

**NOTICE**

**NOTICE** is hereby given that the 40th Annual General Meeting ('AGM') of the Members of SKIL Infrastructure Limited ('Company') will be held on Friday, September 29, 2023, at 14:00 hours at Kilachand Conference Room, 2nd Floor, IMC Bldg., IMC Marg, Churchgate, Mumbai- 400020 to transact the following business:

**ORDINARY BUSINESS:**

1. To consider and adopt the Audited Financial Statements (Including the Consolidated Financial Statements) of the Company for the financial year ended March 31, 2023, together with the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Bhavesh Gandhi (DIN: 00030623), who retires by rotation and being eligible, offers himself for re-appointment.

**SPECIAL BUSINESS:**

3. To consider to re- appointment of Mr. Bhavesh Gandhi as a Whole-Time Director:

To consider and if thought fit, to pass the following resolution as an Ordinary Resolution

**"Resolved That** pursuant to the provisions of Section 196, 197, 203 read with Schedule V of the Companies Act, 2013 ('Act') and the rules framed thereunder and other applicable provisions, if any, (including any statutory modification(s) or re-enactment thereof, for the time being in force) and subject to consents and permission from regulatory authorities as may be necessary, consent of the shareholders of the Company be and is hereby accorded for re-appointment of Mr. Bhavesh Gandhi (DIN: 00030623) as a Whole Time Director ('WTD') of the Company without any remuneration for a period of five years with effect from August 13, 2023, and who shall be liable to retire by rotation and he shall have the right to manage the day to day business affairs of the Company subject to the superintendence, guidance, control, and direction of the Board of Directors of the Company.

**Resolved Further That** Mr. Bhavesh Gandhi shall have right to exercise such powers of management of the Company as may be delegated to him by the Board of Directors, from time to time."

**Registered Office**

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

Tel: +91-22-66199000, Fax: +91-22-22696023

CIN: L36911MH1983PLC178299

Website: [www.skilgroup.co.in](http://www.skilgroup.co.in)

E-mail: [contact@skilgroup.co.in](mailto:contact@skilgroup.co.in)

Place: Mumbai

Date: August 10, 2023

**By Order of the Board of Directors**

For **SKIL Infrastructure Limited**

**Nilesh Mehta**

**Company Secretary**

**NOTES:**

1. The explanatory statement pursuant to section 102 of the Companies Act, 2013 ('Act'), relating to special business set out at Item No. 3 of this Notice is annexed herewith. The relevant details, as required under Regulation 2(4) and 36(3) of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 ('SEBI Regulations') and Secretarial Standards on General Meeting ('SS-2') issued by the Institute of Company Secretaries of India, in respect of Director seeking appointment/ re- appointment/fixing of remuneration is annexed as Annexure I.

**2. PROXIES**

- a. **A member entitled to attend and vote at the Annual General Meeting ('AGM') is entitled to appoint one or more proxy(ies) to attend and vote instead of himself/herself and the proxy(ies) so appointed need not be a member of the company. Proxy(ies) 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. A proxy form is attached herewith.**
- b. A person can act as proxy on behalf of Members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. In case of a Member who is holding more than ten percent of the total share capital of the Company carrying voting rights, he/she may appoint a single person as proxy and such person shall not act as proxy for any other person or Member. The instrument appointing a proxy shall be signed by the appointer or his attorney duly authorized in writing, or if the appointer is a company, society, partnership firm, etc., it shall be supported by appropriate resolution/authority, as applicable, issued on behalf of the nominating organization. The Proxy-holder shall prove his identity at the time of attending the Meeting.

- c. Every member shall be entitled during the period beginning twenty-four hours before the time fixed for the commencement of the AGM and ending with the conclusion of the AGM, to inspect at the Registered Office of the Company the proxies lodged, at any time between 1000 hours and 1800 hours, in terms of SS-2, provided not less than three days' notice in writing of the intention so to inspect is given to the Company.
3. Corporate Members intending to send their authorized representatives to attend the AGM are requested to send a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the AGM.
4. In the case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
5. Members/ Proxies/ Representatives are requested to bring their copies of the Annual Reports along with their duly filled in Attendance Slips attached herewith for attending the AGM.
6. The Register of Members and Share Transfer Books of the Company shall remain closed from Saturday, September 23, 2023, to Friday, September 29, 2023, both days inclusive, for the purpose of the AGM of the Company.
7. The Register of Directors and Key Managerial Personnel and their shareholding and the Register of Contracts or Arrangements, maintained under Section 170 and Section 189 of the Act respectively will be available for inspection by the Members at the AGM. Members seeking to inspect such documents can send an email to [contact@skilgroup.co.in](mailto:contact@skilgroup.co.in).
8. Members desirous of obtaining any information concerning the Financial Statements of the Company are requested to write their queries to the Company at least seven working days in advance of the AGM so that the information required can be made readily available at the AGM.
9. The Members are requested to approach the Company for consolidation of folios if shareholdings are under multiple folios. Members are requested to quote the Ledger Folio or Client ID and DP ID Numbers in all communications with the Company/ RTA.
10. Members who have not registered their e-mail addresses so far are requested to register their e-mail address with Company's Registrar and Share Transfer Agent at [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in) so that they can receive the Annual Report and other communication from the Company in electronic form. For any such communication, the Members may also send requests to the Company's investor email id: [contact@skilgroup.co.in](mailto:contact@skilgroup.co.in).
11. Copies of the Annual Report for FY 2022-23 including therein the Notice of the 40<sup>th</sup> AGM, which, inter alia, indicates the process and manner of e-voting; Attendance Slip and Proxy Forms are being sent in electronic mode to those Members whose e-mail addresses are registered with the Company / Depository Participant(s) ('DPs') for communication purposes and who have not registered their email addresses physical copies are being sent to them in permitted mode. The Annual Report is being sent to the Members, as ibid, whose names shall appear in the Register of Members or in case of shares held in electronic form, who were the beneficial owners as of Friday, September 01, 2023. However, if such a person is not a Member on the cut-off date of Friday, September 22, 2023, such person shall not be eligible to vote via remote e-voting or at AGM and may treat this Notice for information purpose only. Members may also note that the Annual Report of the Company is available for download from the website of the Company at [www.skilgroup.co.in](http://www.skilgroup.co.in).
12. All documents referred to in the accompanying Notice are available for inspection at the Registered Office of the Company between 1100 hours to 1300 hours on all working days, except Saturdays, up to the date of the AGM. Copies thereof shall also be made available for inspection at the Meeting.
13. In compliance with provisions of Section 108 of the Act and rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), SS-2 and Regulation 44 of SEBI Regulations, 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 facility of casting the votes by the Members using an electronic voting system from a place other than the venue of the AGM ('remote e-voting') will be provided by Central Depository Services (India) Limited ('CSDL'). The facility for voting through ballot paper shall be made available at the AGM and the Members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the Meeting through ballot paper. The Members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
14. The brief profile of the Directors seeking re-appointment including relevant particulars relating to them is furnished as a part of the Notice as Annexure and in Explanatory Statement, as required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
15. As per the provisions of Section 72 of the Act, the facility for making nominations is available for the members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. Members are requested to submit the said details to their Depository Participants in case the shares are held by them in electronic form and to the Company's Registrar and Transfer Agent ('RTA') in case the shares are held by them in physical form.

16. In line with the Ministry of Corporate Affairs ('MCA') Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at [www.skilgroup.co.in](http://www.skilgroup.co.in). The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) and National Stock Exchange of India at [www.nseindia.com](http://www.nseindia.com) and the same is also available on the website of CDSL (agency for providing the Remote e-Voting facility) i.e. [www.evotingindia.com](http://www.evotingindia.com).
17. To facilitate other shareholders whose email id are not registered, to receive this notice electronically and cast their vote electronically, a special arrangement has been made with its RTA for registration of email addresses in terms of the General Circular No. 17/2020 & 20/2020 issued by MCA dated April 13, 2020, & May 05, 2020, respectively. The process for registration of email addresses is as under: Pursuant to the aforesaid Circular issued by MCS, shareholders who have not registered their email address may contact Company's RTA, Linkintime India Private Limited at [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in) and also to Company at [contact@skilgroup.co.in](mailto:contact@skilgroup.co.in).
18. SEBI vide its notification dated 24 January 2022 has mandated that all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialized form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialization, Members are advised to dematerialize the shares held by them in physical form. Members can contact the Company or RTA i.e. Link Intime India Private Limited, for assistance in this regard.
19. Members should notify the changes in their address immediately to the RTA of the Company/Depository Participants (DP) as the case may be. Members who are holding shares in Dematerialised form (Demat) are requested to keep their Bank Account details including IFSC and/or MICR updated with their respective DPs (Depository Participants) and those members who are holding shares in physical form, by sending a request to the Registrar and Transfer Agent by quoting their Folio No, PAN along with a canceled cheque or other acceptable Bank Account proof.

The instructions for remote e-voting are detailed hereunder:-

- (i) The voting period begins on Tuesday, September 26, 2023, at 0900 hours and ends on Thursday, September 28, 2023, at 1700 hours. During this period, shareholders' of the Company, holding shares either in physical form or in dematerialized form, as of the cut-off date (record date) of Friday, September 22, 2023, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The Members should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iii) Click on Shareholders/Members
- (iv) Now Enter your User ID:
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (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](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.

If you are a first-time user, follow the steps given below:

PAN	<p><b>For Members holding shares in Demat Form and Physical Form</b></p> <p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>• Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN field.</li> </ul>
Dividend Bank Details <b>OR</b> Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> <li>• If both 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).</li> </ul>

- (vii) After entering these details appropriately, click on the "SUBMIT" tab.
- (viii) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach the '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 the company opts for e-voting through the

CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- (ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (x) Click on the Electronic Voting Sequence Number (EVSN: 230825010) of SKIL Infrastructure Limited.
- (xi) 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.
- (xii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiii) 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.
- (xiv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xvi) If the Demat account holder has forgotten the changed login password, then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvii) Members can also cast their vote using CDSL’s mobile app m-Voting available for Android-based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xviii) Note for Non-Individual Members & Custodians:
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI, etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details, a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto: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 favor 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 to the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com) under the help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com). You may also contact Email id: [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) , Phone number: 1800225533

In case a person acquires shares and becomes a Member of the Company after dispatch of this Notice/Annual Report, they shall follow the procedure stated therein or may obtain the User ID and Password/Sequence Number by sending a request to RTA at [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in)

In case, if the Members have any queries pertaining to the sequence number for e-voting, they may contact the RTA for the same.

The voting rights of the Members shall be in proportion to the paid-up value of their shares in the equity capital of the Company as on the cut-off date i.e. Friday, September 22, 2023.

The Company has appointed M/s. Sandeep Dar & Co. (Membership No. FCS 3159) Practicing Company Secretary, Mumbai, as Scrutinizer, to scrutinize the remote e-voting process and ballot process at AGM in a fair and transparent manner.

The Scrutinizer shall, after the conclusion of voting at the AGM, first, count the votes cast at the Meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than forty-eight hours of the conclusion of the AGM, a consolidated Scrutinizer’s Report of the total votes cast in favor or against, if any, to the Chairman or a person authorized by him in writing, who shall counter sign the same. The Chairman or a person authorized by him in writing shall declare the result of the voting forthwith.

The results declared along with the report of the Scrutinizer shall be placed on the website of the Company [www.skilgroup.co.in](http://www.skilgroup.co.in) and on the website of CDSL immediately after the declaration of the result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the NSE and BSE Limited, where the shares of the Company are listed.

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013:-**

**ITEM NO.3**

The Board of Directors of the Company on the basis of the recommendation of the Nomination and Remuneration Committee ('NRC') re-appointed Mr. Bhavesh Gandhi, Vice Chairman as Key Managerial Personnel under the category of Whole Time Director ('WTD') in its meeting held on August 10, 2023 w.e.f August 13, 2023 without any remuneration for a period of five years starting from August 13, 2023 to August 12, 2028. The brief terms and conditions of his appointment are given below:

- a. Remuneration: Nil
- b. The WTD shall have the right to manage the day-to-day affairs of the Company subject to superintendence, guidance, control, and direction of the Board of Directors of the Company.
- c. The WTD shall have the right to exercise such powers of management of the Company as may be delegated to him by the Board of Directors, from time to time.
- d. The WTD shall not be paid any sitting fees for attending meetings of the Board and/or any of the Committee(s).
- e. The appointment can be terminated by Mr. Bhavesh Gandhi or the Company, by one party giving to the other 3 (three) calendar months' notice in writing.

Mr. Bhavesh Gandhi satisfies all the Conditions set out in Part-I of Schedule V of the Act and also conditions set out under Section 196 (3) of the Act for being eligible for his reappointment. He is not disqualified from being appointed as Directors in terms of Section 164 of the Act. Additional information as required to be provided pursuant to the requirement of Secretarial Standard on General Meeting ('SS-2'), in respect of the Appointee, is provided in the Annexure to the Notice and forms part of the Explanatory Statement. A brief profile of Mr. Bhavesh Gandhi and additional details have been included in Annexure I to this notice. Mr. Bhavesh Gandhi and his relatives, to the extent of their shareholding in the Company, if any, shall be deemed to be concerned or interested in the Resolution set out under Item No. 3 of the Notice. None of the Directors and/or the Key Managerial personnel of the Company and/or their respective relatives are concerned or interested financially or otherwise except Mr. Nikhil Gandhi and Ms. Priyanka Gandhi.

**EXHIBIT TO NOTICE**

**Pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 with the Stock Exchanges and SS-2, the following information is furnished in respect of the Director proposed to be appointed/re-appointed:**

**Annexure I**

Name of the Director (DIN)	: Mr. Bhavesh Gandhi (00030623)
Designation	: Vice Chairman & Whole Time Director
Date of Birth	: January 21, 1966
Age	: 57 years
Nationality	: Indian
Qualification	: B. Com
Date of First Appointment on the Board	: January 05, 1995
Experience/Brief Profile	: Mr. Bhavesh Gandhi has approximately 32 years of experience in various fields pertaining to infrastructure development projects. He is the co-founder of the company. He was adjudged for the "Shipping, Marine, and Ports (SMP), 2012 - Young Entrepreneur" Award. His experience in various sectors aids in the execution of each project that SKIL undertakes. His omnipresent interaction in all projects makes him a pillar that the entire group relies on.
Terms and Conditions of appointment/re-appointment	: Appointed as a Director liable to retire by rotation
Number of Board Meetings attended during the financial year 2022-23	: 5
Remuneration	: -
Memberships/ Chairmanships of committees (includes only Audit and Shareholders /investors Grievance / Shareholders Relationship Committee) of other public companies as on March 31, 2023	
a) Audit Committee	: Nil
b) Stakeholder Relationship Committee	: Nil
Directorships held in other companies as on March 31, 2023	: 1. Urban Infrastructure Holdings Private Limited 2. SKIL Shipyard Holdings Private Limited
Number of shares held in the Company as on March 31, 2023	: Individually holds 11,75,000 Equity Shares.
Inter-se relationship with other Directors and KMPs	: Brother of Mr. Nikhil Gandhi and uncle of Ms. Priyanka Gandhi



### Route Map for Venue of the 40th Annual General Meeting

Address: Kilachand Conference Room, IMC Bldg., IMC Marg, Churchgate, Mumbai- 400020.

