

NOTICE

NOTICE is hereby given that the 33rd Annual General Meeting of the Members of SKIL Infrastructure Limited ('AGM') will be held on Tuesday, September 27, 2016 at 1430 hours at Babasaheb Dahanukar Hall, Oricon House, 12, K. Dubhash Marg, Kala Ghoda, Fort, Mumbai - 400 001, to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Standalone Financial Statements and Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2016 and the Reports of the Auditors and Directors thereon.
2. To appoint a Director in place of Mr. Nikhil Gandhi (DIN 00030560), who retires by rotation and being eligible, offers himself for re-appointment.
3. To ratify appointment of Statutory Auditors and in this regard to consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

"Resolved That pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Rules framed there under (including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to the resolution passed by the Members of the Company at the 31st Annual General Meeting held on September 30, 2014; the appointment of M/s. Bharat Shah & Associates, Chartered Accountants (Firm Registration No. 101249W), as the Statutory Auditors of the Company for a term of three years i.e., till the conclusion of the 34th Annual General Meeting of the Company to be held in the year 2017; be and is hereby ratified at a remuneration to be decided mutually between the said Auditors and the Board of Directors."

Registered Office

SKIL House, 209, Bank Street Cross Lane,
Fort, Mumbai - 400 023
Tel: +91-22-66199000, Fax: +91-22-22696023
CIN: L36911MH1983PLC178299
Website: www.skilgroup.co.in
E-mail: contact@skilgroup.co.in

**By Order of the Board of Directors
For SKIL Infrastructure Limited**

**Nilesh Mehta
Company Secretary**

Place: Mumbai

Date: August 09, 2016

NOTES:

1. PROXIES

- a. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT ONE OR MORE PROXY(IES) TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY(IES) SO APPOINTED NEED NOT BE A MEMBER OF THE COMPANY. PROXY(IES) IN ORDER TO BE EFFECTIVE, MUST BE RECEIVED AT THE COMPANY'S REGISTERED OFFICE NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING. ONLY DULY COMPLETED, SIGNED AND STAMPED PROXY WILL BE CONSIDERED VALID. A PROXY FORM IS ATTACHED HEREWITH.**
 - b. A person can act as proxy on behalf of Members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. In case of a Member who is holding more than ten percent of the total share capital of the Company carrying voting rights, he/she may appoint a single person as proxy and such person shall not act as proxy for any other person or Member. The instrument appointing a proxy shall be signed by the appointer or his attorney duly authorised in writing, or if the appointer is a company, society, partnership firm, etc., it shall be supported by appropriate resolution/authority, as applicable, issued on behalf of the nominating organisation. The Proxy-holder shall prove his identity at the time of attending the Meeting.
2. Corporate Members intending to send their authorised representatives to attend the AGM are requested to send a certified copy of the Board Resolution authorising their representative to attend and vote in their behalf at the AGM.
 3. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
 4. Members/ Proxies/ Representatives are requested to bring their copies of the Annual Report along with their duly filled in Attendance Slips.
 5. Pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2, particulars of the Director seeking re-appointment at the AGM are given in the Exhibit to Notice.
 6. The Register of Members and Share Transfer Books of the Company shall remain closed from Wednesday, September 21, 2016 to Tuesday, September 27, 2016, both days inclusive, for the purpose of the AGM of the Company.

7. The Register of Directors and Key Managerial Personnel and their shareholding and the Register of Contracts or Arrangements, maintained under Section 170 and Section 189 of the Companies Act, 2013 respectively will be available for inspection by the Members at the AGM.
8. Members are requested to notify immediately any change in their addresses/other contact details to the Company's Registrar and Share Transfer Agents, M/s. Link Intime India Private Limited, C-13, Pannalal Silk Mills Compound, LBS Marg, Bhandup (West), Mumbai – 400 078 ('RTA'), for shares held in physical form and to their respective Depository Participants ('DP') for shares held in electronic form.
9. Members desirous of obtaining any information concerning the Financial Statements of the Company are requested to write their queries to the Company at least seven working days before the AGM so that the information required can be made readily available at the AGM.
10. Members are requested to approach the Company for consolidation of folios, if shareholding is under multiple folios.
11. Members are requested to quote the Ledger Folio or Client ID and DP ID Numbers in all Communications with the Company/ RTA.
12. Members who have not registered their e-mail addresses so far are requested to register their e-mail address so that they can receive the Annual Report and other communication from the Company in electronic form. Kindly note that even after registering for e-communication, Members are entitled to receive such communication in physical form by permitted mode upon making a request for the same. For any such communication, the Members may also send requests to the Company's investor email id: contact@skilgroup.co.in.
13. Copies of the Annual Report for FY 2015-16 including therein the Notice of the 33rd AGM, which, inter alia, indicates the process and manner of e-voting; Attendance Slip and Proxy Forms are being sent in electronic mode to those Members whose e-mail addresses are registered with the Company / Depository Participant(s) ("DPs") for communication purposes unless any Member has requested for a hard copy of the same. For Members who have not registered their e-mail addresses, physical copies of the Annual Report, etc., is being sent by the permitted mode. The Annual Report is being sent to the Members, as ibid, whose names shall appear in the Register of Members or in case of shares held in electronic form, who were the beneficial owners as on Friday, August 26, 2016. However, if such a person is not a Member on the cut-off date of Tuesday, September 20, 2016; such person shall not be eligible to vote via remote e-voting or at AGM and may treat this Notice for information purpose only. Members may also note that the Annual Report of the Company is available for download from the website of the Company www.skilgroup.co.in.
14. All documents referred to in the accompanying Notice are available for inspection at the Registered Office of the Company between 1100 hours to 1300 hours on all working days, except Saturdays, upto the date of the AGM. Copies thereof shall also be made available for inspection at the Meeting.
15. The Company has uploaded the details of unpaid and unclaimed dividend amounts lying with the Company as on December 28, 2015 (date of last AGM) on the website of the Company www.skilgroup.co.in and also on the website of the Ministry of Corporate Affairs. Further, the said unpaid and unclaimed dividend amount will be transferred to the Investor Education and Protection Fund as per the provisions of the Companies Act, 2013/1956.
16. The Securities and Exchange Board of India has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are therefore requested to submit the PAN to their DPs with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company/ RTA.
17. In compliance with provisions of Section 108 of the Companies Act, 2013 and rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Secretarial Standard-2 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide e-voting facility to all Members of the Company to enable them to cast their votes electronically on the items/resolutions mentioned in this Notice. The facility of casting the votes by the Members using an electronic voting system from a place other than venue of the AGM ('remote e-voting') will be provided by Central Depository Services (India) Limited ('CDSL'). The facility for voting through ballot paper shall be made available at the AGM and the Members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the Meeting through ballot paper. The Members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.

The instructions for remote e-voting are detailed hereunder:-

- (i) The voting period begins on Friday, September 23, 2016 at 0900 hours and ends on Monday, September 26, 2016 at 1700 hours. During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Tuesday, September 20, 2016, 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.

- (iii) Click on Shareholders.
- (iv) Now Enter your User ID:
- For CDSL: 16 digits beneficiary ID,
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - 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 and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> 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 OR 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. <ul style="list-style-type: none"> 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).

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) 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.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the Electronic Voting Sequence Number ("EVS" i.e. 160822042) for SKIL Infrastructure Limited.
- (xii) 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.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) 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.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xvii) If 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.
- (xviii) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xix) Note for Non-Individual Shareholders & Custodians:
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves as Corporates and Custodians respectively.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details, a Compliance User should be created using the admin login and password. The Compliance 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 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 favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

(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, under help section or write an email to helpdesk.evoting@cdslindia.com. You may also contact Mr. Rakesh Dalvi, Deputy Manager, CDSL, 17th Floor, P J Towers, Dalal Street, Fort, Mumbai – 400 001, Email ID: helpdesk.evoting@cdslindia.com, Phone No. (toll free): 1800-200-5533.

In case if a person acquires shares and becomes Member of the Company after dispatch of this Notice/Annual Report, they may obtain the User ID and Password/Sequence Number by sending a request to RTA at evelin.subalatha@linkintime.co.in.

In case Members have any queries pertaining to the sequence number for e-voting, they may contact the RTA for the same.

The voting rights of the Members shall be in the proportion to the paid-up value of their shares in the equity capital of the Company as on the cut-off date i.e. Tuesday, September 20, 2016.

The Company has appointed Mr. Virendra G. Bhatt (Membership No. ACS 1157), Company Secretary in Practice, Mumbai, as Scrutinizer, to scrutinize the remote e-voting process and ballot process at AGM in a fair and transparent manner.

The Scrutinizer shall, after the conclusion of voting at the AGM, first count the votes cast at the Meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than forty eight hours of the conclusion of the AGM, a consolidated Scrutinizer’s Report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall counter sign the same. The Chairman or a person authorized by him in writing shall declare the result of the voting forthwith.

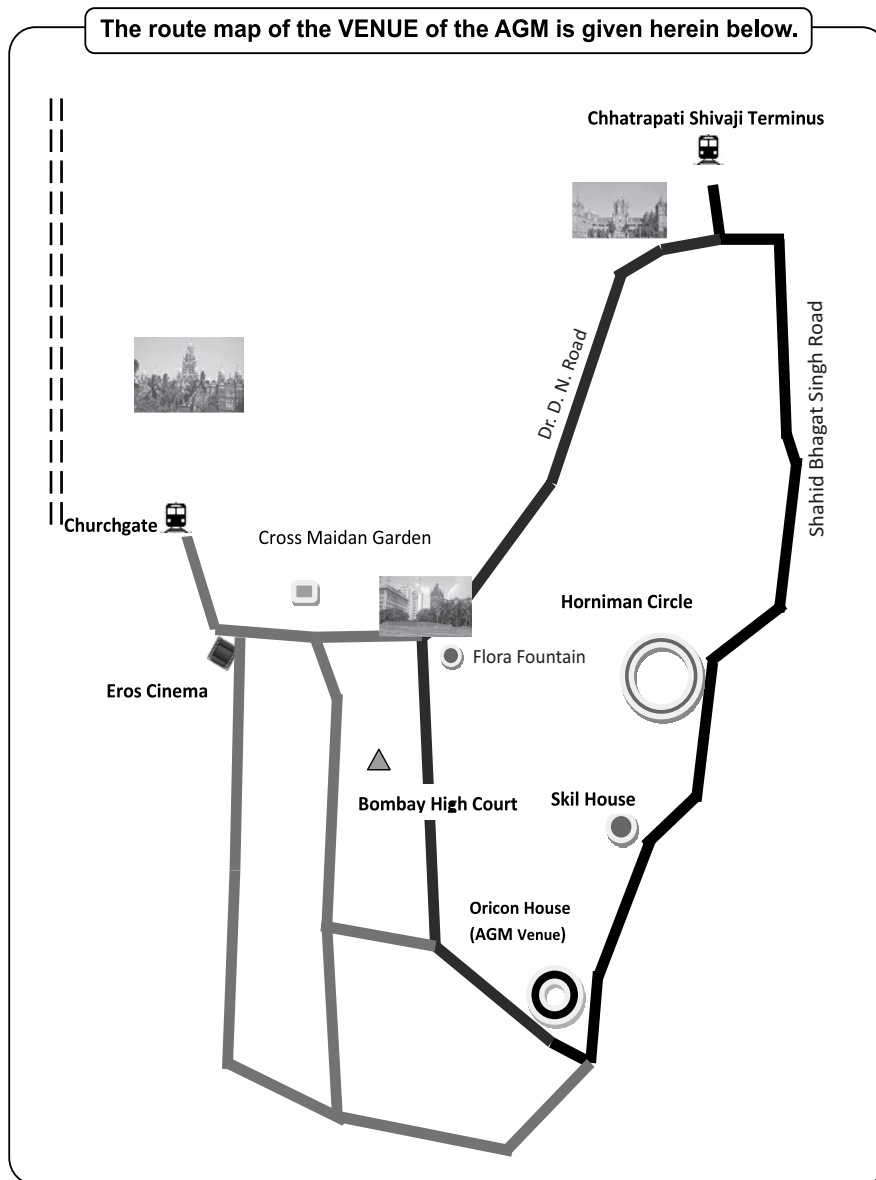
The results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company www.skilgroup.co.in and on the website of CDSL immediately after the declaration of result. The results shall also be immediately forwarded to the National Stock Exchange of India Limited and BSE Limited, where the shares of the Company are listed.

EXHIBIT TO NOTICE

Pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards-2, following information is furnished in respect of Director proposed to be re-appointed:

Name of the Director (DIN)	: Mr. Nikhil Gandhi (00030560)
Designation	: Non-Executive Chairman
Date of Birth	: April 25, 1959
Age	: 57 years
Nationality	: Indian
Qualification	: B. Com
Date of Appointment	: April 15, 2006
Detailed Profile including Nature of Expertise and Experience	: A first-generation entrepreneur, Mr. Nikhil Gandhi has led the Company in undertaking various projects of national importance, several such projects being first-of-its-kind in aspects such as bringing private sector initiative into hitherto public domain. He has approximately 32 years of experience in conceiving and developing infrastructure projects across India.
Number of Board Meetings attended during the financial year 2015-16	: 2 Board Meetings
Remuneration	: -
Directorships held in other companies as on March 31, 2016	: Awaita Properties Private Limited Reliance Defence and Engineering Limited Navi Mumbai SEZ Private Limited Urban Infrastructure Holdings Private Limited SKIL-Himachal Infrastructure and Tourism Limited SKIL Institute of Nursing Private Limited KLG Capital Services Limited JPT Securities Limited Pipavav Electronic Warfare Systems Private Limited Nayroh Lifestyle and Leisure Infrastructure Limited Karanja Terminal & Logistics Private Limited Sohar Free Zone LLC (Foreign Company) SKIL Ports & Logistics Limited (Foreign Company) PDOC Pte. Ltd. (Foreign Company) SKIL (Singapore) Pte. Ltd (Foreign Company) Mazagon Dock Pipavav Defence Private Limited

Memberships/ Chairmanships of committees (includes only Audit and Shareholder's/ Investor's Grievance Committee/ Stakeholders Relationship Committee) of other public companies as on March 31, 2016	:	KLG Capital Services Ltd. - Member of Audit Committee and Stakeholders Relationship Committee
	:	JPT Securities Ltd. - Member of Audit Committee and Stakeholders Relationship Committee
	:	SKIL-Himachal Infrastructure & Tourism Limited - Member of Audit Committee
Number of shares held in the Company as on March 31, 2016	:	11,77,757 Shares in his individual capacity
Inter-se relationship with other Directors and KMPs	:	Brother of Mr. Bhavesh Gandhi



SKIL INFRASTRUCTURE LIMITED

CIN: L36911MH1983PLC178299



Registered Office: SKIL House, 209, Bank Street Cross Lane,
Fort, Mumbai – 400 023

Tel. No.: 91-22-66199000; Fax No.: 91-22-22696023

Email: contact@skilgroup.co.in

Website: www.skilgroup.co.in

NOTICE OF THE 33RD ANNUAL GENERAL MEETING, REMOTE E-VOTING AND BOOK CLOSURE INFORMATION

NOTICE is hereby given that the 33rd Annual General Meeting ('AGM') of the Members of the Company will be held on Tuesday, September 27, 2016 at 1430 hours at Babasaheb Dahanukar Hall, Oricon House, 12, K. Dubhash Marg, Kala Ghoda, Fort, Mumbai - 400 001, to transact the business as set out in the Notice of 33rd AGM dated August 09, 2016, which have been sent in electronic mode to those Members whose e-mail addresses are registered with the Company / Depository Participant(s), unless any Member has requested for a hard copy of the same. Physical copies of the Annual Report have been dispatched to all other Members at their registered address in the permitted mode. The notice of AGM is also available on the website of the Company at www.skilgroup.co.in and on the website of CDSL at www.evotingindia.com. The dispatch of Notice of AGM along with the Annual Report to the Members has been completed on Saturday, September 3, 2016.

Company is providing remote e-voting facilities to the members of the Company, holding shares either in physical or in dematerialized form as on cut-off date i.e. September 20, 2016, to cast their vote electronically through e-voting services provided by Central Depository Services (India) Limited (CDSL) on all resolutions set out in the aforesaid Notice convening AGM. All the members are informed that:

1. The Remote e-voting period shall commence on Friday, September 23, 2016 at 0900 hours and ends on Monday, September 26, 2016 at 1700 hours. Voting through electronic mode shall not be allowed beyond the said date and time and the remote e-voting module shall be disabled thereafter.
2. Any person, who acquires shares of the Company and becomes member after dispatch of the Notice of the AGM and holds shares as on the cut-off date i.e. Tuesday, September 20, 2016, may obtain the User ID and Password by sending a request mentioning their Folio No./DP ID and Client ID to the Registrar & Share Transfer Agent at evelin.subalatha@linkintime.co.in. If the member is already registered with CDSL for e-voting then he/she can use his/her existing User ID and password for casting the vote through remote e-voting.
3. The facility of voting by ballot paper shall be made available at the AGM for the members present at the meeting who have not casted their vote through remote e-voting.
4. A member may participate in the AGM even after exercising his/her right to vote through remote e-voting but shall not be allowed to vote again in the meeting.
5. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM.
6. In case of queries/grievance with regard to e-voting, members may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help section or contact Mr. Rakesh Dalvi, Deputy Manager, CDSL, Email ID: helpdesk.evoting@cdslindia.com or contact them at 1800-200-5533.

The Register of Members and Share Transfer Books of the Company will remain closed from Wednesday, September 21, 2016 to Tuesday September 27, 2016 (both days inclusive) for the purpose of AGM.

By Order of the Board of Directors

Place : Mumbai
Date : September 3, 2016

Sd/-
Company Secretary