



SKIL INFRASTRUCTURE LIMITED

(Erstwhile Horizon Infrastructure Limited)

CIN L36911MH1983PLC178299

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

Tel. No. 91-22-66199000 **Fax No.:** 91-22-22696023

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

POSTAL BALLOT NOTICE

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

Dear Member(s),

Notice is hereby given for seeking the approval of Members pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, in respect of the following proposed resolutions by way of Postal Ballot.

ITEM NO. 1

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

“RESOLVED THAT in supersession of the Ordinary Resolution passed under erstwhile Section 293(1) (a) of the Companies Act, 1956 at the General Meeting of the Members of the Company and pursuant to the provisions of Section 180(1)(a) and other applicable provisions 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 requisite consents, sanctions and permissions, as may be necessary, and all other provisions of applicable laws, the consent of the Members be and is hereby accorded to the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include any Committee thereof, which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution and with the power to delegate such authority to any person or persons) to create mortgage/charge/hypothecation/pledge on any of its movable and/or immovable properties, wherever situated, both present and future, or on the whole or substantially the whole of the undertaking(s) of the Company, on such terms and conditions at such time(s) and in such form and manner and with such ranking as to priority as the Board in its absolute discretion thinks fit, in favour of the banks, financial institutions or bodies corporate (hereinafter referred to as “Lenders”) including any Trustees or Agents on behalf of the Lenders, for securing the borrowings availed or to be availed by the Company, Subsidiary Company(ies), Associate Company(ies) or Group Company(ies) (hereinafter referred to as “Borrowers”), from any of the Lenders or for securing issuance of any debt instruments by the Borrowers for amount not exceeding Rs. 12,000 Crores (Rupees Twelve Thousand Crore only) together with interest thereon at respective agreed rates, additional interest, compound interest, liquidated damages, commitment charges, premia on prepayment or redemption, all other costs, charges and expenses thereon and all other monies payable by the Borrowers to such Lenders in terms of loan agreements/debenture trust deed or any other documents/ agreements entered or to be entered into between the Company and the Lenders/Trustees/Agents in respect of said borrowings/debt instruments and containing such specified terms and conditions and covenants in respect of enforcement of security(ies) as may be stipulated in their behalf and agreed to between the Board and the Lenders/Trustees/Agents.

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

ITEM NO. 2

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

“RESOLVED THAT pursuant to the provisions of Section 188 and other applicable provisions of the Companies Act, 2013 (hereinafter referred to as the “Act”) and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to requisite consents, sanctions and permissions, as may be necessary, and all other provisions of applicable laws, the consent of the Members be and is hereby accorded to ratify and approve the contract or arrangement entered into/proposed to be entered into with SKIL (Singapore) Pte. Limited (“SSPL”), wholly owned subsidiary of the Company and a related party under Section 2(76) of the Act, with respect to rendering of service for an amount upto USD 20 million over a period upto March 31, 2016, on such terms and conditions as may be mutually agreed between the Company and SSPL.

RESOLVED FURTHER THAT the Board of Directors (which term shall be deemed to include any Committee thereof, which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution and with the power to delegate such authority to any person or persons) be and is hereby severally authorized to do all such acts, deeds, matters and things as may be deemed necessary, proper or expedient to give effect to this resolution and for the matters connected herewith or incidental hereto.”

Registered Office

SKIL House 209, Bank Street Cross Lane,

Fort, Mumbai - 400 023.

Tel. No.: 91-22-66199000

Fax No.: 91-22-22696023

CIN: L36911MH1983PLC178299

E-mail : skil@skilgroup.co.in

Website: www.skilgroup.co.in

By Order of the Board of Directors

Nilesh Mehta
Company Secretary

Place: Mumbai

Date: November 14, 2014

SKIL INFRASTRUCTURE LIMITED

Notes:

1. The Explanatory Statement pursuant to Section 102 (1) of the Companies Act, 2013 (hereinafter referred to as the "Act"), setting out material facts are annexed hereto.
2. The Board of Directors has appointed Mr. Virendra G. Bhatt, Practicing Company Secretary, as Scrutinizer for conducting the postal ballot and e-voting process in a fair and transparent manner.
3. The Notice is being sent to all the Members, whose names appear in the Register of Members/list of Beneficial Owners as received from National Securities Depository Limited ("NSDL")/Central Depository Services (India) Limited ("CDSL") as on Friday, December 12, 2014.
4. In compliance with the provisions of Section 108 and Section 110 of the Act read with the Rules thereto and Clause 35B of the Listing Agreement, the Company is pleased to provide Electronic Voting ("E-voting") facility to all the Members of the Company to enable them to cast their votes electronically on the resolutions mentioned in this Notice. The Company has availed the e-voting services of CDSL.

Instructions for E-voting:

- (i) The voting period begins on Tuesday, December 30, 2014 at 900 hours and ends on Thursday, January 29, 2015 at 1800 hours. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Friday, December 12, 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:
 - 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 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. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. <ul style="list-style-type: none">• Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- (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 ("EVSN" i.e. "141215001") 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 Members & Custodians:

- Non-Individual Members (i.e. other than Individuals, HUF, NRI, etc.) and Custodians are required to log on to www.evotingindia.com and register themselves as Corporates and Custodians respectively.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details they should create compliance user using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (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.
5. Notice of Postal Ballot along with the Postal Ballot Form containing the process, instructions and the manner of conducting e-voting is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company / Depository Participant(s). For Members who request for a hard copy and for those Members who have not registered their e-mail addresses, physical copies of the same are being sent by the permitted mode.
 6. Kindly note that the Members can opt for only one mode of voting, i.e., either by physical postal ballot or e-voting. If Members has opted for e-voting, then do not vote through physical postal ballot and vice versa. In case Members cast their vote by both physical postal ballot and e-voting means, then voting done through valid physical postal ballot shall prevail and voting done by e-voting will be treated as invalid.
 7. Members exercising their vote by physical postal ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the Form duly completed and signed in the enclosed pre-printed self addressed post prepaid business reply envelope to the Scrutinizer so as to reach the Scrutinizer on or before the close of working i.e. 1800 hours on Thursday, January 29, 2015. The Scrutinizer's decision on the validity or otherwise of the Postal Ballot / e-voting will be final. Please note that any postal ballot forms received after 1800 hours on Thursday, January 29, 2015 will not be treated as valid and voting whether by post or by electronic means shall not be allowed beyond the said date.
 8. Members who have received Postal Ballot Notice by e-mail and who wish to vote through Physical Postal Ballot Form can download Postal Ballot Form from the website of the Company www.skilgroup.co.in or seek duplicate Postal Ballot Form from M/s. Link Intime India Pvt. Ltd., Registrar and Share Transfer Agents of the Company, Unit: SKIL Infrastructure Limited, C-13, Pannalal Silk Mills Compound, L.B.S. Marg, Bhandup West, Mumbai – 400 078; fill-in the details and send the same to the Scrutinizer.
 9. In case, shares are jointly held, the Postal Ballot Form should be completed and signed (as per the specimen signature registered with the company) by the first named Member and in his/her absence, by the next named Member.
 10. In case of shares held by companies, trusts, societies, etc. the duly completed Postal Ballot Form should be accompanied by a certified copy of the Board Resolution/Authority letter together with attested specimen signature(s) of the duly authorized signatory/ies, giving requisite authority to the person voting on the Postal Ballot Form.
 11. The vote in this postal ballot cannot be exercised through proxy.
 12. The Scrutinizer will submit his report to the Chairman or to any other person duly authorised in this regard and the results of the postal ballot will be announced on Wednesday, February 04, 2015 at 1800 hours at the Registered Office of the Company at SKIL House, 209, Bank Street Cross Lane, Fort, Mumbai – 400 023. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website i.e. www.skilgroup.co.in and on the website of CDSL within two (2) days of passing of the resolutions and shall also be communicated to the Stock Exchanges, where the shares of the Companies are listed.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 AND RULE 22 OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014:

ITEM NO. 1:

The Members of the Company at the Extra-Ordinary General Meeting held on January 21, 2008, by way of an Ordinary Resolution under section 293(1)(a) of the Companies Act, 1956, had authorised the Board to create mortgage/charge/hypothecation on all or any of the moveable, immoveable properties and/or undertaking(s) of the Company upto an aggregate amount of Rs. 800 Crore (Rupees Eight Hundred Crores Only).

Thereafter, by virtue of the Scheme of Amalgamation and Arrangement between SKIL Infrastructure Limited, Horizon Country Wide Logistics Limited and Fastlane Distriparks & Logistics Limited (the Transferor Companies) with Horizon Infrastructure Limited (the Company) (now known as SKIL Infrastructure Limited), which was sanctioned by the Hon'ble High Court of Bombay vide Order dated September 20, 2013, the limit under said Section 293(1)(a) of the Companies Act, 1956, of all the said Transferor Companies was clubbed and incorporated in the limits of the Company thereby increasing the limit to Rs. 6300 Crores (Rupees Six Thousand Three Hundred Crores Only).

The Ministry of Corporate Affairs had, vide its Circular, clarified that the Ordinary Resolution passed under erstwhile Section 293(1)(a) of the Companies Act, 1956, shall be replaced with a fresh Special Resolution as per the enabling provision of Section 180(1)(a) of the Companies Act, 2013.

Further, your Company has a business model of promoting Special Purpose Vehicle (“SPV”) in the form of Subsidiary/Associates/Group Companies. For the development and smooth running of business of the said SPVs, the Company, in the ordinary course of business, provides security in the form of mortgage/charge/hypothecation/pledge on the moveable, immoveable properties and/or undertaking(s) of the Company for securing the borrowings of the said SPVs. Keeping in view of the business model of the Company, it is proposed to enhance the limit under Section 180(1)(a) of the Companies Act, 2013, from Rs. 6300 Crores (Rupees Six Thousand Three Hundred Crores Only) upto Rs. 12000 Crores (Rupees Twelve Thousand Crores Only).

The mortgage/charge/hypothecation/pledge on all or any part of its movable and/or immovable properties or on the whole or substantially the whole of the undertaking(s) of the Company, may be deemed as the disposal of the whole, or substantially the whole, of the undertaking(s) of the Company

SKIL INFRASTRUCTURE LIMITED

and in terms of Section 180(1)(a) of the Companies Act, 2013, requires approval from the Members of the Company by way of a Special Resolution.

The Board of Directors recommends passing of the Resolution No. 1 as contained in this Notice as Special Resolution.

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

ITEM NO. 2:

Section 188(1) of the Companies Act, 2013, read with the Companies (Meetings of Board and its Powers) Rules, 2014, provides that for entering into any contract or arrangement as mentioned under the said section, with the related party, the Company must obtain prior approval of the Board of Directors and in case the amount of related party transaction is more than the limit mentioned under the said Rules (as amended vide notification dated August 14, 2014), prior approval of the Members by way of a Special Resolution must be obtained.

Your Company has advised and assisted in respect of infrastructure projects/contracts/engineering and technology services to SKIL (Singapore) Pte. Limited, wholly-owned foreign subsidiary ("SSPL") and earned advisory income. The details of the transactions between the Company and SSPL are given hereunder:

- (a) Name of the related party: SKIL (Singapore) Pte. Limited ("SSPL").
- (b) Name of the Director or Key Managerial Personnel who is related, if any: Mr. Nikhil Gandhi, Chairman, Mr. Ajay Khera, Managing Director & CEO, who are the Directors of SSPL as well.
- (c) Nature of relationship: SSPL is Wholly-owned Subsidiary of the Company.
- (d) Nature, material terms, monetary value and particulars of the contract or arrangement: The Company advises and assists on various leads and if desired, also negotiate with the prospective vendors in respect of infrastructure projects/contracts/engineering and technology services in accordance with the requirements of SSPL.
- (e) The monetary value: estimated amount around USD 20 Million. Out of the said USD 20 Million - i) Advisory income of USD 10.48 Million (Rs. 61.795 Crores Only) was received during the quarter ended June 30, 2014; ii) Advisory income of USD 1.49 Million (Rs. 9.02 Crores Only) was received since July 1, 2014 upto the date of this Notice and iii) Advisory income of USD 8.03 Million is expected to be received upto March 2016.

SSPL, being a wholly-owned subsidiary company, is covered under the definition of the Related Party as defined under Section 2(76) of the Companies Act, 2013 and the transactions, as mentioned aforesaid, are covered under the purview of section 188(1) under the category 'availing or rendering of any services'. The section further specifies that where aggregate amount involved in availing or rendering of any services exceeds 10% of the turnover of the Company or Rs. 50 Crores, whichever is lower, prior approval of the Members shall be sought by passing a Special Resolution.

The Board of Directors of your Company has ratified the past transactions and approved the proposed transactions which the Company may enter into with SSPL, subject to the approval of Members.

Since the transactions required prior approval of the Members, the Resolution No. 2 is proposed for ratification of transactions which were already executed, condonation of delay in taking approval of the Members and also for prior approval for the proposed transactions which are expected to be executed between the Company and SSPL upto March 31, 2016.

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

Except Mr. Nikhil Gandhi, Chairman and Mr. Ajay Khera, Managing Director & CEO, who are also the Directors of SSPL and Mr. Bhavesh Gandhi, Vice Chairman, who is brother of Mr. Nikhil Gandhi, none of the Directors and Key Managerial Personnel of the Company and/or their relatives is concerned or interested, financially or otherwise, in this resolution.

Registered Office

SKIL House 209, Bank Street Cross Lane,
Fort, Mumbai 400 023.
Tel: 91-022-66199000
Fax:91-22- 22696023
CIN: L36911MH1983PLC178299
E-mail : skil@skilgroup.co.in
Website: www.skilgroup.co.in

Place: Mumbai

Date: November 14, 2014

By Order of the Board of Directors

Nilesh Mehta
Company Secretary



SKIL INFRASTRUCTURE LIMITED

(Erstwhile Horizon Infrastructure Limited)

CIN L36911MH1983PLC178299

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

Tel. No. 91-22-66199000 Fax No.: 91-22-22696023 Email: skil@skilgroup.co.in Website: www.skilgroup.co.in

POSTAL BALLOT FORM

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

Sr. No.:

1. Name & Address of the Sole/First named :
Member / Beneficial Owner as
registered with the Company
2. Name(s) of the joint Member(s), if any, :
registered with the Company
3. Registered Folio No./DP ID No. & :
Client ID No.* (* Applicable to investors
holding shares in dematerialized form)
4. Number of share(s) held :

I/We, hereby exercise my/our vote in respect of the following resolution to be passed through Postal Ballot for the business stated in the Notice of the Company by sending my/our assent (For) or dissent (Against) to the said resolutions by placing the tick (✓) mark at the appropriate box below:

Item No.	Description	No. of Shares	I / We assent to the Resolution (For)	I / We dissent to the Resolution (Against)
1.	Special Resolution under Section 180 (1) (a) of the Companies Act, 2013, for creating mortgage /charge / hypothecation / pledge on the moveable / immoveable properties and / or undertaking(s) of the Company.			
2.	Special Resolution under Section 188 of the Companies Act, 2013, for approval of Related Party Transactions.			

Place:

Date:

(Signature of the Member/ Beneficial Owner)

EVSN (Electronic Voting Sequence Number)	*Default PAN

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

Notes:

1. If you opt to cast your vote by e-voting, there is no need to fill up and sign this form.
2. Last date for receipt of Postal Ballot Forms by the Scrutinizer is Thursday, January 29, 2015.

✓

✓

Participants). In case of joint holding, this Form should be completed and signed by the first named Member and in his absence, by the next named Member. tered with the Company/ Depository

4. In respect of shares held by Corporate and Institutional Members (companies, trusts, societies, etc.), the completed Postal Ballot Form should be accompanied by a certified copy of the relevant Board Resolution/appropriate authorization, with the specimen signature(s) of the authorized signatory(ies) duly attested.
5. Members are requested to fill the Postal Ballot Form in indelible ink and avoid filling it by using erasable writing medium(s) like pencil.
6. Members to whom documents have been sent physically have the option to vote either through e-voting or through Postal Ballot Form. In case Members who have received Notice of Postal Ballot through e-mail but who wish to vote through Physical Postal Ballot Form can download Postal Ballot Form from the website of the Company www.skilgroup.co.in or seek duplicate Postal Ballot Form from M/s. Link Intime India Pvt. Ltd., Registrar and Share Transfer Agents of the Company, Unit: SKIL Infrastructure Limited, C-13, Pannalal Silk Mills Compound, L.B.S. Marg, Bhandup West, Mumbai – 400 078; fill-in the details and send the same to the Scrutinizer.
7. Duly completed Postal Ballot Form should reach the Scrutinizer not later than closing of working hours i.e 1800 hours on Thursday, January 29, 2015. Please note that any response received from the Members after this date will be strictly treated as if the reply from such Member has not been received and voting whether by post or by electronic means shall not be allowed beyond the said date. Accordingly Members are requested to send duly completed Postal Ballot Forms well before the above said date providing sufficient time for postal transit.
8. A Member may request for a duplicate Postal Ballot Form or seek duplicate form from M/s. Link Intime India Pvt. Ltd., Registrar and Share Transfer Agents of the Company, if required, and the same duly completed, should reach the Scrutinizer not later than the date specified under instruction No. 7 above.
9. Members are requested not to send any other paper along with the Postal Ballot Form. They are also requested not to write anything in the Postal Ballot form except giving their assent or dissent and putting their signature. If any other paper is sent, the same will be destroyed by the Scrutinizer.
10. Incomplete, unsigned or incorrectly ticked Postal Ballot Forms will be rejected. The Scrutinizer's decision on the validity of a Postal Ballot/ E-voting will be final and binding.

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