remote 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 26th Annual General Meeting of the Company interalia indicating the process and manner of remote 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 26th Annual General Meeting and the Annual Report for the Financial Year 2015-16 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 designated email id for investors : secretarial@nilainfra.com.

10. 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 the Company is pleased to provide members facility to exercise their right to vote at the 26th Annual General Meeting by electronic means and the business may be transacted through remote e-Voting Services provided by National Securities Depository Limited (NSDL):

The instructions for remote 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 rssharma42@yahoo.co.in with a copy marked to evoting@nsdl.co.in
- B. In case a Member receives physical copy of the Notice of AGM [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 remote 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 remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
 - IV. You can also update your mobile number and email id in the user profile details of the folio which may be used for sending future communication(s).
 - V. The remote e-voting period commences on September 07, 2016 (9:00 am) and ends on September 09, 2016 (5:00 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 September 03, 2016 may cast their vote electronically. The e-voting module shall be disabled by NSDL for e-voting thereafter. Once the vote on a resolution is casted by the shareholder, the shareholder shall not be allowed to change it subsequently.
 - VI. 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.
 - VII. 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.
 - VIII. 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 September 03, 2016.
 - IX. 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. September 03, 2016, may obtain login ID and password by sending an email to evoting@nsdl.co.in. However, if a person is

already registered with NSDL for remote e-voting then existing user ID and password can be used for casting the vote.

11. Mr. R S Sharma, Practicing Company Secretary (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 remote e-voting process in a fair and transparent manner.
12. The Scrutinizer shall immediately after the conclusion of the voting at the Annual General Meeting, first count the votes 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.

13. 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 NSDL immediately after the result is declared by the Chairman.

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 (9.30 am to 6.30 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 EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS), REGULATIONS, 2015 IN RESPECT OF DIRECTORS SEEKING RE-APPOINTMENT/APPOINTMENT:

| | |
|---|---|
| Name of the Directors | Mr. Dilip D. Patel |
| Director Identification Number (DIN) | 01523277 |
| Date of Birth | June 23, 1946 |
| Nationality | Indian |
| Date of Appointment on Board | July 30, 2009 |
| Qualification | Post Graduate |
| Brief Resume of the Director | Mr. Dilip D. Patel possesses vast experience of management education, training and consultancy for more than 25 years. He is the founder faculty of S.P. Jain Institution of Management Research, Mumbai-one of the top 10 Business Schools in the country. He has consulted number of Indian and multinational companies and offered training to senior managers in leading companies. |
| Nature of his expertise in specific functional areas | He has expertise in business management, marketing, and corporate strategies |
| Other Listed entities in which the person also holds the Directorship | Sambhaav Media Limited |
| Other Listed entities in which the person also holds Membership/ Chairperson of Committees of the Board; | Member of Audit Committee and Nomination & Remuneration Committee of Sambhaav Media Ltd. |
| Shareholding in Nila Infrastructures Ltd. | Nil |
| There is no inter – se relationship between Mr. Dilip D Patel and other Members of Board of Directors of the Company. | |

EXPLANATORY STATEMENT PURSUANT TO THE SECTION 102(1) OF THE COMPANIES ACT, 2013

Item No:5

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 Director to conduct the cost audit of the cost records for the Financial Year ending on March 31, 2017.

In terms of the provisions of Section 148(3) of the Companies Act, 2013 read with Rule 14 of Companies (Audit and Auditors) 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. 5 of the notice for ratification of the remuneration of the Cost Auditor for the Financial Year ending on March 31, 2017.

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. 5 of the Notice.

The Board recommends the Ordinary Resolution set out at Item No.5 of the Notice for approval by the shareholders.

Item No 6, 7 and 8

The Company through its associate companies as well as joint ventures i.e M/s Romanovia Industrial Park Pvt. Ltd; M/s Sarathi Industrial Park Pvt. Ltd. and M/s Kent Residential and Industrial Park LLP, (Herein after collectively mentioned as "the JVs") is developing industrial and logistic parks, units, sheds, plots, residential colonies and allied infrastructure at various locations and is therefore required to provide financial assistances to the JVs by way of capital contribution, loan, corporate guarantees and security etc. from time to time.

The particulars of the arrangements in terms of Rule 15 (3) of Companies (Meetings of Board and Its Powers) Rules, 2014 are as under:

| Particular | Details | | |
|---|--|--|--|
| Name of the Related Party | Romanovia Industrial Park Pvt. Ltd. | Sarathi Industrial Park Pvt. Ltd. | Kent Residential and Industrial Park LLP |
| Name of the Director or Key Managerial Personnel who is related, if any; | None of the Directors and/or Key Managerial Personnel is related | None of the Directors and/or Key Managerial Personnel is related | None of the Directors and/or Key Managerial Personnel is related |
| Nature of Relationship | Associate Company | Associate Company | Joint Venture in the form of Limited Liability Partnership |

Nature, Material Terms, Monetary value, Duration and Particulars of the Arrangements:

| | |
|--|---|
| Nature | The transaction(s) pursuant to these arrangements shall be to provide financial assistances in the form of capital contribution, loan, corporate guarantees, and security etc. from time to time |
| Material Terms and particulars of the arrangement | The transaction(s) shall be entered into at arm's length basis on such terms as are prevailing in the industry |
| Monetary value | The value of such capital contribution, loan, guarantee, and security etc. shall not exceed ₹ 100 crore (Rupees One hundred crore only) in a Financial Year to M/s Romanovia Industrial Park Pvt. Ltd.; M/s Sarathi Industrial Park Pvt. Ltd.; and M/s Kent Residential and Industrial Park LLP each. |
| Duration | The arrangements are for a period of 5 (Five) years w.e.f the date of passing of this resolution. |

As the value of transaction(s), in a financial year, is likely to exceed the limit prescribed under Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015, the consent of the members is hereby sought by passing ordinary resolutions as set out in the Item No. 6, 7 and 8 of the Notice.

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 resolutions set out at Item No. 6, 7 and 8 of the Notice.

The Board recommends the Ordinary Resolutions set out at Item No. 6, 7 and 8 of the Notice for approval by the shareholders.

Item No 9, 10 and 11

The Company through its associate companies and joint ventures i.e M/s Romanovia Industrial Park Pvt. Ltd; M/s Sarathi Industrial Park Pvt. Ltd. and M/s Kent Residential and Industrial Park LLP, (Herein after collectively mentioned as "the JVs") is developing industrial and logistic parks, units, sheds, plots, residential colonies and allied infrastructure at various locations. Your Company is into the business of construction and development of projects for many years and has expertise to execute such projects. Considering the synergy of business, to achieve economies of scale, and maximize efficiency, it has been decided by the Board of Directors to enter into construction contracts / transaction(s) with each of the JVs to develop industrial and logistic parks, units, sheds, plots, residential colonies and allied infrastructure at various locations.

The particulars of the arrangements in terms of Rule 15 (3) of Companies (Meetings of Board and Its Powers) Rules, 2014 are as under:

| Particular | Details | | |
|---|--|--|--|
| Name of the Related Party | Romanovia Industrial Park Pvt. Ltd. | Sarathi Industrial Park Pvt. Ltd. | Kent Residential and Industrial Park LLP |
| Name of the Director or Key Managerial Personnel who is related, if any; | None of the Directors and/or Key Managerial Personnel is related | None of the Directors and/or Key Managerial Personnel is related | None of the Directors and/or Key Managerial Personnel is related |
| Nature of Relationship | Associate Company | Associate Company | Joint Venture in the form of Limited Liability Partnership |

| Particular | Details |
|--|--|
| Nature, Material Terms, Monetary value, Duration and Particulars of the Arrangements: | |
| Nature | The contracts / transaction(s) pursuant to these arrangements shall be for providing service by way of executing construction of projects. |
| Material Terms and particulars of the arrangement | The transaction(s) shall be entered into at arm's length basis on such terms as are prevailing in the industry. |
| Monetary value | The value of these transaction(s) shall not exceed ₹ 100 crore (Rupees One Hundred crore only) in a Financial Year with M/s Romanovia Industrial Park Pvt. Ltd.; M/s Sarathi Industrial Park Pvt. Ltd.; and M/s Kent Residential and Industrial Park LLP each. |
| Duration | The arrangements are for a period of 5 (Five) years w.e.f the date of passing of these resolutions. |

As the value of transaction(s), in a financial year, is likely to exceed the limit prescribed under Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015, the consent of the members is hereby sought by passing ordinary resolutions as set out in the Item No. 9, 10 and 11 of the Notice.

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 resolutions set out at Item No. 9, 10 and 11 of the Notice.

The Board recommends the Ordinary Resolutions set out at Item No. 9, 10 and 11 of the Notice for approval by the shareholders.

Item No 12

The Company from time to time, for the purpose of its business, borrows money from Banks, NBFCs and Financial Institutions. As a part of normal loan documentation these Banks, NBFCs and Financial Institutions insist for personal guarantees, security, collaterals etc. from Directors and their relatives. In order to facilitate easy and prompt borrowing and in the interest of the Company it has been decided to obtain permission of the shareholders for such transaction(s).

The particulars of the arrangement in terms of Rule 15 (3) of Companies (Meetings of Board and Its Powers) Rules, 2014 are as under:

| Particular | Details | | | | |
|---|---|---|---|---|---|
| Name of the Related Party | Manoj B. Vadodaria | Kiran B. Vadodaria | Shailesh B. Vadodaria | Nilu M. Vadodaria | Alpa K. Vadodaria |
| Name of the Director or Key Managerial Personnel who is related, if any; | Manoj B. Vadodaria; and Kiran B. Vadodaria |
| Nature of Relationship | Director | Director | Brother of Director | Wife of Director | Wife of Director |
| Monetary Value | Not exceeding ₹ 500 Crore in a Financial Year | Not exceeding ₹ 500 Crore in a Financial Year | Not exceeding ₹ 100 Crore in a Financial Year | Not exceeding ₹ 100 Crore in a Financial Year | Not exceeding ₹ 100 Crore in a Financial Year |

Nature, Material Terms, Duration and Particulars of the Arrangement:

| | |
|--|---|
| Nature | The transaction(s) pursuant to these arrangement shall be for providing service by way of personal guarantees, security, collaterals etc. by the Directors and their relatives for the loan and borrowing of the Company. |
| Material Terms and particulars of the arrangement | The transaction(s) shall be entered into at arm's length basis on such terms as are determined with lenders from time to time. |
| Duration | The arrangements are for a period of 5 (Five) years w.e.f the date of passing of these resolutions. |

As the value of transaction(s), in a financial year, is likely to exceed the limit prescribed under Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirement) Regulation, 2015, the consent of the members is hereby sought by passing ordinary resolutions as set out in the Item No. 12 of the Notice.

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. 12 of the Notice except Manoj B. Vadodaria, Kiran B. Vadodaria and their relatives.

The Board recommends the Ordinary Resolution set out at Item No.12 of the Notice for approval by the shareholders.

Route Map to the AGM Venue

NILA INFRASTRUCTURES LTD.

Venue of AGM : First Floor, "Sambhaav House", Opp. Chief Justice's Bungalow, Bodakdev, Ahmedabaad -380051

Day and Date of AGM : Saturday, September 10, 2016

Time of AGM : 10.00 AM




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 26th AGM of the Company, to be held on the Saturday, September 10, 2016 at 10:00 a.m. 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.

Resolution No:
Ordinary Business:

(1) Adoption of Annual Accounts as on March 31, 2016 (2) Re appointment of Mr. Dilip D Patel who retires by rotation (3) To declare dividend on equity shares for the financial year ended on March 31, 2016 (4) Appointment of M/s O.P. Bhandari & Co., Chartered Accountants, Ahmedabad as auditors of the Company and fixing their remuneration

Special Business

(5) To ratify the remuneration of Cost Auditor of the Company M/s Dalwadi & Associates (6) To approve transaction(s) of capital contribution, loan, corporate guarantee, security etc. with M/s Romanovia Industrial Park Pvt. Ltd. (7) To approve transaction(s) of capital contribution, loan, corporate guarantee, security etc. with M/s Sarathi Industrial Park Pvt. Ltd. (8) To approve transaction(s) of capital contribution, loan, corporate guarantee, security etc. with M/s Kent Residential and Industrial Park LLP (9) Approval to construction contract/transaction(s) with M/s Romanovia Industrial Park Pvt. Ltd. (10) Approval to construction contract/transaction(s) with M/s Sarathi Industrial Park Pvt. Ltd. (11) Approval to construction contract/transaction(s) with M/s Kent Residential and Industrial Park LLP. (12) To approve transaction(s) of personal guarantee, security, collaterals etc. by the Directors and their relatives for the loan and borrowings of the Company.

Signed this..... day of.....2016

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

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I hereby record of my presence at the **26th ANNUAL GENERAL MEETING** of the Company held on **September 10, 2016 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 No/DP ID/Client ID..... 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.