



**NOTICE OF THE 19TH ANNUAL GENERAL MEETING OF  
NILA SPACES LTD (Formerly known as Parmananday Superstructure Ltd.)**

**NOTICE IS HEREBY GIVEN THAT THE 19th ANNUAL GENERAL MEETING OF THE MEMBERS OF NILA SPACES LIMITED (Formerly known as Parmananday Superstructure Ltd.) WILL BE HELD ON FRIDAY; 27th DAY OF SEPTEMBER, 2019 AT 11:00 A.M. AT REGISTERED OFFICE OF THE COMPANY SITUATED AT FIRST FLOOR, SAMBHAHV HOUSE, OPP. CHIEF JUSTICE'S BUNGLOW, BODAKDEV, AHMEDABAD-380015 TO TRANSACT THE FOLLOWING BUSINESS:**

**ORDINARY BUSINESS:**

1. To receive, consider and adopt the Standalone and Consolidated Audited Financial Statements of the Company for the financial year ended on 31 March 2019 and the Reports of the Board of Directors and the Auditors thereon.
2. To appoint a Director in place of Mr. Deep S Vadodaria (DIN:01284293), who retires by rotation pursuant to the provisions of Section 152 of the Companies Act, 2013 and being eligible, offers himself for Re-appointment.
3. To appoint Statutory Auditors and to determine their remuneration and in this regard pass with or without modification(s), the following resolution as an **ORDINARY RESOLUTION**.

**"RESOLVED THAT** pursuant to the provisions of Sections 139, 142 of the Companies Act, 2013 ("Act") and other applicable provisions, if any, read with Companies (Audit and Auditors) Rules, 2014 made there under and other applicable rules, if any, under the said Act (including any statutory modification(s) or re-enactment thereof for the time being in force), M/s Dhirubhai Shah & Co. LLP, Chartered Accountants, (FRN:102511W/W100298) be and is hereby appointed as the Statutory Auditors of the Company from the conclusion of 19th Annual General Meeting till conclusion of 24th Annual General Meeting on such remuneration as may be decided by the Board of Directors in consultation with Audit Committee and the said Auditors."

**SPECIAL BUSINESSES:**

4. **TO APPOINT MS. RAJAL B MEHTA (DIN: 08182658) AS NON-EXECUTIVE INDEPENDENT WOMAN DIRECTOR 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 the provisions of Sections 149 (6), 150, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), Ms. Rajal B Mehta (DIN: 08182658), who was appointed as an Additional Director of the Company by the Board of Directors in accordance with section 161(1) of the Companies Act, 2013 and Articles of Association of the Company with effect from 19 July 2018 and whose term of office expires at the Annual General Meeting and in respect of whom the Company has received a notice in writing from the member of the company under the provisions of Section 160 of the Companies Act, 2013, proposing her candidature for the office of Director, be and is hereby appointed as a Non- Executive Independent Woman Director of the Company to hold office for a term upto 5 (five) consecutive years w.e.f. 19 July 2018 to 18 July 2023 and her appointment shall not be liable to retire by rotation.

**RESOLVED FURTHER THAT** the Board of Directors of the Company including its Committee/s, be and are hereby authorized to do all such acts, deeds, matters and things as may be necessary to give effect to this resolution."

5. **APPOINTMENT OF MR. ANAND B PATEL (DIN: 07272892) AS MANAGING DIRECTOR:**

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

**"RESOLVED THAT** pursuant to provisions of Sections 196, 197 and 203 (including any statutory modification or re-enactment thereof for the time being in force) read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, in

accordance Schedule V of the Companies Act, 2013 and all other applicable provisions and pursuant to the recommendation of the Nomination and Remuneration Committee, approval of the members of the Company be and is hereby accorded for appointment / re-designation of Mr. Anand B Patel (DIN: 07272892) as Managing Director of the Company for a term upto 3 (three) consecutive years w.e.f. 12 August 2019 to 11 August 2022, at a remuneration of ₹ 3,00,000/- (Rupees Three Lakh) per month, notwithstanding in the event of there being loss or inadequacy of profit for any financial year, the said remuneration shall be the minimum remuneration payable to him in terms of the provisions of Schedule V of the Company Act, 2013 and on such other terms and conditions as set out in the statement annexed to the Notice calling the meeting AND THAT Mr. Anand B Patel shall not be liable to retire by rotation.

**RESOLVED FURTHER THAT** the Board of Directors of the Company including its committee/s, be and are hereby authorized to do all such acts, deeds, matters and things as may be necessary to give effect to this resolution.”

**6. BORROWING POWER UNDER SECTION 180(1) (c) OF THE COMPANIES ACT, 2013:**

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

“**RESOLVED THAT** pursuant to the provisions of Section 180(1)(c) of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof for the time being in force) and in modification of all earlier Resolutions passed in this regard and subject to such approvals, consents, sanctions and permissions of appropriate authorities, departments or bodies as may be necessary, the consent of the Company, be and is hereby accorded to the Board of Directors and/or any Committee thereof of the Company, to borrow at its discretion, either from the Company’s Bank or any other Indian or Foreign Bank(s), Financial Institution(s) and/or any other Lending Institutions, and/or body corporate and/or to such other persons from time to time such sum(s) of money(s) and the sum(s) to be borrowed together with the money(s) already borrowed by the Company (apart from temporary loans obtained from the Company’s Bankers/FIs in the ordinary course of business) with or without security(ies) on such terms and conditions as they may think fit, irrespective of the fact that such borrowing shall exceed the aggregate of the paid-up capital and free reserves of the Company that is to say, reserves not set apart for any specific purpose, provided that the total amount of borrowing together with the money(s) already borrowed by the Board of Directors shall not exceed the sum of ₹300 Crore (Rupees Three Hundred Crore Only) at any one time.”

**RESOLVED FURTHER THAT** the Board of Directors of the Company including any committee thereof, be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary to give effect to this resolution.”

**7. AUTHORITY UNDER SECTION 180(1)(a) OF THE COMPANIES ACT, 2013:**

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

“**RESOLVED THAT** pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof for the time being in force) and in supersession of all earlier Resolutions passed in this regard and subject to such approvals, consents, sanctions and permissions of appropriate authorities, departments or bodies as may be necessary, if applicable or required under any statute(s)/rule(s)/regulation(s) or any law for the time being in force or required from any other concerned authorities, the Board of Directors and/or any Committee thereof of the Company, be and are hereby authorized and shall be deemed to have always been so authorized to create such mortgages/charges/hypothecation and/or other encumbrances, in addition to the existing mortgages, charges, hypothecation and other encumbrances, if any created by the Company on all or any part of the immovable and/or movable properties, current and/or fixed assets, tangible or intangible assets, book debts and/or claims of the Company whereso ever situated, present and future such charge to rank either pari-passu with or second, subsequent, subservient and subordinate to all mortgages, charges, hypothecation and other encumbrances created/to be created by the Company in favour of Indian or Foreign Financial Institutions, Banks and other Lending Institution, and/or body corporate and/or to such other persons, if any, from whom the Company has/or proposed/proposes to borrow money/sums of moneys by way of term loans, cash credits, overdrafts, discounting of bills, inter corporate deposits, commercial papers or such other financial instruments permitted to be issued by the appropriate authorities from time to time together with interest, cost, charges and other incidental expenses in terms of agreement(s) entered/to be entered into by the Board of Directors/any Committee thereof of the Company within the overall borrowing limits fixed pursuant to the provisions of Section 180(1)(c) of the Companies Act, 2013.”

**RESOLVED FURTHER THAT** the Board of Directors of the Company including any committee thereof, be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary to give effect to this resolution.”

**8. LOAN AND INVESTMENT BY THE COMPANY UNDER SECTION 186 OF THE COMPANIES ACT, 2013:**

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

**RESOLVED THAT** pursuant to the provisions of section 186 of the Companies Act, 2013 read with Rule 11 and 13 of the Companies (Meetings of Board and its Powers) Rules, 2014 and any other applicable provisions of the Act, if any, (including any statutory modifications or re-enactment thereof for the time being in force) and subject to such approvals, consents, sanctions and permissions of appropriate authorities, departments or bodies as may be necessary, consent of the Company be and is hereby accorded to the Board of Directors of the Company to make loan(s) and/or give any guarantee(s) / provide any security(ies) in connection with loan(s) made to and/or acquire by way of subscription, purchase or otherwise the securities of any body corporate(s) and/ or any person(s) upto a limit not exceeding ₹ 200 Crore (Rupees Two Hundred Crore Only) notwithstanding that the aggregate of the loans, guarantees or securities so far given or to be given to and/or securities so far acquired or to be acquired in all bodies corporate and to other persons may exceed the limits prescribed under the said section.

**RESOLVED FURTHER THAT** the Board of Directors be and are hereby authorized to take from time to time all decisions and steps necessary, expedient or proper, in respect of the above mentioned transaction(s) including the timing, the amount and other terms and conditions of such transactions and also to take all other decisions including varying any of them, through transfer, sale, recall, renewal, divestment or otherwise, either in part or in full, as it/they may, in its/their absolute discretion, deem appropriate, subject to the specified limits for effecting the aforesaid transaction(s) and also to do all such acts, deeds and other things as may be required or considered necessary or incidental thereto for giving effect to this resolution.

**RESOLVED FURTHER THAT** the Board of Directors of the Company including any committee thereof, be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary to give effect to this resolution.”

#### **9. LOAN, INVESTMENT, GUARANTEE OR SECURITY UNDER SECTION 185 OF THE COMPANIES ACT, 2013:**

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

“**RESOLVED THAT** pursuant to the provisions of Section 185 and other applicable provisions of the Companies Act, 2013 (“the Act”) read with the Companies (Meetings of Board and its Powers) Rules, 2014 and Companies (Amendment) Act, 2017 and all other rules, regulations, notifications and circulars issued (including any statutory modifications, clarifications, exemptions or re-enactments thereof, from time to time) and the relevant provisions of the Memorandum and Articles of Association of the Company, and in furtherance to the existing loans given, the consent of the Members of the Company be and is hereby accorded for grant of loans or issue of corporate guarantee or providing security on such terms and conditions as may be mutually agreed upon for an amount not exceeding ₹ 200 Crores, in aggregate to M/s. Nila Infrastructures Ltd.; M/s Sambhaav Media Ltd.; other subsidiaries and associate companies of the Company from time to time irrespective of the fact that the entity or person to whom such loan, guarantee, security etc. is extended, is a person in which the director(s) is/are interested.

**RESOLVED FURTHER THAT** the Board of Directors be and are hereby authorized to take from time to time all decisions and steps necessary, expedient or proper, in respect of the above mentioned transaction(s) including the timing, the amount and other terms and conditions of such loan, guarantee, security etc. and also to take all other decisions including varying any of them, either in part or in full, as it/they may, in its/their absolute discretion, deem appropriate, subject to the specified limits for effecting the aforesaid transaction(s) and also to delegate these authority to any committee or officer and to do all such acts, deeds and other things as may be required or considered necessary or incidental thereto for giving effect to this resolution.

**RESOLVED FURTHER THAT** the Board of Directors of the Company including any committee thereof, be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary to give effect to this resolution.”

#### **10. ALTERATION OF ARTICLES OF ASSOCIATION:**

*To consider and if thought it, to pass, with or without modification(s), the following resolution as a **SPECIAL RESOLUTION**:*

**RESOLVED THAT** pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and subject to such approvals, consents, sanctions and permissions of appropriate authorities, departments or bodies as may be necessary, the draft regulations contained in the altered Articles of Association as proposed by the Board of Directors at their meeting held on 12 February 2019, be and are hereby approved and the same be adopted as new Articles of Association of the Company in substitution, and to the complete exclusion, of the regulations contained in the existing Articles of Association of the Company.

**RESOLVED FURTHER THAT** the Board of Directors of the Company including any committee thereof, be and are hereby authorized to do all such acts, deeds, matters and things as may be necessary to give effect to this resolution.”

## 11. APPROVAL TO 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** in terms of and pursuant to the provisions of Regulation 23 of Securities Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 read with Section 188 and all other applicable provisions of the Companies Act, 2013, if any, Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and subject to such approvals, consents, sanctions and permissions of appropriate authorities, departments or bodies as may be necessary, the consent, permission and approval of the members of the Company be and is hereby accorded to the Board of Directors and/or any duly constituted committee thereof for entering into the following transactions / arrangements / contracts / agreements (including any other transfer of resources, services or obligations) hereto entered into or to be entered into by the Company in a financial year.

S N.	Name of Related Party	Type of Transactions	Maximum Value of Transactions in a Financial Year (Amount in Crore)	Duration of Arrangement
1	Nila Infrastructures Limited CIN:L45201GJ1990PLC013417	• Construction of works contract/execution of construction and development work, job works etc.	300	5 (Five) Years from the date of passing this resolution
2	Kent Residential & Industrial Park LLP LLPIN: AAE-6843		300	
3	Romanovia Industrial Park Private Limited CIN:U45200GJ2013PTC077822	• Sale, Purchase and dealing of land, land rights and immovable properties, renting and leasing of immovable properties; • Financial assistances in the form of capital, loans, providing security or guarantee for the loans, provide capital contribution, bank guarantees, and financial assistant of any nature;	300	
4	Sambhaav Media Ltd. CIN: L67120GJ1990PLC014094		100	
5	Mega City Cinemall Pvt. Ltd. CIN:U92412GJ2006PTC048195	• Any other transfer of resources, services or obligations.	50	
6	Nila Projects LLP LLPIN: AAD-3464		100	
7	Mr. Manoj B Vadodaria	• To sell, purchase, and deal in land and land rights, immovable properties.	200	
8	Mr. Kiran B Vadodaria		200	
9	Mr. Shailesh B Vadodaria	• Transactions of personal guarantees, security, collateral, etc. to the Banks, Non-Banking Financial Companies, Financial Institutions etc. for loans and borrowings availed by the company.	200	
10	Mr. Deep S Vadodaria		200	
11	Mrs. Nila M Vadodaria		200	
12	Mrs. Alpa K Vadodaria		200	

**RESOLVED FURTHER THAT** to give effect to above resolution the Board of Directors or any committee thereof 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.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to delegate all or any of the powers conferred on it by or under this Resolution to any Committee of Directors of the Company or to any one or more Directors of the Company or any other officer(s) or employee(s) of the Company as it may consider appropriate in order to give effect to this Resolution.”

**Date: 12 August 2019**

**Place: Ahmedabad**

**For, Nila Spaces Limited**

(Formerly known as Parmananday Superstructure Ltd)

**By the Order of the Board of Directors**

**Nila Spaces Limited**

(Formerly known as Parmananday Superstructure Limited)

**CIN:** L45100GJ2000PLC083204

**Registered Office:** First Floor

Sambhaav House;

Opp: Chief Justice's Bungalow;

Bodakdev, Ahmedabad- 380015

**Phone:** 079 40036817/18; Fax: +91 79 30126371

**Email:** secretarial@nilaspaces.com

**Website:** www.nilaspaces.com

**Gopi Dave**

**Company Secretary**

**Membership No.: A46865**

**NOTES:**

1. The register of members and the share transfer books of the Company will remain closed from 21 September 2019 to 27 September 2019 (both days inclusive) for the purpose of Annual General Meeting.
2. 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.
3. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY/ PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/ HERSELF PURSUANT TO SECTION 105 OF THE COMPANIES ACT, 2013. SUCH A PROXY/ PROXIES NEED NOT BE A MEMBER OF THE COMPANY. A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING 50 (FIFTY) AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY. THE INSTRUMENT APPOINTING THE PROXY IN ORDER TO BE EFFECTIVE, SHOULD BE DULY COMPLETED AND SIGNED AND DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY, NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING. A PROXY FORM IS SENT HERewith. PROXIES SUBMITTED ON BEHALF OF THE COMPANIES, SOCIETIES, ETC., MUST BE SUPPORTED BY AN APPROPRIATE RESOLUTION/ AUTHORITY, AS APPLICABLE.**
4. 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 any corporate action including 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 are requested to write to the Company.
5. The Company requests 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.
6. 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.
7. 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.
8. Route-map to the venue of the Meeting is provided at the end of this Notice.
9. Electronic copy of the annual report for the financial year 2018-19 and the Notice of the 19th Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company / Depository Participants for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the notice of the 19th Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.
10. Members may also note that the Notice of the 19th Annual General Meeting and the Annual Report for the financial year 2018-19 will also be available on the Company's website [www.nilaspaces.com](http://www.nilaspaces.com) 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@nilaspaces.com](mailto:secretarial@nilaspaces.com).
11. Corporate members intending to send their authorized representative(s) to attend and vote at the meeting pursuant to Section 13 of the Companies Act, 2013 are requested to send a certified copy of the board resolution authorizing their representative to attend and vote on their behalf at the meeting.
12. **Voting through electronic means;**
  - I. With regard to voting through electronic means in compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and relevant provisions of the SEBI



(Listing Obligation and Disclosure Requirement) Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote at the 19th Annual General Meeting by electronic means and the business may be transacted through remote e-Voting Services provided by Central Depository Services Limited (CDSL):

The instructions of remote e-voting are as under:

The instructions for shareholders voting electronically are as under:

- (i) The remote e- voting period begins on 24 September 2019 (9:00 am) and ends on 26 September 2019 (5:00 pm). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 20 September 2019 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.

If you are a first time user follow the steps given below:	<b>For Members holding shares in Demat Form and Physical Form</b>
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN field.
Dividend Bank Details <b>OR</b> Date of Birth(DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.  If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- (vii) After entering these details appropriately, click on “SUBMIT” tab.
- (viii) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (x) Click on the EVSN for Nila Spaces Limited (Formerly known as Parmananday Superstructure Limited).
- (xi) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

- (xii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiii) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xiv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xvi) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvii) Shareholders can also use Mobile app - “m - Voting” for e voting. m - Voting app is available on Apple , Android and Windows based Mobile. Shareholders may log in to m - Voting using their e voting credentials to vote for the company resolution(s).
- (xviii) Note for Non – Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details, user would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favor of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xix) In case of members receiving the physical copy: Please follow all steps from sr. no. (i) to sr. no. (xvi) above to cast vote.
- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- II. 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.
- III. Further physical poll papers shall be made available at the meeting and the members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right at the meeting.
- IV. The voting rights of Members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date 20 September 2019.
- V. Any person, who acquires shares of the Company and becomes a member after dispatch of the notice and holding shares as on the cut-off date i.e. September 20, 2019, may obtain login ID and password by sending an email to [secretarial@nilaspaces.com](mailto:secretarial@nilaspaces.com). However, if a person is already registered with CDSL for remote e-voting then existing user ID and password can be used for casting the vote.
- VI. The Company has appointed M/s Umesh Ved & Associates, Practicing Company Secretaries (C P No. 2924) (Address: 304, Shoppers Plaza – V, Opp. Municipal Market, C G Road, Navrangpura, Ahmedabad – 380 009), as the Scrutinizer to scrutinize the remote e-voting process in a fair and transparent manner.
- VII. The Scrutinizer shall immediately after the conclusion of the voting at the general meeting, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witness not in the employment of the Company and not later than 3 (three) days make a consolidated report on votes cast through remote e-voting and poll process at the meeting to the Chairman.
- VIII. The results declared along with the report of the Scrutinizer shall be placed on the website of the Company and on the website of the CDSL immediately after the result is declared by the Chairman.

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 (09:30 am 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. Deep S Vadodaria	Ms. Rajal B Mehta	Mr. Anand B Patel
	Re-appointed upon Retiring by Rotation	Regularization of Appointment	Change in Designation
DIN	01284293	08182658	07272892
Date of Birth	27 January 1985	11 September 1981	31 March 1957
Age	33 Years	37 Years	61 Years
Nationality	Indian	Indian	Indian
Original Date of appointment	12 October 2017	19 July 2018	19 June 2018
Qualification	Graduate	Engineer, MBA	B.E. Civil
Experience	More than 12 Years	More than 12 Years	More than 35 years
Expertise in functional area	Projects, Operations and Management	Marketing, Branding and Public Relations	Projects, Operations and Management
Last drawn remuneration	Nil	Nil	₹3 Lac Per Month
Terms and Conditions of appointment or re-appointment	NA	Ms. Rajal B Mehta is appointed as an Independent Woman Director for a period of 5 (Five) years w.e.f. 19 July 2019, not liable to retire by rotation and shall be paid sitting fees for attending the meetings.	Mr. Anand B Patel is appointed/ re-designated as the Managing Director for a period of 3 (Three) years w.e.f. 12 August 2019, not liable to retire by rotation as paid remuneration as mentioned herein above.
Relationship with other Board Members & KMP	There is no inter se relationship with other Board Members and KMPs	There is no inter se relationship with other Board Members and KMPs	There is no inter se relationship with other Board Members and KMPs
Number of Board Meetings attended during 2018-19	10	6	8
Shareholding in the Company	31752108	Nil	Nil
Name of Directorship held in other Companies	4 (Four)	Nil	1 (one)
Membership / Chairmanship of Committees of other public companies	Nil	Nil	Nil

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013:**

**ITEM NO. 3:**

Pursuant to the provisions of Section 139 of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014 the tenure of M/s. J S Shah & Co. (Firm Registration No. 132059W), Chartered Accountant, comes to an end with the conclusion of this Annual General Meeting.

The Board of Directors of the Company, on recommendation of the Audit Committee, considered the appointment of M/s. Dhirubhai Shah & Co LLP Chartered Accountants, (Firm Registration No. 102511W/W100298), as statutory auditors for a term of 5 (Five) years, commencing from the conclusion of 19th Annual General Meeting till the conclusion of 24th Annual General Meeting.

Pursuant to Regulation 36(5) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board also considered the proposed fees payable to M/s. Dhirubhai Shah & Co LLP at ₹ 1,25,000 (Rupees One Lakh Twenty Five Thousand Only) per annum payable in one or more installments plus GST as applicable, and reimbursement of out-of-pocket expenses incurred.



M/s. Dhirubhai Shah & Co LLP, Chartered Accountants was established in 1961. The firm is being managed by nine partners and supported by ten Chartered Accountants. The firm is registered with the Institute of Chartered Accountants of India (Firm Registration No. 102511W/W100298). They are one of the oldest firms in Gujarat spanning for more than 50 years. Their core competence lies in the field of Audit, Advisory and Taxation.

M/s. Dhirubhai Shah & Co LLP has consented to the aforesaid appointment, if made, would be within the limits specified under section 141(3) of the Act. They have further confirmed that they are not disqualified to be appointed as statutory auditors in terms of the provisions to section 139(1), section 141(2) and section 141(3) of the Act and the provisions of the Companies (audit and Auditors) Rules, 2014.

**None of the Directors and/or Key Managerial Personnel of the Company or their relatives is in any way concerned or interested, as set out in Item No. 3 of the Notice.**

**The Board accordingly recommends Ordinary Resolution as set out in Item No. 3 of the Notice for approval by the Shareholders.**

#### **ITEM NO. 4:**

In compliance with the applicable regulatory requirements, the Board of Directors of the Company after reviewing confirmation of independence, has appointed Ms. Rajal B Mehta as an Additional Director of the Company in the category of Independent Woman Director for a term of 5 (Five) consecutive years w.e.f. 19 July 2018, pursuant to Section 161 (1) of the Companies Act, 2013, to hold office till the date of ensuing Annual General Meeting. Appropriate notice has been received from a member of the Company proposing appointment of Ms. Rajal B Mehta as Director of the Company and requisite consent have been received from Ms. Rajal B Mehta, pursuant to the provisions of Section 152 of the Companies Act, 2013. In the opinion of the Board, Ms. Rajal B Mehta who is proposed to be appointed as Independent Woman Director of the Company, fulfils the conditions specified under Section 149(6) and Schedule IV of the Companies Act, 2013 and is Independent of the Management.

A copy of draft letter of appointment for Independent Director setting out the terms for appointment is available for inspection by the members at the registered office on all working days during working hours and also available at the website of the Company at [www.nilaspaces.com](http://www.nilaspaces.com).

Ms. Rajal Mehta is an eminent Strategic Planner & 360o Marketing Consultant with professional educational background of Engineering & MBA. She is a Specialist in perfecting the brand-image and business development based on her skillful ideas, planning, and implementation.

As informed Ms. Rajal B Mehta does not hold any equity shares of the Company. Ms. Rajal B Mehta does not have Directorship at any other listed company nor has membership or chairmanship of Committees. Ms. Rajal B Mehta is not related to the other members of the Board in any manner.

**None of the Directors and/ or Key Managerial Personnel of the Company or their relatives, except Ms. Rajal B Mehta (whose appointment is proposed in this resolution), is in any way concerned or interested, as set out in Item No. 4 of the Notice.**

**The Board accordingly recommends Ordinary Resolution as set out in Item No. 4 of the Notice for approval by the Shareholders.**

#### **ITEM NO. 5:**

The Board of Directors on 19 June 2018 appointed Mr. Anand B Patel as the Whole Time Director of the company and subsequently was approved by members at the Annual General Meeting held on 28 June 2018. The Board of Directors vide board meeting dated 12 August 2019 has proposed to appoint / re-designate Mr. Anand B Patel as the Managing Director of the Company for a period of 3 (Three) years 12 August 2019 to 11 August 2022 at a remuneration of ₹ 3 Lakhs per month and upon terms and conditions agreed by the Board of and therefore this resolution is placed before the general body for approval.

Mr. Patel had been the additional city engineer with the Ahmedabad Municipal Corporation. With over 35 years of hands on experience, he has put in massive efforts in looking after the construction of houses for the urban poor. It is highly beneficial for the company to avail his valuable services for further development of the company by availing his services as the Managing Director on such terms and conditions and remuneration as set out in Item No.5 of the accompanying notice.

**None of the Directors and Key managerial personnel or their relative other than Mr. Anand B Patel himself is interested in the resolution of Item No 5.**

**The Board accordingly recommends the Special Resolution set out at Item No. 5 of the Notice for approval by the shareholders.**

The additional detailed information as per Section – II of Schedule V of the Companies Act, 2013 is as follows:

Sr No	Information required	Detail
<b>I</b>	<b>General Information</b>	
a.	Nature of Industry	Real Estate and Construction
b.	Date or expected date of commencement of commercial production	The Company was incorporated on 03.05.2000 and had already commenced its business operations.
c.	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus.	Not Applicable
d.	Financial performance based on given indicators	Financial Year 2018-19 (₹ in Lakhs) Total Standalone Revenue : ₹ 964.42 Profit Before Tax : ₹ 298.57 Profit After Tax : ₹ 278.10 Rate of Dividend : NA Earnings per Share : 0.07 Face Value of Share : ₹ 1/- per share
e.	Foreign investments or collaborators, if any	The Company has not entered into any foreign collaboration and no direct foreign capital investment has been made in the Company.
<b>II</b>	<b>Information about the appointee</b>	
a.	Background Details	Mr. Patel had been the Additional City Engineer with the Ahmedabad Municipal Corporation. With over 35 years of hands on experience, he has put in massive efforts in looking after the construction of houses for the urban poor by engaging in Slum Relocation and in-situ Redevelopment; also the EWS/LIG houses under different schemes/programs by GoG, GOI. He has worked assiduously in zonal administrative and engineering projects related to public services. His positive steadfastness has proved to be a remarkable credential in his work area and has earned him elevated endorsements / accolades in the fields of planning, preparation of tenders, execution of capital works in water supply, drainage, SWD, public building works, bridges, roads.
b.	Past Remuneration	Mr. Anand B Patel has been drawing remuneration of ₹ 3 Lac per month since the date of his appointment by the Board of Directors on 19 June 2018.
c.	Recognition and Awards	Not Applicable
d.	Job profile and his suitability	Mr. Anand B Patel is in whole time employment of the Company and devotes whole time attention to the management and affairs of the Company and exercises powers under the supervision and superintendence of the Board of the Company.
e.	Remuneration Proposed	Basic Salary of ₹ 3 Lac per month and such other reimbursements and amenities as are available to the other senior executives of the Company as per the policy.
f.	Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person.	Considering the future growth plans of the Company and responsibilities shouldered and profile of Mr. Anand B Patel, proposed remuneration is commensurate with industry standards and Board level positions held in similar sized and similarly positioned businesses.
g.	Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any	Besides the remuneration; Mr. Anand B Patel does not have any pecuniary relationship with the Company and/or is Key Managerial Personnel.
<b>III</b>	<b>Other Information</b>	
a.	Reasons of loss or inadequate profits	The Company has just started growth trajectory after the scheme of demerger among Nila Infrastructures Ltd.; Nila Spaces Ltd. (Formerly known as Parmananday Superstructure Limited) and their respective shareholders and creditors; Prior to the scheme of demerger; the Company does not have substantial business operations and has therefore reported inadequate profits.
b.	Steps taken or proposed to be taken for improvement	During the year 2017-18; a scheme of demerger was presented and sanctioned by the Hon'ble NCLT-Ahmedabad Bench and therefore the company has obtained focused leadership, and resources for future growth and profitability.
c.	Expected increase in productivity and profits in measurable terms	Not Applicable

**ITEM NO. 6 AND 7:**

The members of the Company have at the Extra Ordinary General Meeting of the Company held on 01 June 2018 authorized the Board of Directors to borrow monies up to ₹ 150 Crore (Rupees One Hundred Fifty Crore Only) under Section 180(1)(c) of the Companies Act, 2013. However considering the future long term borrowing requirement of the Company, the Board of Directors of the Company recommends to further increase the borrowing power of the Board upto ₹ 300 Crore (Rupees Three Hundred Crore Only), and as also to create charge/mortgage/hypothecation on the assets of Company for such borrowing from Banks/Financial Institutions, Non-Banking Financial Institutions and other Financial Lenders under the provisions of Section 180(1) (c) and 180(1) (a) of Companies Act, 2013.

The Board of Directors therefore recommends passing of Item No. 6 and 7, as Special Resolution(s), of the accompanying notice for the approval of members.

**None of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested in the Item No 6 and 7 except to the extent of their shareholding in the Company, if any.**

**ITEM NO. 8:**

The Members may note that pursuant to Section 186 of the Companies Act, 2013, the Company can give loan(s) or guarantee(s) or provide security(ies) in connection with a loan(s) to any other body corporate(s) or person(s) or acquire security(ies) of any other body corporate(s), in excess of 60% of its paid up share capital, free reserves and securities premium account or 100% of its free reserves and securities premium account, whichever is higher, with the approval of Members by way of Special Resolution.

The Company is undertaking various business activities through joint ventures/subsidiaries/associates and is also making strategic investment, from time to time, in subsidiaries, joint ventures, associate companies, other bodies corporate and would, therefore, be required to provide financial assistance, support by giving loan(s), guarantee(s), providing of security(ies), making of investment in security(ies), in order to expand its business activities and also for optimum utilization and deployment of funds. Moreover, with the increasing business operations, dynamic strategies and future growth plans, it may become expedient for the Company to acquire security (ies) or provide loans or give guarantees or provide security (ies) to other body corporate(s) and other person(s), over a period of time. In view of the aforesaid, it is proposed to obtain the approval of Members of the Company, as proposed in the resolution.

None of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested in the Item No 8 except to the extent of their shareholding in the Company, if any.

The Board of Directors therefore recommends passing of Item No. 8, as a Special Resolution, of the accompanying notice for the approval of members.

**ITEM NO. 9:**

The Company is undertaking various projects and business through its subsidiaries, associates and joint ventures and therefore has to extend financial support to these entities in the form of capital, loan, corporate guarantee and security for loan from time to time to ensure smooth business operations. Further the group in which the Company belongs has several other entities with common management controls with which the Company proposes to enter into financial transactions of loan, guarantee, security etc. to utilize synergy of operation, optimal utilization of financial resources and to maximize profitability in the interest of the shareholders at large.

Earlier extending such loans, etc. by the company to other entities in which directors are interested, were lawfully restricted. In view of the amendment notified effective 07 May 2018 replacing the provisions Section 185 of Companies Act, 2013, the Company with the approval of members by way of special resolution, would be in a position to extend such financial assistances by way of loan, guarantee, security etc. to other entities in the group in which Directors may be interested.

The members may note that such financial assistances in the form of loan, guarantee, security etc. extended by the Company would be in accordance with other provisions of the Companies Act, 2013 and applicable SEBI laws for granting such loan, guarantee, security etc. and be carefully evaluated through deployment of funds out of internal resources / accruals and / or any other appropriate sources, from time to time, only for principal business activities of the entities of the group.

**None of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested in the Resolution as set out in Item No 9 except Mr. Deep S Vadodaria and Mr. Prashant H Sarkhedi, Directors. Mr. Deep S Vadodaria – Director, belongs to promoter group and Mr. Prashant H Sarkhedi – Director, is Chief Financial Officer at Nila Infrastructures Ltd.**

**The Board accordingly recommends Special Resolution as set out in Item No. 9 of the Notice for approval by the Shareholders**

**ITEM NO. 10:**

Pursuant to the scheme of demerger with M/s Nila Infrastructures Ltd., equity shares of your Company have now been listed at the BSE Limited and National Stock Exchange of India Limited. Post the scheme of demerger, many new statutory provisions under various corporate and securities laws have become applicable and therefore the existing Articles of Association of the Company is required to be modified in line with the changed corporate structure. It is therefore advisable to alter the provisions of the Articles of Association of the Company by deleting the articles which are not in conformity of laws and adopting new articles in line with the provisions of Companies Act, 2013 and applicable Securities Laws. The deletion of the various provisions of the existing articles and addition of the new provisions may make the alteration sought to be made confusing and therefore it is proposed to adopt a new set of Articles of Association.

The proposed new draft Article of Association is uploaded on the Company's website for perusal by the Members of the Company. The proposed new draft Article of Association is also available for inspection at the Registered Office of the Company on all working days between 10:00 am and 12:00 noon up to the date of declaration of the result.

**None of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested in the Resolution as set out in Item No 10 except to the extent of their shareholding in the Company, if any.**

**The Board of Directors therefore recommends passing of Item No. 10, as Special Resolution, of the accompanying notice for the approval of members.**

**ITEM NO. 11:**

As the members are aware the Real Estate Undertaking of Nila Infrastructures Ltd. has been transferred to and vested into your Company pursuant to the Scheme of Demerger so sanctioned vide order dated 09 May 2018 of the Hon'ble NCLT – Ahmedabad Bench. Your Company now proposes to develop real estate projects on various locations and for that would require construction contractors and services for execution from time to time as a normal course of activities. Further your Company possesses prominent position in branding and marketing network of real estate sector and has garnered experience, prestige and precise business channels. On the other hand the flagship company Nila Infrastructures Ltd. along with its associates, subsidiaries and joint venture entities, is into the business of construction and execution of projects for many years and have excellent track record of delivering quality work within time in cost effective manner. Before the scheme of demerger was implemented; M/s Nila Infrastructures Ltd., M/s Nila Spaces Ltd. (Formerly known as Parmananday Superstructure Limited) and their associates, subsidiaries and joint venture entities were undertaking infrastructure and real estate business operations as a single unit under the same group and have been enjoying synergy of operations, economics of scale and benefits of working together to maximize the profit.

In order to ensure the continuity of these synergies, integration, meet business exigencies, eliminate delay in decision making, and utilize resources optimally with diverse business focus; the Board of Directors of the Company have thought it prudent to enter into various transactions of construction, land dealing, branding, marketing, financial assistances etc. with Nila Infrastructures Ltd. and its subsidiaries, associates and joint venture entities in the ordinary course of business.

With respect to the transactions with Mr. Deep S Vadodaria, Mr. Manoj B Vadodaria, Mr. Kiran B Vadodaria, and Mr. Shailesh B Vadodaria, and their relatives; it may be noted that the Company is engaged in the business of development of real estate 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 and land rights, immovable properties and development rights thereon with Mr. Deep S Vadodaria, Mr. Manoj B Vadodaria, Mr. Kiran B Vadodaria, and Mr. Shailesh B Vadodaria and their relatives; who are into the business of real estate for long.

With respect to the transactions of personal guarantees, security, collateral, etc. by the directors and promoters it may be noted that, from time to time, for the purpose of business, the company borrows money from Banks, Financial Institutions (FIs) and Non-Banking Finance Companies. As part of normal banking practice and norms, these banks, NBFCs, FIs insist for personal guarantees, security, collaterals etc. from the Directors, Promoters and their relatives. 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 transactions.

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:

Particulars	Details	
<b>Name of the Related Party(ies)</b>	Nila Infrastructures Limited Kent Residential and Industrial Park LLP Romanovia Industrial Park Private Limited Sambhaav Media Limited Mega City Cinemall Private Limited Nila Projects LLP	Mr. Manoj B Vadodaria Mr. Kiran B Vadodaria Mr. Shailesh B Vadodaria Mr. Deep S Vadodaria Mrs. Alpa K Vadodaria Mrs. Nila M Vadodaria
<b>Name of the Director or Key Managerial Personnel who is related, if any;</b>	Mr. Deep S Vadodaria Mr. Prashant H Sarkhedi	Mr. Deep S Vadodaria
<b>Nature of Relationship</b>	<ol style="list-style-type: none"> <li>1. Nila Infrastructures Ltd. and Nila Spaces Ltd. have same set of promoter and promoter group. The promoters of Nila Spaces Ltd. are holding 61.90% paid up share capital of Nila Infrastructures Ltd. as well.</li> <li>2. Kent Residential and Industrial Park LLP is a Joint Venture Limited Liability Partnership of Nila Infrastructures Ltd. wherein Mr. Deep S Vadodaria – Director of the Company is designated authorized person.</li> <li>3. Romanovia Industrial Park Pvt. Ltd. is an associate company of Nila Infrastructures Ltd. wherein Mr. Deep S Vadodaria is director.</li> <li>4. Sambhaav Media Ltd. and Nila Spaces Ltd. have similar set of promoter and promoter group.</li> <li>5. Mega City Cinemall Pvt. Ltd. is an associate company of your Company and the Company holds 42.50% shareholding therein.</li> <li>6. Nila Projects LLP is a Joint Venture Limited Liability Partnership of the Company wherein the Company has substantial interest.</li> <li>7. Mr. Deep S Vadodaria is Director of the Company and along with Mr. Manoj B Vadodaria, Mr. Kiran B Vadodaria, Mr. Shailesh B Vadodaria and other promoters holds 61.90% paid up capital of the Company.</li> <li>8. Mr. Prashant H Sarkhedi is the Chief Financial Officer of Nila Infrastructures Limited and Non Executive Director of the Company.</li> </ol>	
<b>Nature, Material Terms, Monetary value and Duration and Particulars of the Arrangement:</b>		
<b>Nature</b>	<ul style="list-style-type: none"> <li>• Construction of works contract/execution of construction and development work, job works etc.</li> <li>• Sale, Purchase and dealing of land, land rights and leasing and renting of immovable properties.</li> <li>• Financial assistances in the form of capital, loans, providing security or guarantee for the loans, provide capital contribution, bank guarantees, and financial assistant of any nature.</li> <li>• Any other transfer of resources, services or obligations.</li> </ul>	<ul style="list-style-type: none"> <li>• To sell, purchase, and deal in land and land rights, leasing and renting of immovable properties.</li> <li>• Transactions of personal guarantees, security, collateral, etc. to the Banks, Non-Banking Financial Companies, Financial Institutions for loans and borrowings availed by the company.</li> </ul>
<b>Material Terms</b>	The transaction(s) shall be entered into at arm's length basis on such terms and practices as are prevailing in the industry for similar nature of transaction and as if the parties are unrelated.	
<b>Monetary Value</b>	The aggregate value of such transaction(s) with each related party as enumerated in the resolution shall not exceed the prescribed limit under the resolution in a financial year.	
<b>Duration</b>	The arrangements are for a period of 5 (Five) years w.e.f. the date of passing of this resolution.	

The members are informed that as per the Explanation to Regulation 23(1) of the Listing Regulations, 2015, a transaction with a related party is considered as material, if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds ten percent of the annual consolidated turnover of the company as per the last audited financial statements of the company. It is envisaged that the value of the above referred arrangements/contracts/agreements/transactions may exceed the threshold limit prescribed under the regulation and may be classified as material and may consequently require approval of the members.



None of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested in the Resolution except Mr. Deep S Vadodaria and Mr. Prashant H Sarkhedi by virtue of their position as disclosed herein above in this explanatory statement of Item No 11.

The Board of Directors therefore recommends passing of Item No. 11, 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 arrangements/ contracts/ agreements/ transactions at their respective meetings held on 12 February 2019.

*In accordance with the provisions of Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations (LODR) 2015, the Item No 11 being for approval of related party transactions, all related parties, including the above, shall not vote to the resolution.*

**Date: 12 August 2019**  
**Place: Ahmedabad**

**For, Nila Spaces Limited**  
(Formerly known as Parmananday Superstructure Ltd)  
**By the Order of the Board of Directors**

**Nila Spaces Limited**  
(Formerly known as Parmananday Superstructure Limited)  
**CIN:** L45100GJ2000PLC083204  
**Registered Office:** First Floor  
Sambhaav House;  
Opp: Chief Justice's Bungalow;  
Bodakdev, Ahmedabad- 380015  
**Phone:** 079 40036817/18; Fax: +91 79 30126371  
**Email:** secretarial@nilaspaces.com  
**Website:** www.nilaspaces.com

**Gopi Dave**  
**Company Secretary**  
**Membership No.: A46865**



## NILA SPACES LIMITED

(Formerly known as Parmananday Superstructure Limited)

### PROXY FORM

CIN: L45100GJ2000PLC083204

**Registered Office:** First Floor, "Sambhaav House", Opp. Chief Justice's Bungalow, Bodakdev, Ahmedabad- 380015. Tel: +91 79 40036817/18; Fax: +91 79 30126371

**Email:** secretarial@nilaspaces.com Website: www.nilaspaces.com

#### Form MGT-11

(Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014)

Name of Member:	
Registered Address:	
Email Id:	Folio No/DP ID/Client ID:

I/We, being the member(s) of the Company, hereby appoint

1. Name: \_\_\_\_\_ Email Id \_\_\_\_\_

Address: \_\_\_\_\_ Signature: \_\_\_\_\_ or failing him

2. Name: \_\_\_\_\_ Email Id \_\_\_\_\_

Address: \_\_\_\_\_ Signature: \_\_\_\_\_ or failing him

3. Name: \_\_\_\_\_ Email Id \_\_\_\_\_

Address: \_\_\_\_\_ Signature: \_\_\_\_\_

As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 19th Annual General Meeting of the Company, to be held on the Friday, 27 September 2019 at 11:00 a.m. at First Floor, Sambhaav House, Opp. Chief Justice's Bungalow, Bodakdev, Ahmedabad- 380 015 and at any adjournment thereof in respect of such resolutions as are indicated below. The holder of proxy may vote either for/in favor or in against in each resolution:

SN	Brief Details of the Resolution	For	Against
<b>Ordinary Business:</b>			
1)	Adoption of Annual Accounts as on 31 March 2019(Ordinary Resolution)		
2)	Re-appointment of Mr. Deep S Vadodaria (DIN: 01284293) who retires by rotation(Ordinary Resolution)		
3)	Appointment of Statutory Auditors(Ordinary Resolution)		
<b>Special Business:</b>			
4)	To appoint Ms. Rajal Mehta (DIN: 08182658) as Non-Executive Independent Director(Ordinary Resolution)		
5)	Change in designation of Mr. Anand Patel (DIN: 07272892) as Managing Director(Special Resolution)		
6)	Borrowing limits of the Company under Section 180 (1)(c) of the Companies Act 2013(Special Resolution)		
7)	Authority under Section 180 (1)(a) of the Companies Act, 2013(Special Resolution)		
8)	Loan and Investment under Section 186 of the Companies Act, 2013(Special Resolution)		
9)	Loan, Investment, Guarantee or Security under Section 185 of the Companies Act, 2013(Special Resolution)		
10)	Alteration of Articles of Association(Special Resolution)		
11)	Approval of Related Party Transaction(Ordinary Resolution)		

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2019

Signature of Shareholder \_\_\_\_\_

Signature of first Proxy holder \_\_\_\_\_

Affix a  
Revenue  
Stamp  
of ₹1/-

Signature(s) of Member(s)  
Across the Revenue Stamp

**Note:** This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting. A proxy need not be a member of the company.



## NILA SPACES LIMITED

(Formerly known as Parmananday Superstructure Limited)

### ATTENDANCE SLIP

CIN: L45100GJ2000PLC083204

**Registered Office:** First Floor, "Sambhaav House", Opp. Chief Justice's Bungalow, Bodakdev, Ahmedabad- 380015. Tel: +91 79 40036817/18; Fax: +91 79 30126371

**Email:** secretarial@nilaspaces.com **Website:** www.nilaspaces.com

I hereby record of my presence at the 19th Annual General Meeting of the Company held on Friday, 27 September 2019 at 11:00 a.m. at the Registered Office of the Company situated at First Floor, "Sambhaav House", Opp. Chief Justice's Bungalow, Bodakdev, Ahmedabad- 380015.

Folio No/DP ID/Client ID \_\_\_\_\_ No. of Shares held: \_\_\_\_\_

Full Name of the Shareholder/ Proxy:

Signature of Shareholder / Proxy:

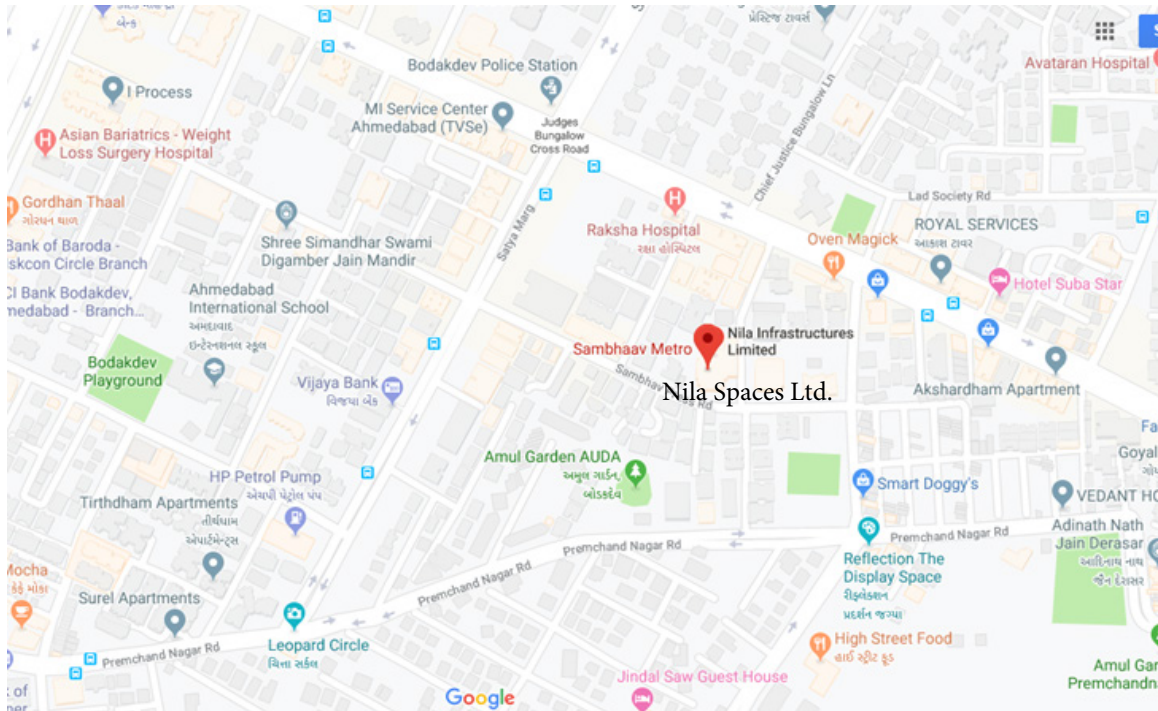
*Note: Only Shareholder of the Company or their proxies will be allowed to attend the meeting.*

### ROUTE MAP TO THE AGM VENUE

**Day and Date of AGM :** Friday, 27 September 2019

**Venue of AGM :** First Floor, 'Sambhaav House', Opp. Chief Justice's Bungalow, Bodakdev, Ahmedabad – 380015

**Time of AGM :** 11:00 A.M.



#### Approximate Distance From:

Kalupur Railway Station	: 13 kms
Geeta Mandir Bus Stop	: 10.8 kms
Airport	: 15 kms