

May 19, 2015

To,
The Manager,
Listing Department,
National Stock Exchange of India Ltd,
Exchange Plaza, Bandra Kurla Complex,
Bandra (East), Mumbai – 400 051

To,
The Manager,
Listing Department,
The Calcutta Stock Exchange Ltd.
7, Lyons Range,
Kolkata – 700 001

NSE Symbol: SKIL

CSE Security Code No.: 18039

Sub: Submission of outcome of Postal Ballot pursuant to Clause 35A of the Listing Agreement

Pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, the Board of Directors of the Company had accorded its approval to conduct postal ballot process to seek the consent of the Members of the Company for the Special Resolutions as specified in the Postal Ballot Notice dated April 6, 2015.

The Company had availed the e-voting services of Central Depository Services (India) Limited ("CDSL").

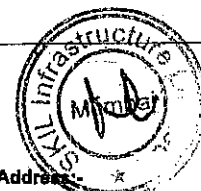
The Company had appointed Mr. Virendra Bhatt, Practicing Company Secretary, as Scrutinizer for conducting the postal ballot and e-voting process in a fair and transparent manner.

The last date for receipt of the Postal Ballot Forms duly completed from the Members/E-voting was Friday, May 15, 2015.

The Scrutinizer has submitted his report dated May 18, 2015, to the Managing Director & Chief Executive Officer of the Company and the results of the Postal Ballot has been declared today i.e., Tuesday, May 19, 2015 at 1800 hours at the Registered Office of the Company.

As per the Scrutinizer's Report, the result of the Postal Ballot is summarized hereunder:

Date of declaration of Postal Ballot Result	Tuesday, May 19, 2015
Total number of Shareholders on record date (Friday, April 03, 2015)	4378
No. of Shareholders present in the meeting either in person or through proxy: a) Promoters & Promoter Group: b) Public:	Not Applicable
No. of shareholders attended the meeting through Video Conferencing: a) Promoters & Promoter Group: b) Public:	Not Applicable



Registered Office:-

SKIL House, 209, Bank Street Cross Lane,
Fort, Mumbai - 400 023,
Tel : +91 22 6619 9000
Fax : +91 22 2269 6023

SKIL Infrastructure Limited

(Erstwhile Horizon Infrastructure Limited)
CIN No. L36911MH1983PLC178299
E-mail: skil@skilgroup.co.in
www.skilgroup.co.in

Correspondence Address

13/14, 3rd Floor, Khetan Bhavan, 198
JRD Tata Road, Churchgate, Mumbai - 400 020.
Tel : +91 22 6715 8000
Fax : +91 22 6715 8099

Details of the Agenda	Resolution required (Ordinary/Special)	Mode of Voting	Result
a) 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.	Special Resolution	Postal Ballot/ E-voting	Passed
b) 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.	Special Resolution	Postal Ballot/ E-voting	Passed

Resolution No. 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.

Total Valid Votes-

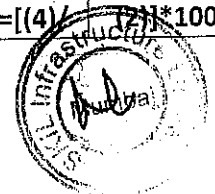
	Physical		E-voting		Grand Total	
	Total no. of Shareholders	Total voting rights	Total no. of Shareholders	Total voting rights	Total no. of Shareholders	Total voting rights
Total no. of shares	27	57971482	21	115069495	48	173040977
Invalid	0	0	0	0	0	0
Total valid votes	27	57971482	21	115069495	48	173040977

Table showing percentage of votes:-

Details of Valid Ballots	No. of Ballots & E-Votes	No. of Votes Cast	Percentage (%) voted
Assent	29	10458308	6.04%
Dissent	0	0	0%
Not Voted	19	162582669	93.96%
Total	48	173040977	100.00%

Table showing bifurcations of Promoters, Financial Institutions and Others:

Promoter/ Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – In favour	No. of Votes – Against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/	(4)	(5)	(6)=[(4)/	(7)=[(5)/
			(2)]*100			(6)]*100	(7)]*100



			(1)]*100			(2)]*100	
Promoter and Promoter Group	159341354	0	0%	0	0	0%	0%
Public – Institutional holders	0	0	0%	0	0	0%	0%
Public- Others	57229878	10458308	18.27%	10458308	0	100%	0%
Total	216571232	10458308	-	-	-	-	-

Resolution No. 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.

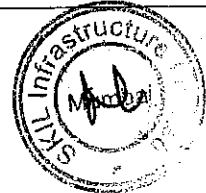
Total Valid Votes-

	Physical		E-voting		Grand Total	
	Total no. of Shareholders	Total voting rights	Total no. of Shareholders	Total voting rights	Total no. of Shareholders	Total voting rights
Total no. of shares	27	57971482	21	115069495	48	173040977
Invalid	0	0	0	0	0	0
Total valid votes	27	57971482	21	115069495	48	173040977

Table showing percentage of votes:-

Details of Valid Ballots	No. of Ballots & E-Votes	No. of Votes Cast	Percentage (%) voted
Assent	46	173024515	99.99%
Dissent	2	16462	0.01%
Not Voted	0	0	0%
Total	48	173040977	100.00%

Table showing Bifurcations of Promoters, Financial Institutions and Others:



Promoter/ Public	No. of shares held	No. of votes polled	% of Votes Polled on out- standing shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled (7)=[(5)/ (2)]*100
	(1)	(2)	(3)=[(2)/ (1)]*100	(4)	(5)	(6)=[(4)/ (2)]*100	
Promoter and Promoter Group	159341354	122718828	77.02%	122718828	0	100%	0%
Public - Institutional holders	0	0	0%	0	0	0%	0%
Public- Others	57229878	17695150	30.92%	17678688	16462	99.91%	0.09%
Total	216571232	140413978	-	-	-	-	-


Accordingly, the Managing Director & Chief Executive Officer of the Company has declared the Special Resolutions as set out in the Notice dated April 6, 2015, **to have been passed by the Members with requisite majority.**

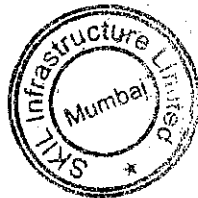
A copy of Scrutinizer's Report is enclosed herewith for your records.

Kindly treat this as disclosure pursuant to Clause 35A of the Listing Agreement and take the same on your records.

Thanking you,

Yours truly,
For SKIL Infrastructure Limited
(Erstwhile Horizon Infrastructure Limited)


Nilesh Mehta
Company Secretary



Encl: a/a

Virendra Bhatt

Company Secretary

Office :

602, Tardeo Airconditioned Market,
Tardeo Main Road, Tardeo,
Mumbai-400 034.

Tel. : 2351 4867 / 2351 2412

Mobile : 98200 48670

e-mail : bhattvirendra1945@yahoo.co.in

Date: 18th May, 2015

To,
The Chairman,
SKIL INFRASTRUCTURE LIMITED
SKIL House,
209, Bank Street Cross Lane,
Fort,
Mumbai – 400 023.

Dear Sir,

I have scrutinized the Postal Ballot (including Electronic Voting (“E-voting”/ “E-Votes”) Voting Process of **SKIL INFRASTRUCTURE LIMITED** erstwhile **HORIZON INFRASTRUCTURE LIMITED** having Registered Office of the Company situated at SKIL House, 209, Bank Street Cross Lane, Fort, Mumbai – 400 023. with respect to passing of the Resolutions regarding Approval pursuant to section 180(1)(a) of Companies Act, 2013.

Approval of the shareholders needs to be obtained by way of Special Resolution.

RESOLUTION-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 Rs. 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 set out in the accompanying Explanatory Statement, be and is hereby approved and ratified.

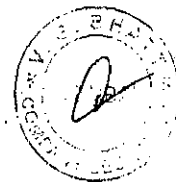
Resolved Further That Mr. Nikhil Gandhi, Chairman, Mr. Bhavesh Gandhi, Vice-Chairman, Mr. Ajay Khara, Managing Director and Chief Executive Officer, Mr. Sudipan Bhaduri, Chief Financial Officer and Mr. Nilesh Mehta, Company Secretary be and are hereby severally authorized to discuss, negotiate, finalize, 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 Khara, 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."

TOTAL VALID VOTES:-

	PHYSICAL		EVOTING		GRAND TOTAL	
	TOTAL NO. OF SHAREHOLDERS	TOTAL VOTING RIGHTS	TOTAL NO. OF SHAREHOLDERS	TOTAL VOTING RIGHTS	TOTAL NO. OF SHAREHOLDERS	TOTAL VOTING RIGHTS
TOTAL NO. OF SHARES	27	57971482	21	115069495	48	173040977



INVALID	0	0	0	0	0	0
TOTAL VALID VOTES	27	57971482	21	115069495	48	173040977

Table showing percentage of the votes :-

Details of Valid Ballots	No. of Ballots & E-Votes	No. of Votes Cast	Percentage (%) voted
Assent	29	10458308	6.04%
Dissent	0	0	0
Not Voted	19	162582669	93.96%
Total	48	173040977	100.00%

Table showing Bifurcations OF PROMOTERS AND PUBLIC INSTITUTIONS AND OTHERS:-

Promoter/ Public	No. of shares held	No. of Votes polled	% of votes polled on outstanding shares	No. of votes- In Favour	No. of votes- Against	% of votes in favour on votes polled	% of votes against on votes polled
Promoter & Promoter Group	159341354	0	0%	0	0	0%	0%
Public Institutional Holders	0	0	0%	0	0	0%	0%



Public- Others	57229878	10458308	18.27%	10458308	0	100%	0%
TOTAL	216571232	10458308	-	-	-	-	-

I have to report that for resolution no.1, votes cast in favour were **10458308** representing 100% of the total votes cast and Dissent were 0 representing 0% of the total votes cast.

The votes cast in favour are more than the votes cast against the resolution.

Note: The interested parties have not voted for the above resolution.

RESOLUTION-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, 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.”



TOTAL VALID VOTES:-

	PHYSICAL		EVOTING		GRAND TOTAL	
	TOTAL NO. OF SHAREHOLDERS	TOTAL VOTING RIGHTS	TOTAL NO. OF SHAREHOLDERS	TOTAL VOTING RIGHTS	TOTAL NO. OF SHAREHOLDERS	TOTAL VOTING RIGHTS
TOTAL NO. OF SHARES	27	57971482	21	115069495	48	173040977
INVALID	0	0	0	0	0	0
TOTAL VALID VOTES	27	57971482	21	115069495	48	173040977

Table showing percentage of the votes :-

Details of Valid Ballots	No. of Ballots & E-Votes	No. of Votes Cast	Percentage (%) voted
Assent	46	173024515	99.99%
Dissent	2	16462	0.01%
Not Voted	0	0	0%
Total	48	173040977	100%

Table showing Bifurcations OF PROMOTERS AND PUBLIC INSTITUTIONS AND OTHERS:-

Promoter/ Public	No. of shares held	No. of Votes polled	% of votes polled on outstanding	No. of votes- In Favour	No. of votes- Against	% of votes in favour on votes polled	% of votes against on votes



			shares				polled
Promoter & Promoter Group	159341354	122718828	77.02%	122718828	0	100%	0%
Public Institutional Holders	0	0	0%	0	0	0%	0%
Public-Others	57229878	17695150	30.92%	17678688	16462	99.91%	0.09%
TOTAL	216571232	140413978	-	-	-	-	-

I have to report that for resolution no. 2, votes cast in favour were 17678688 representing 99.91% of the total votes cast and Dissent were 16462 representing 0.09% of the total votes cast.

The votes cast in favour are more than the votes cast against the resolution.

I have to further report that total numbers of shareholders were 48 representing votes 173040977 entitled on 173040977 shares. The Company has completed the dispatch of postal ballots under courier as well as through electronic media on 14th April, 2015 out of which 48 ballot papers (including E-Votes) were received.

The Postal Ballots Register as per relevant documents for the same is available for inspection to the members of the company at the Registered Office of the Company. The Register along with all the records will be handed over to you at your office as per the said rules.



Virender G. Bhatt
Practicing Company Secretary
A. C. S. No: 1157
C. P. No: 124