



NILA INFRASTRUCTURES LIMITED

CIN: L45201GJ1990PLC013417

Registered Office: 1st Floor, Sambhaav House,
Opp. Chief Justice's Bungalow,
Bodakdev, Ahmedabad – 380015. |

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NOTICE OF 33rd ANNUAL GENERAL MEETING (AGM) OF NILA INFRASTRUCTURES LIMITED

NOTICE IS HEREBY GIVEN THAT THE 33rd AGM OF THE MEMBERS OF NILA INFRASTRUCTURES LIMITED WILL BE HELD ON FRIDAY, 29 SEPTEMBER 2023 AT 11:30 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 2023 and the reports of the directors and auditors thereon.
2. 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.

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 2023-24, amounting to ₹60,000/- (Rupees Sixty Thousand Only) per annum be and is hereby ratified and confirmed”.

4. Approval and Ratification of Related Party Transactions:

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

“RESOLVED THAT pursuant to Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirement) Regulation, 2015 (“SEBI Listing Regulations”) and subject to Section 188 of the Companies Act, 2013 and the Companies (Meetings of Board and its Powers) Rules, 2014 and all other applicable provisions of the Companies Act, 2013 as may be amended from time to time; the consent, permission and approval of the members of the Company be and is hereby accorded to the Board of Directors or any committee thereof for entering into and / or carrying out and / or continue with existing contracts, arrangements, agreements, transaction(s) or as fresh and independent transaction(s) or otherwise (whether individually or series of transaction(s) taken together or otherwise) with the following related parties; during the financial year starting from 01 April 2023 and ending on 31 March 2024 (“the year”) notwithstanding the fact that the aggregate value of all these transaction(s), may exceed the prescribed thresholds as per the provisions of the SEBI Listing Regulations and the provisions of the Companies Act 2013 as applicable from time to time.

SN	Name of Related Party	Nature of Relationship	Type of Transactions	Maximum value of transactions during the year (In Crore)
1)	Romanovia Industrial Park Pvt. Ltd. ("Romanovia")	Joint Venture Entity	1) To give/take/repayment of loan, security or guarantee for the loan and pay and/or receive interest thereon; 2) To provide and/or receive capital contribution, receive and/or give money towards allotment of equity shares, preference shares, debentures, bonds, or any other securities; 3) To give/receive any form of financial assistant of any nature and interest/dividend thereon; 4) To enter into construction or works contract/execution of construction and development of projects; 5) To undertake/execute sale and/or purchase of land and/or immovable properties; 6) To enter into transactions of renting/leasing of immovable properties; 7) Any other transfer of resources, services or obligations.	100
2)	Kent Residential and Industrial Park LLP. ("Kent")	Joint Venture Entity	1) To give/take/repayment of loan, security or guarantee for the loan and pay and/or receive interest thereon; 2) To provide and/or receive capital contribution, receive and/or give money towards allotment of equity shares, preference shares, debentures, bonds, or any other securities; 3) To give/receive any form of financial assistant of any nature and interest/dividend thereon; 4) To enter into construction or works contract/execution of construction and development of projects; 5) To undertake/execute sale and/or purchase of land and/or immovable properties; 6) To enter into transactions of renting/leasing of immovable properties; 7) Any other transfer of resources, services or obligations.	100
3)	Vyapnila Terminals (Modasa) Pvt. Ltd. ("Vyapnila")	Associate Company	1) To give/take/repayment of loan, security or guarantee for the loan and pay and/or receive interest thereon; 2) To provide and/or receive capital contribution, receive and/or give money towards allotment of equity shares, preference shares, debentures, bonds, or any other securities; 3) To give/receive any form of financial assistant of any nature and interest/dividend thereon;	

SN	Name of Related Party	Nature of Relationship	Type of Transactions	Maximum value of transactions during the year (In Crore)
			4) To enter into construction or works contract/execution of construction and development of projects; 5) To undertake/execute sale and/or purchase of land and/or immovable properties; 6) To enter into transactions of renting/leasing of immovable properties; 7) Any other transfer of resources, services or obligations.	50
4)	Nila Spaces Ltd. ("NSL")	Common promoter shareholders holding more than 2% voting power in both the Companies and common promoters having significant influence over both the entities.	1) To give/take/repayment of loan, security or guarantee for the loan and pay and/or receive interest thereon; 2) To provide and/or receive capital contribution, receive and/or give money towards allotment of equity shares, preference shares, debentures, bonds, or any other securities; 3) To give/receive any form of financial assistance of any nature and interest/dividend thereon; 4) To enter into construction or works contract/execution of construction and development of projects; 5) To undertake/execute sale and/or purchase of land and/or immovable properties; 6) To enter into transactions of renting/leasing of immovable properties; 7) Any other transfer of resources, services or obligations.	50
5)	Manoj B. Vadodaria	Managing Director and Promoter of the Company	1) To undertake/execute sale and/or purchase of land/ development rights and/or immovable properties; 2) To enter into transactions of construction and developments of properties; 3) To enter into transactions of renting/leasing of immovable properties	50
6)	Kiran B. Vadodaria	Promoter of the Company	1) To undertake/execute sale and/or purchase of land/ development rights and/or immovable properties; 2) To enter into transactions of construction and developments of properties; 3) To enter into transactions of renting/leasing of immovable properties;	50

RESOLVED FURTHER THAT the members of the Company do hereby further accord its approval to the Board of Directors to do all such acts, deeds and things as may be deemed necessary, expedient and incidental thereto, including but not limited to, to execute any contract, agreement, deed, arrangement etc. and to delegate all or any of its powers herein conferred to any committee of Director(s) and/or Officer(s) of the Company to give effect to this resolution.

5. **To approve transaction(s) of personal guarantee, security, collaterals etc. by the promoter and promoter group 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 an **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 Rule 15 of 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 and promoter group to the Banks, Non-Banking Finance Companies (NBFCs) and Financial Institutions for the loans and borrowings availed by the Company provided the amount of such personal guarantees, security, collaterals etc. to be executed during the financial year starting from 01 April 2023 and ending on 31 March 2024 shall not exceed ₹ 150 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: 12 August 2023

By order of the Board of Directors
of Nila Infrastructures Limited

Nila Infrastructures Limited

CIN: L45201GJ1990PLC013417

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

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 April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020 and Circular No. 02/2021 dated January 13, 2021 and Circular No. 2/2022 dated May 05, 2022 (“MCA Circulars”) and Circular No. SEBI/HO/CFD/ CMD2/ CIR/P/2021/11 dated January 15, 2021 and Circular No. SEBI/HO/DDHS/P/CIR/2022/0063 dated May 13, 2022 issued by the Securities Exchange Board of India (“SEBI Circular”) 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 April 08, 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 April 08, 2020, April 13, 2020 and May 05, 2020 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 National Securities Depository Limited (NSDL) 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 NSDL.

6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, 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 NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.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 April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020, MCA Circular No. 20/2020 dated May 05, 2020 and MCA Circular No 2/2022 Dated May 05, 2022.
8. The register of members and the share transfer books of the Company will remain closed from 23 September 2023 to 29 September 2022 [both days inclusive] for the purpose of the AGM for the year ended on 31 March 2023.
9. The e-voting period commences on Tuesday, 26 September 2023, (9:00 AM) and ends on Thursday, 28 September 2023 (5:00 PM). During this period, members holding shares either in physical or dematerialized form, as on cut- off date, i.e. as on 22 September 2023 may cast their votes electronically. The e-voting module will be disabled by NSDL 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 22 September 2023.
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 at least 10 days before the meeting so as to enable the management to keep the information ready. The shareholders may raise any question during the AGM being conducted through VC by registering as Speaker Shareholder on or before the cut off date of 22 September 2023.
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 FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER: -

The remote e-voting period begins on Tuesday, 26 September 2023, (9:00 AM) and ends on Thursday, 28 September 2023 (5:00 PM) The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Friday, 22 September 2023 may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 22 September 2023.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1: Access to NSDL e-Voting system:

- A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in Demat mode

In terms of SEBI circular dated December 9, 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.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	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 options available against company name or e-Voting service provider - NSDL and you will be re-directed to NSDL e-Voting website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 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 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 held 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 options available against company name or e-Voting service provider - NSDL and you will be redirected to e-Voting website of NSDL 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 with CDSL	1. Existing users who have opted for Easi / Easiest, they can login through their 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 www.cdslindia.com and click on New System Myeasi. 2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote.

Type of shareholders	Login Method
	3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in 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 provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
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. Once 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 options available against company name or e-Voting service provider-NSDL and you will be redirected to e-Voting website of NSDL 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 logi through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
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
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 or 022-23058542-43

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. 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.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- How to retrieve your 'initial password'?
 - If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

- Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
- Physical User Reset Password? (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
- If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
- Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on "Login" button.

9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join General Meeting”.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.
8. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.



15. General Guidelines for shareholders

- 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. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to umesh@umeshvedcs.com with a copy marked to evoting@nsdl.co.in.
- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/ Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.
- 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 download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request to (Name of NSDL Official) at evoting@nsdl.co.in

16. Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

- In case shares are held in physical mode please provide 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.

- In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16-digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to secretarial@nilainfra.com.
- Alternatively, member may send an e-mail request to evoting@nsdl.co.in for obtaining User ID and Password by proving the details mentioned in Point (1) or (2) as the case may be.
- In terms of SEBI circular dated December 9, 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 required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

17. 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.

18. INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

- (i) Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access the same at <https://www.evoting.nsdl.com> under shareholders/members login by using the remote e-voting credentials. 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. Further members can also use the OTP based login for logging into the e-Voting system of NSDL.
- (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) Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker may send their request mentioning their name, demat account number/folio number, email id, mobile number at secretarial@nilainfra.com.
- (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. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
- (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 annual general meeting, 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 2022-23, the Notice of the 33rd 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 33rd AGM and the Annual Report for the financial year 2022-23 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.
19. 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.
 20. 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.
 21. 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.
 22. 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 22 September 2023.
 23. 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. 22 September 2023, may obtain login ID and password by sending an email to evoting@nsdl.co.in. However, if a person is already registered with NSDL for remote e-voting then he/she can use his/her existing user ID and password can be used for casting the vote.
 24. 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 annual general meeting in a fair and transparent manner.

25. 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, NSDL, and RTA and will also be displayed on the Company's website at www.nilainfra.com.
26. The due date for transfer of unpaid dividend account of the Company; in respect of dividend declared for the financial year 2015-16; to the Investor Education and Protection Fund (IEPF) of the Central Government is 17 October 2023. 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 17 October 2023. 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 (10:00 a.m 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. Dilip D. Patel
	Reappointment upon Retiring by Rotation
DIN	01523277
Date of Birth	23 June 1946
Age	76
Nationality	Indian
Original Date of appointment on Board	30 July 2009
Qualification	Master Degree
Experience	More than 30 years
Expertise in functional area	Strategic Management, Marketing Planning, Corporate Planning and Affairs.
Last drawn remuneration in FY 2022- 23	Nil
Number of Board Meetings attended during 2022-23	2
Shareholding in the Company	Nil
Name of Directorship held in other Companies	Sambhaav Media Limited
Membership / Chairmanship of Committees of other public companies	Member of Audit Committee and Nomination & Remuneration Committee of Sambhaav Media Ltd.
Relationship with other Board Members and KMPs	There is no inter se relationship with other Board Members and KMPs.
Terms and Conditions of appointment or re-appointment along with details of remuneration.	Re-appointment upon retiring by rotation as Non-Executive Director.

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 2024.

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 2024.

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:

Justification as to why the RPT is in the interest of the Company.

The Company through its associate companies, as well as joint ventures i.e M/s Romanovia Industrial Park Pvt. Ltd; 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 also envisages 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 M/s Vyapnla 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 Vyapnla 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, construction and development of properties with Mr. Manoj B. Vadodaria and Mr. Kiran B. Vadodaria who are into the business of real estate and construction for long.

Thus, the transactions are in the interest of the Company considering above business synergies and competencies of the related parties.

Information required under regulation 23 of the SEBI Listing Regulations read with SEBI Circular dated 22nd November 2021 and the particulars in terms of Rule 15 (3) of Companies (Meetings of Boards and Its Powers) Rules, 2014, for these arrangements/ contracts/transactions etc. are furnished herein under:

Particular	Details						
Name of the Related Party	Romanovia	Kent	NSL		Vyapnila	Manoj Vadodaria	Kiran Vadodaria
Name of the Director or key managerial personnel who is related, if any;	Mr. Manoj Vadodaria and Mr. Deep Vadodaria – Directors of the Company are related to these entities and persons						
Nature of Relationship	Joint Venture Entity	Joint Venture Entity	Common promoter shareholders holding more than 2% voting power in both the Companies and common promoters have significant influence over the entities.		Associate Company	Managing Director and Promoter	Promoter
Nature/Type, Material Terms, Monetary Value and Duration and Particulars of the Arrangement							
Nature/Type of Transactions	1) To give/take/repayment of loan, security or guarantee for the loan and pay and/or receive interest thereon; 2) To provide and/or receive capital contribution, receive and/or give money towards allotment of equity shares, preference shares, debentures, bonds, or any other securities; 3) To give/receive any form of financial assistant of any nature and interest/dividend thereon; 4) To enter into construction or works contract/ execution of construction and development of projects; 5) To undertake/execute sale and/or purchase of land and/or immovable properties; 6) To enter into transactions of renting/leasing of immovable properties; 7) Any other transfer of resources, services or obligations.				1) To undertake/ execute sale and/ or purchase of land/ development rights and/or immovable properties; 2) To enter into transactions of construction and developments of properties; 3) To enter into transactions of renting/ leasing of immovable properties		
Material Terms and particulars of the arrangement/ Transactions	Material terms and conditions are based on the contracts or arrangements which inter alia include the rates which are based on prevailing market price, commercial terms and valuations based on the valuation reports, if any, as on the date of entering into the contract(s). The commercial terms shall be based on prevailing industry practices.						
Value of the proposed transaction and % of company’s audited consolidate turnover of ₹ 127.10 Crore of FY2022-23	Refer Note 1						
Duration/tenure of the proposed transaction	During the financial year 2023-24						

Particular	Details
If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary:	Refer Note 2
Justification as to why the RPT is in the interest of the Company.	As mentioned herein above.
Copy of the valuation or other external party report, if any such report has been relied upon.	Not Applicable
Any other information relevant or important for the members to take a decision on the proposed transaction.	NIL

Note 1: Value of the proposed transaction and % of company's audited consolidate turnover of FY2022-23

Particular	Details					
Name of the Related Party	Romanovia	Kent	NSL	Vyapnila	Manoj Vadodaria	Kiran Vadodaria
Value of the Proposed Transactions (in Crores)	100	100	50	50	50	50
Value of RPT as % of Company's audited consolidated annual turnover of ₹ 127.10 Crores for the financial year 2022-2023.	78.68	78.68	39.34	39.34	39.34	39.34

Note 2: Particulars if the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary:

Particular	
Name of the Related Party	Romanovia
Details of financial indebtedness Incurred	Kent
	NSL
	None

Particular			
Name of the Related Party	Romanovia	Kent	NSL
Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security	The Company belongs to the business of infrastructural development and falls under group of companies with common promoter and synergy of businesses. The Company extends financial assistance to various entities of the Group, including to its subsidiaries, associates and JV entities, on need basis, in form of corporate guarantee / inter corporate deposits/ loans/ advances etc. In a similar manner, the Company may also seek financial assistance from other entities of the Group for business purposes. The financial assistance would be unsecured with repayment as may be determined in the loan agreement. The financial assistance will carry interest at appropriate market rate prevailing at the time of disbursement and may vary depending upon the credit profile of the borrowing entity(ies). All such transactions are in accordance with the appropriate loan / advances agreement as per prevailing market norms.		
The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the related party transaction	The financial assistance would be utilized by the borrowing entity(ies) for its business purposes including expansion, working capital requirements and other business and financial purposes.		

The approval of the members of the Company for the above referred transactions is omnibus and is being sought with a view to avoid business exigencies and to facilitate smooth operations in the interest of the Company. The value of the actual transactions may be substantially lesser than the approved transactions.

None of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested in the Resolution except Mr. Manoj Vadodaria and Mr. Deep Vadodaria by virtue of their position as disclosed herein above in this explanatory statement of Item No 04.

The Board of Directors therefore recommends passing of Item No. 04, as Ordinary Resolution, of the accompanying notice for the approval of members. The audit committee and/or the Board of Directors as may be applicable have accorded its consent to the above referred arrangements/ contracts/ agreements/ transactions at their respective meetings.

In accordance with the provisions of Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations (LODR) 2015, the Item No 4 being for approval of related party transactions, all related parties, including the above, shall not vote to the resolution.

Item No 5:

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 the promoters and promoter group. 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).

Information required under regulation 23 of the SEBI Listing Regulations read with SEBI Circular dated 22nd November 2021 and the particulars in terms of Rule 15 (3) of Companies (Meetings of Boards and Its Powers) Rules, 2014, for these arrangements/ contracts/transactions etc. are furnished herein under:

Particular	Details
Name of the Related Party	Promoter and Promoter Group of the Company
Name of the Director or key managerial personnel who is related, if any;	Mr. Manoj Vadodaria Mr. Deep Vadodaria
Nature of Relationship	Promoter & Promoter Group of the Company
Monetary Value and Value of RPT as a % of the Company's audited annual consolidated turnover of ₹ 127.10 Crore of FY2022-23	The amount during FY 2022-23 shall not exceed ₹ 150 Crore and the proposed transactions, if executed at full length, are 118% of the turnover of the FY2022-23.

Particular	Details
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 Promoters and Promoter Group 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.
Tenure / Duration	Financial Year 2023-24
If the transactions relate to any loans, intercorporate deposits, advances or investments made or given by the listed entity or its subsidiary	Not Applicable
Justification as to why RPT is in the interest of the Company	The transaction(s) pursuant to these arrangements shall be for providing service by way of personal guarantees, security, collaterals etc. by the Promoters for the loan and borrowing of the Company. The transactions shall be pursuant to the terms of the lender banks and financial institutions to facilitate easy borrowing for the business of the Company.
Copy of the valuation or other external party report, if any such report has been relied upon	Not Applicable
Any other information relevant or important for the members to take a decision on the proposed transaction.	Not Applicable

The approval of the members of the Company for the above referred transactions is omnibus and is being sought with a view to avoid business exigencies and to facilitate smooth borrowing transactions in the interest of the Company. The value of the actual transactions may be substantially lesser than the approved transactions. No fees or commission shall be paid by the Company to the promoters for facilitating the transactions which may please be noted.

None of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested in the Resolution except Mr. Manoj Vadodaria and Mr. Deep Vadodaria by virtue of their position as disclosed herein above in this explanatory statement of Item No 5.

The Board of Directors therefore recommends passing of Item No. 5, as Ordinary Resolution, of the accompanying notice for the approval of members. The audit committee and the Board of Directors have accorded their consent to the above referred transactions at their respective meetings.

In accordance with the provisions of Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations (LODR) 2015, the Item No 5 being for approval of related party transactions, all related parties, including the above, shall not vote to the resolution.

Place: Ahmedabad
Date: 12 August 2023

By order of the Board of Directors
of Nila Infrastructures Limited

Nila Infrastructures Limited
CIN: L45201GJ1990PLCO13417
Registered Office: First Floor, "Sambhaav House",
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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