



**NILA
INFRASTRUCTURES
LIMITED**

NILA/CS/2018/118
Date: March 22, 2018

To,
The Department of Corporate Services
BSE Limited
Phiroze 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: Disclosure of Combined Voting Results of the Business transacted at the National Company Law Tribunal convened Meeting of the Equity Shareholders of Nila Infrastructures Limited ("the Company" held on Tuesday, 20th March, 2018
Ref: Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Dear Sir,

Pursuant to the Order dated 6th February, 2018 passed by the Hon'ble National Company Law Tribunal ("NCLT Order") a meeting of Equity Shareholders of the Company was held on Tuesday, 20th March, 2018 at 10:00 a.m. at First Floor, Sambhaav House, Opp. Chief Justice's Bungalows, Bodakdev, Ahmedabad - 380 015, for approving the Scheme of Arrangement among Nila Infrastructures Limited and Nila Spaces Limited and their respective shareholders and creditors (the "Scheme")

Further, pursuant to the provisions of Sections 230(4) and 232(1) of the Companies Act, 2013 read with Rules 5 and 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules 2016 and Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, the Company has provided facility of postal ballot and e-voting to its Equity Shareholders for approval of the Scheme.

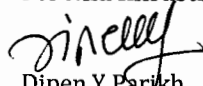
Accordingly, voting by equity shareholders of the Company for approval of the Scheme has been carried out through (i) postal ballot (ii) e-voting and (iii) poll at the venue of the meeting held on 20th March, 2018.

As per Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and in terms of the Companies Act, 2013 and NCLT Order - voting results of the business transacted through (i) postal ballot; (ii) e-voting; and (iii) poll at the venue of the meeting along with the Scrutinizer's Report are enclosed herewith.

The proposed resolution approving the Scheme was passed with requisite majority by Equity Shareholders of the Company as required by NCLT Order and the SEBI Circular

Kindly take the same on your record.

Thanking You,
Yours faithfully,
For Nila Infrastructures Ltd


Dipen Y Parikh
Company Secretary



Encl: a/a

Registered Office:

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Opp. Chief Justice's Bungalow
Bodakdev, Ahmedabad 380015
Tel.: +91 79 4003 6817 / 18, 2687 0258
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Voting Results as per Regulation 44(3) of SEBI(Listing Obligations and Disclosure Requirements)Regulations, 2015

Date of AGM/EGM	20 th March, 2018
Total Number of Shareholders on Record Date	33870
No. of Shareholders present in the meeting either in person or through proxy	48
Promoter and Promoter Group	2
Public	46
Nos. of Shareholders attended the meeting through Video Conferencing:	
Promoter and Promoter Group	Not Applicable
Public	Not Applicable

Resolution:Approval of Scheme of Arrangement among Nila Infrastructures Limited and Nila Spaces Limited and their respective shareholders and creditors ("Scheme")

Resolution required : (Ordinary/Special) Special Resolution

Whether promoter/promoter group are interested in the agenda/resolution? Yes

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes-in favour (4)	No. of votes-against (5)	% of votes in favour on votes polled (6) = [(4)/(2)]*100	% of votes against on votes polled 7=[(5)/(2)]*100
Promoter and Promoter Group	E-voting	--	243825187	100.00	243825187	0	100	0
	Poll	--	0	0	0	--	0	--
	Postal Ballot	--	0	0	0	0	0	0
	Total		243825187	243825187	100.00	243825187	0	100.00
Public Institutions	E-voting	--	0	0	0	0	0	0
	Poll	--	--	--	--	--	--	--
	Postal Ballot	--	0	0	0	0	0	0
	Total		23953854	0	0	0	0	0
Public Non Institutions	E-voting	--	250522	0.199	250011	511	99.796	0.203
	Poll	--	4619	0.003	4084	0	88.417	0
	Postal Ballot	--	--	--	--	0	0	0
	Total		126110159	255141	0.202	254095	511	99.590
Total		393889200	244080328	61.966	244079282	511	99.99	0.01





UMESH VED & ASSOCIATES
Company Secretaries

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COMBINED SCRUTINIZERS' REPORT

To

Justice (Retd.) K. A. Puj, former judge of the High Court of Gujarat

Chairman appointed by the Hon'ble National Company Law Tribunal, Ahmedabad Bench (NCLT), for the Meeting of the Equity Shareholders of Nila Infrastructures Limited pursuant to Company Application No. CA (CAA) NO. 13/NCLT/AHM/2018

Sub: Scrutinizer Report on the Voting conducted through Postal Ballot, E-voting and ballot/polling paper, of Equity Shareholders of Nila Infrastructures Limited (the Applicant Company)

Dear Sir,

I, Umesh Ved, Practicing Company Secretary (FCS 4411, CP: 2924) had been appointed by the Hon'ble National Company Law Tribunal, Bench at Ahmedabad (NCLT), by its Order dated 06th February, 2018, as "the Scrutinizer" for the purpose of conducting the voting done through the postal ballot and e-voting and the voting conducted through ballot/polling paper at the venue of the meeting of the Equity Shareholders (including public shareholders) of Nila Infrastructures Limited convened by order of NCLT and held at First Floor, Sambhaav House, Opp. Chief Justice's Bungalow, Bodakdev, Ahmedabad – 380015, Gujarat, India on Tuesday, 20th March, 2018 at 10.00 a.m., pursuant to provisions of the Companies Act, 2013 read with applicable rules made thereunder and Regulation 44 of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, on the resolution seeking approval of the Equity Shareholders of Arrangement embodied in the scheme of Arrangement among Nila Infrastructures Limited and Nila Spaces Limited and their respective shareholders and creditors ("the Scheme"), in terms of the Notice dated 10th February, 2018, convening the said meeting.

I do hereby submit my report as under:

- (i) The Company had appointed Central Depository Services (India) Limited ("CDSL") as the Agency for providing the e-voting platform to the equity shareholders of the Company.
- (ii) The Management of the Company is responsible for ensuring compliance with the requirements of the Act and the Rules thereunder, and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 relating to voting done through the postal ballot and e-voting and the voting conducted through ballot/polling paper at the venue of the meeting on the resolution contained in the Notice of the Meeting.
- (iii) The **Cut-off date** was **Wednesday, 7th February, 2018** for the purpose of deciding the Equity Shareholders entitled to vote through postal ballot and e-voting and voting conducted through ballot/polling paper at the venue of the meeting on the resolution seeking their approval.



- (iv) The voting through postal ballot and e-voting had commenced at **9:00 a.m.** on **Sunday, 18th February, 2018** and has closed at **5:00 p.m.** on **Monday, 19th March, 2018.**
- (v) Our responsibility as a Scrutinizer for the voting process (through postal ballot, e-voting and voting conducted through ballot/polling paper at the meeting) is restricted to scrutinize the postal ballot papers, e-voting process and voting conducted through ballot/polling paper at the meeting in a fair and transparent manner and to prepare a consolidated Scrutinizer's Report of the votes cast in **Favour or Against** the resolution stated in the Notice, based on postal ballots, the reports generated from the e-voting system and voting conducted through ballot/polling paper at the meeting provided by CDSL.
- (vi) The Company had, on the basis of the Register of Members and the list of beneficiary owners made available by the Depositories, completed the dispatch of the Notice of the Meeting along with the relevant annexures referred thereto, postal ballot form, proxy form, attendance slip, etc. to the Equity Shareholders of the Company (holding the equity shares as of the cut-off date, i.e. 7th February, 2018) by Thursday, 15th February, 2018, and has also published an advertisement in this regard, English language in The Indian Express (All editions) and translation thereof in Gujarati language in Sandesh, Ahmedabad edition on Friday, 16th February, 2018.
- (vii) The e-voting module was disabled and blocked by CDSL for voting on 19th March, 2018 at 5.00 p.m.
- (viii) The Equity shareholders were required to send the completed and signed postal ballot forms to reach me on or before 5.00 p.m. on 19th March, 2018. I have not received any postal ballot form from any of the shareholders.
- (ix) On Tuesday, 20th March, 2018 at the venue of the NCLT convened meeting, at the end of discussion, the Chairman of the Meeting directed for conducting the voting through ballot/polling paper for the Equity Shareholders who were present at the meeting but who had not cast their vote earlier through the postal ballot or the e-voting module of CDSL.
- (x) On completion of the voting at the NCLT convened Meeting, the Company provided me the list of the shareholders who were present at the meeting either in person or through proxies and who had casted their votes, their holding details and the details of the votes casted on the Resolution.
- (xi) I first counted the votes cast at the venue of the meeting. The votes cast through ballot/polling paper were reconciled with the records maintained by the Company and the authorisations/proxies lodged with the Company.
- (xii) I then unblocked the votes cast through the e-voting module of CDSL in the presence of Mr. Rohit Periwal and Mr. Smit Soni, who are not in employment of the Company.



(xiii) The Postal ballot forms and the e-voting including votes cast through ballot/polling paper done, which were incomplete and/or which were otherwise found to be defective have been treated as invalid.

(xiv) The consolidated result of the voting seeking approval of the equity shareholders of the Company to the Scheme is as under:

Resolution

Approval of Arrangement embodied in the Scheme of Arrangement among Nila Infrastructures Limited and Nila Spaces Limited and their respective shareholders and creditors ("Scheme")

Consolidated Report on result of voting through Postal Ballots, E-voting and the Voting conducted through ballot/polling paper at the venue of the meeting of Equity Shareholders.

(a) Votes in favor of the Resolution:

Manner of Voting	Number of members voted (in person or by proxy)*	No. of votes cast by members
Postal Ballots	Nil	Nil
E-Voting	50	244075198
Voting conducted through ballot/polling paper at the venue of the meeting	24	4084
Total	74	244079282
% of total value of valid votes cast	99.999%	
% of total number of members voted	96.104%	

(b) Votes against the Resolution:

Manner of Voting	Number of members voted (in person or by proxy)*	No. of votes cast by members
Postal Ballots	Nil	Nil
E-Voting	3	511
Voting conducted through ballot/polling paper at the venue of the meeting	Nil	Nil
Total	3	511
% of total value of valid votes cast	0.001%	
% of total number of members voted	3.896%	



(c) Invalid Votes:

Manner of Voting	Total Number of members (in person or by proxy) whose votes were declared invalid*	No. of votes cast by members
Postal Ballots	Nil	Nil
E-Voting	Nil	Nil
Voting conducted through ballot/polling paper at the venue of the meeting	10**	535
Total	10**	535

*No. of Members is equivalent to No. of Folios/Accounts

** This includes 2 (two) equity shareholders whose Ballots were declared invalid as they were not the equity shareholders of the applicant company as on the cut off date and therefore the number of votes/value cannot be ascertained.

- (xv) The list of Equity Shareholders who voted "FOR/AGAINST/INVALID" for above resolution through the voting conducted through ballot/polling paper at the venue of the meeting, postal ballots and e-voting process are annexed herewith.
- (xvi) All relevant records of the voting conducted through ballot/polling paper at the venue of the meeting and postal ballots and the e-voting are handed over to the Company Secretary of the Company for safe keeping.

Thanking you

Yours truly,

Umesh Ved
Umesh Ved
Umesh Ved & Associates
Company Secretaries
FCS-4411
CP-2924



Place: Ahmedabad

Date: 21st March, 2018