



NILA INFRASTRUCTURES LIMITED

(CIN: L45201GJ1990PLC013417)

Registered Office: First Floor, Sambhaav House,
Opp: Chief Justice's Bungalow, Bodakdev, Ahmedabad – 380015
Email : secretarial@nilainfra.com Website: www.nilainfra.com,
Phone: +91 79 40036817 / 18 Fax: +91 79 30126371

POSTAL BALLOT NOTICE

(Pursuant to Section 110 of the Companies Act, 2013 read with rule 20 and 22 of Companies (Management and Administration) Rules, 2014)

To,

The Members of Nila Infrastructures Limited

NOTICE is hereby given, in accordance with the provisions of Section 110 of the Companies Act, 2013, as amended ("the Act") read with Rule 20 and Rule 22 of Companies (Management and Administration) Rules, 2014 ("the Rules") (including any statutory modification or reenactment thereof for the time being in force) and all other applicable provisions of the Act, Regulation 44 of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements), 2015 and other applicable laws and regulations, that the Resolution, appended below is proposed to be passed by the Members as Special Resolution by way of Physical Postal Ballot and voting by electronic means i.e remote e-voting by giving their assent/dissent. The Explanatory Statement pursuant to section 102(1) of the companies Act, 2013 and Rules made thereunder, stating the material facts and reasons thereof are appended. The postal ballot form along with a self-addressed, postage pre-paid envelopes are enclosed for your consideration and voting.

In the event the draft Resolution as set out in this notice is assented to by requisite majority of Members in the entire voting process including Physical Postal Ballot and voting by electronic means i.e. remote e-voting, it shall be deemed to have been passed as Special Business on the last date specified by the Company for receipt of duly completed Postal Ballot forms or e-voting i.e. September 09, 2016 in accordance with Secretarial Standard on General Meetings (SS-2). The Special Resolution shall be declared as passed if the numbers of votes cast in their favour are not less than three times the number of votes cast, if any, against the said Resolution. The date of the announcement of result of entire voting process including Physical Postal Ballot and remote e-voting shall be September 10, 2016.

Members are requested to carefully read the instructions printed on the enclosed Postal Ballot Form and return the Form duly completed in the attached self-addressed Business Reply Envelope, so as to reach the Scrutinizer before the close of working hours on September 09, 2016 i.e 30 days from the end of dispatch of Notice.

SPECIAL BUSINESS:

1. TO ALTER OBJECT CLAUSE OF MEMORANDUM OF ASSOCIATION OF THE COMPANY

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

RESOLVED pursuant to the provisions of section 13 and other applicable provisions of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory

modification(s) or re-enactment thereof, for the time being in force), the object clause of the Memorandum of Association of the Company be altered by adding the following new clause after the existing clause A (3) thereof:

"To carry on the business of any or all of the infrastructure activities such as construction, development, maintenance and operations of all types of infrastructural projects or facilities including roads, transportation, storage and warehousing infrastructure facilities, water supply management projects and sewage management, water supply pipelines, water treatment plants, waterway projects, inland waterways, storm water treatment systems, slurry pipelines, river linking projects, logistic facilities and urban public transport, industrial and SEZ parks, commercial complex, social development and maintenance, mass housing, residential units, urban facilities including but not limited to ponds, gardens, amusement parks, theaters, malls, hospitals, restaurants, hotels and resorts of all category, colleges, schools, institutions, health clubs and centers, agricultural markets, parking facilities, laboratories, diagnostics and research centers, training institutions, cold storage facilities, tourism facilities, agricultural and fertilizer facilities, green houses, terminal markets, etc.; traffic solution infrastructure, power plants and projects, chemical, petroleum and natural gas plants and projects, oil and gas pipelines, city gas distribution facilities, oil and gas storage facilities and plants, mining and related activities, waste management projects and plants, communication and technology related infrastructure, airports, railways and bus terminals and related infrastructure and works, bridges, tunnels, viaducts, sea ports and marine structures, defense equipment plants and facilities, solar and various alternate energy plants and facilities, electricity generation, electricity transmission, electricity distribution, irrigation projects and plants, dams, channels, embankments, road toll tax collection facilities, electric and mechanical works, telecommunication and internet towers, telecommunication and internet network and services, manufacturing and supply of components and materials of above or any other activities, utilities or facilities used by and/or for infrastructure projects, construction of all kind of building, structures and infrastructural facilities and to act as developers, contractors, civil engineers, surveyors, town planners, consultants, commissioning agents, estimators and valuers for designing, engineering, erection, laying, construction, commissioning and maintenance of above infrastructure projects or facilities and to enter into any contract, agreement, memorandum of understanding, joint ventures, arrangement or such other mode of contract with Government of India, State Governments, municipal or local authorities, public and private bodies corporate, persons or such other authorities, whether in



India or elsewhere, as the Company may deem fit, on such manner or methods for the purpose of carrying out the foregoing objects and to obtain from them the rights of all sorts for assistance, privileges, charters, licenses and concessions, as may be necessary or incidental in the connection."

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts, deeds and things in its sole and absolute discretion as may deem necessary or desirable, proper or expedient to give effect to this resolution.

Date: May 26, 2016
Regd. Office: First Floor
Sambhaav House, Opp.
Chief Justice's Bungalow, Bodakdev
Ahmedabad- 380015.

For, **Nila Infrastructures Limited**
By Order of the Board
Dipen Y. Parikh
Company Secretary

NOTES:

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of all the businesses specified above is annexed hereto.
2. The Notice is being sent to all the Members, whose names appeared in the Register of Members/ Record of Depositories on August 05, 2016. A person who is not a member as on this record date should treat this Notice for information purpose only.
3. Electronic copy of the Notice of Postal Ballot is being sent to all the members whose email ID are registered with the Company / Depository Participants for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email id, physical copies of the Notice of the Postal Ballot interalia indicating the process of the remote e-voting along with Postal Ballot form is being send in the permitted mode.
4. The Postal Ballot Form together with the self-addressed business reply envelope is enclosed for the use of the member. Please carefully read the instructions printed on the enclosed Postal Ballot Form before exercising your vote and return the Form duly completed, signifying your assent or dissent, in the attached self-addressed, business reply envelope, so as to reach the Scrutinizer within a period of 30 days from the date of dispatch of notice i.e. before the close of working hours on September 09, 2016.
5. The Company is pleased to offer remote e-voting facility as an alternate, for all its members to enable them to cast their vote electronically. Remote e-voting is optional. Members may either cast their vote by Physical Postal Ballot or by using remote e-voting facility. It may be noted that the Company has engaged the services of National Securities Depository Ltd. (NSDL) to provide remote e-Voting facility to the members of the Company. Remote e-Voting facility shall be available on the website of NSDL at the link <https://www.evoting.nsdl.com> from 9:00 am on August 11, 2016 to 5:00 pm on September 09, 2016. The ballot form received after the 5.00 PM on September 09, 2016 shall be treated as not received.
6. In case a member desires to exercise his vote by using remote e-voting facility then he has to carefully follow the

instructions as enumerated in Sr. No. 8 of notes in this notice for voting through electronic means. The member can use the facility and log-in any number of times till he has voted on all the Resolution or till the end of the voting period. Members irrespective of who have registered their e-mails for receipt of documents in electronic mode under the green initiative and who wish to vote through Postal Ballot Form can seek Duplicate Form from Registered Office of the Company or may download from the website of the Company ie. www.nilainfra.com and send the same by post to the Registered Office of the Company addressed to the Scrutinizer.

7. Kindly note that the Members can opt only one mode of voting, i.e. either by Physical Ballot or remote e-Voting. If you are opting for remote e-Voting, then do not vote by Physical Ballot also and vice versa. However, in case Members cast their vote by physical ballot and remote e-voting, at that instance voting done through remote e-voting shall prevail and voting done by physical postal ballot will be treated as invalid.

8. Voting through electronic means;

- I. With regard to voting through electronic means in compliance with provisions of Section 108 of the Companies Act, 2013 and rules framed thereunder, as amended from time to time and Regulation 44 of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote by electronic means and the business may be transacted through remote e-voting services provided by National Securities Depositories Limited(NSDL):

The instructions of remote e-voting are as under:

- A. In case of member receives email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)]:
 - (i) Open email and open PDF file viz; "Nila Infra e-Voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for e-voting. Please note that the password is an initial password.
 - (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
 - (iii) Click on Shareholder – Login.
 - (iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
 - (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - (vi) Home page of e-voting opens. Click on e-Voting: Active Voting Cycles.
 - (vii) Select "EVEN" of Nila Infrastructures Limited.
 - (viii) Now you are ready for e-voting as Cast Vote page opens.
 - (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.



- (x) Upon confirmation, the message "Vote cast successfully" will be displayed.
 - (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
 - (xii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to rs Sharma42@yahoo.co.in with a copy marked to evoting@nsdl.co.in
- B. In case a Member receives physical copy of the Notice of Postal Ballot [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy]:
- (i) Initial password will be provided separately:
EVEN (E Voting Event Number) USER ID
PASSWORD/PIN.
 - (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.
- II. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the Downloads section of www.evoting.nsdl.com
- III. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
- IV. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- V. The remote e-voting period commences on August 11, 2016 (9:00 a.m.) and ends on September 09, 2016, (5:00 p.m.) During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of August 05, 2016 may cast their vote electronically. At the end of the remote e-voting period, the facility shall forthwith be blocked. Once the vote on a resolution is casted by the shareholder, the shareholder shall not be allowed to change it subsequently.
- VI. 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 August 05, 2016.
- VII. Any person, who acquires shares of the Company and becomes a member after dispatch of the Notice and holding shares as on the cut-off date i.e. August 05, 2016, may obtain login ID and Password by sending an email to evoting@nsdl.co.in. However, if a person is already registered with NSDL for remote e-voting then existing user ID and Password can be used for casting vote.
- VIII. The Company has appointed Shri R S Sharma, of M/s. R S Sharma & Associates, Company Secretaries (Membership No. ACS: 3126) (Address: 402, Panchdeep Complex, Nr. Mayor Colony, Mithakhali Six Roads, Navrangpura, Ahmedabad – 380009), as the Scrutinizer to scrutinize the remote e-voting process and postal ballot in a fair and transparent manner.

- IX. The Scrutinizer shall, immediately after the conclusion of e-voting and postal ballot forms, first count the votes casted, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and make not later than two working days of the conclusion of the meeting, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the chairman or a person authorized by him in writing who shall countersign the same.

9. The result of the entire voting process including Postal Ballot and voting by electronic means shall be declared by the Chairman or in case of absence of Chairman by the person authorized by him at the Registered Office of the Company on September 10, 2016.
10. The results declared along with the report of the Scrutinizer shall be placed on the website of the Company at www.nilainfra.com and on the website of the agency i.e. www.evoting.nsdl.com immediately after the result is declared by the Chairman and will be communicated to the Stock Exchange(s) i.e. BSE Ltd and National Stock Exchange of India.
11. Members may contact Shri Dipen Y. Parikh, Company Secretary, for any grievances connected with voting by physical postal ballot including voting by electronic means at the Registered Office of the Company at First Floor, Sambhaav House, Opp: Chief Justice's Bungalow, Bodakdev, Ahmedabad – 380015, Phone: +91 79 40036817 / 18, Fax: +91 79 30126371; Email : secretarial@nilainfra.com.

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 the office hours between 10.00 a.m to 12 noon on any working days, up to the date of declaration of the results.

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

Item No. 1:

As you are aware that your Company is into the business of construction and development of various projects and real estate activities. Your Company is on growth trajectory and envisages to enter into various infrastructure projects on large scale in future. Considering the diversity and uniqueness of the sector in which your Company operates; the Board of Directors of the Company deemed it fit to amend the main object clause of the present Memorandum of Association as proposed in Item No 1.

None of the Directors and Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No 1 of the Notice.

The Board of Directors therefore recommends passing of Item No. 1, as Special Resolution, of the accompanying notice for the approval of members.

Date: May 26, 2016
Regd. Office: First Floor
 Sambhaav House, Opp.
 Chief Justice's Bungalow, Bodakdev
 Ahmedabad- 380015

For, **Nila Infrastructures Limited**
By Order of the Board
Dipen Y. Parikh
 Company Secretary





NILA INFRASTRUCTURES LIMITED

(CIN: L45201GJ1990PLC013417)

Registered Office: First Floor, Sambhaav House,
Opp: Chief Justice's Bungalow, Bodakdev, Ahmedabad – 380015
Email : secretarial@nilainfra.com Website: www.nilainfra.com,
Phone: +91 79 40036817 / 18 Fax: +91 79 30126371

