

**NILA
INFRASTRUCTURES
LIMITED**

NILA/CS/2016/526
Date: April 13, 2016

To,
The Department of Corporate Services
Bombay Stock Exchange 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,

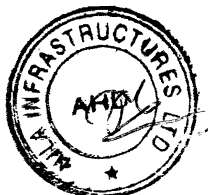
Sub: Declaration of Result of Postal Ballot Voting

In accordance with the Regulation 44(3) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 110 of the Companies Act, 2013 and rules made there under; Postal Ballot Forms and Notice dated February 13, 2016 containing special businesses as enlisted below were sent to the members of the Company.

The Company has availed the service of National Securities and Depository Services Ltd to provide remote e-Voting facility during the period March 14, 2016 (9:00 am) to April 12, 2016 (5:00 pm) and Mr. R.S. Sharma of M/s R S Sharma & Associate, Practicing Company Secretary was appointed as the Scrutinizer for conducting the remote e-Voting and Postal Ballot process in a fair and transparent manner. Consequently the Scrutinizer has submitted his report on voting through remote e-Voting and Postal Ballot addressed to the Chairman on Wednesday April 13, 2016. The Chairman authorized the Company Secretary to announce the result of voting at the Registered Office on Wednesday April 13, 2016 at 4:00 p.m.

In terms of the Regulation 44(3) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the details of the result announced are as under.

Date of the AGM/EGM/Declaration of Postal Ballot Results	13 th April, 2016
Total number of shareholders on record date (March 04, 2016)	18159
No. of shareholders present in the meeting either in person or through proxy: 1. Promoters and Promoter Group 2. Public:	Not Applicable
No. of shareholders attended the meeting through video conferencing: 1. Promoter and Promoter Group 2. Public	Not Applicable

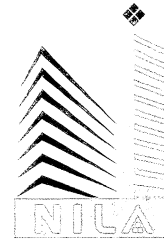


Registered Office:

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

www.nilainfra.com

CIN : L45201GJ1990PLC013417



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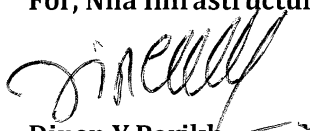
The Consolidated Result declared on the basis of the Report of the Scrutinizer for Remote e-voting and Postal Ballot Process is as follows:

Sr. No	Particulars	Mode of Voting	Result
1	Borrowing power under section 180(1) (c) of the Companies Act, 2013	Remote e-voting and Physical Postal Ballot	Special Resolution passed with requisite majority
2	Authority under section 180(1)(a) of the Companies Act, 2013	Remote e-voting and Physical Postal Ballot	Special Resolution passed with requisite majority
3	Loan and Investment by the Company under Section 186 of the Companies Act, 2013	Remote e-voting and Physical Postal Ballot	Special Resolution passed with requisite majority
4	Alteration of Articles of Association	Remote e-voting and Physical Postal Ballot	Special Resolution passed with requisite majority
5	Approval to Deed of Arrangement with Shri Manoj B Vadodaria	Remote e-voting and Physical Postal Ballot	Ordinary Resolution passed with requisite majority
6	Approval to Deed of Arrangement with Shri Kiran B Vadodaria	Remote e-voting and Physical Postal Ballot	Ordinary Resolution passed with requisite majority
7	Reappointment of Shri Kiran B Vadodaria as Joint Managing Director	Remote e-voting and Physical Postal Ballot	Ordinary Resolution passed with requisite majority

Result of the voting in the prescribed format is annexed herewith. Kindly take the same on record and acknowledge the receipt thereof.

Thanking you
Yours faithfully,

For, Nila Infrastructures Ltd.


Dipen Y Parikh
Company Secretary



Encl: a/a

Registered Office:

1st floor, Sambhaav House,
Opp. Chief Justice's Bungalow,
Bodakdev, Ahmedabad 380015
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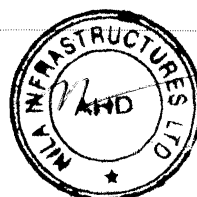
Item No. 1 Borrowing Power under section 180 (1) (c) of the Companies Act, 2013

Resolution required : (Ordinary/Special)						Special Resolution		
Whether promoter/promoter group are interested in the agenda/resolution?						NO		
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	--	221325187	100.00	221325187	0	100.00	0
	Poll	--	--	--	--	--	--	--
	Postal Ballot	--	0	0	0	0	0	0
	Total	221325187	221325187	100.00	221325187	0	100.00	0
Public Institutions	E-voting	--	0	0	0	0	0	0
	Poll	--	--	--	--	--	--	--
	Postal Ballot	--	0	0	0	0	0	0
	Total	9430	0	0	0	0	0	0
Public Non Institutions	E-voting	--	10441513	7.01	10434566	6947	99.99	0.01
	Poll	--	--	--	--	--	--	--
	Postal Ballot	--	969306	0.65	969306	0	100	0
	Total	148891583	11410819	7.66	11403872	6947	--	--
Total		370226200	232736006		232729059	6947	99.99	0.01



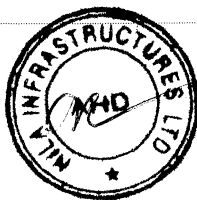
Item No. 2 Authority under section 180(1)(a) of the Companies Act, 2013

Resolution required : (Ordinary/Special)						Special Resolution		
Whether promoter/promoter group are interested in the agenda/resolution?						NO		
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	--	221325187	100.00	221325187	0	100.00	0
	Poll	--	--	--	--	--	--	--
	Postal Ballot	--	0	0	0	0	0	0
	Total	221325187	221325187	100.00	221325187	0	100.00	0
Public Institutions	E-voting	--	0	0	0	0	0	0
	Poll	--	--	--	--	--	--	--
	Postal Ballot	--	0	0	0	0	0	0
	Total	9430	0	0	0	0	0	0
Public Non Institutions	E-voting	--	10441523	7.01	10434066	7457	99.92	0.08
	Poll	--	--	--	--	--	--	--
	Postal Ballot	--	969306	0.65	969306	0	100	0
	Total	148891583	11410829	7.66	11403372	7457	--	--
Total		370226200	232736016		232728559	7457	99.99	0.01



Item No. 3 Loan and Investment by the Company under section 186 of the Companies Act, 2013

Resolution required : (Ordinary/Special)						Special Resolution		
Whether promoter/promoter group are interested in the agenda/resolution?						NO		
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	--	221325187	100.00	221325187	0	100.00	0
	Poll	--	--	--	--	--	--	--
	Postal Ballot	--	0	0	0	0	0	0
	Total	221325187	221325187	100.00	221325187	0	100.00	0
Public Institutions	E-voting	--	0	0	0	0	0	0
	Poll	--	--	--	--	--	--	--
	Postal Ballot	--	0	0	0	0	0	0
	Total	9430	0	0	0	0	0	0
Public Non Institutions	E-voting	--	1138118	0.76	1130914	7204	99.36	0.64
	Poll	--	--	--	--	--	--	--
	Postal Ballot	--	969306	0.65	969306	0	100	0
	Total	148891583	2107424	1.41	2100220	7204	--	--
Total		370226200	223432611		223425407	7204	99.99	0.01



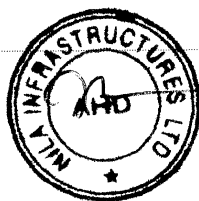
Item No. 4 Alteration of Articles of Association

Resolution required : (Ordinary/Special)						Special Resolution		
Whether promoter/promoter group are interested in the agenda/resolution?						NO		
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	--	221325187	100.00	221325187	0	100.00	0
	Poll	--	--	--	--	--	--	--
	Postal Ballot	--	0	0	0	0	0	0
	Total	221325187	221325187	100.00	221325187	0	100.00	0
Public Institutions	E-voting	--	0	0	0	0	0	0
	Poll	--	--	--	--	--	--	--
	Postal Ballot	--	0	0	0	0	0	0
	Total	9430	0	0	0	0	0	0
Public Non Institutions	E-voting	--	10441523	7.01	10434319	7204	99.93	0.07
	Poll	--	--	--	--	--	--	--
	Postal Ballot	--	969306	0.65	969306	0	100	0
	Total	148891583	11410829	7.66	11403625	7204	--	--
Total		370226200	232736016		232728812	7204	99.99	0.01



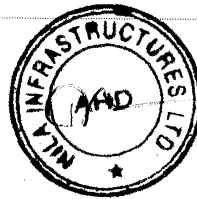
Item No. 5 Approval to Related Party Transactions with Shri Manoj B Vadodaria

Resolution required : (Ordinary/Special)						Ordinary 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	--	46591708	21.05	46591708	0	21.05	0
	Poll	--	--	--	--	--	--	--
	Postal Ballot	--	0	0	0	0	0	0
	Total	221325187	46591708	21.05	46591708	0	21.05	0
Public Institutions	E-voting	--	0	0	0	0	0	0
	Poll	--	--	--	--	--	--	--
	Postal Ballot	--	0	0	0	0	0	0
	Total	9430	0	0	0	0	0	0
Public Non Institutions	E-voting	--	10443923	7.01	10435488	8435	99.92	0.08
	Poll	--	--	--	--	--	--	--
	Postal Ballot	--	969306	0.65	969306	0	100	0
	Total	148891583	11413229	7.66	11404794	8435	--	--
Total		370226200	58004937		57996502	8435	99.99	0.01



Item No. 6 Approval to Related Party Transaction with Shri Kiran B Vadodaria

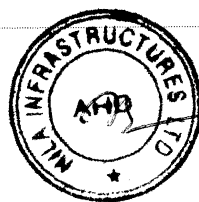
Resolution required : (Ordinary/Special)						Ordinary Resolution		
Whether promoter/promoter group are interested in the agenda/resolution?						YES		
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes- in favour (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	--	46591708	21.05	46591708	0	100.00	0
	Poll	--	--	--	--	--	--	--
	Postal Ballot	--	0	0	0	0	0	0
	Total	221325187	46591708	21.05	46591708	0	100.00	0
Public Institutions	E-voting	--	0	0	0	0	0	0
	Poll	--	--	--	--	--	--	--
	Postal Ballot	--	0	0	0	0	0	0
	Total	9430	0	0	0	0	0	0
Public Non Institutions	E-voting	--	10443923	7.01	10435563	8360	99.92	0.08
	Poll	--	--	--	--	--	--	--
	Postal Ballot	--	969306	0.65	969306	0	100	0
	Total	148891583	11413229	7.66	11404869	8360	--	--
Total		370226200	58004937		57996577	8360	99.99	0.01



Item No. 7 : Re-appointment of Shri Kiran B Vadodaria, as Joint Managing Director

Resolution required : (Ordinary/Special)						Ordinary 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	--	189467087	85.60	189467087	0	100.00	0
	Poll	--	--	--	--	--	--	--
	Postal Ballot	--	0	0	0	0	0	0
	Total	221325187	189467087	85.60	189467087	0	100.00	0
Public Institutions	E-voting	--	0	0	0	0	0	0
	Poll	--	--	--	--	--	--	--
	Postal Ballot	--	0	0	0	0	0	0
	Total	9430	0	0	0	0	0	0
Public Non Institutions	E-voting	--	10444023	7.01	10432663	11360	99.89	0.11
	Poll	--	--	--	--	--	--	--
	Postal Ballot	--	969306	0.65	969306	0	100	0
	Total	148891583	11413329	7.66	11401969	11360	--	--
Total		370226200	232738516		200869056	11360	86.31	13.69

Note: As per the report of the scrutinizer the votes cast by Shri Kiran B Vadodaria are considered invalid and therefore the numbers of votes polled have been reduced to that extent.



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 13th February, 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 13th February, 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 04th March, 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 13th March, 2016 for passing of the resolutions as enumerated in the notice of the postal ballot dated February 13, 2016.
3. The advertisement for the completion of the Dispatch of the Postal Ballot notice was published by the company in "Business Standard"- English and "Financial Express" – Gujarati on 14th March, 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 14th March, 2016 at 9.00 AM and ended on 12th April, 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 13th April, 2016 in presence of Mr Jigar Trivedi and Mr. Jayntibhai Vaishya.



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 04th March, 2016.
7. All postal ballot forms and votes cast through electronic means received up to 12th April, 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 13th February, 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.

Place: Ahmedabad
Date: April 13, 2016



For, R.S.Sharma & Associates
Company Secretaries

(R S SHARMA)
Scrutinizer

ANNEXURE

**(a) Item No. 1 : Borrowing Power under section 180 (1) (c) of the Companies Act, 2013
(SPECIAL RESOLUTION)**

(i) Votes in *favour* of the resolution

Number of members Voted	Number of votes cast by them	% of total number of valid votes cast
53	232729059	99.99%

(ii) Voted *against* the resolution:

Number of members Voted	Number of votes cast by them	% of total number of valid votes cast
6	6947	0.01%

(iii) Invalid votes :

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

(iv) Total votes cast :

Number of members Voted	Total number of votes cast by them
59	232736006

**(b) Item No. 2: Authority under section 180(1)(a) of the Companies Act, 2013
(SPECIAL RESOLUTION)**

(i) Votes in *favour* of the resolution

Number of members Voted	Number of votes cast by them	% of total number of valid votes cast
52	232728559	99.99%

(ii) Voted *against* the resolution:

Number of members Voted	Number of votes cast by them	% of total number of valid votes cast
7	7457	0.01%



(iii) **Invalid votes :**

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

(iv) **Total votes cast :**

Number of members Voted	Total number of votes cast by them
59	232736016

(c) Item No. 3: Loan and Investment by the Company under section 186 of the Companies Act, 2013 (SPECIAL RESOLUTION)

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

Number of members Voted	Number of votes cast by them	% of total number of valid votes cast
51	223425407	99.99%

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

Number of members Voted	Number of votes cast by them	% of total number of valid votes cast
5	7204	0.01

(iii) **Invalid votes :**

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

(iv) **Total votes cast :**

Number of members Voted	Total number of votes cast by them
56	223432611

(d) Item No. 4: Alteration of Articles of Association under Section 14 of the Companies Act, 2013. (SPECIAL RESOLUTION)

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

Number of members Voted	Number of votes cast by them	% of total number of valid votes cast
54	232728812	99.99%



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

Number of members Voted	Number of votes cast by them	% of total number of valid votes cast
5	7204	0.01%

(iii) **Invalid** votes :

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

(iv) **Total** votes cast :

Number of members Voted	Total number of votes cast by them
59	232736016

(e) Item No. 5: Approval under Section 188 of the Companies Act, 2013 to Related Party Transactions with Shri Manoj B Vadodaria (ORDINARY RESOLUTION)

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

Number of members Voted	Number of votes cast by them	% of total number of valid votes cast
44	57996502	99.99%

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

Number of members Voted	Number of votes cast by them	% of total number of valid votes cast
8	8435	0.01%

(iii) **Invalid** votes :

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

(iv) **Total** votes cast :

Number of members Voted	Total number of votes cast by them
52	58004937

Note: The related parties have abstain from voting on item no 5



(f) Item No. 6: Approval under Section 188 of the Companies Act, 2013 to Related Party Transactions with Shri Kiran B Vadodaria (ORDINARY RESOLUTION)

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

Number of members Voted	Number of votes cast by them	% of total number of valid votes cast
46	57996577	99.99%

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

Number of members Voted	Number of votes cast by them	% of total number of valid votes cast
6	8360	0.01%

(iii) **Invalid** votes :

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

(iv) **Total** votes cast :

Number of members Voted	Total number of votes cast by them
52	58004937

Note: The related parties have abstain from voting on item no 6

(g) Item No. 7: Re-appointment of Shri Kiran B Vadodaria as Joint Managing Director Under Section 196 and 197 of the Companies Act, 2013. (ORDINARY RESOLUTION)

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

Number of members Voted	Number of votes cast by them	% of total number of valid votes cast
52	200869056	99.99%

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

Number of members Voted	Number of votes cast by them	% of total number of valid votes cast
7	11360	0.01%



(iii) **Invalid votes :**

Number of members Voted	Total number of votes cast by them
1	31858100

(iv) **Total votes cast :**

Number of members Voted	Total number of votes cast by them
60	232738516

Note: Vote cast by Shri Kiran B. Vadodaria are considered invalid

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: April 13, 2016
Place: Ahmedabad



For, R.S.Sharma & Associates
Company Secretaries

(R. S. Sharma)
Scrutinizer