

HELD AT _____ ON _____ TIME _____

MINUTES OF THE PROCEEDINGS HELD ON FEBRUARY 4, 2015 AT THE REGISTERED OFFICE OF THE COMPANY AT SKIL HOUSE, 209, BANK STREET CROSS LANE, FORT, MUMBAI - 400023 AT 1800 HOURS FOR DECLARATION OF RESULT OF THE POSTAL BALLOT INCLUDING E-VOTING CONDUCTED VIDE NOTICE DATED NOVEMBER 14, 2014

Present:

Mr. Ajay Khera	- Managing Director & Chief Executive Officer
Mr. Sudipan Bhaduri	- Chief Financial Officer
Mr. Nilesh Mehta	- Company Secretary
Mr. Virendra Bhatt	- Scrutinizer

Mr. Ajay Khera, Managing Director & Chief Executive Officer, apprised that the Company had conducted postal ballot process for seeking the consent of the Members for the Special Resolutions contained in the Postal Ballot Notice dated November 14, 2014.

Mr. Virendra Bhatt, Scrutinizer, submitted his report dated February 4, 2015, to the Managing Director & Chief Executive Officer of the Company and the results of the Postal Ballot was declared on Wednesday, February 4, 2015 at 1800 hours at the Registered Office of the Company.

The result of the Postal Ballot is summarized hereunder:

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:

As per the Scrutinizer's Report:

Total Valid Votes-

	Physical		E-voting		Grand Total	
	Total no. of Share-holders	Total voting rights	Total no. of Share-holders	Total voting rights	Total no. of Share-holders	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

Total Postal Ballot papers (including e-votes) received:

	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

CHAIRMAN'S INITIALS

For SKIL Infrastructure Limited
(Formerly Known as Horizon
Infrastructure Limited)

Nilesh

Company Secretary

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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%

Bifurcation of Promoters, Financial Institutions and Others:

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

Based on the Scrutinizer's Report, the Managing Director & Chief Executive Officer of the Company declared the following Special Resolution to have been passed by the Members with requisite majority:

"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

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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."

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

As per the Scrutinizer's Report:

Total Valid Votes-

	Physical		E-voting		Grand Total	
	Total no. of Share-holders	Total voting rights	Total no. of Share-holders	Total voting rights	Total no. of Share-holders	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

Total Postal Ballot papers (including e-votes) received:

	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

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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%

Bifurcation of Promoters, Financial Institutions and Others:

Promoter/ Public	No. of shares held	No. of votes polled	% of Votes Polled on out- standing shares (3)=[(2)/ (1)]*100	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled (6)=[(4)/ (2)]*100	% of Votes against on votes polled (7)=[(5)/ (2)]*100
(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)
Promoter and Promoter Group	161470465	0	0.00%	0	0	0.00%	0.00%
Public – Institution al 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%

Based on the Scrutinizer's Report, the Managing Director & Chief Executive Officer of the Company declared the following Special Resolution to have been passed by the Members with requisite majority:

"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

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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."

Date: 3/3/15
Place: Mumbai


Ajay Khera
Managing Director & Chief Executive Officer

CHAIRMAN'S INITIALS

