



## NILA INFRASTRUCTURES LIMITED

CIN: L45201GJ1990PLC013417

**Registered Office:** First Floor, Sambhaav House; Opp: Chief Justice's Bungalow;  
Bodakdev, Ahmedabad- 380015 **Phone:** 079 40036817/18 | **Fax:** +91 79 30126371  
**Email:** [secretarial@nilainfra.com](mailto:secretarial@nilainfra.com) | **Website:** [www.nilainfra.com](http://www.nilainfra.com)

### NOTICE OF POSTAL BALLOT

*[Pursuant to Section 110 of the Companies Act, 2013, (the "Act") read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014]*

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Dear Members,

Notice is hereby given that pursuant to the provisions of Section 110 and all other applicable provisions, if any, of the Act, read together with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) ("Rules"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "SEBI Listing Regulations"), General Circular Nos. 14/2020 dated 8 April 2020, 17/2020 dated 13 April 2020, 20/2020 dated 5 May 2020, 22/2020 dated 15 June 2020, 33/2020 dated 28 September 2020, 39/2020 dated 31 December 2020, 10/2021 dated 23 June 2021, 20/2021 dated 8 December 2021, 3/2022 dated 5 May 2022 and 11/2022 dated 28 December 2022, 09/2023 dated 25 December 2023 and 09/2024 dated 19 September 2024 issued by the Ministry of Corporate Affairs, Government of India ('MCA Circulars'), Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India and any other applicable law, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the resolutions set out below are proposed to be passed as Ordinary and/or Special Resolutions by the Members of Nila Infrastructures Limited (the "Company") by means of Postal Ballot, only by way of remote e-voting ("e-voting") process.

The proposed resolutions and the Explanatory Statement pursuant to Section 102(1) of the Act, read with Rules framed thereunder; setting out the material facts concerning the resolutions mentioned in this Postal Ballot Notice ("Notice"), are annexed hereto.

In compliance with Regulation 44 of the SEBI Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the Rules framed thereunder and the MCA Circulars, the manner of voting on the proposed resolutions is restricted only to e-voting i.e. by casting votes electronically instead of submitting postal ballot forms. The instructions for e-voting are appended to this Notice. The Board of Directors of the Company has appointed Mr. Umesh Ved of M/s Umesh Ved & Associates, Practicing Company Secretary as the Scrutinizer for conducting the postal ballot process in a fair and transparent manner.

Members are requested to carefully read the instructions mentioned under the head 'Information and Instructions for e-voting' in this Notice and record their assent ("FOR") or dissent ("AGAINST") on the proposed resolutions through the e-voting process not later than 5:00 p.m. (IST) on **Tuesday, 11 March 2025** failing which it will be considered that no reply has been received from the Member.

The Company has engaged the services of National Securities Depository Limited (hereinafter referred to as “NSDL” or “Service Provider”) for facilitating e-voting to enable the Members to cast their votes electronically instead of dispatching postal ballot forms. In accordance with the MCA Circulars, the Company has made necessary arrangements with M/s. MCS Registrar & Share Transfer Agent, Registrar and Share Transfer Agent (“RTA”) to enable the Members to register their e-mail address. Those Members who have not yet registered their e-mail address are requested to register the same by following the procedure set out in this Notice. The postal ballot results will be submitted within 2 working days from conclusion of the e-voting period to the stock exchanges in accordance with the SEBI Listing Regulations.

The Scrutinizer will submit the results of the e-voting to the Chairman of the Company or any other authorized officer(s) of the Company after completion of the scrutiny of the e-voting. The results of the Postal Ballot along with the Scrutinizer's Report will also be displayed on the website of the Company at [www.nilainfra.com](http://www.nilainfra.com) under investor segment and will also be available on the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com) and on website of BSE Limited and National Stock Exchange of India Limited where the equity shares of the Company are listed. The proposed resolutions, if approved, will be taken as having duly passed on the last date specified for e-voting by the requisite majority of Members by means of Postal Ballot, i.e. **11 March 2025**.

## **SPECIAL BUSINESS**

### **1. To Approve Appointment of Ms. Dharini Shah (DIN: 08376690) as a Non-Executive Independent Director of the Company:**

*To consider and, if thought fit, to pass 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 provision of the Companies Act, 2013, 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. Dharini Shah** (DIN: 08376690), who was appointed as an Additional Director of the Company with effect from 04 February 2025, by the Board of Directors of the Company pursuant to Section 161(1) of the Companies Act, 2013, and the Articles of Association of the Company and in respect of whom, the Company has received a notice in writing under Section 160 of the Companies Act, 2013, from a member proposing his candidature for the office of Director; be and is hereby appointed as a Non-Executive Independent Director of the Company to hold office for a term of 5 (five) consecutive years w.e.f 04 February 2025 to 03 February 2030.

**RESOLVED FURTHER THAT** Ms. Dharini Shah (DIN: 08376690) shall be entitled to receive sitting fees for attending meetings of the Board of Directors and committees thereof and the term of appointment of Ms. Dharini Shah shall not be liable to retire by rotation in terms of section 152 of the Companies Act 2013.

**RESOLVED FURTHER THAT** the Board of Director of the Company including its Committees be and are hereby authorized to do all such acts, deeds, matters and things as may be necessary to give effect to this resolution.

## 2. To Approve Transactions with Related Parties for the Financial Year 2025-26:

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 Requirement) Regulation, 2015 (“SEBI Listing Regulations”) and subject to Section 188 of the Companies Act, 2013 and the Companies (Meetings of Board and its Powers) Rules, 2014 and all other applicable provisions of the Companies Act, 2013 as may be amended from time to time; the consent, permission and approval of the members of the Company be and is hereby accorded to the Board of Directors for entering into and / or carrying out and / or continue with existing contracts, arrangements, agreements, transaction(s) or as fresh and independent transaction(s) or otherwise (whether individually or series of transaction(s) taken together or otherwise) with the following related parties directly by the Company or through its subsidiaries, associates or JV entities; during the financial year starting from 01 April 2025 and ending on 31 March 2026 (“the year”) notwithstanding the fact that the aggregate value of all these transaction(s), may exceed the prescribed thresholds as per the provisions of the SEBI Listing Regulations and the provisions of the Companies Act 2013 as applicable from time to time.

SN	Name of Related Party	Nature of Relationship	Type of Transactions	Maximum value of transactions during the year (INR in Crore)
1	Romanovia Industrial Park Pvt. Ltd.  ("Romanovia")	Joint Venture Entity	1) To give/take/repayment of loan, security or guarantee for the loan and pay and/or receive interest thereon; 2) To provide and/or receive capital contribution, receive and/or give money towards allotment of equity shares, preference shares, debentures, bonds, or any other securities; 3) To give/receive any form of financial assistant of any nature and interest/dividend thereon; 4) To enter into construction or works contract/execution of construction and development of projects; 5) To undertake/execute sale and/or purchase of land and/or immovable properties; 6) To enter into transactions of renting/leasing of immovable properties; 7) Any other transfer of resources, services or obligations.	150

2	<p>Kent Residential and Industrial Park LLP.  ("Kent")</p>	Joint Venture Entity	<ol style="list-style-type: none"> <li>1) To give/take/repayment of loan, security or guarantee for the loan and pay and/or receive interest thereon;</li> <li>2) To provide and/or receive capital contribution, receive and/or give money towards allotment of equity shares, preference shares, debentures, bonds, or any other securities;</li> <li>3) To give/receive any form of financial assistant of any nature and interest/dividend thereon;</li> <li>4) To enter into construction or works contract/execution of construction and development of projects;</li> <li>5) To undertake/execute sale and/or purchase of land and/or immovable properties;</li> <li>6) To enter into transactions of renting/leasing of immovable properties;</li> <li>7) Any other transfer of resources, services or obligations.</li> </ol>	150
3	<p>Vyapnila Terminals (Modasa) Pvt. Ltd.  ("Vyapnila")</p>	Associate Company	<ol style="list-style-type: none"> <li>1) To give/take/repayment of loan, security or guarantee for the loan and pay and/or receive interest thereon;</li> <li>2) To provide and/or receive capital contribution, receive and/or give money towards allotment of equity shares, preference shares, debentures, bonds, or any other securities;</li> <li>3) To give/receive any form of financial assistant of any nature and interest/dividend thereon;</li> <li>4) To enter into construction or works contract/execution of construction and development of projects;</li> <li>5) To undertake/execute sale and/or purchase of land and/or immovable properties;</li> <li>6) To enter into transactions of renting/leasing of immovable properties;</li> <li>7) Any other transfer of resources, services or obligations.</li> </ol>	100

4	Nila Spaces Ltd.  ("NSL")	Common promoter shareholders holding more than 2% voting power in both the Companies and have significant influence over the entities.	<ol style="list-style-type: none"> <li>1) To give/take/repayment of loan, security or guarantee for the loan and pay and/or receive interest thereon;</li> <li>2) To provide and/or receive capital contribution, receive and/or give money towards allotment of equity shares, preference shares, debentures, bonds, or any other securities;</li> <li>3) To give/receive any form of financial assistant of any nature and interest/dividend thereon;</li> <li>4) To enter into construction or works contract/execution of construction and development of projects;</li> <li>5) To undertake/execute sale and/or purchase of land and/or immovable properties;</li> <li>6) To enter into transactions of renting/leasing of immovable properties;</li> <li>7) Any other transfer of resources, services or obligations.</li> </ol>	150
5	Manoj B. Vadodaria	Managing Director and Promoter of the Company	<ol style="list-style-type: none"> <li>1) To undertake/execute sale and/or purchase of land/development rights and/or immovable properties;</li> <li>2) To enter into transactions of construction and developments of properties;</li> <li>3) To enter into transactions of renting/leasing of immovable properties;</li> </ol>	75
6	Kiran B. Vadodaria	Promoter of the Company	<ol style="list-style-type: none"> <li>1) To undertake/execute sale and/or purchase of land/development rights and/or immovable properties;</li> <li>2) To enter into transactions of construction and developments of properties;</li> <li>3) To enter into transactions of renting/leasing of immovable properties;</li> </ol>	75

**RESOLVED FURTHER THAT** the members of the Company do hereby further accord its approval to the Board of Directors to do all such acts, deeds and things as may be deemed necessary, expedient and incidental thereto, including but not limited, to execute any contract,

agreement, deed, arrangement etc. and to delegate all or any of its powers herein conferred to any committee of Director(s) and/or Officer(s) of the Company to give effect to this resolution.

**3. To Approve Transaction(s) of Personal Guarantee, Security, Collaterals etc. by the Promoter & Promoter Group 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) already entered into and to be entered into for continuing / providing personal guarantees, security, collaterals etc. by the promoter and promoter group to the Banks, Non-Banking Finance Companies (NBFCs) and Financial Institutions for the loans and borrowings availed by the Company provided the amount of such personal guarantees, security, collaterals etc. to be executed during the financial year starting from 01 April 2025 and ending on 31 March 2026 **shall not exceed INR 150 Crore.**

**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.

**Date:** 03 February 2025

**Place:** Ahmedabad

**Nila Infrastructures Limited**

**CIN:** L45201GJ1990PLC013417

**Registered Office:** First Floor

Sambhaav House;

Opp: Chief Justice's Bungalow;

Bodakdev, Ahmedabad- 380015

**Phone:** 079 40036817/18; Fax: +91 79 30126371

**Email:** [secretarial@nilainfra.com](mailto:secretarial@nilainfra.com)

**Website:** [www.nilainfra.com](http://www.nilainfra.com)

For, Nila Infrastructures Limited

**By the Order of the Board of Directors**

Dipen Y Parikh

Company Secretary

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### INSTRUCTIONS FOR REMOTE E-VOTING

1. Remote e-voting will commence at 9.00 a.m. on **Monday, 10 February 2025** and will end at 5.00 p.m. on **Tuesday, 11 March 2025**, when remote e-voting will be blocked by NSDL.
2. In accordance with the MCA Circulars and the SEBI Listing Regulations, the Company is sending the Notice in electronic form only by e-mail to all Members, whose names appear in

the Register of Members / Register of Beneficial Owners maintained by the Depositories viz., National Securities Depository Limited (the “NSDL”) and Central Depository Services (India) Limited (the “CDSL”) as on **Friday, 31 January 2025** (the “Cut-Off Date”) and who have registered their e-mail addresses, in respect of electronic holdings, with the Depository through the concerned Depository Participants and in respect of physical holdings, with the Registrar and Share Transfer Agent of the Company, M/s. **MCS Share Transfer Agent Limited** (the “RTA”), in accordance with the provisions of the Act read with the rules framed thereunder and the framework provided under the MCA circulars. Cut-Off Date is for determining the eligibility to vote by electronic means. A person who is not a member as on the Cut-Off Date or who becomes a member of the Company after the Cut-Off Date should treat this Notice for information purposes only.





3. In accordance with the MCA Circulars, the Notice is being sent in electronic form only. The hard copy of the Notice along with the Postal Ballot forms and pre-paid business envelope will not be sent to the Members for the Postal Ballot. Accordingly, the communication of the assent or dissent of the Members would take place through the e-voting system only.
4. In compliance with the provisions of Section 108 and 110 of the Act read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the SEBI Listing Regulations and Secretarial Standard (SS)- 2 issued by the Institute of Company Secretaries of India on General Meeting, the Company is offering e-voting facility to enable the Members to cast their votes electronically. The instructions for e-voting are provided as part of this Notice.
5. Voting rights will be reckoned on the paid-up value of shares registered in the names of the Members on **Friday, 31 January 2025 (cut-off date)**. Only those Members whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date will be entitled to cast their votes.
6. All the documents referred to in the explanatory statement will be available for inspection electronically until the last date for receipt of votes through the e-voting process. Members seeking to inspect such documents can send an email to [secretarial@nilainfra.com](mailto:secretarial@nilainfra.com).

### **Step 1: Access to NSDL e-Voting system**

#### **A) Login method for e-Voting for Individual shareholders holding securities in demat mode**

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
<p>Individual Shareholders holding securities in demat mode with NSDL.</p>	<ol style="list-style-type: none"> <li>1. Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDeAS</b>’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>2. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> 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 ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>4. Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol> <p style="text-align: center;"><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: center; gap: 20px;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: center; gap: 50px; margin-top: 10px;">   </div>



<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> <li>1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</li> <li>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p>

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.**

Login type	Helpdesk details
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Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at 022-48867000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800-21-0991

**B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

**How to Log-in to NSDL e-Voting website?**

1. 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.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP 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.*
4. 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***

5. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) 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.
- c) 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**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
  - a) 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](http://www.evoting.nsdl.com).
  - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. 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?**

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.

4. 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.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

#### **General Guidelines for shareholders**

1. 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 [umesh@umeshvedcs.com](mailto:umesh@umeshvedcs.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "**e-Voting**" tab in their login.
2. 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](http://www.evoting.nsdl.com) to reset the password.
3. 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](http://www.evoting.nsdl.com) or call on 022-48867000 or send a request to Pallavi Mahtre at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

#### **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:**

1. 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](mailto:secretarial@nilainfra.com)
2. 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](mailto:secretarial@nilainfra.com) . If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode.**
3. Alternatively, shareholder/members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.

4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

**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:**

<b>Name of Directors and Other Particulars</b>	<b>Name: Ms. Dharini Shah</b> <i>Appointment as Non-Executive Independent Director</i>
DIN	08376690
Date of Birth	24 August 1996
Age	28 Years
Nationality	Indian
Original Date of appointment	w.e.f 04 February 2025
Qualification	MSC in Strategic Management
Experience	More than 5 years
Brief Resume	Refer explanatory statement Item no.1
Skills and capabilities required for the role and manner in which the appointee meets such requirements	The core skills / competencies required for the Directors in the context of Company's business as identified by the Board of Directors of the Company includes strategic management, planning, marketing, communication, PR, media, and brand and concept building.
Expertise in functional area	strategic management, brand consultancy, marketing management, communication & media, brand and concept building.
Last drawn remuneration	Nil
Terms and Conditions of appointment or re-appointment	Ms. Dharini Shah is appointed as a Non-Executive Independent Director, not liable to retire by rotation and shall be paid sitting fees for attending the meetings as per the policy.
Relationship with other Board Members & KMP	There is no inter se relationship between Ms. Dharini Shah and other members of the board of directors of the Company.
Number of Board Meetings attended during 2024-2025	NA
Shareholding in the Company	Nil
Name of Directorship held in other Companies	Studio Creatoons LLP
Membership / Chairmanship of Committees of other public companies	Nil

## **STATEMENT SETTING OUT THE MATERIAL FACTS CONCERNING ITEMS OF SPECIAL BUSINESS:**

*In terms of the provisions of Section 102 of the Companies Act, 2013, Secretarial Standard on General Meetings (SS-2) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the following statement sets out the material facts relating to item nos. 1 to 3 of this postal ballot notice:*

### **ITEM NO 1:**

Upon recommendation received from the Nomination & Remuneration Committee; the Board of Directors have decided to appoint **Ms. Dharini Shah** (DIN: 08376690) as Non-Executive Independent Director for period of 5 years *w.e.f.* 04 February 2025 to 03 February 2030, not liable to retire by rotation. The Board of Directors based on the recommendation of the Nomination & Remuneration Committee; considered educational qualifications, career background, subject expertise, and industry experience of Ms. Dharini Shah (DIN: 08376690). Having considered various criterion for evaluation, the Board formed an opinion that the association of Ms. Dharini Shah (DIN: 08376690) with the Company as an Independent Director would be beneficial and in the best interest of the Company.

Ms. Dharini Shah (DIN: 08376690) has done MSC in Strategic Management from Christ University and possesses specialization and expertise in the areas of strategic management, marketing management, brand building, and general business management. She brings with robust academic background and proven leadership experience across diverse industries. She is well equipped to contribute meaningfully to the board's strategic and governance objectives.

As informed Ms. Dharini Shah (DIN: 08376690) does not hold any equity shares of the Company. Ms. Dharini Shah (DIN: 08376690) does not have Directorship at any other listed company nor has membership or chairmanship of Committees. Ms. Dharini Shah (DIN: 08376690) is not related to the other members of the Board in any manner.

The necessary information/disclosure in compliance with Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard (SS-2) along with brief profile of Ms. Dharini Shah is provided herein above in this notice.

Ms. Dharini Shah (DIN: 08376690) has given a declaration to the Board that she meets the criteria of independence as provided under Section 149(6) of the Companies Act 2013 and SEBI Listing Regulations. In the opinion of the Board, Ms. Dharini Shah (DIN: 08376690) has fulfilled the conditions specified in the Act, the Rules framed thereunder and Listing regulations for appointment as an Independent Director and is independent of the management. Copy of the letter of appointment of Ms. Dharini Shah, setting out the terms and conditions of appointment is available for inspection by members at the Registered Office of the Company and made available at the website of the Company at [www.nilainfra.com](http://www.nilainfra.com).

None of the Directors and / or Key Managerial Personnel of the Company or their relatives, except Ms. Dharini Shah (DIN: 08376690) (whose appointment is proposed in these resolution), is in any way concerned or interested, financially or otherwise, as set out in Item No. 1 of the Notice.

The resolution is proposed in terms of the requirement of clause 17(1c) of SEBI LODR Regulations as amended from time to time.

The Board accordingly recommends **Special Resolution** as set out in Item No. 1 of the notice for approval by the Shareholders.

## **ITEM NO 2:**

The provisions of the SEBI Listing Regulations, as amended by the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Sixth Amendment) Regulations, 2021, effective April 1, 2022, mandates prior approval of shareholders of a listed entity by means of an ordinary resolution for all material related party transactions, even if such transactions are in the ordinary course of business of the concerned company and at an arm's length basis. Effective from April 1, 2022, a transaction with a related party shall be considered as material if the transaction(s) to be entered into, either individually or taken together with previous transactions during a financial year, whether directly and/or through its subsidiary(ies), exceed(s) INR1,000 Crore, or 10% of the annual consolidated turnover as per the last audited financial statements of the listed entity, whichever is lower. Further, in accordance with the said regulation, a related party transaction that has been approved by the audit committee of the listed entity prior to April 1, 2022 which continues beyond such date and becomes material as per the revised materiality threshold shall be placed before the shareholders in the first general meeting held after April 1, 2022.

### *Justification as to why the RPT is in the interest of the Company.*

The Company through its associate companies, as well as joint ventures i.e M/s Romanovia Industrial Park Pvt. Ltd; M/s Kent Residential & Industrial Park LLP, (Herein after collectively mentioned as "the JV Entities") is developing industrial & logistic parks, units, sheds, plots, residential colonies and allied infrastructure at various locations and is therefore required to provide financial assistances to these JV Entities by way of capital contribution, loan, corporate guarantees and security etc. from time to time. The Company also envisages transactions of sale and purchase of land, immovable properties, execution of construction and development work with the JV entities in ordinary course of business. With respect to prospective transactions with M/s Vyapnita Terminals (Modasa) Private Limited; it may be noted that this is an associate company of your Company incorporated as a special purpose vehicle to execute a project of redevelopment of bus terminal at Modasa – Gujarat tendered by Gujarat State Road Transport Corporate. The Company envisages transactions of capital contribution, loan, corporate guarantee, construction work etc. with Vyapnita Terminals (Modasa) Pvt. Ltd. to facilitate smooth functioning of ordinary course of business.

With respect to the transactions with M/s Nila Spaces Ltd (NSL), it may please be noted that pursuant to a scheme of arrangement under section 230-232 of the Companies Act, 2013 the real estate undertaking of the Company was transferred to NSL. One of the rational of demerger of the real estate undertaking of the Company was to leverage skills, resources, and experience; obtain synergy of operations and ease of decision making by the respective companies. NSL engaged in the business of real estate activities as its ordinary course of business and your Company possesses the long experience of execution of real estate projects, constructions, land acquisition and development processes. Therefore, it is thought prudent by the Board of Directors of the Company to share synergy of operations in the interest of the shareholders of both the

Companies. To facilitate the easy and smooth acquisition & sale of land; avoid delay in execution of projects, and to share financial resources for effective utilization of funds; it is proposed to enter into various transaction(s) between the Company and NSL.

With respect to the prospective transactions with Mr. Manoj B. Vadodaria and Mr. Kiran B. Vadodaria; it may be noted that the Company is engaged in the business of development and construction of real estate and infrastructure projects for which non-agricultural land is required from time to time. To facilitate the easy acquisition of the required land and to avoid delay in execution of projects, it is proposed to enter into transactions of land, immovable properties and development rights, construction and development of properties with Mr. Manoj B. Vadodaria and Mr. Kiran B. Vadodaria who are into the business of real estate and construction for long.

The Company proposes to enter into transactions with the related parties as enumerated in the resolution no 2 either directly or through its subsidiaries, associates or JV entities. The proposed transactions are in the interest of the Company considering above business synergies and competencies of the related parties.

**Information required under regulation 23 of the SEBI Listing Regulations read with SEBI Circular dated 22<sup>nd</sup> November 2021 and the particulars in terms of Rule 15 (3) of Companies (Meetings of Boards and Its Powers) Rules, 2014, for these arrangements/ contracts/transactions etc. are furnished herein under:**

Particular	Details					
	Romanov a	Kent	NSL	Vyapnila	Manoj Vadodaria	Kiran Vadodaria
<b>Name of the Related Party</b>						
<b>Name of the Director or key managerial personnel who is related, if any;</b>	Mr. Deep Vadodaria	Mr. Deep Vodadaria	Mr. Deep Vodadaria and Mr. Manoj Vadodaria	Ms. Deep Vadodaria	Mr. Manoj Vadodaria & Mr. Deep Vadodaria	Mr. Manoj Vadodaria & Mr. Deep Vadodaria
<b>Nature of Relationship</b>	Joint Venture Entity	Joint Venture Entity	Common promoter shareholders holding more than 2% voting power in both the Companies and have significant influence over the entities.	Associate Company	Director and Promoter	Promoter
<b>Nature/Type, Material Terms, Monetary Value and Duration and Particulars of the Arrangement:</b>						



<b>Nature/Type of Transactions</b>	<ol style="list-style-type: none"> <li>1) To give/take/repayment of loan, security or guarantee for the loan and pay and/or receive interest thereon;</li> <li>2) To provide and/or receive capital contribution, receive and/or give money towards allotment of equity shares, preference shares, debentures, bonds, or any other securities;</li> <li>3) To give/receive any form of financial assistant of any nature and interest/dividend thereon;</li> <li>4) To enter into construction or works contract/execution of construction and development of projects;</li> <li>5) To undertake/execute sale and/or purchase of land and/or immovable properties;</li> <li>6) To enter into transactions of renting/leasing of immovable properties;</li> <li>7) Any other transfer of resources, services or obligations.</li> </ol>	<ol style="list-style-type: none"> <li>1) To undertake/execute sale and/or purchase of land/development rights and/or immovable properties;</li> <li>2) To enter into transactions of construction and developments of properties;</li> <li>3) To enter into transactions of renting/leasing of immovable properties;</li> </ol>
<b>Material Terms and particulars of the arrangement/Transactions</b>	Material terms and conditions are based on the contract(s)/arrangement(s) which <i>inter alia</i> include the rates which are based on prevailing market prices, commercial terms and valuations based on the valuation reports, if any, as on the date of entering into the contract(s)/arrangement(s). The commercial terms shall be based on prevailing industry practices.	
<b>Value of the proposed transaction(s) and % of company's audited consolidate turnover of INR198.19 Crore of FY2023-24</b>	Refer Note 1	
<b>Duration/tenure of the proposed transaction</b>	During the financial year 2025-26	
<b>If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary:</b>	Refer Note 2	
<b>Justification as to why the RPT is in the interest of the Company.</b>	As mentioned herein above.	
<b>Copy of the valuation or other external party report, if any such</b>	Not Applicable	

report has been relied upon.	
Any other information relevant or important for the members to take a decision on the proposed transaction.	NIL

**Note 1:** Value of the proposed transaction and % of company's audited consolidated turnover of FY2023-24.

Particular	Details					
	Romanovia	Kent	Vyapnila	NSL	Manoj Vadodaria	Kiran Vadodaria
<b>Name of the Related Party</b>						
<b>Value of the Proposed Transactions (INR in Crores)</b>	150	150	100	150	75	75
<b>Value of RPT as % of Company's audited consolidated annual turnover of INR198.19 Crores for the financial year 2023-2024.</b>	75.46	75.46	50.33	75.46	37.73	37.73

**Note 2:** Particulars if the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary:

Particular				
Name of the Related Party	Romanovia	Kent	Vyapnila	NSL

<b>Details of financial indebtedness Incurred</b>	None
<b>Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security</b>	The Company belongs to the business of infrastructural development and falls under group of companies with common promoter and synergy of businesses. The Company extends financial assistance to various entities of the Group, including to its JV entities, on need basis, in form of corporate guarantee / inter corporate deposits/ loans/ advances etc. In a similar manner, the Company may also seek financial assistance from other entities of the Group for business purposes. The financial assistance would be unsecured with repayment as may be determined in the respective loan agreement. The financial assistance will carry interest at appropriate market rate prevailing at the time of disbursement and may vary depending upon the credit profile of the borrowing entity(ies). All such transactions are in accordance with the appropriate loan / advances agreement as per prevailing market norms.
<b>The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the related party transaction</b>	The financial assistance would be utilized by the borrowing entity(ies) for its business purposes including expansion, working capital requirements and other business purposes.

The approval of the members of the Company for the above referred transaction(s) is omnibus and is being sought with a view to avoid business exigencies and to facilitate smooth operations in the interest of the Company. The value of the actual transaction(s) may be substantially lesser than the approved amounts of transaction(s).

None of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the Resolution, except Mr. Manoj Vadodaria and Mr. Deep Vadodaria by virtue of their position as disclosed herein above in this explanatory statement of Item No 02.

The Board of Directors therefore recommends passing of Item No. 02, as **Ordinary Resolution**, of the accompanying notice for the approval of members. The audit committee and the Board of Directors, as may be applicable, have accorded their consent to the above referred arrangements/ contracts/ agreements/ transactions at their respective meetings.

*In accordance with the provisions of Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations (LODR) 2015, the Item No 2 being for approval of related party transactions, all related parties, including the above, shall not vote to approve the resolution.*

### Item No 3

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 banking documentation these Banks, NBFCs and Financial Institutions insist for personal guarantees, security, collaterals etc. from the promoters and promoter group. In order to facilitate easy and prompt borrowings and in the interest of the Company it has been decided to obtain permission of the shareholders for such transaction(s).

**Information required under regulation 23 of the SEBI Listing Regulations read with SEBI Circular dated 22<sup>nd</sup> November 2021 and the particulars in terms of Rule 15 (3) of Companies (Meetings of Boards and Its Powers) Rules, 2014, for these arrangements/ contracts/transactions etc. are furnished herein under:**

<b>Particular</b>	<b>Details</b>
<b>Name of the Related Party</b>	Persons belonging to the Promoter & Promoter Group of the Company
<b>Name of the Director or key managerial personnel who is related, if any;</b>	Mr. Manoj B. Vadodaria Mr. Deep S. Vadodaria
<b>Nature of Relationship</b>	Promoter & Promoter Group of the Company
<b>Monetary Value and Value of RPT as a % of the Company's audited annual consolidated turnover of INR 198.19 Crore of FY2023-24</b>	The amount during FY 2025-26 shall not exceed INR150 Crore.
<b>Nature, Material Terms, and Duration and Particulars of the Arrangement:</b>	
<b>Nature</b>	The transaction(s) pursuant to these arrangements shall be for providing service by way of personal guarantees, security, collaterals etc. by the Promoters & Promoter Group for the loan and borrowing of the Company.
<b>Material Terms and</b>	The transaction(s) shall be entered into at arm's length basis on such terms as are determined with lenders from time to time as per prevailing industry practices.

<b>particulars of the arrangement</b>	
<b>Tenure / Duration</b>	Financial Year 2025-26
<b>If the transactions relate to any loans, intercorporate deposits, advances or investments made or given by the listed entity or its subsidiary</b>	Not Applicable
<b>Justification as to why RPT is in the interest of the Company.</b>	The transaction(s) pursuant to these arrangements shall be for providing service by way of personal guarantees, security, collaterals etc. by the Promoters & Promoter Group for the loan and borrowings of the Company. The transactions shall be pursuant to the terms of the lender banks and financial institutions to facilitate easy borrowing for the business of the Company.
<b>Copy of the valuation or other external party report, if any such report has been relied upon</b>	Not Applicable
<b>Any other information relevant or important for the members to take a decision on the proposed transaction.</b>	Not Applicable

The approval of the members of the Company for the above referred transactions is omnibus and is being sought with a view to avoid business exigencies and to facilitate smooth borrowing transactions in the interest of the Company. The value of the actual transactions may be substantially lesser than the approved transactions. No fees or commission shall be paid by the Company to the promoters for facilitating the transactions which may please be noted.

None of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the Resolution except Mr. Manoj Vadodaria and Mr. Deep Vadodaria by virtue of their position as disclosed herein above in this explanatory statement of Item No 3.

The Board of Directors therefore recommends passing of Item No. 3, as **Ordinary Resolution**, of the accompanying notice for the approval of members. The audit committee and the Board of Directors, as may be applicable, have accorded their consent to the above referred transactions at their respective meetings.

*In accordance with the provisions of Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations (LODR) 2015, the Item No 3 being for approval of related party transactions, all related parties, including the above, shall not vote to approve the resolution.*

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