



SKIL INFRASTRUCTURE LIMITED

(Erstwhile Horizon 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: skil@skilgroup.co.in **Website:** www.skilgroup.co.in

POSTAL BALLOT NOTICE

[Pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014]

Dear Member(s),

Notice is hereby given pursuant to the provisions of Section 110 of the Companies Act, 2013, read with the Companies (Management & Administration) Rules, 2014, and all other applicable rules made under Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being enforce) (hereinafter referred to as “the Act”), the resolutions appended below are proposed to be passed by the Members of the Company by way of Postal Ballot process. Further, in compliance with the provision of Section 108 of the Act and Clause 35B of the Listing Agreement, the Company is pleased to provide Electronic Voting (“E-voting”) facility to enable the Members to cast their votes electronically on the resolutions and the business may be transacted through such voting. The Company has availed the E-voting services of Central Depository Services (India) Limited (“CDSL”).

The explanatory statement pursuant to Section 102 of the Companies Act, 2013, pertaining to the said resolutions setting out material facts and reasons for the resolutions is annexed along with a Postal Ballot form (“the form”) for your consideration. The Board of Directors of the Company has appointed Mr. Virendra G. Bhatt, Practicing Company Secretary (C.P. No. 124), as Scrutinizer for conducting the Postal Ballot and E-voting process in a fair and transparent manner.

You are requested to carefully read the instructions printed in the form and return it duly completed in the attached self addressed, postage prepaid envelope, so as to reach the Scrutinizer on or before the close of working hours on Friday, May 15, 2015 at 1800 hours, the last date for the receipt of the completed forms. The form received after the said date will be treated as invalid. Upon completion of the scrutiny of the forms and e-voting data provided by CDSL, the Scrutinizer will submit his report to the Chairman of the Board and the result of the voting by Postal Ballot shall be declared on Tuesday, May 19, 2015 at 1800 hours at the Company’s Registered Office at Mumbai. The notice of the Postal Ballot and result of the Postal Ballot will also be uploaded on the Company’s website www.skilgroup.co.in. The notice of the Postal Ballot will also be uploaded on the website of CDSL at www.evotingindia.com.

The date of declaration of the results of the Postal Ballot shall be the date on which the Special resolutions would be deemed to have been passed by the Members, if approved by requisite majority.

ITEM NO. 1

To consider and, if thought fit, to pass the following resolution as a Special Resolution:

Resolved That pursuant to Section 180 (1)(a) and other applicable provisions, if any, of the Companies Act, 2013 and the Memorandum and Articles of Association of the Company and subject to such other permissions and approvals as may be required, the consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred as “Board”), to sell up to 18,47,87,774 equity shares of ₹ 10/- each of Pipavav Defence and Offshore Engineering Company Limited (“Pipavav Defence”) representing up to 25.10% of the issued and paid up equity share capital of Pipavav Defence to Reliance Defence Systems Private Limited (“Acquirer”) and/or to Reliance Infrastructure Limited (Person Acting in Concert (“PAC”) in accordance with the terms of the Purchase Agreement.

Resolved Further That Purchase Agreement dated March 4, 2015 entered into between SKIL Infrastructure Limited (the “Company”), along with SKIL Shipyard Holdings Private Limited (“SSHPL”), Grevek Investments and Finance Private Limited (“Grevek”) (collectively referred to as the “Sellers”), Mr. Nikhil Gandhi, Mr. Bhavesh Gandhi (collectively along with the Sellers referred as “Founder Promoters”) with Pipavav Defence and Offshore Engineering Company Limited (“Pipavav Defence”), Reliance Defence Systems Private Limited (the “Acquirer”) and Reliance Infrastructure Limited (the “PAC”) (the “Purchase Agreement”), containing key terms as setout in the accompanying Explanatory Statement, be and is hereby approved and ratified.

Resolved Further That Mr. Nikhil Gandhi, Chairman, Mr. Bhavesh Gandhi, Vice-Chairman, Mr. Ajay Khera, Managing Director and Chief Executive Officer, Mr. Sudipan Bhaduri, Chief Financial Officer and Mr. Nilesh Mehta, Company Secretary be and are hereby severally authorized to discuss, negotiate, finalize, sign, execute and deliver such agreements, documents, deeds, statutory filings and papers including agreements with lenders and other third parties, escrow agreements, depository instruction slips, share transfer forms etc. on behalf of the Company as may be required to be signed to fully consummate the transaction contemplated in the Purchase Agreement, and to do all such acts, deeds, matters and things as may be required to give effect to the Purchase Agreement and the aforesaid other documents, and to make corrections, additions, alterations or deletions in the Purchase Agreement or any other document or agreement pursuant to the Purchase Agreement on behalf of the Company.

Resolved Further That Mr. Nikhil Gandhi, Chairman, Mr. Bhavesh Gandhi, Vice-Chairman, Mr. Ajay Khera, Managing Director and Chief Executive Officer, Mr. Sudipan Bhaduri, Chief Financial Officer and Mr. Nilesh Mehta, Company Secretary be and are hereby severally authorized to do all such acts, deeds and things which are incidental and ancillary and as may be considered necessary to give effect to the foregoing resolution.

Resolved Further That for the purpose of giving effect to this resolution the Board be and is hereby authorized to take all such steps and actions and give such directions as may be in its absolute discretion deem necessary and to settle any question that may arise in this regard.”

ITEM NO. 2

To consider and, if thought fit, to pass the following resolution as a Special Resolution:

Resolved That in supersession of the earlier Special Resolution passed, the consent of the Members be and is hereby accorded pursuant to Section 180(1)(a) and other applicable provisions of the Companies Act, 2013 read with the rules prescribed thereto (including any statutory modification(s) or re-enactment thereof for the time being in force) (the “Act”) to the Board of Directors (the “Board” which term shall include any Committee constituted by the Board or any person authorised by the Board to exercise the powers conferred on the Board by this resolution) to create/modify mortgage/charge/hypothecation/pledge on all or any part of the movable and/or immovable properties, wherever situated, both present and future and/or on the whole or substantially the whole of the undertaking(s) of the Company, on such terms, conditions, rankings as to priority as the Board in its absolute discretion thinks fit, in favour of the banks, financial institutions and/or bodies corporate (the “Lenders”), including any Trustees or Agents on behalf of the Lenders, for securing the financial assistance availed or to be availed by the Company and/or such other company (including any affiliates,

SKIL INFRASTRUCTURE LIMITED

associates, group companies or subsidiaries of the Company) (the "Borrowers"), from any of the Lenders from time to time or for securing issuance of any debt instruments by the Borrowers together with interest, costs, charges, expenses and all other monies payable by the Borrowers in terms of facility/loan/pledge agreements/debenture trust deed and/or any other documents/agreements entered or to be entered with the Lenders/Trustees/Agents in respect of said financial assistance/debt instruments and containing such specified terms and conditions and covenants in respect of enforcement of security(ies) as may be stipulated in their behalf and agreed between the Board and the Borrowers/Lenders/Trustees/Agents.

Resolved Further That the Board be and is hereby authorised to do all such acts, deeds, matters and things as may be deemed necessary, proper or expedient to give effect to this resolution and for the matters connected herewith or incidental hereto."

Registered Office

SKIL House, 209, Bank Street Cross Lane,
Fort, Mumbai - 400 023.
Tel. No.: 91-22-66199000
Fax No.: 91-22-22696023
CIN: L36911MH1983PLC178299
E-mail: skil@skilgroup.co.in
Website: www.skilgroup.co.in

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

**Nilesh Mehta
Company Secretary**

Place: Mumbai

Date: April, 06, 2015

Notes:

1. The Statement pursuant to Section 102 (1) of the Act read with section 110 of the Act along with applicable rules, setting out material facts is annexed hereto.
2. The Notice is being sent to all the Members, whose names appear in the Register of Members/list of Beneficial Owners as received from National Securities Depository Limited ("NSDL") / Central Depository Services (India) Limited ("CDSL") as on Friday, April 03, 2015.
3. Members are requested to notify change in address, if any, in case of shares held in Electronic form to the concerned Depository Participant quoting their Client ID and in case of Physical shares to the Registrar and Transfer Agent of the Company quoting their Folio number.

Instructions for E-voting:

In compliance with Clause 35B of the Listing Agreement entered into with the Stock Exchanges and Section 110 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014, the Company is pleased to offer E-Voting facility as an alternate, for its Members, to enable them to cast their votes electronically instead of dispatching Postal Ballot Form. E-Voting is optional. The procedure and instructions for the same are as follows:

- (i) The voting period begins on Thursday, April 16, 2015 at 0900 hours and ends on Friday, May 15, 2015 at 1800 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) i. e. on Friday, April 03, 2015 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' tab to cast your vote.
- (iv) Now, select the 'Electronic Voting Sequence Number ("EVSN")' along with 'SKIL Infrastructure Limited' from the drop down menu and click on 'SUBMIT'
- (v) 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.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) 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.
- (viii) 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 first two letters of their name and the 8 digits of the sequence number in the PAN field.• In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. e.g. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/ yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. <ul style="list-style-type: none">• Please enter the DOB or Dividend Bank Details in order to login. If 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).

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) Members holding shares in physical form will then directly reach the EVSN selection screen. However, members holding shares in demat form will now reach 'Password Creation/Change' 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.
- (xi) For Members holding shares in physical form, the details can be used only for E-voting on the resolutions contained in this Notice.

- (xii) Click on the Electronic Voting Sequence Number (“EVSN” i.e. “150406009”) for SKIL Infrastructure Limited.
- (xiii) 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.
- (xiv) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xv) 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.
- (xvi) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xviii) If Demat account holder has forgotten the same password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xix) Note for Non-Individual Members & Custodians:

- Non-Individual Members (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 they should create compliance user 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 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. The person responsible to address the grievances connected with the facility for e-voting will be Mr. Wenceslaus Furtado, Deputy Manager, can be contacted at helpdesk.evoting@cdslindia.com or on 1800 200 5533. The registered office address of the person to be contacted at **Central Depository Services (India) Limited (“CDSL”)** is 17th Floor, Phiroze Jeejeebhoy Towers, Dalal Street, Fort, Mumbai – 400001.

4. Notice of Postal Ballot along with the Form containing the process, instructions and the manner of conducting E-voting is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company / Depository Participant(s). For Members who request for a hard copy and for those Members who have not registered their e-mail addresses, physical copies of the same are being sent by the permitted mode.
5. Kindly note that the Members can opt for only one mode of voting, i.e., either by physical Postal Ballot or E-voting. If Members has opted for E-voting, then do not vote through physical Postal Ballot and vice versa. In case Members cast their vote by both physical Postal Ballot and E-voting means, then voting done through valid physical Postal Ballot shall prevail and voting done by E-voting will be treated as invalid.
6. Members exercising their vote by physical Postal Ballot are requested to carefully read the instructions printed in the Form and return it duly completed and signed in the enclosed pre-printed self addressed post prepaid business reply envelope to the Scrutinizer so as to reach the Scrutinizer on or before the close of working i.e. 1800 hours on Friday, May 15, 2015. The Scrutinizer’s decision on the validity or otherwise of the Postal Ballot / E-voting will be final. Please note that any Postal Ballot forms received after 1800 hours on Friday, May 15, 2015 will not be treated as valid and voting whether by post or by electronic means shall not be allowed beyond the said date.
7. Members who have received Postal Ballot Notice by e-mail and who wish to vote through Physical Postal Ballot Form can download Postal Ballot Form from the website of the Company www.skilgroup.co.in or seek duplicate Postal Ballot Form from M/s. Link Intime India Pvt. Ltd., Registrar and Share Transfer Agents of the Company, Unit: SKIL Infrastructure Limited, C-13, Pannalal Silk Mills Compound, L.B.S. Marg, Bhandup West, Mumbai – 400 078; fill-in the details and send the same to the Scrutinizer.
8. In case, shares are jointly held, the Postal Ballot Form should be completed and signed (as per the specimen signature registered with the company) by the first named Member and in his/her absence, by the next named Member.
9. In case of shares held by companies, trusts, societies, etc. the duly completed Postal Ballot Form should be accompanied by a certified copy of the Board Resolution/Authority letter together with attested specimen signature(s) of the duly authorized signatory/ies, giving requisite authority to the person voting on the Form.
10. The vote in this Postal Ballot cannot be exercised through proxy.
11. The Scrutinizer will submit his report to the Chairman of the Board and the results of the Postal Ballot will be announced on Tuesday, May 19, 2015, at 1800 hours at the Registered Office of the Company at SKIL House, 209, Bank Street Cross Lane, Fort, Mumbai – 400 023. The Results declared along with the Scrutinizer’s Report shall be placed on the Company’s website i.e. www.skilgroup.co.in and on the website of CDSL within two (2) days of passing of the resolutions and shall also be communicated to the Stock Exchanges, where the shares of the Companies are listed.

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

ITEM NO. 1:

SKIL Infrastructure Limited (the “**Company**”) has, along with SKIL Shipyard Holdings Private Limited (“**SSHPL**”), Grevek Investment and Finance Private Limited (“**Grevek**”) (collectively referred to as the “**Sellers**”), Mr. Nikhil Gandhi, Mr. Bhavesh Gandhi (collectively along with the Sellers referred as “**Founder Promoters**”) executed a Purchase Agreement dated March 4, 2015 with Pipavav Defence and Offshore Engineering Company Limited (“**Pipavav Defence**”), Reliance Defence Systems Private Limited (the “**Acquirer**”) and Reliance Infrastructure Limited (the “**PAC**”) (the “**Purchase Agreement**”).

Some of the salient features of the terms of the Purchase Agreement are as below:

Pursuant to the Purchase Agreement, the Acquirer has agreed to purchase 13,00,00,000 equity shares of Pipavav Defence (“**Identified Sale Shares**”) constituting 17.66% of the paid-up equity share capital of Pipavav Defence from the Company and SSHPL at a price of ₹ 63.00 per equity share in cash. In terms of the Purchase Agreement and subject to the conditions therein, the Sellers have agreed to sell such number of additional equity shares of Pipavav Defence, not exceeding 5,47,87,774 equity shares, (“**Top-up Sale Shares**”) to the Acquirer at a price of ₹ 63.00 per equity share that would result in the Acquirer acquiring not less than 25.10% of the paid-up equity share capital in the Target Company after taking into account the acquisitions made under the Offer (Identified Sale Shares and Top-up Sale Shares collectively referred to as “**Sale Shares**”). Presently, the Company is holding 25,03,73,648 equity shares of Pipavav Defence representing up to 34.01% of the issued and paid up equity share capital of Pipavav Defence. The Company may sell all of the Identified Sale Shares or any part thereof including Top-up Sale Shares (if applicable) aggregating upto

SKIL INFRASTRUCTURE LIMITED

18,47,87,774 equity shares of Pipavav Defence held by it representing upto 25.10% of the issued and paid up equity share capital of Pipavav Defence to the Acquirer in accordance with the terms of the Purchase Agreement at a price of ₹ 63.00 per equity share.

The following table sets forth the details of shareholding of the Sellers in Pipavav Defence both prior to and post the transaction:

Particulars	Number of Equity Shares of Pipavav Defence	Percentage shareholding in Pipavav Defence
Pre-transaction shareholding of the Sellers in Pipavav Defence	31,11,00,828	42.26%
Post-transaction shareholding of the Sellers in Pipavav Defence including sale of Identified Shares and maximum amount of Top-up Sale Shares (without public offer shares)	12,63,13,054	17.16%
Post-transaction shareholding of the Sellers in Pipavav Defence including sale of Identified Shares excluding Top-up Sale Shares (without public offer shares)	18,11,00,828	24.60%

The following table sets forth the shareholding of the Company in Pipavav Defence both prior to and post the transaction:

Particulars	Number of Equity Shares of Pipavav Defence	Percentage shareholding in Pipavav Defence
Pre-transaction shareholding of the Company in Pipavav Defence	25,03,73,648	34.01%
Post-transaction shareholding of the Company in Pipavav Defence assuming sale of entire Identified Shares and maximum amount of Top-up Sale Shares by the Company	6,55,85,874	8.91%

Upon consummation of the transactions contemplated in the Purchase Agreement, the Acquirer and/or the PAC will acquire control over Pipavav Defence. On completion of the purchase of Sales Shares by the Acquirer, the Founder Promoters shall cease to be categorized as "Promoters" of Pipavav Defence and cease to have day to day control over the management of Pipavav Defence and the Acquirer and/or the PAC shall be categorized as "Promoters" of Pipavav Defence.

The Purchase Agreement is subject to certain conditions precedent and also sets forth the terms and conditions as agreed between the Founder Promoters, Pipavav Defence, the Acquirer and the PAC, and their respective rights and obligations.

As per the terms of the Purchase Agreement, the Acquirer shall have the right to nominate all the directors on the Board of Pipavav Defence ("**Acquirer Directors**") (other than independent directors required to be appointed in accordance with applicable laws). Subject to the provisions of applicable laws, the Acquirer shall have the right to nominate at least 1 (one) nominee to the board of directors of Pipavav Defence from among the Acquirer Directors, as a non-rotational director. The quorum for board meetings and general meetings of Pipavav Defence shall require the presence of at least one Acquirer Director or authorised representative representing the Acquirer, respectively, being present at such meeting or adjourned meeting. Apart from the rights mentioned above, the Acquirer shall have several other affirmative rights under the Purchase Agreement. Besides this, the Acquirer and the Founder Promoters has acquired certain rights including but not limited to lock in, right of first offer, tag right, drag right, etc as mutually agreed in the Purchase Agreement.

As per the provisions of Section 180(1) (a) of the Companies Act, 2013, the Board of Directors of the Company cannot, except with the consent of the shareholders in General Meeting, sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the company or where the company owns more than one undertaking, of the whole or substantially the whole of any of such undertakings.

The investment of the Company in Pipavav Defence exceeds 20% of the net worth of the Company as per the last audited balance sheet of the Company and accordingly, the approval of the Shareholders is being sought by this Special Resolution under Section 180(1)(a) of the Companies Act, 2013.

Your Directors, therefore recommend the resolution for your approval. Except for Mr. Nikhil Gandhi, Chairman and Mr. Bhavesh Gandhi, Vice-chairman who are signatories to the Purchase Agreement, none of the Directors & Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested in the said resolution.

ITEM NO. 2:

The Company, inter alia, has a business model of promoting Special Purpose Vehicle ("SPV") in the form of Subsidiaries/Associates. Further, in the ordinary course of business, the Company provides security in the form of mortgage/charge/hypothecation/pledge and the like on all or any part of the moveable, immovable properties and/or undertaking(s) of the Company for securing the financial assistance for the Company and/or of such other company (including any SPVs, affiliates group companies).

The Company has, vide Special Resolution passed in terms of Section 180(1)(a) through Postal Ballot on February 4, 2015, sought approval of the Members for creating such mortgage/charge/hypothecation/pledge on all or any part of the moveable, immovable properties and/or undertaking(s) of the Company for securing the financial assistance of the Company, Subsidiary Companies, Associate Companies or Group Companies for amount not exceeding ₹ 12,000 Crores (Rupees Twelve Thousand Crore only). However, given the requirements of business model being pursued by the Company, it is proposed that the ceiling of ₹ 12000 Crores (Rupees Twelve Thousand Crores Only) be removed.

In terms of Section 180(1)(a) of the Act, the Board of Directors of the Company can exercise the power to sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking(s) of the Company with the consent of the Members by a Special Resolution. The mortgage/charge/hypothecation/pledge on all or any part of the moveable, immovable properties and/or undertaking(s) of the Company, may be interpreted as the disposal of the whole or substantially the whole of the properties and/or undertaking(s) of the Company. Accordingly, the resolution at Item No. 2 of the Notice is proposed for the consideration of the Members.

The Board of Directors recommends passing of the Resolution No. 2 as contained in this Notice as Special Resolution.

None of the Directors and Key Managerial Personnel of the Company and/or their relatives is concerned or interested, financially or otherwise, in this resolution.

Registered Office

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

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Fax No.: 91-22-22696023

CIN: L36911MH1983PLC178299

E-mail: skil@skilgroup.co.in

Website: www.skilgroup.co.in

Place: Mumbai

Date: April, 06, 2015

By Order of the Board of Directors
For SKIL Infrastructure Limited

Nilesh Mehta
Company Secretary



SKIL INFRASTRUCTURE LIMITED

(Erstwhile Horizon Infrastructure Limited)

CIN L36911MH1983PLC178299

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

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Email: skil@skilgroup.co.in; Website: www.skilgroup.co.in

POSTAL BALLOT FORM

(Please read the instructions printed overleaf before completing this form)

S. No.:

1. Name & Address of the Sole/First named Member / Beneficial Owner as registered with the Company :
2. Name(s) of the joint Member(s), if any, registered with the Company :
3. Registered Folio No./DP ID No. & Client ID No.* (* Applicable to investors holding shares in dematerialized form) :
4. Number of shares held :
5. I/We, hereby exercise my/our vote in respect of the following resolution to be passed through Postal Ballot for the business stated in the Notice of the Company by sending my/our assent (For) or dissent (Against) to the said resolutions by placing the tick (✓) mark at the appropriate box below:

Item No.	Description	No. of Shares	I / We assent to the Resolution (For)	I / We dissent to the Resolution (Against)
1.	Special Resolution under Section 180 (1) (a) of the Companies Act, 2013, to sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the company.			
2.	Special Resolution under Section 180 (1) (a) of the Companies Act, 2013, to create/modify mortgage/charge/hypothecation/pledge on all or any part of the movable and/or immovable properties.			

Place:

Date:

(Signature of the Member/ Beneficial Owner)

EVSN (Electronic Voting Sequence Number)	*Default PAN
150406009	

*Please use default PAN for those who have not registered their PAN.

Notes:

1. If you opt to cast your vote by ("Electronic Voting") E-voting, there is no need to fill up and sign this form.
2. Last date for receipt of Postal Ballot Forms by the Scrutinizer is Friday, May 15, 2015.

INSTRUCTIONS

General Instructions

1. There will be one Postal Ballot Form/E-voting for every Folio / Client ID irrespective of the number of joint holders.
2. Members can opt for only one mode of voting, i.e., either by physical postal ballot or E-voting. If a Member has opted for E-voting, then do not vote through physical postal ballot and vice versa. In case Members cast their vote by both physical postal ballot and E-voting means, then voting done through valid physical postal ballot shall prevail and voting done by E-voting will be treated as invalid.
3. The Notice of Postal Ballot is dispatched/e-mailed to the Members whose names appear on the Register of Members as on Friday, April 3, 2015 and voting rights shall be reckoned on the paid up value of the shares registered in the name of the Members as on the said date.
4. Voting in the Postal ballot/E-voting cannot be exercised by a proxy. However, Corporate and Institutional Members shall be entitled to vote through their Authorised Representatives with proof of their authorization.
5. The Scrutinizer will submit his report to the Chairman and the results of the postal ballot will be announced on Tuesday, May 19, 2015 at 1800 hours at the Registered Office of the Company at SKIL House, 209, Bank Street Cross Lane, Fort, Mumbai – 400 023. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website i.e. www.skilgroup.co.in on the website of CDSL within two (2) days of passing of the resolutions and shall also be communicated to the Stock Exchanges, where the shares of the Companies are listed.

Instructions for voting by physical Postal Ballot Form

1. A Member desiring to exercise vote by physical postal ballot should complete this Postal Ballot Form and send it to the Scrutinizer, Mr. Virendra G. Bhatt, Practicing Company Secretary, in the enclosed pre-printed self-addressed postage-prepaid envelope. Envelope containing Postal Ballot Forms, if deposited with the Company in person or if sent by courier/ registered post at the expense of the Registered Member, shall also be accepted by the Company.
2. A () mark should be placed in the relevant box signifying assent (For) /dissent (Against) for the resolution, as the case may be. Incomplete or unsigned Postal Ballot Forms will be rejected. Tick in both the boxes would render your Ballot Form invalid. Please note that (X) mark or any other mark other than () in the box signifying assent (For) or dissent (Against) shall be deemed as if no mark has been placed and the box is left blank.
3. This Form should be completed and signed by the Member (as per the specimen signature registered with the Company/ Depository Participants). In case of joint holding, this Form should be completed and signed by the first named Member and in his absence, by the next named Member.
4. In respect of shares held by Corporate and Institutional Members (companies, trusts, societies, etc.), the completed Postal Ballot Form should be accompanied by a certified copy of the relevant Board Resolution/appropriate authorization, with the specimen signature(s) of the authorized signatory (ies) duly attested.
5. Members are requested to fill the Postal Ballot Form in indelible ink and avoid filling it by using erasable writing medium(s) like pencil.
6. Members to whom documents have been sent physically have the option to vote either through E-voting or through Postal Ballot Form. In case Members who have received Notice of Postal Ballot through e-mail but who wish to vote through Physical Postal Ballot Form can download Postal Ballot Form from the website of the Company www.skilgroup.co.in or seek duplicate Postal Ballot Form from M/s. Link Intime India Pvt. Ltd., Registrar and Share Transfer Agents of the Company, Unit: SKIL Infrastructure Limited, C-13, Pannalal Silk Mills Compound, L.B.S. Marg, Bhandup West, Mumbai – 400 078; fill-in the details and send the same to the Scrutinizer; fill-in the details and send the same to the Scrutinizer.
7. Duly completed Postal Ballot Form should reach the Scrutinizer not later than closing of working hours i.e. 1800 hours on Friday, May 15, 2015. Please note that any response received from the Members after this date will be strictly treated as if the reply from such Member has not been received and voting whether by post or by electronic means shall not be allowed beyond the said date. Accordingly Members are requested to send duly completed Postal Ballot Forms well before the above said date providing sufficient time for postal transit.
8. A Member may request for a duplicate Postal Ballot Form or seek duplicate form from M/s. Link Intime India Private Limited, Registrar and Share Transfer Agents of the Company, if required, and the same duly completed, should reach the Scrutinizer not later than the date specified under instruction No. 7 above.
9. Members are requested not to send any other paper along with the Postal Ballot Form. They are also requested not to write anything in the Postal Ballot form except giving their assent or dissent and putting their signature. If any other paper is sent, the same will be destroyed by the Scrutinizer.
10. Incomplete, unsigned or incorrectly ticked Postal Ballot Forms will be rejected. The Scrutinizer's decision on the validity of a Postal Ballot/ E-voting will be final and binding.

Instructions for E-voting

1. The detailed instructions for E-voting are provided under notes to the Notice of Postal Ballot