SKIL®
The Infrapreneurs

February 4, 2015

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

NSE Symbol: SKIL

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

CSE Security Code No.: 18039

Sub: Submission of outcome of Postal Ballot pursuant to Clause 35A of the Listing Agreement

Pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, the Board of Directors of the Company had accorded its approval to conduct postal ballot process to seek the consent of the Members of the Company for the Special Resolutions as specified in the Postal Ballot Notice dated November 14, 2014.

The Company had availed the e-voting services of Central Depository Services (India) Limited ("CDSL").

The Company had appointed Mr. Virendra Bhatt, Practicing Company Secretary, as Scrutinizer for conducting the postal ballot and e-voting process in a fair and transparent manner.

The last date for receipt of the Postal Ballot Forms duly completed from the Members/E-voting was Thursday, January 29, 2015.

The Scrutinizer has submitted his report dated February 4, 2015, to the Managing Director & Chief Executive Officer of the Company and the results of the Postal Ballot has been declared today i.e., Wednesday, February 4, 2015 at 1800 hours at the Registered Office of the Company.

As per the Scrutinizer's Report, the result of the Postal Ballot is summarized hereunder:

Date of declaration of Postal Ballot Result	Wednesday, February 4, 2015		
Total number of Shareholders on record date (Friday, December 12, 2014)	3937		
Details of the Agenda	**Resolution required (Ordinary/Special)**	**Mode of Voting**	**Result**
Consent for creating mortgage/charge/ hypothecation/pledge on the moveable/ immoveable properties and/or undertaking(s) of the Company as per Section 180 (1) (a) of the Companies Act,	Special Resolution	Postal Ballot/ E-voting	Passed

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

SKIL Infrastructure Limited
(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

2013.			
Approval for Related Party Transactions under Section 188 of the Companies Act, 2013.	Special Resolution	Postal Ballot/ E-voting	Passed

Resolution No. 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:

Total Valid Votes-

	Physical		E-voting		Grand Total	
	Total no. of Shareholders	Total voting rights	Total no. of Shareholders	Total voting rights	Total no. of Shareholders	Total voting rights
Total no. of shares	25	7203409	26	127251753	51	134455162
Invalid/ not voted	0	0	0	0	0	0
Total valid votes	**25**	**7203409**	**26**	**127251753**	**51**	**134455162**

Table showing percentage of votes:-

Details of Valid Ballots	No. of Ballots & E-Votes	No. of Votes Cast	Percentage (%) voted
Assent	50	134455140	99.99%
Dissent	1	22	00.01%
Total	**51**	**134455162**	**100.00%**

Table showing bifurcations of Promoters, Financial Institutions and Others:

Promoter/ Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on out-standing shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	161470465	108426065	67.15%	108426065	0	100.00%	0.00%

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Public – Institutional holders	11355385	0	0.00%	0	0	0.00%	0.00%
Public- Others	43745382	26029097	59.50%	26029075	22	99.99%	0.01%
Total	**216571232**	**134455162**		**134455140**	**22**	**99.99%**	**0.01%**

Resolution No. 2:

Special Resolution under Section 188 of the Companies Act, 2013, for approval of Related Party Transactions:

Total Valid Votes-

	Physical		E-voting		Grand Total	
	Total no. of Shareholders	Total voting rights	Total no. of Shareholders	Total voting rights	Total no. of Shareholders	Total voting rights
Total no. of shares	25	7203409	9	11588846	34	18792255
Invalid/ not voted	0	0	17	115662907	17	115662907
Total valid votes	**25**	**7203409**	**26**	**127251753**	**51**	**134455162**

Table showing percentage of votes:-

Details of Valid Ballots	No. of Ballots & E-Votes	No. of Votes Cast	Percentage (%) voted
Assent	33	18792233	99.99%
Dissent	1	22	0.01%
Total	**34**	**18792255**	**100.00%**

Table showing Bifurcations of Promoters, Financial Institutions and Others:

Promoter/ Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on out-standing shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and	161470465	0	0.00%	0	0	0.00%	0.00%

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Promoter Group							
Public – Institutional holders	11355385	0	0.00%	0	0	0.00%	0.00%
Public- Others	43745382	18792255	42.96%	18792233	22	99.99%	0.01%
Total	**216571232**	**18792255**		**18792233**	**22**	**99.99%**	**0.01%**

Accordingly, the Managing Director & Chief Executive Officer of the Company has declared the Special Resolutions as set out in the Notice dated November 14, 2014, ***to have been passed by the Members with requisite majority***.

A copy of Scrutinizer's Report is enclosed herewith for your records.

Kindly treat this as disclosure pursuant to Clause 35A of the Listing Agreement and take the same on your records.

Thanking you,

Yours truly,
for **SKIL Infrastructure Limited**
(Erstwhile Horizon Infrastructure Limited)

Nilesh Mehta
Company Secretary

Encl: a/a

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SKIL House, 209, Bank Street Cross Lane,
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Virendra Bhatt
Company Secretary

Office :
602, Tardeo Airconditioned Market,
Tardeo Main Road, Tardeo,
Mumbai-400 034.
Tel. : 2351 4867 / 2351 2412
Mobile : 98200 48670
e-mail : bhattvirendra1945@yahoo.co.in

Date: 04.02.2015

TO,
The Chairman,
SKIL INFRASTRUCTURE LIMITED
SKIL House,
Bank Street Cross Lane,
Fort,
Mumbai 400023.

Dear Sir,

I have scrutinized the Postal Ballot (including electronic voting ("E-voting"/ "E-Votes")), Voting Process of SKIL INFRASTRUCTURE LIMITED erstwhile HORIZON INFRASTRUCTURE LIMITED having Registered Office of the Company situated at SKIL House, 209, Bank Street Cross Lane, Fort, Mumbai – 400 023.
With respect to passing of the Resolutions under section 180(1)(a) and section 188 of the Companies Act 2013 for obtaining Consent for creating mortgage /charge/hypothecation/pledge on the movable/immovable properties and/or undertaking(s) of the Company, Approval for Related Party Transactions respectively.
Approval of the shareholders needs to be obtained by way of Special resolution.

RESOLUTION 1 –

Consent for creating mortgage/charge/hypothecation/pledge on the movable/immovable properties and/or undertaking(s) of the Company.

Resolution Required: Special

"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

MUMBAI

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 orpersons) 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."

V. G. BHATT ★ COMPANY SECRETARY ★ MUMBAI

TOTAL VALID VOTES-

	PHYSICAL		EVOTING		GRAND TOTAL	
	TOTAL NO. OF SHAREHOLDERS	TOTAL VOTING RIGHTS	TOTAL NO. OF SHAREHOLDERS	TOTAL VOTING RIGHTS	TOTAL NO. OF SHAREHOLDERS	TOTAL VOTING RIGHTS
TOTAL NO. OF SHARES	25	7203409	26	127251753	51	134455162
INVALID/NOT VOTED	0	0	0	0	0	0
TOTAL VALID VOTES	25	7203409	26	127251753	51	134455162

The Total Postal Ballot Papers (including E-votes) received by me is as under:

	TOTAL		VALID	
	NO. OF BALLOTS & E-VOTES	VOTING RIGHTS	NO. OF BALLOTS & E-VOTES	VOTING RIGHTS
PHYSICAL	25	7203409	25	7203409
E-VOTES	26	127251753	26	127251753
TOTAL	51	134455162	51	134455162

Table showing percentage of the votes :-

Details of Valid Ballots	No. of Ballots & E-Votes	No. of Votes Cast	Percentage (%) voted
Assent	50	134455140	99.99
Dissent	1	22	0.01
Total	51	134455162	100%

V. G. BHATT ★ COMPANY SECRETARY ★ MUMBAI

Table showing Bifurcations OF PROMOTERS, FINANCIAL INSTITUTIONS AND OTHERS :

Promoter/ Public	No. of shares held	No. of Votes polled	% of votes polled on outstanding shares	No. of votes- In Favour	No. of votes- Against	% of votes in favour on votes polled	% of votes against on votes polled
Promoter & Promoter Group	161470465	108426065	67.15%	108426065	0	100%	0%
Financial Institutions	11355385	0	0	0	0	0	0
Public- Others	43745382	26029097	59.50%	26029075	22	99.99%	0.01%
TOTAL	216571232	134455162		134455140	22	99.99%	0.01%

I have to report that for resolution 1, votes cast in favour were 134455140 representing 99.99% of the total votes cast and Dissent were 22 representing 0.01 % of the total votes cast.

The votes cast in favour are more than the votes cast against the resolution.

RESOLUTION 2 –

Approval for Related Party Transactions

Resolution Required: Special

"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.

V. G. BHATT ★ MUMBAI ★ COMPANY SECRETARY

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."

TOTAL VALID VOTES-

	PHYSICAL		EVOTING		GRAND TOTAL	
	TOTAL NO. OF SHAREHOLDERS	TOTAL VOTING RIGHTS	TOTAL NO. OF SHAREHOLDERS	TOTAL VOTING RIGHTS	TOTAL NO. OF SHAREHOLDERS	TOTAL VOTING RIGHTS
TOTAL NO. OF SHARES	25	7203409	9	11588846	34	18792255
INVALID/NOT VOTED	0	0	17	115662907	17	115662907
TOTAL VALID VOTES	25	7203409	26	127251753	51	134455162

The Total Postal Ballot Papers (including E-votes) received by me is as under:

	TOTAL		VALID	
	NO. OF BALLOTS & E-VOTES	VOTING RIGHTS	NO. OF BALLOTS & E-VOTES	VOTING RIGHTS
PHYSICAL	25	7203409	25	7203409
E-VOTES	26	127251753	9	11588846
TOTAL	51	134455162	34	18792255

V. G. BHATT ★ MUMBAI ★ COMPANY SECRETARY

Table showing percentage of the votes :-

Details of Valid Ballots	No. of Ballots & E-Votes	No. of Votes Cast	Percentage (%) voted
Assent	33	18792233	99.99%
Dissent	1	22	0.01%
Total	34	18792255	100%

Table showing Bifurcations OF PROMOTERS, FINANCIAL INSTITUTIONS AND OTHERS:

Promoter/ Public	No. of shares held	No. of Votes polled	% of votes polled on outstanding shares	No. of votes- In Favour	No. of votes- Against	% of votes in favour on votes polled	% of votes against on votes polled
Promoter & Promoter Group	161470465	0	0	0	0	0	0
Financial Institutions	11355385	0	0	0	0	0	0
Public- Others	43745382	18792255	42.96%	18792233	22	99.99%	0.01%
TOTAL	216571232	18792255		18792233	22	99.99%	0.01%

I have to report that for resolution 2, votes cast in favour were 18792233 representing 99.99% of the total votes cast and Dissent were 22 representing 0.01% of the total votes cast. The votes cast in favour are more than the votes cast against the resolution.

I have to further report that total numbers of shareholders were 51 representing **134455162** votes entitled on **134455162** shares. The Company has completed postal ballots through courier as well as through electronic media on 24th December, 2014 out of which 51 ballot papers (including E-Votes) were received

V. B. BHATT ★ COMPANY SECRETARY ★ MUMBAI

The Postal Ballot Register as per relevant documents for the same are available for inspection to the members of the company at the Registered Office of the Company. The Register along with all the records will be handed over to you at your office as per the said rules.



Virendra G. Bhatt
A. C. S. No: 1157
C. P. No: 124