



**NILA
INFRASTRUCTURES
LIMITED**

Nila/Cs/2021/98
Date: September 02, 2021

To,
The Department of Corporate Services
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai- 400 001

To,
The Listing Department
National Stock Exchange of India Limited
Exchange Plaza, C/1, Block G,
Bandra-Kurla Complex, Bandra (E),
Mumbai - 400 051

Scrip Code: 530377

Scrip Symbol: NILAINFRA

Dear Sir,

**Subject: Intimation of 31st Annual General Meeting ("AGM"), Book Closure
and E-voting Period and Other Information**

AGM: The 31st AGM of the Members of Nila Infrastructures Limited will be held on **Friday, September 24, 2021 at 11:00 a.m.** through Video Conferencing (VC) or Other Audit Visual Means (OAVM) without the physical presence of members at a common venue.

Book Closure: The Register of Members and Share Transfer Register of the Company shall remain closed from **Saturday, September 18, 2021 to Friday, September 24, 2021 (both days inclusive)** for the purpose of 31st AGM.

E Voting and Cut-off Date: The Company is offering facility to the members to cast their vote electronically through Remote e-Voting prior to and e-Voting during the AGM provided by Central Depository Services (India) Limited ("CDSL") through their platform i.e. www.evotingindia.com. The cut-off date for determining the eligibility of members to vote through Remote e-Voting and e-Voting during the AGM is **Friday, September 17, 2021**. The voting rights of the members shall be in proportion to their shareholding in the paid up share capital of the Company as on the cut-off date being September 17, 2021.

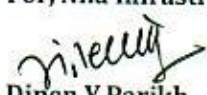
The remote e-voting commences on **Tuesday, September 21, 2021 at 09:00 a.m.** and will end on **Thursday, September 23, 2021 at 05:00 p.m.**

A copy of the Notice of the 31st AGM to be held through VC/OAVM is enclosed herewith for the necessary compliance by the exchange.

The above submission may please be considered as due compliance of respective provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015.

Thanking you,
Yours faithfully,

For, Nila Infrastructures Limited


Dipen Y Parikh
Company Secretary



Encl: a/a

Registered Office:
1st floor, Sambhaav House
Opp. Chief Justice's Bungalow
Bodakdev, Ahmedabad 380015
Tel: +91 79 4003 6817 / 18, 2687 0258
Fax: +91 79 3012 6371
e-mail: info@nilainfra.com

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 31ST ANNUAL GENERAL MEETING (AGM) OF NILA INFRASTRUCTURES LIMITED

NOTICE IS HEREBY GIVEN THAT THE 31ST ANNUAL GENERAL MEETING OF THE MEMBERS OF NILA INFRASTRUCTURES LIMITED WILL BE HELD ON FRIDAY, 24 SEPTEMBER 2021 AT 11:00 A.M. THROUGH VIDEO CONFERENCING (VC) / OTHER AUDIO VISUAL MEANS (OAVM) TO TRANSACT 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 2021 and the reports of the directors and auditors thereon.
2. To appoint a director in place of Mr. Kiran B. Vadodaria (DIN: 00092067), who retires by rotation pursuant to the provisions of Section 152 of the Companies Act, 2013 and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

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

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

“RESOLVED THAT pursuant to the provisions of Section 148(3) and other applicable provisions, if any, of the Companies Act, 2013 and Rule 14 of the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the remuneration payable to M/s Dalwadi & Associates, Cost Accountants, (FRN. 000338) appointed by the Board of Directors of the Company to conduct the audit of the cost records of the Company for the financial year 2021-22, amounting to ₹60,000/- (Rupees Sixty Thousand Only) per annum be and is hereby ratified and confirmed”.

4. To re appoint Mr. Manoj B. Vadodaria (DIN: 00092053) as Chairman & Managing Director:

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 SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and sections 196, 197 and 203 (including any statutory modification or re-enactment thereof for the time being in force) read with Schedule V and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013, Mr. Manoj B. Vadodaria (DIN: 00092053), who fulfills the conditions prescribed under Schedule V of the Companies Act, 2013, be and is hereby re-appointed as the Chairman and Managing Director of the company for a period of 3 (Three) years with effect from 19 June 2021 on the terms and conditions and remuneration as set out below:

- a) Basic salary payable monthly: upto ₹ 5,00,000/- (Rupees Five Lac Only) per month.
- b) Period of re-appointment: 3 (Three) years w.e.f 19 June 2021.
- c) Mr. Manoj B. Vadodaria shall not be entitled to receive any sitting fees for attending the meeting of the Board of Directors or any committees thereof.
- d) In the event of there being loss or inadequacy of profit for any financial year, the aforesaid remuneration payable to Mr. Manoj B. Vadodaria shall be the minimum remuneration payable to him in terms of the provisions of Schedule V of the Companies Act, 2013.
- e) Mr. Manoj B. Vadodaria shall also be entitled for the reimbursement of actual entertainment, travelling, boarding, and lodging expenses, telephone and mobile expenses, conveyance incurred by him in connection with the Company's business and such other benefit, amenities and other privileges as may be, from time to time, available to the other Senior Executives of the Company.

- f) Mr. Manoj B. Vadodaria shall, subject to the supervision and control of the Board of Directors, carry out such duties as may be entrusted to him from time to time by the Board of Directors of the Company.
- g) The terms and conditions of the said appointment may be altered or varied from time to time by the Board of Directors as it may, in accordance with the Schedule V of the Companies Act, 2013 or any amendment made thereafter in this regard.
- h) Mr. Manoj B. Vadodaria will be entitled to leave according to the Company's leave rules.

"RESOLVED FURTHER THAT the Board of Directors (including any committee thereof) of the Company be and are hereby authorized to do all such acts, deeds and things, as may be necessary, proper or expedient to give effect to this resolution."

5. Change in terms of appointment of Mr. Kiran B. Vadodaria (DIN: 00092067) – Non Executive Director:

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

"RESOLVED THAT in supersession of all earlier relevant resolutions and pursuant to the applicable provisions of the Companies Act, 2013, Mr. Kiran B. Vadodaria (DIN: 00092067) be and is hereby re-appointed as the Non-Executive Director of the company entitled to the sitting fees for attending meetings of the Board of Directors or committees thereof."

"RESOLVED FURTHER THAT the appointment of Kiran B. Vadodaria shall be liable to be determination by rotation."

"RESOLVED FURTHER THAT the Board of Directors (including any committee thereof) of the Company be and are hereby authorized to do all such acts, deeds and things, as may be necessary, proper or expedient to give effect to this resolution."

6. Approval and Ratification of Related Party Transactions:

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

"RESOLVED THAT in supersession of earlier relevant resolutions, if any, and pursuant to Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirement) Regulation, 2015 and subject to Section 188 (1) of the Companies Act, 2013 and the 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 Board of Directors and/or any duly constituted committee thereof for entering into the following transactions /arrangements /contracts /agreements (including any other transfer of resources, services or obligations) hereto entered into or to be entered into by the Company in a financial year.

Details of Related Party Transactions/Arrangements/Contracts/Agreements etc. per financial year

| SN | Name of Related Party | Nature of Relationship | Type of Transactions | Maximum value of transactions in a Financial Year | Duration of Arrangement |
|----|---|------------------------|--|---|---|
| 1 | Romanovia Industrial Park Private Limited | Joint Venture | 1) To give/take loan, security or guarantee for the loan, capital contribution and financial assistant of any nature. 2) Construction or works contract/ execution of construction and development of projects 3) Sale and Purchase of land and immovable properties. 4) Renting/leasing of immovable properties 5) Any other transfer of resources, services or obligations | Upto ₹ 150 Crore in a financial year. | 3 (Three) Years from the date of passing this resolution. |

| SN | Name of Related Party | Nature of Relationship | Type of Transactions | Maximum value of transactions in a Financial Year | Duration of Arrangement |
|----|---|--|--|---|---|
| 2 | Kent Residential and Industrial Park LLP | Joint Venture | 1) To give/take loan, security or guarantee for the loan, capital contribution and financial assistant of any nature. 2) Construction or works contract/ execution of construction and development of projects 3) Sale and Purchase of land and immovable properties. 4) Renting/leasing of immovable properties 5) Any other transfer of resources, services or obligations | Upto ₹ 150 Crore in a financial year. | 3 (Three) Years from the date of passing this resolution. |
| 3 | Vyapnila Terminals (Modasa) Private Limited | Associate Company | 1) To give/take loan, security or guarantee for the loan, capital contribution and financial assistant of any nature. 2) Construction or works contract/ execution of construction and development of projects 3) Sale and Purchase of land and immovable properties. 4) Renting/leasing of immovable properties 5) Any other transfer of resources, services or obligations | Upto ₹ 150 Crore in a financial year. | 3 (Three) Years from the date of passing this resolution. |
| 4 | Nila Spaces Limited | Common promoter shareholders holding more than 2% voting power in both the Companies | 1) To give/take loan, security or guarantee for the loan, capital contribution and financial assistant of any nature. 2) Construction or works contract/ execution of construction and development of projects 3) Sale and Purchase of land and immovable properties. 4) Renting/leasing of immovable properties 5) Any other transfer of resources, services or obligations | Upto ₹ 150 Crore in a financial year. | 3 (Three) Years from the date of passing this resolution. |
| 5 | Manoj B. Vadodaria | Managing Director | To sell, purchase, and provide land, immovable properties and development rights. | Upto ₹ 100 Crore in a financial year. | 3 (Three) Years from the date of passing this resolution. |
| 6 | Kiran B. Vadodaria | Non-Executive Director | To sell, purchase, and provide land and development rights. | Upto ₹ 100 Crore in a financial year. | 3 (Three) Years from the date of passing this resolution. |

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

To consider and if thought fit, to pass with or without modification(s), the following resolution as a **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 Companies (Meetings of Board

and its Powers) Rules, 2014 and all other applicable provisions of the Act, the consent, permission and approval of the members of the Company be and is hereby accorded to the transaction(s) entered into and to be entered into for providing personal guarantees, security, collaterals etc. by the promoter directors and their relatives to the Banks, Non Banking Finance Companies (NBFCs) and Financial Institutions for the loans and borrowings availed by the Company provided such personal guarantees, security, collaterals etc. in a financial year shall not exceed ₹ 200 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.”

Place: Ahmedabad
Date: 19 June 2021

By order of the Board of Directors
of Nila Infrastructures Limited

Nila Infrastructures Limited

CIN: L45201GJ1990PLCO13417

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 08 April 2020, Circular No.17/2020 dated 13 April 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated 05 May 2020 Circular No. 39/2020 dated 31 December 2020 and Circular No. 02/2021 dated 13 January 2021 (collectively referred to as “MCA Circulars”) and Securities and Exchange Board of India (“SEBI”) vide its circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12 May 2020 and circular no. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15 January 2021 (collectively referred to as “SEBI Circulars”) and all other relevant circulars issued from time to time, physical attendance of the Members to the AGM venue is not required and AGM be held through video conferencing (VC) or other audio visual means (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 08 April 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 authorized 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 08 April 2020, 13 April 2020 and 05 May 2020 and Circular No. 02/2021 dated 13 January 2021 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 Central Depository Services (India) (CDSL) 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 CDSL.

6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated 13 April 2020 and Circular No. 02/2021 dated 13 January 2021 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 CDSL (agency for providing the Remote e-Voting facility) i.e. www.cdslindia.com.
7. The AGM is being convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated 08 April 2020 and MCA Circular No. 17/2020 dated 13 April 2020 and MCA Circular No. 20/2020 dated 05 May 2020 and MCA Circular No. 2/2021 dated 13 January 2021.
8. The register of members and the share transfer books of the Company will remain closed From 18 September 2021 to 24 September 2021 [both days inclusive] for the purpose of AGM for the year ended on 31 March 2021.
9. The e-voting period commences on Tuesday, 21 September 2021, (9:00 AM) and ends on Thursday, 23 September 2021 (5:00 PM). During this period, members holding shares either in physical or dematerialized form, as on cut-off date, i.e. as on 17 September 2021 may cast their votes electronically. The e-voting module will be disabled by CDSL 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 17 September 2021.
10. The facility for voting during the AGM will also be made available. Members present in the AGM through VC 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 Friday, 17 September 2021 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 OF SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER:
 - (i) The voting period begins on Tuesday, 21 September 2021 at 09:00 A.M. and ends on Thursday, 23 September 2021 at 05:00 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 i.e. Friday, 17 September 2021 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
 - (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
 - (iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09 December 2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- (iv) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09 December 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.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode is given below:

| Type of shareholders | Login Method |
|--|---|
| Individual Shareholders holding securities in Demat mode with CDSL | <p>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 URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi.</p> <p>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 or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</p> <p>3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>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 www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & 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.</p> |
| Individual Shareholders holding securities in demat mode with NSDL | <p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> |

| Type of shareholders | Login Method |
|--|---|
| | 3) 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 '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 e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. |
| Individual Shareholders (holding securities in demat mode) login through their Depository Participants | You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you 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 name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. |

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. CDSL and NSDL

| Login type | Helpdesk details |
|--|--|
| 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 helpdesk.evoting@cDSLindia.com or contact at 022- 23058738 and 22-23058542-43. |
| 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 evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30 |

(v) Login method for e-Voting and joining virtual meeting for shareholders other than individual shareholders holding in Demat form & physical shareholders.

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on "Shareholders" module.
- 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.

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

| For Shareholders holding shares in Demat Form other than individual and Physical Form | |
|---|--|
| PAN | <p>Enter your 10-digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA. |
| Dividend Bank Details OR Date of Birth (DOB) | <p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v). |

- (vi) After entering these details appropriately, click on "SUBMIT" tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (x) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xii) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xv) If a demat account holder has forgotten the login password, then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) Facility for Non – Individual Shareholders and Custodians –Remote Voting
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.

- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively, Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; secretarial@nilainfra.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like 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.
2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 022-23058542/43.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:evoting@cdslindia.com) or call on 022-23058542/43.

15. 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.

16. INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGHVC/OAVM ARE AS UNDER:

- (i) Member will be provided with a facility to attend the AGM through VC/OAVM through the CDSL e-Voting system. Members can attend the AGM by following the steps mentioned above for Access to CDSL e-voting system. 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.

- (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 02 September 2021 to 17 September 2021. 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) Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at secretarial@nilainfra.com. The same will be replied by the company suitably.
 - (vii) 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.
 - (viii) 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.
 - (ix) Details under Regulation 36(3) Of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015 in respect of the Directors seeking appointment/re-appointment at the AGM, forms integral part of the notice. The Directors have furnished the requisite declarations for their appointment/re-appointment.
 - (x) Since the AGM will be held through VC in accordance with the Circulars, the route map, proxy form and attendance slip are not attached to this Notice.
 - (xi) In compliance with the Circulars, the Annual Report 2020-21, the Notice of the 31st 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).
 - (xii) Members may also note that the Notice of the 31st AGM and the Annual Report for the financial year 2020-21 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. The physical copies of the aforesaid documents will also be available at the Company's registered office at Ahmedabad for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to the Company's investor email id: secretarial@nilainfra.com.
17. 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.

18. 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.
19. 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.
20. 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 17 September 2021.
21. 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. 17 September 2021, may obtain login ID and password by sending an email to helpdesk.evoting@cDSLindia.com. However, if a person is already registered with CDSL for remote e-voting then he/she can use his/her existing user ID and password can be used for casting the vote.
22. Mr. Umesh Ved of Umesh Ved & Associates, Practicing Company Secretary (Membership No. 4411) (Address: 304, Shoppers Plaza - V, Opp: Municipal Market, C G Road, Navrangpura, Ahmedabad - 380009), has been appointed as the Scrutinizer to scrutinize the e-voting process during the AGM in a fair and transparent manner.
23. 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, CDSL, and RTA and will also be displayed on the Company's website at www.nilainfra.com.
24. The due date for transfer of unpaid dividend account of the Company; in respect of dividend declared for the financial year 2013-14; to the Investor Education and Protection Fund (IEPF) of the Central Government is 27 October 2021. 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 27 October 2021. 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 remains unclaimed 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 Annual General Meeting of the Company.

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

| Particular | Mr. Kiran B. Vadodaria | Mr. Manoj B. Vadodaria |
|---------------------------------------|--|---|
| | Reappointed upon Retiring by Rotation and Change in terms of appointment as Non-Executive Director | Reappointed as Chairman & Managing Director |
| DIN | 00092067 | 00092053 |
| Date of Birth | 18 August 1960 | 29 April 1958 |
| Age | 61 | 63 |
| Nationality | Indian | Indian |
| Original Date of appointment on Board | 30 July 2009 | 26 February 1990 |
| Qualification | B.E Mechanical | Commerce Graduate |
| Experience | More than 35 years | More than 40 years |

| Particular | Mr. Kiran B. Vadodaria | Mr. Manoj B. Vadodaria |
|---|--|--|
| Expertise in functional area | Business Management, Corporate Strategies, Networking, Fund Raising and General Corporate Affairs | Business Management, Corporate Strategies and Fund Raising |
| Last drawn remuneration in FY 2020-21 | Nil | INR 1060000 |
| Number of Board Meetings attended during 2020-21 | 8 | 8 |
| Shareholding in the Company | 38608100 equity shares of INR 1 each | 53154712 equity shares of INR 1 each |
| Name of Directorship held in other Companies | Sambhaav Media Limited Gujarat News Broadcasters Pvt. Ltd. Indian Newspaper Society | Sambhaav Media Ltd. |
| Membership / Chairmanship of Committees of other public companies | Member of Stakeholders' Relationship Committee at Sambhaav Media Ltd. | Member of Stakeholders' Relationship Committee at Sambhaav Media Ltd. |
| Relationship with other Board Members and KMPs | There is no inter se relationship with other Board Members and KMPs except Mr. Kiran B. Vadodaria and Mr. Manoj B. Vadodaria are brothers. | There is no inter se relationship with other Board Members and KMPs except Mr. Kiran B. Vadodaria and Mr. Manoj B. Vadodaria are brothers. |
| Terms and Conditions of appointment or re-appointment along with details of remuneration. | Re-appointment upon retiring by rotation as Non-Executive Director. Entitled for sitting fees as Non-Executive Director | Reappointment for a period of 3 (three) years w.e.f 19 June 2021 at a monthly remuneration upto INR 500000 (Five Lac). |

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

Item No.: 3

M/s Dalwadi & Associates, Cost Accountant (FRN: 000338) Ahmedabad has been appointed, on recommendation of the Audit Committee, as the Cost Auditor of the Company by the Board of Directors to conduct the cost audit of the cost records for the financial year ending on 31 March 2022.

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

Accordingly, consent of the members is sought for passing Ordinary Resolution as set out in the Item No. 3 of the notice for ratification of the remuneration of the Cost Auditor for the financial year ending on 31 March 2022.

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

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

Item No 4:

The Board of Directors have, on the recommendation of the Nomination and Remuneration Committee, at their meeting held on 19 June 2021, has reappointed Mr. Manoj B. Vadodaria as the Chairman and Managing Director of the company for a further period of 3 (three) years with effect from 19 June 2021 at such remuneration and terms & conditions of appointment as agreed by Board of Directors and subsequently approved by members at ensuing Annual General Meeting. His re-appointment as Managing Director is permissible in accordance with the provisions of Schedule V to the Companies Act, 2013, if approved by the members at the ensuing AGM.

Mr. Manoj B Vadodaria is part of the promoter and promoter group of the company. He is commerce graduate, have dynamic personality who has contributed significantly to development and growth of the Company. It is highly beneficial for the company to avail his valuable services for further development of the company by re-appointing him as the

Chairman and Managing Director of the company for the further period of three (3) years with effect from 19 June 2021 on such terms and conditions and remuneration as set out in resolution no.4 of the accompanying notice.

None of the Directors and Key Managerial Personnel or their relative other than Mr. Manoj B. Vadodaria, himself and Mr. Kiran B. Vadodaria, relative of him, is interested, financially or otherwise, in the resolution of Item No.4.

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

The following additional detailed information as per Section – II of Schedule V of the Companies Act, 2013 is as follows:

| Sr No | Information required | Detail | | |
|-------|--|--|-------------------------|--------------|
| I | General Information | | | |
| a. | Nature of Industry | Construction | | |
| b. | Date or expected date of commencement of commercial production | The Company was incorporated on 26 February 1990 as private limited company and had already commenced its business operations. | | |
| c. | In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus. | Not Applicable | | |
| d. | Financial performance based on given indicators | Particulars | 2019-20 | 2020-21 |
| | | Total Standalone Revenue | 263.33 Crore | 111.11 Crore |
| | | Profit Before Tax | 22.37 Crore | 1.17 Crore |
| | | Profit After Tax | 17.63 Crore | 0.49 Crore |
| | | Rate of Dividend | NA | NA |
| | | Earnings per Share | 0.44 | 0.01 |
| | | Face Value of Share | 1 | 1 |
| e. | Foreign investments or collaborators, if any | The Company has not entered into any foreign collaboration and no direct foreign capital investment has been made in the Company. | | |
| II | Information about the appointee | | | |
| a. | Background Details | With 40+ years of experience, knowledge and insight in the construction industry, Mr. Manoj B. Vadodaria transformed Nila Infrastructures Ltd. from a city-based realtor to a meaningful civic urban infrastructure player. His tremendous spirit and execution capabilities are what distinguish him from others. Mr. Manoj B. Vadodaria is son of the well-known journalist, editor and founder of the Sambhaav Group, Late Shri Bhupatbhai Vadodaria, and the driving force in taking Nila Infrastructures Ltd. towards new horizons. He is firm believer in the best management practice, transparent governance, and long-term value investments. | | |
| b. | Past Remuneration | Year | Amount in INR per annum | |
| | | 2019-20 | 3600000 | |
| | | 2020-21 | 1187145 | |
| c. | Recognition and Awards | - | | |
| d. | Job profile and his suitability | Mr. Manoj B. Vadodaria is the Chairman and Managing Director of the Company and devotes whole time attention to the management and affairs of the Company and exercises powers under the supervision and superintendence of the Board of the Company. | | |
| e. | Remuneration Proposed | Basic Salary maximum upto of ₹ 5 Lac per month and such other perquisites and amenities as are available to the other senior executives of the Company as per the policy. | | |

| Sr No | Information required | Detail |
|-------|---|---|
| f. | Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person. | Considering the responsibilities shouldered by him of the enhanced business activities of the Company, proposed remuneration is commensurate with industry standards and Board level positions held in similar sized and similarly positioned businesses. |
| g. | Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any | Besides the remuneration Mr. Manoj B. Vadodaria does not have any pecuniary relationship with the Company other than what has been mentioned under related party transactions in the annual report 2020-21. |
| III | Other Information | |
| a. | Reasons of loss or inadequate profits | |
| | There are no losses or inadequate profits in the last three years. | |
| b. | Steps taken or proposed to be taken for improvement | Not Applicable |
| c. | Expected increase in productivity and profits in measurable terms | |
| | Not Applicable | |

Item No 5:

The Board of Directors have, on the recommendation of the Nomination and Remuneration Committee, at their meeting held on 19 June 2021, decided to reappoint Mr. Kiran B. Vadodaria as the Non-Executive Director of the company entitled to receive sitting fees for attending meetings of the Board of Directors and Committees thereof. A special resolution of reappointment and change in terms is therefore set out at Item No 5 of the notice for approval by the shareholders.

Mr. Kiran B. Vadodaria is part of the promoter and promoter group of the company. Mr. Kiran B. Vadodaria is B.E. Mechanical from L.D. Engineering College. He possesses varied experience and exposure base, has developed unique insight and judgmental capabilities about the socio political dynamics. He is currently the Chairman and Managing Director of Sambhaav Media Ltd. and the Committee Member and Past President of the Indian Newspaper Society (INS). Mr. Kiran Vadodaria's past experience includes being the non-executive part time Director of the United Bank of India (2011 to 2014), President of the Gujarat Daily Newspaper Association [GDNA], as well as President of the Alumni Association of L.D. College of Engineering. He has also been a member of the National Integration Council of the Government of India.

None of the Directors and Key Managerial Personnel or their relative other than Mr. Kiran B. Vadodaria, himself and Mr. Manoj B. Vadodaria, relative of him, is interested, financially or otherwise, in the resolution of Item No 5.

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

Item No 6:

The Company through its associate companies, as well as joint ventures i.e M/s Romanovia Industrial Park Pvt. Ltd; and M/s Kent Residential & Industrial Park LLP (Herein after collectively mentioned as "the JV Entities") is developing industrial and logistic parks, units, sheds, plots, residential colonies and allied infrastructure at various locations and is therefore required to provide financial assistances to these JV Entities by way of capital contribution, loan, corporate guarantees and security etc. from time to time. The Company has also been undertaking 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 Vyapnila 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 Corporation. The Company envisages transactions of capital contribution, loan, corporate guarantee, construction work etc. with Vyapnila 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 proposes to undertake 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 this synergy of operations in the interest of the shareholders of both the Companies. To facilitate the easy and smooth acquisition 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 transactions 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 thereon with Mr. Manoj B. Vadodaria and Mr. Kiran B. Vadodaria who are into the business of real estate for long.

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

| Particular | Details | | | | |
|--|---|--|--|--|--|
| Name of the Related Party | Romanovia Industrial Park Private Limited | Kent Residential & Industrial Park LLP | Vyapnila Terminals (Modasa) Private Limited | Nila Spaces Limited | Manoj B. Vadodaria and Kiran Vadodaria |
| Name of the Director or key managerial personnel who is related, if any; | None of the Directors and/or Key Managerial Personnel is related | None of the Directors and/or Key Managerial Personnel is related | None of the Directors and/or Key Managerial Personnel is related | Mr. Prashant H. Sarkhedi – CFO of the Company is Director at Nila Spaces Limited | Manoj B. Vadodaria and Kiran Vadodaria |
| Nature of Relationship | Joint Venture | Joint Venture | Associate Company | Companies in which Promoter Directors are holding more than 2% voting power. | Directors and Shareholders |
| Nature, Material Terms, Monetary value and Duration and Particulars of the Arrangement: | | | | | |
| Nature | 1) To give/take loan, security or guarantee for the loan, capital contribution and financial assistant of any nature. 2) Construction or works contract/execution of construction and development of projects 3) Sale and Purchase of land and immovable properties. 4) Renting/leasing of immovable properties 5) Any other transfer of resources, services or obligations | | | To enter into transactions of sale, purchase and dealing in land, immovable properties and development rights thereon. | |
| Material Terms and particulars of the arrangement | The transaction(s) shall be entered into at arm's length basis on such terms as are prevailing in the industry. | | | | |
| Monetary value | The aggregate value of such transactions with each related party as enumerated in the resolution shall not exceed the prescribed limit under the resolution in a financial year. | | | | |
| Duration | The arrangements are for a period of 3 (Three) years w.e.f the date of passing of this resolution. | | | | |

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. 6 of the Notice except Mr. Prashant H. Sarkhedi is Chief Financial Officer of the Company is also Director in Nila Spaces Limited, Mr. Manoj B. Vadodaria, Mr Kiran B. Vadodaria and their relatives.

The Board recommends the Ordinary Resolution set out at Item No.6 of the Notice for approval by the shareholders.

Item No 7:

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 promoter Directors and their relatives. In order to facilitate easy and prompt borrowing and in the interest of the Company it has been decided to obtain permission of the shareholders for such transaction(s).

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

| Particular | Details |
|---|---|
| Name of the Related Party | Promoter Directors and their relatives i.e. Mr. Manoj B. Vadodaria; Mr. Kiran B. Vadodaria and their relatives |
| Name of the Director or key managerial personnel who is related, if any; | Mr. Manoj B. Vadodaria; and Mr. Kiran B. Vadodaria |
| Nature of Relationship | Promoter Directors and their relatives |
| Monetary Value | Not exceeding ₹ 200 Crores in a Financial Year |
| Nature, Material Terms, and Duration and Particulars of the Arrangement: | |
| Nature | The transaction(s) pursuant to these arrangements shall be for providing service by way of personal guarantees, security, collaterals etc. by the Promoter Directors and their relatives for the loan and borrowing of the Company. |
| Material Terms and particulars of the arrangement | The transaction(s) shall be entered into at arm's length basis on such terms as are determined with lenders from time to time as per prevailing industry practices. |
| Duration | The arrangements are for a period of 3 (Three) years w.e.f the date of passing of these resolutions. |

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

The Board recommends the Ordinary Resolution set out at Item No.7 of the Notice for approval by the shareholders.

Place: Ahmedabad
Date: 19 June 2021

By order of the Board of Directors
of Nila Infrastructures Limited

Nila Infrastructures Limited
CIN: L45201GJ1990PLCO13417
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