

October 29, 2014

To,
The Manager,
Listing Department,
National Stock Exchange of India Ltd.
Exchange Plaza, Bandra Kurla Complex,
Bandra (East), Mumbai – 400 051

To,
The Manager,
Listing Department,
The Calcutta Stock Exchange Ltd.
7, Lyons Range,
Kolkata – 700 001

NSE Symbol: SKIL

CSE Security Code No.: 18039

Dear Sir,

**Sub: Copy of proceedings of 31st Annual General Meeting held on
September 30, 2014.**

Please find enclosed herewith a copy of the proceedings of 31st Annual General Meeting of the Company, held on September 30, 2014

You are requested to kindly take the same on your records.

Thanking you,

Yours faithfully,

**For SKIL Infrastructure Limited
(Erstwhile Horizon Infrastructure Limited)**



**Niles Mehta
Company Secretary**

Encl: a/a

SKIL Infrastructure Limited

Registered Office:-
SKIL House, 209 Bank Street Cross Lane,
Fort, Mumbai - 400 023,
Tel : +91 22 6619 9000
Fax: +91 22 2269 6023

(Erstwhile Horizon Infrastructure Limited)
CIN No. L36911MH1983PLC178299
E-mail: skil@skilgroup.co.in

www.skilgroup.co.in

Correspondence Address:-
13/14, 3rd Floor, Khetan Bhavan, 198
JRD Tata Road, Churchgate, Mumbai - 400 020.
Tel : +91 22 6715 8000
Fax: +91 22 6715 8099

HELD AT _____ ON _____ TIME _____

MINUTES OF THE 31ST ANNUAL GENERAL MEETING OF SKIL INFRASTRUCTURE LIMITED (ERSTWHILE HORIZON INFRASTRUCTURE LIMITED) HELD ON TUESDAY, SEPTEMBER 30, 2014 AT 1400 AT BABASAHEB DAHANUKAR HALL, ORICON HOUSE, 12, K. DUBHASH MARG, KALA GHODA, FORT, MUMBAI - 400 001

Present:

Mr. J. Alexander	Chairman of the Meeting
Mr. V. Ramanan	Director & Chairman of Audit Committee

In Attendance:

Mr. Sudipan Bhaduri	Chief Financial Officer
Mr. Nilesh Mehta	Company Secretary
Mr. Bharat Shah	Proprietor, Bharat Shah & Associates, Chartered Accountants, Statutory Auditors of the Company
Mr. Virendra Bhatt	Practicing Company Secretary, Scrutinizer

Mr. J. Alexander was unanimously elected to Chair the Meeting to which he graciously accepted. He took the Chair and welcomed all the Members to the 31st Annual General Meeting ('AGM'). He introduced the Director and other Officers, Statutory Auditor and Scrutinizer present on the dais.

After ascertaining the presence of requisite quorum, the Chairman called the Meeting to order and commenced the proceedings.

The Chairman announced that 23 Members attended the Meeting in person and 1 Member, holding 2282434 shares, attended the Meeting through Proxy. Besides, the Company has also received board resolution under section 113 of the Companies Act, 2013 from 1 Member, being body corporate, for authorization to vote in respect of 1274834 shares.

The Chairman informed that Proxy Register, Register of Directors' and Key Managerial Personnel and their Shareholding, Register of Contracts and other Statutory Registers were kept open for inspection by the Members during the continuance of the Meeting.

Thereafter, the Chairman addressed the Members and during his speech mentioned about the global and domestic economic scenario, financial performance of the Company FOR the year under review, etc.

The Chairman mentioned that the Notice dated August 14, 2014 convening this AGM along with copies of Annual Report has already been dispatched to all the Members of the Company within the statutory period through permitted mode.

With the permission of the Members, the Chairman took the Notice convening the Meeting and Directors' Report, as read.

The Chairman stated that the past practice required the Company Secretary to read the Auditors' Report; but since there are no observations from the Statutory Auditors of the



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Company, that requirement has been dispensed with under the new law i.e., the Companies Act, 2013.

The Chairman then invited comments/queries on accounts and other connected matters from the Members.

The Members present then raised certain queries relating to strategy for debt repayment, status of Container Freight Station (CFS) project at Navi Mumbai, reasons for sale of shares by few entities, etc. One of the Members suggested arranging for site visit. The Chairman thanked the Members for taking interest in the Company's affairs and thereafter suitably replied to the queries.

The Chairman thereafter elaborated on the new provisions of the Companies Act, 2013, relating to conducting of General Meetings, e-voting and inter alia.

He stated that in compliance with Section 108 of the Companies Act, 2013 read with the Rules thereto and Clause 35B of the Listing Agreement, the Company had provided E-voting facility to the Members who were holding shares as on August 29, 2014, i.e., the cut-off date, to exercise their votes on the items of business set out in the Notice convening this AGM through e-voting system.

He informed that the Company had availed the services of CDSL for providing the said e-voting facility. E-voting was open from September 24, 2014 (900 Hours) to September 26, 2014 (1800 hours). Mr. Virendra Bhatt, Practicing Company Secretary, was appointed by the Board of Directors as a Scrutinizer for scrutinizing the e-voting process in a fair and transparent manner.

The Chairman then declared that Members holding 83.12 % (approx) of shares had already exercised their voting through the newly introduced e-voting system and on the basis of Scrutinizer's Report, all the resolutions that were proposed in the Notice convening this AGM had been passed with requisite majority.

The Chairman further declared that the Members present may demand for poll.

The Members, considering that the resolutions have already been passed through e-voting, denied conducting the poll.

The Chairman then summarized the Report made by the Scrutinizer in respect of the resolutions stated below:

ORDINARY BUSINESS:

Resolution no. 1: Adoption of Financial Statements for the year ended March 31, 2014 and Reports of the Board of Directors and Auditors thereon:

The Chairman presented the voting result for the aforesaid item of Notice as under:



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Votes casted in favour of Resolution No. 1			Votes casted against Resolution No. 1			Votes not casted	
No. of Members	No. of Shares/ Votes	% of total no. of valid votes cast	No. of Members	No. of Shares/ Votes	% of total no. of valid votes cast	No. of Members	No. of Shares/ Votes
25	180025181	100.00	0	0	0	0	0

In light of above, the Chairman declared the following resolution as passed unanimously as an Ordinary resolution:

"RESOLVED THAT 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 together with the Reports of the Board of Directors and Auditors thereon, as laid before the Meeting, be and are hereby adopted."

Resolution no. 2: Re-appointment of Mr. Nikhil Gandhi

The Chairman presented the voting result for the aforesaid item of Notice as under:

Votes casted in favour of Resolution No. 2			Votes casted against Resolution No. 2			Votes not casted	
No. of Members	No. of Shares/ Votes	% of total no. of valid votes cast	No. of Members	No. of Shares/ Votes	% of total no. of valid votes cast	No. of Members	No. of Shares/ Votes
21	122671119	99.81	1	227799	0.19	3	57126263

In light of above, the Chairman declared the following resolution as passed with requisite majority 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."

Resolution no. 3: Appointment of Auditors and to fix their remuneration

The Chairman presented the voting result for the aforesaid item of Notice as under:

Votes casted in favour of Resolution No. 3			Votes casted against Resolution No. 3			Votes not casted	
No. of Members	No. of Shares/ Votes	% of total no. of valid votes cast	No. of Members	No. of Shares/ Votes	% of total no. of valid votes cast	No. of Members	No. of Shares/ Votes
25	180025181	100.00	0	0	0	0	0

In light of above, the Chairman declared the following resolution as passed unanimously as an Ordinary resolution:



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"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:

Resolution no. 4: Consider Mr. Bhavesh Gandhi as a retiring Director

The Chairman presented the voting result for the aforesaid item of Notice as under:

Votes casted in favour of Resolution No. 4			Votes casted against Resolution No. 4			Votes not casted	
No. of Members	No. of Shares/ Votes	% of total no. of valid votes cast	No. of Members	No. of Shares/ Votes	% of total no. of valid votes cast	No. of Members	No. of Shares/ Votes
22	122898918	100.00	0	0	0	3	57126263

In light of above, the Chairman declared the following resolution as passed with requisite majority 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."

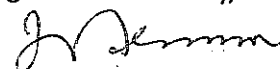
Resolution no. 5: Appointment of Mr. J. Alexander as an Independent Director:

The Chairman presented the voting result for the aforesaid item of Notice as under:

Votes casted in favour of Resolution No. 5			Votes casted against Resolution No. 5			Votes not casted	
No. of Members	No. of Shares/ Votes	% of total no. of valid votes cast	No. of Members	No. of Shares/ Votes	% of total no. of valid votes cast	No. of Members	No. of Shares/ Votes
25	180025181	100.00	0	0	0	0	0

In light of above, the Chairman declared the following resolution as passed unanimously 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



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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."

Resolution no. 6: Appointment of Mr. V. Ramanan as an Independent Director:

The Chairman presented the voting result for the aforesaid item of Notice as under:

Votes casted in favour of Resolution No. 6			Votes casted against Resolution No. 6			Votes not casted	
No. of Members	No. of Shares/ Votes	% of total no. of valid votes cast	No. of Members	No. of Shares/ Votes	% of total no. of valid votes cast	No. of Members	No. of Shares/ Votes
25	180025181	100.00	0	0	0	0	0

In light of above, the Chairman declared the following resolution as passed unanimously 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."

Resolution no. 7: Appointment of Ms. Gayathri Ramachandran as an Independent Director

The Chairman presented the voting result for the aforesaid item of Notice as under:

Votes casted in favour of Resolution No. 7			Votes casted against Resolution No. 7			Votes not casted	
No. of Members	No. of Shares/ Votes	% of total no. of valid votes cast	No. of Members	No. of Shares/ Votes	% of total no. of valid votes cast	No. of Members	No. of Shares/ Votes
25	180025181	100.00	0	0	0	0	0

In light of above, the Chairman declared the following resolution as passed unanimously 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



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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."

Resolution no. 8: Appointment of Mr. Ajay Khera as a Director

The Chairman presented the voting result for the aforesaid item of Notice as under:

Votes casted in favour of Resolution No. 8			Votes casted against Resolution No. 8			Votes not casted	
No. of Members	No. of Shares/ Votes	% of total no. of valid votes cast	No. of Members	No. of Shares/ Votes	% of total no. of valid votes cast	No. of Members	No. of Shares/ Votes
25	180025181	100.00	0	0	0	0	0

In light of above, the Chairman declared the following resolution as passed unanimously as an Ordinary resolution:

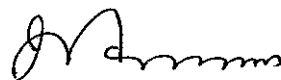
"RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions, if any of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Ajay Khera (holding DIN 00695146), who was appointed 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."

Resolution no. 9: Appointment of Mr. Ajay Khera as a Managing Director & Chief Executive Officer

The Chairman presented the voting result for the aforesaid item of Notice as under:

Votes casted in favour of Resolution No. 9			Votes casted against Resolution No. 9			Votes not casted	
No. of Members	No. of Shares/ Votes	% of total no. of valid votes cast	No. of Members	No. of Shares/ Votes	% of total no. of valid votes cast	No. of Members	No. of Shares/ Votes
25	180025181	100.00	0	0	0	0	0

In light of above, the Chairman declared the following resolution as passed unanimously as a Special resolution:



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ON _____

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"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."

Resolution no. 10: Approval of the Borrowing Limits of the Company

The Chairman presented the voting result for the aforesaid item of Notice as under:

Votes casted in favour of Resolution No. 10			Votes casted against Resolution No. 10			Votes not casted	
No. of Members	No. of Shares/ Votes	% of total no. of valid votes cast	No. of Members	No. of Shares/ Votes	% of total no. of valid votes cast	No. of Members	No. of Shares/ Votes
25	180025181	100.00	0	0	0	0	0

In light of above, the Chairman declared the following resolution as passed unanimously 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 reenactment 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 Rs. 6300 Crores (Rupees Six Thousand Three Hundred crores)."

Resolution no. 11: Alteration in Articles of Association

The Chairman presented the voting result for the aforesaid item of Notice as under:


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Votes casted in favour of Resolution No. 11			Votes casted against Resolution No. 11			Votes not casted	
No. of Members	No. of Shares/ Votes	% of total no. of valid votes cast	No. of Members	No. of Shares/ Votes	% of total no. of valid votes cast	No. of Members	No. of Shares/ Votes
25	180025181	100.00	0	0	0	0	0

In light of above, the Chairman declared the following resolution as passed unanimously 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."

Resolution no. 12: Alteration in Memorandum of Association

The Chairman presented the voting result for the aforesaid item of Notice as under:

Votes casted in favour of Resolution No. 12			Votes casted against Resolution No. 12			Votes not casted	
No. of Members	No. of Shares/ Votes	% of total no. of valid votes cast	No. of Members	No. of Shares/ Votes	% of total no. of valid votes cast	No. of Members	No. of Shares/ Votes
25	180025181	100.00	0	0	0	0	0

In light of above, the Chairman declared the following resolution as passed unanimously 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 insetting Clause no. 45 after the existing Clause no. 44 under "OBJECTS INCIDENTAL AND ANCILLARY TO THE ATTAINMENT OF MAIN OBJECTS" as follows:



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HELD AT _____ ON _____ TIME _____

Clause No.45:

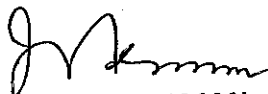
"Subject to the provisions of the Companies Act, 2013 and any other applicable law or regulation, in the ordinary course of business of the company, to secure the obligations of any person, firm or company (including any affiliates, group companies or subsidiaries), or any obligation undertaken by the 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 this resolution."

The Chairman thanked the Members present and declared the proceedings of the AGM as closed

The Meeting concluded with the vote of thanks to the Chair.

Date: 24/10/2014
Place: Bangalore


CHAIRMAN

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