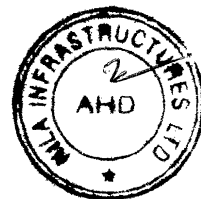


**SCRUTINIZER REPORT**

To,  
The Chairman  
Nila Infrastructures Limited  
First Floor, Sambhaav House  
Opp. Chief Justice's Bungalow  
Bodakdev, Ahmedabad - 380 015

Dear Sir,

1. The Board of Directors of the Company at its meeting held on 26<sup>th</sup> May, 2016 appointed me as a Scrutinizer to receive, process and scrutinize the postal ballot including remote e-voting relating to the proposed resolutions circulated vide Postal Ballot Notice dated 26<sup>th</sup> May, 2016 in a fair and transparent manner as prescribed under section 110 of the Companies Act, 2013("Act") read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014.
2. As required by the provisions of Section 110 of the Act, the Postal Ballot form and the Notice accompanied with the explanatory statement under section 102 of the Act and self addressed postage prepaid envelope were sent to the shareholders whose name(s) appeared on the Register of Members/list of beneficiaries as on 5<sup>th</sup> August, 2016 by courier to the members who have not registered their e-mail Ids with the company. The company has sent the notice of postal ballot by electronic mail to the members who have registered their e-mail ids with the company. The company completed the process of dispatch of postal ballot notice (physical and by email) on August 10, 2016 for passing of the following Resolutions.
3. The advertisement for the completion of the Dispatch of the Postal Ballot notice was published by the company in "Business Standard"- English and "Loksatta Jansatta" - Gujarati on 11<sup>th</sup> August, 2016.
4. The company had provided the e-voting facility to its members through National Securities Depository Limited; the remote e-voting was commenced on 11<sup>th</sup> August, 2016 at 9.00 AM and ended on 9<sup>th</sup> September, 2016 at 5:00 PM.
5. The postal ballot received back from the shareholders were kept under my custody and votes cast through electronic means were unblocked on 09<sup>th</sup> September, 2016 in presence of Mr. Jigar Trivedi and Mrs. Monali Maheshwari
6. The particulars of all the postal ballot forms received from the members and votes cast through electronic means have been entered in the register separately maintained for the purpose and all of such postal ballot forms and votes cast through electronic means were scrutinized and the shareholding was matched/confirmed with the Register of Members of the company/list of beneficiaries as on 5<sup>th</sup> August, 2016.




7. All postal ballot forms and votes cast through electronic means received up to 9<sup>th</sup> September, 2016 at 5:00 PM being the last date for receipt of the forms and votes cast through electronic means were considered for my scrutiny.
8. A summary of the postal ballot forms received and votes cast through electronic means is given in Annexure.
9. The proposed resolutions set out in the Notice of Postal Ballot dated 26<sup>th</sup> May, 2016 have been assented by the shareholders with requisite majority. The resolutions are deemed to be passed as on the date for the announcement of the Result.
10. The Result of the Voting by members through postal ballots in respect of the above mentioned resolutions may accordingly be declared by the chairman of the company.

Thanking you,

Place: Ahmedabad  
Date: September 10, 2016

For, R.S.Sharma & Associates  
Company Secretaries

  
(R S SHARMA)  
Scrutinizer  
C.P. No: 2118  
Membership No: 3126

Witnesses:

  
Mr. Jigar Trivedi

  
(Mrs. Monali Maheshwari)



**Annexure**

**Item No. 1: Alteration of Object Clause of Memorandum of Association**

(i) Votes in **favour** of the resolution

Number of members Voted	Number of votes cast by them	% of total number of valid votes cast
67	254182925	99.99

(ii) Voted **against** the resolution:

Number of members Voted	Number of votes cast by them	% of total number of valid votes cast
2	3050	0.01

(iii) **Invalid** votes :

Number of members Voted	Total number of votes cast by them
0	0

Note: 1) A compact disc (CD) containing a list of equity shareholders who voted "FOR," "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.

2) The Postal Ballot Papers register and other relevant records were sealed and handed over to the Company Secretary for sake keeping.

Date: September 10, 2016  
Place: Ahmedabad



Thanking you,  
Yours faithfully,  
For, R.S.Sharma & Associates

Company Secretaries  
(CS R. S. Sharma)  
Srutinizer for Postal Ballot