

**Quarterly Compliance Report on Corporate Governance**

**Name of the Company:** SKIL Infrastructure Limited (Erstwhile Horizon Infrastructure Limited)

**Quarter ending on:** December 31, 2014

<b>Particulars</b>	<b>Clause of Listing agreement</b>	<b>Compliance Status Yes/No</b>	<b>Remarks</b>
II. Board of Directors	49 (II)		
(A) Composition of Board	49 (IIA)	Yes	-
(B) Independent Directors	49 (IIB)	Yes	(i) Separate meeting of Independent Directors shall be held in compliance with Clause 49(IIB)(6). (ii). All the Directors are updated as and when required of their role, rights, responsibilities, etc. The Familiarisation Programme shall be uploaded on website in due course.
(C) Non-executive Directors' compensation & disclosures	49 (IIC)	Yes	-
(D) Other provisions as to Board and Committees	49 (IID)	Yes	-
(E) Code of Conduct	49 (IIE)	Yes	-
(F) Whistle Blower Policy	49 (IIF)	Yes	-
III. Audit Committee	49 (III)		-
(A) Qualified & Independent Audit Committee	49 (IIIA)	Yes	-
(B) Meeting of Audit Committee	49 (IIIB)	Yes	-
(C) Powers of Audit Committee	49 (IIIC)	Yes	-
(D) Role of Audit Committee	49 (IIID)	Yes	-
(E) Review of Information by Audit Committee	49 (IIIE)	Yes	-
IV. Nomination and Remuneration Committee	49 (IV)	Yes	-
V. Subsidiary Companies	49 (V)	Yes	The Company does not have "material non-listed Indian Subsidiary" Company as defined under Clause 49 of the listing agreement. However, policy regarding determining 'material' subsidiaries is scheduled for discussions/ approval in the forthcoming meeting of Board of Directors and will be placed over the website of the Company, after approval.
VI. Risk Management	49 (VI)	Yes	-

VII. Related Party Transactions	49 (VII)	Yes	Policy on materiality of related party transactions is scheduled for discussions/ approval in the forthcoming meetings of Audit Committee and Board of Directors and will be uploaded over the website of the Company, after approval.
VIII. Disclosures	49 (VIII)	Yes	
(A) Related party transactions	49 (VIII A)	Yes	Refer Note No. 1
(B) Disclosure of Accounting Treatment	49 (VIII B)	Yes	-
(C) Remuneration of Directors	49 (VIII C)	Yes	-
(D) Management	49 (VIII D)	Yes	-
(E) Shareholders	49 (VIII E)	Yes	-
(F) Proceeds from public issues, rights issue, preferential issues, etc	49 (VIII I)	N.A.	-
IX. CEO/CFO Certification	49 (IX)	Yes	-
X. Report on Corporate Governance	49 (X)	Yes	-
XI. Compliance	49 (XI)	Yes	-

**Note: 1.** The Company has advised and assisted in respect of infrastructure projects/contracts/engineering and technology services to SKIL (Singapore) Pte. Limited, wholly-owned foreign subsidiary ("SSPL"), related party; and earned advisory income. During the quarter ended December 31, 2014, the Company has earned the advisory income of Rs. 1.85 Crores. The said income taken together with the income earned during the previous quarters of the financial year falls under the category of material related party transaction.

**For SKIL Infrastructure Limited  
(Erstwhile Horizon Infrastructure Limited)**

**Sd/-  
Ajay Khera  
Managing Director & Chief Executive Officer**