

HORIZON INFRASTRUCTURE LIMITED

NOTICE

Notice is hereby given that the 28th Annual General Meeting of the Company will be held on Friday, August 12, 2011 at 3.00 p.m. 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 Balance Sheet as at March 31, 2011 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 a Dividend on Equity Shares.
3. To appoint a Director in place of Shri Nikhil Gandhi who retires by rotation and being eligible, offers himself for reappointment.
4. To appoint a Director in place of Shri. A. Prasad who retires by rotation and being eligible, offers himself for reappointment.
5. To appoint a Director in place of Shri. S.A Peeran who retires by rotation and being eligible, offers himself for reappointment.
6. To appoint Auditors and to fix their remuneration.

SPECIAL BUSINESS:

7. To consider, and, if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution:**

“**Resolved That** in accordance with the provisions of Section 257, 260 and other applicable provisions of the Companies Act, 1956 (the “Act”), if any, Shri. M. P. Vora, who was appointed as an Additional Director on February 14, 2011 and holds office up to the date of this Annual General Meeting of the Company, and being eligible, offers himself for re-appointment and in respect of whom the Company has received a notice in writing from some members pursuant to Section 257 of the Act proposing his candidature for the office of Director, be and is hereby appointed as a director of the Company liable to retire by rotation.”

8. 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 or any amendments thereto and subject to the provisions of Memorandum and Articles of Association of the Company and subject to such other approvals as may be necessary, the Company hereby approves the appointment of Mr. M. P. Vora as Managing Director of the Company for a period of One year with effect from February 14, 2011 upon the terms and conditions including remuneration as set out in the draft agreement which is also hereby approved with liberty to the Company to alter and vary the terms and conditions of the said Agreement, as may be agreed to between the Company and Mr. M. P. Vora.”

“**Resolved Further That** Mr. S. Sundar, Chairman, Mr. C. S. Sanghavi, Whole Time Director and Company Secretary 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.”

By Order of the Board of Directors

Neeraj Rai
Company Secretary

Registered Office:

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

Date: July 07, 2011

HORIZON INFRASTRUCTURE LIMITED

NOTES:

- 1) A member entitled to attend and vote is entitled to appoint one or more 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) Explanatory Statement as required under section 173(2) of the Companies Act, 1956 is annexed hereto.
- 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 August 09, 2011 to August 12, 2011 (both days inclusive).
- 5) The Dividend on equity shares as recommended by the Directors for the year ended March 31, 2011, when declare at the meeting, will be paid on or after August 18, 2011 :
 - (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 and Share Transfer Agent of the Company on or before August 10, 2011
 - (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 August 10, 2011
- 6) Members holding shares in physical form are requested to immediately notify change in their address, if any, to the Registrars and 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).
- 7) 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 pay out / dispatch will be sent within the statutory period.
- 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) Notes on Directors seeking appointment/re-appointment as required under Clause 49 of the Listing Agreement are included in this notice.
- 10) Members are requested to quote the Ledger Folio or Client ID and DP ID Numbers in all Communications with the Company.

HORIZON INFRASTRUCTURE LIMITED

EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956

ITEM NO. 7 & 8:

Shri. M.P. Vora has been appointed as Additional Director and subsequently appointed as Managing Director of the Company by the Board of Directors on February 14, 2011 for a period of 1 year.

Statement pursuant to Clause B (iv) of Part II of Schedule XIII to the Companies Act 1956

S. N.	Description	Information
1.	General Information	
a)	Nature of industry	Infrastructure
b)	Date or expected date of commencement of commercial production	Not Applicable
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	Turnover: Rs. 16,108.30 Lacs (as on March 31, 2010) Profit after tax: 559.06 Lacs (as on March 31, 2010)
e)	Export performance and net foreign exchange collaborations	Nil
f)	Foreign investments or collaborators, if any	Nil
2.	Information about the Appointee	
a)	Background details	Shri M. P. Vora, holds graduate degree in commerce as well as arts and holds a Diploma in Mechanical Engineering apart from being a Certified Associate of the Indian Institute of Bankers. He started his career as a banker. He has 28 years of banking experience and has held executive positions on the operational as well as on the administrative side. He also has 20 years of experience in infrastructure development & operations and its business development & financing.
b)	Past remuneration	Before joining the Company Shri M.P. Vora was not in employment, he was Commercial Director of Sohar Free Zone LLC and his total income for the financial year 2009-10 was Rs. 24,18,606
c)	Recognition or awards	Not Applicable
d)	Job profile and his suitability	Shri M.P. Vora is having 20 years of experience in infrastructure development & operations and its business development & financing. He has functioned in corporate world as a senior corporate advisor, and as a director in various companies in various fields like setting up of infrastructure projects, port development, special economic zones/free trade and warehousing zones, railways & roads, IT/ITES, tourism, healthcare & education projects. He brings his banking & infrastructure development experience for

HORIZON INFRASTRUCTURE LIMITED

- the benefit of our Company.
- e) Remuneration proposed Remuneration of Rs. 4,00,000/- per month
- f) Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be w.r.t. the country of his origin) The remuneration of Shri M.P. Vora is in consonance with the given criteria.
- g) Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any. Not Applicable

3. Other Information

- a) Reasons of loss or inadequate profits During the Financial Year ended on March 31, 2010 Company has paid Rs. 1521.78 Lacs Interest on loan availed from Central Bank of India.
- b) Steps taken or proposed to be taken for improvement Considering various Projects in hand and in pipeline, the responsibilities involved in executing these Projects is voluminous right from bidding process of the project, financial closure to execution of the Projects. To implement these kinds of Projects, experienced professionals from the industry are required. Competition in this sector is not restricted at national level but from various MNCs as well.
- c) Expected increase in productivity and profits in measurable terms The Management is exploring the opportunity to increase the size of the business and activities.

4. Disclosures

- a) Shri M.P. Vora is only a managerial person, proposed to be appointed on an annual salary of Rs. 48 Lakhs (inclusive of all perquisites and allowances).
- b) The disclosures regarding remuneration of the Directors has been mentioned in the Corporate Governance Report as a part of the Annual Report.

The proposed resolution and this explanatory statement may be treated as an abstract of the terms and conditions of the appointment of Shri M.P. Vora as Managing Director in terms of section 302 of Companies Act, 1956.

Your company is in receipt of a notice from a member signifying his intention to propose the appointment of Shri. M.P. Vora as a director of the Company along with a refundable deposit of Rs. 500/- (Rupees five hundred only).

The Directors recommend this resolution for approval of members.

None of the Directors is interested in the aforesaid resolution except Shri. M.P. Vora.

By Order of the Board of Directors

Neeraj Rai
Company Secretary

Registered Office:

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

Date: July 07, 2011

HORIZON INFRASTRUCTURE LIMITED

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

Name	: Shri. Nikhil Gandhi
Designation	: Non – Executive and Non - Independent
Date of Birth	: April 25, 1959
Date of Appointment	: April 15, 2006
Other Directorships as on March 31, 2011	: 1. JPT Securities Limited 2. KLG Capital Services Limited 3. SKIL Infrastructure Limited 4. Pipavav Shipyard Limited 5. Fastlane Distriparks & Logistics Limited 6. Horizon Country Wide Logistics Limited 7. SKIL Himachal Infrastructure and Tourism Limited 8. Mumbai SEZ Limited 9. Awaita Properties Private Limited 10. SKIL Strategic Deterrence Systems Private Limited 11. Navi Mumbai SEZ Private Limited 12. Urban Infrastructure Holding Private Limited 13. SKIL Institute of Nursing Private Limited 14. New Horizons India Limited 15. Everonn Education Limited 16. SKIL Ports & Logistics Limited (Foreign Co.) 17. Sohar Free Zone LLC (Foreign Co.)
Committee Chairmanships as on March 31, 2011	: Nil
Committee Memberships as on March 31, 2011	: Pipavav Shipyard Limited - (i) Shareholders and Investors Grievance Committee (ii) Remuneration Committee KLG Capital Services Limited (i) Shareholders / Investors Grievance Committee (ii) Remuneration Committee JPT Securities Limited (i) Remuneration Committee SKIL Infrastructure Limited (i) Shareholders and Investors Grievance Committee (ii) Remuneration Committee Everonn Education Limited (i) Shareholders / Investors Grievance & Share Transfer Committee (ii) Remuneration Committee (iii) Audit Committee Fastlane Distripark & Logistics Limited (i) Audit Committee
Number of shares held in the Company as on March 31, 2011	: 1175000

HORIZON INFRASTRUCTURE LIMITED

Name	: Shri. S. A. Peeran
Designation	: Independent Director
Date of Birth	: February 14, 1949
Date of Appointment	: April 15, 2006
Other Directorships as on March 31, 2011	: 1. Bio Electric Private Limited 2. Ashford Infrastructure Holdings Private Limited 3. G.P. Diodes and Electronics Private Limited 4. Backbone Properties Private Limited 5. East Coast Energy Private Limited 6. Eco Propcorn Properties Private Limited 7. Athena Chhattisgarh Power Private Limited 8. Mahakaleshwar Knowledge Infrastructure Private Limited
Committee Chairmanships	: Nil
Committee Memberships	: Nil
Number of shares held in the Company as on March 31, 2011	Nil

Name	: Shri. A. Prasad
Designation	: Independent Director
Date of Birth	: January 15, 1941
Date of Appointment	: April 15, 2006
Other Directorships as on March 31, 2011	: Nil
Committee Chairmanships	: Nil
Committee Memberships	: Nil
Number of shares held in the Company as on March 31, 2011	: Nil

Name	: Shri. M.P. Vora
Designation	: Managing Director
Date of Birth	: April 23, 1945
Date of Appointment	: February 14, 2011
Other Directorships as on March 31, 2011	: 1. Agnee Financial Services Limited 2. C Bay Infotech Ventures Private Limited
Committee Chairmanships	: Nil
Committee Memberships	: Nil
Number of shares held in the Company as on March 31, 2011	: 300

Attendance Slip

HORIZON INFRASTRUCTURE LIMITED

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

Please complete the Attendance Slip and hand it over at the entrance of the Meeting Hall. Please also bring your copy of the Annual report.

I hereby record my presence at the 28th ANNUAL GENERAL MEETING of the Company Babasaheb Dahanukar Hall, Oricon House, 12, K. Dubhash Marg, Kala Ghoda, Fort, Mumbai 400 001 on Friday, August 12, 2011 at 3.00 p.m.

REGD. FOLIO NO. : _____ D.P. ID No. _____

NO. OF SHARES : _____ Client. ID No. _____

NAME OF THE SHAREHOLDER (IN BLOCK LETTERS)
SIGNATURE OF THE SHAREHOLDER OR PROXY

Tear here

Proxy

HORIZON INFRASTRUCTURE LIMITED

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

REGD. FOLIO NO. : _____ D.P. ID No. _____

NO. OF SHARES : _____ Client. ID No. _____

I / We _____ of _____

being a Member/Members of HORIZON INFRASTRUCTURE LIMITED hereby appoint

_____ of _____

or failing him _____ of _____

or failing him _____ of _____ as my/our Proxy

to attend and vote for me/us on my/our behalf at the 28th ANNUAL GENERAL MEETING of the Company to be held on Friday, August 12, 2011 at 3.00 p.m. and at any adjournment thereof.

Signed this _____ day of _____, 2011.

Please affix
Re.1/-
Revenue
Stamp

Signature

Note: The Proxy Form duly completed must reach/deposited at the Registered Office of the Company not less than 48 hours before the time for holding the meeting.