



**NILA
INFRASTRUCTURES
LIMITED**

NILA/CS/2017/300
Date: October 17, 2017

To,
The Department of Corporate Services
BSE Limited
Phirozee Jeejeebhoy Towers
Dalal Street, Fort
MUMBAI - 400 001

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 Code: 530377

Scrip Symbol: NILAINFRA

Dear Sir,

Sub: Outcome of the Board Meeting held on October 17, 2017
Ref: Intimation under Regulation 30 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations")

The Board of Directors of the Company, on recommendation of the Audit Committee, has considered and approved the Scheme of Arrangement among Nila Infrastructures Ltd. ("NILA") and Parmananday Superstructure Ltd ("PSL") and their respective shareholders and creditors under section 230 to 232 and other applicable provisions of the Companies Act, 2013 for Demerger of the "Real Estate Undertaking" (as defined in the scheme) of NILA into PSL which includes issuance of equity shares by PSL to the shareholders of NILA; reduction of paid up equity share capital of PSL pursuant to cancellation of equity shares held by NILA in PSL; increase in the authorized share capital of PSL; and for matters consequential, supplemental, and/or otherwise integrally connected therewith.

The scheme of demerger is subject to the requisite statutory and regulatory approvals and sanctions by the respective shareholders and creditors of each of the Companies involved in the scheme.


The draft scheme shall be submitted to the stock exchanges as per the provisions of the Regulation 37 of the SEBI Listing Regulations.

The meeting commenced at 4:00 pm and concluded at 5:15 pm.

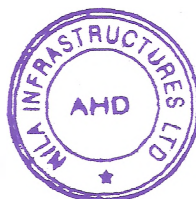
The information in terms of the Regulation 30 of the SEBI Listing Regulations read with SEBI Circular No. CIR/CFD/CMD/4/2015 dated 09th September, 2015 is annexed herewith.

Kindly take the above information on record.

Thanking you,
Yours faithfully,
For, **NILA INFRASTRUCTURES LTD.**


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**

ANNEXURE

SN	Particulars	Details
1)	Brief Details of the Real Estate Undertaking	Real Estate Undertaking means all the businesses, undertakings, activities, properties, investments and liabilities, of whatsoever nature and kind and wheresoever situated, pertaining to Real Estate Business of the Company.
2)	Turnover of the Demerged Undertaking and as percentage to the total turnover of the listed entity in the immediately preceding financial year / based on financials of the last financial year.	Annual Turnover of the demerged Real Estate Undertaking for FY 2016-17 is Rs. 38.74 Crore. Percentage to the total turnover on standalone basis of the Company is 16.03 %.
3)	Rational of Demerger	(a) NILA has, over a period of time, become an Infrastructure Company with specific focus on Civic Urban Infrastructure. It has been one of the first participants in Affordable Housing projects under the Pradhan Mantri Awas Yojana ('PMAY') and, over-a-period of time, has become a specialist with already satisfactory delivery of substantial units and/or built up area. The proposed demerger (of Real Estate business) is expected to provide an absolute focus on Infrastructure business and make it a pure-play infrastructure company. It shall provide an impetus to the financials and make a strong case of improved credit profile. The leaner capital structure and commensurate assets shall boost the business prospects of NILA and provide for value unlocking/wealth creation of the investors in the long-run. (b) Of late, the government has announced various initiatives to provide Housing for All by 2022 viz. providing budgetary allocation, monetary and fiscal benefits to the home-buyer as well as the



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



**NILA
INFRASTRUCTURES
LIMITED**

SN	Particulars	Details
		<p>developer, giving much coveted status of "Infrastructure" to Affordable Housing, etc. These slew of measures are aptly supported by the bringing the much needed regulations in the form of the Real Estate (Regulation and Development) Act, 2016 ('RERA') and Goods and Service Tax Act, 2017 ('GST'). Hence, providing a platform and/or level playing field to the private developers to also partake in the huge opportunity available due to a very positive demand-supply gap in the Affordable Housing business. Having a working knowledge of and being established as well as organized player of the Affordable Housing business, these will enable PSL to efficiently carry out the Real Estate business. NILA has been closely working with the government i.e. Civic Urban Authorities as well as other agencies/departments for quite some time now, in alignment with its Mission statements i.e. (i) Provide 'Housing For All' by participating in Affordable Housing projects thus contributing to national and social causes, and (ii) Execute urban development and infrastructure projects beneficial to the society at large. It is now clear that the government is in need of support from the private organized developers to achieve its mission. Hence, in order to support the government, NILA is now proposing to demerge the Real Estate business into the separate independent entity viz. PSL, which the management is confident, shall create value for the stakeholders in the times to come.</p> <p>(c) NILA is carrying on the activities of Infrastructure Business and the Real Estate Business. Under the Infrastructure Business, NILA is engaged in the construction of affordable housing units through Engineering, Procurement and Construction (EPC) and Public Private Partnership (PPP) model. Further, under the Infrastructure Business, Nila Infra is also carrying on the business of Civic Urban Infra Projects through EPC and PPP model. The said Infra business has been the major contributor to the overall revenue</p>



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



**NILA
INFRASTRUCTURES
LIMITED**

SN	Particulars	Details
		<p>of NILA as on date.</p> <p>(d) NILA, as a private developer, has completed various Real Estate projects in the state of Gujarat, while it is also in the process, through its proposed wholly owned subsidiary company, to leverage the skills, resources, and experience in development and marketing of Real Estate projects.</p> <p>(e) The proposed demerger of Real Estate Business of the NILA into PSL shall result into an asset light business model for NILA and is expected to result into the improvement of the credit ratings and financial ratios. Thus, it should in turn boost the growth the NILA in future which shall be in the best interest of all the stakeholders of the aforesaid Companies.</p> <p>(f) Further, while working with the Government / Semi Government on various projects in past under EPC, EPC + PPP, PPP model, NILA has gathered an inherent potential of carrying out its own Real Estate projects. Further, initiatives of the Government such as "Housing for All by 2022" and "Smart Cities" projects clearly indicate that the Government recognizes urbanization as a feature of modernity. The mammoth and ambitious goal of Government of India of providing affordable housing to all its citizen by 2022 coupled with overall growth in economy and path-breaking regulatory developments such as The Real Estate (Regulation and Development) Act, 2016 ('RERA') and Goods and Service Tax Act, 2017 ('GST') will provide much needed impetus to the Real Estate industry in India</p> <p>(g) Hence, keeping in mind the favorable regulatory developments for the Real Estate Industry, the management of the Nila believes that the proposed demerger of the Real Estate Business would also ensure a focused strategy and specialization for sustainable growth of the Real Estate Business while it would also support the</p>



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**

SN	Particulars	Details
		<p>initiatives taken by the Government to provide affordable housing . Thus, with the proposed scheme, the stakeholders may look forward to the benefits of unlocking and maximizing value.</p> <p>(h) Thus, segregating the business would enable independent business opportunities, attracting different sets of investors, strategic partners, lenders and other stakeholders.</p> <p>(i) The Scheme would bring about synergy of operations and greater internal control on business processes and ease in decision making.</p>
4)	Brief of Change in Shareholding Pattern (if any) of all entities.	<p>There will be no change in shareholding pattern of NILA.</p> <p>Pursuant to the scheme of demerge of Real Estate Undertaking of NILA into PSL; PSL will issue and allot equity shares to the Shareholders of NILA in share exchange/issue ratio as per Sr. No. 5 as mentioned herein after, while the existing equity shares being held by NILA will get cancelled.</p>
5)	In case of cash consideration – amount or otherwise share exchange / issue ratio.	<p>1 (one) equity share of Re. 1/- (Rupee One Only) each of PSL credited as fully paid up for every 1 (one) equity share held by the shareholders of NILA as on the record date to be decided by NILA.</p> <p>No cash consideration to be paid by PSL to the NILA or its shareholders.</p>
6)	Whether listing would be sought for the resultant company.	<p>YES. Equity shares of PSL will be listed on BSE Limited and National Stock Exchange of India Ltd. subject to necessary approvals.</p>



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