

2013-2014



31st ANNUAL GENERAL MEETING

DATE : September 30, 2014
DAY : Tuesday
TIME : 1400 Hours
PLACE : Babasaheb Dahanukar Hall,
Oricon House,
12, K. Dubhash Marg,
Kala Ghoda, Fort,
Mumbai - 400 001

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BOARD OF DIRECTORS

Mr. Nikhil Gandhi	Chairman
Mr. Bhavesh Gandhi	Vice Chairman
Mr. J. Alexander	Director
Ms. Gayathri Ramachandran	Director
Mr. V. Ramanan	Director
Mr. Ajay Khera	Managing Director & Chief Executive Officer

CHIEF FINANCIAL OFFICER

Mr. Sudipan Bhaduri

COMPANY SECRETARY

Mr. Nilesh Mehta

AUDITORS

Bharat Shah & Associates,
Chartered Accountants.

BANKERS

IDBI Bank Limited
Central Bank of India
Union Bank of India
Yes Bank Limited

REGISTERED OFFICE

SKIL House,
209, Bank Street Cross Lane,
Fort, Mumbai - 400023.
Tel: 66199000 Fax:22696023
CIN: L36911MH1983PLC178299
E-mail : skil@skilgroup.co.in
Web: www.skilgroup.co.in

REGISTRAR & SHARE TRANSFER AGENTS

Link Intime India Private Limited
C-13, Pannalal Silk Mills Compound,
L.B.S. Marg, Bhandup (West),
Mumbai - 400 078.
Tel. No. +91-22- 25963838
Fax No. +91-22- 25946969
E-mail: rnt.helpdesk@linkintime.co.in

NOTICE

NOTICE is hereby given that the 31st Annual General Meeting of SKIL Infrastructure Limited (Erstwhile Horizon Infrastructure Limited) will be held on Tuesday, September 30, 2014 at 1400 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 Financial Statements of the Company for the year ended March 31, 2014 including audited Balance Sheet as at March 31, 2014 and the Statement of Profit and Loss for the year ended on that date and the Reports of the Board of Directors and Auditors thereon.
2. To appoint a director in place of Mr. Nikhil Gandhi (holding DIN 00030560), who retires by rotation and being eligible offers himself for re-appointment.

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

“RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions, if any of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) Mr. Nikhil Gandhi (holding DIN 00030560), who retires by rotation from the Board of Directors and being eligible for re-appointment, be and is hereby re-appointed as a Director of the Company and whose office shall be liable to retire by rotation.”

3. **Appointment of Auditors and to fix their remuneration:**

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

“RESOLVED THAT pursuant to the provisions of section 139 and 142 and other applicable provisions, if any of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), M/s. Bharat Shah & Associates, Chartered Accountants (Firm Registration No. 101249W), be and is hereby re-appointed as Auditors of the Company to hold office from the conclusion of this Annual General Meeting (“AGM”) till the conclusion of the 34th (thirty four) AGM of the Company to be held in the year 2017 (subject to ratification of their appointment at every AGM), at such remuneration in addition to reimbursement of out-of-pocket expenses, as may be mutually agreed between the Board of Directors of the Company and the Auditors.”

SPECIAL BUSINESS:

4. **Consider Mr. Bhavesh Gandhi as a retiring Director:**

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

“RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions, if any of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) the consent of the Company be and is hereby accorded to consider Mr. Bhavesh Gandhi (DIN – 00030623) as Director whose period of office is liable to determination by retirement of directors by rotation.”

5. **Appointment of Mr. J. Alexander as an Independent Director:**

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mr. J. Alexander (holding DIN 00485766), Director of the Company in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Independent Director, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years for a term commencing from September 30, 2014 up to September 29, 2019 and whose office shall not be liable to retire by rotation.”

6. **Appointment of Mr. V. Ramanan as an Independent Director:**

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mr. V. Ramanan (holding DIN 02754562), Director of the Company in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Independent Director, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years for a term commencing from September 30, 2014 up to September 29, 2019 and whose office shall not be liable to retire by rotation.”

7. **Appointment of Ms. Gayathri Ramachandran as an Independent Director:**

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Ms. Gayathri Ramachandran (holding DIN 02872723), Director of the Company and in respect of whom the Company has received a notice in writing from a member under section 160 of

the Companies Act, 2013 proposing her candidature for the office of Independent Director, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years for a term commencing from September 30, 2014 up to September 29, 2019 and whose office shall not be liable to retire by rotation.”

8. Appointment of Mr. Ajay Khera as a Director:

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

“**RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions, if any of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Ajay Khera (holding DIN 00695146), who was appointed as an Additional Director of the Company by the Board of Directors with effect from November 26, 2013, in terms of the provisions of Section 161 of the Companies Act, 2013 read with relevant provisions of Companies Act, 1956 and whose term of office expires at the ensuing Annual General Meeting and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013, proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company and whose office shall be liable to retire by rotation.”

9. Appointment of Mr. Ajay Khera as a Managing Director & Chief Executive Officer:

To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:-

“**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 203 and other applicable provisions, if any of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013 and subject to the requisite approval of the Central Government, the consent of the Company be and is hereby accorded to the appointment of Mr. Ajay Khera (holding DIN 00695146), as the “Managing Director & Chief Executive Officer” of the Company for a period of two years effective from November 27, 2013, on the terms and conditions of appointment and remuneration as contained in the draft agreement, a copy whereof initialed by the Chairman for the purpose of identification is placed before the meeting, and the Board of Directors be and is hereby authorised to alter and vary such terms of appointment and remuneration so as to not exceed the limits specified in Schedule V to the Companies Act, 2013, as may be agreed to by the Board of Directors and Mr. Ajay Khera.”

RESOLVED FURTHER THAT Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary or desirable for giving effect to this resolution.”

10. Approval of the Borrowing Limits of the Company:

To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:-

RESOLVED THAT in supersession of earlier ordinary resolution passed and pursuant to Section 180(1)(c) and other applicable provisions, if any of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the Company be and is hereby accorded to the Board of Directors including any committee thereof, to borrow moneys in excess of the aggregate of the paid up share capital and free reserves of the Company, provided that the total amount borrowed and outstanding at any point of time, apart from temporary loans obtained/to be obtained from the Company’s Bankers in the ordinary course of business, shall not be in excess of ₹ 6300 Crores (Rupees Six Thousand Three Hundred crores).”

11. Alteration in Articles of Association:

To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 14 and other applicable provisions, if any of the Companies Act, 2013, and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the Articles of Association of the Company be and is hereby amended by deleting the existing Article 218(d) and substituting with following new Article 218(d) :

Affixing of Seal on deeds and instruments:

On every deed or instrument on which the Common Seal of the Company is required to be affixed, the Seal be affixed in the presence of a Director or a Secretary or any other person or persons Authorised in this behalf by the Board or any Committee thereof, who shall sign every such deed or instrument to which the Seal shall be affixed.

“**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorised to do all such acts, deeds and things as may be necessary to give effect to this resolution.”

12. Alteration in Memorandum of Association:

To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 13 and all other applicable provisions, if any of the Companies Act, 2013, and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), and subject to the confirmation of the Registrar of Companies, Mumbai, Maharashtra, and subject to all the applicable laws and regulations, including but not limited to Listing Agreement entered with Stock Exchanges, if any, the approval of the Members be and is hereby granted for alteration of the Object Clause of the Memorandum of Association of the Company by inserting Clause no. 45 after the existing Clause no. 44 under “OBJECTS INCIDENTAL AND ANCILLARY TO THE ATTAINMENT OF MAIN OBJECTS” as follows:

Clause No.45:

“Subject to the provisions of the Companies Act, 2013 and any other applicable law or regulation, in the ordinary course of business of the company, to secure the obligations of any person, firm or company (including any affiliates, group companies or subsidiaries), or any obligation undertaken by the Company of any other person, firm or company (including any affiliates, group companies or subsidiaries), as the case may be, by way of charge, pledge, mortgage, hypothecation or any other security interest on the assets, rights and movable and immovable properties of the Company, and / or to guarantee the obligations of any company (including any affiliates, group companies or subsidiaries).”

“**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorised to do all such acts, deeds and things as may be necessary to give effect to the this resolution.”

Registered Office

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

By Order of the Board of Directors

Nilesh Mehta
Company Secretary

Place: Mumbai

Date: August 14, 2014

NOTES:

- 1) The Explanatory Statement pursuant to section 102 (1) of the Companies Act, 2013 (Act) in respect of the special business to be transacted at the AGM, is annexed hereto.
- 2) **PROXIES**
 - a. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXY(IES) TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF AND A PROXY SO APPOINTED NEED NOT BE A MEMBER OF THE COMPANY. PROXY 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.**
 - b. A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company. In case of a Member who is holding more than ten percent of the total share capital of the Company may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder. The instrument appointing a proxy shall be signed by the appointer or his attorney duly authorised in writing, or if the appointer is a body corporate, it shall be under its seal or be signed by an officer or an attorney duly authorised by it.
 - c. During the period beginning 24 hours before the time fixed for the commencement of the AGM and ending with the conclusion of the AGM, a Member would be entitled to inspect the proxies lodged, at any time during the business hours of the Company, provided that not less than three days of notice in writing is given to the Company.
 - d. Members/ Proxies/ Representatives are requested to bring their copies of the Annual Reports and the Attendance Slips sent herewith to attend the AGM.
- 3) Pursuant to the requirements on Corporate Governance under Clause 49 of Listing Agreements entered into with Stock Exchanges, the brief profiles of directors proposed to be appointed / reappointed is given in the Exhibit to Notice.
- 4) The Register of Members and Transfer Books of the Company will be closed from Thursday, September 25, 2014 to Tuesday, September 30, 2014, both days inclusive.
- 5) 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).
- 6) 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.
- 7) The Members are requested to approach the Company for consolidation of folios, if shareholdings are under multiple folios;
- 8) Members are requested to quote the Ledger Folio or Client ID and DP ID Numbers in all Communications with the Company.
- 9) 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.
- 10) 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 30, 2013 (date of last Annual General Meeting) on the website of the Company (www.

skilgroup.co.in), 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 124 and 125 of the Companies Act, 2013 (Section 205A of the erstwhile Companies Act, 1956).

- 11) In support of the Green Initiative, copies of the Annual Report for FY14 alongwith the Notice of the 31st AGM, Attendance Slip and Proxy are being sent by electronic mode only 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 FY14 are being sent by the permitted mode. Members may also note that Annual Report also available for download from the website of the Company www.skilgroup.co.in.
- 12) All documents referred to in the accompanying Notice are available for inspection at the Registered Office of the Company during anytime between 11:00 a. m. to 1:00 p.m on all working days upto the date of the AGM.
- 13) Voting through electronic means: 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), 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 Company has availed the e-voting services as provided by Central Depository Services (India) Limited. The Company has appointed Mr. Virendra G. Bhatt (Membership No. ACS 1157), Practising Company Secretary, Mumbai as scrutinizer for conducting the e-voting process in a fair and transparent manner. The instructions for e-voting are detailed hereunder:-
- (i) The voting period begins on Wednesday, September 24, 2014 at 900 hours and ends on Friday, September 26, 2014 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) of August 29, 2014, 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 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. Example (1) If your name is Ramesh Kumar with folio number 1234 then enter RA00001234 in the PAN field. (2) If your name is Ramesh Kumar with Demat A/c No. 12058700 00001234 then default value of PAN is 'RA00001234.
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.
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 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).

- (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. “140827116”) 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 out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xvii) 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.
- (xviii) 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 they should create compliance user using the admin login and password. The Compliance user would be able to link the depository account(s) / folio numbers on which they wish to vote.
 - 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.
- (xix) 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.
- 14) The Scrutinizer will submit his report to the Chairman after completion of the scrutiny. The results of the voting on the Resolutions at the AGM declared along with the Scrutinizer’s report, will be posted on the Company’s website and on CDSL’s website.

EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013:-

The explanatory statements are provided below for Item no. 2 and 3, though same were not strictly required as per Section 102(1) of the Companies Act 2013:

ITEM NO.2

Mr. Nikhil Gandhi was re-appointed as a Director in the 28th AGM held on August 12, 2011 as a director not liable to retire by rotation. As per the provisions of Section 152 of the Companies Act, 2013 and the Rules framed thereunder, not less than two-thirds of the total number of directors of a public company shall be persons whose period of office is liable to determination by retirement of directors by rotation out of which one third of such Directors shall retire at each AGM. The section further specifies that “total number of directors” shall not include Independent Directors, whether appointed under this Act or any other law for the time being in force, on the Board of a company.

Therefore, to have optimum number of Directors whose period of office is liable to determination by retirement of directors by rotation, the Board of Directors proposes that Mr. Nikhil Gandhi shall be included under that category.

Mr. Nikhil Gandhi was longest in office of Director therefore, the Board of Directors decided to retire Mr. Nikhil Gandhi subject to ratification/approval of shareholder in the ensuing AGM to comply the provisions of section 152 of the Companies Act 2013.

In the opinion of the Board, Mr. Nikhil Gandhi fulfills the conditions specified in the Companies Act, 2013 and the Rules made thereunder and the Board recommends the resolution No. 2 as contained in the Notice for the approval by the Members of the Company. Except Mr. Nikhil Gandhi and Mr. Bhavesh Gandhi, none of the Directors and Key Managerial Personnel of the Company and/or their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 2.

ITEM NO.3

M/s. Bharat Shah & Associates (BAS), Chartered Accountants are currently the Statutory Auditors of the Company. They have been the auditors of the Company since FY1995 and have completed a period of 19 years till date.

As per the provisions of Section 139 of the Companies Act, 2013, no listed company can appoint or reappoint an individual as auditor for more than one term of five consecutive years. However, a period of three years has been given under the Companies Act, 2013 to comply with the said requirement.

Since, BAS have been Statutory Auditors of the Company for an aggregate period of more than 5 years, the Company would be required to appoint an auditor other than BAS within a period of next 3 years.

In view of the above, BAS, being eligible for re-appointment and based on the recommendation of the Audit Committee, the Board of Directors propose the appointment of BAS as the Statutory Auditors of the Company for a period of three year to hold office from

the conclusion of this AGM till the conclusion of 34th AGM of the Company to be held in the year 2017, subject to ratification of their appointment at every AGM.

ITEM NO. 4:

Mr. Bhavesh Gandhi was re-appointed in the 29th AGM held on September 28, 2012 as a director not liable to retire by rotation. As per the provisions of Section 152 of the Companies Act, 2013 and the Rules framed thereunder, not less than two-thirds of the total number of directors of a public company shall be persons whose period of office is liable to determination by retirement of directors by rotation out of which one third of such Directors shall retire at each AGM. The section further specifies that "total number of directors" shall not include Independent Directors, whether appointed under this Act or any other law for the time being in force, on the Board of a company.

The Board presently comprise of six Directors out of which only one Additional Director i.e., Mr. Ajay Khera is eligible for retirement by rotation; though as per the said provisions, there shall be atleast two Directors whose period of office shall be liable to determination by retirement of directors by rotation.

Therefore, to have optimum number of Directors whose period of office is liable to determination by retirement of directors by rotation, the Board of Directors proposes that Mr. Bhavesh Gandhi shall be included under that category.

In the opinion of the Board, Mr. Bhavesh Gandhi fulfills the conditions specified in the Companies Act, 2013 and the Rules made thereunder and the Board recommends the resolution No. 4 as contained in the Notice for the approval by the Members of the Company.

Except Mr. Nikhil Gandhi and Mr. Bhavesh Gandhi, none of the Directors and Key Managerial Personnel of the Company and/or their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 4.

ITEM NOS. 5 TO 7:

Mr. J. Alexander (appointed w.e.f. August 3, 2012) and Mr. V. Ramanan (appointed w.e.f. August 14, 2012) are the Independent Directors ("IDs") of the Company whose period of office was liable to determination by retirement of directors by rotation under the erstwhile applicable provisions of the Companies Act, 1956 and the office of Mr. J. Alexander was liable to retire by rotation in the ensuing AGM as per the erstwhile applicable provisions of the Companies Act, 1956.

Ms. Gayathri Ramachandran, was appointed as an Additional Director designated as Independent Director with effect from November 14, 2013, who holds office up to the date of ensuing AGM.

As per the provisions of Section 149 of the Act, which has come into force w.e.f. April 1, 2014, every listed company shall have at least one-third of the total number of directors as IDs who shall hold office for maximum two terms of up to five years each on the Board of a Company and that the office of ID shall not be liable to determination by retirement of directors by rotation. Further, MCA vide its circular dated June 9, 2014 clarified that if the existing IDs are to be appointed under Companies Act, 2013, the Company would be required to appoint those IDs, within a period of one year from April 1, 2014.

In compliance with the provisions of Companies Act, 2013, the matter regarding their appointment as ID was placed before the meeting of the Nomination & Remuneration Committee held on August 14, 2014 and thereafter considered in the Board Meeting held on the same date.

Mr. J. Alexander, Mr. V. Ramanan and Ms. Gayathri Ramachandran have given a declaration of Independence pursuant to Section 149(6) and 149(7) of the Companies Act, 2013 and the Rules made thereunder, alongwith their affirmation to the Code of Independent Directors as prescribed under Schedule IV of the Companies Act, 2013.

The Company has received notices in writing under the provisions of Section 160 of the Companies Act, 2013 from Members along with a deposit of ₹ 1,00,000/- each proposing the candidatures of the above three directors for the office of IDs.

In the opinion of the Board, the above three directors fulfill the conditions specified in the Companies Act, 2013 and the Rules made thereunder and the proposed directors are Independent of the Management. The Board also considers that their continued association would be of immense benefit to the Company and it is therefore desirable to continue to avail the services of the aforesaid directors.

Accordingly, the Board of Directors, based on the recommendation of the Nomination & Remuneration Committee, appointed them as IDs, subject to the approval of Members, for a period of five consecutive years for a term commencing from September 30, 2014 up to September 29, 2019 and not liable to retire by rotation.

The detailed profile of all the above directors has been given in the Exhibit to this Notice.

The Board recommends the resolution No. 5, 6 & 7 as contained in the Notice for the approval by the Members of the Company, as Ordinary Resolution.

Mr. J. Alexander, Mr. V. Ramanan and Ms. Gayathri Ramachandran, being an appointee, are interested in the resolutions concerning their own appointment. Except them, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 5, 6 & 7.

All the documents pertaining to the appointment of IDs are open for inspection between 11:00 a.m. to 1:00 p.m on all working days at the Registered Office of the Company.

ITEM NO. 8

Mr. Ajay Khera was appointed as an Additional Director by the Board of Directors with effect from November 01, 2013 and in terms of the provisions of the Act read with relevant provisions of the Companies Act, 1956, he holds office till the conclusion of this Annual General Meeting. The Company has received notice in writing under the provisions of Section 160 of the Companies Act, 2013 from Member along with a deposit of ₹1,00,000/- proposing the candidatures of Mr. Ajay Khera for the office of Director of the Company liable to retire by rotation.

Mr. Ajay Khera is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director. His brief resume and other particulars have been given in the exhibit to this Notice. In the opinion of the Board, Mr. Ajay Khera fulfills the conditions specified in the Companies Act, 2013 and the Rules made thereunder and the Board recommends the ordinary resolutions set out at item Nos. 8 of the Notice for the approval by the Members.

Except Mr. Ajay Khera, being an appointee, none of the Directors and Key Managerial Personnel of the Company and/or their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 8.

ITEM NO. 9

The Board of Directors of the Company at its meeting held on November 26, 2013 has, subject to the approval of members, appointed Mr. Ajay Khera as “Managing Director & Chief Executive Officer”, for a period of 2(two) years from November 27, 2013, at the remuneration recommended by the Compensation/Remuneration Committee.

Hon'ble High Court of Bombay dated September 20, 2013 approved the Scheme of Amalgamation and Arrangement between SKIL Infrastructure Limited (SKIL), Horizon Country Wide Logistics Limited (HCWLL) and Fastlane Distriparks & Logistics Limited (FDLL) with the Company (Erstwhile Horizon Infrastructure Limited)(hereinafter referred as “the Scheme”). As per the Clause 12.3 of the Scheme “the Company shall not vary the terms and conditions of the employment of its employees, except in the ordinary course of business”.

In tandem with the said clause of the Scheme, the Compensation/Remuneration Committee of the Company in its meeting held on November 26, 2013 recommended to the Board, the same remuneration which was being drawn by Mr. Ajay Khera as Managing Director and Vice Chairman of erstwhile HCWLL.

The material terms of appointment and remuneration as contained in the draft Agreement are given below:

(a) Salary and Allowance:

- (i) Basic Salary : ₹3,00,000/- per month
- (ii) Special Allowance : ₹ 5,33,333/- per month

(b) Other Incentives / Perquisites: In addition to the remuneration as stated above, Mr. Ajay Khera shall be entitled, as per rules / policy of the Company, perquisites like.

- (i) Rent free furnished residential accommodation with free use of electricity facility.
- (ii) Use of Company maintained car with driver.
- (iii) Reimbursement of all medical expenses and/or premium paid on hospitalisation /medical policy, for self and family members.
- (iv) Reimbursement of entertainment & business promotion expenses.
- (v) Reimbursement of telephone expenses including mobile and residential phone,
- (vi) Leave and Leave encashment.
- (vii) Gratuity, Superannuation and/or Annuity Fund, if any.
- (viii) Reimbursement of expenses incurred for traveling, boarding and lodging during business trips.

(c) Other Terms:

Subject to the superintendence, control and direction of the Board of Directors, Mr. Ajay Khera shall manage and conduct the business and affairs of the Company. He shall not be paid any sitting fee for attending the meetings of the Board or Committee thereof. The appointment can be terminated by Mr. Ajay Khera or the Company, by one party giving to the other 3(three) calendar months' notice in writing.

Copy of the Draft Agreement referred to in the Resolution would be available for inspection without any fee by the members at the Registered Office of the Company during any time between 11:00 a.m. to 1: 00 p.m. on all working day upto and including the date of the AGM.

Mr. Ajay Khera satisfies all the conditions set out in Part-I of the Schedule V to the Act also conditions set out under sub-section(3) of Section 196 of the Act for being eligible for his appointment. He is not disqualified from being appointed as Director in terms of Section 164 of the Act.

In the opinion of the Board, Mr. Ajay Khera fulfills the conditions specified in the Companies Act, 2013 and the Rules made thereunder and the Board recommends the special resolutions set out at item No. 9 of the Notice for the approval by the Members.

Except Mr. Ajay Khera, being an appointee, none of the Directors and Key Managerial Personnel of the Company and/or their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 9.

ITEM NO. 10

The Shareholders of the Company, at the AGM held on June 28, 2010, had approved the proposal to borrow monies up to ₹ 800 crore under the applicable Section 293(1)(d) of the erstwhile Companies Act, 1956.

Pursuant to the Clause No. 17 of the Scheme of Amalgamation and Arrangement between SKIL Infrastructure Limited (SKIL), Horizon Country Wide Logistics Limited (HCWLL) and Fastlane Distriparks & Logistics Limited (FDLL) (the Transferor Companies) with Horizon Infrastructure Limited (the Company) (now known as SKIL Infrastructure Limited), sanctioned by the Hon'ble High Court of Bombay vide Order dated September 20, 2013, the borrowing limits of the Transferor Companies was incorporated in the borrowing limits of the Company and thus the borrowing limits under Section 293(1) (d) of the Companies Act, 1956, was increased to ₹ 6300 Crore.

Under the Companies Act, 2013, Section 180(1)(c) *inter alia* deals with powers to borrow funds. While the provisions of Section 293(1)(d) of the erstwhile Companies Act, 1956 required the Companies to pass an Ordinary Resolution for approving the borrowing limits, the provisions of Section 180(1)(c) of the Companies Act, 2013 requires a Special Resolution to be passed for borrowing funds. The Ministry of Corporate Affairs had, vide its Circular No. 4/2014 dated March 25, 2014, clarified that the Ordinary Resolution passed

under Section 293 of the Companies Act, 1956 prior to September 12, 2013 with reference to borrowings of the Company will be regarded as sufficient compliance of the requirements of Section 180 of the Companies Act, 2013 for a period of one year from the notification of Section 180, i.e. September 12, 2013. Thus, the Ordinary Resolution passed by the Company at its AGM held on June 28, 2010 would be applicable and operative till September 11, 2014 and hence, it is necessary for the Company to pass a Special Resolution under the provisions of Section 180(1)(c) to ensure continuous compliance pertaining to borrowing of funds.

The Board of Directors recommend passing of the Special Resolution as contained in the Notice.

None of the Directors and Key Managerial Personnel of the Company and/or their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 10.

ITEM NO. 11

As per Article 218(d) of the Articles of Association of the Company, the Common Seal of the Company may be affixed, in the presence of a Director or a Secretary or in the absence of a Secretary, any other person or persons Authorised in this behalf by the Board.

The Companies Act, 2013 allows to Board of Directors to delegate some of its power. Therefore, the Board of Directors recommends amendment to the Articles of Association of the Company by deleting the existing Article 218(d) and substituting with new Article 218(d), to provide more clarity in the said Article by adding the word "or any Committee thereof" after the "Board" and by deleting the word "in the absence of a Secretary" before "any other person".

The Resolution at Item No. 11 of the Notice is set out as a Special Resolution for approval by the members in terms of Section 14 of the Companies Act, 2013.

A copy of the Memorandum and Articles of Association of the Company together with the proposed alterations would be available for inspection by the members at the Registered Office of the Company.

The Board of Directors recommend passing of the Special Resolution as contained in the Notice.

None of the Directors and Key Managerial Personnel of the Company and/or their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 11.

ITEM NO. 12

The erstwhile SKIL Infrastructure Limited ("SKIL") (which is amalgamated with the Company as per the Scheme of Amalgamation and Arrangement as approved by the Hon'ble High Court, Mumbai on September 20, 2013) was having a business model of promoting Special Purpose Vehicle ("SPV") in the form of Subsidiary/ Associates Company and in this connection providing Corporate Guarantees/Security in the ordinary course to the SPVs for their smoother business operations.

As the erstwhile SKIL has amalgamated with the Company and the Company has become the promoter of the said SPV. Thus, the Company in the ordinary course of business may provide Corporate Guarantee/ Security for development of business and give them support for smooth running of business of said SPV i.e Subsidiary (ies)/ Associate Company (ies).

To provide more clarity and facilitate in attainment of one of the Main Object of the Memorandum of Association ("MOA") of the Company, It is proposed to insert a specific clause in the MoA by addition in the OBJECTS INCIDENTAL AND ANCILLARY TO THE ATTAINMENT OF THE MAIN OBJECT.

The Members are therefore requested to approve, by passing a special resolution, alteration in the Object Clause of MoA of the Company under "OBJECTS INCIDENTAL AND ANCILLARY TO THE ATTAINMENT OF THE MAIN OBJECTS".

The Board of Directors recommend passing of the Special Resolution as contained in the Notice

A copy of the Memorandum and Articles of Association of the Company together with the proposed alterations would be available for inspection by the members at the Registered Office of the Company.

None of the Directors and Key Managerial Personnel of the Company and/or their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 12.

Registered Office

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

Tel: 66199000 Fax:22696023

CIN: L36911MH1983PLC178299

E-mail : skil@skilgroup.co.in

Web: www.skilgroup.co.in

Place: Mumbai

Date: August 14, 2014

By Order of the Board of Directors

Nilesh Mehta
Company Secretary

EXHIBIT TO NOTICE

Pursuant to Clause 49 of the Listing Agreement with the Stock Exchanges, following information is furnished in respect of Directors proposed to be appointed / re-appointed:

Name of the Directors	: Mr. Nikhil Gandhi	Mr. Bhavesh Gandhi
Designation	: Chairman	Vice Chairman
Date of Birth	: April 25, 1959	January 21, 1966
Date of Appointment	: April 15, 2006	January 5, 1995
Detailed Profile including Nature of Expertise	: Mr. Nikhil Gandhi is a promoter of the Company. He is 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 28 years of experience in conceiving and developing infrastructure projects across India	Mr. Bhavesh Gandhi has 27 years of experience in various fields pertaining to infrastructure development projects. He is the co-founder of the company. His experience in various sectors aids in execution of each project that SKIL undertakes. His omnipresent interaction all projects makes him a pillar that the entire group relies on.
Directorships held in other companies	: Pipavav Defence and Offshore Engineering Company Limited Mumbai SEZ Limited SKIL-Himachal Infrastructure and Tourism Limited KLG Capital Services Limited JPT Securities Limited Nayroh Lifestyle and Leisure Infrastructure Limited Awaita Properties Private Limited Urban Infrastructure Holdings Private Limited Karanja Terminal & Logistics Private Limited Navi Mumbai SEZ Private Limited SKIL Institute of Nursing Private Limited Pipavav Electronic Warfare Systems Private Limited Sohar Free Zone LLC SKIL Ports & Logistics Limited PDOC Pte. Limited SKIL (Singapore) Pte. Limited	Pipavav Defence and Offshore Engineering Company Limited Energy India Corporation Limited Mumbai SEZ Limited E Complex Private Limited Navi Mumbai SEZ Private Limited SKIL Shipyards Holdings Private Limited Urban Infrastructure Holdings Private Limited Awaita Properties Private Limited Nayroh Lifestyle And Leisure Infrastructure Limited Donyi Polo Petrochemicals Limited
Memberships/ Chairmanships of committees of other public companies (only Audit and Shareholder's/ Investor's Grievance Committee/ Stakeholders Relationship Committee)	: KLG Capital Services Limited – Member of Stakeholders Relationship Committee SKIL- Himachal Infrastructure and Tourism Limited- Member of Audit Committee Pipavav Defence and Offshore Engineering Company Limited- Chairman of Shareholder's/ Investor's Grievance Committee	Donyi Polo Petrochemicals Limited- Member of Audit Committee E Complex Private Limited- Member of Audit Committee Pipavav Defence and Offshore Engineering Company Limited- Member of Audit Committee and Shareholder's/Investor's Grievance Committee
Number of shares held in the Company	: 8,87,24,584 (Including 8,75,46,827 Equity shares held jointly with Mr. Bhavesh Gandhi, Brother, on behalf of Metropolitan Industries, partnership firm)	8,87,24,584 (Including 8,75,46,827 Equity shares held jointly with Mr. Nikhil Gandhi, Brother, on behalf of Metropolitan Industries, partnership firm)
Inter-se relationship with other directors	: Brother of Mr. Bhavesh Gandhi	Brother of Mr. Nikhil Gandhi

Name of the Directors	: Mr. J. Alexander	Ms. Gayathri Ramachandran
Designation	: Independent Director	Independent Director
Date of Birth	: August 8, 1938	September 27, 1948
Date of Appointment	: August 3, 2012	November 14, 2014
Detailed Profile including Nature of Expertise	: Mr. J. Alexander an M.A. (English Language & Literature) and Phd. (Philosophy) is a retired senior bureaucrat. After teaching English Literature in Kerala University, he joined the Indian Administration Service in 1963. He has held important positions in his long professional career to name few; Managing Director, Karnataka State Ware Housing Corporation; Chief Executive Officer, Karnataka State Road Transport Corporation, Commissioner of Bangalore City Corporation; Chairman, Karnataka State Housing Board and Karnataka State Slums Clearance Board, Bangalore; Chairman and Managing Director Mangalore Chemicals and Fertilisers, Mangalore; Chairman, Bangalore Water Supply and Sewerage Board, Karnataka State Finance Corporation, Mysore Sales International Limited, Bangalore Development Authority, Karnataka State Pollution Control Board; and Chief Secretary to Government of Karnataka. His last posting was Secretary to Government of India for Social, Women and Child Welfare Development. He was elected as Member of Legislative Assembly from Bharathi Nagar Constituency in Bangalore and subsequently as Minister for Tourism, Government of Karnataka. In his capacity as a Chairman of Central Coir Board, he also worked as Consultant for Agriculture Organisation of United Nation	Ms. Gayathri Ramachandran holds a Bachelor's Degree in Economics (Hons.) from Delhi University, a Master's Degree in Economics from Delhi University, a Master's Degree in Development Economics from Williams College, Massachusetts, USA and a Master's Degree in Defence Studies from National Defence College. Belonging to 1972 batch of the Indian Administrative Service (IAS), she has over 36 years of experience working in infrastructure Sectors of Government of India and Government of Andhra Pradesh in the areas of power and energy, environment, industry, fertilizers and chemicals and Social Sectors such as Women and Child Development, Tourism and Culture, Rural Development etc. Ms. Ramchandran has made significant contribution to the reforms and restructuring Power Sector and formulating guidelines in the management of Power and Energy sectors
Directorships held in other companies	: JPT Securities Limited Namtech Electronic Devices Limited Chemmanur Jewellers Limited SKIL Karnataka Infrastructure Limited Symphony TV and Entertainments Private Limited Lakeside Medical Centre Private Limited Stumpp Schuele & Somappa Private Limited Karanja Infrastructure Private Limited Transaction Analysts (India) Private Limited Esmario Export Enterprises Private Limited Mahakaleshwar Knowledge Infrastructure Private Limited	Gujarat-Dwarka Portwest Limited (Erstwhile Gujarat Positra Port Company Limited) KLG Capital Services Limited
Memberships/ Chairmanships of committees of other public companies (only Audit and Shareholder's/ Investor's Grievance Committee/ Stakeholders Relationship Committee)	: JPT Securities Limited – Chairman of Audit Committee and Member of Stakeholders Relationship Committee Namtech Electronic Devices Limited- Member of Audit Committee and Member of Stakeholders Relationship Committee	KLG Capital Services Limited - Chairperson of Audit Committee Gujarat-Dwarka Portwest Limited (Erstwhile Gujarat Positra Port Company Limited)- Member of Audit Committee
Number of shares held in the Company	: Nil	Nil
Inter-se relationship with other directors	: None	None

Name of the Directors	: Mr. V. Ramanan	Mr. Ajay Khera
Designation	: Independent Director	Managing Director & Chief Executive Officer
Date of Birth	: June 6, 1949	December 7, 1955
Date of Appointment	: August 14, 2012	November 26, 2013
Detailed Profile including Nature of Expertise	: Mr. V. Ramanan, a Commerce Graduate, joined Indian Bank as Probationary Officer in the year 1968. He has held important positions in his long career with Indian Bank and superannuated as a Senior General Manager, after 33 years of experience in Banking Sector.	Mr. Ajay Khera, M.S.c (Hons.) in Bio Chemistry, Diploma in International Marketing, Diploma in Industrial Purchasing and Materials Management, Advance Diploma in German Language, is a Fellow of Chartered Institute of Logistics and Transport and a Member of Institute of Materials Management, United Kingdom. He has Three and a half decades of experience in warehousing, infrastructure development, Multimodal Logistics. He stands credited with outstanding services and contributions towards the growth of Hi-tech Jawaharlal Nehru port, by the Jawaharlal Nehru Port Trust and stands conferred with JPI's Rajiv Gandhi Memorial Shipping Performance Award – 1996 for special services for outstanding contribution for promoting of shipping trade at JNPT, Navi Mumbai.
Directorships held in other companies	: KLG Capital Services Limited Metrotech Technology Park Private Limited Mahakaleshwar Knowledge Infrastructure Private Limited JPT Securities Limited IFIN Securities Finance Limited	Inventure Growth & Securities Limited Chiplun FTWZ Private Limited SKIL Karnataka SEZ Limited Jansampada Engineering Company Private Limited Mahakaleshwar Knowledge Infrastructure Private Limited. Metrotech Technology Park Private Limited. SKIL - Himachal Infrastructure & Tourism Limited Energy India Corporation Limited SKIL (Singapore) Pte. Ltd Gujarat-Dwarka Portwest Limited (Erstwhile Gujarat Positra Port Company Limited)
Memberships/ Chairmanships of committees of other public companies (only Audit and Shareholder's/ Investor's Grievance Committee/ Stakeholders Relationship Committee)	: KLG Capital Services Limited- Member of Audit Committee and Chairman of Stakeholders Relationship Committee. JPT Securities Limited- Member of Audit Committee and Chairman of Stakeholders Relationship Committee.	Inventure Growth & Securities Limited- Member Audit Committee
Number of shares held in the Company	: Nil	30 (shares held along with his relatives)
Inter-se relationship with other directors	: None	None

DIRECTORS' REPORT

Dear Members,

Your Directors are pleased to present the 31st Annual Report together with the Audited Statement of Accounts of your Company for the year ended March 31, 2014.

FINANCIAL PERFORMANCE (STANDALONE):

The performance of the Company for the financial year ended March 31, 2014, is summarized below:

(₹ In Lacs)

Particulars	2013-2014	2012-2013
Net Income	37845.09	47059.90
Less: Expenditure	54918.71	67195.97
Profit before Depreciation & Taxation	(17073.62)	(20136.07)
Less: Depreciation	80.70	104.85
Profit before Tax	(17154.32)	(20240.92)
Provision for Tax / Deferred Tax	0.00	0.00
Loss after Tax	(17154.32)	(20240.92)
Balance carried forward to Balance Sheet	0.00	0.00

DIVIDEND:

Due to losses incurred by the Company during the financial year, your Board of Directors do not recommend dividend for the financial year ended March 31, 2014.

REVIEW OF OPERATIONS:

The year 2013-14 marked a turning point for the Company as Hon'ble High Court of Judicature at Bombay approved the Scheme of Amalgamation and Arrangement between erstwhile SKIL Infrastructure Limited ("SKIL"), Horizon Country Wide Logistics Limited ("HCWLL") and Fastlane Distriparks & Logistics Limited ("FDLL") (collectively referred to as "Transferor Companies") with the Company (hereinafter referred to as "the Scheme") on September 20, 2013, which became effective from September 28, 2013.

The Company is into Engineering, Procurement and Construction (EPC) business. Besides, it is developing a State of the Art Container Freight Stations (CFS) in an area of 73.15 acres near Jawahar Nehru Port, Navi Mumbai and has also embarked upon an ambitious, Pan-India and Multi-segment Operations in the logistic field. The Company also conducts business through its subsidiaries and affiliates.

The total income of the Company for the year under review is ₹ 37845.09 Lacs as compared to total income of ₹ 47059.90 Lacs during the previous financial year. During the year the Company incurred net loss of ₹ 17154.32 Lacs as compared to the loss of ₹ 20240.92 Lacs incurred in the previous financial year. The finance cost on account of borrowings is the main reason for the losses incurred by the Company.

CHANGE OF NAME:

Pursuant to and as envisaged in the Scheme, the name of the Company has been changed from 'Horizon Infrastructure Limited' to 'SKIL Infrastructure Limited' vide Fresh Certificate of Incorporation consequent upon Change of Name' dated January 22, 2014, issued by the Registrar of Companies, Mumbai, Maharashtra.

AUTHORISED SHARE CAPITAL:

Upon Scheme coming into effect from September 28, 2013 and on completion of other related formalities, the Authorised Share Capital of the Company has been increased to ₹ 9,100,000,000/- divided into 910,000,000 Equity Shares of ₹ 10/- each, as envisaged in the Scheme.

ALLOTMENT OF SHARES PURSUANT TO THE SCHEME:

Pursuant to and as envisaged in the Scheme, 205,831,232 Equity Shares of ₹ 10/- each fully paid-up in the Company was issued and allotted on December 24, 2013, to the shareholders of erstwhile SKIL, HCWLL and FDLL. After allotment of shares, the Issued, Subscribed and Paid-up Capital of the Company increased from ₹ 1,074.00 Lacs to ₹ 21,657.12 Lacs.

LISTING AND TRADING APPROVAL:

205,831,232 Equity Shares of ₹ 10/- issued and allotted as aforesaid were listed and permitted for trading at National Stock Exchange of India Limited with effect from May 9, 2014 and at the Calcutta Stock Exchange Limited with effect from August 13, 2014.

DIRECTORS:

Mr. Ajay Khara has been appointed as an Additional Director and thereafter the Managing Director & Chief Executive Officer of the Company w.e.f. November 26, 2013 and November 27, 2013 respectively, subject to the necessary approval of Members at

the ensuing AGM. Mr. Nikhil Gandhi ceased to be the Whole-time Director of the Company w.e.f. the closure of working hours on November 26, 2013 and thereafter continues to be Director and Non-Executive Chairman.

The Board of Directors at their Meeting held on August 14, 2014, resolved that Mr. Nikhil Gandhi and Mr. Bhavesh Gandhi, whose period of office was not liable to determination by retirement of directors by rotation, shall be made eligible for retirement by rotation, subject to the rectification/approval of the Members, in order to have optimum number of Directors whose period of office is liable to determination by retirement of directors by rotation, in terms of section 152 of the Companies Act, 2013. Accordingly, Mr. Nikhil Gandhi retires by rotation at the ensuing AGM and being eligible, offers himself for re-appointment.

Ms. Gayathri Ramachandran appointed as an Additional Director under the category Independent Director, on November 14, 2013, who holds office up to the date of ensuing AGM, and Mr. J. Alexander, Independent Director, was liable to retire by rotation at the ensuing AGM under the erstwhile Companies Act, 1956.

Mr. J. Alexander, Mr. V. Ramanan and Ms. Gayathri Ramachandran who constitute the Independent Directors, have filed the requisite declarations with the Company to the effect that they qualify as Independent Directors within the meaning of Section 149(6) of the said Act. Appropriate Resolutions are being proposed at the forthcoming Annual General Meeting to appoint them for a period of five consecutive years and shall not be liable to retire by rotation as contemplated under Section 149 of the said Companies Act, 2013.

Brief profiles of Directors proposed to be appointed/re-appointed as aforesaid is provided in the Notice of ensuing AGM.

The Board of Directors recommends appointment / reappointment of all the above Directors at the ensuing AGM.

SUBSIDIARY COMPANIES:

The Company has 15 subsidiaries as on March 31, 2014, including one foreign subsidiary and three step-down subsidiaries. During the year, Varahi Infrastructure Private Limited ceased to be a subsidiary company and Jansampada Engineering Company Private Limited (Erstwhile) Jansampada Infraproject Private Limited) became wholly-owned subsidiary company.

As per Section 212 of the erstwhile Companies Act, 1956, the Company is required to attach the Balance Sheet, Statement of Profit and Loss together with Reports of Directors and Auditors thereon and other documents of its subsidiary companies to its Annual Report. The Ministry of Corporate Affairs (MCA), Government of India vide its General Circular No. 2/2011 and 3/2011 dated February 8, 2011 and February 21, 2011, respectively, has provided an exemption to the companies from complying with section 212, subject to certain conditions being fulfilled by the Company. The Board of Directors of the Company at its Meeting held on May 30, 2014, noted the provisions of said Circular and passed the necessary resolution granting the requisite approval for not attaching the accounts, etc. of its subsidiary companies to its Annual Report for the year ended March 31, 2014, subject to complying with the provisions of the said circular.

The Company undertakes that annual accounts of the subsidiary companies and related detailed information will be made available to the Members of the holding and subsidiary companies seeking such information at any point of time. The annual accounts of the subsidiary companies will be available for inspection at the Registered Office of the Company and concerned subsidiaries. The Company shall furnish the hard copy of the detailed accounts of subsidiaries to Members on demand.

In accordance with the requirements of Accounting Standard notified by the Companies (Accounting Standards) Rules, 2006, the Consolidated Financial Statements of the Company have been prepared and the same forms part of this Annual Report.

Statement of particulars of subsidiary company as per the said General Circulars issued by MCA, forms part of the Consolidated Financial Statements.

PARTICULARS OF LOANS/ADVANCES GIVEN TO SUBSIDIARY COMPANIES:

Pursuant to Clause 32 of the Listing Agreement, the particulars of loans/advances given to Subsidiary, Associates, etc. has been disclosed in the Audited Accounts of the Company for the year March 31, 2014.

FIXED DEPOSITS:

Your Company has not accepted any fixed deposits under the provisions of Section 58A of the Companies Act, 1956.

DIRECTORS' RESPONSIBILITY STATEMENT:

Pursuant to the provisions of Section 217 (2AA) of the erstwhile Companies Act, 1956, your Directors confirm that;

(i) In the preparation of annual accounts the applicable accounting standards have been followed, along with proper explanation relating to material departures.

(ii) They have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent, so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit and loss of the Company for that year;

(iii) They have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities; and

(iv) They have prepared the annual accounts on a going concern basis.

CORPORATE GOVERNANCE

Your Company adopts high standards of Corporate Governance and adheres to the corporate governance requirements set out by the Securities and Exchange Board of India (SEBI). A section on Corporate Governance, along with a certificate from Mr. Virendra G. Bhatt, Practicing Company Secretary, confirming compliance of conditions of Corporate Governance as stipulated under Clause 49 of the Listing Agreement with the Stock Exchange(s) forms part of this Report.

A detailed review of operations, performance and future outlook of the Company and its business is given in the Management Discussion and Analysis Report which forms part of this Report.

CEO/CFO CERTIFICATION

In accordance with the provisions of the Listing Agreement pertaining to corporate governance norms, Mr. Ajay Khara, Managing Director & Chief Executive Officer and Mr. Sudipan Bhaduri, Chief Financial Officer, have certified, the financial statements for the year ended March 31, 2014. The said certificate forms an integral part of the Annual Report.

LISTING ARRANGEMENT:

The Company's Equity shares are listed on National Stock Exchange of India Limited and on The Calcutta Stock Exchange Limited. The Company has paid Annual Listing Fees to the Stock Exchanges for the financial year 2014-15.

BOOKS OF ACCOUNTS OF THE COMPANY:

Your Directors, in the Board Meeting held on May 30, 2014, approved to keep the Books of Accounts of the Company, as prescribed under Section 128 of the Companies Act, 2013, at the Correspondence Office Address at 13/14, Khetan Bhavan, J.R.D. Tata Road, Churchgate, Mumbai – 400 020.

COMPANIES ACT, 2013

The Ministry of Corporate Affairs has made a major part of the provisions of the Companies Act, 2013 effective from April 1, 2014. The new Companies Act, 2013 aims at enhanced disclosures and reporting for the corporate sector with numerous compliance requirements.

The new Act is a positive step towards strengthening the corporate governance regime in the country. Your Company is geared to implement and comply with the new requirements of law. As a beginning towards this, your Company constituted/re-aligned various Committees of the Board of Directors in accordance with the provisions of Companies Act, 2013 as under:

AUDIT COMMITTEE

The Audit Committee comprise four Directors, viz; Mr. V. Ramanan, Chairman, Mr. J. Alexander, Ms. Gayathri Ramachandran and Mr. Ajay Khara as Members of the Committee. The terms of reference of the Audit Committee are in accordance with the provisions of Section 177 of the Companies Act, 2013 and Clause 49 of the Listing Agreement pertaining to corporate governance norms.

In the Meeting of the Board of Directors of the Company held on August 14, 2014, the Board of Directors enhanced the terms of reference and scope and functioning of the Audit Committee to align with the revised Clause 49 of the Listing Agreement which shall become effective from October 1, 2014.

The Audit Committee has reviewed the Audited Accounts of the Company for the year ended March 31, 2014, annexed to this Report.

CORPORATE SOCIAL RESPONSIBILITY (CSR) COMMITTEE

In compliance with the provisions of Companies Act, 2013, your Company constituted CSR Committee which comprise four Directors, viz; Mr. Nikhil Gandhi, Chairman, Mr. J. Alexander, Ms. Gayathri Ramachandran and Mr. Ajay Khara as Members of the Committee.

NOMINATION AND REMUNERATION COMMITTEE

In compliance with the provisions of Companies Act, 2013, your Company re-aligned its existing 'Compensation / Remuneration Committee' as 'Nomination and Remuneration Committee' with an enhanced scope and functions as stipulated under the new law. The Nomination and Remuneration Committee of the Company comprise four Directors, viz; Mr. J. Alexander, Chairman, Mr. Nikhil Gandhi, Ms. Gayathri Ramachandran and Mr. V. Ramanan as Members of the Committee.

In the Meeting of the Board of Directors of the Company held on August 14, 2014, the Board of Directors enhanced the terms of reference and scope and functioning of the Nomination and Remuneration Committee to align with the revised Clause 49 of the Listing Agreement which shall become effective from October 1, 2014.

STAKEHOLDERS RELATIONSHIP COMMITTEE

Your Company re-aligned its existing 'Shareholders / Investor's Grievance Committee' as 'Stakeholders Relationship Committee' with an enhanced scope and functioning as stipulated under the new law. The Stakeholders Relationship Committee comprises three Directors, viz; Ms. Gayathri Ramachandran, Chairperson, Mr. Nikhil Gandhi, and Mr. Ajay Khara as Members of the Committee.

In the Meeting of the Board of Directors of the Company held on August 14, 2014, the Board of Directors enhanced the terms of reference and scope and functioning of the Stakeholders Relationship Committee to align with the revised Clause 49 of the Listing Agreement which shall become effective from October 1, 2014.

AUDITORS:

The Statutory Auditors, M/s. Bharat Shah & Associates, Chartered Accountants (ICAI Registration No. 101249W), hold office until the conclusion of ensuing AGM and are eligible for re-appointment for further period of up to three consecutive years as per Section 139 of the Companies Act, 2013. M/s. Bharat Shah & Associates, while offering themselves for re-appointment, has provided certificate to the effect that, their re-appointment, if made, shall be in accordance with the provisions of Section 139 of the Companies Act, 2013 and they satisfy the criteria provided under Section 141 of the Companies Act, 2013.

In view of the above and based on the recommendation of the Audit Committee, the Board of Directors recommends re-appointment of M/s. Bharat Shah & Associates as the Statutory Auditors of the Company for a period of three consecutive years to hold office from the conclusion of this AGM till the conclusion of 34th AGM of the Company, subject to ratification of their appointment by the Members at every AGM held after this AGM.

AUDITOR'S REPORT:

The Auditors' Report on the Accounts of the Company for the financial year ended March 31, 2014, is self explanatory and does not require for any further explanation.

INTERNAL AUDITORS:

M/s. RSVA & Co. Chartered Accountants, Mumbai, have been appointed as Internal Auditors for conducting internal audit of the Company. The Internal Auditors independently evaluate the internal controls systems, monitor implementation of the accounting systems & procedures and statutory compliances. The Audit Committee periodically reviews the reports of the Internal Auditors.

PARTICULARS OF EMPLOYEES

Information on the particulars of Employees' remuneration as per Section 217(2A) of the erstwhile Companies Act, 1956, read with Companies (Particulars of Employees) Rules, 1975, forms part of this Report. However, having regard to the provisions of Section 219(1)(b)(iv) of the said Act, the Annual Report excluding the aforesaid information is being sent to the Members of the Company. Any Member interested in obtaining such particulars may write to the Company Secretary of the Company.

PARTICULARS REGARDING CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO:

Considering the nature of the business of the Company, there are no particulars to be disclosed relating to the Conservation of Energy, Research and Development and Technology Absorption as required under Section 217(1)(e) of the erstwhile Companies Act, 1956 read with the Companies (Disclosure of Particulars in the Report of the Board of Directors) Rules, 1988, during the year under review.

Further, the Foreign Exchange Earnings during the year under review is Nil and the Foreign Exchange Outgo is ₹ 15.87 Lacs.

APPRECIATIONS AND ACKNOWLEDGEMENTS:

The Board of Directors wishes to express its sincere appreciation and thanks to all customers, suppliers, banks, financial institutions, solicitors, advisors, Government of India and other regulatory authorities for their consistent support and co-operation. Your Directors appreciate the contribution made by the employees of the Company and acknowledge their hard work and dedication. Your Directors are also deeply grateful to the Members for the confidence and faith that they have always placed in the Company.

Registered Office

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

For and on behalf of the Board of Directors

Nikhil Gandhi
Chairman

Place: Mumbai

Date: August 14, 2014

REPORT ON CORPORATE GOVERNANCE

In compliance with the Corporate Governance requirements as stipulated in Clause 49 of the Listing Agreement with the Stock Exchanges, a report on Corporate Governance is set out below.

1. A BRIEF STATEMENT ON COMPANY'S PHILOSOPHY ON CODE OF CORPORATE GOVERNANCE:

The Company's philosophy on the Code of Corporate Governance envisions attainment of the highest levels of integrity, professionalism, transparency, accountability and fairness in respect of Company's operations, actions and achievement of highest internal standards in its governance. It aims to enhance shareholders' value and achieve the high standards of governance practices by putting in place a sound internal control system, timely disclosures and accurate information dissemination, for understanding risk profile and monitoring at every stage of the Company's operations.

2. BOARD OF DIRECTORS ('BOARD'):

(i) Composition and Category of the Board & Number of other Directorship and Membership on other Board Committees:

The composition of the Board is in conformity with Clause 49 of the Listing Agreement, which stipulates that at least one-third of the Board should comprise of Independent Directors, if the Chairman of the Board is a Non-Executive Director.

As on March 31, 2014, the Board comprised of six Directors. Out of the six Directors, one is Executive Director and the other five are Non- Executive Directors including three Independent Directors (i.e. 50% of the Board). The Chairman of the Board is a Non-Executive & Promoter Director.

As mandated by Clause 49 of the Listing Agreement, none of the Directors of the Board is a member of more than 10 Committees or Chairman of more than 5 Committees. The disclosures made by the directors regarding board and committee memberships held by them in other companies and the same have been duly recorded by the Board in its meetings from time to time. None of the Directors of the Company are inter-se related to each other except Mr. Nikhil Gandhi and Mr. Bhavesh Gandhi who are brothers.

A detailed chart showing the names and categories of the Directors on the Board, number of other Directorships in Indian Public Limited Companies and Membership of the Committees of the Boards of such companies is given below. Other Directorships excludes Alternate Directorships, Indian Private Limited Companies, Section 25 Companies and Foreign Companies. Memberships/ Chairmanship of Board Committees include only Audit Committee and Shareholders'/ Investors' Grievance Committee:

Name of the Directors	Category of Directorship	Designation	Other Directorships as on March 31, 2014	Memberships/ Chairmanship in Committees of Board of other Public Companies as on March 31, 2014	
				Chairman	Member
Mr. Nikhil Gandhi	Promoter, Non Executive, Non independent	Chairman	8	1	2
Mr. Bhavesh Gandhi	Promoter, Non Executive Non Independent	Vice Chairman	7	0	4
Mr. J. Alexander	Non-Executive, Independent	Director	5	-	3
Ms. Gayathri Ramachandran	Non-Executive, Independent	Director	1	1	1
Mr. V. Ramanan	Non-Executive, Independent	Director	3	-	1
Mr. Ajay Khera	Non Executive, Non Independent	Managing Director and Chief Executive Officer	8	-	-

(ii) Meetings and Attendance during the year ended March 31, 2014:

During the year 6 (Six) Board Meetings were held on May 29, 2013, August 14, 2013, September 30, 2013, November 14, 2013 November 26, 2013 and February 12, 2014. The attendance of each Director at the said Board Meetings and at the 30th Annual General Meeting held on September 30, 2013 (and adjourned AGM held on December 26, 2013) is given below:

Name of the Directors	No. of Board Meetings held during the period*	No. of Board Meetings attended	Attendance at the last AGM	Attendance at the adjourned AGM
Mr. Nikhil Gandhi	6	1	No	No
Mr. Bhavesh Gandhi	6	1	No	No
Mr. J. Alexander	6	6	Yes	Yes
Ms. Gayathri Ramachandran	3	2	N.A.	Yes
Mr. V. Ramanan	6	6	Yes	Yes
Mr. Ajay Khera	2	2	N.A.	Yes
Mr. C. S. Sanghavi\$	4	1	Yes	N.A.
Mr. M. P. Vora\$	3	0	No	N.A.

Note:-*No. of Board Meetings held during the period reflects the no. of meetings held in the tenure of the concern director in Financial Year 2013-14

\$ Mr. M. P. Vora and Mr. C. S. Sanghavi were ceased to be Director with effect from closure of working hours of September 30, 2013 and November 14, 2013, respectively.

3. AUDIT COMMITTEE:

The Audit Committee of the Company is constituted in accordance with the provisions of Section 292A of the Companies Act, 1956 and Clause 49 of the Listing Agreement.

(i) Brief description of terms of reference:

The terms of reference of the Audit Committee, inter alia, include the following:

1. Overseeing the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible information is disclosed.
2. Recommending to the Board the appointment, re-appointment and removal of the statutory auditors, fixation of audit fee and also approval for payment for other services.
3. Approval of payment to statutory auditors for any other services rendered by the statutory auditors.
4. Reviewing, with the management, the annual financial statements before submission to the board for approval, with particular reference to:
 - a. Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of Clause (2AA) of Section 217 of the Companies Act, 1956
 - b. Changes, if any, in accounting policies and practices and reasons for the same
 - c. Major accounting entries involving estimates based on the exercise of judgment by management
 - d. Significant adjustments made in the financial statements arising out of audit findings
 - e. Compliance with listing and other legal requirements relating to financial statements
 - f. Disclosure of any related party transactions
 - g. Qualifications in the draft audit report.
5. Reviewing, with the management, the quarterly financial statements before submission to the board for approval
6. Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/ prospectus/notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter.
7. Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems.
8. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit.
9. Discussion with internal auditors any significant findings and follow up there on.
10. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board.
11. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.
12. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non- payment of declared dividends) and creditors.
13. To review the functioning of the Whistle Blower mechanism, in case the same is existing.

14. Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience & background, etc. of the candidate.
15. Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.
16. Carrying out any other function as may from time to time be required under any statutory, contractual or other regulatory requirement.

Review of information by Audit Committee:

1. Management Discussion & Analysis of financial condition and results of operations.
2. Statement of significant related party transactions, submitted by management.
3. Management letters/letters of internal control weaknesses issued by the statutory auditors.
4. Internal audit reports relating to internal control weaknesses and
5. The appointment, removal and terms of remuneration of the Chief Internal Auditor shall be subject to review by the Audit Committee.

Further, Audit committee has been granted powers as prescribed under Clause 49 (II)(C) of the Listing Agreement.

(ii) Composition:

As on March 31, 2014, the Audit Committee comprises of four Directors, viz. Mr. V. Ramanan, Chairman, Mr. J. Alexander, Ms. Gayathri Ramachandran and Mr. Ajay Khera.

(iii) Meetings and Attendance during the year ended March 31, 2014:

The Committee met five times during the year 2013-2014 on May 29, 2013, August 14, 2013, November 14, 2013, November 26, 2013 and February 22, 2014. Required quorum was present at all the meetings. The details of the members of the committee attendance at the above meetings are given below:

Sr. No.	Name of the Members	Meetings	
		Held*	Attended
1	Mr. V. Ramanan	5	5
2	Mr. J. Alexander	5	5
3	Ms. Gayathri Ramachandran	1	1
4	Mr. Ajay Khera \$	1	1
5	Mr. C.S. Sanghavi\$	2	0

Notes: -

*No. of Meetings held during the period reflects the no. of meetings held in the tenure of the concern director in Financial Year 2013-14.

\$ Mr. Ajay Khera was appointed as member w.e.f. November 26, 2013 in place of Mr. C.S. Sanghavi who resigned w.e.f. closure of working hour of November 14, 2013.

The previous Annual General Meeting (AGM) held on September 30, 2013 (and adourned AGM held on December 26, 2013) were attended by Mr. V. Ramanan, Chairman of the Audit Committee.

Mr. Sudipan Bhaduri, Chief Financial Officer is the permanent invitee to the Audit Committee. The Company Secretary of the Company is the secretary to the Committee. The Meetings of the Audit Committee were attended as Invitees by the Statutory Auditors, Internal Auditors and senior officials as and when necessary.

4. COMPENSATION / REMUNERATION COMMITTEE:

(i) Brief descriptions of terms of reference:

- (1) Recommending to the Board, the remuneration packages of the Company's Managing Director /Joint Managing Director /Deputy Managing Director /Whole-time Director /Executive Director, including all elements of remuneration package (i.e., salary, benefits, bonuses, perquisites, commission, incentives, stock options, pension, retirement benefits, details of fixed component and performance linked incentives along with the performance criteria, service contracts, notice period, severance fees etc.).
- (2) Implementing, supervising and administering any share or stock option policy or any other scheme formulated by the Company.
- (3) Establishing and administering any employee compensation and benefit plans.
- (4) Carrying out other functions as may from time to time be required under any statutory, contractual or other regulatory requirement

(ii) Composition:

As on March 31, 2014, this Committee comprises of three Directors. viz. Mr. J. Alexander, Chairman, Mr. V. Ramanan and Ms. Gayathri Ramachandran.

(iii) Meetings and Attendance during the year ended March 31, 2014:

One meeting of the Compensation/Remuneration Committee was held during the year on November 26, 2013. The details of the attendance at the meetings are given below:

Sr. No.	Name of the Members	Meetings	
		Held	Attended
1	Mr. V. Ramanan	1	1
2	Mr. J. Alexander	1	1
3	Ms. Gayathri Ramachandran	1	1

(iv) Remuneration Policy:

The Non-Executive Independent Directors (NEDs) were paid sitting fees for attending the Meetings of the Board of Directors and the Board Committees, which is within the limits prescribed by the Central Government. The Company pays a sitting fee of ₹ 5000/- for attending each Meeting of the Board of Directors and ₹ 2500/- the Board Committees.

The Board of Directors in its Meeting held on November 26, 2013, revised the sitting fees w.e.f. April 1, 2014 i.e. ₹ 20,000/- for attending each Meeting of the Board of Directors and ₹ 10,000/- the Board Committees.

(v) Remuneration to the Directors for the financial year ended March 31, 2014:

Details of remuneration to the Directors of the Company during the year ended March 31, 2014, are as follows:

(Amount in ₹)

Sr. No.	Name of Director	Sitting Fees	Salary & Perquisites	Total
1	Mr. J. Alexander	42500	-	42500
2	Mr. V. Ramanan	42500	-	42500
3	Ms. Gayathri Ramachandran	12500	-	12500
4	Mr. Nikhil Gandhi	-	-	-
5	Mr. Bhavesh Gandhi	-	-	-
6	Mr. Ajay Khera	-	8333333	8333333

Pecuniary Relationship of Non-Executive Directors with the Company:

None of the Non-Executive Directors having any pecuniary relationship or transactions with the Company and vis-à-vis, except sitting fee as mentioned above and that Mr. Nikhil Gandhi and Mr. Bhavesh Gandhi are the promoters of the Company.

Employee Stock Option Scheme:

The Company does not have any Employee Stock Option Scheme (ESOS).

Shareholding of Non-Executive Directors as on March 31, 2014:

None of the Non-Executive Directors held any Equity Shares in the Company except Mr. Nikhil Gandhi and Mr. Bhavesh Gandhi who holds 1,177,757 Equity Shares, each, individually and 87,546,827 Equity Shares jointly as representatives of firm Metropolitan Industries.

5. SHAREHOLDERS' / INVESTORS' GRIEVANCE COMMITTEE:

(i) The Composition of the Committee:

This Committee comprises three Directors viz. Ms. Gayathri Ramachandran, Chairman, Mr. Nikhil Gandhi and Mr. Ajay Khera.

This Committee was constituted to deals with supervising and ensuring: (i) Redressal of shareholder and investor complaints like transfer of shares, non-receipt of balance sheet, non-receipt of declared dividends etc. (ii) Review of cases for refusal of transfer/transmission of shares and debentures;(iii) Reference to statutory and regulatory authorities regarding investor grievances; and (iv) Timely attendance and redressal of investor queries and grievances and to carry out any other function as may be required from time to time under any statutory, contractual or other regulatory requirement.”

(ii) The Name and Designation of Compliance Officer:

Name of the Compliance Officer	Designation
Mr. Nilesh Mehta	Company Secretary

(iii) Details of shareholders complaints received and resolved during the year ended March 31, 2014:

Pending as on April 1, 2013	Received during the year	Resolved during the year	Pending as on March 31, 2014
Nil	2	2	Nil

6. CORPORATE SOCIAL RESPONSIBILITY (CSR) COMMITTEE:

In accordance with Section 135 of the Companies Act, 2013, the Board of Directors of the Company at their meeting held on November 26, 2014, have approved the constitution of the CSR Committee which comprises three directors viz. Mr. Nikhil Gandhi, Chairman, Mr. Ajay Khera and Mr. J. Alexander and defined the role of the Committee, which is as under:

- Formulate and recommend to the Board, a Corporate Social Responsibility Policy which shall indicate the activities to be undertaken by the Company as specified in Schedule VII of the Companies Act, 2013.
- Recommend the amount of expenditure to be incurred on the activities referred in the CSR policy
- Monitor the CSR Policy of the Company and its implementation from time to time.
- Such other functions as the Board may deem fit.

7. GENERAL BODY MEETINGS:

(i) Location and time of last three Annual General Meetings:

Year	Location	Date	Time
2012-2013 Adjourned AGM	Bombay Club Suite, Royal Bombay Yacht Club, Chhatrapati Shivaji Maharaj Marg, Apollo Bunder, Near Taj Mahal Hotel, Mumbai - 400 001	26.12.2013	1500 hours
2012-2013	Bombay Club Suite, Royal Bombay Yacht Club, Chhatrapati Shivaji Maharaj Marg, Apollo Bunder, Near Taj Mahal Hotel, Mumbai - 400 001	30.09.2013	1430 hours
2011-2012	Bombay Club Suite, Royal Bombay Yacht Club, Chhatrapati Shivaji Maharaj Marg, Apollo Bunder, Near Taj Mahal Hotel, Mumbai - 400 001	28.09.2012	1400 hours
2010-2011	Babasaheb Dahanukar Hall, Oricon House, 12, K. Dubhash Marg, Kala Ghoda, Fort, Mumbai 400 001.	12.08.2011	1500 hours

(ii) Special Resolutions passed during the previous three AGMs: No, Special resolutions were passed during previous three AGM.

(iii) Special Resolution passed during the Financial Year 2013-14 through the Postal Ballot: No.

(iv) Person who conducted the postal ballot exercise: Not Applicable.

(v) Whether any special resolution is proposed to be conducted through postal ballot: No.

(vi) Procedure for postal ballot: Not Applicable, as no Resolution was passed through Postal Ballot during the last year.

8. DISCLOSURES:

(i) Related Party Transactions:

Transactions with related parties entered into by the Company in the normal course of business were placed before the Audit Committee. Details of related party transactions are included at Note No. 28 in Notes to Accounts of Audited Accounts; there were no related party transaction of material nature that may have a potential conflict with the interests of the Company.

The Company has followed the Accounting standards notified by The Companies (Accounting Standards) Rules, 2006, as amended from time to time, in preparation of its financial statements, including the related party transactions.

(ii) Details of non-compliance:

There has been no instance of non-compliance by the Company on any matter related to capital markets during the last three years and hence no penalties or strictures have been imposed on the Company by the Stock Exchanges or SEBI or any other statutory authority.

(iii) Whistle Blower Policy:

As on March 31, 2014 the Whistle Blower Policy, being non-mandatory has not been adopted.

(iv) Details of compliance with mandatory requirements and adoption of the non-mandatory requirements of this Clause:

There has been complete compliance with mandatory requirements of Clause 49 of the Listing Agreement relating to Corporate Governance. As a part of adoption of Non-mandatory requirements, the Company has set up a Compensation/ Remuneration Committee the details of which have been provided earlier in this Report, under the heading Compensation/ Remuneration Committee.

(v) Reconciliation of Share Capital Audit:

A qualified practicing Company Secretary carried out a share capital audit to reconcile the total admitted equity share capital with the National Securities Depository Limited (NSDL) and the Central Depository Services (India) Limited (CDSL) and the total issued and listed equity share capital. The audit report confirms that the total issued/paid-up capital is in agreement with the total number of shares in physical form and the total number of dematerialised shares held with NSDL and CDSL.

9. SUBSIDIARY COMPANIES

The Audit Committee reviews the consolidated financial statements of the Company and the investments made by its unlisted subsidiary companies. The minutes of the Board Meetings unlisted Indian subsidiary companies are periodically placed before the Board of Directors of the Company.

10. MEANS OF COMMUNICATION:

In accordance with Clause 54 of the Listing Agreement, the Company has maintained a functional website at www.skilgroup.co.in containing basic information about the Company viz. financial information, shareholding pattern, compliance with corporate governance, etc. The contents of the said website are updated from time to time.

The quarterly, half yearly and annual financial results are sent to the Stock Exchange(s) in terms of the requirement of Clause 41 of the Listing Agreement and are published in Free Press Journal/ Financial Express (English) and Navshakti/ Mumbai Lakshdeep (Marathi), which are national and local dailies respectively and also displayed on the Company's website www.skilgroup.co.in for the benefit of the public at large. For the benefit of the shareholders, a separate email id has been created for shareholder correspondence viz., contact@skilgroup.co.in

11. GENERAL SHAREHOLDER INFORMATION:

(i) 31st Annual General Meeting:

Date:	September 30, 2014
Time:	1400 Hours
Venue:	Babasaheb Dahanukar Hall, Orion House, 12, K. Dubhash Marg, Kala Ghoda, Fort, Mumbai 400 001

(ii) Financial Year:

The financial year of the Company covers the financial period from April 1 to March 31. The tentative dates of the Board Meetings for consideration of financial results for the year ending March 31, 2015 are as follows:

Tentative Schedule		Tentative Dates
1.	Financial reporting for the quarter ended June 30, 2014	On or before August 14, 2014
2.	Financial reporting for the quarter ended September 30, 2014	On or before November 14, 2014
3.	Financial reporting for the quarter ended December 31, 2014	On or before February 14, 2015
4.	Financial reporting for the year ended March 31, 2015	On or before May 30, 2015
5.	Annual General Meeting for the year ending March 31, 2015	On or before September 30, 2015

(iii) Date of Book Closure:

The Register of Members and the Share Transfer books of the Company will remain closed from Thursday, September 25, 2014 to Tuesday, September 30, 2014 (both days inclusive).

(iv) Dividend Payment Date:

As Board did not recommend the dividend for the year ended March 31, 2014, dividend payment date is not applicable.

(v) Listing on Stock Exchanges:

The Equity Shares of the Company are listed with National Stock Exchange of India Limited ('NSE') and The Calcutta Stock Exchange Limited ('CSE'). The Company has paid annual listing fees for the year 2014-2015 to the Stock Exchanges.

The Company has paid custodial fees for the year 2014-2015 to National Securities Depository Limited ('NSDL') and Central Depository Services (India) Limited ('CDSL') on the basis of number of beneficial accounts maintained by them as on March 31, 2014.

(vi) Stock Code/ ISIN Number:

- (a) National Stock Exchange of India Limited: Scrip Code - SKIL
- (b) The Calcutta Stock Exchange Limited: Scrip Code - 18039
- (c) Demat ISIN Number – for NSDL / CDSL: ISIN INE429F01012

(vi) Corporate Identification Number:

Corporate Identity Number (CIN) of the Company, allotted by the Ministry of Corporate Affairs, Government of India is L36911MH1983PLC178299.

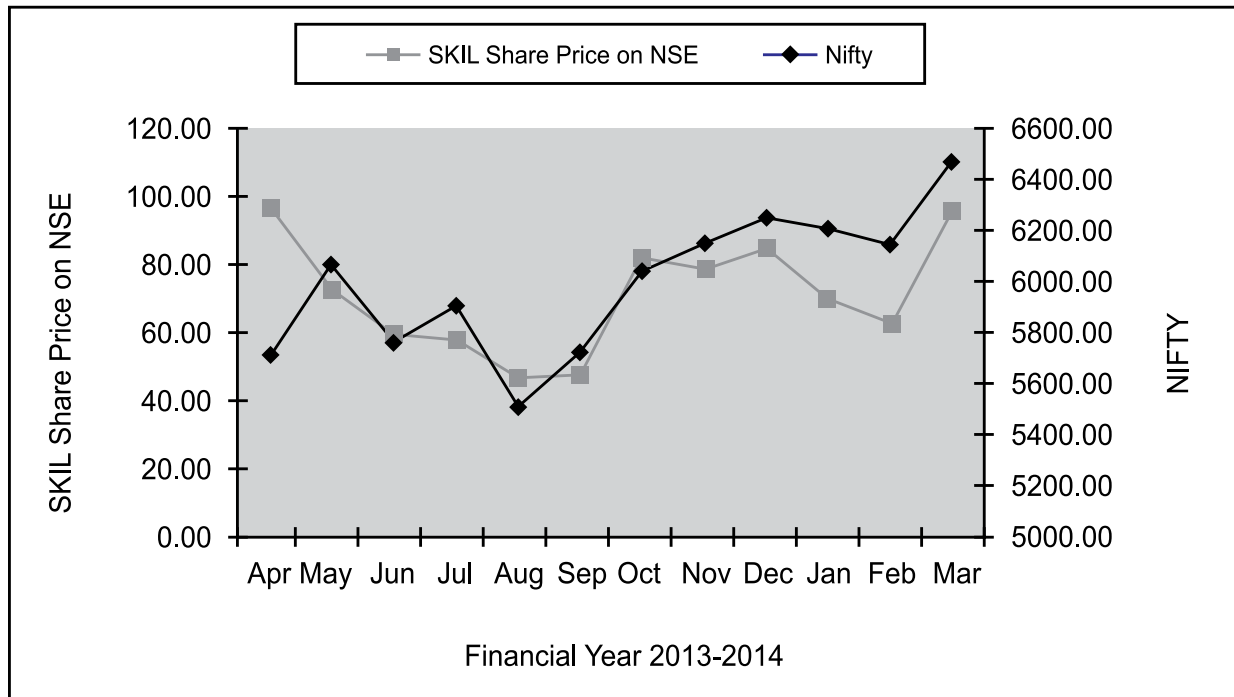
(vii) Stock Market price data relating to Equity Shares listed in NSE and CSE:

High and low of market prices of the Company's Equity Shares traded on NSE during the financial year were as follows:

Month & Year	High (₹)	Low (₹)
April, 2013	103.15	90.05
May, 2013	88.70	58.00
June, 2013	64.25	54.50
July, 2013	62.95	53.90
August, 2013	57.15	38.00
September, 2013	65.75	31.00
October, 2013	95.40	69.00
November, 2013	94.50	63.20
December, 2013	95.00	74.65
January, 2014	80.00	60.65
February, 2014	65.95	60.25
March, 2014	131.55	61.55

There was not trading at the Calcutta Stock Exchange Limited during the financial year.

(viii) Stock Performance in comparison to Nifty:



(ix) Registrar & Transfer Agents:

Link Intime India Private Limited,
C - 13, Pannalal Silk Mills Compound,
L.B.S. Marg, Bhandup (West),
Mumbai 400 078.
Ph. : +91-22-2596 3838
Fax : +91-22-2594 6969

(x) Share Transfer System:

The Company has appointed Link Intime India Private Limited as its Registrar & Share Transfer Agents. All share transfer and related operations are conducted by Link Intime India Private Limited.

(xi) (a) Distribution of Shareholding as on March 31, 2014:

No. of Shares	No. of Shareholders	% of Shareholders	Shares	% to Total
1 - 500	2066	86.44	127123	1.18
501 - 1000	119	4.98	96534	0.90
1001 - 2000	73	3.05	109802	1.02
2001 - 3000	27	1.13	71473	0.67
3001 - 4000	15	0.63	53974	0.50
4001 - 5000	7	0.29	33406	0.31
5001 - 10000	24	1.00	177675	1.65
10001 & above	59	2.47	10070013	93.76
Total	2390	100.00	10740000	100.00

***Distribution of Shareholding as on May 9, 2014:**

No. of Shares	No. of Shareholders	% of Shareholders	Shares	% to Total
1 - 500	2127	84.94	141868	0.07
501 - 1000	127	5.07	104670	0.05
1001 - 2000	84	3.35	126290	0.05
2001 - 3000	31	1.24	81590	0.04
3001 - 4000	17	0.68	60148	0.03
4001 - 5000	8	0.32	37260	0.02
5001 - 10000	29	1.15	218058	0.1
10001 & above	81	3.23	215801348	99.64
Total	2504	100.00	216571232	100.00

(b) Shareholding Pattern (categories of shareholders) as on March 31, 2014:

Category	No. of Shares held	% of Total shareholding
Promoters	5623489	52.36
Bodies Corporate	3370839	31.39
Non Resident Indians	461	0.00
Others	1745211	16.25
Total	10740000	100.00

***Shareholding Pattern (categories of shareholders) as on May 9, 2014:**

Category	No. of Shares held	% of Total shareholding
Promoters	161470365	74.56
Bodies Corporate	16027485	7.40
Financial Institution	4771202	2.20
Foreign Venture Capital Investors	11276659	5.21
Foreign Company	12494147	5.77
Overseas Body Corporate	1461193	0.67
Others	9070181	4.19
Total	216571232	100.00

(xii) *Dematerialization of Shares and Liquidity:

Out of 10,740,000 Equity Shares 10,537,684 Equity Shares (i.e. 98.12%) are in electronic/dematerialization form with the Depositories i.e. NSDL and CDSL, till March 31, 2014. The Promoters hold their entire equity shareholding in the Company in dematerialized form. The Equity Shares of the Company are traded on NSE which ensures good liquidity for the investors.

***Notes:**

- i) The Scheme of Amalgamation and Arrangement of SKIL Infrastructure Limited ("SKIL"), Horizon Country Wide Logistics Limited ("HCWLL") and Fastlane Distriparks & Logistics Limited ("FDLL") ("Transferor Companies") with the Company (hereinafter referred to as "the Scheme") under the provisions of Sections 391 to 394 read with sections 78, 100 to 104 of the Companies Act, 1956, was approved by the Hon'ble High Court of Judicature at Bombay on September 20, 2013 and it became effective from September 28, 2013.
- ii) On December 24, 2013, the Company had allotted 205,831,232 Equity Shares of ₹10/- each fully paid up to the shareholders of erstwhile SKIL, HCWLL and FDLL in accordance with the Swap/Exchange Ratio mentioned in the Scheme. Consequent upon the said allotment, the No. of issued Equity Shares of the Company stand increased from 10,740,000 to 216,571,232. However, said shares were not credited in the demat accounts of the shareholders of erstwhile SKIL, HCWLL, FDLL till March 31, 2014, due to some pending formalities relating to creation of pledge/encumbrances.
- iii) The said allotted shares were credited subsequently in demat mode and got trading approval w.e.f. May 9, 2014.

(xiii) Outstanding GDRs/ADRs/ Warrants or any Convertible instruments, conversion date and likely impact on equity:
Not applicable

(xiv) Plant location:

Not Applicable, as the Company is not having any plant.

(xv) Address for Investor Correspondence:

For transfer/dematization of Shares, payment of dividend on shares, corporate actions or change of address or any query relating to the shares of the Company or any other query, the shareholders are requested to contact:

Registrar & Share Transfer Agents:

Link Intime India Private Limited

C – 13, Pannalal Silk Mills Compound, L.B.S. Marg,

Bhandup (West), Mumbai 400 078

Ph. : +91-22-2596 3838; Fax : +91-22-2594 6969

E-mail: rnt.helpdesk@linkintime.co.in

(xvi) Particulars of Directors seeking appointment/re-appointment:

As required under clause 49(IV)(G)(i) of the Listing Agreements entered into with the Stock Exchanges, particulars of Directors seeking appointment/re-appointment at the forthcoming AGM are given in the Annexure to the Notice of the AGM to be held on September 30, 2014

10. CODE OF CONDUCT FOR BOARD MEMBERS AND SENIOR MANAGEMENT OF THE COMPANY:

In accordance with the requirement of Corporate Governance the Board of Directors of the Company has formulated a code of conduct for Directors and Senior Management of the Company, the Compliance of which has been affirmed by all Board Members and Senior Management Personnel. The required declaration to the effect signed by the Managing Director & Chief Executive Officer is annexed to the Annual Report.

11. CEO AND CFO CERTIFICATION:

In accordance with requirement of Corporate Governance Clause 49(V) of the Listing Agreement, the Board of Directors of the Company have been furnished with the requisite certificate from the Managing Director & Chief Executive Officer and from Chief Financial Officer (CFO) of the Company, which is annexed to the Annual Report.

12. CERTIFICATE ON CORPORATE GOVERNANCE:

The Company has obtained a Certificate from Mr. Virendra G. Bhatt, Practising Company Secretary regarding compliance of the conditions of Corporate governance, as stipulated in Clause 49 of the Listing Agreement, which together with this Report on Corporate Governance is annexed to the Directors' Report and shall be sent to all the shareholders of the Company and the Stock Exchanges along with the Annual Report of the Company.

Certificate of Corporate Governance

To,
The Members of
SKIL Infrastructure Limited
(Erstwhile Horizon Infrastructure Limited)

We have examined the compliance of Corporate Governance by SKIL Infrastructure Limited for the year ended March 31, 2014 as stipulated in Clause 49 of the Listing Agreement of the Company with Stock Exchanges.

The compliance of conditions of Corporate Governance is the responsibility of the company's management. Our examination has been limited to a review of the procedures and implementations thereof, adopted by the Company for ensuring the Compliance with the conditions of the Corporate Governance as stipulated in the said Clause. It is neither an audit nor expression of Corporate Governance as stipulated in the above-mentioned Listing Agreements.

In our opinion and to the best of our information and according to the explanation given to us and based on the representations, made by the Directors and the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Agreements.

We further state that such compliance is neither an assurance to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Date: August 14, 2014
Place: Mumbai

Virendra Bhatt
Practicing Company Secretary
A.C.S No: 1157, C.P No: 124

Certificate of Compliance with Code of Conduct

This is to affirm that the Board of Directors of SKIL Infrastructure Limited has adopted a Code of Conduct for its Board Members and Senior Management Personnel in compliance with the provisions of Clause 49 (1)(D) of the Listing Agreement with the Stock Exchanges and Board Members and Senior Management Personnel of the Company have confirmed the compliance of provisions of the said code for the financial year ended March 31, 2014.

Date: May 30, 2014
Place: Mumbai

Ajay Kherra
Managing Director & Chief Executive Officer

Certificate from Chief Executive Officer and Chief Financial Officer on the Financial Statements for the year ended March 31, 2014 as per Clause 49(V) of the Listing Agreement.

We, Ajay Kherra, Managing Director & Chief Executive Officer and Sudipan Bhaduri, Chief Financial Officer of SKIL Infrastructure Limited, to the best of our knowledge and belief certify that:

- (a) We have reviewed the financial statements, along with the Cash flow statements of SKIL Infrastructure Limited for the year ended March 31, 2014 and to the best of our knowledge and belief that:
 - I. these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - II. these statements together present a true and fair view of the company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- (b) There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year under review which are fraudulent, illegal or violative of the Company's code of conduct.
- (c) We accept the responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of the internal control systems of the Company pertaining to financial reporting and have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, and steps taken or proposed to be taken for rectifying these deficiencies.
- (d) We have indicated to the Auditors and the Audit committee:
 - I. There were no significant changes in internal control over financial reporting during the year;
 - II. There were no significant changes made in the accounting policies made during the year and that the same have been disclosed to the notes to the financial statements; and
 - III. There were no instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee who have a significant role in the Company's internal control systems over financial reporting;

Date: May 30, 2014
Place: Mumbai

Sudipan Bhaduri
Chief Financial Officer

Ajay Kherra
Managing Director & Chief Executive Officer

MANAGEMENT DISCUSSION AND ANALYSIS

INDIAN ECONOMIC OVERVIEW

Indian economy was passing through a phase where gross domestic product (GDP) declined from 8.9% in 2010-11 to 4.5% in 2012-13. Among factors that contributed to the slowdown included structural constraints viz. elevated inflation, external imbalances, in addition to uncertain global economic situation. There was marginal improvement in 2013-14 with GDP growth of 4.7%. The phase of sub 5 percent growth in the last two years is characterized by a moderation in services growth and a protracted slowdown in industry. Higher growth in agriculture on the back of a steady monsoon and robust growth in financial and business services helped the modest uptick in growth in 2013-14. (Source: Union Budget – Macro-Economic Framework Statement 2014-15)

OUTLOOK & PROSPECTS

Since the RBI second bi-monthly monetary policy statement of June 2014, global economic activity has been picking up at a modest space from a sharp slowdown in Q1. Investor risk appetite has buoyed financial markets, partly drawing strength from assurances of continuing monetary policy support in industrial countries. Portfolio flows to emerging market economies (EMEs) have risen strongly. Sentiment on domestic activity appears to be reviving with incoming data suggesting a firming up of industrial growth and exports. The June round of Reserve Bank's Industrial outlook survey also points to improvement in business expectations in Q2. Leading indicators of service sector are mixed, although there are early signs of modest strengthening of corporate sales and business flows. While initial slow progress of the monsoon and its uneven spatial distribution raised serious concerns regarding agriculture production, these have been mitigated though not entirely dispelled, by the pick-up in the monsoon through much of the country in July. The implementation of the government policy actions that have been announced should create a congenial setting for steady improvement in domestic demand and supply condition. (Source: RBI Third Bi-Monthly Monetary Policy Statement, 2014-15)

With the buoyancy in export performance sustained through Q1, the trade deficit has narrowed from its level a year ago. While oil imports rose in June partly on higher international crude prices, gold import growth picked up in response to some liberalization in import restrictions, and non-oil non-gold import has turned positive since May. Turning to external financing, all categories of capital flows have been buoyant. Surges in capital flow in excess of the current account financing requirement and the repayment of swaps by oil marketing companies have bolstered international reserves. With the Union Budget for 2014-15 renewing commitment to the medium term fiscal consolidation road map and budgeting 4.1 percent of GDP as the fiscal deficit for the year, space has opened up further for banks to expand credit to the productive sectors in response to its financing needs as growth picks up. (Source: RBI Third Bi-Monthly Monetary Policy Statement, 2014-15)

There have been some positive developments in 2013-14 that auger well for macroeconomic stabilization, the most significant being the dramatic improvement in the external economic situation with the current account deficit declining to 1.7 percent of GDP and the economy firmly on trajectory of fiscal prudence. However, inflation, especially food inflation needs to be reduced further. On the expectation of moderate global recovery, modest recovery in manufacturing, improved sentiments witnessed in recent months and absence of large upshots in international energy prices, the economy can be expected to register real GDP growth in the range of 5.4% to 5.9% in 2014-15. (Source: Union Budget – Macro-Economic Framework Statement 2014-15)

RISKS AND CONCERNS

Your Company has established a strong risk management structure. Under this structure, on continual basis the risks are identified across all business processes of the organization. Company endeavors to mitigate the risks on an ongoing basis by evaluating the progress of the projects being undertaken on a regular basis and close monitoring.

- **Liquidity Risk:** The Company is into a highly capital intensive industry segment. Non availability of funds or increased cost of funding will result in pressurized margins. The Company requires a substantial amount of long term/short term funds to meet its requirement for various Infrastructure/Construction projects. To manage this, the Company proactively manages the debt levels from banks to provide adequate liquidity for its operations.
- **Government Policy Risk:** There could be unfavorable regulatory measures in government policies towards the infrastructure industry and may impact the long term planning of the Company. It is heartening to note that Union Budget 2014-15 envisages infrastructure reforms with focus on development of critical infrastructure and focus on removing structural bottlenecks in projects and industry. However, your Company has a good order book and is confident of maintaining the present level of operations.
- **Competition Risk:** To mitigate this, your Company ensures that it is constantly moving up the value chain by taking up contracts of larger ticket size, thus ensuring that it is operating amidst fewer players.

EMERGING BUSINESS OPPORTUNITIES

Tourism Sector:

Tourism has played an important role in the development of the Indian economy. Tourism sector is the second largest foreign exchange earner. It is a service-oriented sector which creates substantial job opportunities and income for millions of Indians both skilled and unskilled. The Indian tourism industry involves a plethora of service providers in both organized and un-organized sectors which include travel agents, tour operators, guides, hotels, guest houses, inns, restaurants and other allied services. With increasing tourist inflows over the past few years, the tourism sector is significant contributor to the Indian economy. The overall tourist visits in India have been growing at a steady rate of over 16 percent over the past 5 years. With the rising per capita income of Indians, outbound tourism has also witnessed a period of rapid growth in the last five years. India's growing young population and rising per capita consumption, coupled with the improvement in infrastructure facilities bode well for tourism.

In tandem with above, your company is pursuing opportunities for creating high-end health and wellness tourism facilities in the States of Himachal Pradesh and Maharashtra in the country.

EPC Contracts:

Engineering, Procurement and Construction (EPC) contracts are omnipresent in India today. The Government's role in infrastructure creation is inevitable. Over the years, liberalization of regulations and the planned strategy of the Government to promote infrastructure development have spelt opportunities for EPC companies. Realizing that planned infrastructure creation cannot succeed without the participation of the private sector, the Government has created a policy framework that is conducive to private investments and offers attractive opportunities for PPPs. As part of its policy reforms, the Government has been continuously attempting to simplify the approval process, easing out credit generation for the infrastructure sector and setting up agencies to expedite growth through a planned release of projects.

Your Company has ventured into EPC contracting as the future of the EPC industry is expected to be bright and challenging. Challenges are inevitable in the current EPC market scenario, but the approach of management to such challenges will be the key to continued success. Your Company is fully aware of these and has steadfastly geared itself to meet and overcome such challenges. The focus is on quality and delivery within the set timelines.

Logistic Sector:

Today, the logistic sector has become an area of priority. Years of high growth in Indian Economy have resulted in significant rise in the volume of freight traffic. This large volume of traffic has provided for growth opportunities in all facets of logistics including transportation, warehousing, freight forwarding, express cargo delivery, container services, shipping services etc. The growth path has also meant that increased demand is being placed on the sector to provide the solutions required for supporting future growth. Various estimates put the market size of the logistics sector to be between USD 90-120 billion. Sources also estimate that the industry employs over 45 million people and is growing at the rate of 15% with sub-sector growing at even 30-40% per annum. Due to current growth and its future growth potential the Indian logistic sector is viewed as one of the most attractive in the world. (Source: Deloitte presentation: Logistics Sector and way forward)

COMPANY'S OVERVIEW

Your Company is striving to secure high value contracts so as to increase the focus and improve on the operating margins. The Company is also making efforts to win new projects with in-built clause for price escalation so as to protect the margins and mitigate the impact of inflation. The strong order book position coupled with thrust given by the government for infrastructure sector augurs well for the Company. Your Company has successfully maintained its operating efficiencies and has constantly improved its financial performance.

The company has made investments in Shipyard, Port, Tourism, Industrial Parks, SEZ, as well as in Knowledge & Education Sector. The company is expected to gain out of its investments once the projects are implemented. Also the 1st phase of the Container Freight Station project of our company is under implementation. That would give a boost to our logistic activities and create opportunities to enter into third party logistic business.

DISCUSSION ON RESULTS OF OPERATIONS

The Company has registered total income from operations of ₹37845.09 lacs for the financial year under review against ₹47059.90 lacs during the previous year. Loss before Tax was ₹ 17154.32 lacs for the year under review as compared to ₹ 20240.92 lacs in the previous financial year. The finance cost on account of borrowing is the main reason for losses incurred by the company. However, losses reduced by 15.25% from the previous year mainly due to reduction in finance cost from ₹21023.01 lacs to ₹18303.25 lacs.

CORPORATE SOCIAL RESPONSIBILITY (CSR)

The Company remains steadfast in its objective of pursuing holistic growth with responsibility towards the people and the environment. All efforts are made to ensure that the business values and operations meet the expectations of shareholders, customers, employees, suppliers and the communities living around. The company's CSR Committee is already in place.

HUMAN RESOURCES

Human resources management is an important function in your Company. Your Company's aim is to create a working environment that attracts and retains the best people, enhances their flexibility, capability and motivation, and encourages them to be involved in the growth of the Company. Industrial relations during the year continued to be cordial and peaceful.

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

The Company has an adequate 'Internal Audit System' that promotes reliable financial reporting, safeguards assets, propagates ethical conduct and encourages adherence to fair management policies. The strong Internal Control Systems have been designed in a way that they not only prevent fraud and misuse of the Company's resources but also protect shareholders' interest. The Audit Committee of the Board of Directors, on regular intervals and in co-ordination with Internal and Statutory Auditors, review the adequacy of Internal Control Systems within the Company. The internal audit focuses on compliance as well as on robustness of various business processes. A feedback on non-conformities along with recommendation for process improvements is directly provided to the top management of the Company. Compliance on audit findings and tracking of process improvements is regularly carried out.

CAUTIONARY STATEMENT

The Management Discussion and Analysis Report contains forward looking statements based upon the data available with the Company, assumptions with regard to global economic conditions, the government policies, etc. The Company cannot guarantee the accuracy of assumptions and perceived performance of the Company in future. Therefore, it is cautioned that the actual results may materially vary from those expressed or implied in the report.

Independent Auditor's Report

To the Members of SKIL Infrastructure Limited (Formerly Horizon Infrastructure Limited)

Report on the Financial Statements

We have audited the accompanying financial statements of **SKIL Infrastructure Limited** (Formerly Horizon Infrastructure Limited) ("the Company"), which comprise the Balance Sheet as at March 31, 2014, the Statement of Profit and Loss and the Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

The Company's Management is responsible for the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the Accounting Standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956 ("the Act"). This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with the ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers the internal control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by the Management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

- (a) in the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2014;
- (b) in the case of the Statement of Profit and Loss, of the Loss of the Company for the year ended on that date, and
- (c) in the case of Cash Flow Statement, of the cash flows of the Company for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2003("the Order") issued by the Central Government of India in terms of sub-section (4A) of section 227 of the Act, we give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the Order.
2. As required by Section 227(3) of the Act, we report that:
 - (a) We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - (c) The Balance Sheet, Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
 - (d) In our opinion, the Balance Sheet, Statement of Profit and Loss, and the Cash Flow Statement comply with the Accounting Standards referred to in sub-section (3C) of section 211 of the Act.
 - (e) On the basis of the written representations received from the directors as on March 31, 2014 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2014 from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Act.

FOR BHARAT SHAH & ASSOCIATES

Chartered Accountants
Firm Reg. No. 101249W

BHARAT A. SHAH
Proprietor

Membership No.32281

Place :Mumbai

Date :May 30, 2014

ANNEXURE TO AUDITORS' REPORT**Referred to in paragraph 1 of Report on other Legal and Regulatory Requirements**

As required by the Companies (Auditor's Report) Order, 2003 issued by Central Government of India in terms of Section 227 (4A) of the Companies Act 1956, and on the basis of such checks as we considered appropriate, we further report that:-

- i. In respect of its fixed assets:
 - a. According to the information & explanation given to us, the fixed assets register of the company showing full particulars including quantitative details and situation of fixed assets, is in the process of updation.
 - b. As explained to us, during the year, the Company has physically verified all the fixed assets. The reconciliation of assets so verified with the book records was in process as at the balance sheet date and the differences, if any, will be dealt with on the completion of such exercise.
 - c. In our opinion, the Company has not disposed off substantial part of fixed assets during the year and the going concern status of the Company is not affected.
- ii. In respect of inventories:
 - a. The inventories have been physically verified during the period by the management. In our opinion, the frequency of verification is reasonable.
 - b. The procedures of physical verification of inventories followed by the management are reasonable and adequate in relation to the size of the Company and the nature of its business.
 - c. In our opinion and according to the information and explanation given to us, the company is maintaining proper records of inventory. The discrepancies noticed on verification between the physical stocks and book records were not material and have been properly dealt within the books of accounts.
- iii. In respect of loans, secured or unsecured, granted or taken by the company to/from companies, firms or other parties covered in the register maintained under section 301 of the companies Act 1956:
 - a. The Company has given loans to twelve companies covered u/s 301. In respect of the said loans the maximum amount outstanding at any time during the year is ₹ 14,593.15 Lacs and year end balance is ₹ 13,070.12 Lacs.
 - b. In our opinion and according to the information and explanation given to us, the rate of interest, wherever applicable and other terms and conditions, are not prima facie prejudicial to the interest of the company.
 - c. The principal amounts, are repayable on demand and there is no repayment schedule.
 - d. In respect of said loans, the same are repayable on demand and therefore the question of overdue amounts does not arise.
 - e. The company has taken loans from three parties covered u/s 301. In respect of which maximum amount outstanding any time during the year is ₹ 6,209.34 Lacs and the year-end balance is ₹ 4,120.70.Lacs
 - f. In our opinion and according to the information and explanations given to us, the rate of interest and other terms and conditions are not prima facie prejudicial to the interest of the Company.
 - g. As per the information and explanations given to us, the above interest free loans are repayable on demand and therefore the question of overdue amount of principle and interest does not arise.
- iv. In our opinion and according to the information and explanations given to us, there is an adequate internal control system commensurate with the size of the Company and the nature of its business for the purchase of investments and fixed assets and also for the sale of investments and services. During the course of our audit, we have not observed any continuing failure to correct major weaknesses in internal control system.
- v. In respect of the contracts or arrangements referred to in Section 301 of the Companies Act, 1956:
 - a. In our opinion and according to the information and explanations given to us, the transactions made in pursuance of contracts or arrangements, that needed to be entered in the register maintained under section 301 of the Companies Act, 1956 have been so entered.
 - b. In our opinion and according to the information and explanations given to us, the transaction in pursuance of contract or agreement, entered in the register maintained under section 301 of the Companies Act, 1956, & exceeding the value of rupees five lakhs in respect of any party during the year have been made at prices which are reasonable, having regard to prevailing market prices at the relevant time, where such market prices are available.
- vi. According to information and explanations given to us, the Company has not accepted any deposits from the public and hence directives issued by the Reserve Bank of India and the provisions of sections 58A and 58AA of the Companies Act, 1956 and the rules framed there under are not applicable for the year under audit.

- vii. In our opinion the Company has an internal audit system commensurate with the size and nature of the business of the company.
- viii. The Central Government has not prescribed maintenance of cost records under section 209 (1) (d) of the Companies Act, 1956 in respect of the services provided by the Company. Therefore the provisions of clause (viii) of paragraph 4 of the Companies (Auditor's Report) Order, 2003 are not applicable.
- ix. According to the information and explanations given to us in respect of statutory dues:
- The company has been generally regular in depositing undisputed statutory dues, including Provident Fund, Employees' State Insurance, Income tax, Sales tax, Wealth tax, Service tax, Cess and any other statutory dues with the appropriate authorities during the year except in certain cases. As informed to us, Custom duty, excise duty and Investor Education and Protection Fund are not applicable to the company at present.
 - According to the information and explanations given to us, no undisputed amounts payable in respect of such statutory dues were outstanding as at March 31, 2014 for a period of more than six months from the date they became payable except Income Tax liability of ₹233.40 lacs, Income tax (TDS) of ₹2201.56 lacs and Wealth tax of ₹0.91 lacs
 - The disputed statutory dues aggregating to ₹ 2,716.08 Lacs that have not been deposited on account of disputed matters pending before appropriate authorities are as under:

Name of the Statute	Nature of the dues	Year	Amount (₹ in Lacs)	Forum where dispute is pending
Income Tax Act, 1961	Income Tax Block Assessment dues	Assessment Year 2007-08	193.13	CIT (Appeals)- Mumbai
Income Tax Act, 1961	Income Tax Regular Assessment dues	Assessment Year 2008-09	247.38	CIT (Appeals)- Mumbai
Income Tax Act, 1961	Income Tax Block Assessment dues	Assessment Year 2008-09	121.25	CIT (Appeals)- Mumbai
Income Tax Act, 1961	Income Tax Regular Assessment dues	Assessment Year 2009-10	306.72	CIT (Appeals)- Mumbai
Income Tax Act, 1961	Income Tax Block Assessment dues	Assessment Year 2009-10	241.46	CIT (Appeals)- Mumbai
Income Tax Act, 1961	Income Tax Regular Assessment dues	Assessment Year 2010-11	172.49	CIT (Appeals)- Mumbai
Income Tax Act, 1961	Income Tax Regular Assessment dues	Assessment Year 2010-11	401.93	CIT (Appeals)- Mumbai
Income Tax Act, 1961	Income Tax Block Assessment dues	Assessment Year 2010-11	565.57	CIT (Appeals)- Mumbai
Income Tax Act, 1961	Income Tax Regular Assessment dues	Assessment Year 2011-12	180.77	CIT (Appeals)- Mumbai
Income Tax Act, 1961	Income Tax Regular Assessment dues	Assessment Year 2011-12	137.70	CIT (Appeals)- Mumbai
Income Tax Act, 1961	Income Tax Regular Assessment dues	Assessment Year 2012-13	77.68	CIT (Appeals)- Mumbai
Income Tax Act, 1961	Interest on TDS u/s 201(IA)	Assessment Year 2012-13	70.01	ACIT (TDS)-3(2)
Total			2,716.08	

- x. The company has accumulated losses as on March 31, 2014, which is less than fifty percent of its net worth and has incurred cash losses of ₹17,064.62 Lacs during the current financial year and ₹ 20,127.08 Lacs during the preceding financial year.
- xi. As per the information and explanation given to us by the management and considering the extension letters received from the lenders we are of the opinion that as on March 31, 2014 the Company has not defaulted in repayment of dues to banks, financial institutions and debenture/ bond holders except for amount payable to banks aggregating to ₹2,428.35 Lacs of which ₹ 3.98 Lacs has since been paid & amount payable to Financial Institutions aggregating to ₹ 16,627.59 Lacs.
- xii. In our opinion and according to the explanations given to us and based on the information available, no loans and advances have been granted by the Company on the basis of security by way of pledge of shares, debentures and other securities.
- xiii. In our opinion, the Company is not a chit fund or a nidhi/mutual benefit fund/society. Therefore the provisions of clause 4 (xiii) of the Companies (Auditor's Report) Order, 2003 is not applicable to the Company.
- xiv. The company has maintained proper records of transactions and contracts in respect of trading in shares and mutual funds and timely entries have been made therein. The investments are held by the Company in its own name.
- xv. The Company has given Corporate Guarantees aggregating to ₹ 9,27,197/- Lacs for loans taken by its Subsidiary, Associates and other parties from Banks and Financial Institutions as at March 31, 2014. The management is of the opinion that the terms and conditions thereof are not prejudicial to the interest of the Company. We are, however, unable to comment on the same.
- xvi. To the best of our knowledge and belief and according to information and explanations given to us, the term loans raised have prima facie been applied for the purposes for which they were raised.
- xvii. On the basis of review of utilization of funds, which is based on overall examination of the Balance Sheet of the Company as at March 31, 2014, related information as made available to us and as represented to us by the management we are of the opinion, that no funds raised on short term basis aggregating have been utilized for long term investment purposes.

- xviii. The Company has not made any preferential allotment of shares to parties and companies covered in the Register maintained under Section 301 of the Companies Act, 1956.
- xix. During the year the Company has issued unsecured debentures/ bonds and hence question of creating security does not arise.
- xx. During the year covered by our report the company has not raised any money by public issue.
- xxi. To the best of our knowledge and belief and according to the information and explanations given to us, no fraud on or by the company was noticed or reported during the course of our audit.

FOR BHARAT SHAH & ASSOCIATES

Chartered Accountants
Firm Reg. No. 101249W

BHARAT A. SHAH

Proprietor
Membership No.32281

Date :May 30, 2014

Place :Mumbai

BALANCE SHEET AS AT MARCH 31, 2014

(₹ in Lacs)

Particulars	Note No.	As At March 31, 2014	As At March 31, 2013
I. EQUITY AND LIABILITIES			
SHAREHOLDERS FUNDS			
Share Capital	2	21,657.12	21,657.12
Reserves and Surplus	3	<u>335,966.88</u>	<u>361,708.35</u>
		357,624.00	383,365.47
NON CURRENT LIABILITIES			
Long-Term Borrowings	4	167,982.26	184,401.68
Other Non Current Liabilities	5	10,464.29	1,953.29
Long-Term Provisions	6	<u>26.53</u>	<u>34.53</u>
		178,473.08	186,389.50
CURRENT LIABILITIES			
Short-Term Borrowings	7	16,889.35	25,480.43
Trade Payables	8	65,575.68	39,121.95
Other Current Liabilities	9	74,518.51	32,281.51
Short-Term Provisions	10	<u>38.32</u>	<u>156.86</u>
		157,021.86	97,040.75
Total		<u>693,118.94</u>	<u>666,795.72</u>
II. ASSETS			
NON CURRENT ASSETS			
Fixed Assets			
Tangible Assets	11	22,692.42	22,777.99
Intangible Assets		2.48	3.72
Capital Work in Progress		<u>14,318.91</u>	<u>11,053.32</u>
		37,013.81	33,835.03
Non-Current Investments	12	518,052.83	515,666.15
Long-Term Loans and Advances	13	21,422.23	27,916.26
Other Non Current Assets	14	34.00	43.00
Deferred Tax Assets	15	-	-
		576,522.87	577,460.44
CURRENT ASSETS			
Current Investments	16	3,645.38	3,649.16
Trade Receivables	17	71,460.03	42,269.10
Cash and Bank Balances	18	454.78	2,365.55
Short-Term Loans and Advances	19	41,035.29	41,050.88
Other Current Assets	20	<u>0.59</u>	<u>0.59</u>
		116,596.07	89,335.28
Total		<u>693,118.94</u>	<u>666,795.72</u>
Significant Accounting Policies	1		
Notes to Financial Statements	2 to 38		

AS PER OUR REPORT OF EVEN DATE
For **BHARAT SHAH & ASSOCIATES**
Chartered Accountants
Firm Registration No. 101249W

FOR AND ON BEHALF OF THE BOARD OF DIRECTORS

BHARAT A. SHAH
(Proprietor)
Membership No. 32281

SUDIPAN BHADURI
Chief Financial Officer

NIKHIL P. GANDHI
Chairman

Date : May 30, 2014
Place : Mumbai

NILESH MEHTA
Company Secretary

AJAY KHERA
Managing Director

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2014

(₹ in Lacs)

Particulars	Note No.	For the year ended March 31, 2014	For the year ended March 31, 2013
Revenue			
Revenue from Operations	21	37,758.25	46,888.43
Other Income	22	86.84	171.47
Total		37,845.09	47,059.90
Expenses			
Cost of Operations	23	34,924.17	43,798.47
Employee Benefits Expenses	24	470.01	1,540.01
Finance Costs	25	18,303.25	21,023.01
Depreciation and Amortisation Expenses	11	80.70	104.85
Other Expenses	26	1,221.28	834.48
Total		54,999.41	67,300.82
Loss before Tax		(17,154.32)	(20,240.92)
Tax Expenses:			
Current Tax		-	-
Deferred Tax		-	-
Loss for the Year		(17,154.32)	(20,240.92)
Earnings Per Share of ₹10 each			
- Basic and Diluted (₹)	27	(7.92)	(188.46)
Significant Accounting Policies	1		
Notes to Financial Statements	2 to 38		

AS PER OUR REPORT OF EVEN DATE

FOR AND ON BEHALF OF THE BOARD OF DIRECTORS

For BHARAT SHAH & ASSOCIATESChartered Accountants
Firm Registration No. 101249W**BHARAT A. SHAH**
(Proprietor)
Membership No. 32281**SUDIPAN BHADURI**
Chief Financial Officer**NIKHIL P. GANDHI**
Chairman**Date** : May 30, 2014
Place : Mumbai**NILESH MEHTA**
Company Secretary**AJAY KHERA**
Managing Director

CASH FLOW STATEMENT FOR THE YEAR ENDED AS ON MARCH 31, 2014

(₹ in Lacs)

Particulars	For the year ended March 31, 2014	For the year ended March 31, 2013
A Cash Flow From Operating Activities		
Net Profit /(Loss) before tax as per Profit & Loss Account	(17,154.32)	(20,240.93)
Adjusted for:		
Depreciation	80.70	104.85
Interest Income	(36.18)	(36.56)
Dividend Income	(40.98)	(124.69)
Interest & Financial Charges	18,303.25	21,023.01
Miscellaneous Expenditure Written Off	9.00	9.00
Merger Expenses	(61.47)	-
Sundry balances written back	(5.53)	(0.40)
Profit on sale of Fixed Assets	(1.60)	-
Loss on Sale of Investments	58.98	-
Operating profit before working capital changes	1,151.85	734.28
Adjusted for:		
Trade & Other Receivables	(22,722.23)	(25,785.38)
Trade Payables ,Creditors & Provisions	27,906.44	17,343.90
Cash Generated From Operations	6,336.06	(7,707.19)
Direct Tax Paid	(118.03)	(971.09)
Net Cash used in Operating Activities	6,218.03	(8,678.28)
B Cash Flow From Investing Activities		
Proceeds of Deposits matured	2,196.02	1,212.02
Fixed Deposits with Banks	(2,196.02)	(1,212.02)
Purchase of fixed assets & Capital Work-in-Progress	(3,261.93)	(5,371.56)
Sale of fixed assets	4.05	0.10
Purchase of Investments	(2,470.88)	(3,667.31)
Sale of Investments	5.13	-
Advances towards share application money (Net of Refund Received)	-	(7,847.77)
Dividend Income	40.66	124.37
Interest Income	36.18	36.56
Net Cash Flow used in Investing Activities	(5,646.79)	(16,725.61)
C Cash Flow From Financing Activities		
Dividend Paid	-	(106.95)
Unpaid Dividend Paid	-	-
Tax On dividend Paid	-	(17.42)
Proceeds from issue of Bonds	-	69,700.00
Long Term Borrowing (Net)	7,899.82	-
Repayment of Long Term Borrowing (Net)	-	(16,579.34)
Short Term Borrowings (Net)	(783.13)	(1,271.82)
Interest & Financial Charges	(9,598.70)	(24,099.24)
Net Cash flow from Financing Activities	(2,482.01)	27,625.23
Net increase/ (decrease) in cash & cash equivalents	(1,910.77)	2,221.34
Cash & Cash equivalents (Opening)	2,365.55	144.21
Cash & Cash equivalents (Closing)	454.78	2,365.55

(i) The above Cash Flow Statement has been prepared under the "Indirect Method" as set out in Accounting Standard - 3 "Cash Flow Statements".

(ii) Figures in brackets indicate outflows.

AS PER OUR REPORT OF EVEN DATE

For BHARAT SHAH & ASSOCIATES

Chartered Accountants

Firm Registration No. 101249W

BHARAT A. SHAH

(Proprietor)

Membership No. 32281

Date : May 30, 2014

Place : Mumbai

FOR AND ON BEHALF OF THE BOARD OF DIRECTORS

SUDIPAN BHADURI

Chief Financial Officer

NILESH MEHTA

Company Secretary

NIKHIL P. GANDHI

Chairman

AJAY KHERA

Managing Director

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2014

NOTE - 1**SIGNIFICANT ACCOUNTING POLICIES****1.1 BASIS OF PREPARATION OF FINANCIAL STATEMENTS**

The Financial Statements are prepared as a going concern under historical cost convention on an accrual basis following the historical cost convention in accordance with generally accepted accounting principles (GAAP) and in compliance with the Accounting Standards referred in Section 211 (3C) and other requirements of the Companies Act, 1956.

1.2 USE OF ESTIMATES

The preparation of financial statements in conformity with GAAP requires that the Management of the Company makes estimates & assumptions that affect the reported amounts of income & expenses of the period, the reported balances of assets & liabilities & the disclosures relating to contingent liabilities as of the date of the financial statements. Actual results could differ from estimates.

1.3 FIXED ASSETS

Fixed Assets are stated at cost of acquisition including expenses incidental to their acquisition less accumulated depreciation & impairment.

1.4 DEPRECIATION

Depreciation on Fixed Assets is provided on the Written Down Value Method, at the rates and in the manner prescribed in Schedule XIV to the Companies Act, 1956.

1.5 INVESTMENTS

Current investments are carried at the lower of cost & quoted/fair value, computed category wise. Long Term Investments are stated at cost. Provision for diminution in the value of long-term investments is made only if such a decline is other than temporary in the opinion of the Management.

1.6 BORROWING COST:

Borrowing Cost that are directly attributable to the acquisition or construction of qualifying assets (net of income earned on temporary deployment of funds) are capitalised as part of the cost of such assets. A qualifying asset is one that necessarily takes substantial periods of time to get ready for intended use. All other borrowing costs are charged to revenue.

1.7 REVENUE RECOGNITION

- i. Revenues are recognised when it is earned and no significant uncertainty exists as to its ultimate collection and includes, service tax, wherever applicable.
- ii. Interest income is recognised on a time proportion basis. Dividend is considered when the right to receive is established.

1.8 INVENTORIES

Inventories are measured at cost. Cost is determined on weighted average basis.

1.9 EMPLOYEE BENEFITS

- i. Short term employee benefits are recognized as an expense at the undiscounted amount in the profit and loss account of the year in which relative service is rendered.
- ii. Post employment and other long term employee benefits are recognized as an expense in the profit & Loss account for the year in which the employee has rendered services. The expenses are recognized at the present value of the amount payable determined using the actuarial valuation techniques. Actuarial gain and losses in respect of post employment and other long term benefit are charged to Profit & Loss Account

1.10 IMPAIRMENT OF ASSETS

An asset is treated as impaired when the carrying cost of the asset exceeds its recoverable value. An impairment loss is charged to the Profit and Loss account in the year in which an asset is identified as impaired. The impairment loss recognized in prior accounting period is reversed if there has been a change in the estimate of recoverable amount.

1.11 FOREIGN CURRENCY TRANSACTIONS:

- i. Transactions denominated in foreign currencies are normally recorded at the exchange rate prevailing on the date of the transaction.
- ii. Monetary items denominated in foreign currencies at the year end are restated at year end rates.
- iii. Non monetary foreign currency items are carried at cost.
- iv. Any income or expense on account of exchange difference either on settlement or on translation is recognised in the Profit & Loss Account

1.12 DERIVATIVE INSTRUMENTS:

Derivative financial instruments are initially recorded at their fair value on the date of the derivative transaction and are re-measured at their fair value at subsequent balance sheet dates. Changes in the fair value of derivatives are recorded in the Profit & Loss account.

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2014

1.13 PROVISION, CONTINGENT LIABILITIES AND CONTINGENT ASSETS:

Provisions involving substantial degree of estimation in measurement are recognised when there is a present obligation as a result of past events and it is probable that there will be an outflow of resources. Contingent Liabilities are not recognised but are disclosed in the notes. Contingent Assets are neither recognised nor disclosed in the financial statements

1.14 PROVISION FOR CURRENT AND DEFERRED TAX

Provision for current tax is made after taking into consideration benefits admissible under the provisions of the Income Tax Act, 1961. Deferred tax resulting from "timing differences" between taxable and accounting income is accounted for using the tax rates and laws that are enacted or substantively enacted as on the balance sheet date. The deferred tax asset is recognised and carried forward only to the extent that there is a virtual certainty that the asset will be realized in future.

1.15 PRELIMINARY AND ISSUE EXPENSES

Preliminary and Expenses related to issue of equity and equity related instruments are adjusted against Securities Premium Account.

1.16 INTANGIBLE ASSETS

Intangible assets are stated at cost of acquisition less accumulated Amortization. Software, which is not integral part of the related hardware, is classified as an intangible asset and is amortized over the useful life of three years. Amortization is done on straight line method.

1.17 LEASES

Where the Company is lessee

Leases where the lesser effectively retains substantially all the risk and benefits of ownership of the leased item, are classified as operating leases. Operating Lease payments are recognized as an expenses in the statement of profit and loss account on a straight basis over the lease term.

1.18 EARNINGS PER SHARE

Basic earnings per share are calculated by dividing the net profit or loss for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the year.

For the purpose of calculating diluted earnings per share, the net profit or loss for the year attributable to equity shareholders and the weighted average number of shares outstanding during the year are adjusted for the effects of all dilutive potential equity shares.

(₹ in Lacs)

	As At March 31, 2014	As At March 31, 2013
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NOTE - 2

SHARE CAPITAL

Authorised

91,00,00,000 Equity Shares of ₹ 10/- each (Previous Year 91,00,00,000)	91,000.00	91,000.00
Total	91,000.00	91,000.00

Issued and Subscribed & Paid up

21,65,71,232 Equity Shares of ₹10 each fully paid up (Previous Year 1,07,40,000)	21,657.12	1,074.00
Suspense Share Capital- SKIL	-	17,435.88
Suspense Share Capital- HCWLL	-	2,006.03
Suspense Share Capital- FDLL	-	1,141.22
Total	21,657.12	21,657.12

2.1 (a) Reconciliation of number of Equity shares outstanding at the beginning and at the end of the year

	As at March 31, 2014		As at March 31, 2013	
	No. of Shares	Amount	No. of Shares	Amount
No. of shares at the beginning of the year	10,740,000	1,074.00	10,740,000	1,074.00
Add: Shares issued during the year				
- On Preferential basis			-	-
- Scheme of Amalgamation and Arrangement	205,831,232	20,583.12		
No. of shares at the end of the year	216,571,232	21,657.12	10,740,000	1,074.00

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2014

(₹ in Lacs)

2.2 Details of Shareholders, holding more than 5% of Paid up Equity Share Capital of the Company

Name of Shareholders	As at March 31, 2014		As at March 31, 2013	
	No. of Shares	% of Holding	No. of Shares	% of Holding
Metropolitan Industries	87,546,827	40.42%		
Montana Infrastructure Ltd	52,792,841	24.38%		
Ashoka Investment Holdings Private Ltd	11,276,659	5.21%		
Rupali B Gandhi			1,208,000	11.25%
Nikhil P Gandhi			1,175,000	10.94%
Bhavesh P Gandhi			1,175,000	10.94%
Neha N Gandhi			1,168,665	10.88%
Krosslink Infrastructure Limited			1,274,834	11.87%

2.3 Right to Equity Shareholders :

The Company has only one class of Equity Share having par value of ₹10 per share. Each Equity shareholder is eligible for one vote per share held. In the event of liquidation of the Company, the Equity shareholders will be entitled to receive any of the remaining assets of the Company, after distribution of all preferential amount. The distribution will be in proportionate to the number of equity share held by the shareholders.

2.4 In terms of the Scheme of Amalgamation and Arrangement of erstwhile SKIL Infrastructure Limited ("SKIL"), Horizon Countrywide Logistics Limited ("HCWLL") and Fastlane Districts & Logistics Limited ("FDLL") with Horizon Infrastructure Limited (name changed to SKIL or "the Company"), the Company has issued and allotted 20,58,31,232 equity shares of ₹ 10/- each fully paid up of the Company to the shareholders of erstwhile SKIL, HCWLL, FDLL. Consequent upon the said allotment, the paid up share capital of the Company has increased from ₹1,074 Lacs/- to ₹ 21,657.12/- Lacs only. The Company has received listing approval from National Stock Exchange of India limited vide letter dated January 7, 2014 for the said shares.

Particulars	As At March 31, 2014	As At March 31, 2013
NOTE - 3		
RESERVES AND SURPLUS		
Securities Premium		
Balance as per last Balance Sheet	34,933.17	35,983.17
Less: Redemption Premium on Redeemable Non Convertible Bonds	(8,511.00)	(1,050.00)
	26,422.17	34,933.17
Capital Reserve		
Balance as per last Balance Sheet	326,775.18	347,052.01
Addition: Due to Scheme of merger	-	-
Less: Merger Expenses	(61.47)	-
Less: Losses transferred from Surplus account as per scheme of Merger	(8,683.46)	(20,276.83)
	318,030.25	326,775.18
Surplus		
Balance as per last Balance Sheet	-	-
Prior period Items	-	-
Profit/(Loss) during the year	(17,154.32)	(20,240.92)
Amount available for appropriation	(17,154.32)	(20,240.92)
Less: Appropriations		
Deferred Tax Assets reversed		(11.25)
Short Income Tax Provision	(14.68)	(24.66)
Final Dividend	-	-
Dividend Tax	-	-
	(17,169.00)	(20,276.83)
Less : Transfer to Capital Reserve as per scheme of Merger	(8,683.46)	(20,276.83)
	(8,485.54)	-
Total	335,966.88	361,708.35

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2014

(₹ in Lacs)

Particulars	As At March 31, 2014	As At March 31, 2013
NOTE - 4		
LONG TERM BORROWINGS		
SECURED		
Term Loan from Bank	55,759.48	56,956.48
Term Loan from a Financial Institution	-	23,000.00
Inter Corporate Deposits	7,807.95	-
Vehicle Loans	14.83	45.20
	63,582.26	80,001.68
UNSECURED		
175 Nos.(previous year 175 Nos) 3% Redeemable Non Convertible Bonds of ₹1,00,00,000 Each	17,500.00	17,500.00
829 Nos.(previous year 829 Nos) 0% Redeemable Non Convertible Bonds of ₹1,00,00,000 Each	82,900.00	82,900.00
Inter Corporate Deposits - Related Parties	4,000.00	4,000.00
	104,400.00	104,400.00
Total	167,982.26	184,401.68

4.1 Term loan from Bank / Financial Institution and Inter Corporate Deposits referred to above and ₹46,483.25 Lacs included in current maturities of long term debt in Note No. 9 are secured as under:

- i) ₹11,000.00 lacs from a Bank is secured by way of pledge of investments of the company as mentioned in Note No.12.1 and by way of Equitable mortgage of land owned by other Body Corporates.
- ii) Term loan of ₹8,790.02 Lacs from a Bank is secured by :
 - Exclusive pari passu charge on the entire movable and immovable assets, current assets of the Company both present & future.
 - Exclusive charge on immovable property of other Body Corporate.
 - First pari-passu charge on immovable property of subsidiary Company.
 - Corporate Guarantee given by subsidiary and other Body Corporate
 - Personal guarantee given by a Director
- iii) Term loan of ₹ 18,799.46 Lacs from Banks are secured by :
 - First pari-passu charge on the entire present & future project movable and immovable assets and all right, title & interest of the FDLL related to CFS Project of the Company.
 - Second charge on present & future current assets of the Company.
 - First pari-passu charge on immovable property of other body corporates, and further secured by personal guarantee given by a Director.
- iv) Term loan of ₹4,040.00 Lacs from a Bank is secured by :
 - first mortgage and charge on all immovable and movable properties of the HIL, both present and future.
 - Exclusive charge on immovable property of Subsidiary.
 - pledge of investment of Shares in Subsidiary.
 - Personal guarantee given by a two Directors of the Company.
- v) Term loan of ₹ 19,600.00 Lacs from a Bank is secured by way of Equitable Mortgage of land owned by other Body Corporate and also by Corporate Guarantee given by the same Company.
- vi) ₹23,000.00 Lacs from a Financial Institution is secured by way of pledge of investments of the company as mentioned in Note No.12.1 and of investments of a subsidiary (SKIL Shipyard Holdings Private Limited) in certain equity shares.
- vii) Term loan & ICD of ₹20,821.20 Lacs is secured by way of- pledge of Investments of the company as mentioned in Note no.12.1 and investments of a subsidiary (SKIL Shipyard Holdings Private Limited) in certain equity shares and further secured by way of hypothecation of entire fixed assets of the company & equitable mortgage of land owned by other Body Corporate.
- viii) Term loan of ₹4000.00 Lacs is secured by way of- pledge of Investments of the company as mentioned in Note no.12.1 and investments of a subsidiary (SKIL Shipyard Holdings Private Limited) in certain equity shares and further secured by way of hypothecation of fixed assets of the others

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2014

(₹ in Lacs)

- 4.2 Term Loans from a Bank, a Financial Institution and Inter Corporate Deposits referred to above and ₹46,483.25/- Lacs included in current maturities of long term debts in Note No. 9 are guaranteed by one of the Directors of the company in his personal capacity, carry interest rates ranging from 13.75% to 17.50%. and are to be repaid as under :

Year	Amount in Lacs
2014-15	46,483.25
2015-16	30,050.23
2016-17	8,858.57
2017-18	4,810.57
2018-19	5,000.57
2019-20	5,000.57
2020-21	6,190.57
2021-22	3,656.33

- 4.3 Vehicles Loans referred to above and ₹30.38 Lacs included in current maturities of long term debts in Note No.9 are secured by way of the hypothecation of the specific vehicles financed. The loans are repayable in 36 to 60 monthly installments (Including interest) as per repayment schedule
- 4.4 As on March 31, 2014, the company has overdue of ₹ 138.00 Lacs and ₹7,511.57 Lacs towards principal and interest amount respectively.
- 4.5 The maturity date of term loan from a bank of ₹ 20000.00 Lacs due for repayment on 22/09/2013 was extended by bank as per letter dated 25/10/2013 in four quarterly installments beginning from 31/12/2014.

Particulars	As At March 31, 2014	As At March 31, 2013
NOTE - 5		
OTHER NON CURRENT LIABILITIES		
Redemption Premium Payable on Redeemable Non Convertible Bonds	10,464.29	1,953.29
	<u>10,464.29</u>	<u>1,953.29</u>
NOTE - 6		
LONG-TERM PROVISIONS		
Provision for Gratuity	26.53	34.53
	<u>26.53</u>	<u>34.53</u>
NOTE - 7		
SHORT TERM BORROWINGS		
SECURED		
-From Bank	1,346.02	1,344.05
Term Loan:		
-From Financial Institution	11,250.00	11,250.00
Inter Corporate Deposits	3,253.33	10,840.75
	<u>15,849.35</u>	<u>23,434.80</u>
UNSECURED		
Inter Corporate Deposits		
- Related Parties (Refer Note No.32)	390.00	487.75
- Others	650.00	1,557.88
	<u>1,040.00</u>	<u>2,045.63</u>
Total	<u>16,889.35</u>	<u>25,480.43</u>

- 7.1 The above Secured Loan from Bank is secured by first charge on all present & future immovable and movable properties of the Company and Secured Term Loans from a Financial Institution and Inter Corporate Deposits are secured by way of pledge of investments of the Company as mentioned in the Note No.12.1 and of investments of a subsidiary (SKIL Shipyard Holdings Pvt. Ltd) in certain equity shares. Further all the secured loans are guaranteed by one of the directors in his personal capacity. The said loans carry interest rates ranging from 14.50% to 20%.
- 7.2 As on March 31, 2014, the Company has overdue of ₹ 14,503.33 Lacs and ₹ 3,382.31 Lacs towards principal and interest amount respectively.

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2014

(₹ in Lacs)

Particulars	As At March 31, 2014	As At March 31, 2013
NOTE - 8		
TRADE PAYABLES		
Due to Micro, Small and Medium Enterprises	-	-
Due to Others	65,575.68	39,121.95
	65,575.68	39,121.95
	65,575.68	39,121.95

8.1 The details of amounts outstanding to Micro, Small and Medium Enterprises under Section 22 of the Micro, Small and Medium Enterprises Development Act, 2006 (MSMED Act), based on the available information with the Company are as under:

Sr.No.	Particulars	March 31, 2014	March 31, 2013
(i)	Principal amount remaining unpaid	Nil	Nil
(ii)	Interest due thereon	Nil	Nil
(iii)	Interest paid by the Company in terms of Section 16 of Micro, Small and Medium Enterprises Development Act, 2006	Nil	Nil
(iv)	Interest due and payable for the year of delay in payment	Nil	Nil
(v)	Interest accrued and remaining unpaid	Nil	Nil
(vi)	Interest remaining due and payable even in succeeding years	Nil	Nil

NOTE - 9

OTHER CURRENT LIABILITIES

Current Maturities of Long Term Debts	46,513.62	14,386.43
Advance Received	4,264.65	2,461.58
Interest Accrued & Due on loans	10,893.89	2,023.04
Interest Accrued but not due on loans	507.75	674.05
Other Payables		
-Statutory Dues	2,997.09	2,599.67
-Others	9,339.09	10,133.87
	12,336.18	12,733.54
Unpaid Dividend	2.42	2.87
Total	74,518.51	32,281.51

NOTE - 10

SHORT TERM PROVISIONS

Provision for Gratuity	36.28	22.61
Provision for Income Tax (Net)	-	133.33
Provision for Wealth Tax	2.04	0.92
Total	38.32	156.86

NOTE - 11

FIXED ASSETS

PARTICULARS	GROSS BLOCK				DEPRECIATION / AMORTISATION				NET BLOCK	
	As at 01.04.2013	Additions	Deductions / Adjustments	As at 31.03.2014	Up To 31.03.2013	For The Period	Deductions / Adjustments	Up To 31.03.2014	As at 31.03.2014	As at 31.03.2013
Tangible Assets										
Leasehold Land	534.29	-	-	534.29	26.99	5.40	-	32.39	501.90	507.30
Freehold Land	21,945.00	0.40	-	21,945.40	-	-	-	-	21,945.40	21,945.00
Furniture & Fixtures	72.91	0.07	-	72.98	55.26	3.20	-	58.46	14.52	17.65
Office Equipments	177.66	1.50	-	179.16	125.47	10.70	-	136.17	42.99	52.19
Vehicles	1,238.60	-	22.04	1,216.56	982.75	65.80	19.60	1,028.95	187.61	255.85
Total	23,968.46	1.97	22.04	23,948.39	1,190.47	85.10	19.60	1,255.97	22,692.42	22,777.99
Intangible Assets										
Computer Softwares*	6.84	-	-	6.84	3.12	1.24	-	4.36	2.48	3.72
Total	6.84	-	-	6.84	3.12	1.24	-	4.36	2.48	3.72
Grand Total	23,975.30	1.97	22.04	23,955.23	1,193.59	86.34	19.60	1,260.33	22,694.90	22,781.71
Previous Year	23,953.28	22.12	0.10	23,975.30	1,082.98	110.61	-	1,193.59	22,781.71	

* Other than internally generated

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2014

(₹ in Lacs)

Particulars	Number of shares		As At March 31,	As At March 31,
	March 31,2014	March 31,2013	2014	2013
NOTE - 12				
NON CURRENT INVESTMENTS				
Long Term Investment (Trade)				
In Equity shares of Subsidiary Companies				
Unquoted - Fully Paidup				
SKIL Himachal Infrastructure & Tourism Limited of ₹ 10 Each.	50,000,000	50,000,000	6,715.86	6,715.86
SKIL Shipyard Holdings Private Limited of ₹ 10 Each	50,000	50,000	12,015.41	12,015.41
SKIL Karnataka SEZ Limited of ₹ 10 Each	50,000	50,000	5.00	5.00
SKIL Singapore Pte Limited of Singapore \$ 1 Each	163,322	163,322	50.25	50.25
SKIL Advanced Systems Private Limited of ₹10 Each	50,000	50,000	5.00	5.00
Energy India Corporation Ltd. of ₹10 Each	4,002,300	4,002,300	400.23	400.23
Gujarat Positra Port Company Limited of ₹ 10 Each	70,333,314	70,333,314	38,426.48	38,426.48
Metrotech Technology Park Pvt Ltd	200,000	100,000	75.70	65.70
Varahi Infrastructure Pvt Ltd	-	10,000	-	1.00
Mahakaleshwar Knowledge Infrastructure Pvt Ltd	2,502,783	2,502,783	250.28	250.28
Chiplun FTWZ Private Limited.of ₹ 10/- each	46,799,970	46,799,970	27,484.63	27,484.63
Jansampada Engineering Company Pvt Ltd of ₹ 10/- each	10,000	-	1.00	-
Unquoted - Partly Paidup				
SKIL Strategic Deterrence Systems Pvt.Ltd. of ₹10 Each, ₹2 paidup	50,000	50,000	1.00	1.00
Total (A)			85,430.84	85,420.84
In Equity Shares of Associate Companies				
Quoted Fully Paid up				
Pipavav Defence and Offshore Engineering Co.Ltd. of ₹ 10 Each	267,037,043	263,466,685	255,009.07	252,537.19
Unquoted Fully Paid Up				
Urban Infrastructure Holdings Private Limited of ₹ 10 Each	124,156,500	124,156,500	106,365.14	106,365.14
Total (B)			361,374.21	358,902.33
Particulars				
	Number of Shares		As At March 31,	As At March 31,
	March 31,2014	March 31,2013	2014	2013
In Equity Shares of Joint Venture - Unquoted				
Sohar Free Zone LLC of OMR 1 Each	755,245	755,245	899.40	899.40
Total (C)			899.40	899.40
In Equity Shares of Other Companies- Quoted Fully Paid Up				
Horizon Infrastructure Ltd. of ₹ 10 Each		50,000	-	95.20
Everonn Education Ltd. of ₹ 10 Each	4,000,000	4,000,000	12,803.98	12,803.98
Total (D)			12,803.98	12,899.18
In Equity Shares of Other Companies				
Unquoted Fully Paid Up				
Mumbai SEZ Limited of ₹10 Each	146,408,090	146,408,090	42,627.11	42,627.11
Donyi Polo Petrochemicals Limited of ₹ 10 Each	2,625,500	2,625,500	227.48	227.48
SKIL Knowledge Cities Pvt. Ltd. of ₹10 Each	5,000	5,000	0.50	0.50
Karanja Terminal & Logistics Pvt. Ltd. of ₹10 Each	24,500	24,500	2.45	2.45
Shriram New Horizons Ltd. of ₹10 Each (Formerly known as New Horizons India Ltd.)	5,000,000	5,000,000	4,500.00	4,500.00
Total (E)			47,357.54	47,357.54

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2014

(₹ in Lacs)

Unquoted Fully Paid Up - Others

Fastlane Distriparks & Logistics Limited's Trust	5,934,328	5,934,328	3,857.31	3,857.31
Horizon Country Wide Logistics Limited's Trust	9,308,160	9,308,160	6,329.55	6,329.55
Total (F)			10,186.86	10,186.86
Total (A+B+C+D+E+F)			518,052.83	515,666.15

12.1 Details of shares pledged :

- (a) Investment in Everonn Education Limited includes 40,00,000 shares (Previous Year 32,00,000 shares) pledged with the lenders of subsidiaries of an associate.
- (b) Investment in Pipavav Defence and Offshore Engineering Co.Ltd. includes 12,16,50,500 (Previous Year 12,16,50,500) shares pledged with the lenders of an associate of the Company, 1,83,33,846 (Previous year 1,83,33,846) shares pledged with lenders of the Company, 8,79,26,740 (Previous Year 9,94,00,538) shares pledged with the lenders of the Company and a subsidiary (SKIL Shipyard Holdings Pvt.Ltd.). 3,80,20,957 (Previous Year 3,31,10,647) share pledged with lenders of a subsidiaries of an associate Company.

12.2 Refer Note No.1.5 for the basis of valuation.

12.3 Aggregate Value of: -

Particulars	As At	As At
	March 31,2014	March 31,2013
Quoted Investments		
Book Value	267,813.05	265,436.37
Market Value	96,039.11	195,775.11
Unquoted Investments		
Book Value	250,239.78	250,229.78
Particulars	As At	As At
	March 31,2014	March 31,2013

NOTE - 13

LONG-TERM LOANS AND ADVANCES

Capital Advance (Unsecured and Considered Good)	7,611.31	13,207.05
Advance Given	10,540.00	11,500.00
Deposits		
-Others	1,445.06	1,352.45
Advance Tax (Net)	1,825.86	1,856.76
Total	21,422.23	27,916.26

Details of Loan and Advances to Related Parties:

Name of the Related Party	Relationship	-	-
Mahakaleshwar Knowledge Infrastructure Pvt Ltd	Subsidiary	10,540.00	11,500.00
		10,540.00	11,500.00

NOTE - 14

OTHER NON CURRENT ASSETS

Preliminary Expenses	34.00	43.00
	34.00	43.00

NOTE - 15

DEFERRED TAX LIABILITY/(ASSET)

As required by Accounting Standard 22 on "Accounting for Taxes on Income" Deferred Tax comprises of the following items:

Deferred Tax Liabilities	-	-
Deferred Tax Assets		
- Related to Fixed Assets	-	-
	-	-

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2014

(₹ in Lacs)

	Number of Shares		As At	
	March 31,2014	March 31,2013	March 31,2014	March 31,2013
NOTE - 16				
CURRENT INVESTMENTS				
In Equity Shares				
Quoted Fully Paid up				
Batliboi Ltd. of ₹ 5 each	41,000	41,000	9.64	9.64
B F Utility Ltd. of ₹ 5 each	200	200	1.57	1.57
Gajra Bevel Gears Ltd. of ₹ 10 each	19,000	19,000	0.66	0.66
Gujarat Narmada Vally Fertiliser Co. Ltd. of ₹ 10 each	1,000	1,000	0.96	0.96
Gulf Oil Ltd. of ₹ 2 each	7,050	7,050	5.66	5.66
Ramco Systems Ltd. of ₹ 10 each	7,000	7,000	7.71	7.71
Reliance Industrial Infrastructure Ltd. of ₹ 10 each	5,200	5,200	32.79	32.79
Reliance Power Ltd. of ₹10 each	10,125	10,125	13.13	13.13
Sahara Hsg. Finance Ltd. of ₹10 each	500	500	0.43	0.43
BAG Films & Media Ltd. of ₹ 2 each	9,900	9,900	0.72	0.72
Reliance Industries Ltd. of ₹ 10 each	542	542	5.68	5.68
Bank of Baroda of ₹ 10 each	5,196	5,196	50.04	50.04
Gitanjali Gems Ltd. of ₹ 10 each	5,311	5,311	13.18	13.18
DSK Developers Ltd. of ₹ 10 each	724	724	0.39	0.39
INOX Leisure Ltd. of ₹ 10 each	217	217	0.10	0.10
Varun Industries Ltd. of ₹ 10 each	1,105	1,105	2.03	2.03
Rural Electrification Corporation Ltd. of ₹ 10 each	276	276	0.70	0.70
B F Investments Ltd of ₹ 5 each	200	200	3.30	3.30
In Units				
Quoted Fully Paid up				
Investment in HDFC Cash Mgmt. Fund - Treasury Advantage Plan-Wholesale -Daily Dividend of ₹ 10 each	47,927	47,927	4.81	4.81
Investment in HDFC Cash Mgmt. Fund - Treasury Advantage Plan -Retail -Daily Dividend of ₹ 10 each	4,527	1,248	0.45	0.12
Unquoted Fully Paid up				
Urban Infrastructure Opportunities Fund of ₹ 87350/- (Previous Year ₹87500/-) each	2,750	2,750	3,491.43	3,495.55
Total			3,645.38	3,649.16

16.1 Refer Note No.1.5 for basis of valuation.

16.2 Aggregate Value of: -

Particulars	As At March 31,2014	As At March 31,2013
Quoted Investments		
Book Value		153.95
Market Value		108.80
Unquoted Investments		
Book Value		3,491.43
		3,495.55

Particulars	As At March 31,2014	As At March 31,2013
NOTE - 17		
TRADE RECEIVABLES		
(Unsecured & Considered Good)		
Outstanding for more than Six months	48,496.94	17,818.00
Others	22,963.09	24,451.10
Total	71,460.03	42,269.10

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2014

(₹ in Lacs)

Particulars	As At March 31,2014	As At March 31,2013
NOTE - 18		
CASH AND BANK BALANCES		
Cash & Cash Equivalents		
Balance with Banks in current account	449.80	2,360.94
Cheques in hand	-	-
Cash on hand	4.98	4.61
	454.78	2,365.55
	454.78	2,365.55
NOTE - 19		
SHORT TERM LOANS & ADVANCES		
(Unsecured, Considered Good unless otherwise stated)		
Other advances recoverable in cash or kind or for value to be received:		
-Related Parties	21,551.35	21,689.16
-Directors and Other Officers	39.53	17.49
-Others		
Considered Good	19,405.82	19,186.76
Considered Doubtful	31.50	31.50
	41,028.20	40,924.91
Less : Provision for Doubtful Debts	31.50	31.50
	40,996.70	40,893.41
Deposits:		
-Related Parties	14.50	14.50
-Others	24.09	142.97
	38.59	157.47
	41,035.29	41,050.88

19.1 Details of advances or deposits to a Director and Private Limited Companies in which some of the directors are interested in the Company as a Director or member.

Debts due by	Nature of Relationship	As At March 31, 2014	As At March 31, 2013
Deposits			
Awaita Properties Pvt.Ltd.	Private Limited Company in which Directors are interested	5.00	5.00
Bhavesh Gandhi	Director	9.50	9.50
		14.50	14.50
Loans & Advances to related parties			
Energy India Corporation Ltd	Subsidiary	20.40	15.62
Gujarat Positra Port Co.Ltd.	Subsidiary	195.08	194.48
SKIL Advanced Systems Pvt.Ltd.	Subsidiary	507.11	370.00
SKIL Himachal Infra. & Tourism Ltd.	Subsidiary	976.96	976.14
SKIL Karnataka SEZ Ltd.	Subsidiary	3,398.15	3,397.98
SKIL Shipyard Holding P.Ltd.	Subsidiary	730.87	639.67
SKIL Singapore Pte Ltd.	Subsidiary	15,087.12	15,087.12
Pipavav Electronic Warfare Systems Private Limited	Subsidiary	30.97	30.97
(Formerly known as SKIL Strategic Deterrence Systems Pvt. Ltd.)			
Jansampada Infrastructure Private Limited	Subsidiary	0.01	-
Pipavav Aero Infrastructure Private Limited	Subsidiary	0.01	-
SKIL Midivisana Eng. Pvt. Ltd.	Subsidiary	0.01	-
Awaita Properties Pvt.Ltd.	Private Limited Company in which Directors are interested	25.00	18.04
E Complex Private Limited	Private Limited Company in which Directors are interested	17.24	17.24
Metrotech Technology Park Pvt. Ltd.	Subsidiary	548.30	558.19
Pipavav Defence and Offshore Engineering Co.Ltd.	Associate	14.06	383.71
SKIL Vision Aerial Solutions Pvt. Ltd.	Fellow Subsidiary	0.06	-
		21,551.35	21,689.16

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2014

(₹ in Lacs)

Loans & Advances to Directors and other Officers

Mr. Sudipan Bhaduri	Chief Financial Officer	25.65	16.05
Mr. R.K. Vijayan	Senior Vice President (Fin.)	0.80	0.73
Mr. Nilesh Mehta	Company Secretary	13.08	0.70
		39.53	17.49

NOTE - 20**OTHER CURRENT ASSETS**

Other Receivables		0.59	0.59
		0.59	0.59

Particulars

For the year ended March 31, 2014	For the year ended March 31, 2013
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NOTE - 21**REVENUE FROM OPERATIONS****Other Operating Revenue**

Income from Operations		37,758.25	46,888.43
		37,758.25	46,888.43

NOTE - 22**OTHER INCOME**

Consultancy Income			9.79
Dividend Income from other than Subsidiary on			
-Current investments	40.98		124.18
-Long term investments			0.50
Profit On Sale of Fixed Assets	1.60		
Foreign Exchange Gain			0.04
Interest Income	36.18		36.56
Sundry Balances Written back (Net)	5.59		0.40
Miscellaneous Income	2.49		
		86.84	171.47

NOTE - 23**COST OF OPERATIONS**

Contract Expenses & Hire Charges		34,924.17	43,798.47
		34,924.17	43,798.47

NOTE - 24**EMPLOYEE BENEFITS EXPENSES**

Salaries and Wages	460.38	1,538.11
Contribution to Provident fund and Other Fund	1.77	1.76
Staff Welfare	2.18	0.14
Gratuity Expenses	5.68	-
	470.01	1,540.01

24.1 Employee Benefits:

As per Accounting Standard 15 "Employee Benefits" the disclosure of employee benefits as defined in the accounting standards are given below:

Defined Contribution Plan**Particulars**

	2013-14	2012-13
Employers Contribution to Provident Fund	1.21	1.29
Employers Contribution to Pension Fund	0.40	0.47
	1.62	1.76

Defined Benefit Plan (Unfunded)

The Employees Gratuity Fund Scheme of the Company is a defined benefit plan. The present value of obligation is determined based on actuarial valuation using the Projected Unit Credit Method, which recognises each period of service as giving rise to additional unit of employee benefit entitlement and measures each unit separately to build up the final obligation.

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2014

(₹ in Lacs)

a) Reconciliation of opening and closing balances of the present value of the defined benefit obligation.

Particulars	2013-14	2012-13
Defined Benefit Obligation at beginning of the year	57.14	74.22
Current & Past Service Cost	2.06	2.53
Current Interest Cost	3.76	3.34
Past Service Cost (Non -vested Benefits)	-	-
Actuarial (Gain) / Loss	(0.15)	(22.94)
Benefits paid	-	-
Defined Benefit Obligation at the end of the year	62.82	57.14

b) Reconciliation of Present Value of Obligation and Fair Value of Plan Assets

Particulars	2013-14	2012-13
Fair Value of Plan Assets at the end of the year	-	-
Defined Benefit Obligation at end of year	62.82	57.14
Liabilities recognized in the Balance Sheet	62.82	57.14

c) Expenses recognized during the year

Particulars	2013-14	2012-13
Current & Past Service Cost	2.06	2.53
Interest Cost	3.76	3.34
Past Service Cost (Non -vested Benefits)	-	-
Expected Return on Plan Assets	-	-
Actuarial (Gain) / Loss	(0.15)	(22.94)
Net Cost Recognised in Profit and Loss Account	5.68	(17.08)

d) Assumptions used to determine the defined benefit obligations

Particulars	2013-14	2012-13
Mortality Table (LIC)	LIC (1994-96)Ultimate	
Discount Rate (p.a.)	9.15%	7.85%
Estimated Rate of Return on Plan Asset	-	-
Expected Rate of increase in Salary (p.a.)	7.00%	7.00%

The estimates of rate of increase in salary considered in actuarial valuation, taking into account, inflation, seniority, promotion, attrition and other relevant factors including supply and demand in the employment market. The above information is certified by Actuary.

Particulars	For the year ended March 31, 2014	For the year ended March 31, 2013
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NOTE - 25

FINANCE COST

Interest Expenses	18,238.64	20,042.08
Other Borrowing Costs	64.61	980.93
	18,303.25	21,023.01

NOTE - 26

OTHER EXPENSES

Advertisement & Business Promotion Expenses	17.76	11.74
Bank Charges & Commission	0.89	0.95
Rent	148.77	162.43
Rates and Taxes	230.75	3.68
Printing and Stationery	5.12	7.95
Postage, Courier & Communication Expenses	21.99	26.66
Repair and Maintenance - Other	29.70	32.12
Manpower & Security Charges	159.02	150.43

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2014

(₹ in Lacs)

Particulars	For the year ended March 31, 2014	For the year ended March 31, 2013
Travelling, Conveyance & Vehicle Expenses	76.53	106.65
Legal and Professional Charges	221.02	212.94
Loss on Sale of Investment	58.98	
Administrative, Office Expenses & Other expenses	42.01	80.96
Payment to Auditors (Refer Note No.26.1)	24.00	17.13
Prior Period Expenses		0.98
Donation	1.00	5.00
Wealth Tax	1.12	0.91
Preliminary, Pre-Operative & Share issue expenses written off	9.00	9.00
Sitting Fees to Directors	1.10	0.85
Insurance Charges	4.63	1.50
Interest on TDS	167.89	2.60
	1,221.28	834.48

26.1 Payment To Auditors (Including Service Tax)

Particulars	For the year ended 31st March, 2014	For the year ended 31st March, 2013
Audit Fees	14.50	13.00
Tax Audit Fees	2.00	2.00
Certification Charges	-	0.25
Other matters	7.50	-
Service Tax	2.97*	1.88
	26.97	17.13

* Adjusted against cenvat Credit in current financial year

NOTE - 27**EARNINGS PER SHARE (EPS) - BASIC AND DILUTED**

Particulars	2013-2014	2012-2013
Net Profit / (Loss) after Tax	(17,154.32)	(20,240.92)
Amount available for calculation of Basic & Diluted EPS	(17,154.32)	(20,240.92)
Weighted Average No. of Equity Shares outstanding for Basic & Diluted EPS (Nos.)	216,571,232	10,740,000
Basic & Diluted Earnings per share of ₹ 10/- each	(7.92)	(188.46)*

*Due to impact of the Scheme of merger between Company & Amalgamating Companies, there was suspense share capital of 205,831,232 number of equity shares pending to be allotted to shareholders of Amalgamating Companies during the previous year. If these shares would have been allotted, it would have resulted in total equity capital of 216,571,232 no. of Equity shares and resultant EPS (9.35) during the year 2012-13.

NOTE - 28**CONTINGENT LIABILITIES AND COMMITMENTS**

Particulars	2013-2014	2012-2013
a. Contingent Liabilities (To the extent not provided for): (No Cash Out Flow is expected)		
(i) Corporate guarantees given to Bank/Financial Institutions for borrowings taken by		
-Joint Venture		-
-Others	927,197.00	889,437.39
(ii) Income Tax Demands not acknowledged as debts	2,716.08	1,143.59
b. Uncalled liability on partly paid-up share	4.00	4.00

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2014

(₹ in Lacs)

c. Capital Commitments:

Estimated amount of contracts remaining to be executed on Capital Accounts and not provided for (Net of Advances) as at 31st March, 2014 is ₹ 855.73 Lacs (Previous year ₹ 1015.26 lacs). (Cash flow is expected on execution of such Capital Contracts on Progressive basis).

NOTE - 29

The Scheme of Amalgamation and Arrangement between the Three Transferor Companies namely 1) SKIL Infrastructure Limited (SKIL), 2) Horizon Countrywide Logistics Limited (HCWLL), 3) Fastlane Distripark and Logistics Limited (FDLL) and Transferee Company namely Horizon Infrastructure Limited had been approved by Hon'ble Bombay High Court u/s 391 to 394 read with sections 78, 100 to 104 of the Companies Act, 1956 on September 20, 2013 and upon necessary filing with the Registrar of Companies on September 28, 2013, the scheme became effective, consequently the merger of Transferor Companies into Transferee Company becomes effective from the appointed date of April 1, 2011 and hence this merged statement of accounts had been prepared for financial year 2012-2013 and onwards. Pursuant to the Scheme, the Registrar of Companies Mumbai, Maharashtra has sanctioned the change of the name of the Company from "Horizon Infrastructure Limited" to "SKIL Infrastructure Limited" vide fresh Certificate of Incorporation dated January 22, 2014.

NOTE - 30

In terms of the Scheme, the entire business and the whole of the undertaking of SKIL, HCWLL and FDLL, as a going concern stands transferred to and vested in the Company with effect from April 01, 2011, being the Merger Appointed Date. In consideration of the amalgamation of SKIL, HCWLL and FDLL with the Company, the Company issued 205,831,232 Equity Shares of ₹ 10/- each fully paid-up in the Company, aggregating to ₹ 2,058,312,320 in the following ratio : (i) 174,358,814 Equity Shares of ₹ 10/- to the shareholders of SKIL in the ratio of 11 Equity Shares of ₹ 10/- each of the Company for every 19 Equity Shares of ₹ 10/- each held by the Shareholders in SKIL; (ii) 20,060,249 Equity Shares of ₹ 10/- to the shareholders of HCWLL in the ratio of 10 Equity Shares of ₹ 10/- each of the Company for every 68 Equity Shares of ₹ 10/- each held by the Shareholders in HCWLL; and (iii) 11,412,169 Equity Shares of ₹ 10/- to the Shareholders of FDLL in the ratio of 10 Equity Shares of ₹ 10/- each of the Company for every 65 Equity Shares of ₹ 10/- each held by the Shareholders in FDLL.

Accounting for Amalgamation: The amalgamation of SKIL, HCWLL and FDLL with the Company is accounted for on the basis of the Purchase Method as envisaged in the Accounting Standard (AS) - 14 on Accounting for Amalgamations specified in the Companies(Accounting Standard) Rules 2006 and in terms of the scheme, as below : - all the assets and liabilities of all three transferor companies are valued at their fair value as Board of Directors had decided to follow Amalgamation in nature of Purchase Method and merged with assets and liabilities of transferee company. Suitable effect is given for following uniform accounting policies and methods. -Aggregate excess of the value of net assets determined as per above, over the shares to be issued and allotted to share-holders of the transferor companies pursuant to the scheme, loss of the transferor companies and stamp duty and other cost incurred towards the scheme is adjusted by transferee company to capital reserve account. The loss of the transferor companies if any upto effective date shall also be adjusted to the capital reserves as mentioned in the Scheme of Amalgamation and Arrangement. - The holding of SKIL in HCWLL and HCWLL in FDLL stand transferred to HCWLL and FDLL trust respectively from the effective date and the said trusts shall be allotted shares as per the exchange ratio. - The inter company balances and transactions stood cancelled.

NOTE - 31

DEFERRED TAX LIABILITY / (ASSET)

As required by Accounting Standard 22 on "Accounting for Taxes on Income" Deferred Tax comprises of the following items:

Particulars	For the year ended March 31, 2014	For the year ended March 31, 2013
Deferred Tax Liabilities	-	-
Total	-	-
Deferred Tax Asset		
Related to Fixed Assets	2.61	2.14
Total	2.61	2.14

As at March 31, 2014, the Company has Net Deferred Tax Assets of ₹ 2.61 Lacs (Previous Year ₹ 2.14 Lacs). In the absence of virtual certainty that sufficient future Taxable Income will be available against which Deferred Tax Assets can be realized, the same has not been recognized in the books of account in line with Accounting Standard 22 dealing with accounting for Taxes on Income.

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2014

(₹ in Lacs)

NOTE - 32

RELATED PARTY DISCLOSURES

As per Accounting Standard 18, the disclosures of transactions with related parties as defined in the Accounting Standard are given below:

a. List of related parties where control exists and related parties with whom transaction have taken place and relationships:

Name of the related Party	Relationship
SKIL Himachal Infrastructure & Tourism Limited SKIL Shipyard Holdings Private Limited SKIL Karnataka SEZ Limited SKIL Singapore Pte Limited of Singapore Pipavav Electronic Warfare Systems Private Limited (Formerly known as SKIL Strategic Deterrence Systems Pvt. Ltd.) Energy India Corporation Limited SKIL Advanced Systems Private Limited Chiplun FTWZ Pvt. Ltd. Metrotech Technology Park Pvt. Ltd. Jansampada Engineering Compnay Pvt. Ltd. (Formerly known as Jansampada Infraprojects Pvt. Ltd.) SKIL Midivisana Engineering Private Limited SKIL Vision Aerial Solutions Private Limited Mahakleshwar Knowledge Infrastructure Pvt. Ltd. Pipavav Aero Infrastructure Pvt. Ltd. Gujarat Positra Port Company Limited	Subsidiaries
Pipavav Defence and Offshore Engineering Company Limited Urban Infrastructure Holding Private Limited Metropolitan Industries	Associates
Sohar Free Zone LLC	Joint Venture
Mr. Nikhil P. Gandhi Mr. Bhavesh P. Gandhi Mr. Ajay Khara Mr. C. S. Sanghavi	Key Management Personnel (KMP)
Matushree Nirmalaben Gandhi Charitable Foundation Grevek Investment & Finance P. Ltd. Rhett Infraprojects Pvt. Ltd. Awaita Properties Pvt. Ltd. E-Complex Pvt. Ltd.	Enterprises over which Key Management Personnel are able to exercise significant influence.

b. Transaction with Related Parties

Nature of Transaction	Subsidiary	Associates / Joint Venture	KMP	Enterprises over which KMP has significant influence	Total
Investments					
Investment - purchased during the year	11.00	2,471.88	-	-	2,482.88
Investment - sold during the year	-	-	-	-	-
Impairment of Investment	-	-	-	-	-
Investment Written Off	-	-	-	-	-
Balance as at March 31, 2014	85,430.84	362,273.61	-	-	447,704.45
Loans & Advances					
Share Application Money paid	-	-	-	-	-
Share Application Received back	-	-	-	-	-
Share Application money as at March 31, 2014	-	-	-	-	-
Advances Given	404.04	610.21	-	10.20	1,024.45
Advances Received Back	247.54	979.85	-	-	1,227.39
Advances Written off	-	-	-	-	-
Advances as at March 31, 2014	21,495.05	14.06	-	42.24	21,551.35

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2014

(₹ in Lacs)

Nature of Transaction	Subsidiary	Associates / Joint Venture	KMP	Enterprises over which KMP has significant influence	Total
Current Liabilities					
Received	874.82	-	-	14,937.76	15,812.58
Refund back	112.11	-	-	13,948.42	14,060.53
Balance as at March 31, 2014	879.60	-	-	2,523.25	3,402.85
Inter Corporate Deposit					
Received	-	-	-	-	-
Refund back	-	-	-	-	-
Balance as at March 31, 2014	-	-	-	4,390.00	4,390.00
Deposits					
Deposit as at March 31, 2014	-	-	9.50	-	9.50
Redeemable Non Convertible Bonds					
As At March 31, 2014	-	-	-	100,400.00	100,400.00
Redemption Premium Payable	-	-	-	10,464.29	10,464.29
Sale of Investments	-	-	-	36.23	36.23
Interest Expenses	-	-	-	525.00	525.00
Rent	-	-	-	3.24	3.24
Corporate Guarantee Given o/s as at March 31, 2014	46,012.00	849,785.00	-	30,200.00	925,997.00
Managerial Remuneration	-	-	233.33	-	233.33

c. Details of major transactions with related party

		2013-14	2012-13
Investment - Purchased / Allotted during the year			
Pipavav Defence & Offshore Engineering Limited		2,472.88	-
Metrotech Technology Park Pvt. Ltd.		10.00	-
Investment - sold during the year		-	-
Investment at the end of the year	Pipavav Defence and Offshore Engineering Company Ltd.	255,009.07	252,537.19
	Urban Infrastructure Holdings Pvt. Ltd.	106,365.14	106,365.14
Advances Received	Grevek Investment & Finance Pvt.Ltd.	14,937.76	2,159.01
	Mahakaleshwar Knowledge Infrastructure Pvt. Ltd.	133.64	30.39
	Awaita Properties Pvt.Ltd.	-	1.00
	Chiplun FTWZ Pvt. Ltd.	563.70	-
Refund of Advance	Grevek Investment & Finance Pvt.Ltd.	13,948.42	1,682.36
	Mahakaleshwar Knowledge Infrastructure Pvt. Ltd.	112.04	3.90
	Awaita Properties Pvt.Ltd.	-	348.64
Advances at the end of the year	Grevek Investment & Finance Pvt.Ltd.	2,523.25	1,436.12
	Mahakaleshwar Knowledge Infrastructure Pvt. Ltd.	856.26	834.66
	SKIL Himachal Infrastructure & Tourism Ltd.	129.85	129.93
	Chiplun FTWZ Pvt. Ltd.	563.70	-
Bond Application Money Received	Grevek Investments & Finance Pvt.Ltd.	-	69,700.00
Issuance of Bond	Grevek Investments & Finance Pvt.Ltd.	-	82,900.00
Redeemable Non convertible Bonds at th end of the year	Grevek Investments & Finance Pvt.Ltd.	100,400.00	100,400.00
Redemption Premium Payable	Grevek Investments & Finance Pvt.Ltd.	10,464.29	1,953.29
Inter-Corporate Deposit Received	Awaita Properties Pvt.Ltd.	-	5.80
	Grevek Investments & Finance Pvt.Ltd.	-	97.75
Inter-Corporate Deposit Repayment	Awaita Properties Pvt.Ltd.	-	738.01
	Grevek Investments & Finance Pvt.Ltd.	-	-
Inter-Corporate Deposit at the end of the yaer	Rhett Infraprojects Pvt.Ltd.	390.00	390.00
	Grevek Investments & Finance Pvt.Ltd.	4,000.00	4,097.75

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2014

(₹ in Lacs)

		2013-14	2012-13
Advances Given	Pipavav Defence and Offshore Engineering Company Ltd.	610.21	200.00
	Awaita Properties Pvt.Ltd.	10.20	22.34
	Chiplun FTWZ Pvt. Ltd.	2.66	13.98
	SKIL Advanced Systems Pvt. Ltd.	180.10	79.94
	Energy India Corporation Ltd.	4.78	14.24
	SKIL Shipyard Holdings Pvt. Ltd.	207.54	18,096.36
Advances received back	Pipavav Defence and Offshore Engineering Company Ltd.	979.85	156.17
	Chiplun FTWZ Pvt. Ltd.	70.71	3.03
	SKIL Advanced Systems Pvt. Ltd.	4.30	5.63
	SKIL Shipyard Holdings Pvt. Ltd.	123.84	20,473.45
	Energy India Corporation Ltd.	-	4.02
Advance Receivable at the end of the year	Pipavav Defence and Offshore Engineering Company Ltd.	14.06	383.71
	Chiplun FTWZ Pvt. Ltd.	563.70	68.05
	Awaita Properties Pvt. Ltd.	25.00	18.03
	SKIL Advanced Systems Pvt. Ltd.	507.11	370.00
	SKIL Shipyard Holdings Pvt. Ltd.	723.37	639.67
	Energy India Corporation Ltd.	20.40	15.62
Capital Advances	Grevek Investments & Finance Pvt.Ltd.	-	4,850.00
Deposit at the end of the year	Mr.Bhavesh P.Gandhi	9.50	9.50
	Awaita Properties Pvt.Ltd.	5.00	5.00
Rent	Awaita Properties Pvt.Ltd.	3.24	8.00
Interest	Grevek Investments & Finance Pvt.Ltd.	525.00	525.00
Corporate Guarantee Given o/s at the end of the year	Pipavav Defence and Offshore Engineering Company Ltd.	849,785.00	798,025.00
	SKIL Shipyard Holdings Pvt. Ltd.	23,500.00	23,500.00
	Mahakaleshwar Knowledge Infrastructure Pvt. Ltd.	20,000.00	24,500.00
	E Complex Pvt. Ltd.	30,200.00	30,200.00
	Grevek Investments & Finance Pvt.Ltd.	-	12,000.00
	Chiplun FTWZ Pvt. Ltd.	2,500.00	-
	Gujarat Poistra Port Company Limited	12.00	-
Managerial Remuneration	Mr. Ajay Khara	83.33	134.67
	Mr. Nikhil Gandhi	150.00	-
	Mr. C.S.Sanghavi	-	81.50

NOTE - 33

SEGMENT INFORMATION:-

The Company is mainly engaged in Infrastructure activity in India. All the Activities of the Company revolve around this main Business as such there are no separate reportable Segments as per Accounts Standard on Segment Reporting.

NOTE - 34

EXPENDITURE IN FOREIGN CURRENCY :

Particulars	For the year ended March 31, 2014	For the year ended March 31, 2013
Travelling Expenses	15.87	12.06
Total	15.87	12.06

NOTE-35

Jointly Controlled Entity :

Name	Country of Incorporation	Ownership interest	
		As at March 31, 2014	As at March 31, 2013
Sohar Free Zone LLC	Sultanate of Oman	33.33%	33.33%

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2014

(₹ in Lacs)

Particulars	As at 31 December, 2013	As at 31 December, 2012
Assets		
- Long Term Assets	4,673.51	3,638.87
- Current Assets	1,160.62	1,047.13
Liabilities		
- Non Current Liabilities	3,576.06	2,788.94
- Current Liabilities & Provisions	1,367.49	1,202.92
Income	746.89	325.50
Expenses	542.67	319.03

NOTE-36

LEASES

The Company has entered into cancellable arrangements for taking on leave and license basis certain office premises, accommodation and guest house. The specified disclosure in respect of these agreements is given below:

Particulars	As at March 31, 2014	As at March 31, 2013
Lease payments recognised in statement of profit and loss account for the year	148.77	162.43
i) There is no Escalation clause in the lease agreement.		
ii) There is no restriction imposed by lease arrangements.		
iii) There are no subleases.		

NOTE-37

CAPITAL WORK IN PROGRESS

Opening Balance		11,053.32
<u>Add : Addition During The Year</u>		
Bank Charges	0.00	
Car Hire Charges	0.11	
Depreciation	0.23	
Interest	3,230.22	
Legal & Professional Charges	2.44	
Lodging & Boarding Expenses	0.10	
Salary Expenses	2.00	
Travelling Expenses	0.12	
Amortisation Of Leasehold Land	5.40	
Project Expenses	24.97	3,265.59
Closing Balance		<u>14,318.91</u>

NOTE-38

Previous year figures are regrouped, rearranged and reclassified wherever necessary

AS PER OUR REPORT OF EVEN DATE

FOR AND ON BEHALF OF THE BOARD OF DIRECTORS

For BHARAT SHAH & ASSOCIATES

Chartered Accountants
Firm Registration No. 101249W

BHARAT A. SHAH
(Proprietor)
Membership No. 32281

SUDIPAN BHADURI
Chief Financial Officer

NIKHIL P. GANDHI
Chairman

Date : May 30, 2014
Place : Mumbai

NILESH MEHTA
Company Secretary

AJAY KHERA
Managing Director

Auditors' Report on Consolidated Financial Statements

Independent Auditors' Report

To The Board of Directors of SKIL Infrastructure Limited (Formerly Horizon Infrastructure Limited)

Report on the Consolidated Financial Statements

We have audited the accompanying consolidated financial statements of SKIL INFRASTRUCTURE LIMITED (FORMERLY HORIZON INFRASTRUCTURE LIMITED) (the "Company"), its subsidiaries and jointly controlled entities (the Company, its subsidiaries and jointly controlled entities constitute "the Group"), which comprise the Consolidated Balance Sheet as at March 31, 2014, Consolidated Statement of Profit and Loss and the Consolidated Cash Flow Statement for the year then ended, and a summary of the significant accounting policies.

Management's Responsibility for the Consolidated Financial Statements

The Company's Management is responsible for the preparation of these consolidated financial statements that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Group in accordance with the accounting principles generally accepted in India. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the consolidated financial statements. The procedures selected depend on the auditors' judgement, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and presentation of the consolidated financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Management, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion

As stated in the Other Matters paragraph below, our opinion, in so far as it relates to the amounts and disclosures included in respect of the subsidiaries, jointly controlled entities and associates not audited by us, is based solely on the reports of such other auditors.

Opinion

Subject to comments in the above para and to the best of our information and according to the explanations given to us and based on the consideration of the separate audit reports on the financial statements/financial information of the subsidiaries, jointly controlled entities and associates; referred to below in the Other Matters paragraph, the aforesaid consolidated financial statements give a true and fair view in conformity with the accounting principles generally accepted in India:

- (a) in the case of the Consolidated Balance Sheet, of the state of affairs of the Group as at March 31, 2014;
- (b) in the case of the Consolidated Statement of Profit and Loss, of the loss of the Group for the year ended on that date; and
- (c) in the case of the Consolidated Cash Flow Statement, of the cash flows of the Group for the year ended on that date.

Other Matters

1. We did not audit the financial statements of two subsidiaries, whose financial statements reflect total assets (net) of ₹ 21,966.13 Lacs as at March 31, 2014, total revenues of ₹ 0.59 Lacs and net cash outflows amounting to ₹78.27 Lacs for the year ended on that date, as considered in the consolidated financial statements.
2. The consolidated financial statements include the unaudited financial statements of a subsidiary, whose financial statements reflect total assets (net) of ₹16,007.97 Lacs and net cash inflows amounting to ₹19.20 lacs for the year ended on that date, as considered in the consolidated financial statements. Our opinion, in so far as it relates to the amounts included in respect of this subsidiary, is based solely on such unaudited financial statements.
3. We did not audit the financial statements of one jointly controlled entity (Joint Venture), whose financial statements reflect total assets (net) of ₹ 5,835.53 Lacs as at December 31, 2013, total revenues of ₹ 746.67 Lacs and net cash outflows amounting to ₹ 99.09 Lacs for the year ended on that date, as considered in the consolidated financial statements.
This Jointly Controlled entity is having financial year ending as on December 31, of every year, since it is impracticable to get the financial data as on March 31, 2014, as such we have considered the financial data of this entity as on December 31, 2013 which is in line with Accounting Standard 21 and 27 as issued by Institute of Chartered Accountants of India.
4. The consolidated financial statements also include the Group's share of net profit of ₹ 346.71 Lacs for the year ended March 31, 2014, as considered in the consolidated financial statements, in respect of one associate, whose financial statements have not been audited by us, whose reports have been furnished to us by the Management and our opinion, in so far as it relates to the amounts and disclosures included in respect of these associates, is based solely on those reports. Group share Profit / (Loss) of one of the Associates is not considered in consolidated financial statements, since Management is unable to provide the financial statements of that entity.

Our opinion is not qualified in respect of these matters.

FOR BHARAT SHAH & ASSOCIATES

Chartered Accountants
Firm Reg. No. 101249W

BHARAT A. SHAH

Proprietor

Membership No.32281

Date :May 30, 2014

Place :Mumbai

CONSOLIDATED BALANCE SHEET AS AT MARCH 31, 2014

(₹ in Lacs)

Particulars	Note No.	As At March 31, 2014	As At March 31, 2013
I. EQUITY AND LIABILITIES			
SHAREHOLDERS FUNDS			
Share Capital	2	21,657.12	21,657.12
Reserves and Surplus	3	<u>261,274.57</u>	<u>288,838.03</u>
		282,931.69	310,495.15
Minority Interest		7,274.86	7,280.89
NON CURRENT LIABILITIES			
Long-Term Borrowings	4	192,449.83	220,866.89
Other Non Current Liabilities	5	10,464.29	1,953.29
Long-Term Provisions	6	<u>26.53</u>	<u>34.53</u>
		202,940.65	222,854.71
CURRENT LIABILITIES			
Short-Term Borrowings	7	17,737.30	25,497.75
Trade Payables	8	71,585.59	39,917.52
Other Current Liabilities	9	125,030.48	69,830.64
Deferred Tax Liabilities	15	108.49	-
Short-Term Provisions	10	<u>38.32</u>	<u>156.85</u>
		214,500.18	135,402.76
Total		<u>707,647.38</u>	<u>676,033.51</u>
II. ASSETS			
NON CURRENT ASSETS			
Fixed Assets			
Tangible Assets	11	45,170.59	41,823.40
Intangible Assets		16.41	11.96
Capital Work in Progress	37	<u>59,642.46</u>	<u>55,028.40</u>
		104,829.46	96,863.76
Non Current Investments	12	454,420.54	448,794.14
Long-Term Loans and Advances	13	20,797.14	26,311.11
Other Non Current assets	14	2,299.00	2,308.00
Deferred Tax Assets	15	-	-
		477,516.68	477,413.25
CURRENT ASSETS			
Current Investments	16	3,645.37	3,649.16
Trade Receivables	17	71,911.31	42,594.02
Cash and Bank Balances	18	1,393.35	5,319.34
Short-Term Loans and Advances	19	48,344.70	50,192.96
Other Current Assets	20	<u>6.51</u>	<u>1.02</u>
		125,301.24	101,756.50
Total		<u>707,647.38</u>	<u>676,033.51</u>
Significant Accounting Policies	1		
Notes to Consolidated Financial Statements	2 to 38		

AS PER OUR REPORT OF EVEN DATE

For BHARAT SHAH & ASSOCIATES

Chartered Accountants

Firm Registration No. 101249W

BHARAT A. SHAH

(Proprietor)

Membership No. 32281

SUDIPAN BHADURI

Chief Financial Officer

NIKHIL P. GANDHI

Chairman

Date : May 30, 2014

Place : Mumbai

NILESH MEHTA

Company Secretary

AJAY KHERA

Managing Director

CONSOLIDATED STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2014

(₹ in Lacs)

Particulars	Note No.	For the year ended March 31, 2014	For the year ended March 31, 2013
Revenue			
Revenue from Operations	21	38,495.46	47,206.14
Other Income	22	114.69	179.46
Total		38,610.15	47,385.60
Expenses			
Cost of Operations	23	34,924.17	43,798.47
Employee Benefits Expenses	24	731.32	1,728.37
Finance Costs	25	22,006.97	23,394.67
Depreciation and Amortisation Expenses	11	96.64	108.72
Other Expenses	26	1,541.35	1,080.28
Total		59,300.45	70,110.51
Loss before Tax		(20,690.30)	(22,724.91)
Tax Expenses:			
Current Tax		-	-
Deferred Tax		102.35	-
		102.35	-
Share of Minority Interest		6.03	6.18
Share of Profit of Associates		346.71	1,219.15
Loss for the Year		(20,439.91)	(21,499.58)
Earnings Per Share of ₹10 each	28		
- Basic and Diluted (₹)		(9.44)	(200.18)
Significant Accounting Policies	1		
Notes to Consolidated Financial Statements	2 to 38		

AS PER OUR REPORT OF EVEN DATE

FOR AND ON BEHALF OF THE BOARD OF DIRECTORS

For BHARAT SHAH & ASSOCIATESChartered Accountants
Firm Registration No. 101249W**BHARAT A. SHAH**
(Proprietor)
Membership No. 32281**SUDIPAN BHADURI**
Chief Financial Officer**NIKHIL P. GANDHI**
ChairmanDate : May 30, 2014
Place : Mumbai**NILESH MEHTA**
Company Secretary**AJAY KHERA**
Managing Director

Consolidated Cash Flow Statement for the year ended as on March 31, 2014

(₹ in Lacs)

Particulars	For the year ended March 31, 2014	For the year ended March 31, 2013
A Cash Flow From Operating Activities		
Net Profit/(Loss) before tax as per Profit & Loss Account	(20,690.30)	(22,724.92)
Adjusted for:	-	-
Merger Expenses	(61.47)	-
Depreciation	96.63	108.73
Interest Income	(54.57)	(36.56)
Dividend Income	(40.98)	(124.68)
Profit on Sale of Fixed Assets (Net)	(1.60)	-
Interest & Financial Charges	22,006.97	23,394.67
Miscellaneous Expenditure Written Off	9.00	9.00
Loss on Sale of Investment	58.98	(0.40)
Operating profit before working capital changes	1,322.66	625.84
Adjusted for:		
Trade & Other Receivables	(21,373.31)	(33,554.80)
Trade Payables ,Creditors & Provisions	30,259.32	26,982.76
Cash Generated From Operations	10,208.67	(5,946.20)
Direct Tax Paid	(116.05)	(971.09)
Net Cash used in Operating Activities	10,092.62	(6,917.29)
B Cash Flow From Investing Activities		
Proceed of Deposits matured	2,196.02	1,212.02
Fixed Deposits placed with Banks	(2,196.02)	(1,212.02)
Purchase of fixed assets & Capital Work-in-Progress	(8,064.79)	(11,165.07)
Sale of fixed assets	4.05	0.10
Purchase of Investments	(5,374.89)	(6,693.50)
Sale of Investments	40.35	-
Advances towards share application money (Net of Refund Received)	-	4,608.25
Dividend Income	40.65	124.37
Interest Income	54.57	36.56
Net Cash Flow used in Investing Activities	(13,300.06)	(13,089.29)
C Cash Flow From Financing Activities		
Dividend Paid	(0.45)	(106.95)
Tax On dividend Paid	-	(17.42)
Proceeds from Loan taken during the year	11,559.51	14,641.16
Proceeds from issue of Bonds	-	69,700.00
Repayment of Long Term Borrowing (Net)	-	(26,587.12)
Short Term Borrowings (Net)	47.49	(6,271.82)
Interest & Financial Charges	(12,320.40)	(26,525.51)
Net Cash flow from Financing Activities	(713.85)	24,832.34
Net increase/ (decrease) in cash & cash equivalents	(3,921.29)	4,825.76
Cash & Cash equivalents (Opening)	5,319.34	493.58
(Less): Upon Desubsidiarisation of Subsidiary	(4.70)	
Cash & Cash equivalents (Closing)	1,393.35	5,319.34

(i) The above Cash Flow Statement has been prepared under the "Indirect Method" as set out in Accounting Standard - 3 "Cash Flow Statements".

(ii) Figures in brackets indicate outflows.

AS PER OUR REPORT OF EVEN DATE

For BHARAT SHAH & ASSOCIATES

Chartered Accountants

Firm Registration No. 101249W

BHARAT A. SHAH

(Proprietor)

Membership No. 32281

Date : May 30, 2014

Place : Mumbai

SUDIPAN BHADURI

Chief Financial Officer

NILESH MEHTA

Company Secretary

NIKHIL P. GANDHI

Chairman

AJAY KHERA

Managing Director

FOR AND ON BEHALF OF THE BOARD OF DIRECTORS

NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2014

SIGNIFICANT ACCOUNTING POLICIES:

A. GENERAL

- (i) The Consolidated Financial Statements are prepared in accordance with Accounting Standard (“AS”) 21 on Consolidated Financial Statements and AS 23 on Accounting for Investments in Associates in Consolidated Financial Statements issued by the Institute of Chartered Accountants of India. The Consolidated Financial Statements comprises the financial statement of SKIL Infrastructure Limited (“the Company”/“SKIL”) and its subsidiaries. The Company and its subsidiaries constitute the SKIL Group. Reference in this notes to the ‘Company’ or SKIL shall mean to include SKIL Infrastructure Limited or any of its subsidiary consolidated in these financial statements unless otherwise stated.

The list of Subsidiary Companies which is included in consolidation and the Parent Company’s holdings therein are as under:

The Subsidiary Companies considered in the consolidated financial statements are:

Name of the Subsidiaries/Fellow Subsidiaries	Country of Incorporation	Percentage of Ownership Interest
SKIL Karnataka SEZ Limited	India	100%
SKIL Advanced Systems Private Limited	India	100%
SKIL Singapore Pte. Limited.	Singapore	100%
SKIL Shipyard Holdings Private Limited	India	100%
SKIL Himachal Infrastructure & Tourism Limited	India	100%
Pipavav Electronic Warfare Systems Private Limited	India	100%
Energy India Corporation Limited	India	99.70%
Gujarat Positra Port Company Limited	India	73.60%
Metrotech Technology Park Private limited	India	100%
Jansampada Engineering Company Private Limited	India	100%
Mahakaleshwar Knowledge Infrastructure Private Limited	India	84.96%
Chiplun FTWZ Private limited	India	52%
Pipavav Aero Infrastructure Private Limited	India	100%
SKIL Midivisana Engineering Private Limited	India	100%
SKIL Vision Aerial Solutions Private Limited	India	100%

The Associates/Joint Venture considered in the consolidated financial statements are:

Name of the Company	Associate/ Joint Venture	Country of Incorporation	Percentage of Ownership Interest
Pipavav Defence and Offshore Engineering Company Limited	Associate	India	41.48%
Sohar Free Zone LLC	Joint Venture	Sultanate of Oman	33.33%

*Urban Infrastructure Holdings Private Limited is an Associate of the Company, but the same has not been taken into consideration for consolidation purposes.

- (ii) The Company maintains its accounts on accrual basis following the historical cost convention in accordance with Generally Accepted Accounting Principles (“GAAP”) & in compliance with the Accounting Standards referred in Section 211 (3C) & other requirements of the Companies Act 1956 and Accounting Standard Rules, 2006.
- (iii) The preparation of financial statements in conformity with GAAP requires that the management of the Company makes estimates & assumptions that affect the reported amounts of income & expenses of the period, the reported balances of assets & liabilities & the disclosures relating to contingent liabilities as of the date of the financial statements. Actual results could differ from estimates.
- (iv) The financial statements of the Company and its subsidiary Companies have been consolidated on a line – by – line basis by adding together the book value of like items of assets, liabilities, income and expenses, after eliminating intra – group balances and intra – group transactions resulting in unrealized profits or unrealized cash losses.
- (v) The Consolidated financial statements have been prepared using uniform accounting policies for like transactions and other events in similar circumstances and are presented, to the extent possible, in the same manner as the company’s separate financial statements.
- (vi) The excess of cost of investment in the Subsidiary Companies over the Company’s portion of equity of the Subsidiary at the date of investment made is recognized in the financial statements as goodwill. The excess of Company’s portion of equity of the Subsidiary over the cost of the investment therein is treated as Capital Reserve.
- (vii) Minority interest in the net assets of consolidated subsidiaries is identified and presented in the consolidated Balance Sheet separately from liabilities and equity of the Company’s Shareholders.
- (viii) Minority Interest’s share of Net Profit / (Loss) for the year of consolidated subsidiaries identified and adjusted against the profit after tax of the group.

NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2014

- (ix) Investment in associates where the company directly or indirectly through subsidiaries hold more than 20% of equity, are accounted for using equity method as per Accounting Standard 23 – “Accounting for investments in Associates in Consolidated Financial Statement” notified by Companies (Accounting Standard) Rules, 2006 (as amended).
- (x) Interest in joint Ventures have been accounted by using the proportionate consolidation method as per Accounting Standard 27- “Financial Reporting of interests in joint Ventures” notified by Companies (Accounting Standard) Rules, 2006 (as amended).
- (xi) The financial statements of the subsidiaries, associates and joint ventures used in the consolidation are drawn up to the same reporting date as that of the Company i.e. 31st March, 2014, except for one subsidiary and a joint venture for which financial statements as on the reporting date are not available. These have been consolidated based on the latest available financial statements.
- (xii) In the absence of financial statements as on the reporting date for an associate, no adjustment has been made in the consolidated financial statements.
- (xiii) Unaudited financial statements of SKIL Singapore Pte. Ltd, being a subsidiary, has been considered for consolidation.

B. VALUATION OF FIXED ASSETS & DEPRECIATION

- a) Fixed Assets are depreciated on the Written Down Value Method at the rates specified in Schedule XIV of the Companies Act, 1956.
- b) Fixed Assets are valued at cost of acquisition inclusive of inward freight, duties, taxes and incidental expenses, less accumulated depreciation.
- c) Expenditure related to and incurred during implementation of projects are included under Capital Work-in-progress and the same are capitalized under the appropriate heads on completion of the projects.

C. INVESTMENTS

Current investments are carried at the lower of cost & quoted/fair value, computed category wise. Long Term Investments are stated at cost. Provision for diminution in the value of long-term investments is made only if such a decline is other than temporary in the opinion of the management.

D. REVENUE RECOGNITION

- i. Revenues are recognised when it is earned and no significant uncertainty exists as to its ultimate collection and includes, service tax, wherever applicable.
- ii. Interest income is recognised on a time proportion basis. Dividend is considered when the right to receive is established. Turnover includes sales of goods and services inclusive of applicable taxes and net of trade discounts.

E. INVENTORIES

Inventories are measured at cost. Cost is determined on weighted average basis.

F. EMPLOYEE BENEFITS

- i) Short term employee benefits are recognized as an expenses in the profit and loss account of the year in which the related services is rendered.
- ii) Post employment and other long term employee benefits are recognized as an expense in the profit and loss account for the year in which the employee has rendered services. The expense is recognized at the present value of the amount payable determined using actuarial valuation techniques. Actuarial gains and losses in respect of post employment and other long term benefits are charged to the profit and loss account.

G. PROVISION FOR CURRENT AND DEFERRED TAXES:

Provision for Current Tax is made after taking into consideration benefits admissible under the provisions of Income Tax Act, 1961. Deferred tax resulting from “timing differences” between taxable and accounting income is accounted for using the tax rules and laws that are enacted or substantially enacted as on the balance sheet date. The Deferred Tax asset is recognised and is carried forward only to the extent there is a virtual certainty that the asset will be realized in future.

H. FOREIGN CURRENCY TRANSACTIONS:

- i) Transactions denominated in foreign currencies are normally recorded at the exchange rate prevailing on the date of the transaction.
- ii) Monetary items denominated in foreign currencies at the year end are restated at year end rates.
- iii) Non monetary foreign currency items are carried at cost.
- iv) Any income or expense on account of exchange difference either on settlement or on translation is recognised in the Profit & Loss Account.

I. PROVISION, CONTINGENT LIABILITIES AND CONTINGENT ASSETS:

Provisions involving substantial degree of estimation in measurement are recognised when there is a present obligation as a result of past events and it is probable that there will be an outflow of resources. Contingent Liabilities are not recognised but are disclosed in the notes. Contingent Assets are neither recognised nor disclosed in the financial statements

NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2014

J. PRELIMINARY AND ISSUE EXPENSES

Preliminary and Expenses related to issue of equity and equity related instruments are amortised over a period of ten years as per Section 35D of Income Tax Act, 1961.

K. INTANGIBLE ASSETS

Intangible assets are stated at cost of acquisition less accumulated Amortization. Software, which is not integral part of the related hardware, is classified as an intangible asset and is amortized over the useful life of three years. Amortization is done on straight line method.

L. LEASES**Where the Company is lessee**

Leases where the lesser effectively retains substantially all the risk and benefits of ownership of the leased item, are classified as operating leases. Operating Lease payments are recognized as an expenses in the statement of profit and loss account on a straight basis over the lease term.

M. EARNINGS PER SHARE

Basic earnings per share are calculated by dividing the net profit or loss for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the year.

For the purpose of calculating diluted earnings per share, the net profit or loss for the year attributable to equity shareholders and the weighted average number of shares outstanding during the year are adjusted for the effects of all dilutive potential equity shares.

Particulars	(₹ in Lacs)	
	As At March 31, 2014	As At March 31, 2013
NOTE - 2		
SHARE CAPITAL		
Authorised		
91,00,00,000 Equity Shares of ₹ 10/- each (Previous year 91,00,00,000)	91,000.00	91,000.00
Total	<u>91,000.00</u>	<u>91,000.00</u>
Issued and Subscribed & Paid up		
21,65,71,232 Equity Shares of ₹10 each fully paid up (Previous year 1,07,40,000)	21,657.12	1,074.00
Suspense Share Capital- SKIL	-	17,435.88
Suspense Share Capital- HCWLL	-	2,006.02
Suspense Share Capital- FDLL	-	1,141.22
Total	<u>21,657.12</u>	<u>21,657.12</u>

2.1 Reconciliation of number of Equity shares outstanding at the beginning and at the end of the year

	As at March 31, 2014		As at March 31, 2013	
	No. of Shares	Amount	No. of Shares	Amount
No. of shares at the beginning of the year	10,740,000	1,074.00	10,740,000	1,074.00
Add: Shares issued during the year				
- On Preferential basis	-	-	-	-
- On Scheme of Amalgamation and Arrangement	205,831,232	20,583.12		
No. of shares at the end of the year	<u>216,571,232</u>	<u>21,657.12</u>	<u>10,740,000</u>	<u>1,074.00</u>

2.2 Details of Shareholders, holding more than 5% of Paid up Equity Share Capital of the Company

Name of Shareholders	As at March 31, 2014		As at March 31, 2013	
	No. of Shares	% of Holding	No. of Shares	% of Holding
Metropolitan Industries	87,546,827.00	40.42%		
Montana Infrastructure Ltd	52,792,841.00	24.38%		
Ashoka Investment Holdings Private Ltd	11,276,659.00	5.21%		
Rupali B Gandhi			1,208,000.00	11.25%
Nikhil P Gandhi			1,175,000.00	10.94%
Bhavesh P Gandhi			1,175,000.00	10.94%
Neha N Gandhi			1,168,665.00	10.88%
Krosslink Infrastructure Limited			1,274,834.00	11.87%

NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2014

(₹ in Lacs)

2.3 Right to Equity Shareholders :

The Company has only one class of Equity Share having par value of ₹10 per share. Each Equity shareholder is eligible for one vote per share held. In the event of liquidation of the company, the Equity shareholders will be entitled to receive any of the remaining assets of the company, after distribution of all preferential amount. The distribution will be in proportionate to the number of equity share held by the shareholders.

2.4 In terms of the Scheme of Amalgamation and Arrangement of erstwhile SKIL Infrastructure Limited ("SKIL"), Horizon Countrywide Logistics Limited ("HCWLL") and Fastlane Districts & Logistics Limited ("FDLL") with Horizon Infrastructure Limited (name changed to SKIL or "the Company"), the Company has issued and allotted 20,58,31,232 equity shares of ₹ 10/- each fully paid up of the Company to the shareholders of erstwhile SKIL, HCWLL, FDLL. Consequent upon the said allotment, the paid up share capital of the Company has increased from ₹1,074 Lacs/- to ₹ 21,657.12/- Lacs only. The Company has received listing approval from National Stock Exchange of India limited vide letter dated January 7, 2014 for the said shares.

Particulars	As At March 31, 2014	As At March 31, 2013
NOTE - 3		
RESERVES AND SURPLUS		
Securities Premium		
Balance as per last Balance Sheet	34,974.56	36,024.56
Less: Redemption Premium on Redeemable Non Convertible Bonds	<u>8,511.00</u>	<u>1,050.00</u>
	26,463.56	34,974.56
Foreign Currency Translation Reserve		
Balance as per last Balance Sheet	(374.89)	-
Add/ Less : During the year	<u>1,444.20</u>	<u>(374.89)</u>
	1,069.31	(374.89)
Statutory Reserve		
Balance as per last Balance Sheet	0.65	
Add : Transfer from Profit & Loss Account	<u>10.23</u>	<u>0.65</u>
	10.88	0.65
Capital Reserve		
Balance as per last Balance Sheet	255,532.27	347,052.01
Less: Merger Expenses	(61.47)	-
Less: Goodwill	-	(71,278.81)
Less: Losses transferred from Surplus account as per scheme of Merger	<u>(8,683.46)</u>	<u>(20,240.93)</u>
	246,787.34	255,532.27
Surplus		
Balance as per last Balance Sheet	(1,294.56)	0.00
Prior period Items	-	-
Profit/(Loss) during the year	(20,439.91)	(21,499.58)
Amount available for appropriation	(21,734.47)	(21,499.58)
Add: Appropriations		
Deferred Tax Assets	-	(11.24)
Short Income Tax Provision	(14.69)	(24.67)
Transfer to Statutory Reserve	(10.23)	-
Profit on Disposal of Investment in Subsidiary	19.41	-
	<u>(21,739.98)</u>	<u>(21,535.49)</u>
Less : Transfer to Capital Reserve as per scheme of Merger	<u>(8,683.46)</u>	<u>(20,240.93)</u>
	(13,056.52)	(1,294.56)
Total	<u>261,274.57</u>	<u>288,838.03</u>

NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2014

(₹ in Lacs)

Particulars	As At	
	March 31, 2014	As At March 31, 2013
NOTE - 4		
LONG TERM BORROWINGS		
SECURED		
Term Loan from Bank	79,227.05	79,745.41
Term Loan from a Financial Institution	-	23,000.00
Inter Corporate Deposits	7,807.95	12,675.50
Vehicle Loans	14.83	45.98
	87,049.83	115,466.89
UNSECURED		
175 Nos.(previous year 175 Nos) 3% Redeemable Non Convertible Bonds of ₹1,00,00,000 Each	17,500.00	17,500.00
829 Nos.(previous year 829 Nos.) 0% Redeemable Non Convertible Bonds of ₹1,00,00,000 Each	82,900.00	82,900.00
Inter Corporate Deposits		
- Related Parties	4,000.00	4,000.00
- Others	1,000.00	1,000.00
	105,400.00	105,400.00
Total	192,449.83	220,866.89

4.1 Term loan from Bank / Financial Institution and Inter Corporate Deposits referred to above and ₹ 62556.50 lacs included in current maturities of long term debt in Note No. 9 are secured as under:

- i) ₹11,000.00 lacs from a Bank is secured by way of pledge of investments of the Company as mentioned in Note No.12.1 and by way of Equitable mortgage of land owned by other Body Corporates.
- ii) Term loan of ₹8,790.02 Lacs from a Bank is secured by :
 - Exclusive pari passu charge on the entire movable and immovable assets, current assets of the company both present & future.
 - Exclusive charge on immovable property of other Body Corporate.
 - First pari-passu charge on immovable property of subsidiary Company.
 - Corporate Guarantee given by subsidiary and other Body Corporate
 - Personal guarantee given by a Director
- iii) Term loan of ₹ 18,799.46 Lacs from Banks are secured by :
 - First pari-passu charge on the entire present & future project movable and immovable assets and all right, title & interest of the CFS Project of the Company.
 - Second charge on present & future current assets of the Company.
 - First pari-passu charge on immovable property of other Body Corporates, and further secured by personal guarantee given by a Director.
- iv) Term loan of ₹4,040.00 Lacs from a Bank is secured by :
 - First mortgage and charge on all immovable and movable properties of the Company, both present and future.
 - Exclusive charge on immovable property of Subsidiary.
 - Pledge of investment of Shares in Subsidiary.
 - Personal guarantee given by a two Directors of the Company.
- v) Term loan of ₹ 19,600.00 Lacs from a Bank is secured by way of Equitable Mortgage of land owned by other Body Corporate and also by Corporate Guarantee given by the same Company.
- vi) ₹23,000.00 Lacs from a Financial Institution is secured by way of pledge of investments of the Company as mentioned in Note No.12.1 and of investments of a subsidiary (SKIL Shipyard Holdings Pvt.Ltd.) in certain equity shares.
- vii) Term loan and ICD of ₹20,821.20 Lacs is secured by way of- pledge of Investments of the Company as mentioned in Note no.12.1 and investments of a Subsidiary (SKIL Shipyard Holdings Pvt.Ltd.) in certain equity shares and further secured by way of hypothecation of entire fixed assets of the Company & equitable mortgage of land owned by other Body Corporate.
- viii) Term loan of ₹10,908.00 Lacs is secured by way of- pledge of Investments of the Company as mentioned in Note no.12.1

NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2014

(₹ in Lacs)

and investments of a subsidiary (SKIL Shipyard Holdings Pvt.Ltd.) in certain equity shares and further secured by way of hypothecation of fixed assets of the others.

- ix) Term loan of ₹ 8,675.50 Lacs is secured by way of pledge of investments of the Company as mentioned in Note No. 12.1 and of Investments of a Subsidiary (SKIL Shipyard Holdings Private Limited) in certain equity shares.
- x) Term loan of ₹ 20,000.00 Lacs from bank is Secured by:
- First Pari passu charge on immovable property of Subsidiary i.e. MKIPL.
 - Hypothecation of Plant & Machinery and Equipments upto 50%.
 - Personal guarantee given by a Director.
- xi) Term loan from bank of ₹ 3957.32 Lacs is secured by commercial mortgage, assignment of all receivables, all insurance on the project, assignment of advance payment guarantees and performance bonds from the construction contractors, undertaking from Sohar Free Zone LLC

- 4.2** Term Loans from a Bank, a Financial Institution and Inter Corporate Deposits referred to above and ₹ 62,556.50 Lacs included in current maturities of long term debts in Note No. 9 are guaranteed by one of the Directors of the company in his personal capacity, carry interest rates ranging from 13.75% to 17.50%. and are to be repayable as under :

Year	Amount in Lacs	Secured Loan of Sohar Free Zone LLC (JV)	
2014-15	62,066.75	Within 1 year	489.75
2015-16	34,950.23	2 to 5 year	991.82
2016-17	13,758.57	After 5 year	2,475.75
2017-18	9,710.57		
2018-19	9,900.57		
2019-20	5,400.57		
2020-21	6,190.57		
2021-22	3,656.33		

- 4.3** Vehicles Loans referred to above and ₹31.15 Lacs included in current maturities of long term debts in Note No.9 are secured by way of the hypothecation of the specific vehicles financed. The loans are repayable in 36 to 60 monthly installments (Including interest) as per repayment schedule.
- 4.4** The maturity date of Term loan from a bank of ₹ 20000.00 Lacs due for repayment on 22/09/2013 was extended by bank as per letter dated 25/10/2013 in four quarterly installments beginning from 31/12/2014.
- 4.5** As on March 31, 2014, the company has overdue of ₹ 15721.50 Lacs and ₹ 8816.21 Lacs towards Principle and interest respectively.

Particulars

As At **As At**
March 31, 2014 **March 31, 2013**

NOTE - 5

OTHER NON CURRENT LIABILITIES

Redemption Premium Payable on Redeemable Non Convertible Bonds

	10,464.29	1,953.29
	10,464.29	1,953.29

NOTE - 6

LONG-TERM PROVISIONS

Provision for Gratuity

	26.53	34.53
	26.53	34.53

Particulars

As At March 31, 2014

As At March 31, 2013

NOTE - 7

SHORT TERM BORROWINGS

SECURED

-From Bank

	1,346.02	1,344.05
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Term Loan:

-From Financial Institution

	11,250.00	11,250.00
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-Inter Corporate Deposits

	4,076.53	10,840.75
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	16,672.55	23,434.80
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NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2014

(₹ in Lacs)

Particulars	As At March 31, 2014	As At March 31, 2013
UNSECURED		
Inter Corporate Deposits		
- Related Parties (Refer Note No.32)	390.25	487.75
- Others	674.50	1,575.20
	<u>1,064.75</u>	<u>2,062.95</u>
Total	<u>17,737.30</u>	<u>25,497.75</u>

7.1 The above Secured Loan from Bank is secured by first charge on all present & future immovable and movable properties of the company and Secured Term Loans from a Financial Institution and Inter Corporate Deposits are secured by way of pledge of investments of the company as mentioned in the Note No.12.1 and of investments of a subsidiary (SKIL Shipyard Holdings Pvt. Ltd) in certain equity shares. Further all the secured loans are guaranteed by one of the directors in his personal capacity. The said loans carry interest rates ranging from 14.50% to 20%

7.2 As on March 31, 2014, the Company has overdue of ₹ 14,503.33 Lacs and ₹3,382.31 Lacs towards principal and interest amount respectively.

Particulars	As At March 31, 2014	As At March 31, 2013
NOTE - 8		
TRADE PAYABLES		
Due to Micro, Small and Medium Enterprises	-	-
Due to Others	71,585.59	39,917.52
	<u>71,585.59</u>	<u>39,917.52</u>
Total	<u>71,585.59</u>	<u>39,917.52</u>

8.1 The details of amounts outstanding to Micro, Small and Medium Enterprises under Section 22 of the Micro, Small and Medium Enterprises Development Act, 2006 (MSMED Act), based on the available information with the Company are as under:

Sr. No.	Particulars	As At March 31, 2014	As At March 31, 2013
(i)	Principal amount remaining unpaid	Nil	Nil
(ii)	Interest due thereon	Nil	Nil
(iii)	Interest paid by the Company in terms of Section 16 of Micro, Small and Medium Enterprises Development Act, 2006	Nil	Nil
(iv)	Interest due and payable for the year of delay in payment	Nil	Nil
(v)	Interest accrued and remaining unpaid	Nil	Nil
(vi)	Interest remaining due and payable even in succeeding years	Nil	Nil

NOTE - 9**OTHER CURRENT LIABILITIES**

Current Maturities of Long Term Debts	62,587.64	14,803.12
Advance Received	33,335.98	37,036.19
Interest Accrued & Due on loans	12,198.52	2,329.46
Interest Accrued but not due on loans	508.86	691.35
Other Payables		-
-Statutory Dues	3,923.58	3,197.00
-Others	12,473.48	11,770.65
	<u>16,397.06</u>	<u>14,967.65</u>
Unpaid Dividend	2.42	2.87
Total	<u>125,030.48</u>	<u>69,830.64</u>

NOTE - 10**SHORT TERM PROVISIONS**

Provision for Gratuity	36.28	22.61
Provision for Income Tax (Net)	-	133.33
Provision for Wealth Tax	2.04	0.91
Total	<u>38.32</u>	<u>156.85</u>

NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2014

(₹ in Lacs)

NOTE - 11
FIXED ASSETS

PARTICULARS	GROSS BLOCK					DEPRECIATION / AMORTISATION					NET BLOCK	
	As at 01.04.2013	Additions	Deductions/ Adjustments	Foreign Exchange Adj	As at 31.03.2014	Up To 31.03.2013	For The Period	Deductions/ Adjustments	Foreign Exchange Adj	Up To 31.03.2014	As at 31.03.2014	As at 31.03.2013
Tangible Assets												
Leasehold Land	534.29	-	-		534.29	26.98	5.40	-		32.38	501.91	507.31
Freehold Land	40,890.96	0.39	-		40,891.35	-	-	-		-	40,891.35	40,890.96
Building		3,466.26			3,466.26		13.62			13.62	3,452.64	-
Furniture & Fixtures	97.58	0.07		0.20	97.85	67.48	5.07		0.03	72.58	25.27	30.10
Office Equipments	209.11	2.01		0.33	211.45	147.76	13.47		0.04	161.27	50.19	61.35
Vehicles	1,412.37	-	22.05		1,390.32	1,078.69	81.99	19.60		1,141.08	249.24	333.68
Total	43,144.30	3,468.73	22.05	0.53	46,591.52	1,320.91	119.55	19.60	0.07	1,420.93	45,170.59	41,823.40
Intangible Assets												
Computer	6.84				6.84	3.12	1.24	-		4.36	2.48	3.72
Softwares*												
Software	8.62	7.50		1.10	17.22	0.38	2.90		0.01	3.29	13.93	8.24
Total	15.46	7.50	-	1.10	24.06	3.50	4.14	-	0.01	7.65	16.41	11.96
Grand Total	43,159.77	3,476.23	22.05	1.63	46,615.58	1,324.41	123.69	19.60	0.08	1,428.58	45,187.00	41,835.36
Previous Year	43,128.42	31.45	0.10		43,159.77	1,189.85	134.56	-		1,324.41	41,835.36	

* Other than internally generated

Particulars	Number of shares		As At	
	March 31, 2014	March 31, 2013	March 31, 2014	March 31, 2013
NOTE - 12				
NON CURRENT INVESTMENTS				
Long Term Investment (Trade)				
In Equity Shares of Associate Companies				
Unquoted Fully Paid up				
Urban Infrastructure Holdings Private Limited of ₹ 10 Each	124,156,500	124,156,500	106,364.67	106,364.67
Total (A)			106,364.67	106,364.67
In Equity Shares of Associate Companies				
Quoted Fully Paid up				
Pipavav Defence and Offshore Engineering Co.Ltd. of ₹ 10 Each	305,414,729	297,758,368	277,707.49	271,985.89
Total (B)			277,707.49	271,985.89
In Equity Shares of Other Companies- Quoted Fully Paid Up				
Horizon Infrastructure Ltd. of ₹ 10 Each	-	50,000	-	95.20
Everonn Education Ltd. of ₹ 10 Each	4,000,000	4,000,000	12,803.98	12,803.98
Total (C)			12,803.98	12,899.18
In Equity Shares of Other Companies				
Unquoted Fully Paid Up				
Mumbai SEZ Limited of ₹10 Each	146,408,090	146,408,090	42,627.11	42,627.11
Donyi Polo Petrochemicals Limited of ₹ 10 Each	2,625,500	2,625,500	227.48	227.48
SKIL Knowledge Cities Pvt. Ltd. of ₹10 Each	5,000	5,000	0.50	0.50
Karanja Terminal & Logistics Pvt. Ltd. of ₹10 Each	24,500	24,500	2.45	2.45
Shriram New Horizons Ltd. of ₹10 Each (Formerly known as New Horizons India Ltd.)	5,000,000	5,000,000	4,500.00	4,500.00
Total (D)			47,357.54	47,357.54
Unquoted Fully Paid Up - Others				
Fastlane Distriparks & Logistics Limited's Trust	5,934,328	5,934,328	3,857.31	3,857.31
Horizon Country Wide Logistics Limited's Trust	9,308,160	9,308,160	6,329.55	6,329.55
Total (E)			10,186.86	10,186.86
Total (A+B+C+D+E)			454,420.54	448,794.14

NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2014

(₹ in Lacs)

12.1 Details of shares pledged :

- (a) Investment in Everonn Education Limited includes 40,00,000 (Previous Year 32,00,000) are pledged with the lenders of the subsidiaries of an associate Company.
- (b) Investment in Pipavav Defence and Offshore Engineering Co.Ltd. includes 12,16,50,500 (Previous Year 12,16,50,500) shares pledged with the lenders of an associate of the Company, 1,83,33,846 (Previous year NIL) shares pledged with lenders of the Company, 12,63,04,425 (Previous Year 11,22,26,692) shares pledged with the lenders of the company and a subsidiary (SKIL Shipyard Holdings Pvt.Ltd.). 3,80,20,957 (Previous Year 3,31,10,647) share pledged with lenders of the subsidiaries of an associate Company.

12.2 Refer Note No.1C for basis of valuation.

12.3 Aggregate Value of: -

Particulars	As At	As At
	March 31,2014	March 31,2013
Quoted Investments		
Book Value	290,511.47	284,885.07
Market Value	109,624.81	220,962.35
Unquoted Investments		
Book Value	163,909.07	163,909.07
Particulars	As At	As At
	March 31,2014	March 31,2013
NOTE - 13		
LONG-TERM LOANS AND ADVANCES		
Capital Advance	17,505.23	23,100.98
(Unsecured and Considered Good)		
Deposits		
-Others	1,465.06	1,352.45
Advance Tax (Net)	1,826.04	1,857.68
Other Advances	0.81	
Total	20,797.14	26,311.11
NOTE - 14		
OTHER NON CURRENT ASSETS		
Preliminary Expenses	34.00	43.00
Advance Given	2,265.00	2,265.00
	2,299.00	2,308.00
NOTE - 15		
DEFERRED TAX LIABILITY / (ASSETS)		
As required by Accounting Standard 22 on "Accounting for Taxes on Income" Deferred Tax comprises of the following items:		
Deferred Tax Assets	-	-
Deferred Tax Liabilities		
- Related to Fixed Assets	108.49	-
	108.49	-

	Number of Shares		As At	As At
	March 31,2014	March 31,2013		

NOTE - 16

CURRENT INVESTMENTS

In Equity Shares

Quoted Fully Paid up

Batliboi Ltd. of ₹ 5 each	41,000.00	41,000.00	9.64	9.64
B F Utility Ltd. of ₹ 5 each	200.00	200.00	1.57	1.57
Gajra Bevel Gears Ltd. of ₹ 10 each	19,000.00	19,000.00	0.66	0.66
Gujarat Narmada Vally Fertiliser Co. Ltd. of ₹ 10 each	1,000.00	1,000.00	0.96	0.96
Gulf Oil Ltd. of ₹ 2 each	7,050.00	7,050.00	5.66	5.66

NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2014

(₹ in Lacs)

	Number of Shares		As At	As At
	March 31,2014	March 31,2013	March 31,2014	March 31,2013
Ramco Systems Ltd. of ₹ 10 each	7,000.00	7,000.00	7.71	7.71
Reliance Industrial Infrastructure Ltd. of ₹ 10 each	5,200.00	5,200.00	32.79	32.79
Reliance Power Ltd. of ₹10 each	10,125.00	10,125.00	13.13	13.13
Sahara Hsg. Finance Ltd. of ₹10 each	500.00	500.00	0.43	0.43
BAG Films & Media Ltd. of ₹ 2 each	9,900.00	9,900.00	0.72	0.72
Reliance Industries Ltd. of ₹ 10 each	542.00	542.00	5.68	5.68
Bank of Baroda of ₹ 10 each	5,196.00	5,196.00	50.04	50.04
Gitanjali Gems Ltd. of ₹ 10 each	5,311.00	5,311.00	13.18	13.18
DSK Developers Ltd. of ₹ 10 each	724.00	724.00	0.38	0.38
INOX Leisure Ltd. of ₹ 10 each	217.00	217.00	0.10	0.10
Varun Industries Ltd. of ₹ 10 each	1,105.00	1,105.00	2.03	2.03
Rural Electrification Corporation Ltd. of ₹ 10 each	276.00	276.00	0.70	0.70
B F Investments Ltd of ₹ 5 each	200.00	200.00	3.30	3.30
In Units				
Quoted Fully Paid up				
Investment in HDFC Cash Mgmt. Fund - Treasury Advantage Plan - Wholesale -Daily Dividend of ₹ 10 each	47,926.55	47,926.55	4.81	4.81
Investment in HDFC Cash Mgmt. Fund - Treasury Advantage Plan - Retail -Daily Dividend of ₹ 10 each	4,527.00	1,247.76	0.45	0.12
Unquoted Fully Paid up				
Urban Infrastructure Opportunities Fund of ₹ 87,500 each	2,750.00	2,750.00	3,491.43	3,495.55
Total			3,645.37	3,649.16

16.1 Refer Note No.1C for basis of valuation.

16.2 Aggregate Value of: -

Particulars	As At	As At
	March 31,2014	March 31,2013
Quoted Investments		
Book Value	153.94	153.61
Market Value	108.80	118.74
Unquoted Investments		
Book Value	3,491.43	3,495.55

NOTE - 17

As At March 31,2014

As At March 31, 2013

TRADE RECEIVABLES

(Unsecured & Considered Good)

Outstanding for more than Six months	48,496.94	17,818.00
Others	23,414.37	24,776.02
Total	71,911.31	42,594.02

NOTE - 18

CASH AND BANK BALANCES

Cash & Cash Equivalents

Balance with Banks in current account	1,336.39	5,296.63
Fixed Deposit with Bank	28.62	-
Cash on hand	28.34	22.71
Total	1,393.35	5,319.34

NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2014

(₹ in Lacs)

	As At March 31, 2014	As At March 31, 2013
NOTE - 19		
SHORT TERM LOANS & ADVANCES		
(Unsecured, Considered Good unless otherwise stated)		
Share Application Money to:		
-Others		
Considered Good	-	656.98
	-	656.98
Other advances recoverable in cash or kind or for value to be received:		
-Related Parties	9,143.25	12,575.00
-Directors and Other Relatives	39.53	-
-Others		
Considered Good	39,120.09	36,800.52
Considered Doubtful	31.50	31.50
	<u>48,334.37</u>	<u>49,407.02</u>
Less : Provision for Doubtful Debts	31.50	31.50
	48,302.87	49,375.52
Deposits:		
-Related Parties	14.50	14.50
-Others	27.33	145.96
	41.83	160.46
	<u>48,344.70</u>	<u>50,192.96</u>
NOTE - 20		
OTHER CURRENT ASSETS		
Other Receivables	6.51	1.02
	<u>6.51</u>	<u>1.02</u>
Particulars	For the year ended	For the year ended
	March 31, 2014	March 31, 2013
NOTE - 21		
REVENUE FROM OPERATIONS		
Other Operating Revenue		
Income from Operations	38,495.46	47,206.14
	<u>38,495.46</u>	<u>47,206.14</u>
NOTE - 22		
OTHER INCOME		
Consultancy Income	-	9.79
Dividend Income from other than Subsidiary on		
-Current investments	40.98	124.18
-Long term investments	-	0.50
Profit on Sale of Fixed Assets (Net)	1.60	-
Interest Income	54.57	36.56
Sundry Balances Written back (Net)	5.59	0.40
Miscellaneous Income	11.95	8.03
	<u>114.69</u>	<u>179.46</u>
NOTE - 23		
COST OF OPERATIONS		
Contract Expenses & Hire Charges	34,924.17	43,798.47
	<u>34,924.17</u>	<u>43,798.47</u>
NOTE - 24		
EMPLOYEE BENEFITS EXPENSES		
Salaries and Wages	721.88	1,726.45
Gratuity Expenses	5.68	-
Contribution to Provident fund and Other Fund	1.58	1.76
Staff Welfare	2.18	0.16
	<u>731.32</u>	<u>1,728.37</u>

NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2014

(₹ in Lacs)

24.1 Employee Benefits:

As per Accounting Standard 15 "Employee Benefits" the disclosure of employee benefits as defined in the accounting standards are given below:

Defined Contribution Plan

Particulars	2013-14	2012-13
Employers Contribution to Provident Fund	1.21	1.29
Employers Contribution to Pension Fund	0.40	0.47
	<u>1.62</u>	<u>1.76</u>

Defined Benefit Plan (Unfunded)

The Employees Gratuity Fund Scheme of the Company is a defined benefit plan. The present value of obligation is determined based on actuarial valuation using the Projected Unit Credit Method.

a) Reconciliation of opening and closing balances of the present value of the defined benefit obligation.

Particulars	2013-14	2012-13
Defined Benefit Obligation at beginning of the year	57.14	74.22
Current & Past Service Cost	2.06	2.53
Current Interest Cost	3.76	3.34
Past Service Cost (Non -vested Benefits)	-	-
Actuarial (Gain) / Loss	(0.15)	(22.94)
Benefits paid	-	-
Defined Benefit Obligation at the end of the year	62.82	57.14

b) Reconciliation of Present Value of Obligation and Fair Value of Plan Assets

Particulars	2013-14	2012-13
Fair Value of Plan Assets at the end of the year	-	-
Defined Benefit Obligation at end of year	62.82	57.14
Liabilities recognized in the Balance Sheet	62.82	57.14

c) Expenses recognized during the year

Particulars	2013-14	2012-13
Current & Past Service Cost	2.06	2.53
Interest Cost	3.76	3.34
Past Service Cost (Non -vested Benefits)	-	-
Expected Return on Plan Assets	-	-
Actuarial (Gain) / Loss	(0.15)	(22.94)
Net Cost Recognised in Profit and Loss Account	5.68	(17.08)

d) Assumptions used to determine the defined benefit obligations

Particulars	2013-14	2012-13
Mortality Table (LIC)	LIC (1994-96)Ultimate	
Discount Rate (p.a.)	9.15%	7.85%
Estimated Rate of Return on Plan Asset	-	-
Expected Rate of increase in Salary (p.a.)	7.00%	7.00%

The estimates of rate of increase in salary considered in actuarial valuation, taking into account, inflation, seniority, promotion, attrition and other relevant factors including supply and demand in the employment market. The above information is certified by Actuary.

Particulars	For the year ended March 31, 2014	For the year ended March 31, 2013
NOTE - 25		
FINANCE COST		
Interest Expenses	21,942.36	22,413.74
Other Borrowing Costs	64.61	980.93
	<u>22,006.97</u>	<u>23,394.67</u>

NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2014

(₹ in Lacs)

Particulars	For the year ended March 31, 2014	For the year ended March 31, 2013
NOTE - 26		
OTHER EXPENSES		
Advertisement & Business Promotion Expenses	17.76	11.74
Bank Charges & Commission	1.38	1.35
Rent	148.77	164.84
Rates and Taxes	231.67	5.30
Printing and Stationery	5.12	7.98
Postage & Courier	21.99	-
Repair and Maintenance - Other	29.70	32.12
Manpower & Security Charges	159.02	150.43
Communication Expenses	0.37	27.49
Travelling, Conveyance & Vehicle Expenses	76.59	106.78
Wealth Tax	1.12	-
Legal and Professional Charges	252.56	302.73
Administrative & Office Expenses	321.63	182.07
Other Miscellaneous Expenses	0.04	40.99
Payment to Auditors (Refer Note No.26.1)	30.52	21.97
Prior Period Expenses	-	0.98
Loss on Sale of Investment	58.98	-
Donation	1.00	5.10
Sundry Balance Written off (Net)	-	0.02
Preliminary, Pre-Operative & Share issue expenses written off	9.00	9.00
Sitting Fees to Directors	1.60	1.20
Insurance Charges	4.63	1.50
Interest on TDS	167.90	6.69
	1,541.35	1,080.28

26.1 Payment To Auditors (Including Service Tax)

Particulars	For the year ended March 31, 2014	For the year ended March 31, 2013
Audit Fees	20.02	15.56
Tax Audit Fees	2.28	2.00
Certification Charges	-	0.25
Other matters	7.75	1.74
Service Tax	3.44*	2.42
Total	33.49	21.97

*₹ 2.97 Lacs are Adjusted against Cenvat credit in current financial year

NOTE - 27

List of Companies considered in the Consolidated Financial Statement are as follows :

Sr. No.	Name of the Companies	Country of Incorporation	Proportion of Ownership Interest	Relationship
1	SKIL Himachal Infrastructure & Tourism Limited	India	100.00%	Subsidiary
2	SKIL Shipyard Holdings Private Limited	India	100.00%	Subsidiary
3	SKIL Karnataka SEZ Limited	India	100.00%	Subsidiary
4	SKIL Singapore Pte Limited of Singapore	Singapore	100.00%	Subsidiary
5	Pipavav Electronic Warfare Systems Private Limited (Formerly known as SKIL Strategic Deterrence Systems Pvt. Ltd.)	India	100.00%	Subsidiary
6	Energy India Corporation Limited	India	99.70%	Subsidiary
7	SKIL Advanced Systems Private Limited	India	100.00%	Subsidiary
8	Chiplun FTWZ Pvt. Ltd.	India	52.00%	Subsidiary
9	Metrotech Technology Park Pvt. Ltd.	India	100.00%	Subsidiary
10	Jansampada Engineering Compnay Pvt. Ltd. (Formerly known as Jansampada Infraprojects Pvt. Ltd.)	India	100.00%	Subsidiary

NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2014

				(₹ in Lacs)
Sr. No.	Name of the Companies	Country of Incorporation	Proportion of Ownership Interest	Relationship
11	Mahakleshwar Knowledge Infrastructure Pvt. Ltd.	India	84.96%	Subsidiary
12	Gujarat Positra Port Company Limited	India	73.60%	Subsidiary
13	Pipavav Aero Infrastructure Pvt. Ltd.	India	100.00%	Step-Down Subsidiary
14	SKIL Midivisana Engineering Pvt Ltd.	India	100.00%	Step-Down Subsidiary
15	SKIL Vision Aerial Solutions Pvt.Ltd.	India	100.00%	Step-Down Subsidiary
13	Pipavav Defence and Offshore Engineering Company Limited	India	42.46%	Associate
14	Sohar Free Zone LLC	Sultanate of Oman	33.33%	Joint Venture

Urban Infrastructure Holding Private Limited is an Associate of the Company, whose Profit / (loss) is not included in this Consolidated Financial Statements due to unavailability of financials of that Company.

NOTE - 28

EARNINGS PER SHARE (EPS) - BASIC AND DILUTED

Particulars	2013-2014	2012-2013
Net Profit / (Loss) after Tax (₹ In Lacs)	(20,439.91)	(21,499.58)
Amount available for calculation of Basic & Diluted EPS (₹ In Lacs)	(20,439.91)	(21,499.58)
Weighted Average No. of Equity Shares outstanding for Basic & Diluted EPS (Nos.)	216,571,249	10,740,000
Basic & Diluted Earnings per share of ₹ 10/- each (in ₹)	(9.44)	(200.18)*

*Due to impact of the Scheme of merger between Company & Amalgamating Companies, there was suspense share capital of 205,831,232 number of equity shares pending to be allotted to shareholders of Amalgamating Companies during the previous year. If these shares would have been allotted, it would have resulted in total equity capital of 216,571,232 no. of Equity shares and resultant EPS (9.93) during the year 2012-13.

NOTE - 29

CONTINGENT LIABILITIES AND COMMITMENTS

Particulars	2013-2014	2012-2013
a. Contingent Liabilities (To the extent not provided for):		
(No Cash Out Flow is expected)		
(i) Corporate Guarantees given to Bank/Financial Institutions for borrowings taken by -Others	895,585.00	841,425.00
(ii) Income Tax Demands not acknowledged as debts	2,716.08	1,143.59

b. Capital Commitments:

Estimated amount of contracts remaining to be executed on Capital Accounts and not provided for (Net of Advances) as at 31st March, 2014 is ₹855.73 Lacs (Previous year ₹ 1015.26 lacs). (Cash flow is expected on execution of such Capital Contracts on Progressive basis).

NOTE - 30

The Scheme of Amalgamation and Arrangement between the Three Transferor Companies namely 1) SKIL Infrastructure Limited (SKIL), 2) Horizon Countrywide Logistics Limited (HCWLL), 3) Fastlane Distripark and Logistics Limited (FDLL) and Transferee Company namely Horizon Infrastructure Limited had been approved by Hon'ble Bombay High Court u/s 391 to 394 read with sections 78, 100 to 104 of the Companies Act, 1956 on September 20, 2013 and upon necessary filing with the Registrar of Companies on September 28, 2013, the scheme became effective, consequently the merger of Transferor Companies into Transferee Company becomes effective from the appointed date of April 1, 2011 and hence this merged statement of accounts had been prepared for financial year 2012-2013 and onwards. Pursuant to the Scheme, the Registrar of Companies Mumbai, Maharashtra has sanctioned the change of the name of the Company from "Horizon Infrastructure Limited" to "SKIL Infrastructure Limited" vide fresh Certificate of Incorporation dated January 22, 2014.

NOTE - 31

In terms of the Scheme, the entire business and the whole of the undertaking of SKIL, HCWLL and FDLL, as a going concern stands transferred to and vested in the Company with effect from April 01, 2011, being the Merger Appointed Date. In consideration of the amalgamation of SKIL, HCWLL and FDLL with the Company, the Company issued 205,831,232 Equity Shares of ₹ 10/- each fully paid-up in the Company, aggregating to ₹ 2,058,312,320 in the following ratio : (i) 174,358,814 Equity Shares of ₹ 10/- to the shareholders of SKIL in the ratio of 11 Equity Shares of ₹ 10/- each of the Company for every 19 Equity Shares of ₹ 10/- each held by the Shareholders in SKIL; (ii) 20,060,249 Equity Shares of ₹ 10/- to the shareholders of HCWLL in the ratio of 10 Equity Shares of ₹ 10/- each of the Company for every 68 Equity Shares of ₹ 10/- each held by the Shareholders in HCWLL; and (iii) 11,412,169 Equity Shares of ₹ 10/- to the Shareholders of FDLL in the ratio of 10 Equity Shares of ₹ 10/- each of the Company for every 65 Equity Shares of ₹ 10/- each held by the Shareholders in FDLL.

Accounting for Amalgamation: The amalgamation of SKIL, HCWLL and FDLL with the Company is accounted for on the basis of the Purchase Method as envisaged in the Accounting Standard (AS) - 14 on Accounting for Amalgamations specified in the Companies(Accounting Standard) Rules 2006 and in terms of the scheme, as below :

- All the assets and liabilities of all three transferor Companies are valued at their fair value as Board of Directors had decided to follow Amalgamation in nature of Purchase Method and merged with assets and liabilities of transferee Company. Suitable effect

NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2014

(₹ in Lacs)

is given for following uniform accounting policies and methods.

- Aggregate excess of the value of net assets determined as per above, over the shares to be issued and allotted to share-holders of the transferor Companies pursuant to the scheme, loss of the transferor Companies and stamp duty and other cost incurred towards the scheme is adjusted by transferee Company to capital reserve account. The loss of the transferor Companies if any upto effective date shall also be adjusted to the capital reserves as mentioned in the Scheme of Amalgamation and Arrangement.
- The holding of SKIL in HCWLL and HCWLL in FDLL stand transferred to HCWLL and FDLL trust respectively from the effective date and the said trusts shall be allotted shares as per the exchange ratio.
- The inter Company balances and transactions stood cancelled.

NOTE - 32

RELATED PARTY DISCLOSURES

As per Accounting Standard 18, the disclosures of transactions with related parties as defined in the Accounting Standard are given below:

a. List of related parties where control exists and related parties with whom transaction have taken place and relationships:

Name of the related Party	Relationship
Pipavav Defence and Offshore Engineering Company Limited	Associates
Urban Infrastructure Holding Private Limited	
Metropolitan Industries	
Sohar Free Zone LLC	Joint Venture
Mr.Nikhil P. Gandhi	Key Management Personnel (KMP)
Mr.Bhavesh P.Gandhi	
Mr. Ajay Khara	
Mr. C.S. Sanghavi	
Matushree Nirmalaben Gandhi Charitable Foundation	Enterprises over which Key Management Personnel are able to exercise significant influence.
Grevek Investment & Finance P. Ltd.	
Rhett Infraprojects Pvt.Ltd.	
Awaita Properties Pvt. Ltd.	
E- Complex Pvt. Ltd	

b. Transaction with Related Parties

Nature of Transaction	Associates / Joint Venture	KMP	Enterprises over which KMP has significant influence	Total
Investments				
Investment - purchased during the year	5,378.47	-	-	5,378.47
Investment - sold during the year	-	-	-	-
Impairment of Investment	-	-	-	-
Investment Written Off	-	-	-	-
Balance as at March 31, 2014	384,072.16	-	-	384,072.16
Loans & Advances				
Advances Given	610.21	-	541.70	1,151.91
Advances Received Back	979.85	-	3,596.28	4,576.13
Advances Written off	-	-	-	-
Advances as at March 31, 2014	14.06	-	9,111.93	9,125.99
Current Liabilities				
Received	-	-	16,547.30	16,547.30
Refund back	-	-	15,448.42	15,448.42
Balance as at March 31, 2014	-	-	25,710.44	25,710.44
Inter Corporate Deposit	-	-	-	-
Received	-	-	-	-
Refund back	-	-	-	-
Balance as at March 31, 2014	-	-	4,390.00	4,390.00
Deposits	-	-	-	-
Deposit as at March 31, 2014	5.00	9.50	-	14.50
Redeemable Non Convertible Bonds as at March 31, 2014	-	-	100,400.00	100,400.00
Redemption Premium Payable	-	-	10,464.29	10,464.29
Sale of Investments	-	-	36.23	36.23
Interest Expenses	-	-	525.00	525.00
Rent	-	-	3.24	3.24
Corporate Guarantee Given o/s as at March 31, 2014	849,785.00	-	30,200.00	879,985.00
Managerial Remuneration	-	233.33	-	233.33

NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2014

(₹ in Lacs)

c. Details of major transactions with related party

		2013-14	2012-13
Investment - Purchased / Allotted during the year			
Pipavav Defence & Offshore Engineering Limited		23,608.55	-
Investment - sold during the year		-	-
Investment at the end of the year	Pipavav Defence and Offshore Engineering Company Ltd.	384,072.16	252,537.19
	Urban Infrastructure Holdings Pvt. Ltd.	106,365.14	106,365.14
Advances Received	Grevek Investment & Finance Pvt.Ltd.	15,062.30	25,863.51
	Awaita Properties Pvt.Ltd.	-	1.00
	E Complex Private Limited	1,485.00	-
Refund of Advance	Grevek Investment & Finance Pvt.Ltd.	13,948.42	1,682.36
	Awaita Properties Pvt.Ltd.	-	348.64
	E Complex Private Limited	1,500.00	-
Advances at the end of the year	Grevek Investment & Finance Pvt.Ltd.	7,636.59	1,436.12
	E Complex Private Limited	18,073.85	-
Bond Application Money Received	Grevek Investments & Finance Pvt.Ltd.	-	69,700.00
Issuance of Bond	Grevek Investments & Finance Pvt.Ltd.	-	82,900.00
Redeemable Non convertible Bonds at the end of the year	Grevek Investments & Finance Pvt.Ltd.	100,400.00	100,400.00
Redemption Premium Payable	Grevek Investments & Finance Pvt.Ltd.	10,464.29	1,953.29
Inter-Corporate Deposit Received	Awaita Properties Pvt.Ltd.	-	5.80
	Grevek Investments & Finance Pvt.Ltd.	-	97.75
Inter-Corporate Deposit Repayment	Awaita Properties Pvt.Ltd.	-	738.01
	Grevek Investments & Finance Pvt.Ltd.	-	-
Inter-Corporate Deposit at the end of the year	Rhett Infraprojects Pvt.Ltd.	390.00	390.00
	Grevek Investments & Finance Pvt.Ltd.	4,000.00	4,097.75
Advances Given	Pipavav Defence and Offshore Engineering Company Ltd.	610.21	200.00
	Awaita Properties Pvt.Ltd.	10.20	22.34
	Grevek Investment and Finance Private Limited	531.50	-
Advances received back	Pipavav Defence and Offshore Engineering Company Ltd.	979.85	156.17
	Grevek Investment and Finance Private Limited	3,596.28	-
Advance Receivable at the end of the year	Pipavav Defence and Offshore Engineering Company Ltd.	14.06	383.71
	Awaita Properties Pvt. Ltd.	25.00	18.03
	Grevek Investment and Finance Private Limited	9,086.93	-
Capital Advances	Grevek Investments & Finance Pvt.Ltd.	-	4,850.00
Deposit at the end of the year	Mr.Bhavesh P.Gandhi	9.50	9.50
	Awaita Properties Pvt.Ltd.	5.00	5.00
Rent	Awaita Properties Pvt.Ltd.	3.24	8.00
Interest	Grevek Investments & Finance Pvt.Ltd.	525.00	525.00
Corporate Guarantee Given o/s at the end of the year	Pipavav Defence and Offshore Engineering Company Ltd.	849,785.00	798,025.00
	E Complex Pvt. Ltd.	30,200.00	30,200.00
	Grevek Investments & Finance Pvt.Ltd.	-	12,000.00
Managerial Remuneration	Mr. Ajay Khara	83.33	134.67
	Mr. Nikhil Gandhi	150.00	-
	Mr. C.S. Sanghavi	-	81.50

NOTE - 33

SEGMENT INFORMATION:-

The Company is mainly engaged in Infrastructure activity in India. All the Activities of the Company revolve around this main Business as such there are no separate reportable Segments as per Accounts Standard on Segment Reporting.

NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2014

(₹ in Lacs)

NOTE - 34

EXPENDITURE IN FOREIGN CURRENCY :

Particulars	For the year ended	For the year ended
	March 31, 2014	March 31, 2013
Travelling Expenses	15.87	12.64
Salary Expenses	-	5.16
Total	15.87	17.80

NOTE-35

Jointly Controlled Entity :

Name	Country of Incorporation	Ownership interest	
		As at March 31, 2014	As at March 31, 2013
Sohar Free Zone LLC	Sultanate of Oman	0.33	0.33

Particulars	As at 31 December, 2013	As at 31 December, 2012
	Assets	
- Long Term Assets	4,673.51	3,638.87
- Current Assets	1,160.62	1,047.13
Liabilities	-	-
- Non Current Liabilities	3,576.06	2,788.94
- Current Liabilities & Provisions	1,367.49	1,202.92
Income	746.89	325.50
Expenses	542.67	319.03

NOTE-36

LEASES

The Company has entered into cancellable arrangements for taking on lease and license basis certain office premises, accommodation and guest house. The specified disclosure in respect of these agreements is given below:

Particulars	As at March 31, 2014	As at March 31, 2013
	Lease payments recognised in statement of profit and loss account for the year	148.77

i) There is no Escalation clause in the lease agreement.
 ii) There is no restriction imposed by lease arrangements.
 iii) There are no subleases.

NOTE-37

CAPITAL WORK IN PROGRESS

Opening Balance	55,028.40
Add : Addition During The Year	8,080.32
Sub total	63,108.72
Less : Transfer to Fixed Assets	(3,466.26)
Closing Balance	59,642.46

NOTE-38

The previous year's figures have been reworked, regrouped, rearranged and reclassified wherever necessary. Figures pertaining to the subsidiaries and joint ventures have been reclassified where necessary to bring them in line with the Company's financial statements.

AS PER OUR REPORT OF EVEN DATE

For BHARAT SHAH & ASSOCIATES

Chartered Accountants
 Firm Registration No. 101249W

BHARAT A. SHAH
 (Proprietor)
 Membership No. 32281

Date : May 30, 2014
 Place : Mumbai

SUDIPAN BHADURI
 Chief Financial Officer

NILESH MEHTA
 Company Secretary

NIKHIL P. GANDHI
 Chairman

AJAY KHERA
 Managing Director

FOR AND ON BEHALF OF THE BOARD OF DIRECTORS

Summary of Financial information of Subsidiary Companies for the year ended March 31, 2014

Sr. No.	Name of Subsidiary Company	Reporting Currency	Share Capital (paid up)	Reserve & Surplus	Total Assets	Total Liabilities	Details of Investment (Except in Subsidiary)	Turnover	Profit/(Loss) Before Tax	Provision for Taxation	Profit/(Loss) after Taxation	Proposed Dividend	Country
1	SKIL Himachal Infrastructure & Tourism Limited	INR	500,000,000	(8,889)	1,212,597,862	1,212,597,862	2,000,000	58,791	(8,889)	-	(8,889)	-	India
2	SKIL Shipyard Holdings Private Limited	INR	500,000	(1,024,144,960)	2,115,626,567	2,115,626,567	2,113,566,686	1,418,126	(370,305,822)	-	(370,305,822)	-	India
3	SKIL Karnataka SEZ Limited	INR	500,000	(115,631)	340,279,199	340,279,199	-	-	(24,068)	-	(24,068)	-	India
4	SKIL Singapore Pte. Ltd.	INR	7,144,762	(8,875,160)	1,467,442,873	1,467,442,873	-	-	(1,454,797)	-	(1,454,797)	-	Singapore
		SGD	\$163,322	(\$202,877)	\$33,544,255	\$33,544,255	-	-	(\$34,555)	-	(\$34,555)	-	
5	Pipavav Electronic Warfare Systems Pvt. Ltd. (Formerly Known as SKIL Strategic Deterrence Systems Pvt. Ltd.)	INR	100,000	(51,848)	3,192,126	3,192,126	-	-	(12,536)	-	(12,536)	-	India
6	Energy India Corporation Limited	INR	40,143,000	(687,747)	43,695,505	43,695,505	-	-	(38,579)	-	(38,579)	-	India
7	SKIL Advanced Systems Private Limited	INR	500,000	(1,341,654)	59,137,737	59,137,737	-	-	(84,937)	-	(84,937)	-	India
8	Gujarat Positra Port Company Limited	INR	953,659,910	163,906,149	1,638,089,171	1,638,089,171	-	-	(477,292)	-	(477,292)	-	India
9	Metrotech Technology Park Private limited	INR	2,000,000	(620,574)	56,259,582	56,259,582	-	-	(46,611)	-	(46,611)	-	India
10	Jansampada Engineering Co. Ltd. (Formerly Known as Janasampada Infra Project Pvt. Ltd.)	INR	100,000	(74,760)	106,673	106,673	-	-	(16,371)	-	(16,371)	-	India
11	Mahakaleshwar Knowledge Infrastructure Pvt. Ltd.	INR	29,457,830	20,335	4,593,169,116	4,593,169,116	-	-	(214,602)	-	(214,602)	-	India
12	Chiplun FTWZ Private limited	INR	900,000,000	(8,431,667)	984,117,829	984,117,829	-	-	(926,437)	-	(926,437)	-	India

Summary of Financial Information of step down Subsidiary Companies for the year ended March, 31 2014

13	Pipavav Aero Infrastructure Pvt. Ltd.	INR	100,000	(45,945)	91,519	91,519	-	-	(7,051)	-	(7,051)	-	India
14	SKIL Miravisana Engineering Pvt. Ltd.	INR	100,000	(21,303)	95,551	95,551	-	-	(7,050)	-	(7,050)	-	India
15	SKIL Vision Aerial Solutions Pvt. Ltd.	INR	100,000	(24,203)	99,795	99,795	-	-	(18,585)	-	(18,585)	-	India

ATTENDANCE SLIP



SKIL Infrastructure Limited

(Erstwhile Horizon Infrastructure Limited)

(CIN: L36911MH1983PLC178299)

Registered Office: SKIL House, 209, Bank Street Cross Lane, Fort, Mumbai – 400023

Tel: 6619000, Fax: 22696023, E-Mail: skil@skilgroup.co.in, www.skilgroup.co.in

Name _____

DP ID _____ Client ID _____

Ledger Folio No. _____ No. of Shares _____

I hereby record my presence at the 31st ANNUAL GENERAL MEETING of the Company being held on the Tuesday, September 30, 2014 at 1400 hours at Babasaheb Dahanukar Hall, Oricon House, 12 K. Dubhash Marg, Kala Ghoda, Fort, Mumbai 400 001.

Signature _____

-----✂-----TEAR HERE-----✂-----

PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies(Management and Administration) Rules, 2014]

SKIL Infrastructure Limited

(Erstwhile Horizon Infrastructure Limited)

(CIN: L36911MH1983PLC178299)

Registered Office: SKIL House, 209, Bank Street Cross Lane, Fort, Mumbai – 400023

Tel: 6619000, Fax: 22696023, E-Mail: skil@skilgroup.co.in, www.skilgroup.co.in

Name of Member(s)	
Registered Address	
E-mail ID	
Folio No/Client ID	
DP ID	

I/We, being the Member (s) of shares of the above named company, hereby appoint

1. Name :

Address :

E-mail ID : Signature :, or falling him/her

2. Name :

Address :

E-mail ID : Signature :, or falling him/her

3. Name :

Address :

E-mail ID : Signature :

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 31st Annual General Meeting of the Company, to be held on the Tuesday, September 30, 2014 at 1400 hours at Babasaheb Dahanukar Hall, Oricon House, 12, K. Dubhash Marg, Kala Ghoda, Fort, Mumbai - 400 001 and at any adjournment thereof in respect of such resolutions as are indicated below:

Sr. No.	RESOLUTIONS	Optional*	
		For	Against
Ordinary Business:			
1.	Ordinary Resolution for adoption of Audited Balance Sheet as at March 31, 2014, the Statement of Profit and Loss for the year ended on that date and the Reports of the Board of Directors and Auditors thereon.		
2.	Ordinary Resolution for re-appointment of Mr. Nikhil Gandhi, Director, who retires by rotation and being eligible, offers himself for re-appointment.		
3.	Ordinary Resolution for appointment of Auditors and fixing their remuneration.		
Special Business:			
4.	Ordinary Resolution for considering Mr. Bhavesh Gandhi as a retiring Director.		
5.	Ordinary Resolution for appointment of Mr. J. Alexander as an Independent Director of the Company.		
6.	Ordinary Resolution for appointment of Mr. V. Ramanan as an Independent Director of the Company.		
7.	Ordinary Resolution for appointment of Ms. Gayathri Ramachandran as an Independent Director of the Company.		
8.	Ordinary Resolution for Appointment of Mr. Ajay Khhera as a Director.		
9.	Special Resolution for appointment of Mr. Ajay Khhera as a Managing Director and Chief Executive Officer.		
10.	Special Resolution under Section 180(1)(c) of the Companies Act, 2013 for borrowing an amount not exceeding Rs. 6500 Crores.		
11.	Special Resolution for Alteration in Articles of Association of the Company.		
12.	Special Resolution for Alteration in Memorandum of Association of the Company.		

Signed this day of....., 2014 Signature of Shareholder :

Affix Revenue Stamp (Rs. 0.15)

Signature of Proxy holder(s)

Note:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. For the resolutions, explanatory statements and notes, please refer to the Notice of 31st Annual General Meeting.
3. * It is optional to put 'X' in the appropriate column against the Resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all resolution, your proxy will be entitled to vote in the manner as he / she thinks appropriate.
4. Please complete all details including details of member(s) in the above box before submission.

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If undelivered, please return to:

Link Intime India Private Limited
(Unit- Skill Infrastructure Limited)
C-13, Pannalal Silk Mills Compound,
L.B.S. Marg, Bhandup (West),
Mumbai - 400 078