

Virendra Bhatt

Company Secretary

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Scrutinizer's report

[Pursuant to section 108 of the Companies Act, 2013 and Rule 20 (3) (xi) of the Companies (Management and Administration) Rules, 2014]

To,
The Chairman
SKIL INFRASTRUCTURE LIMITED
Babasaheb Dahanukar Hall
Oricon House, 12 K.Dubhash Marg
Kala Ghoda, Fort
Mumbai – 400001

SUBJECT: SCRUTINIZER'S REPORT ON THE ELETRONIC VOTING IN RESPECT OF MATTERS SET - OUT IN THE NOTICE OF 31st ANNUAL GENERAL MEETING.

Dear Sir,

I VIRENDRA G. BHATT, a Company Secretary in whole-time practice, have been appointed by the Board of Directors of **SKIL INFRASTRUCTURE LIMITED** (the Company) as a Scrutinizer for the purpose of Scrutinizing the e-voting process and ascertaining the requisite majority on e-voting carried out as per the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (Rules) on the resolutions contained in the notice to the Thirty First Annual General Meeting of the members of the Company, to be held on Tuesday 30,2014 at 2.00.p.m. at Babasaheb Dahanukar Hall Oricon House, 12 K.Dubhash Marg Kala Ghoda, Fort Mumbai – 400001

- i. The management of the Company is responsible to ensure the compliance with the requirement of the Companies Act, 2013 and Rules relating to voting through electronic means on the resolution contained in the Notice to the 31st Annual General Meeting (AGM) of the members of the Company. My responsibility as a scrutinizer for the e-voting process is restricted to make a scrutinizer's report of the votes cast "in favour" or "against" the resolution stated above, based on the reports generated from the e-voting system provided by Central Depository Services Limited (CDSL) , the authorized agency to provide e-voting facilities, engaged by the Company.
- ii. Further to the above, I submit my report as under :-
 - i. The e-voting remained open from on 24th September, 2014 (9.00 a.m.) to 26th September, 2014 (6.00 p.m.).



- ii. The members of the Company as on the " cut off " date i.e. 29th August, 2014 were entitled to vote on the resolutions .(Resolutions No. 1 to 12 as set out in the notice of the Twenty Fourth AGM of the Company)
- iii. The votes cast were unblocked on 27th September, 2014 around 6 p.m. in the presence of 2 witnesses, **Rasna Patel** and **Dolly Mehta** who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.

Signature : Rasna Patel
Name: Rasna Patel

Signature : Dolly Mehta
Name: Dolly Mehta

- iv. Thereafter the details containing, inter – alia, list of Equity Share Holders, who voted "For" and "Against", each of the resolutions that were put to vote, generated from the e-voting website of Central Depository Services Limited (CDSL) i.e www.evotingindia.com and based on such reports generated, the results of the e-voting is as under:.

A. Resolution No. 1:-

Adoption of Audited Financial Statements, Directors' Report & Auditors' Report for the year ended March 31, 2014.

- (i). Voted in favour of the resolution:

Number of members voted	No of votes casted by them	% of total number of valid votes cast
25	180025181	100%

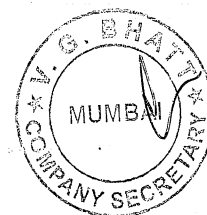
- (ii). Voted against the resolution:

Number of members voted	No of votes casted by them	% of total number of valid votes cast
0	0	0%

- (iii) Not voted :

Total number of members (in person or by proxy) who have not voted	Total number of votes cast by them
0	0

The above Resolution is passed by unanimously.



B. Resolution No. 2:-

Re-appointment of Mr.Nikhil Gandhi who retires by rotation.

(i) Voted in favour of the resolution

Number of members voted	No of votes casted by them	% of total number of valid votes cast
21	122671119	99.81%

(ii) Voted against the resolution

Number of members voted	No of votes casted by them	% of total number of valid votes cast
1	227799	0.19%

(iii) Not voted :

Total number of members (in person or by proxy) who have not voted	Total number of votes cast by them
3	57126263

The above Resolution is passed by majority.

C. Resolution No.3:-

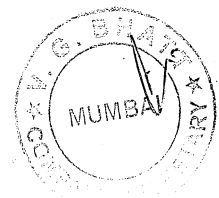
Appointment of Auditors and to fix their remuneration

(i). Voted in favour of the resolution

Number of members voted	No of votes casted by them	% of total number of valid votes cast
25	180025181	100%

(ii). Voted against the resolution

Number of members voted	No of votes casted by them	% of total number of valid votes cast
0	0	0%



(iii) Not voted :

Total number of members (in person or by proxy) who have not voted	Total number of votes cast by them
0	0

The above Resolution is passed by majority.

D. Resolution No.4:-

Change in Office of Mr.Bhavesh Gandhi form non rotational Director to rotation Director

(i). Voted in favour of the resolution

Number of members voted	No of votes casted by them	% of total number of valid votes cast
22	122898918	100%

(ii). Voted against the resolution

Number of members voted	No of votes casted by them	% of total number of valid votes cast
0	0	0%

(iii) Not voted :

Total number of members (in person or by proxy) who have not voted	Total number of votes cast by them
0	57126263

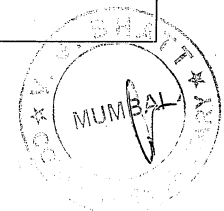
The above Resolution is passed by majority.

E. Resolution No.5:

Appointment of Mr. J Alexander as an Independent Director

(i). Voted in favour of the resolution

Number of members voted	No of votes casted by them	% of total number of valid votes cast
25	180025181	100%



(ii). Voted against the resolution

Number of members voted	No of votes casted by them	% of total number of valid votes cast

(iii) Not voted :

Total number of members (in person or by proxy) who have not voted	Total number of votes cast by them

The above Resolution is passed by unanimously.

F. Resolution No.6:-

Appointment of Mr. V Ramanan as an Independent Director.

(i) Voted in favour of the resolution

Number of members voted	No of votes casted by them	% of total number of valid votes cast
25	180025181	100%

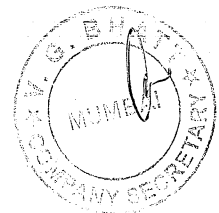
(ii) Voted against the resolution

Number of members voted	No of votes casted by them	% of total number of valid votes cast
0	0	0%

(iii) Not voted :

Total number of members (in person or by proxy) who have not voted	Total number of votes cast by them
0	0

The above Resolution is passed by unanimously.



G. Resolution No.7:-

Appointment of Ms. Gayathari Ramachandran as an Independent Director

(i). Voted in favour of the resolution

Number of members voted	No of votes casted by them	% of total number of valid votes cast
25	180025181	100%

(ii). Voted against the resolution

Number of members voted	No of votes casted by them	% of total number of valid votes cast
0	0	0%

(iii) Not voted :

Total number of members (in person or by proxy) who have not voted	Total number of votes cast by them
0	0

The above Resolution is passed by unanimously.

H. Resolution No.8:-

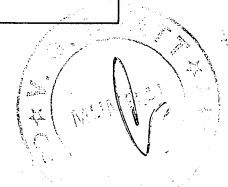
Appointment of Mr.Ajay Khara as an Director

(i). Voted in favour of the resolution

Number of members voted	No of votes casted by them	% of total number of valid votes cast
25	180025181	100%

(ii). Voted against the resolution

Number of members voted	No of votes casted by them	% of total number of valid votes cast
0	0	0%



(iii) Not voted :

Total number of members (in person or by proxy) who have not voted	Total number of votes cast by them
0	0

The above Resolution is passed by unanimously.

I. Resolution No.9:-

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

(i). Voted in favour of the resolution

Number of members voted	No of votes casted by them	% of total number of valid votes cast
25	180025181	100%

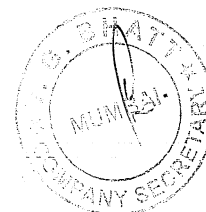
(ii). Voted against the resolution

Number of members voted	No of votes casted by them	% of total number of valid votes cast
0	0	0%

(iii) Not voted :

Total number of members (in person or by proxy) who have not voted	Total number of votes cast by them
0	0

The above Resolution is passed by unanimously.



J. Resolution No.10:-

Approval of the Borrowing Limits of the Company

i. Voted in favour of the resolution

Number of members voted	No of votes casted by them	% of total number of valid votes cast
25	180025181	100%

ii. Voted against the resolution

Number of members voted	No of votes casted by them	% of total number of valid votes cast
0	0	0%

iii. Not voted :

Total number of members (in person or by proxy) who have not voted	Total number of votes cast by them
0	0

The above Resolution is passed by unanimously.

K. Resolution No.11:-

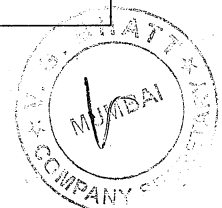
Alteration of Articles of Association

i. Voted in favour of the resolution

Number of members voted	No of votes casted by them	% of total number of valid votes cast
25	180025181	100%

ii. Voted against the resolution

Number of members voted	No of votes casted by them	% of total number of valid votes cast
0	0	0%



iii. Not voted :

Total number of members (in person or by proxy) who have not voted	Total number of votes cast by them
0	0

The above Resolution is passed by unanimously.

L. Resolution No.12:-

Alteration of Memorandum of Association

i. Voted in favour of the resolution

Number of members voted	No of votes casted by them	% of total number of valid votes cast
25	180025181	100%

ii. Voted against the resolution

Number of members voted	No of votes casted by them	% of total number of valid votes cast
0	0	0%

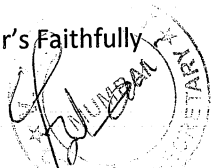
iii. Not voted :

Total number of members (in person or by proxy) who have not voted	Total number of votes cast by them
0	0

The above Resolution is passed by unanimously.

Thanking You

Your's Faithfully



Virendra G. Bhatt
Practicing Company Secretary
C.P. No. 124 / ACS 1157

Date: 30/09/2014
Place: Mumbai