

NILA INFRASTRUCTURES LIMITED

CIN: L45201GJ1990PLC013417

Registered Office: First Floor, Sambhaav House,

Opp. Chief Justice's Bungalow, Bodakdev, Ahmedabad – 380015.

Tel.: 091 79 40036817/18, 26870258 | E-mail: secretarial@nilainfra.com | Website: www.nilainfra.com

NOTICE OF 30TH ANNUAL GENERAL MEETING (AGM) OF NILA INFRASTRUCTURES LIMITED

NOTICE IS HEREBY GIVEN THAT THE 30TH ANNUAL GENERAL MEETING OF THE MEMBERS OF NILA INFRASTRUCTURES LIMITED WILL BE HELD ON FRIDAY, 25 SEPTEMBER 2020 AT 11:00 AM THROUGH VIDEO CONFERENCING (VC)/ OTHER AUDIO VISUAL MEANS (OAVM) TO TRANACT THE FOLLOWING BUSINESSES:

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 2020 and the reports of the auditors and directors thereon.
2. To appoint a director in place of Mr. Dilip D. Patel (DIN:01523277), who retires by rotation pursuant to the provisions of Section 152 of the Companies Act, 2013 and being eligible, offers himself for re-appointment.
3. To ratify & appoint the Statutory Auditors and to determine 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(8), 142 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) and/or re-enactment(s) thereof, for the time being in force), the appointment of M/s MBD & Co LLP, Chartered Accountants, (FRN: 135129W/W100152), as the Statutory Auditors of the Company to fill the casual vacancy caused due to the resignation of M/s BSR & Associates LLP, Chartered Accountants, (FRN:- 116231W/ W100024), to hold office from August 14, 2020, till the conclusion of this 30th Annual General Meeting, at such remuneration as may be decided by the Board of Directors in consultation with Audit Committee and the said Auditors, be and is hereby approved, confirmed and ratified.”

“RESOLVED FURTHER THAT pursuant to the provisions of Sections 139, 142 of the Companies Act, 2013 (“Act”) and other applicable provisions, if any, read with Companies (Audit and Auditors) Rules, 2014 made there under and other applicable rules, if any, under the said Act (including any statutory modification(s) or re-enactment thereof for the time being in force), M/s MBD & Co LLP, Chartered Accountants, (FRN: 135129W/W100152) be and is hereby appointed as the Statutory Auditors of the Company from the conclusion of 30th Annual General Meeting till the conclusion of 35th Annual General Meeting on such remuneration as may be decided by the Board of Directors in consultation with Audit Committee and the said Auditors.”

SPECIAL BUSINESS:

4. 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 2020-21, amounting to ₹ 25,000/- (Rupees Twenty Five Thousand Only) per annum, plus out-of-pocket expenses actually incurred, be and is hereby ratified and confirmed”.

5. Approval to continuation of directorship of Mr. Dilip D. Patel (DIN: 01523277), Director in terms of Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:

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 152 and any other applicable provisions of the Companies Act, 2013 and rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, approval of the Members be and is hereby accorded to the continuation of directorship of Mr. Dilip D. Patel (DIN: 01523277), irrespective of the fact that he may attain the age of 75 (Seventy Five) years during his term of appointment, as an Non-Executive, Non-Independent Director' of the Company, liable to retire by rotation."

6. To re-appoint Ms. Foram B. Mehta (DIN: 07140346), 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, Ms. Foram B. Mehta (DIN: 07140346) whose first term as an Independent Director concluded on 27 March 2020 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 her 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. 27 March 2020, not liable to retire by rotation."

7. To approve remuneration to 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 Requirements) Regulations 2015 as amended read with the provisions of section 196, 197 and 198 (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 2020-21; 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."

Place: Ahmedabad

Date: 14 August 2020

By order of the Board of Directors

Nila Infrastructures Limited

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

Dipen Y. Parikh

Company Secretary

Membership No: A24031

IMPORTANT NOTES:

1. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020, physical attendance of the Members to the EGM/AGM venue is not required and AGM be held through VC or OAVM. Hence, Members can attend and participate in the ensuing AGM through VC/OAVM being provided by the Company.
2. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting.
3. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee, and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM.

For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting system as well as venue voting on the date of the AGM will be provided by NSDL.

6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.nilainfra.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.
7. The AGM shall be convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.
8. The register of members and the share transfer books of the Company will remain closed from 19 September 2020 to 25 September 2020 (both days inclusive) for the purpose of AGM for the year ended on 31 March 2020.
9. The e-voting period commences on Tuesday, 22 September 2020, (9:00 AM) and ends on Thursday, 24 September 2020 (5:00 PM). During this period, members holding shares either in physical or dematerialized form, as on cut-off date, i.e. as on 18 September 2020 may cast their votes electronically. The e-voting module will be disabled by NSDL for voting thereafter. A member will not be allowed to vote again on any resolution on which vote has already been cast. The voting rights of members shall be proportionate to their share of the paid-up equity share capital of the Company as on the cut-off date, i.e. as on 18 September 2020.
10. The facility for voting during the AGM will also be made available. Members present in the AGM through VC/OAVM and who have not cast their vote on the resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through the e-voting system during the AGM.

11. 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.
12. Shareholders seeking any information with regard to accounts and operations of the Company are requested to write to the Company on or before 18 September 2020 before the meeting so as to enable the management to keep the information ready.
13. SEBI has mandated the submission of the Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their depository participant(s). Members holding shares in physical form are required to submit their PAN details to the RTA.
14. **The Instructions For Members For Remote E-Voting Are As Under: -**

The remote e-voting period begins on Tuesday, 22 September 2020 at 09: 00 A.M. and ends on Thursday, 24 September 2020 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter.

How to do vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

a. How to Log-in to NSDL e-Voting website?

- Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
- Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholders’ section.
- A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

b. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

c. Your password details are given below:

- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.

- How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8-digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.
- If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - i. Click on "Forgot User Details/Password?"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - ii. Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - iii. If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
- Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
- After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
- Now, you will have to click on "Login" button. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

- After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
- After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
- Select "EVEN" of company for which you wish to cast your vote.
- Now you are ready for e-Voting as the Voting page opens.
- Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
- Upon confirmation, the message "Vote cast successfully" will be displayed.
- You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

15. General Guidelines for shareholders

- (i) 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. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to together.com with a copy marked to evoting@nsdl.co.in.
- (ii) It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/ Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
- (iii) 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 download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request to (Name of NSDL Official) at evoting@nsdl.co.in

16. Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

- (i) In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to secretarial@nilainfra.com.
- (ii) In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16-digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to secretarial@nilainfra.com.
- (iii) Alternatively member may send an e-mail request to evoting@nsdl.co.in for obtaining User ID and Password by proving the details mentioned in Point (i) or (ii) as the case may be.

17. THE INSTRUCTIONS FOR MEMBERS FOR E-VOTING ON THE DAY OF THE AGM ARE AS UNDER: -

- (i) The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
- (ii) Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
- (iii) Members who have voted through Remote e-Voting will be eligible to participate in the AGM. However, they will not be eligible to vote at the AGM.
- (iv) The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

18. INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

- (i) Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access the same at <https://www.evoting.nsdl.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush. Further members can also use the OTP based login for logging into the e-Voting system of NSDL.
- (ii) Members are encouraged to join the Meeting through Laptops for better experience.
- (iii) Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

- (iv) Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- (v) Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID/folio number, PAN, mobile number at secretarial@nilainfra.com from 01 September 2020 (9:00 a.m. IST) to 18 September 2020 (5:00 p.m. IST). Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.
- (vi) 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, if any. 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.
- (vii) 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.
- (viii) Details under Regulation 36(3) Of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 in respect of the Directors seeking appointment/re-appointment at the AGM, forms integral part of the notice. The Directors have furnished the requisite declarations for their appointment/re-appointment.
- (ix) Since the AGM will be held through VC/OAVM in accordance with the Circulars, the route map, proxy form and attendance slip are not attached to this Notice.
- (x) In compliance with the Circulars, the Annual Report 2019-20, the Notice of the 30th AGM, and instructions for e-voting are being sent only through electronic mode to those members whose email addresses are registered with the Company / depository participant(s).
- (xi) Members may also note that the Notice of the 30th AGM and the Annual Report for the financial year 2019-20 will also be available on the Company's website www.nilainfra.com, website of stock exchanges i.e. BSE Limited and National Stock Exchange of India Limited, at www.bseindia.com and www.nseindia.com respectively, for their downloading. For any communication, the shareholders may also send requests to the Company's investor email id: secretarial@nilainfra.com.

19. 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.

20. In terms of Section 72 of the Companies Act, 2013, nomination facility is available to individual shareholders holding shares in the physical mode. The shareholders who are desirous of availing this facility, may kindly write to Company's R & T Agent for nomination form by quoting their folio number.

21. The Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of Contracts or Arrangements in which the Directors are interested under Section 189 of the Companies Act, 2013 and all other documents referred to in the Notice will be available for inspection in electronic mode.

22. 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 18 September 2020.

23. Any person, who acquires shares of the Company and becomes a member after sending of the notice and holding shares as on the cut-off date i.e. 18 September 2020, may obtain login ID and password by sending an email to evoting@nsdl.co.in. However, if a person is already registered with NDSL for remote e-voting then he/she can use his/her existing user ID and password can be used for casting the vote.

24. 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 remote e-voting and process during the AGM in a fair and transparent manner.
25. The Scrutinizer will submit his report to the Chairman of the Company ('the Chairman') or to any other person authorized by the Chairman after the completion of the scrutiny of the e-voting (votes casted during the AGM and votes casted through remote e-voting), not later than 48 hours from the conclusion of the AGM. The result declared along with the Scrutinizer's report shall be communicated to the stock exchanges, NSDL, and RTA and will also be displayed on the Company's website at www.nilainfra.com.
26. The due date for transfer of unpaid dividend account of the Company; in respect of dividend declared for the financial year 2012-13; to the Investor Education and Protection Fund (IEPF) of the Central Government is 12 August 2020. The members who have not encashed their dividend warrants pertaining to the said year may approach the Company or its share transfer agent for obtaining payment thereof latest by 12 August 2020. Members are requested to note that dividends that are not claimed within seven years from the date of transfer to the Company's Unpaid Dividend Account, will be transferred to the Investor Education and Protection Fund (IEPF). Shares on which dividend has not been paid or claimed for seven consecutive years shall be transferred to the IEPF as per Section 124 of the Act, read with applicable IEPF rules.

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 AGM 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	Mr. Dilip D. Patel	Ms. Foram B. Mehta
	Reappointed upon Retiring by Rotation	Reappointed as Non-Executive Independent Director
DIN	01523277	07140346
Date of Birth	23 June 1946	05 November 1987
Age	74	33
Nationality	Indian	Indian
Original Date of appointment on Board	30 July 2009	28 March 2015
Qualification	Master Degree	B.E Chemical and MBA
Experience	More than 30 years	More than 10 years
Expertise in functional area	Strategic Management, Marketing, Planning, Corporate Planning and Affairs.	Communication, Media and Brand Building
Last drawn remuneration	Nil	Nil
Number of Board Meetings attended during 2019-20	3	3
Shareholding in the Company	Nil	Nil
Name of Directorship held in other Companies	Sambhaav Media Limited	Nil
Membership / Chairmanship of Committees of other public companies	Member of Audit Committee and Nomination & Remuneration Committee of Sambhaav Media Limited	Nil

Relationship with other Board Members and KMPs	There is no inter se relationship with other Board Members and KMPs	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-appointment upon retiring by rotation as Non-Executive Director.	Appointed for a period of 5 (five) years w.e.f 27 March 2020 eligible for sitting fees only. The detailed terms are available at the website of the Company at www.nilainfra.com

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

Item No: 3

The Statutory Auditors of the Company M/s. BSR & Associates LLP the (FRN:- 116231W/W100024) has tendered resignation for disagreement on audit fees for the remaining years of their term of appointment.

The Board of Directors of the Company at their meeting dated 14 August 2020, on recommendation of the Audit Committee, considered the appointment of M/s. MBD & Co LLP Chartered Accountants, (Firm Registration No. 135129W/W100152), as statutory auditors initially to fill the casual vacancy and thereafter for a term of 5 (Five) years, commencing from the conclusion of 30th Annual General Meeting till the conclusion of 35th AGM.

Based on the recommendation of the audit committee; the Board has also proposed fees payable to M/s. MBD & Co LLP at ₹ 7,00,000 (Rupees Seven Lakh Only) per annum payable in one or more installments plus GST as applicable, and reimbursement of out-of-pocket expenses actually incurred. The outgoing statutory auditors M/s BSR & Associates LLP were paid statutory audit fees of ₹ 16,00,000 (Rupees Sixteen Lac Only) plus GST as applicable and reimbursement of out of pocket expenses of ₹ 1,20,000 (Rupees One Lac Twenty Thousand Only) for the financial year 2019-20. The Company had proposed reduction in fees to the outgoing auditors considering the adverse impact on business operations of the company due to COVID19 pandemic and nationwide lock down, which the outgoing auditors did not agree. Considering the overall cost reduction plan of the Company because of adverse impact on the business due to the COVID19 and lockdown, the audit committee identified and recommended appointment of MBD & Co LLP at audit fees lower than what had been paid to the outgoing auditors.

The audit committee recommended the appointment of M/s MBD & Co LLP as the Statutory Auditors based on their credentials, experience, infrastructure, number of professionals, manpower usage of technology and overall capability to undertake the audit of the Company. M/s MBD & Co. LLP, Chartered Accountants was established in 2012, with the conceptualization of establishing a state-of-the-art and possesses all requisite credentials to undertake audit. It is a research based firm to cater different needs of business organization. The firm is being managed by three partners and supported by twelve qualified Chartered Accountants. The firm is registered with the Institute of Chartered Accountants of Indian (Firm Registration No. 135129W/W100152). Their core competence lies in the field of Audit, Advisory and Taxation.

M/s. MBD & Co LLP has consented to the aforesaid appointment, if made, would be within the limits specified under section 141(3) of the Act. They have further confirmed that they are not disqualified to be appointed as statutory auditors in terms of the provisions to section 139(1), section 141(2) and section 141(3) of the Act and the provisions of the Companies (audit and Auditors) Rules, 2014. They have also confirmed to have subjected to peer review process and hold a valid certificate issued by the peer review board of the Institute of Chartered Accountants of India.

The above may please be considered as disclosure made in terms of Regulation 36(5) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

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

The Board accordingly recommends Ordinary Resolution as set out in Item No. 3 of the Notice for approval by the Shareholders.

Item No.: 4

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 2021.

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. 4 of the notice for ratification of the remuneration of the Cost Auditor for the financial year ending on 31 March 2021.

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. 4 of the Notice.

The Board accordingly recommends the Ordinary Resolution set out at Item No. 4 of the Notice for approval by the shareholders.

Item No 5:

As per Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), with effect from April 1, 2019, no listed company shall appoint or continue the directorship of a Non-Executive Director who has attained the age of 75 (Seventy Five) years, unless a Special Resolution is passed to that effect and justification thereof is indicated in the explanatory statement annexed to the Notice for such appointment.

Mr. Dilip D Patel (DIN: 01523277) is a Non-Executive Director of the Company liable to retire by rotation. Mr. Dilip D Patel (DIN: 01523277) has been a Director of the Company since 30 July 2009. As Mr. Dilip D Patel (DIN: 01523277) shall attain the age of 75 years, during the current financial year, it is necessary to approve continuation of his directorship on the Board of Directors of the Company.

The Board of Directors of the Company based on the recommendation of the Nomination and Remuneration Committee and considering the skills, experience, knowledge, expertise, contribution during his tenure, overall fitness, alert mind, good health and based on overall performance evaluation; decided at their meeting held on 14 August 2020 to propose the continuation of directorship of Mr. Dilip D Patel (DIN: 01523277) as a "Non-Executive Director" of the Company.

Brief Profile and other details of Mr. Dilip D Patel (DIN: 01523277) forms part of the Annual Report.

The Members are, therefore, requested to grant their approval by way of passing a Special Resolution for the continuation of directorship of Mr. Dilip D Patel (DIN: 01523277) as an Non-Executive Director' of the Company, liable to retire by rotation.

None of the Directors and / or Key Managerial Personnel of the Company or their relatives, except Mr. Dilip D Patel (DIN: 01523277) (whose appointment is proposed in these resolution), is in any way concerned or interested, financially or otherwise, as set out in Item No. 5 of the Notice.

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

Item No 6:

Ms. Foram B. Mehta (DIN: 07140346) was appointed as an Independent Director on 28 March 2015 for a period of 5 (five) years and the tenure expired on 27 March 2020. The Board of Directors have therefore; based on the recommendation of the Nomination and Remuneration Committee and considering the skills, experience, knowledge and performance evaluation; decided to reappoint Ms. Foram B. Mehta (DIN: 07140346) as an Independent Director for the second term of 5 (Five) years w.e.f 27 March 2020.

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. Brief Profile and other details of Ms. Foram B. Mehta (DIN: 07140346) forms part of the Annual Report.

None of the Directors and / or Key Managerial Personnel of the Company or their relatives, except Ms. Foram B. Mehta (DIN: 07140346) (whose appointment is proposed in these resolution), is in any way concerned or interested, financially or otherwise, 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

Item No 7:

In terms of the Regulation 17(6) (ca) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 as applicable; 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 (DIN: 00092067) 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 (DIN: 00092067) in terms of above referred regulation of SEBI every year.

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 (DIN: 00092067) and Mr. Manoj B. Vadodaria (Brother), is in any way concerned or interested, financially or otherwise, as set out in Item No. 7 of the Notice.

The Board accordingly recommends Special Resolution as set out in Item No. 7 of the Notice for approval by the Shareholders

Place: Ahmedabad

Date: 14 August 2020

By order of the Board of Directors

Nila Infrastructures Limited

CIN: L45201GJ1990PLCO13417

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

Dipen Y. Parikh

Company Secretary

Membership No: A24031