



Jaisal Mohatta & Associates

Company Secretaries

FORM NO. MGT. 13
Scrutinizer Report

[Pursuant to section 108 & 109 of the Companies Act, 2013 and Rule 21(2) of The Companies (Management and Administration) Rules, 2014 as amended]

To,

The Chairman

SKIL Infrastructure Limited
SKIL House, 209, Bank Street Cross Lane,
Fort, Mumbai - 400023.

Subject: Consolidated Scrutinizer's Report for Remote e-Voting and voting by physical ballot forms received from the members at the 39th Annual General Meeting ('AGM') of the Company held on Friday, 30th December 2022 at 02:30 PM at 20 Downtown Conference Hall, 2nd Floor, South-West Wing, Cambata Building, 42, M. Karve Road, Churchgate, Mumbai-400020.

Dear Sir,

I, Jaisal Mohatta, Company Secretary in Practice, (ACS: 35017, CP No. 16090) Proprietor of M/s. Jaisal Mohatta & Associates, Company Secretaries have been appointed by the Company in their Board Meeting held on 03rd December, 2022 as Scrutinizer pursuant to Section 108 of the Companies Act, 2013 read with rule 20 and 21 of the Companies (Management and Administration) Rules, 2014 and pursuant to Regulation 44 of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, for the purpose of Scrutinizing Remote e-Voting and voting by physical ballot forms received from the members at the 39th Annual General Meeting ('AGM') of the Company held on Friday, 30th December 2022 at 02:30 PM at 20 Downtown Conference Hall, 2nd Floor, South-West Wing, Cambata Building, 42, M. Karve Road, Churchgate, Mumbai-400020.

I do hereby submit my report as under:

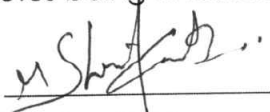
1. Pursuant to Section 108 of the Companies Act, 2013 [the Act] read with Rule 20 of the Companies Management and Administration) Rules, 2014 the Rules, as amended, the Company has confirmed that the Notice convening the 39th AGM of the Company along with the instructions for the remote e-voting at the AGM and the Annual Report for the financial year 2021-22 were send through electronic mode to those Members whose mail addresses were registered with the Company/Depository Participants for communication purposes and who have not registered their email addresses physical copies are being sent to them in permitted mode in compliance with MCA General Circular No. 20/2020 Dated 05th May 2020 read with Circulars dated 08th April 2020 and



📍 ADDRESS : 101-B, Zenon, Nr. Kiran Motors, Opp. Unique Hospital, Bamroli Road, Surat - 395 002. ☎ Office : 95108 27803

13th April 2020 and 13th January, 2021 (collectively referred to as '**MCA Circulars**') and SEBI Circulars No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May 2020 and Circular No. SEBI/HO/CFD/CMD/CIR/P/2021/11 dated 15th January 2021 (collectively referred to as '**SEBI Circulars**')

2. The Company has published a notice in this regard, in Business Standard newspaper in English and Mumbai Lakshdeep Newspaper in Marathi on 03rd December 2022.
3. The Company has provided remote voting facility to its members in respect of business to be transacted at AGM. The Company had appointed Central Depository System Limited (CDSL) as the service provider for the facility of remote voting to its members.
4. The voting period begins on Tuesday, December 27, 2022, at 0900 hours and ends on Thursday, December 29, 2022 at 1700 hours. During this period shareholders of the Company holding shares, either in physical form or in dematerialized form, as on the cut-off date Friday, December 23, 2022, were entitled to cast their vote electronically.
5. The e-Voting module was disabled and blocked by CDSL for voting Tuesday, December 29, 2022, at 1700 hours.
6. The facility for voting through postal ballot/polling paper was made available at AGM for the members attending the meeting and who had not cast their vote through Remote E-voting. On completion of the voting at Company provided to us the list of the shareholders who were present at the meeting either in person or through proxies and who had cast their votes, their holding details and the details of the votes cast on the resolution.
7. After counting of the votes conducted at the venue of the AGM, through ballot paper, the vote cast through remote e-voting facility was duly unblocked by me as a scrutinizer in the presence of two witnesses Mr. Shrikanth Masarm and Ms. Ekta Kansal who are not in the employment of the Company and who have signed below in confirmation of the votes being unblocked in their presence.


(Shrikanth Masarm)


(Ekta Kansal)

8. I did not find any ballot/poll papers invalid.
9. Thereafter, the details of equity shareholders, who voted "**For**" or "**Against**" each of the resolution that were put to vote, were generated from the e-voting website i.e., <https://www.evotingindia.com>.

The consolidated result of e-Voting and voting by physical ballot forms held at the aforesaid AGM is as under:

ORDINARY BUSINESS:

Item No. 1 (Ordinary Resolution)

To consider and adopt the Audited Financial Statements (Including the Consolidated Financial Statements) of the Company for the financial year ended March 31, 2022, together with the Reports of the Board of Directors and Auditors thereon.

Particulars	Number of Votes Contained in						
	Remote E-Voting		Voting at the AGM		Total		% of total valid votes cast
	No. of members voted	No. of Votes cast by them	No. of members voted	No. of Votes cast by them	No. of members voted	No. of Votes cast by them	
Voted in favour	39	35933884	39	97392434	78	133326318	100
Voted Against	0	0	0	0	0	0	0
Abstain / Invalid	0	0	0	0	0	0	0

Item No. 2 (Ordinary Resolution)

To appoint a director in place of Mr. Nikhil Gandhi (DIN: 00030560), who retires by rotation and being eligible, offers himself for re-appointment.

Particulars	Number of Votes Contained in						
	Remote E-Voting		Voting at the AGM		Total		% of total valid votes cast
	No. of members voted	No. of Votes cast by them	No. of members voted	No. of Votes cast by them	No. of members voted	No. of Votes cast by them	
Voted in favour	35	20073808	35	41466266	70	61540074	100
Voted Against	0	0	0	0	0	0	0
Abstain / Invalid	0	0	0	0	0	0	0



*1. Mr. Nikhil Prataprai Gandhi, Mrs. Neha Gandhi, Mrs. Rupali Gandhi and Mr. Bhavesh Prataprai Gandhi being interested in the said resolution their votes are considered as invalid.

Item No. 3 (Ordinary Resolution)

Appointment of Statutory Auditors of the Company and fix their remuneration.

Particulars	Number of Votes Contained in						
	Remote E-Voting		Voting at the AGM		Total		% of total valid votes cast
	No. of members voted	No. of Votes cast by them	No. of members voted	No. of Votes cast by them	No. of members voted	No. of Votes cast by them	
Voted in favour	38	35933534	39	97392434	77	133325968	100
Voted Against	1	350	0	0	1	350	Negligible
Abstain / Invalid	0	0	0	0	0	0	0

SPECIAL BUSINESS:

Item No. 4 (Special Resolution)

Appointment of Mr. Rakesh Bajaj (DIN: 02894631) as an Independent Director of the Company

Particulars	Number of Votes Contained in						% of total valid votes cast
	Remote E-Voting		Voting at the AGM		Total		
	No. of members voted	No. of Votes cast by them	No. of members voted	No. of Votes cast by them	No. of members voted	No. of Votes cast by them	
Voted in favour	39	35933884	39	97392434	78	133326318	100
Voted Against	0	0	0	0	0	0	0
Abstain / Invalid	0	0	0	0	0	0	0



Item No. 5 (Ordinary Resolution)

Appointment of Ms. Priyanka Gandhi (DIN: 07428192) as a Director of the Company

Particulars	Number of Votes Contained in						
	Remote E-Voting		Voting at the AGM		Total		% of total valid votes cast
	No. of members voted	No. of Votes cast by them	No. of members voted	No. of Votes cast by them	No. of members voted	No. of Votes cast by them	
Voted in favour	35	20073808	35	41466266	70	61540074	100
Voted Against	0	0	0	0	0	0	0
Abstain / Invalid	0	0	0	0	0	0	0

*1. Mr. Nikhil Prataprai Gandhi, Mrs. Neha Gandhi, Mrs. Rupali Gandhi and Mr. Bhavesh Prataprai Gandhi being interested in the said resolution their votes are considered as invalid.

Item No. 6 (Special Resolution)

Re-Appointment of Mr. Rakesh Mohan (DIN: 07352915) as an Independent Director

Particulars	Number of Votes Contained in						
	Remote E-Voting		Voting at the AGM		Total		% of total valid votes cast
	No. of members voted	No. of Votes cast by them	No. of members voted	No. of Votes cast by them	No. of members voted	No. of Votes cast by them	
Voted in favour	39	35933884	39	97392434	78	133326318	100
Voted Against	0	0	0	0	0	0	0
Abstain / Invalid	0	0	0	0	0	0	0



Item No. 7 (Ordinary Resolution)

Material Related Party Transaction(s) between the Company and SKIL Advanced Systems Pvt. Ltd., a subsidiary company

Particulars	Number of Votes Contained in						
	Remote E-Voting		Voting at the AGM		Total		% of total valid votes cast
	No. of members voted	No. of Votes cast by them	No. of members voted	No. of Votes cast by them	No. of members voted	No. of Votes cast by them	
Voted in favour	39	35933884	39	97392434	78	133326318	100
Voted Against	0	0	0	0	0	0	0
Abstain / Invalid	0	0	0	0	0	0	0

Item No. 8 (Ordinary Resolution)

Material Related Party Transaction(s) between the Company and SKIL Shipyard Holdings Pvt. Ltd., a subsidiary company

Particulars	Number of Votes Contained in						
	Remote E-Voting		Voting at the AGM		Total		% of total valid votes cast
	No. of members voted	No. of Votes cast by them	No. of members voted	No. of Votes cast by them	No. of members voted	No. of Votes cast by them	
Voted in favour	38	34758884	39	97392434	77	132151318	100
Voted Against	0	0	0	0	0	0	0
Abstain / Invalid	0	0	0	0	0	0	0

*1. Mr. Bhavesh Prataprai Gandhi being Director in SKIL Shipyard Holdings Pvt. Ltd, is interested in the said resolution, his votes are considered as invalid.



Item No. 9 (Ordinary Resolution)

Material Related Party Transaction(s) between the Company and Gujarat Dwarka Port West Ltd., a subsidiary company

Particulars	Number of Votes Contained in						
	Remote E-Voting		Voting at the AGM		Total		% of total valid votes cast
	No. of members voted	No. of Votes cast by them	No. of members voted	No. of Votes cast by them	No. of members voted	No. of Votes cast by them	
Voted in favour	39	35933884	39	97392434	78	133326318	100
Voted Against	0	0	0	0	0	0	0
Abstain / Invalid	0	0	0	0	0	0	0

Item No. 10 (Ordinary Resolution)

Material Related Party Transaction(s) between the Company and Chiplun FTWZ Pvt Ltd., a subsidiary company

Particulars	Number of Votes Contained in						
	Remote E-Voting		Voting at the AGM		Total		% of total valid votes cast
	No. of members voted	No. of Votes cast by them	No. of members voted	No. of Votes cast by them	No. of members voted	No. of Votes cast by them	
Voted in favour	39	35933884	39	97392434	78	133326318	100
Voted Against	0	0	0	0	0	0	0
Abstain / Invalid	0	0	0	0	0	0	0



Item No. 11 (Ordinary Resolution)

Material Related Party Transaction(s) between the Company and Metropolitan Industries, one of the promoters of the Company

Particulars	Number of Votes Contained in						
	Remote E-Voting		Voting at the AGM		Total		% of total valid votes cast
	No. of members voted	No. of Votes cast by them	No. of members voted	No. of Votes cast by them	No. of members voted	No. of Votes cast by them	
Voted in favour	36	21290080	36	42637688	72	63927768	100
Voted Against	0	0	0	0	0	0	0
Abstain / Invalid	0	0	0	0	0	0	0

*1. Mr. Nikhil Prataprai Gandhi and Mr. Bhavesh Prataprai Gandhi being interested in the said resolution their votes are considered as invalid.

Item No. 12 (Special Resolution)

Reclassification of Promoters of the Company as Public Shareholders

Particulars	Number of Votes Contained in						
	Remote E-Voting		Voting at the AGM		Total		% of total valid votes cast
	No. of members voted	No. of Votes cast by them	No. of members voted	No. of Votes cast by them	No. of members voted	No. of Votes cast by them	
Voted in favour	29	7242363	33	23799446	62	31041809	100
Voted Against	0	0	0	0	0	0	0
Abstain / Invalid	0	0	0	0	0	0	0

Grevek Investment and Finance Private Limited being interested in the said resolution their votes are considered as invalid.



*2. Mr. Nikhil Prataprai Gandhi, Mrs. Neha Gandhi, Mrs. Rupali Gandhi and Mr. Bhavesh Prataprai Gandhi being interested in the said resolution their votes are considered as invalid.

*3. Montana Infrastructure Limited being interested in the said resolution their votes are considered as invalid.

*4. Awaita Properties Private Limited being interested in the said resolution their votes are considered as invalid.

*5. Mr. Pranay Mehta being interested in the said resolution their votes are considered as invalid.

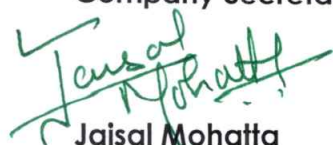
Based on the aforesaid results, all the resolutions voted through Remote e-Voting and voting by physical ballot forms held during the AGM were passed with '**REQUISITE MAJORITY**'.

The e-voting reports containing a list of members who voted "**FOR**" and "**AGAINST**" each resolution and all other relevant records will be sealed and handed over to the Company Secretary of the Board for safe keeping.

Thanking you,
Yours faithfully,

For Jaisal Mohatta & Associates
Company Secretaries

COUNTER SIGNED BY
for SKIL Infrastructure Limited



Jaisal Mohatta
(Proprietor)

ACS – 35017

COP – 16090

Peer Review Certificate No. 2372/2022

UDIN: A035017D002838048



Nilesh Mehta
Company Secretary

Surat, 31st December, 2022

* Inadvertently, Promoter and promoter group Votes were included in some agendas, same has been revised with this report, by treating them invalid votes. This report has been revised on 20th March 2023.