

Nilai/CS/2016/485

Date: March 14, 2016

To,  
The Department of Corporate Services  
**Bombay Stock Exchange Limited**  
Phiroze Jeejeebhoy Towers  
Dalal Street Fort  
MUMBAI - 400 001

**Scrip Code: 530377**

Dear Sir,

**Subject: Notice of Postal Ballot**

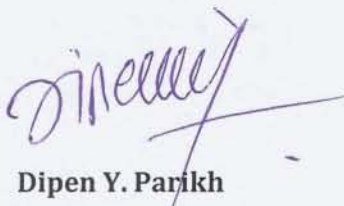
The Company has issued notice to the shareholders of the Company whose name appeared on the Register of Members as on the cut-off date ie. March 04, 2016, under Section 110 of the Companies Act, 2013 seeking consent of the members through postal ballot and remote e-voting on the agenda item as mentioned in the notice.

In terms of the applicable provisions of the law, we are hereby submitting a copy of the notice to the exchanges and request to take the same on record.

The Result of the voting through postal ballot and remote r-voting shall be declared on April 13, 2016 at the registered office of the Company and shall simultaneously be displayed on the website of the Company at [www.nilainfra.com](http://www.nilainfra.com) which may be noted.

Thanking you,  
Yours faithfully,

**For, Nila Infrastructures Ltd.**



**Dipen Y. Parikh**  
**Company Secretary**



**NILA**  
**INFRASTRUCTURES**  
**LIMITED**

To,  
The Listing Department  
**National Stock Exchange of India Ltd.**  
Exchange Plaza, Plot no. C/1, G Block,  
Bandra-Kurla Complex Bandra (E)  
MUMBAI - 400 051

**Scrip Symbol: NILAINFRA**

**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](mailto:info@nilainfra.com)

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

CIN : L45201GJ1990PLC013417



# NILA INFRASTRUCTURES LIMITED

(CIN: L45201GJ1990PLC013417)

**Registered Office:** First Floor, Sambhaav House,  
Opp: Chief Justice's Bungalow, Bodakdev, Ahmedabad - 380015  
Email : [secretarial@nilainfra.com](mailto:secretarial@nilainfra.com) Website: [www.nilainfra.com](http://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 Obligation and Disclosure Requirements), Regulations, 2015 and other applicable laws and regulations, that the Resolutions, appended below are proposed to be passed by the Members as Special/Ordinary Resolution(s) by way of Postal Ballot and voting by electronic means i.e remote e-voting by giving their assent/dissent. The Explanatory Statement pertaining to all the Resolutions setting out the material facts and the reasons thereof is annexed hereto along with Postal Ballot Form.

In the event the draft Resolutions as set out in this notice are assented to by requisite majority of Members through the entire voting process including Postal Ballot and voting by electronic means i.e remote e-voting. The Ordinary Resolution shall be declared as passed, with a simple majority and Special Resolutions 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 Resolutions. The date of the announcement of result of entire voting process including Postal Ballot and remote e-voting shall be considered to be the date of Extraordinary General Meeting and the date of passing of the said Resolutions.

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 postage prepaid Envelope, so as to reach the Scrutinizer within 30 days from the end of dispatch of Notice. i.e. before 5.00 pm on 12th April, 2016.

### SPECIAL BUSINESSES:

#### 1. BORROWING POWER UNDER SECTION 180(1)(c) OF THE COMPANIES ACT, 2013:

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

**"RESOLVED THAT** pursuant to the provisions of Section 180(1)(c) of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) and in modification of all earlier Resolutions passed in this regard under the Companies Act, 1956, and subject to such approvals, consents, sanctions and permissions of appropriate authorities, departments or bodies as may be necessary, the consent of the Company, be and is hereby accorded to the Board of Directors and/or any Committee thereof of the Company, to borrow at its discretion, either from the Company's Bank or any other Indian or Foreign Bank(s), Financial Institution(s) and/or any other Lending Institutions, and/or body corporate and/or to such other persons from time to time such sum(s) of money(s) and the sum(s) to be borrowed together with the money(s) already borrowed by the Company (apart from temporary loans obtained from the Company's Bankers/Fls in the ordinary course of business) with or without security on such terms and conditions as they may think fit, irrespective of the fact that such borrowing shall exceed the aggregate of the paid-up capital and free reserves of the Company that is to say, reserves not set apart for any specific purpose, provided that the total

amount of borrowing together with the money(s) already borrowed by the Board of Directors shall not exceed the sum of Rs. 500 Crore (Rupees Five Hundred Crore Only) at any one time."

#### 2. AUTHORITY UNDER SECTION 180(1)(a) OF THE COMPANIES ACT, 2013:

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

**"RESOLVED THAT** pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof for the time being in force) and in supersession of all earlier Resolutions passed in this regard under the Companies Act, 1956 and subject to such approvals, consents, sanctions and permissions of appropriate authorities, departments or bodies as may be necessary, if applicable or required under any statute(s)/rule(s)/ regulation(s) or any law for the time being in force or required from any other concerned authorities, the Board of Directors and/or any Committee thereof of the Company, be and are hereby authorized and shall be deemed to have always been so authorized to create such mortgages/charges/ hypothecation and/or other encumbrances, in addition to the existing mortgages, charges, hypothecation and other encumbrances, if any created by the Company on all or any part of the immovable and/or movable properties, current and/or fixed assets, tangible or intangible assets, book debts and/or claims of the Company wheresoever situate, present and future such charge to rank either *pari-passu* with or second, subsequent, subservient and subordinate to all mortgages, charges, hypothecation and other encumbrances created/to be created by the Company in favour of Indian or Foreign Financial Institutions, Banks and other Lending Institution, and/or body corporate and/or to such other persons, if any, from whom the Company has/or proposed/proposes to borrow money/sums of moneys by way of term loans, cash credits, overdrafts, discounting of bills, inter corporate deposits, commercial papers or such other financial instruments permitted to be issued by the appropriate authorities from time to time together with interest, cost, charges and other incidental expenses in terms of agreement(s) entered/to be entered into by the Board of Directors/any Committee thereof of the Company within the overall borrowing limits authorised by the members from time to time pursuant to the provisions of Section 180(1)(c) of the Companies Act, 2013."

#### 3. LOAN AND INVESTMENT BY THE COMPANY UNDER SECTION 186 OF THE COMPANIES ACT, 2013:

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

**"RESOLVED THAT** pursuant to the provisions of section 186 of the Companies Act, 2013 read with Rule 11 and 13 of the Companies (Meetings of Board and its Powers) Rules, 2014 and any other applicable provisions of the Act, if any, (including any statutory modifications or re-enactment thereof for the time being in force) and subject to such approvals, consents, sanctions and permissions of appropriate authorities, departments or bodies as may be necessary, consent of the Company be and is hereby accorded to the Board of Directors of the Company to make loan(s) and/or give any guarantee(s)/provide any security in connection with loan(s) made, to acquire by way of subscription, purchase or otherwise the securities of any body corporate(s) and/ or any person(s) upto a limit not exceeding

Rs. 300 Crore (Rupees Three Hundred Crore Only) notwithstanding that the aggregate of the loans, guarantees or securities so far given or to be given to and/or securities so far acquired or to be acquired in all bodies corporate and to other persons may exceed the limits prescribed under the said section.”

**“RESOLVED FURTHER THAT** the Board of Directors be and are hereby authorized to take from time to time all decisions and steps necessary, expedient or proper, in respect of the above mentioned transaction(s) including the timing, the amount and other terms and conditions of such transactions and also to take all other decisions including varying any of them, through transfer, sale, recall, renewal, divestment or otherwise, either in part or in full, as it/they may, in its/their absolute discretion, deem appropriate, subject to the specified limits for effecting the aforesaid transaction(s) and also to do all such acts, deeds and other things as may be required or considered necessary or incidental thereto for giving effect to this resolution.”

#### **4. ALTERATION OF ARTICLES OF ASSOCIATION:**

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

**“RESOLVED THAT** pursuant to the provisions of Section 14 and all 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) and subject to such approvals, consents, sanctions and permissions of appropriate authorities, departments or bodies as may be necessary, the draft Articles of Association be and are hereby approved and adopted as new Articles of Association of the Company in substitution, and to the exclusion, of the existing Articles of Association of the Company;”

**“RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to take from time to time all decisions and steps necessary, expedient or proper to give effect to this resolution.”

#### **5. APPROVAL TO RELATED PARTY TRANSACTIONS WITH SHRI MANOJ B. VADODARIA:**

*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 188 and all other applicable provisions of the Companies Act, 2013, if any, Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) read with Regulation 23 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and subject to such approvals, consents, sanctions and permissions of appropriate authorities, departments or bodies as may be necessary, the consent, approval, permission of the members of the Company be and is hereby accorded to the draft deed of arrangement to be entered into between the Company and Shri Manoj B. Vadodaria relating to dealing in land.”

**“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.”

#### **6. APPROVAL TO RELATED PARTY TRANSACTIONS WITH SHRI KIRAN B. VADODARIA:**

*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 188 and all other applicable provisions of the Companies Act, 2013, if any, Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) read with Regulation 23 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and subject to such approvals, consents, sanctions and permissions of appropriate authorities, departments or bodies as may be necessary, the consent, approval, permission of the members of the Company be and is hereby accorded to the draft deed of arrangement to be entered into between the Company and Shri Kiran B. Vadodaria relating to dealing in land.”

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

#### **7. REAPPOINTMENT OF SHRI KIRAN B. VADODARIA AS JOINT MANAGING DIRECTOR:**

*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 196, 197 and 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification (s) or re- enactment thereof for the time being in force) and subject to such approvals, consents, sanctions and permissions of appropriate authorities, departments or bodies as may be necessary and as recommended by the Nomination and Remuneration Committee, approval and consent of the Company be and is hereby accorded to the re- appointment and payment of remuneration of Rs. 1,00,000/- (Rupees One Lac Only) per month to Shri Kiran B Vadodaria (DIN: 00092067) as Joint Managing Director of the Company for a further period of 3 (three) year.”

**“RESOLVED FURTHER THAT** in the event of there being loss or inadequacy of profit for any financial year, the aforesaid remuneration payable to Shri Kiran B Vadodaria shall be the minimum remuneration payable to him in the terms of the provisions of Schedule V to the Companies Act, 2013.”

**“RESOLVED FURTHER THAT** Shri Kiran B Vadodaria shall be entitled for the reimbursement of actual entertainment, travelling, boarding, and lodging expenses, telephone and mobile expenses, conveyances incurred by him in connection with the Company’s business and such other benefits/ amenities and other privileges, as any form time to time, be available to other Senior Executives to the Company.”

**“RESOLVED FURTHER THAT** Shri Kiran B Vadodaria shall be and, 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.”



**“RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to alter or vary the terms and conditions of the said appointment in its discretion deem fit within the maximum amounts payable in accordance with Schedule V to the Act or any amendments made thereafter in this regard.”

Date: February 13, 2016

**Regd. Office:** First Floor

Sambhaav House, Opp.

Chief Justice’s Bungalow,

Bodakdev, Ahmedabad- 380015

By the Order of the Board

For, Nila Infrastructures Limited

**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. This Notice is being sent to all the Members, whose names appeared in the Register of Members/ Record of Depositories on 4th March, 2016.
3. Electronic copy of this Notice 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 *inter alia* 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, postage prepaid envelope is enclosed for the use of the member. Members are requested to read the instructions printed on the enclosed Postal Ballot Form before exercising their vote and return the Form duly completed, signifying their assent or dissent, in the attached self-addressed, postage prepaid envelope, so as to reach the Scrutinizer within a period of 30 days from the date of dispatch of notice i.e. before 5.00 pm on 12th April, 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 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> between 9:00 am on 14th March, 2016 and 5:00 pm on 12th April, 2016. The ballot form received after the 5.00 PM on 12th April, 2016 shall be treated as not received.
6. In case a member desires to exercise his/her vote by using remote e-voting facility then he/she 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/she has voted on all the Resolutions 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](http://www.nilainfra.com) and send the same by post or hand delivery at 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 Postal Ballot or remote e-Voting. If you are opting for remote e-Voting, then do not vote by Postal Ballot also and vice versa. However, in case Members cast their vote by Postal ballot and remote e-voting, at that instance voting done through remote e-voting shall prevail and voting done by postal ballot will be treated as invalid.

### 8. Voting through electronic means;

1. 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 Obligation 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 [rssharma42@yahoo.co.in](mailto:rssharma42@yahoo.co.in) with a copy marked to [evoting@nsdl.co.in](mailto: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](http://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 14th March, 2016 (9:00 a.m.) and ends on 12th April, 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 4th March, 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 4th March, 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. 4th March, 2016, may obtain login ID and Password by sending an email to [evoting@nsdl.co.in](mailto: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.
9. The Company has appointed Shri R S Sharma, of M/s. R S Sharma & Associates, Practicing Company Secretaries (Membership No. ACS: 3126) (Address: 402, 'Panchdeep', Nr. Mayor Colony, Mithakhali Six Road, Navrangpura, Ahmedabad – 380009), as the Scrutinizer to scrutinize the postal ballot voting and remote e-voting process in a fair and transparent manner.
10. The Scrutinizer shall submit his report as soon as possible after the last date of postal ballot voting and remote e-voting ends but not later than seven days thereon.
11. 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. The resolutions will be taken as passed effectively on the date of announcement of the result by the Chairman/Authorized Person, if the result of the Postal Ballot including remote e- voting indicates that the requisite majority of the Members had assented to the resolutions.
12. The results declared along with the report of the Scrutinizer shall be placed on the website of the Company at [www.nilainfra.com](http://www.nilainfra.com) and on the website of the agency i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com) immediately after the result is declared by the Chairman.
13. Members may contact Shri Dipen Y. Parikh, Company Secretary, for any grievances connected with voting by 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](mailto: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 between 10.00 a.m to 12 noon on any working days, up to the date of declaration of the results.**



**INFORMATION AS REQUIRED UNDER REGULATION 36(3) OF SECURITIES EXCHANGE BOARD OF INDIA (LISTING OBLIGATION AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 IN RESPECT OF DIRECTORS SEEKING APPOINTMENT/REAPPOINTMENT:**

Name of Director	Shri Kiran B. Vadodaria
Brief Resume of the Director	Shri Kiran B. Vadodaria is a Mechanical Engineer from L.D. Engineering College, Ahmedabad. He possesses varied experience and exposure base in corporate. He has developed unique insight and judgmental capabilities about the socio political dynamics. He is a Chairman and Managing Director of Sambhaav Media Ltd. He was also President of Indian Newspaper Society (INS) during the year 2014-15, Past Chairman of Gujarat Regional Committee and Member of National Integration Council of Government of India.
Nature of his expertise in specific functional areas	Shri Kiran B. Vadodaria has expertise in business, general management, strategy formulation, communication and media.
Disclosure of relationships between directors inter-se	There is no inter-se relationship between the members of the Board of Directors and Shri Kiran B. Vadodaria except Shri Kiran B. Vadodaria is brother of Shri Manoj B. Vadodaria, Chairman and Managing Director of Nila Infrastructures Ltd.
Listed entities in which the person also holds the directorship	Shri Kiran B. Vadodaria is also Chairman and Managing Director in Sambhaav Media Limited
Listed entities in which the person also holds Membership/ Chairperson of Committees of the board;	Shri Kiran B. Vadodaria is member of Stakeholder Relationship Committee and Risk Management Committee of Sambhaav Media Limited.
Shareholding in Nila Infrastructures Limited	31858100 Equity Shares

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

**Item No. 1 and Item No. 2:**

The members of the Company have at the 24th Annual General Meeting of the Company held on September 20, 2014 authorized the Board of Directors to borrow monies up to Rs. 200 Crore (Rupees Two Hundred Crore Only) under Section 180(1)(c) of the Companies Act, 2013. However considering the future long term borrowing requirement of the Company, the Board of Directors of the Company recommends to further increase the borrowing power of the Board upto Rs. 500 Crore (Rupees Five Hundred Crore Only), and as also to create charge/mortgage on the assets of Company for such borrowing from Banks/Institutions under the provisions of Section 180(1) (c) and 180(1) (a) of Companies Act, 2013.

The Board of Directors therefore recommends passing of Item No. 1 and 2, as Special Resolution(s), of the accompanying notice for the approval of members.

None of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested in this Resolutions except to the extent of their shareholding in the Company, if any.

**Item No. 3:**

The Company is undertaking various business activities through joint ventures/subsidiaries/associates and is also making strategic investment, from time to time, in subsidiaries, joint ventures, associate companies, other bodies corporate(s) and would, therefore, be required to provide financial assistance, support by giving loan(s), guarantee(s), providing of security, making of investment in security, in order to expand its business activities and also for optimum utilization and deployment of funds. Moreover, with the increasing business operations, dynamic strategies and future growth plans, it

may become expedient for the Company to acquire security or provide loans or give guarantees or provide security to other body corporate(s) and other person(s), over a period of time.

The Members may note that pursuant to Section 186 of the Companies Act, 2013, the Company can give loan(s) or guarantee(s) or provide security in connection with a loan(s) to any other body corporate(s) or person(s) or acquire security of any other body corporate(s), in excess of 60% of its paid up share capital, free reserves and securities premium account or 100% of its free reserves and securities premium account, whichever is higher, with the approval of Members by way of Special Resolution. In view of the aforesaid, it is proposed to obtain the approval of Members of the Company, as proposed in the resolution.

The Board of Directors therefore recommends passing of Item No. 3, as a Special Resolution, of the accompanying notice for the approval of members.

None of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested in this Resolution except to the extent of their shareholding in the Company, if any.

**Item No. 4:**

Consequent upon the commencement of the Companies Act, 2013; the provisions contained in the existing Articles of Association of the company, have either been irrelevant or become ineffectual. Rather than to alter those regulations, it is advisable to adopt a new set of Articles of Association containing the provisions/regulations, which are in consonance with the existing law. Many companies have adopted new set of Articles of Association in substitution, and to the exclusion of their existing Articles of Association and therefore it is proposed to adopt a new set of Articles of Association.

The proposed new draft Article of Association is uploaded on the Company's website for perusal by the Members of the Company. The proposed new draft Article of Association is also available for inspection at the Registered Office of the Company on all working days between 10:00 am and 12:00 noon up to the date of declaration of the result.

The Board of Directors therefore recommends passing of Item No. 4, as Special Resolution, of the accompanying notice for the approval of members.

None of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested in this Resolution except to the extent of their shareholding in the Company, if any.

**Item No. 5:**

The members are aware that the Company is engaged in the business of construction and development of real estate projects and 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 the deed of arrangement with Shri Manoj B. Vadodaria who is into the business of real estate for long.

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

Particular	Details
Name of the Related Party	Shri Manoj B. Vadodaria
Name of the Director or Key Managerial Personnel who is related, if any;	Shri Manoj B. Vadodaria
Nature of Relationship	Shri Manoj B. Vadodaria is the Chairman & Managing Director and shareholder of the Company.
Nature, Material Terms, Monetary value, Duration and Particulars of the Arrangement:	
Nature	The transaction(s) pursuant to this deed of arrangement shall be for buying, selling and providing or otherwise immovable properties.
Material Terms and Particulars of the Arrangement	<ol style="list-style-type: none"> <li>1) The pricing for the transaction(s) shall be applicable Jantri Value or prevalent market price or the value determined on the basis of the report of the independent registered valuer.</li> <li>2) The parties shall obtain title clearance report/certificate for land before entering into the transaction(s).</li> <li>3) All expenses for execution of legal documents and other incidental charges including fees of valuer, title report charges, fees of advocates, stamp duty, registration fees etc. shall be borne by the buyer.</li> <li>4) 50% of the total value of the land is to be paid in advance at the time of entering into the transaction(s). Balance amount shall be decided to be paid as mutually agreed upon. The entire payment of transaction(s) is to be made either by cheque or through any other banking channel.</li> </ol>
Monetary value	The value of transaction(s) pursuant to this arrangement shall not exceed Rs. 75 Crore (Rupees Seventy Five Crore only) in a financial year. The seller shall return back the entire amount received as advance if the transaction(s) is cancelled subsequently.
Duration	The arrangement is for a period of 5 (Five) years w.e.f the date of execution of deed of arrangement.

The Board of Directors therefore recommends passing of Item No. 5, as Ordinary Resolution, of the accompanying notice for the approval of members.

None of the Directors and Key Managerial personnel of the Company, except Shri Manoj B Vadodaria himself and Shri Kiran B Vadodaria being brother of Shri Manoj B Vadodaria, and their relatives, is concerned or interested in this resolution.

**Item No. 6:**

The members are aware that the Company is engaged in the business of construction and development of real estate projects and 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 the deed of arrangement with Shri Kiran B. Vadodaria who is into the business of real estate for long.

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

Particular	Details
Name of the Related Party	Shri Kiran B. Vadodaria
Name of the Director or Key Managerial Personnel who is related, if any;	Shri Kiran B. Vadodaria
Nature of Relationship	Shri Kiran B Vadodaria is the Joint Managing Director and shareholder of the Company.
Nature, Material Terms, Monetary Value, Duration and Particulars of the Arrangement:	
Nature	The transaction(s) pursuant to this deed of arrangement shall be for buying, selling and providing or otherwise immovable properties.
Material Terms and Particulars of the Arrangement	<ol style="list-style-type: none"> <li>1) The pricing for the transaction(s) shall be applicable Jantri Value or prevalent market price or the value determined on the basis of the report of the independent registered valuer.</li> <li>2) The parties shall obtain title clearance report/certificate for land before entering into the transaction(s).</li> <li>3) All expenses for execution of legal documents and other incidental charges including fees of valuer, title report charges, fees of advocates, stamp duty, registration fees etc. shall be borne by the buyer.</li> <li>4) 50% of the total value of the land is to be paid in advance at the time of entering into the transaction(s). Balance amount shall be decided to be paid as mutually agreed upon. The entire payment is to be made either by cheque or through any other banking channel.</li> </ol>
Monetary value	The value of transaction(s) pursuant to this arrangement shall not exceed Rs. 75 Crore (Rupees Seventy Five Crore only) in a financial year. The seller shall return back the entire amount received as advance if the transaction(s) is cancelled subsequently.
Duration	The arrangement is for a period of 5 (Five) years w.e.f the date of execution of deed of arrangement.

The Board of Directors therefore recommends passing of Item No. 6, as Ordinary Resolution, of the accompanying notice for the approval of members.

None of the Directors and Key Managerial personnel of the Company, except Shri Kiran B Vadodaria himself and Shri Manoj B Vadodaria being brother of Shri Kiran B Vadodaria, and their relatives, is concerned or interested in this resolution.

**Item No. 7:**

Shri Kiran B. Vadodaria was appointed as Joint Managing Director for a period of 5 (five) years at the annual general meeting on September 25, 2010. He has, on completion of his tenure and on recommendation by Nomination and Remuneration Committee, been reappointed as Joint Managing Director by the Board for a further period of three (3) years.

Shri Kiran B. Vadodaria is a Mechanical Engineer from L.D. Engineering College, Ahmedabad. He possesses varied experience and exposure base in corporate. He has developed unique insight and judgmental capabilities about the socio political dynamics. He is Chairman and Managing Director of Sambhaav Media Ltd. He was also President of Indian Newspaper Society (INS) during the year 2014-15, Past Chairman of Gujarat Regional Committee and Member of National Integration Council of Government of India.

It is proposed to seek Members' approval for the re-appointment of Shri Kiran B. Vadodaria as Joint Managing Director for a further period of three (3) years, in terms of the applicable provisions of the Companies Act, 2013. The Board of Directors therefore recommends passing of Item No. 7, as Ordinary Resolution, of the accompanying notice for the approval of members.

None of the Directors and Key Managerial personnel of the Company, except Shri Kiran B Vadodaria himself and Shri Manoj B Vadodaria being brother of Shri Kiran B Vadodaria, and their relatives, is concerned or interested in this resolution.

Date: February 13, 2016  
**Regd. Office:** First Floor  
 Sambhaav House, Opp.  
 Chief Justice's Bungalow, Bodakdev  
 Ahmedabad- 380015

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



**Book Post**



**NILA INFRASTRUCTURES LIMITED**

(CIN: L45201GJ1990PLC013417)

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