



NOTICE

NOTICE is hereby given that the 30th Annual General Meeting of the Company will be held on Monday, September 30, 2013 at 2:30 p.m. at Bombay Club Suite, Royal Bombay Yacht Club, Chhatrapati Shivaji Maharaj Marg, Apollo Bunder, Near Taj Mahal Hotel, Mumbai - 400 001 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at March 31, 2013 and the Profit and Loss Account for the year ended on that date together with the Reports of Directors and Auditors thereon.
2. To declare Dividend on Equity Shares for the financial year ended March 31, 2013.
3. To consider and if thought fit, to pass with or without modifications, the following resolution as an Ordinary Resolution:
“**Resolved That** the vacancy caused by the retirement by rotation of Mr. M.P. Vora, who has not been recommended for re-appointment, by the Board due to his ill health, be not filled in at this Meeting or any adjournment thereof.”
4. To appoint Auditors of the Company and to fix their remuneration by passing with or without modification(s), the following resolution as an Ordinary Resolution:
“**Resolved That** M/s. Bharat Shah & Associates, Chartered Accountants, Mumbai, bearing ICAI Registration No. 101249W, retiring Auditors of the Company be and are hereby re-appointed as the statutory auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company on such remuneration as may be fixed by the Board of Directors of the Company.”

SPECIAL BUSINESS:

5. To consider, and, if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:
“**Resolved That** pursuant to provisions of Sections 198, 269, 309 read with Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956 (‘the Act’) or any amendments thereto and subject to the provisions of Memorandum and Articles of Association of the Company and subject to the approval of the Central Government, if required and subject to such other approvals as may be necessary, the Company hereby approves the re-appointment of Mr. C.S. Sanghavi as Whole-time Director of the Company for a period of six months commencing from August 27, 2013 as per the terms and conditions agreed between the Board and Mr. C.S. Sanghavi.”
“**Resolved Further That** any one of the Directors and Company Secretary of the Company be and are hereby severally authorised to take such steps and do all other acts, deeds and things as may be necessary or desirable to give effect to this resolution.”

Registered Office

SKIL House,
209, Bank Street Cross Lane,
Fort, Mumbai 400 023.

By Order of the Board of Directors

Place: Mumbai

Date: August 27, 2013

Neeraj Rai
Company Secretary

NOTES:

- 1) **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXY / PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF /HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES IN ORDER TO BE EFFECTIVE MUST BE RECEIVED BY THE COMPANY NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE MEETING.**
- 2) Corporate Members intending to send their authorised representatives to attend the Meeting are requested to send a duly certified copy of Board Resolution on the letterhead of the Company, signed by one of the Directors or Company Secretary or any other authorized signatory and/ or duly notarized Power of Attorney, authorizing their representatives to attend and vote on their behalf at the Meeting.
- 3) The members / proxies are requested to bring their copy of Annual Report and duly filled Attendance Slips for attending the Meeting.
- 4) The Register of Members and the Share Transfer Books of the Company will remain closed from Wednesday, September 25, 2013 to Monday, September 30, 2013 (both days inclusive) for determining the shareholders entitlement for dividend, if any.
- 5) The Dividend on equity shares as recommended by the Directors for the year ended March 31, 2013, if declared at the meeting, will be paid on or after October 5, 2013:
 - (i) To those members whose names appear on the Company’s register of members, after giving effect to all valid share transfers in physical form lodged with M/s Link Intime India Private Limited, Registrar & Share Transfer Agent of the Company on or before September 24, 2013.



- (ii) In respect of shares held in electronic form, to those “deemed members” whose names appear in the statements of beneficial ownership furnished by National Securities Depository Limited (‘NSDL’) and Central Depository Services (India) Limited (‘CDSL’) as at the opening hours of September 25, 2013.
- 6) The Company will disburse dividend vide ECS to those shareholders whose requisite particulars are available and to other shareholders vide dividend warrants. The intimation of dividend payout / dispatch will be sent within the statutory period.
- 7) Members holding shares in physical form are requested to immediately notify change in their address, if any, to the Registrars & Share Transfer Agents, M/s. Link Intime India Private Limited, C-13, Pannalal Silk Mills Compound, LBS Marg, Bhandup (West), Mumbai - 400 078, quoting their Folio Number(s).
- 8) Members desirous of obtaining any information concerning the accounts of the Company are requested to address their queries to the Company Secretary at least seven days in advance of the meeting so that the information required can be readily available at the meeting.
- 9) All documents referred to in the accompanying Notice are available for inspection at the Registered Office of the Company during anytime between 10:00 a. m. to 12:00 noon on all days except Saturdays, Sundays and public holidays, upto the date of the Annual General Meeting.
- 10) The Members are requested to approach the Company for consolidation of folios, if shareholdings are 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.
- 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 electronically.
- 13) Pursuant to the provisions of Investor Education and Protection Fund (Uploading of information regarding unpaid and unclaimed amounts lying with companies) Rules, 2012, the Company has uploaded the details of unpaid and unclaimed dividends amounts lying with the Company as on September 28, 2012 (date of last Annual General Meeting) on the website of the Company (www.horizoninfra.com), and also on the Ministry of Corporate Affairs website. Further, the said unpaid and unclaimed dividends amounts will be transferred to the Investor Education and Protection Fund as per provisions of the Section 205A of the Companies Act 1956.
- 14.) The Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956 relating to the above business is annexed hereto.
- 15) As required under Clause 49 of the Listing Agreement profiles of Directors seeking appointment/re-appointment are included in the notice.

Registered Office

SKIL House,
209, Bank Street Cross Lane,
Fort, Mumbai 400 023.

By Order of the Board of Directors

Place: Mumbai

Date: August 27, 2013

Neeraj Rai
Company Secretary

EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956:-

ITEM NO.5

The tenure of Mr. C.S. Sanghavi, Whole-time Director of the Company was valid upto August 26, 2013. The Board of Directors extended the terms of Mr. C.S. Sanghavi, Whole-time Director for a period of six months commencing from August 27, 2013. Mr. C. S. Sanghavi is BE and FIE and is having 37 years of experience in the Development Work, out of which, he has worked for 26 years with CIDCO and retired as a Chief Engineer & G.M. (Tech); GM (SEZ) CIDCO.

The brief terms of appointment of Mr. C. S. Sanghavi are as follows:

- (i) Mr. C. S. Sanghavi, so long as he functions as such, shall not be paid any sitting fees for attending meeting of the Board of Directors or Committee thereof.
- (ii) Mr. C. S. Sanghavi as the Whole-time Director shall attend to the work of the Company faithfully, diligently and honestly and to the best of his ability and power, manage and conduct the business and affairs of the Company, do and execute all such acts, deeds, matters and things for carrying out such objects as may from time to time be assigned or entrusted to him by the Board or the Committee thereof.

Since Mr. C. S. Sanghavi draws remuneration from Horizon Country Wide Logistics Limited (‘HCWLL’), it is not intended to remunerate him from the Company.

Annual Report 2012-13

Pursuant to Section 269 read with Schedule XIII of the Companies Act, 1956, the approval of the Members is sought for re-appointment of Mr. C.S. Sanghavi as a Whole-time Director of the Company.

The Board of Directors recommend the resolution for approval of members.

None of the Directors is interested in the aforesaid resolution except Mr. C.S. Sanghavi.

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By Order of the Board of Directors

Place: Mumbai

Date: August 27, 2013

Neeraj Rai
Company Secretary

EXPLANATION IN RESPECT OF ITEM NO. 3 OF NOTICE:

Mr. M.P. Vora retires by rotation at this Annual General Meeting and is eligible for re-appointment. However, Mr. M.P. Vora, though being eligible for re-appointment the Board does not recommend for re-appointment due to his ill health. Hence, as required under Section 256 (4) (a) of the Companies Act, 1956, the resolution as contained at Item No. 3 of the Notice has been proposed seeking that the vacancy caused by the retirement of Mr. M.P. Vora, be not filled up at this meeting or any adjournment thereof.

Profile of Directors being Appointed/Re-appointed under Clause 49 of the Listing Agreement:

Name	:	Mr. C.S. Sanghavi
Designation	:	Whole-time Director
Date of Birth	:	May 12, 1949
Date of Appointment	:	August 27, 2009
Qualification & Expertise	:	Mr. C. S. Sanghavi is BE and FIE and is having 37 years of experience in the Development Work, out of which, he has worked for 26 years with CIDCO and retired as a Chief Engineer & G.M. (Tech); GM (SEZ) CIDCO.
Other Directorships	:	1. Tarmat Limited 2. Varahi Infrastructure Private Limited 3. Metrotech Technology Park Private Limited 4. Mahakaleshwar Knowledge Infrastructure Private Limited
Committee Chairman-ships	:	Nil
Committee Member ships (in other Company)	:	Member of Audit Committee of Tarmat Limited
Number of shares held in the Company	:	Nil
Inter-se relationship with other directors	:	None