Directors' Report

Dear Members,

The Directors of your Company are pleased to present the Twenty Sixth Annual Report to the Members with the Audited Financial Statements for the Financial Year ended on March 31, 2016.

STATE OF AFFAIRS OF THE COMPANY

Financial Results:

The performance of the Company for the Financial Year 2015-16 is as under:

(₹ in millions, except per equity share data)

Particulars	Standalone for the year ended		Consolidated for the year ended	
	March 31, 2016	March 31, 2015	March 31, 2016	March 31, 2015
Income from Operations	1,831.3	1,244.0	1,831.3	1,244.0
Add: Other Operating Income	143.7	73.2	119.2	73.5
Total Operating Income	1,975.0	1,317.2	1,950.5	1,317.5
Less: Operating Expenses	1,556.9	1,016.7	1,562.5	1,017.8
Depreciation and Amortisation	14.2	13.0	14.2	13.1
Finance cost	145.2	100.6	145.3	100.6
Profit Before Tax	**258.7**	**186.9**	**228.5**	**186.0**
Less: Current Tax	88.9	68.5	89.1	68.5
Deferred Tax	(0.7)	(2.1)	(0.7)	(2.1)
Net Profit After Tax	**170.4**	**120.5**	**140.2**	**119.7**
Add: Balance Brought Forward from previous Financial Year	560.0	484.5	546.6	477.1
Profit available for appropriation	**730.4**	**605.0**	**686.8**	**596.8**
Less: Reserve due to consolidation	-	-	-	5.1
Less: Depreciation	-	0.7	(0.5)	0.7
Less: Transfer to General Reserve	-	-	-	-
Less: Proposed Dividend	40.7	37.0	40.7	37.0
Less: Dividend Distribution Tax	8.3	7.4	8.3	7.4
Surplus carried to Balance Sheet	681.4	560.0	638.3	546.6
Security Premium	567.8	567.8	567.8	567.8
General Reserve	52.5	52.5	52.5	52.5
Reserves	1,301.7	1,180.3	1,258.6	1,166.9
Earnings per share (EPS) before exceptional item (2)&(3)				
Basic	0.46	0.38	0.38	0.38
Diluted	0.43	0.38	0.36	0.38
EPS after exceptional item (2)&(3)				
Basic	0.46	0.38	0.38	0.38
Diluted	0.43	0.38	0.36	0.38

Notes:

(1) The above figures are extracted from the standalone and consolidated financial statements as per Indian Generally Accepted Accounting Principles (GAAP).

(2) Equity shares are at par value of ₹ 1 per share.

(3) The Company has issued 22500000 warrants convertible into equivalent number of equity shares having face value of ₹ 1 each on January 03, 2015 at a premium of ₹ 4 each to the promoter and promoter group on preferential basis. These warrants are convertible within 18 months from the date of allotment i.e on or before July 02, 2016, and hence Earnings Per Share (EPS) has been adjusted in accordance with Accounting Standard (AS) 20 – Earnings Per Share.

REVIEW OF OPERATIONS:

Your Company's primary area of operations include construction and development of infrastructure and real estate projects. The majority of the projects of your Company are being executed in Gujarat and Rajasthan.

Revenue – Standalone:

Our total income on a standalone basis increased to ₹ 1,831.3 million from ₹ 1,244 million in the previous year, at a growth rate of 47%. Out of the total revenue, 86% came from Civic Urban Infrastructure i.e. ₹ 1,574.6 million and remaining from real estate, land trading and rental activities. During the year under review the operational activities of your Company has expanded on account of geographic expansion as well as higher scale of new projects.

Revenue – Consolidated:

Our total revenue on a consolidated basis increased to ₹ 1,831.3 million from ₹ 1,244 million in the previous year, at a growth rate of 47%.

Profit – Standalone:

Our EBIDTA on a standalone basis amounted to ₹ 274.4 million (15% of revenue) as against ₹ 227.2 million (18% of revenue) in the previous year. Project and Operations costs are 81% of our revenue for the year ended March 31, 2016 as compared to 77% for the year ended March 31, 2015. The profit before tax is ₹ 258.7 million (14% of revenue), as against ₹ 186.9 million (15% of revenue) in the previous year. Net profit is ₹ 170.4 million (9% of revenue), as against ₹ 120.5 million (10% of revenue) in the previous year.

Profit – Consolidated:

Our EBIDTA on a consolidated basis amounted to ₹ 268.9 million (15% of revenue), as against ₹ 226.2 million (18% of revenue) in the previous year. Project and Operations costs are 81% of our revenue for the year ended March 31, 2016 as compared to 77% for the year ended March 31, 2015. The profit before tax is ₹ 228.5 million (12% of revenue), as against ₹ 186.0 million (15% of revenue) in the previous year. Net profit is ₹ 140.2 million (8% of revenue), as against ₹ 119.7 million (10% of revenue) in the previous year.

Liquidity:

We continue to maintain sufficient cash to meet our operations as well as strategic objectives. We understand that liquidity in the Balance Sheet has to balance between earning adequate returns and the need to cover financial and business risks. Liquidity enables us to make a rapid shift in direction, if there is a market demand. We believe that our working capital is sufficient to meet our current requirements. As on March 31, 2016, on a standalone basis, we have liquid assets of ₹ 1,427.2 million, as against ₹ 140.2 million at the previous year-end. On a consolidated basis, we have liquid assets of ₹ 1,443.7 million at the current year-end, as against ₹ 1,564.9 million at the previous year-end. These funds comprise deposits with banks and government. The details are disclosed under the 'non-current and current assets' section in the financial statements in this Annual Report.

The information of projects and activities are more specifically detailed in the Management Discussion and Analysis Report annexed to this Board Report.

REPORT ON PERFORMANCE OF SUBSIDIARY COMPANIES PURSUANT TO RULE 8 (1) OF THE COMPANIES (ACCOUNTS) RULES, 2014:

Your Company is undertaking various projects through Subsidiaries, Associates and Joint Ventures. As per Section 129 (3) of the Companies Act, 2013, your Directors have pleasure in attaching the consolidated financial statements prepared in accordance with the applicable accounting standards with this report. In terms of proviso to Section 129(3) and rule 8(1) of the Companies (Accounts) Rules, 2014.

Statement containing salient features of the Financial Statement of the Subsidiary Companies, Associate Companies and Joint Ventures in the prescribed Form AOC 1 is annexed to this report as Annexure "D". In accordance with Section 136 of the Companies Act, 2013, the Audited Financial Statements, including the Consolidated Financial Statements are available on our website at www.nilainfra.com. The Audited Financial Statements of each of the Subsidiary, Associates and Joint Ventures are available for inspection at the Company's registered office at Ahmedabad, India and also at registered offices of the respective companies. Copies of the annual accounts of the Subsidiaries, Associates and Joint Ventures will also be made available to the investors of Nila Infrastructures Limited upon request.

DIVIDEND:

The Directors have recommended payment of dividend of ₹ 0.11 per equity share of ₹ 1 each i.e. 11% of paid up capital. The dividend payout shall absorb an amount of ₹ 40.7 million. The dividend will be paid to the members, whose name appears in the register of members as on September 02, 2016. There are 22500000 warrants issued by the Company on preferential basis and upon the conversion of the same the dividend payout shall absorb an amount of ₹ 43.2 million.

PUBLIC DEPOSITS:

During the year under review your Company has not accepted any deposits from the public within the meaning of Section 73 and 76 of the provisions of the Companies Act, 2013.

INSURANCE:

All the existing properties of the Company are adequately insured.

DIRECTORATE:

During the year under review there is no change in Board of Directors and Key Managerial Personnel of the Company.

Pursuant to Section 152 of the Companies Act, 2013, Shri Dilip D Patel, (DIN: 01523277) Director of the Company retires by rotation at the ensuing Annual General Meeting of the Company and being eligible offers himself for reappointment.

The Company has received declarations from all the Independent Directors of the Company confirming that they meet with the criteria of independence as prescribed under sub-section (6) of Section 149 of the Companies Act, 2013 and Regulation 25 of the Securities Exchange and Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the same has been noted by the Board.

Board Evaluation:

Pursuant to the provisions of the Companies Act, 2013, an annual performance evaluation of the members of the Board of its own individually and working of the various committees of the Board was carried out. The manner in which the performance evaluation was carried out has been explained in the Corporate Governance Report.

Board and Audit Committee Meetings:

During the year under review five (5) Board Meetings and five (5) Audit Committee Meetings were held. The details of the meetings are given in the Corporate Governance Report as a part to the Boards' Report. The intervening gap between the meetings was within the period prescribed under the Companies Act, 2013.

DIRECTORS' RESPONSIBILITY STATEMENT:

Pursuant to the provisions of Section 134 (3) (c) of the Companies Act, 2013, with respect to Director's Responsibility Statement, it is hereby confirmed that:

a) In the preparation of annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures;

b) The Directors have selected such accounting policies and applied them consistently and made judgment and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit and loss of the company for that period.

c) The Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company for preventing and detecting fraud and other irregularities.

d) The Directors have prepared the annual accounts on a going concern basis; and

e) Proper internal financial controls are in place and that the financial controls are adequate and were operating effectively.

f) The Directors have devised proper systems to ensure compliances with the provisions of all applicable laws and that such systems are adequate and operating effectively.

ALTERATION OF ARTICLE OF ASSOCIATION:

During the year under review the Board of Directors have proposed, by seeking approval of shareholders through postal ballot process, to adopt a new set of Articles of Association containing regulations in consonance with the Companies Act, 2013.

SHARE CAPITAL:

During the year under review there is no change in the share capital of the Company.

While the Company has in terms of the Special Resolution passed at the Extra Ordinary General Meeting dated December 20, 2014, allotted on January 03, 2015, 22500000 warrants convertible into equivalent number of equity shares to the Promoters and Promoter Group. These warrants are convertible into equity shares within a period of 18 months from the date of its allotment and are subject to the terms of the issue. Upon conversion of warrants the issued, subscribed and paid up equity share capital of the Company shall increase to ₹ 392,726,200 comprising of 392726200 equity shares of ₹ 1 each.

CORPORATE GOVERNANCE AND MANAGEMENT DISCUSSION & ANALYSIS REPORT:

The Company has implemented the procedure and adopted practices in conformity with the code of Corporate Governance as enumerated in Schedule V of Securities Exchange and Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015. The management discussion & analysis and corporate governance report are made part of this report. A certificate from the statutory auditor regarding compliance of the conditions of corporate governance is given in annexure, which is attached hereto and forms part of the Directors' report.

Disclosure in terms of Schedule V (Part II) (Section II) (B) (iv) (IV) of the Companies Act, 2013 are mentioned in Corporate Governance Report as a part of this report.

STATUTORY AUDITORS:

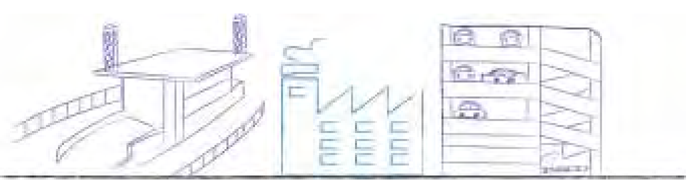
M/s. O P Bhandari & Co., Chartered Accountants, Ahmedabad (FRN: 112633W), retires at the ensuing Annual General Meeting and is eligible for reappointment. The Company has received a certificate from them that their re-appointment, if approved by the shareholders, would be in accordance with the provisions of Section 141 of the Companies Act, 2013. The members are requested to appoint auditors to hold office until the conclusion of the next Annual General Meeting of the Company.

AUDITORS' REPORT:

Observations of the auditors in their report together with the notes on accounts are self explanatory and therefore, in the opinion of Directors, do not call for any further explanation.

COST AUDIT:

M/s Dalwadi & Associates, Cost Accountant (FRN:000338) has conducted the audit of the cost record of the Company for the Financial Year 2015-16.



SECRETARIAL AUDITOR'S REPORT:

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014, the Company has reappointed Mr. R S Sharma, Practicing Company Secretary (Membership No 3126), to undertake the Secretarial Audit of the Company. The report of the Secretarial Auditor is annexed herewith as "Annexure E". The report of the secretarial auditor is self explanatory and confirming compliance by the Company of all the provisions of applicable corporate laws.

AUDIT COMMITTEE:

The Audit Committee constituted in accordance with the provisions of Section 177 of the Companies Act, 2013 and Regulation 18 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, reviewed the financial results and financial statements, audit process, internal control system, scope of internal audit and compliance of related regulations as prescribed under Section 177 of the Companies Act, 2013 and Regulation 18 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Composition and terms of reference of the audit committee is more specifically given in the Corporate Governance Report as a part of the Boards' Report.

VIGIL MECHANISAM (WHISTLE BLOWER POLICY)

The company has established Vigil Mechanism (Whistle Blower Policy) in accordance with the provisions of Section 177 of the Companies Act, 2013 and Regulation 22 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the employees to report to the management instances of unethical behavior, actual or suspected fraud or violation of the Company's code of conduct. The detail of the Whistle Blower Mechanism is explained in the Corporate Governance Report and the policy adopted is available on the Company's website at www.nilainfra.com under investor segment.

DISCLOSURE IN TERMS OF SEXUAL HARRASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013:

The Company has in place an anti sexual harassment policy in line with the requirement of the Sexual Harassment of Women at the Workplace (Prevention, Prohibition and Redressal) Act, 2013. There is no such instance reported during the year under review.

CODE OF CONDUCT FOR PREVENTION OF INSIDER TRADING:

In terms of Regulation 8 of SEBI (Prevention of Insider Trading) Regulations, 2015, the Company has adopted Code of Conduct prohibiting purchase or sale of securities of the Company by Directors and Designated employees while in possession of unpublished price sensitive information in relation to the Company.

STATUTORY DISCLOSURES REQUIRED UNDER RULE 8(3) OF THE COMPANIES (ACCOUNTS) RULES, 2014:

There is no foreign exchange earnings and outgo during the year under review. Conservation of energy has always been of immense importance to your Company and all the equipments consuming energy have been placed under continuous and strict monitoring. In view of the nature of the operations, no report on the other matters applicable as required under section 134 (3) (m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014.

DISCLOSURES UNDER RULE 8(5) OF COMPANIES (ACCOUNTS) RULES, 2014:

During the year your Company has acquired 5000 equity shares of ₹ 10/- each of M/s Romanovia Industrial Park Private Limited and M/s Sarathi Industrial Park Private Limited each and consequently both these Companies have become Associate Companies of your Company. Except that there is no change in subsidiary, associate and joint venture companies during the year under review.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENT MADE BY THE COMPANY DURING THE YEAR:

Details of loans, guarantees and investments covered under Section 186 of the Companies Act, 2013 are given in the notes to the financial statements.

RELATED PARTY TRANSACTIONS:

In terms of Regulation 23 of Securities Exchange and Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015, the Company has adopted policy on dealing with related party transactions. All related party transactions that were entered into by the Company during the Financial Year were in the ordinary course of business and were at arm's length basis. There are no material significant related party transaction made by the Company with its Directors, Promoters, Key Managerial Personnel or their relative exceeding the limit prescribed under Section 188 (1) of the Companies Act, 2013 read with Rule 15 of Companies (Meetings of Board and its powers) Rules, 2014. Accordingly the disclosure of Related Party Transactions as required under Section 134(3)(h) of the Companies Act, 2013 in Form AOC-2 is not applicable.

The policy on related party transactions as approved by the Board is available on the website of the Company www.nilainfra.com under investor segment.

BUSINESS RISK MANAGEMENT:

In terms of the requirement of Regulation 21 of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulation 2015, the Company has constituted Business Risk Management Committee. The details of the Committee and terms of reference are given in the Corporate Governance Report forming part of the Board of Directors' Report.

The Company has adopted a policy indentifying and evaluating various business risks and mechanism to mitigate the risk. The policy aims to provide framework for the evaluation of various risk and entire risk management. The key business risks identified by the Company are as under.

Cyclic Nature of Business:

Your Company operates in infrastructure and real estate business which has a cyclic nature. The operations of your Company may be affected by any downturn in economy. To mitigate the impact of any slowdown in economy the management of your Company has developed the business model of diversified activities of infrastructure development, real estate and leasing of properties. Further within the infrastructure sector; your Company focuses on constructing civic urban infrastructure projects i.e affordable housing projects of Government wherein risk is considered to be less as the funding of the Project is done by the beneficiaries, and the demand - supply gap is positive. With respect to real estate activities the Company considers various parameters for selection of projects to ensure successful completion.

Competition Risk:

Competition in business is inevitable. The business in which your Company operates is highly competitive in nature with presence of regional players and new entrance of big corporate having pan India operations.

To mitigate this risk your Company focuses on providing quality products as stipulated by the Principal or Client within the agreed costs and time.

Interest Rates and Monetary Policy:

The business of your Company is highly capital intensive and considering the long gestation period of housing and infrastructure projects; the Company requires long term working capital from time to time. Further the demand of housing is also linked with the rate of housing loans. Any increase in the base rates or any decision of the Central Bank to tighten the liquidity in the economy; increases the finance cost of your Company and consequently impacts profitability. To mitigate this risk, the Company focuses on better financial management practices to obtain cheaper fund and ensures optimal utilization thereof.

Other Risk:

There are other risks which may affect the smooth functioning of your Company i.e. shortage of labour, delay in clearances from government bodies etc. may delay the execution of projects.

INTERNAL FINANCIAL CONTROL:

The Company has in place a well defined organizational structure and adequate internal controls for efficient operations which is cognizant of applicable laws and regulations, particularly those related to protection of properties, resources and assets, and the accurate reporting of financial transactions in the financial statements. The company continually upgrades these systems. The internal control system is supplemented by extensive internal audits, conducted by independent firms of chartered accountants.

CORPORATE SOCIAL RESPONSIBILITY (CSR):

In terms of the provisions of Section 135 of the Companies Act, 2013, your Company has constituted CSR Committee. As a part of its initiatives under CSR, the Company has spent funds for the projects involving promotion of sanitation and preventive healthcare. As a part of Clean India Campaign, your Company has initiated a project namely "My Own Street" to spread awareness of environmental protection and cleanliness by encouraging people to participate and make habit to keep the society clean.

The Annual Report on CSR activities for the Financial Year 2015-16 is annexed herewith as: Annexure A.

NOMINATION AND REMUNERATION COMMITTEE:

Pursuant to the provisions of Section 178 of the Companies Act, 2013 and Regulation 19 of Securities Exchange and Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has constituted Nomination and Remuneration Committee and adopted policy on appointment and remuneration of Directors and Key Managerial Personnel. The composition, terms of reference of the Committee and policy on appointment and remuneration of Directors and KMPs are given in the Corporate Governance Report as a part to the Boards' Report.

MATERIAL CHANGES:

No material changes have taken place since the closure of the financial accounts up to the date of the report, which may substantially affect the financial performance, or the statement of the Company.

EMPLOYEES:

During the year under review, no employee of the Company was in receipt of remuneration in excess of the limits prescribed under Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

EMPLOYEE STOCK OPTION SCHEME:

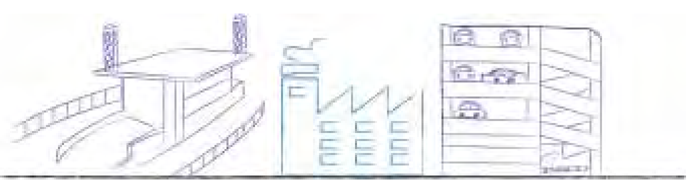
The stock options granted to the eligible employees operate under the "Nila Infrastructures Ltd. ESOP- 2014". The disclosures as required under the law have been made in the "Annexure B" to this report.

DISCLOSURES IN TERMS OF RULE 5 OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014:

In terms of Section 136 of the Act, the reports and accounts are being sent to the members and others entitled thereto, excluding the information on employees' particulars which is available for inspection by the members at the Registered office of the Company during business hours on working days of the company up to the date of ensuing Annual General Meeting. If any member is interested in inspecting the same, such member may write to the Company Secretary in advance.

EXTRACT OF THE ANNUAL RETURN:

The extract of annual return in the prescribed form MGT-9 for the Financial Year March 31, 2016 is attached with the Directors' Report as "Annexure C".



APPRECIATIONS AND ACKNOWLEDGMENTS:

Your Directors place on record their deep appreciation to employees at all levels for their hard work, dedication and commitment. The enthusiasm and unstinting efforts of the employees have enabled the Company to become a meaningful player in the civic urban infrastructure industry. Your Directors would also like to places on record its appreciation for the support and co-operation your Company has been receiving from its Stakeholders, Corporations, Government Authorities, Joint Venture partners and others associated with the Company. The Directors also take this opportunity to thank all Investors, Clients, Vendors, Banks, Financial Institutions, Government and Regulatory Authorities and Stock Exchanges, for their continued support. Your Directors also wish to record their appreciation for the continued co-operation and support received from the Joint Venture partners / Associates. Your Company looks upon them as partners in its progress and has shared with them the rewards of growth. It will be the Company's endeavour to build and nurture strong links with the business based on mutuality of benefits, respect for and cooperation with each other, consistent with consumer interests.

For and on behalf of the
Board of Directors

Manoj B. Vadodaria
Chairman & Managing Director
DIN: 00092053

Date: May 26, 2016
Place: Ahmedabad

Annexure A:
Annual Report on Corporate Social Responsibility Activities

1. A brief outline of the Company's CSR Policy, including overview of projects or programs proposed to be undertaken and a reference to the web link to the CSR policy and projects or programs:

   Brief outline of the CSR Policy is stated herein below:

   CSR Policy

   (Approved by the Board of Directors on May 29, 2014)

   The object of the CSR policy is to frame road map for the CSR activities to be undertaken by the Company and establish a monitoring mechanism for effective implantation as per regulatory requirement.

   Thrust area of activities enumerated under the policy are as under.

   Community healthcare, sanitation and hygiene, including, but not limited to:

   a) Establishment and/or management of infrastructure ensuring cleanliness, waste removal, and sanitation.
   b) Establish and manage medical healthcare units and allied infrastructure.
   c) Providing financial and/or other assistance to the agencies involved exclusive in waste management, sanitation, medical healthcare, therapeutic clinics, research, public health, nursing etc.
   d) Activities concerning or promoting:
      i. General health care including preventive health care
      ii. Safe motherhood
      iii. Child survival support programs
      iv. Health / medical camps
      v. Better hygiene and sanitation
      vi. Adequate and potable water supply, etc.

   Social care and concern, including, but not limited to:

   (a) Creating Public awareness for cleanliness and to undertake campaign thereof;
   (b) Protection and up gradation of environment including ensuring ecological balance and related activities and undertaking public campaign thereof.

   Web Link: The CSR Policy may be referred at the website of the Company at www.nilainfra.com under investor segment

2. **Composition of the CSR Committee:**

Name of the Members	Category	Designation
Shyamal S. Joshi	Non Executive Independent Director	Chairman
Kiran B. Vadodaria	Non Executive Director	Member
Manoj B. Vadodaria	Executive Director	Member

3. Average Net Profit of the Company for last three financial years: ₹ 187.2 million.
4. Prescribed CSR Expenditure (2% of the amount as in Item No 3.) : ₹ 3.7 million
5. Details of CSR spent during the financial year:
   (a) Total Amount spent during the financial year: ₹ 3.8 million
   (b) Amount unspent, if any: NA
   (c) Manner in which the amount spent during the financial year is detailed below:

1	2	3	4	5	6	7	8
SN	CSR Projects or activities identified	Sector in which the project is covered	Projects or programs (1) Local Areas or other (2) Specify the state and district where projects or programs was undertaken	Amount outlay (budget) project or programs wise	Amount spent on the projects or programs **Sub-heads:** (1) Direct expenditure on projects or programs (2) Overheads:	Cumulative expenditure upto to the reporting period	Amount spent : Direct or through implementing agency
1	Promotion of sanitation activity	Promoting healthcare including preventive healthcare and sanitation	Local Area, Ahmedabad, Gujarat	₹ 3.9 million	₹ 3.8 million	₹ 3.8 million	Direct by the Company
	Total			**₹ 3.9 million**	**₹ 3.8 million**	**₹ 3.8 million**	

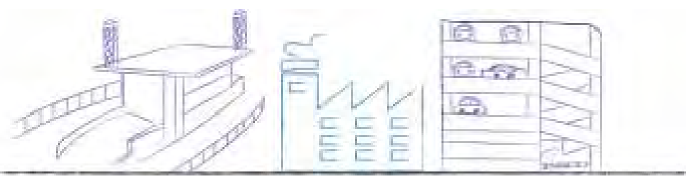
- Details of the implementing agency: Not Applicable

6. Reasons for not spending the prescribed amount during the year: Not Applicable
7. A responsibility statement of the CSR Committee that the implementation and monitoring of CSR Policy, is in compliance with CSR objectives and policy of the Company.

   The implementation and monitoring of Corporate Social Responsibility (CSR) Policy is in compliance with CSR objectives and policy of the Company.

Manoj B. Vadodaria
Chairman & Managing Director

Shyamal S. Joshi
CSR Chairman



Annexure B:

Disclosure Pursuant to the Provisions of SEBI (Share Based Employee Benefits) Regulations, 2014

	Particulars	Details
A	Options Granted	During the year under review, the Company granted 2580000 stock options on February 15, 2016 to the eligible employees at an exercise price of ₹ 11.85 per share.
B	The Pricing Formula	The closing price on February 14, 2016 on the National Stock Exchange of India Ltd. was taken as exercise price This was the latest available closing price on the stock exchange having higher trading volume.
C	Options Vested during the year	586500
D	Options Exercised	NIL
E	The Total number of shares arising as a result of exercise of option	NIL
F	Options Lapsed	NIL
G	Variation of terms of Options	Not Applicable
H	Money realized by Exercise of Options	Not Applicable
I	Total Number of Options in force	13580000
J	Employee wise details of Options Granted to:	
i)	Key Managerial Personnel	
a)	Prashant H. Sarkhedi, Chief Finance Officer	500000
b)	Dipen Y. Parikh, Company Secretary	350000
ii}	any other employee who receives a Grant in any one year of Option amounting to 5% or more of Option Granted during that year	Not Applicable
iii)	Identified employees who were Granted Option, during any one year, equal to or exceeding 1% of the Issued Capital (excluding Outstanding Warrants and Conversions) of the Company at the time of Grant	Not Applicable
J	Diluted Earnings Per Share (EPS) pursuant to issue of shares on exercise of Options, calculated in accordance with Accounting Standard (AS) 20 'Earnings Per Share'	Not Applicable as no option has been exercised.
K	Disclosure of difference between the employee compensation cost using intrinsic value of stock option instead of fair value of the options and the impact of difference on profits and on EPS of the Company.	Not applicable as no options has been exercised.
L	Weighted average exercise price of Options whose	
	(a) Exercise price equals market price;	₹ 6.64 per share
	(b) Exercise price is greater than market price	No such Grant
	(c) Exercise price is less than market price	No such Grant
	Weighted average Fair Value of Options whose	
	(a) Exercise price equals market price;	No such Grant
	(b) Exercise price is greater than market price	No such Grant
	(c) Exercise price is less than market price	No such Grant
M	A description of the method and significant assumptions used during the year to estimate the fair values of options, including the following weighted-average information:	
	(a) In Tranche I: The Company had calculated fair value of options for options granted on November 28, 2014 using the Black Scholes method as option-pricing model.	
	(i) risk-free interest rate	8.00%
	(ii) expected life	12 to 60 Months
	(iii) expected volatility	68%
	(iv) expected dividends, and	1.50%
	(v) the price of the underlying share in market at the time of option grant	₹ 6.64 per share

(b)	In Tranche II: The Company had calculated fair value of options for options granted on February 15, 2016 using the Black Scholes method as option-pricing model.	
(i)	risk-free interest rate	7.50%
(ii)	expected life	36 Months
(iii)	expected volatility	30%
(iv)	expected dividends, and	10%
(v)	the price of the underlying share in market at the time of option grant	₹ 11.85 per share

Note: In compliance with Regulation 13 of SEBI (Share Based Employee Benefits), Regulations 2014, the Company has obtained certificate of compliance from the statutory auditor of the Company and the same shall be placed before shareholders at the ensuing Annual General Meeting.

Annexure C:

Form No MGT 9: Extract of Annual Return as on financial year ended on March 31, 2016

Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management & Administration) Rules, 2014.

I. REGISTRATION & OTHER DETAILS:

CIN	L45201GJ1990PLC013417
Registration Date	February 26, 1990
Name of the Company	Nila Infrastructures Limited
Category/Sub-category of the Company	Public Limited Listed Company
Address of the Registered Office & contact details	First Floor Sambhaav House, Opp. Chief Justice's Bungalow, Bodakdev, Ahmedabad – 380015. Tel. +91 79 4003 6817/18 Fax: +91 79 2687 3922; Email: secretarial@nilainfra.com Website: www.nilainfra.com
Whether listed company	Yes
Name, Address & contact details of the Registrar & Transfer Agent, if any.	M/s MCS Share Transfer Agent Ltd. 201, Third Floor, Shatdal Complex, Opp: Bata Show Room, Ashram Road, Ahmedabad - 380009. Tel no. (079) 2658 0461 / 62 / 63; Fax no. (079) 2658 1296 Email: mcsahmd@gmail.com

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

(All the business activities contributing 10 % or more of the total turnover of the company shall be stated)

Sr.No.	Name and Description of main products/ services	NIC Code of the Product/ service	% to total turnover of the company
1	Construction and Construction Services	99531	95.70%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES:

SN	Name and Address of the Company	CIN/ GLN	Holding/ Subsidiary/ Associate	% of shares held	Applicable Section
1	Mega City Cinemall Pvt. Ltd. Address: City Pulse Building, Near Samrat Hotel, Vishalla Sarkhej Road, Ahmedabad - 382210.	U92412GJ2006PTC048195	Associate Company	42.50%	Section 2(6) of the Companies Act, 2013
2	Romanovia Industrial Park Pvt. Ltd. Address: First Floor, Sambhaav House, Opp Chief Justice's Bungalow, Bodakdev, Ahmedabad - 380015.	U45200GJ2013PTC077822	Associate Company	50%	Section 2(6) of the Companies Act, 2013
3	Sarathi Industrial Park Pvt. Ltd. Address: 202, S/F Kataria Arcade, B/s Adani School, SR No 195 to 212, TPS -84/B, DAB School, Makarba, Ahmedabad - 380051.	U45200GJ2013PTC076919	Associate Company	50%	Section 2(6) of the Companies Act, 2013

Note: Statement containing sailent features of the Financial Statement of the Subsidiary Companies, Associate companies and Joint Ventures in the prescribed Form AOC 1 is annexed to this report as Annexure "D".

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

A) Category-wise Share Holding

SN	Category	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
		Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A.	**Promoters**									
(1)	**Indian**									
a)	Individual/ HUF	221325187	0.00	221325187	59.78	221325187	0.00	221325187	59.78	0.00
b)	Central Govt	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
c)	State Govt(s)	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
d)	Bodies Corp.	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
e)	Banks / FI	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
f)	Any other	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
	Total shareholding of Promoter (A)	**221325187**	**0.00**	**221325187**	**59.78**	**221325187**	**0.00**	**221325187**	**59.78**	**0.00**
B.	**Public Shareholding**									
(1)	**Institutions**	**0.00**	**0.00**	**0.00**	**0.00**	**0.00**	**0.00**	**0.00**	**0.00**	**0.00**
a)	Mutual Funds	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
b)	Banks / FI	9430	0.00	9430	0.00	9430	0.00	9430	0.00	0.00
c)	Central Govt	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
d)	State Govt(s)	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
e)	Venture Capital Funds	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
f)	Insurance Companies	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
g)	FIIs	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
h)	Foreign Venture Capital Funds	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
i)	Others (specify)	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
	Sub-total (B)(1):	**9430**	**0.00**	**9430**	**0.00**	**9430**	**0.00**	**9430**	**0.00**	**0.00**
(2)	**Non-Institutions**									
a)	Bodies Corporate	10272306	2521000	12793306	3.46	8233059	582000	8815059	2.38	(1.08)
i)	Indian	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
ii)	Overseas	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
b)	Individuals	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
i)	Individual shareholders holding nominal share capital upto ₹1 lakh	27533260	12551702	40084962	10.83	33020801	11832702	44853503	12.11	1.28
ii)	Individual shareholders holding nominal share capital in excess of ₹ 1 lakh	59502910	1315000	60817910	16.43	57768327	2501000	60269327	16.28	(0.15)
c)	Others Hindu Undivided Families	13149802	0.00	13149802	3.55	13501109	179000	13680109	3.70	0.15
d)	Non Resident Indians	20590603	1455000	22045603	5.95	21085585	188000	21273585	5.75	(0.20)

SN	Category	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change
		Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	during the year
e)	Overseas Corporate Bodies	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
f)	Foreign Nationals	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
g)	Clearing Members	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
h)	Trusts	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
i)	Foreign Bodies - D R	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
	Sub-total (B)(2):	**131048881**	**17842702**	**148891583**	**40.22**	**133608881**	**1582702**	**148891583**	**40.22**	**0.00**
	Total Public Shareholding (B)=(B)(1)+ (B)(2)	**131058311**	**17842702**	**148901013**	**40.22**	**133618311**	**1582702**	**148901013**	**40.22**	**0.00**
C.	**Shares held by Custodian for GDRs & ADRs**	**0.00**	**0.00**	**0.00**	**0.00**	**0.00**	**0.00**	**0.00**	**0.00**	**0.00**
	Grand Total (A+B+C)	**352383498**	**17842702**	**370226200**	**100.00**	**354943498**	**15282702**	**370226200**	**100.00**	**0.00**

B) Shareholding of Promoter-

SN	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year of the year			% Change in shareholding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1	Manoj B Vadodaria	44154712	11.93	0.00	44154712	11.93	0.00	0.00
2	Nila M Vadodaria	43955267	11.87	0.00	43955267	11.87	0.00	0.00
3	Alpa K Vadodaria	36800000	9.94	0.00	36800000	9.94	0.00	0.00
4	Kiran B Vadodaria	31858100	8.61	0.00	31858100	8.61	0.00	0.00
5	Deep S Vadodaria	25002108	6.75	0.00	25002108	6.75	0.00	0.00
6	Shailesh B Vadodaria	12960000	3.50	0.00	12960000	3.50	0.00	0.00
7	Mina S Vadodaria	8695000	2.35	0.00	8695000	2.35	0.00	0.00
8	Rajesh Bhupatbhai Vadodaria	5000000	1.35	0.00	5000000	1.35	0.00	0.00
9	Chhayaben Rajeshbhai Vadodaria	4300000	1.16	0.00	4300000	1.16	0.00	0.00
10	Siddharth Rajeshbhai Vadodaria	4300000	1.16	0.00	4300000	1.16	0.00	0.00
11	Karan Rajeshbhai Vadodaria	4300000	1.16	0.00	4300000	1.16	0.00	0.00
	Total	**221325187**	**59.78**	**0.00**	**221325187**	**59.78**	**0.00**	**0.00**

C) **Change in Promoters' Shareholding:**

During the year there is no change in number of shares held by the promoters of the Company.

D) **Shareholding Pattern of top ten Shareholders:**

(Other than Directors, Promoters and Holders of GDRs and ADRs):

SN	Share holding for each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding at the end of the year	
		No. of Shares	% of total Shares of the Company	No. of Shares	% of total Shares of the Company
	At the beginning of the year				
1	Shobha Imtiaz Desai	20096436	5.43	20096436	5.43
2	Rajnibhai J Desai	10000000	2.70	10000000	2.70
3	Hemangi B Shah	6000000	1.62	6000000	1.62
4	Patel Amit Kiritbhai (HUF)	5000000	1.35	5000000	1.35
5	Rajeshbhai J Desai	5000000	1.35	5000000	1.35
6	Rameshbhai J Desai	5000000	1.35	5000000	1.35
7	Jigna S Mehta	2000000	0.54	2000000	0.54
8	Hetal D Mehta	2000000	0.54	2000000	0.54
9	Veena B Mehta	2000000	0.54	2000000	0.54
10	Kavita V Mehta	2000000	0.54	2000000	0.54
11	Vipul Y Mehta	2000000	0.54	2000000	0.54
12	Bela H. Shah	2000000	0.54	2000000	0.54
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):	There is no change in Shareholding during the year			
	At the end of the year				
1	Shobha Imtiaz Desai	20096436	5.43	20096436	5.43
2	Rajnibhai J Desai	10000000	2.70	10000000	2.70
3	Hemangi B Shah	6000000	1.62	6000000	1.62
4	Patel Amit Kiritbhai (HUF)	5000000	1.35	5000000	1.35
5	Rajeshbhai J Desai	5000000	1.35	5000000	1.35
6	Rameshbhai J Desai	5000000	1.35	5000000	1.35
7	Jigna S Mehta	2000000	0.54	2000000	0.54
8	Hetal D Mehta	2000000	0.54	2000000	0.54
9	Veena B Mehta	2000000	0.54	2000000	0.54
10	Kavita V Mehta	2000000	0.54	2000000	0.54
11	Vipul Y Mehta	2000000	0.54	2000000	0.54
12	Bela H Shah	2000000	0.54	2000000	0.54

E) Shareholding of Directors and Key Managerial Personnel:

SN	Share holding of each Directors and each Key Managerial Personnel	Shareholding at the beginning of the year		Cumulative Shareholding at the end of the year	
		No. of Shares	% of total Shares of the Company	No. of Shares	% of total Shares of the Company
	At the beginning of the year				
1	Manoj B Vadodaria	44154712	11.93	44154712	11.93
2	Kiran B Vadodaria	31858100	8.61	31858100	8.61
3	Dilip D Patel	Nil	Nil	Nil	Nil
4	Shyamal S Joshi	Nil	Nil	Nil	Nil
5	Hiren G Pandit	Nil	Nil	Nil	Nil
6	Ashok R Bhandari	Nil	Nil	Nil	Nil
7	H P Jamdar	Nil	Nil	Nil	Nil
8	Foram B Mehta	Nil	Nil	Nil	Nil
9	Dipen Y Parikh	Nil	Nil	Nil	Nil
10	Prashant H Sarkhedi	Nil	Nil	Nil	Nil
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):	There is no change in Shareholding during the year			
	At the end of the year				
1	Manoj B Vadodaria	44154712	11.93	44154712	11.93
2	Kiran B Vadodaria	31858100	8.61	31858100	8.61
3	Dilip D Patel	Nil	Nil	Nil	Nil
4	Shyamal S Joshi	Nil	Nil	Nil	Nil
5	Hiren G Pandit	Nil	Nil	Nil	Nil
6	Ashok R Bhandari	Nil	Nil	Nil	Nil
7	H P Jamdar	Nil	Nil	Nil	Nil
8	Foram B Mehta	Nil	Nil	Nil	Nil
9	Dipen Y Parikh	Nil	Nil	Nil	Nil
10	Prashant H Sarkhedi	Nil	Nil	Nil	Nil

V) INDEBTEDNESS -Indebtedness of the Company including interest outstanding/accrued but not due for payment.

(Amount in ₹)

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	974,246,914	464,823,754	Nil	1,439,070,668
ii) Interest due but not paid	Nil	Nil	Nil	Nil
iii) Interest accrued but not due	3,224,981	3,686,580	Nil	6,911,561
Total (i+ii+iii)	**977,471,895**	**468,510,334**	**Nil**	**1,445,982,229**
Change in Indebtedness during the financial year				
* Addition	606,071,918	21,600,000	Nil	627,671,918
* Reduction	(502,838,065)	(14,523,754)	Nil	(517,361,819)
Net Change	**103,233,853**	**7,076,246**	**Nil**	**110,310,099**
Indebtedness at the end of the financial year				
i) Principal Amount	1,077,480,767	471,900,000	Nil	1,549,380,767
ii) Interest due but not paid	Nil	Nil	Nil	Nil
iii) Interest accrued but not due	1,820,051	3,486,000	Nil	5,306,051
Total (i+ii+iii)	**1,079,300,818**	**475,386,000**	**Nil**	**1,554,686,818**

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL-

A. Remuneration to Managing Director, Whole-time Directors and/or Manager

(Amount in ₹)

SN	Particulars of Remuneration	Name of MD/WTD/ Manager		Total Amount
		Manoj B. Vadodaria	Kiran B. Vadodaria	
1	Gross salary (per annum)			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	2,400,000	1,200,000	3,600,000
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	Nil	Nil	Nil
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	Nil	Nil	Nil
2	Stock Option	Nil	Nil	Nil
3	Sweat Equity	Nil	Nil	Nil
4	Commission - as % of profit - other	 Nil Nil	 Nil Nil	 Nil Nil
5	Others	Nil	Nil	Nil
	Total (A)	**2,400,000**	**1,200,000**	**3,600,000**
	Ceiling as per the Act as per the Schedule V of the Companies Act, 2013	24 million	12 million	36 million

*MD= Managing Director ; ** WTD= Whole Time Director

B. Remuneration to other Directors

(Amount in ₹)

SN	Particulars of Remuneration	Name of Directors						Total
		Other NED*	Independent Directors					
		Dilip Patel	Hiren Pandit	Shyamal Joshi	Ashok Bhandari	H P Jamdar	Foram Mehta	
1	Fee for attending board, committee meetings	Nil	Nil	25,000	5,000	15,000	25,000	70,000
2	Commission	Nil	Nil	Nil	Nil	Nil	Nil	Nil
3	Others	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	Total Managerial Remuneration	Nil	Nil	25,000	5,000	15,000	25,000	70,000
	Overall Ceiling as per the Act	₹ 1 Lac per meeting per Director as per Rule 4 of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014						

* NED = Non Executive Director

C. Remuneration to Key Managerial Personnel other than MD/Managar/WTD

(Amount in ₹)

SN	Particulars of Remuneration	Key Managerial Personnel		
		*CS	**CFO	Total
1	Gross salary per annum			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	610,500	1,836,800	2,447,300
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	Nil	Nil	Nil
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	Nil	Nil	Nil
2	Stock Option	Nil	Nil	Nil
3	Sweat Equity	Nil	Nil	Nil
4	Commission as % of Profit/ Others	Nil	Nil	Nil
5	Others	Nil	43,200	43,200
	Total	**610,500**	**1,880,000**	**2,490,500**

*CS= Company Secretary ** CFO = Chief Finance Officer

Note: There is no exercise of any vested options to the Key Managerial Personnel during the year.

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

(Amount in ₹)

SN	Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD / NCLT/ COURT]	Appeal made if any (give Details)
A.	COMPANY					
	Penalty	Nil	Nil	Nil	Nil	Nil
	Punishment	Nil	Nil	Nil	Nil	Nil
	Compounding	Nil	Nil	Nil	Nil	Nil
B.	DIRECTORS					
	Penalty	Nil	Nil	Nil	Nil	Nil
	Punishment	Nil	Nil	Nil	Nil	Nil
	Compounding	Nil	Nil	Nil	Nil	Nil
C.	OTHER OFFICERS IN DEFAULT					
	Penalty	Nil	Nil	Nil	Nil	Nil
	Punishment	Nil	Nil	Nil	Nil	Nil
	Compounding	Nil	Nil	Nil	Nil	Nil

Annexure D:

STATEMENT CONTAINING SALIENT FEATURES OF FINANCIAL STATEMENT OF SUBSIDIARY COMPANY, ASSOCIATE COMPANY AND JOINT VENTURE

Form AOC-1: Pursuant to Section 129(3) of the Companies Act, 2013 (Disclosure in respect of Subsidiaries, Joint Ventures and Associate)

(a) Statement containing salient features of the financial statements of subsidiary company: There is no subsidiary company as defined under section 2(87) of Companies Act, 2013

(b) Statement containing salient features of the financial statements of associate companies and joint venture:

(Amount in ₹)

SN	Name of Associates and Joint Venture	Megacity Cinemall Pvt. Ltd. (Associate)	Romanovia Industrial Park Pvt Ltd, (Associate)	Sarathi Industrial Park Pvt Ltd, (Associate)
	Latest audited Balance Sheet Date	March 31, 2016	March 31, 2016	March 31, 2016
1.	Shares of associates and Joint Ventures held by company on the year end			
	i. Number of Shares	233,750	5,000	5,000
	ii. Amount of Investment	22,206,250	50,000	50,000
	iii. Extend of Holding %	42.50%	50.00%	50.00%
2.	Description of how there is significant influence	By holding more than 20% of voting power	By holding more than 20% of voting power	By holding more than 20% of voting power
3.	Reason why the associate / joint venture is not consolidated	Not Applicable	Not Applicable	Not Applicable
4.	Networth attributable to shareholding as per latest audited balance sheet	(8,516,663)	158,769	50,000
5.	Profit/Loss for the year	(11,170,410)	217,537	Nil
	i. Considered in consolidation	Not Applicable	Not Applicable	Not Applicable
	ii. Not considered in consolidation	Not Applicable	Not Applicable	Not Applicable

(Amount in ₹)

SN	Name of Associates and Joint Venture	Kent residential and Industrial Park LLP, (Joint Venture)	Nilsan Realty LLP, (Joint Venture)	Shree Matangi Projects LLP, (Joint Venture)	Nila Projects LLP, (Joint Venture)	Fangdi Land Developers LLP, (Joint Venture)
	Latest audited Balance Sheet Date	March 31, 2016	March 31, 2016	March 31, 2016	March 31, 2016	March 31, 2016
1.	Shares of associates and Joint Ventures held by company on the year end					
	i. Number of Shares	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable
	ii. Amount of Investment	854,779	807,069	Nil	174,104,383	510,000
	iii. Extend of Holding %	50.00%	50.00%	40.00%	99.99%	51%
2.	Description of how there is significant influence	By contractual agreement	By contractual agreement	By contractual agreement	By contractual agreement	By contractual agreement
3.	Reason why the associate / joint venture is not consolidated	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable
4.	Net Worth attributable to shareholding as per latest audited balance sheet	854,779	(1,414,737)	Nil	(240,688)	(89,680)
5.	Profit/Loss for the year	653,820	(228,575)	(1,481,649)	(208,099)	(11,783)
	i Considered in consolidation	326,910	114,288	(592,660)	(208,099)	(11,783)
	ii Not considered in consolidation	326,910	114,287	(888,989)	NIL	NIL

Annexure E:
Secretarial Audit Report

To,
The Members,
Nila Infrastructures Limited
Ahmedabad

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Nila Infrastructures Limited (hereinafter called "the Company"). The Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conduct/ statutory compliances and expressing my opinion thereon.

Based on our verification of the Nila Infrastructures Limited's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the course/ conduct of Secretarial Audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on March 31, 2016, complied with the statutory provisions of the enactments listed hereunder as applicable and also that the Company has proper Board- processes and compliance - mechanism, in place to the extent, in the manner and subject to the reporting made hereinafter:

(i) The Companies Act, 2013 (the Act) and the rules made thereunder;

(ii) The Securities Contracts (Regulations) Act, 1956 ('SCRA') and the rules made thereunder;

(iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;

(iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the Extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;

(v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'): —

- a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009.
- d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2015;
- e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and
- h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;
- i) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

(vi) Other Applicable Laws specifically applicable to the Company are as under;

- a) Transfer of Property Act, 1882
- b) Registration Act, 1882
- c) The Building and Other Construction Workers (Regulation of Employment and Conditions of Service) Act, 1996
- d) The Land Acquisition Act, 1894

I have also examined compliance with the applicable clauses of the following:

- a) Secretarial Standards issued by The Institute of Company Secretaries of India.
- b) The Listing Agreements entered into by the Company with Bombay Stock Exchange and National Stock Exchange of India Limited.

During the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above

I further report that

- a) The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.
- b) Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.
- c) Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

I further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

I further report that during the audit period the company has granted 2580000 stock options to the eligible employees under the "Nila Infrastructures Ltd. ESOP-2014"

For, **M/s R. S. Sharma & Associates**
Company Secretaries

R. S. Sharma
Membership No: A3126;
Certificate of Practice No: 2118

Date: May 26, 2016
Place: Ahmedabad