



**NILA
INFRASTRUCTURES
LIMITED**

Nila/Cs/2022/57
Date: September 30, 2022

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,

Sub: Voting Results & Consolidated Scrutinizer Report of the 32nd Annual General Meeting

**Ref: Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements)
Regulations, 2015**

The 32nd Annual General Meeting of the Company was held on Thursday, September 29, 2022 at 11:00 a.m. through Video Conferencing (VC)/ Other Audio Visual Means (OAVM) to transact the business as set out in the Notice of the said meeting dated August 12, 2022.

In this regard, please find enclosed the following:

1. Voting Results of the business transacted at the AGM in terms of Regulation 44(3) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 - **Annexure I**
2. Report of the Scrutinizer dated September 30, 2022, pursuant to Section 108 of the Companies Act, 2013 - **Annexure II**

The Voting Results along with the Scrutinizer's Report dated September 30, 2022 is made available on the Company's website at www.nilainfra.com.

Kindly take the same on your record.

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



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Annexure I

The details of the Voting and resolutions passed at the 32nd AGM, as required under Regulation 44 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:

Particulars	Details of AGM
Date of the AGM	September 29, 2022
Total number of shareholders on cut-off date	47897
Cut Off date for the purpose of determining the shareholder eligible for e-Voting	September 22, 2022
No. of shareholders present in the meeting either in person or through proxy: 1. Promoters and Promoter Group 2. Public:	0 0
No. of shareholders attended the meeting through video conferencing: 1. Promoter and Promoter Group 2. Public	7 32



Registered Office:
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e-mail: info@nilainfra.com

Resolution (1)

Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Adoption of Audited Accounts Standalone and Consolidated for the financial year ended on 31 March 2022 and the Reports of Auditors and Directors thereon				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	243825187	217265187	89.1069	217265187	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	243825187	217265187	89.1069	217265187	0	100.0000	0.0000
Public-Institutions	E-Voting	14715624	0	0.0000	0	0	0	0
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	14715624	0	0.0000	0	0	0.0000	0.0000
Public- Non Institutions	E-Voting	135348389	833977	0.6162	812208	21769	97.3897	2.6103
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	135348389	833977	0.6162	812208	21769	97.3897	2.6103
Total	Total	393889200	218099164	55.3707	218077395	21769	99.9900	0.0100
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Add Notes	



Resolution (2)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To appoint a Director in place of Mr Dilip D Patel DIN 01523277 who retires by rotation and being eligible offers himself for Reappointment				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	243825187	217265187	89.1069	217265187	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	243825187	217265187	89.1069	217265187	0	100.0000	0.0000
Public-Institutions	E-Voting	14715624	0	0.0000	0	0	0	0
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	14715624	0	0.0000	0	0	0.0000	0.0000
Public- Non Institutions	E-Voting	135348389	833977	0.6162	811086	22891	97.2552	2.7448
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	135348389	833977	0.6162	811086	22891	97.2552	2.7448
Total	Total	393889200	218099164	55.3707	218076273	22891	99.9895	0.0105
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Add Notes	



Resolution (3)

Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To ratify the remuneration of Cost Auditor of the Company M/s Dalwadi & Associates				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	243825187	217265187	89.1069	217265187	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	243825187	217265187	89.1069	217265187	0	100.0000	0.0000
Public-Institutions	E-Voting	14715624	0	0.0000	0	0	0	0
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	14715624	0	0.0000	0	0	0.0000	0.0000
Public- Non Institutions	E-Voting	135348389	833076	0.6155	812208	20868	97.4951	2.5049
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	135348389	833076	0.6155	812208	20868	97.4951	2.5049
Total	Total	393889200	218098263	55.3705	218077395	20868	99.9904	0.0096
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Add Notes	



Resolution (4)

Resolution required: (Ordinary / Special)					Special			
Whether promoter/promoter group are interested in the agenda/resolution?					No			
Description of resolution considered					To appoint Mr. Revant Bhatt (DIN: 09197805) as an Non-Executive Independent Director of the Company			
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	243825187	217265187	89.1069	217265187	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	243825187	217265187	89.1069	217265187	0	100.0000	0.0000
Public-Institutions	E-Voting	14715624	0	0.0000	0	0	0	0
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	14715624	0	0.0000	0	0	0.0000	0.0000
Public- Non Institutions	E-Voting	135348389	833207	0.6156	810438	22769	97.2673	2.7327
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	135348389	833207	0.6156	810438	22769	97.2673	2.7327
Total	Total	393889200	218098394	55.3705	218075625	22769	99.9896	0.0104
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Add Notes	



Resolution (5)

Resolution required: (Ordinary / Special)					Ordinary			
Whether promoter/promoter group are interested in the agenda/resolution?					Yes			
Description of resolution considered					Approval and Ratification of Related Party Transactions			
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	243825187	0	0.0000	0	0	0	0
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	243825187	0	0.0000	0	0	0.0000	0.0000
Public-Institutions	E-Voting	14715624	0	0.0000	0	0	0	0
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	14715624	0	0.0000	0	0	0.0000	0.0000
Public- Non Institutions	E-Voting	135348389	656068	0.4847	626934	29134	95.5593	4.4407
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	135348389	656068	0.4847	626934	29134	95.5593	4.4407
Total	Total	393889200	656068	0.1666	626934	29134	95.5593	4.4407
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Add Notes	



Resolution (6)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				To approve transaction(s) of personal guarantee, security, collaterals etc. by the promoter and promoter group for the loan and borrowings of the Company.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	243825187	0	0.0000	0	0	0	0
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	243825187	0	0.0000	0	0	0.0000	0.0000
Public-Institutions	E-Voting	14715624	0	0.0000	0	0	0	0
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	14715624	0	0.0000	0	0	0.0000	0.0000
Public- Non Institutions	E-Voting	135348389	661068	0.4884	633138	27930	95.7750	4.2250
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	135348389	661068	0.4884	633138	27930	95.7750	4.2250
Total	Total	393889200	661068	0.1678	633138	27930	95.7750	4.2250
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Add Notes	





UMESH VED & ASSOCIATES
Company Secretaries

304, Shoppers Plaza-V, Opp. Municipal Market, C. G. Road, Navrangpura, Ahmedabad - 380 009.
Telefax : (O) +91 79 26464153, 48904153 • Moblie +91 98250 35998
E mail : info@umeshvedcs.com, umeshvedcs.office@airtelmail.in • Website : www.umeshvedcs.com

FORM NO. MGT-13

CONSOLIDATED SCRUTINIZER'S REPORT

[Pursuant to section 108 & 109 of the Companies Act, 2013 and Companies (Management and Administration) Rules, 2014 as amended]

To,
The Chairman,
Nila Infrastructures Limited
1st Floor, Sambhaav House,
Opp. Chief Justice's Bungalow,
Bodakdev, Ahmedabad-380015

Re: 32nd Annual General Meeting (AGM) of Nila Infrastructures Limited held on Thursday, the 29th September, 2022 at 11:00 a.m. through video conferencing (VC)/other audio-visual means (OAVM).

Dear Sir,

I, Umesh Ved, Proprietor of M/s. Umesh Ved & Associates, Company Secretaries, Ahmedabad, was appointed as Scrutinizer for the purpose of scrutinizing the Remote E-Voting process and voting at the Annual General Meeting ("AGM") pursuant to Section 108 & 109 of the Companies Act, 2013 read with rule 20 of Companies (Management and Administration) Rules, 2014, as amended on the resolutions contained in the Notice of the 32nd AGM of the Members of "Nila infrastructures Limited" (the Company) held on Thursday, the 29th September, 2022 at 11:00 a.m. through video conferencing (VC)/other audio-visual means (OAVM).

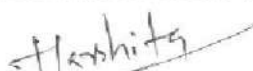
My responsibility as a scrutinizer for the voting process is restricted to preparing a Scrutinizer's Report of the votes casted "in favor" or "against" the resolution(s) based on the reports generated from the Remote e-voting system and e-voting provided by National Securities Depository Limited (the Agency/ service provider).

I submit my report as under:

- i. The notice dated 12th August, 2022 as confirmed by the Board was sent to the shareholders in respect of the below mentioned resolutions passed at the AGM of the Company through electronic mode to those Members whose email addresses are registered with the Company/ Depositories, in compliance with the MCA Circular dated May 5, 2020 read with circulars dated April 8, 2020, April 13, 2020 and January 13, 2021, June 23, 2021, December 8, 2021 and May 5, 2022 (collectively referred to as "MCA Circulars") and SEBI Circular dated May 12, 2020 and January 15, 2021 and May 13, 2022 (collectively referred to as "SEBI Circulars").



- ii. The Company has availed the e-voting facility offered by National Securities Depository Limited ("NSDL") for conducting remote e-voting and voting at the AGM by the shareholders of the Company.
- iii. The shareholders of the Company holding shares as on the cut-off date, i.e., Thursday, 22nd September, 2022 were entitled to vote on the proposed resolutions as set out in item nos. 1 to 6 in the Notice of the 32nd AGM of Nila Infrastructures Limited.
- iv. The facility provided for Remote E-Voting commenced from 9.00 A.M. on Monday, the 26th September, 2022 and ended on 5.00 P.M. on Wednesday, the 28th September, 2022. The Remote E-voting facility was blocked thereafter.
- v. The votes cast were unblocked on Thursday, September 29, 2022 after the conclusion of Annual General Meeting and was witnessed by two witnesses, Ms. Harshita Lalwani and Ms. Krina Thakkar, who are not in the employment of the Company. They have signed below in confirmation of the same.


Harshita Lalwani


Krina Thakkar

- vi. The Company had also provided e-voting facility to the shareholders present at the AGM through VC/OAVM and who had not cast their vote earlier.
- vii. The voting done through Remote E-voting and E-voting at the meeting were reconciled with the records maintained by the NSDL and the authorizations lodged with the Company.
- viii. The result of the Remote e-voting as well as E-voting at the AGM is as under:

- (1). **ORDINARY RESOLUTION** 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 2022 and the reports of the directors and auditors thereon

Voted in Favour of the Resolution

Type of Voting	Number of members voting	Number of Votes Cast by them	% of total number of Valid votes cast
Remote e-voting	149	218077395	99.99
E-voting (AGM)	0	0	0
Total	149	149	99.99

Voted against of the Resolution

Type of Voting	Number of members voting	Number of Votes Cast by them	% of total number of Valid votes cast
Remote e-voting	11	21769	0.01
E-voting (AGM)	0	0	0
Total	11	21769	0.01



- (2) **ORDINARY RESOLUTION** to appoint a director in place of Mr. Dilip D. Patel (DIN: 01523277), who retires by rotation pursuant to the provisions of Section 152 of the Companies Act, 2013 and being eligible, offers himself for re-appointment.

Voted in Favour of the Resolution

Type of Voting	Number of members voting	Number of Votes Cast by them	% of total number of Valid votes cast
Remote e-voting	146	218076273	99.99
E-voting (AGM)	0	0	0
Total	146	218076273	99.99

Voted against of the Resolution

Type of Voting	Number of members voting	Number of Votes Cast by them	% of total number of Valid votes cast
Remote e-voting	14	22891	0.01
E-voting (AGM)	0	0	0
Total	14	22891	0.01

- (3) **ORDINARY RESOLUTION** for ratification of the remuneration of Cost Auditor of the Company M/s Dalwadi & Associates.

Voted in Favour of the Resolution

Type of Voting	Number of members present and voting (in person)	Number of Votes Cast by them	% of total number of Valid votes cast
Remote e-voting	149	218077395	99.99
E-voting (AGM)	0	0	0
Total	149	218077395	99.99

Voted against of the Resolution

Type of Voting	Number of members present and voting (in person)	Number of Votes Cast by them	% of total number of Valid votes cast
Remote e-voting	10	20868	0.01
E-voting (AGM)	0	0	0
Total	10	20868	0.01



- (4) **SPECIAL RESOLUTION** to appoint Mr. Revant Bhatt (DIN: 09197805) as a Non-Executive Independent Director of the Company:

Voted in Favour of the Resolution

Type of Voting	Number of members present and voting (in person)	Number of Votes Cast by them	% of total number of Valid votes cast
Remote e-voting	148	218076395	99.99
E-voting (AGM)	0	0	0
Total	148	218076395	99.99

Voted against of the Resolution

Type of Voting	Number of members present and voting (in person)	Number of Votes Cast by them	% of total number of Valid votes cast
Remote e-voting	12	22769	0.01
E-voting (AGM)	0	0	0
Total	12	22769	0.01

- (5) **ORDINARY RESOLUTION** for approval and ratification of related party transactions:

Voted in Favour of the Resolution

Type of Voting	Number of members present and voting (in person)	Number of Votes Cast by them	% of total number of Valid votes cast
Remote e-voting	132	626934	95.56
E-voting (AGM)	0	0	0
Total	132	626934	95.56

Voted against of the Resolution

Type of Voting	Number of members present and voting (in person)	Number of Votes Cast by them	% of total number of Valid votes cast
Remote e-voting	16	29134	4.44
E-voting (AGM)	0	0	0
Total	16	29134	4.44



- (6) **ORDINARY RESOLUTION** to approve transaction(s) of personal guarantee, security, collaterals etc. by the promoter and promoter group for the loan and borrowings of the Company

Voted in Favour of the Resolution

Type of Voting	Number of members present and voting (in person)	Number of Votes Cast by them	% of total number of Valid votes cast
Remote e-voting	135	633138	95.78
E-voting (AGM)	0	0	0
Total	135	633138	95.78

Voted against of the Resolution

Type of Voting	Number of members voting	Number of Votes Cast by them	% of total number of Valid votes cast
Remote e-voting	14	27930	4.22
E-voting (AGM)	0	0	0
Total	14	27930	4.22

- ix. All the resolutions mentioned in the AGM Notice as per details above accordingly stand passed with requisite majority.
- x. The Electronic data relating to Remote e-voting and electronic voting conducted at the AGM is under my safe custody and all will be handed over to the Company Secretary for preserving safely after the Chairman considers, approves and signs the minutes of AGM.

Thanking You,

Yours faithfully,

Umesh H. Ved

Umesh Ved

Umesh Ved & Associates

Company Secretaries

FCS No: 4411

CP No: 2924

UDIN: F004411D001094368



M

Manoj B. Vadodaria

Chairman and Managing Director

(DIN: 00092053)



Date: 30/09/2022

Place: Ahmedabad