



32nd Annual Report



32nd ANNUAL GENERAL MEETING

DATE	: December 28, 2015
DAY	: Monday
TIME	: 1500 Hours
PLACE	: Babasaheb Dahanukar Hall, Oricon House, 12, K. Dubhash Marg, Kala Ghoda, Fort, Mumbai - 400 001

BOARD OF DIRECTORS

Mr. Nikhil Gandhi	Chairman
Mr. Bhavesh Gandhi	Vice Chairman
Mr. J. Alexander	Independent Director
Ms. Gayathri Ramachandran	Independent Director
Mr. V. Ramanan	Independent Director
Mr. Ajay Kherra	Managing Director & Chief Executive Officer

CHIEF FINANCIAL OFFICER

Mr. Sudipan Bhaduri

COMPANY SECRETARY

Mr. Nilesh Mehta

AUDITORS

M/s. Bharat Shah & Associates,
Chartered Accountants, Mumbai

BANKERS

IDBI Bank Limited
Central Bank of India
Union Bank of India
Yes Bank Limited

REGISTERED OFFICE

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

REGISTRAR & SHARE TRANSFER AGENTS

Link Intime India Private Limited
C-13, Pannalal Silk Mills Compound, L.B.S. Marg,
Bhandup (West), Mumbai - 400 078
Tel: +91-22-25963838
Fax: +91-22-25946969
E-mail: rnt.helpdesk@linkintime.co.in

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NOTICE

NOTICE is hereby given that the 32nd Annual General Meeting of the Members of SKIL Infrastructure Limited (Erstwhile Horizon Infrastructure Limited) ('AGM') will be held on Monday, December 28, 2015 at 1500 hours at Babasaheb Dahanukar Hall, Oricon House, 12, K. Dubhash Marg, Kala Ghoda, Fort, Mumbai - 400 001, to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Standalone Financial Statements and Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2015 and the Reports of the Auditors and Directors thereon.
2. To appoint a Director in place of Mr. Bhavesh Gandhi (DIN 00030623), who retires by rotation and being eligible, offers himself for re-appointment.
3. To ratify appointment of Statutory Auditors and in this regard to consider and if thought fit, to pass with or without modification, the following resolution as an Ordinary Resolution:

"Resolved That pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Rules framed there under (including any statutory modification(s) or re-enactment thereof for the time being in force) and the recommendations of the Audit Committee of the Board of Directors and pursuant to the resolution passed by the Members of the Company at the 31st Annual General Meeting held on September 30, 2014; the appointment of M/s. Bharat Shah & Associates, Chartered Accountants (Firm Registration No. 101249W), as the Auditors of the Company for a term of three years i.e., till the conclusion of the 34th Annual General Meeting of the Company to be held in the year 2017; be and is hereby ratified for the balance term at a remuneration to be decided mutually between the said Auditors and the Board of Directors."

Registered Office

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

**By Order of the Board of Directors
For SKIL Infrastructure Limited
(Erstwhile Horizon Infrastructure Limited)**

Place: Mumbai

Date: November 26, 2015

**Nilesh Mehta
Company Secretary**

NOTES:

1. PROXIES

- a. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT ONE OR MORE PROXY(IES) TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY(IES) SO APPOINTED NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING PROXIES IN ORDER TO BE EFFECTIVE, SHOULD BE DULY COMPLETED IN ALL RESPECT AS PRESCRIBED IN THE SECRETARIAL STANDARDS ON GENERAL MEETING ('SS-2') ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA AND SHOULD BE LODGED WITH THE COMPANY AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE AGM. A PROXY FORM IS ATTACHED HEREWITH.**
 - b. A person can act as proxy on behalf of Members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. In case of a Member who is holding more than ten percent of the total share capital of the Company carrying voting rights, he/she may appoint a single person as proxy and such person shall not act as proxy for any other person or Member. The instrument appointing a proxy shall be signed by the appointer or his attorney duly authorised in writing, or if the appointer is a company, society, partnership firm, etc., it shall be supported by appropriate resolution/authority, as applicable, issued on behalf of the nominating organisation.
 - c. Every member shall be entitled during the period beginning twenty-four hours before the time fixed for the commencement of the AGM and ending with conclusion of the AGM, to inspect at the Registered Office of the Company the proxies lodged, at any time between 0900 hours and 1800 hours, in terms of SS-2, provided not less than three days' notice in writing of the intention so to inspect is given to the Company.
2. Corporate Members intending to send their authorised representatives to attend the AGM are requested to send a certified copy of the Board Resolution authorising their representative to attend and vote in their behalf at the AGM.
 3. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
 4. Members/ Proxies/ Representatives are requested to bring their copies of the Annual Reports along with their duly filled in Attendance Slips attached herewith for attending the AGM.
 5. Pursuant to Clause 49 of the Listing Agreement entered into with Stock Exchanges and SS-2, particulars of the Director seeking re-appointment at the AGM is given in the Exhibit to Notice.
 6. The Register of Members and Share Transfer Books of the Company shall remain closed from Thursday, December 24, 2015 to Monday, December 28, 2015, both days inclusive, for the purpose of the AGM of the Company.

7. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts or Arrangements maintained under Section 189 of the said Act will be available for inspection by the Members at the AGM.
8. Members are requested to notify immediately any change in their addresses/other contact details to the Company's Registrar and Share Transfer Agents, M/s. Link Intime India Private Limited, C-13, Pannalal Silk Mills Compound, LBS Marg, Bhandup (West), Mumbai – 400 078 ('RTA'), for shares held in physical form and to their respective Depository Participants ('DP') for shares held in electronic form.
9. Members desirous of obtaining any information concerning the Financial Statements of the Company are requested to write their queries to the Company at least seven working days in advance of the AGM so that the information required can be made readily available at the AGM.
10. The Members are requested to approach the Company for consolidation of folios, if shareholdings are under multiple folios.
11. Members are requested to quote the Ledger Folio or Client ID and DP ID Numbers in all Communications with the Company/RTA.
12. Members who have not registered their e-mail addresses so far are requested to register their e-mail address so that they can receive the Annual Report and other communication from the Company in electronic form. Kindly note that even after registering for e-communication, Members are entitled to receive such communication in physical form by permitted mode, free of cost, upon making a request for the same. For any such communication, the Members may also send requests to the Company's investor email id: contact@skilgroup.co.in.
13. In support of the Green Initiative, copies of the Annual Report for FY 2014-15 including therein the Notice of the 32nd AGM, which, inter alia, indicates the process and manner of e-voting; Attendance Slip and Proxy Forms are being sent in electronic mode to those Members whose e-mail addresses are registered with the Company / Depository Participant(s) ("DPs") for communication purposes unless any Member has requested for a hard copy of the same. For Members who have not registered their e-mail addresses, physical copies of the Annual Report, etc., are being sent by the permitted mode. The Annual Report are being sent to the Members, as ibid, whose names shall appear in the Register of Members or in case of shares held in electronic form, who were the beneficial owners as on Friday, November 27, 2015. However, if such a person is not a Member on the cut-off date of Monday, December 21, 2015; such person shall not be eligible to vote via remote e-voting or at AGM and may treat this Notice for information purpose only. Members may also note that the Annual Report of the Company is available for download from the website of the Company www.skilgroup.co.in.
14. All documents referred to in the accompanying Notice are available for inspection at the Registered Office of the Company between 1100 hours to 1300 hours on all working days, except Saturdays, upto the date of the AGM.
15. The Company has uploaded the details of unpaid and unclaimed dividends amounts lying with the Company as on September 30, 2014 (date of last AGM) on the website of the Company www.skilgroup.co.in and also on the website of the Ministry of Corporate Affairs. Further, the said unpaid and unclaimed dividend amount will be transferred to the Investor Education and Protection Fund as per the provisions of the Companies Act, 2013/1956.
16. The Securities and Exchange Board of India has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their DPs with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company/ RTA.
17. Voting through electronic means: In compliance with provisions of Section 108 of the Companies Act, 2013 and Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), SS-2 and Clause 35B of the Listing Agreement, the Company is pleased to provide e-voting facility to all Members of the Company to enable them to cast their votes electronically on the items/resolutions mentioned in this Notice. The facility of casting the votes by the Members using an electronic voting system from a place other than venue of the AGM ('remote e-voting') will be provided by Central Depository Services (India) Limited ('CDSL').

The instructions for remote e-voting are detailed hereunder:-

- (i) The voting period begins on Thursday, December 24, 2015 at 0900 hours and ends on Sunday, December 27, 2015 at 1700 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 Monday, December 21, 2015, 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 sequence number which shall be printed on address stickers of the Annual Report (that is being sent in physical mode to the Members whose e-mail addresses are not registered with the Company or who have requested to receive Annual Report in physical mode)/which shall be sent through E-mail (alongwith the Annual Report to those Members whose E-mail addresses are registered with the Company or Depository Participant).
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 (“EVS” i.e. “151126003”) 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 Shareholders & Custodians:
- Non-Individual shareholders (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 a Compliance User should be created 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 linked in the login 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. You may also contact Mr. Wenceslaus Furtado, Deputy Manager, CDSL, 17th Floor, P J Towers, Dalal Street, Fort, Mumbai – 400 001, Email ID: helpdesk.evoting@cdslindia.com, Phone No. (toll free): 1800-200-5533.

In case if a person acquires shares and becomes Member of the Company after dispatch of this Notice/Annual Report, they may obtain the User ID and Password/Sequence Number by sending a request to RTA at evelin.subalatha@linkintime.co.in.

In case, if the Members have any queries pertaining to the sequence number for e-voting, they may contact the RTA for the same.

The facility for voting through ballot paper shall be made available at the AGM and the Members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the Meeting through ballot paper. The Members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again. If a Member casts vote by both modes, then the voting done through remote e-voting shall prevail.

A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the cut-off date of Monday, December 21, 2015, only shall be entitled to avail the facility of remote e-voting or voting at the AGM through ballot paper and that a person who is not a Member as on the cut-off date shall treat this Notice for information purpose only.

The voting rights of the Members shall be in the proportion to the paid-up value of their shares in the equity capital of the Company as on the cut-off date.

The Company has appointed Mr. Virendra G. Bhatt (Membership No. ACS 1157), Practising Company Secretary, Mumbai, as Scrutinizer, to scrutinize the remote e-voting process and ballot process at AGM in a fair and transparent manner.

The Scrutinizer shall, after the conclusion of voting at the AGM, first count the votes cast at the Meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than forty eight hours of the conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall counter sign the same. The Chairman or a person authorized by him in writing shall declare the result of the voting forthwith.

The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company www.skilgroup.co.in and on the website of CDSL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the National Stock Exchange of India Limited and the Calcutta Stock Exchange Limited, where the shares of the Company are listed.

EXHIBIT TO NOTICE

Pursuant to Clause 49 of the Listing Agreement with the Stock Exchanges and SS-2, following information is furnished in respect of Director proposed to be re-appointed:

Name of the Director (DIN)	: Mr. Bhavesh Gandhi (00030623)
Designation	: Vice Chairman
Date of Birth	: January 21, 1966
Age	: 49 years
Qualification	: B. Com
Date of Appointment	: January 5, 1995
Detailed Profile including Nature of Expertise	: Mr. Bhavesh Gandhi has approximately 30 years of experience in various fields pertaining to infrastructure development projects. He is the co-founder of the company. He was adjudged for the "Shipping, Marine and Ports (SMP), 2012 - Young Entrepreneur" Award. His experience in various sectors aids in execution of each project that SKIL undertakes. His omnipresent interaction in all projects makes him a pillar that the entire group relies on.
Number of Board Meetings attended during the financial year 2014-15	: Two Board Meetings
Remuneration	: -
Directorships held in other companies as on March 31, 2015	: Pipavav Defence and Offshore Engineering Company Limited Energy India Corporation Limited E Complex Private Limited Navi Mumbai SEZ Private Limited SKIL Shipyard Holdings Private Limited Urban Infrastructure Holdings Private Limited Awaita Properties Private Limited Nayroh Lifestyle and Leisure Infrastructure Limited Donyi Polo Petrochemicals Limited
Memberships/ Chairmanships of committees (includes only Audit and Shareholder's/ Investor's Grievance Committee/ Stakeholders Relationship Committee) of other public companies as on March 31, 2015	: Pipavav Defence and Offshore Engineering Company Limited- Member of Audit Committee and Shareholders' Grievance / Relationship Committee E Complex Private Limited- Member of Audit Committee Donyi Polo Petrochemicals Limited- Member of Audit Committee
Number of shares held in the Company as on March 31, 2015	: 8,85,95,473 (Including 8,74,17,716 Equity shares held jointly with Mr. Nikhil Gandhi, Brother, on behalf of Metropolitan Industries, partnership firm)
Inter-se relationship with other Directors and KMPs	: Brother of Mr. Nikhil Gandhi

DIRECTORS' REPORT

Dear Members,

Your Directors are pleased to present the 32nd Annual Report of the Company together with the Audited Financial Statements for the year ended March 31, 2015.

Financial Highlights (Standalone)

The financial performance of the Company for the financial year ended March 31, 2015 is summarised below:

(Rupees in Lacs)

Particulars	Year ended March 31, 2015	Year ended March 31, 2014
Total Income	7,498.55	37,845.09
Less: Expenditure	25,352.83	54,918.71
Profit/(Loss) before Depreciation & Taxation	(17,854.28)	(17,073.62)
Less: Depreciation	152.61	80.70
Profit/(Loss) before taxation	(18,006.89)	(17,154.32)
Less: Provision for Tax / Deferred Tax	0.00	0.00
Profit/(Loss) after tax	(18,006.89)	(17,154.32)
Add: Balance brought forward from the previous year	(8,485.54)	0.00
Less: Appropriations (other than Dividend)	102.19	14.68
Less: Transfer to Capital Reserve as per Scheme of Merger	0.00	(8,683.46)
Less: Transfer to General Reserve	-	-
Balance Profit / (Loss) carried forward to the next year	(26,594.62)	(8,485.54)

State of Company's Affairs

The Company has been into Engineering, Procurement and Construction (EPC) business. Besides, it is developing a State of the Art Container Freight Station (CFS) in an area of 73.15 acres near Jawaharlal Nehru Port Trust ('JNPT'), Navi Mumbai, and has also embarked upon an ambitious, Pan-India and Multi-segment Operations in the logistic field. The Company conducts business through its subsidiaries and affiliates.

The Company earned infrastructure related advisory income of Rs. 7,081.66 Lacs during the current financial year. The total income of the Company during the year under review is Rs. 7,498.55 Lacs as compared to total income of Rs. 37,845.09 Lacs during the previous financial year. During the year, the Company incurred net loss of Rs. 18,006.89 Lacs as compared to the loss of Rs. 17,154.32 Lacs incurred in the previous financial year. The finance cost on account of borrowings and loss incurred by the Company, consequent upon invocation/sale of its investments are the main reasons for the losses incurred by the Company.

Future Outlook

In a strategic move to unlock value, the Company has decided to exit from all the non-core activities and investments to enable it to pay more focus on its core competence and reduce debt. The Company shall continue to focus on developing valuable infrastructure in the field of Smart City/SEZ/Ports/Logistics through Special Purpose Vehicles and secure robust Partnership to ensure sustainable value for shareholders.

The Company, which has been pioneer in building India's First world class Defence focussed Infrastructure, shall continue to play a stellar role to contribute to increase the value for all the Partner/Shareholders/Stakeholders, even after handing over the control of Pipavav Defence and Offshore Engineering Company Limited to Reliance (ADAG) Group.

Dividend

In view of losses incurred by the Company, your Directors do not recommend dividend for the financial year ended March 31, 2015.

Extension for holding ensuing AGM

The Company had applied to and sought approval of Registrar of Companies, Mumbai, for holding the ensuing 32nd Annual General Meeting of the Members of the Company ('AGM') up to December 31, 2015 and accordingly the ensuing AGM is being convened on Monday, December 28, 2015.

Details of Subsidiary, Associates & Joint Venture

As on March 31, 2015, the list of Subsidiaries, Joint Ventures and Associate Companies is as follows:

i) Subsidiary Companies:

Gujarat-Dwarka Portwest Limited (Erstwhile Gujarat Positra Port Company Limited)

Chiplun FTWZ Private Limited

Navi Mumbai SMART CITY Infrastructure Limited (Erstwhile Mahakaleshwar Knowledge Infrastructure Private Limited)
Metrotech Technology Park Pvt Ltd
SKIL Shipyard Holdings Private Limited
SKIL-Himachal Infrastructure and Tourism Limited
Energy India Corporation Limited
SKIL Karnataka SEZ Limited
Pipavav Electronic Warfare Systems Private Limited (Erstwhile SKIL Strategic Deterrence Systems Private Limited)
SKIL Advanced Systems Private Limited ('SASPL')
Pipavav Aero Infrastructure Private Limited (wholly owned subsidiary of SASPL)
SKIL Vision Aerial Solutions Private Limited (wholly owned subsidiary of SASPL)
SKIL Midivisana Engineering Private Limited (wholly owned subsidiary of SASPL)
Jansampada Engineering Company Private Limited (Erstwhile Jansampada Infraproject Private Limited)
SKIL (Singapore) Pte. Ltd.

ii) Associate Companies:

Pipavav Defence and Offshore Engineering Company Limited
Urban Infrastructure Holdings Private Limited

iii) Joint Ventures:

Sohar Free Zone LLC

Out of the aforesaid Subsidiary Companies, Pipavav Aero Infrastructure Private Limited, SKIL Karnataka SEZ Limited, Jansampada Engineering Company Private Limited and SKIL Vision Aerial Solutions Private Limited, have submitted an application to the Registrar of Companies on August 7, 2015, August 7, 2015, August 8, 2015 and August 13, 2015, respectively; for striking-off the name under the Fast Track Exit Mode pursuant to Section 560 of the Companies Act, 1956. Further, Pipavav Electronic Warfare Systems Private Limited and SKIL Midivisana Engineering Company Private Limited are in the process of striking-off the name under the Fast Track Exit Mode. The striking-off of aforesaid subsidiaries is not expected to have any material impact on the financials of the Company.

With respect to Associate Companies, the financial statements of Urban Infrastructure Holdings Private Limited were not available for consolidation.

For Pipavav Defence and Offshore Engineering Company Limited ('Pipavav'), the Company has sought approval of the Members, vide special resolution passed on May 19, 2015, for disinvestment of stake of upto 25.10% held by the Company in Pipavav.

The Company has, along with SKIL Shipyard Holdings Private Limited (wholly owned subsidiary) ('SSHPL'), Grevek Investment and Finance Private Limited ('Grevek') (collectively referred to as the 'Sellers'), Mr. Nikhil Gandhi, Mr. Bhavesh Gandhi (collectively along with the Sellers referred as 'Founder Promoters') executed a Purchase Agreement dated March 4, 2015, with Pipavav, Reliance Defence Systems Private Limited (the 'Acquirer') and Reliance Infrastructure Limited (the 'PAC') (the 'Purchase Agreement'). Pursuant to the Purchase Agreement, the Acquirers will purchase Equity Shares of Pipavav from the Sellers (i.e., 9,16,22,315 Equity Shares of Pipavav from the Company and 3,83,77,685 Equity Shares of Pipavav from SSHPL), constituting 17.66 percent of paid-up equity share capital of Pipavav at a price of Rs. 63 per share, aggregating Rs. 819 Crore and shall acquire the management and sole control of Pipavav. The said sale proceeds through disinvestment shall be utilized for reduction of debts.

In terms of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeover) Regulations, 2011, an open offer has been announced to the public shareholders to acquire from them up to 26% Equity Shares of Pipavav ('SEBI Open Offer') and the Acquirer is accordingly proceeding to complete the acquisition of Pipavav. The SEBI Open Offer at a price of Rs. 66 per share, in terms of applicable SEBI Takeover Regulations, shall open on Wednesday, December 2, 2015 and shall close on Tuesday, December 15, 2015.

Post completion of Open Offer, if the Acquirers still hold less than 25.10% equity shares of Pipavav; in that event, the Sellers will sell such number of equity shares at the same price of Rs. 63 per share, to cover the shortfall of equity shares (i.e. 25.10% shares minus the number of shares held by Acquirer post open offer) to the Acquirers, so that as a result of the proposed acquisition, the Acquirers will hold minimum 25.10% shares in Pipavav.

Upon consummation of the transactions contemplated in the Purchase Agreement, the Acquirer and/or the PAC will acquire control over Pipavav.

As required under the Listing Agreement with the Stock Exchanges, the Companies Act, 2013 and the applicable Accounting Standards, the Consolidated Financial Statements of the Company and all its Subsidiary Companies, Joint Venture Company, Associate Company (only Pipavav) forms part of this Annual Report.

The performance and financial position of each of the Subsidiaries, Joint Venture Company and Associate Company (only Pipavav) included in the Consolidated Financial Statement is provided in accordance with the provisions of Section 129 read with Rule 5 of the Companies (Accounts) Rules, 2014 as a separate statement annexed to this Report as **Annexure I** in prescribed Form AOC – I and hence not repeated here for the sake of brevity, under Rule 8 of the Companies (Accounts) Rules, 2014.

Pursuant to the requirement of Clause 49 of the Listing Agreement, the Company has formulated a Policy for determining material subsidiaries, which is uploaded on the website of the Company at www.skilgroup.co.in and can be accessed at http://www.skilgroup.co.in/index.php?option=com_phocadownload&view=category&download=93:policy-on-material-subsidiaries&id=13:policies&Itemid=186.

Extract of Annual Return

Pursuant to the provisions of Section 92(3) of the Companies Act, 2013 read with the Rules thereto, an Extract of the Annual Return of the Company as on March 31, 2015, in the prescribed Form MGT-9 is annexed to this Report as **Annexure II**.

Details of Directors and Key Managerial Personnel

During the year under review there was no change in Directors of your Company. Pursuant to the provisions of Section 152 of the Companies Act, 2013, Mr. Bhavesh Gandhi, Director (DIN: 00030623); shall retire at the ensuing AGM and being eligible for re-appointment, offers himself for re-appointment. His profile has been given in the Exhibit to the Notice of the ensuing AGM of the Company.

Mr. J. Alexander, Ms. Gayathri Ramachandran and Mr. V. Ramanan have been appointed as Independent Directors of the Company for a period of five years commencing September 30, 2014. All the Independent Directors have given individual declarations, that they meet the criteria of independence as laid down under Section 149(6) of the Companies Act, 2013 and Clause 49 of the Listing Agreement.

Mr. Ajay Khara, Managing Director & Chief Executive Officer; Mr. Sudipan Bhaduri, Chief Financial Officer and Mr. Nilesh Mehta, Company Secretary of the Company are the Key Managerial Personnel as per the provisions of Section 203 of the Companies Act, 2013 and have been in office before the commencement of the Companies Act, 2013.

Mr. Ajay Khara shall hold office as Managing Director & Chief Executive Officer upto November 26, 2015. The Board of Directors, at its Meeting held on November 5, 2015, on the recommendation of the Nomination and Remuneration Committee, approved the appointment of Mr. Ajay Khara as Chief Executive Officer and Whole-time Key Managerial Personnel (in the category of Chief Executive Officer) in terms of Section 203 of the Companies Act, 2013 read with the Rules thereto; for a tenure of two years commencing November 27, 2015. He shall cease to be a Director on the Board of the Company, with effect from the November 27, 2015.

Number of Board Meetings

During the Financial Year 2014-15, five meetings of the Board of Directors of the company were held on May 30, 2014; August 14, 2014, November 14, 2014; February 14, 2015 and March 4, 2015. The maximum time gap between any two consecutive meetings did not exceed one hundred and twenty days.

Additionally, several committee meetings were held during the financial year including Audit Committee, which met four times during the year.

Details of Remuneration

Disclosures pertaining to remuneration and other details as required under Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is annexed to this Report as **Annexure III**.

None of the Directors of the Company are in receipt of any commission from the Company or from any Subsidiary of the Company.

The details of remuneration of the Directors including Key Managerial Personnel for the financial year ended March 31, 2015 are mentioned in the Extract of the Annual Return which is annexed to this Report as Annexure II.

Performance Evaluation

The Companies Act, 2013 and Clause 49 of the Listing Agreement entered with the Stock Exchanges stipulate the performance evaluation of the Directors, Board and its Committees.

Considering the said provisions, the Company had devised a transparent criteria for performance evaluation after approval by the Nomination & Remuneration Committee/Board of Directors. Based on the criteria laid, the annual performance evaluation of the Directors, Board and its Committees has been carried out.

The criteria for performance evaluation of Independent Directors are mainly devised based upon the parameter for professional conduct, role, functions and duties laid under Schedule IV to the Companies Act, 2013. The performance evaluation criteria are annexed to this Report as **Annexure IV**.

The Committee of Independent Directors comprising Mr. J. Alexander, Ms. Gayathri Ramachandran and Mr. V. Ramanan; met on February 13, 2015, without the attendance of Non-Independent Directors and Members of the Management. The Independent Directors, inter alia, reviewed the performance of Non-Independent Directors and the Board as a whole; the performance of the Chairman of the Company, taking into account the views of Executive Directors and Non-Executive Directors and assessed the quality, quantity and timeliness of flow of information between the Company Management and the Board, that is necessary for the Board to effectively and reasonably perform their duties.

The Board of Directors, at their Meeting held on February 14, 2015, considered the performance evaluation of the Directors, Board and Board Committees. The performance evaluation of the Independent Directors was carried out by the entire Board excluding the concerned Director being evaluated and based on the evaluation process, the Board had determined to continue the term of all the Independent Directors.

Directors Responsibility Statement

In accordance with the provisions of Section 134(3)(c) and Section 134(5) of the Companies Act 2013, your Directors confirm that:

- a) in the preparation of the annual accounts for the financial year ended March 31, 2015, the applicable accounting standards had been followed along with proper explanation relating to material departures, if any;
- b) the directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2015 and of the profit/loss of the Company for that period;
- c) the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d) the directors had prepared the annual accounts on a going concern basis;
- e) the directors had laid internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively.
- f) the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

Audit Committee

The Audit Committee comprises Mr. V. Ramanan (Chairman), Mr. J. Alexander, Ms. Gayathri Ramachandran and Mr. Ajay Khera as Members. All the recommendations made by the Audit Committee were accepted by the Board.

The details with respect to the meetings, powers, roles, terms of reference, etc. of the Audit Committee are given in details in the Report on Corporate Governance of the Company.

Nomination & Remuneration Policy

The Nomination and Remuneration Committee comprises Mr. J. Alexander (Chairman), Mr. Nikhil Gandhi, Ms. Gayathri Ramachandran and Mr. V. Ramanan as Members. The terms of reference of the Committee are given in the Report on Corporate Governance of the Company.

The Nomination and Remuneration Policy recommended by the Nomination and Remuneration Committee is duly approved by the Board of Directors of the Company and is annexed to this Report as **Annexure V**.

Corporate Social Responsibility (CSR) Policy

In compliance with Section 135 of the Companies Act, 2013 read with the Companies (Corporate Social Responsibility Policy) Rules 2014, the Company has established Corporate Social Responsibility (CSR) Committee comprising Mr. Nikhil Gandhi (Chairman), Mr. J. Alexander, Ms. Gayathri Ramachandran and Mr. V. Ramanan as Members.

The Corporate Social Responsibility Policy ('CSR Policy') recommended by the CSR Committee of the Directors has been approved by the Board of Directors of the Company. The CSR Policy may be accessed on the Company's website at the link: http://www.skilgroup.co.in/index.php?option=com_phocadownload&view=category&download=94:csr-policy&id=13:policies&Itemid=186

The statutory disclosure with respect to the CSR Committee and an Annual Report on CSR Activities is annexed to this Report as **Annexure VI**.

Familiarisation Programme

The Directors of the Company are updated as and when required, of their role, rights, responsibilities under applicable provisions of the Companies Act and the Listing agreement entered into by the Company with Stock Exchanges; nature of industry in which the Company operates, etc. The Company holds Board and the Committee Meetings from time to time. The Board of Directors has complete access to the information within the Company. The Independent Directors have the freedom to interact with the Company's Management. The Directors are also informed of the various developments in the Company through various modes of communications.

The details of familiarization programmes for Independent Directors of the Company are posted on the website of the Company at the link: http://www.skilgroup.co.in/index.php?option=com_phocadownload&view=category&download=92:familiarisation-programme-for-ids&id=13:policies&Itemid=186.

Vigil Mechanism/Whistle Blower Policy

The Company has implemented the Vigil Mechanism/Whistle Blower Policy which encourages the Whistle Blower to report genuine concerns about unethical behaviour, actual or suspected fraud or violation of the Company's code of conduct or ethics policy. The mechanism provides for adequate safeguards against victimization of Whistle Blower who avail of such mechanism and also provides for direct access to the Chairman of the Audit Committee, in exceptional cases.

The details of Vigil Mechanism/Whistle Blower Policy are available on the website of the Company at the link: http://www.skilgroup.co.in/index.php?option=com_phocadownload&view=category&download=83:whistle-blower-policy&id=13:policies&Itemid=186

Risk Management Policy

Pursuant to the requirement of Section 134 of the Companies Act, 2013 and Clause 49 of the Listing Agreement, the Company has already in place a Risk Management Policy. The Company has a robust Risk Management framework to safeguard the organisation from various risks through adequate and timely actions. It is designed to anticipate, evaluate and mitigate risks in order to minimize its impact on the business.

The elements of risk as identified for the Company are set out in the Management Discussion and Analysis Report (MDA) forming part of the Board's Report.

Statutory Auditors:

The Members of the Company had, at the 31st AGM held on September 30, 2014, approved the appointment of M/s. Bharat Shah & Associates, Chartered Accountants, Mumbai, bearing ICAI Registration No. 101249W as the Statutory Auditors of the Company, to hold office from the conclusion of 31st AGM until the conclusion of 34th AGM to be held in the year 2017, subject to ratification of their appointment at every AGM held after 31st AGM.

Rule 3(7) of the Companies (Audit and Auditors) Rules, 2014, states that appointment of the Auditor shall be subject to ratification by the Members at every Annual General Meeting till the expiry of the term of the Auditor.

In view of above, the existing appointment of M/s. Bharat Shah & Associates covering the balance term from the conclusion of ensuing 32nd AGM until the conclusion of 34th AGM to be held in the year 2017, which has been ratified by the Audit Committee and the Board of Directors of the Company, is being placed for Members' ratification.

As required under Section 139 of the Companies Act, 2013, the Company has obtained a written consent from the Auditors to such continued appointment and also a certificate from them to the effect that their appointment, if ratified, would be in accordance with the conditions prescribed under the Companies Act, 2013 and the rules made thereunder, as may be applicable.

Auditors' Report

The Auditors' Report to the Members on the Accounts of the Company for the financial year ended March 31, 2015, does not contain any qualification.

Internal auditors:

M/s. RSWA & Co., Chartered Accountants, Mumbai, have been appointed as Internal Auditors for conducting internal audit of the Company. The Internal Auditors independently evaluate the internal controls systems, monitor implementation of the accounting systems & procedures and statutory compliances. The Audit Committee periodically reviews the reports of the Internal Auditors.

Secretarial Auditor:

Pursuant to Section 204 of the Companies Act, 2013, the Board has appointed Mr. Virendra G. Bhatt, Practicing Company Secretary, Mumbai, as its Secretarial Auditors to conduct the Secretarial Audit of the Company for the financial year 2014-15. The Secretarial Audit Report for the financial year ended March 31, 2015, is as annexed to this report as **Annexure VII**.

The Secretarial Audit Report is self-explanatory and the observations of the Secretarial Auditor have been addressed under specific headings in the later part of this Report.

Particulars of Contracts or Arrangements with Related Parties

All related party transactions attracting compliance under Section 188 and / or Clause 49 of the Listing Agreement are placed before the Audit Committee and also before the Board for approval, as per the requirement. Prior omnibus approval of the Audit Committee is sought for transactions which are of repetitive nature as well as for the normal transactions which cannot be foreseen and accordingly the required disclosures are made to the Committee on quarterly basis in terms of the approval of the Committee.

During the year under review, the Company had sought approval of the Members by way of Special Resolution passed through Postal Ballot process on February 4, 2015, for entering into related party transaction with SKIL (Singapore) Pte. Limited, a wholly-owned subsidiary. Although the said approval was sought after three months, the transaction was condoned and ratified by the Members of the Company.

The Company has formulated a Policy on Materiality of Related Party Transactions & Dealing with Related Party Transactions which has been uploaded on the Company's website and can be accessed at http://www.skilgroup.co.in/index.php?option=com_phocadownload&view=category&download=91:policy-related-party-transaction&id=13:policies&Itemid=186

The disclosures on related party transactions are made in the Notes to the Financial Statements of the Company.

The particulars of related party transactions in prescribed Form No. AOC - 2 are annexed to this Report as **Annexure VIII**.

Particulars of Loan, Guarantees and Investments

The Company is engaged in providing infrastructure related facilities and is, therefore, exempted from the regulatory provisions of Section 186 of the Companies Act, 2013. The details of loan, guarantee, security, investment made during the year under review are disclosed in the Notes to the Financial Statements. Also, pursuant to Clause 32 of the Listing Agreement, the particulars of Loans/ Advances given to Subsidiaries have been disclosed in the notes to the Financial Statements.

Adequacy of Internal Financial Control with reference to the Financial Statements

The Company has internal control systems, commensurate with the size, scale and complexity of its operations. The Audit Committee monitors and evaluates the efficacy and adequacy of internal control systems in the Company.

The Company has in place adequate internal financial controls with reference to Financial Statements. During the year, no reportable material weakness in the design or operation was observed in the internal financial controls.

Significant & material orders passed by the regulators or courts or tribunal

There are no significant material orders passed by the regulators or courts or tribunals which would impact the going concern status and company's operations in future.

Deposits

The Company has not accepted any deposits within the meaning of Section 73 of the Companies Act, 2013 read with the rules thereto, during the year under review.

Sexual Harassment

During the year under review there were no cases filed pursuant to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

Particulars regarding Conservation of Energy, Technology, Absorption, Foreign Exchange Earnings and Outgo

Considering the nature of business of the Company, there are no particulars to be disclosed relating to the Conservation of Energy, Research and Development and Technology Absorption as required under the Companies (Accounts) Rules, 2014, for the year under review.

Further, the Foreign Exchange Earnings during the year under review is Rs. 7,081.66 Lacs and the Foreign Exchange Outgo is Rs. 7.31 Lacs.

Employees Remuneration

In terms of Section 136 of the Companies Act, 2013, the Annual Report and Financial Statements are being sent to the Members of the Company and others entitled thereto excluding the information pursuant to Section 197(12) of the Act read with Rules 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014. These particulars will be made available for inspection by the Members at the Registered Office of the Company between 1100 hours to 1300 hours on all working days, except Saturday, up to the date of the ensuing Annual General Meeting. If any Member is interested in obtaining a copy thereof, such Member may write to the Company Secretary in this regard. Upon such request, the information will be made available.

MD & CEO / CFO Certificate

The Managing Director & Chief Executive Officer and the Chief Financial Officer have issued certificate pursuant to the provisions of Clause 49(IX) of the Listing Agreement certifying the Financial Statements for the year ended March 31, 2015, in the manner prescribed under the said Clause. The said certificate forms part of this Report.

Management Discussion and Analysis

The Management Discussion and Analysis Report for the year under review as stipulated under Clause 49 of the Listing Agreement is annexed to this Report as **Annexure IX**.

Corporate Governance

The Company maintains high standards of Corporate Governance and adheres to the corporate governance requirements set out by the Securities and Exchange Board of India (SEBI). A Report on Corporate Governance along with a certificate for compliance with the Clause 49 of the Listing Agreement issued by Mr. Virendra G. Bhatt, Practicing Company Secretary, is annexed to this Report as **Annexure X**.

Code of Conduct

The Board of Directors has adopted the Code of Conduct for the Board Members and Senior Management. A confirmation from the Managing Director & Chief Executive Officer regarding compliance with the said Code by all the Directors and Senior Management forms part of this Annual Report. The Code of Conduct is posted on the website of the Company www.skilgroup.co.in.

Listing Arrangement

The Company's Equity Shares are presently listed on the National Stock Exchange of India Limited and on the Calcutta Stock Exchange Limited. The Annual Listing Fees for the financial year 2015-2016 has been paid to the Stock Exchanges.

The Board of Directors, at the Meeting held on November 26, 2015, granted its approval for de-listing of the Equity Shares of the Company from the Calcutta Stock Exchange Limited and for taking required necessary action to undertake listing on the BSE Limited.

Stamp Duty

The Hon'ble High Court of Judicature at Bombay had approved the Scheme of Amalgamation and Arrangement between erstwhile SKIL Infrastructure Limited, Horizon Country Wide Logistics Limited and Fastlane Distriparks & Logistics Limited (collectively referred to as "Transferor Companies") with Horizon Infrastructure Limited (the "Company") (name changed to SKIL Infrastructure Limited w.e.f January 22, 2014), on September 20, 2013, which became effective from September 28, 2013.

The Office of the Collector of Stamps (Enforcement – 2), Mumbai, vide letter dated September 19, 2015, having reiterated the demand of stamp duty of Rs. 25 Crores on the Scheme, besides interest as per the provisions of Maharashtra Stamp Act, 1958, has, inter alia, mentioned that in case, the Company disagrees with the valuation/assessment of stamp duty there is a provision of appeal to the Chief Controlling Revenue Authority, Pune, against the decision taken by the Collector of Stamps under Section 53(A) in the Mumbai Stamp Act, 1958. However, until and unless there is a stay, the Company shall not be exempted from the Revenue Recovery Process.

Accordingly, the Company has filed an appeal before the Chief Controlling Revenue Authority, Pune, to: (i) Review the Interim Demand Notice/s, (ii) Ascertain the fair and present stamp duty; (iii) For such further and other reliefs as may deem necessary. The case stands posted for December 1, 2015.

SEBI Notice

The SEBI has issued Show cause notice under Rule 4 (1) of Securities and Exchange Board of India (Procedure for Holding Inquiry and Imposing Penalties by Adjudicating Officer) Rules, 1995 and Rule 4 (1) of Securities Contracts (Regulations) (Procedure for Holding Inquiry and Imposing Penalties by Adjudicating Officer) Rules, 2005 in the matter of the Company followed by Hearing Notice to the Company and to its Directors and Company Secretary (who held positions as such during the period from January 25, 2008 to May 5, 2008). The Company and other Noticees have filed a Consent Application with SEBI in this matter.

Remuneration to Managing Director and Chief Executive Officer

The appointment of Mr. Ajay Khara as Managing Director and Chief Executive Officer of the Company with effect from November 27, 2013 for tenure of two years was duly approved by the Nomination & Remuneration Committee, the Board and thereafter by the Members of the Company in the previous Annual General Meeting held on September 30, 2014. The remuneration, as approved, was in tandem with the Scheme of Amalgamation and Arrangement; was subject to the approval of the Central Government in terms of the Companies Act, 2013. An application in Form No. MR-2 was filed for seeking approval of the Central Government, which was closed due to non-submission of requisite documents/information. The Company has clarified that as the Company was not made aware of Ministry's requirement before rejection of the said Form, it should re-open the case, so as to enable the Company to provide the requisite documents / information, as may be required for seeking the approval of Central Government. Pending approval, the payment to be made to him during his tenure, is held by him in trust for the Company, as prescribed under Section 197 of the Companies Act, 2013.

Material Changes and Commitments:

No other material changes and commitments have occurred between the end of financial year of the Company and the date of this report affecting the financial position of the Company as at March 31, 2015.

Green Initiative

In accordance with the 'Green Initiative', the Company has been sending the Annual Report / Notice of AGM in electronic mode to those Members whose e-mail Ids are registered with the Company and / or the Depository Participants unless any Member has requested for a hard copy of the same.

Your Directors are thankful to the Members for actively participating in the Green Initiative.

Appreciations and Acknowledgment

The Board of Directors wishes to express its sincere appreciation and thanks to all customers, suppliers, banks, financial institutions, solicitors, advisors, Government of India and other regulatory authorities for their consistent support and co-operation. Your Directors appreciate the contribution made by the employees of the Company and acknowledge their hard work and dedication. Your Directors are also deeply grateful to the Members for the confidence and faith that they have always placed in the Company.

For and on behalf of the Board of Directors of the Company

Place: Mumbai
Date: November 26, 2015

Nikhil Gandhi
Chairman

ANNEXURE I TO THE DIRECTORS' REPORT FORM AOC-I

(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)
Statement containing salient features of the financial statement of subsidiaries/associate companies/joint ventures

Part "A": Subsidiaries

Information in respect of each subsidiary as on March 31, 2015:

Sl. No.	Name of the subsidiary	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	Reporting Currency/ Exchange Rate	Share Capital (Paid-up)	Reserve & Surplus	Total Assets	Total Liabilities	Details of Investment (Except in Subsidiary)	Turnover	Profit/ (Loss) Before Taxation	Provision for Taxation	Profit/ (Loss) after Taxation	Proposed Dividend	% of share-holding
														(Rs. in Lacs)
1	SKIL-Himachal Infrastructure and Tourism Limited	-	INR	5,000.00	(5.47)	6,068.83	6,068.83	-	-	(5.38)	-	(5.38)	-	100.00%
2	SKIL Shipyard Holdings Private Limited	-	INR	5.00	(15,088.78)	39,505.57	39,505.57	21,135.67	-	(4,847.33)	-	(4,847.33)	-	100.00%
3	SKIL Kanataka SEZ Limited	-	INR	5.00	(1.39)	14.18	14.18	-	-	(0.24)	-	(0.24)	-	100.00%
4	SKIL (Singapore) Pte. Ltd.	-	INR	50.25	(95.91)	15,236.74	15,236.74	-	6,970.37	(1.34)	-	(1.34)	-	100.00%
			SGD/MIN	0.16	(0.21)	33.54	33.54	-	14.96	(0.00)	-	(0.00)	-	
5	Pipavav Electronic Warfare Systems Private Limited (Erstwhile SKIL Strategic Deterrence Systems Private Limited)	-	INR	1.00	(0.68)	31.90	31.90	-	-	(0.16)	-	(0.16)	-	100.00%
6	Energy India Corporation Limited	-	INR	401.43	(3.11)	448.42	448.42	-	-	4.41	-	4.41	-	100.00%
7	SKIL Advanced Systems Private Limited	-	INR	5.00	(15.40)	482.72	482.72	-	-	(0.60)	-	(0.60)	-	100.00%
8	Gujarat-Dwarka Portwest Limited (Erstwhile Gujarat Positra Port Company Limited)	-	INR	9,556.60	1,633.54	29,577.27	29,577.27	-	-	(5.09)	-	(5.09)	-	73.60%
9	Metrotech Technology Park Pvt Ltd	-	INR	20.00	(6.66)	551.53	551.53	-	-	(0.45)	-	(0.45)	-	100.00%
10	Jansampada Engineering Company Private Limited (Erstwhile Jansampada Infra project Private Limited)	-	INR	1.00	(0.93)	1.00	1.00	-	-	(0.18)	-	(0.18)	-	100.00%
11	Navi Mumbai SMART CITY Infrastructure Limited (Erstwhile Navi Mumbai SMART CITY Infrastructure Private Limited) (Erstwhile Mahakaleshwar Knowledge Infrastructure Private Limited)	-	INR	294.58	(0.21)	50,262.51	50,262.51	-	-	(0.28)	-	(0.28)	-	84.96%
12	Chiplun FTWZ Private Limited	-	INR	9,000.00	(93.73)	11,737.96	11,737.96	-	-	(9.24)	-	(9.24)	-	52.00%
13	Pipavav Aero Infrastructure Private Limited	-	INR	1.00	(0.61)	0.87	0.87	-	-	(0.15)	-	(0.15)	-	100.00%
14	SKIL Midivisana Engineering Private Limited	-	INR	1.00	(0.40)	0.88	0.88	-	-	(0.18)	-	(0.18)	-	100.00%
15	SKIL Vision Aerial Solutions Private Limited	-	INR	1.00	(0.41)	0.90	0.90	-	-	(0.17)	-	(0.17)	-	100.00%

Note: (i) (\$) Wholly owned subsidiary of SKIL Advanced Systems Private Limited.

(ii) As on March 31, 2015 1SGD=INR 45.4325

(iii) Names of the Subsidiaries which are yet to commence operations:

- Pipavav Electronic Warfare Systems Private Limited (Erstwhile SKIL Strategic Deterrence Systems Private Limited)
- Pipavav Aero Infrastructure Private Limited
- SKIL Vision Aerial Solutions Private Limited
- SKIL Midivisana Engineering Private Limited
- Jansampada Engineering Company Private Limited (Erstwhile Jansampada Infra project Private Limited)

Part "B": Associates and Joint Ventures
Statement pursuant to Section 129 (3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures

Sl. No.	Name of Associates/Joint Ventures	Latest audited Balance Sheet Date	Shares of Associate/Joint Ventures held by the company on the year end		Description of how there is significant influence	Reason why the associate/joint venture is not consolidated	Networth attributable to Shareholding as per latest audited Balance Sheet	Profit/ Loss for the year	
			No.	Amount of Investment in Associates/ Joint Venture				Considered in Consolidation	Not Considered in Consolidation
	Associates:								
1	Pipavav Defence and Offshore Engineering Company Limited	March 31, 2015	288751334	260,231.90	Note (i)	-	77,132.91	(14,474.01)	-
2	Urban Infrastructure Holdings Private Limited	Note (ii)	124156500	106,364.67	Note (i)	Note (ii)	-	-	-
	Joint Venture:								
3	Sohar Free Zone LLC	December 31, 2014	755245	899.40	Note (i)	-	745.96	(161.96)	-

Note: (i) There is significant influence due to percentage (%) holding in the Share Capital.

(ii) Profit / (loss) of Urban Infrastructure Holding Private Limited, Associate Company, is not included in the Consolidated Financial Statements due to unavailability of financials of that Company.
 (iii) Shareholding in Pipavav Defence and Offshore Engineering Company Limited, as disclosed above, includes 38,377,686 shares (5.21%) held by SKIL Shipyard Holdings Private Limited, wholly owned Subsidiary Company.

For Bharat Shah & Associates
Chartered Accountants
Firm Registration No. 101249W

Bharat A. Shah
(Proprietor)
Membership No. 32281

For and on behalf of the Board of Directors

Sudipan Bhaduri
Chief Financial Officer

Nikhil Gandhi
Chairman

Date : May 30, 2015
Place : Mumbai

Nilesh Mehta
Company Secretary

Ajay Khera
Managing Director
& Chief Executive Officer

**ANNEXURE II TO THE DIRECTORS' REPORT
FORM NO. MGT - 9
EXTRACT OF ANNUAL RETURN**

As on the financial year ended on March 31, 2015

(Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company (Management & Administration) Rules, 2014.)

I REGISTRATION & OTHER DETAILS:

i	CIN	L36911MH1983PLC178299
ii	Registration Date	21/04/1983
iii	Name of the Company	SKIL Infrastructure Limited (Erstwhile Horizon Infrastructure Limited)
iv	Category/Sub Category of the Company	Company Limited by shares, Indian Non-Government Company
v	Address of the Registered office & contact details	
	Address :	SKIL House, 209, Bank Street Cross Lane, Fort
	Town / City :	Mumbai - 400 023
	State :	Maharashtra
	Country Name :	India
	Telephone (with STD Code) :	+91-22-6619 9000
	Fax Number :	+91-22-2269 6023
	Email Address :	skil@skilgroup.co.in
	Website, if any:	www.skilgroup.co.in
vi	Whether listed company Yes/No	Yes
vii	Name, Address and Contact details of Registrar & Transfer Agents, if any:-	
	Name of RTA:	Link Intime India Private Limited
	Address :	C-13, Pannalal Silk Mills Compound, L.B.S. Marg, Bhandup (west)
	Town / City :	Mumbai
	State :	Maharashtra
	Pin Code:	400 078
	Telephone :	+91-22-2596 3838
	Fax Number :	+91-22-2594 6969
	Email Address :	rnt.helpdesk@linkintime.co.in

II. PRINCIPAL BUSINESS ACTIVITY OF THE COMPANY

All the business activities contributing 10 % or more of the total turnover of the company shall be stated:-

Sr. No.	Name and Description of main products / services	NIC Code of the Product / service	% to total turnover of the company
1	Advice and assistance on infrastructure Projects/Contracts/Engineering and Technology Services	71100	100.00%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES -

No. of Companies for which information is being filled	18
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Sr. No.	Name and Address of The Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of shares held	Applicable Section
1	SKIL Karnataka SEZ Limited Add: SKIL House, 209, Bank Street Cross Lane, Fort, Mumbai – 400 023, Maharashtra	U45200MH2007PLC173683	Subsidiary	100.00%	2(87)
2	SKIL (Singapore) Pte. Ltd. Add: 10 Jalan Besar #11-05 Sim Lim Tower Singapore (208787)	NA	Subsidiary	100.00%	2(87)
3	SKIL Shipyard Holdings Private Limited Add: SKIL House, 209, Bank Street Cross Lane, Fort, Mumbai – 400 023, Maharashtra	U45203MH2005PTC155377	Subsidiary	100.00%	2(87)
4	SKIL-Himachal Infrastructure and Tourism Limited Add: W-21, Green Park (Main), New Delhi-110 016, Delhi	U74899DL2005PLC143781	Subsidiary	100.00%	2(87)

Sr. No.	Name and Address of The Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of shares held	Applicable Section
5	Pipavav Electronic Warfare Systems Private Limited (Erstwhile SKIL Strategic Deterrence Systems Private Limited) Add: SKIL House, 209, Bank Street Cross Lane, Fort, Mumbai – 400 023, Maharashtra	U74999MH2010PTC208594	Subsidiary	100.00%	2(87)
6	Energy India Corporation Limited Add: SKIL House, 209, Bank Street Cross Lane, Fort, Mumbai – 400 023, Maharashtra	U40101MH2008PLC181157	Subsidiary	100.00%	2(87)
7	Gujarat-Dwarka Portwest Limited (Erstwhile Gujarat Positra Port Company Limited) Add: 905, 906, Sakar II, Ellis Bridge Corner, Ellis Bridge, Ahmedabad – 380 006, Gujarat	U35117GJ1998PLC034420	Subsidiary	73.60%	2(87)
8	Metrotech Technology Park Pvt Ltd Add: SKIL House, 209, Bank Street Cross Lane, Fort, Mumbai – 400 023, Maharashtra	U45200MH2006PTC213958	Subsidiary	100.00%	2(87)
9	Jansampada Engineering Company Private Limited (Erstwhile Jansampada Infraproject Private Limited) Add: SKIL House, 209, Bank Street Cross Lane, Fort, Mumbai – 400 023, Maharashtra	U45400MH2010PTC211545	Subsidiary	100.00%	2(87)
10	Navi Mumbai SMART CITY Infrastructure Limited (Erstwhile Navi Mumbai SMART CITY Infrastructure Private Limited) (Erstwhile Mahakaleshwar Knowledge Infrastructure Private Limited) Add: SKIL House, 209, Bank Street Cross Lane, Fort, Mumbai – 400 023, Maharashtra	U70102MH2007PLC171789	Subsidiary	84.96%	2(87)
11	Chiplun FTWZ Private Limited Add: SKIL House, 209, Bank Street Cross Lane, Fort, Mumbai – 400 023, Maharashtra	U51900MH2005PTC157660	Subsidiary	52.00%	2(87)
12	SKIL Advanced Systems Private Limited ('SASPL') Add: SKIL House, 209, Bank Street Cross Lane, Fort, Mumbai – 400 023, Maharashtra	U74900MH2009PTC196016	Subsidiary	100.00%	2(87)
13	Pipavav Aero Infrastructure Private Limited (100% subsidiary of SASPL) Add: SKIL House, 209, Bank Street Cross Lane, Fort, Mumbai – 400 023, Maharashtra	U45400MH2010PTC210518	Step-down Subsidiary	100.00%	2(87)
14	SKIL Midivisana Engineering Private Limited (100% subsidiary of SASPL) Add: SKIL House, 209, Bank Street Cross Lane, Fort, Mumbai – 400 023, Maharashtra	U74200MH2011PTC218600	Step-down Subsidiary	100.00%	2(87)
15	SKIL Vision Aerial Solutions Private Limited (100% subsidiary of SASPL) Add: Survey No. 658, Village Rampara- II, Taluka Rajula, Rajula – 365 560, Gujarat	U29220GJ2013PTC073841	Step-down Subsidiary	100.00%	2(87)
16	Pipavav Defence and Offshore Engineering Company Limited Add: Pipavav Shipyard Limited, Pipavav Port, Post Uchhaya, via Rajula, Rajual – 365 560, Gujarat	L35110GJ1997PLC033193	Associate	34.01%	2(6)
17	Urban Infrastructure Holdings Private Limited Add: Jai Centre, 1st floor, 34, P. D'Mello Road, Opp. Red Gate, Mumbai - 400 009, Maharashtra	U45200MH2005PTC154303	Associate	35.00%	2(6)
18	Sohar Free Zone LLC Add: P.O. Box 777, P.C 116, Mina Al Fahal, Muscat, Sultanate of Oman	NA	Joint Venture	33.33%	2(6)

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

i. Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/ HUF	92730737	0	92730737	42.82	92601726	0	92601726	42.76	-0.06
b) Central Govt	0	0	0	0	0	0	0	0.00	0.00
c) State Govt(s)	0	0	0	0	0	0	0	0.00	0.00
d) Bodies Corp.	53497140	0	53497140	24.70	51497140	0	51497140	23.78	-0.92
e) Banks / FI	0	0	0	0.00	0	0	0	0.00	0.00
f) Any other									
Trust	15242488	0	15242488	7.04	15242488	0	15242488	7.04	0.00
Sub-total (A) (1)	161470365	0	161470365	74.56	159341354	0	159341354	73.57	-0.98
(2) Foreign									
a) NRIs - Individual	0	0	0	0	0	0	0	0	0.00
b) Other - Individual	0	0	0	0	0	0	0	0	0.00
c) Bodies Corp.	0	0	0	0	0	0	0	0	0.00
d) Banks / FI	0	0	0	0	0	0	0	0	0.00
e) Any Others	0	0	0	0	0	0	0	0	0.00
Sub-total (A) (2)	0	0	0	0	0	0	0	0	0.00
Total shareholding of Promoter (A) = (A) (1) + (A) (2)	161470365	0	161470365	74.56	159341354	0	159341354	73.57	-0.98
B. Public Shareholding									
1. Institutions									
a) Mutual Funds	0	0	0	0	0	0	0	0	0.00
b) Banks / FI	4771202	0	4771202	2.20	0	0	0	0	-2.20
c) Central Govt	0	0	0	0.00	0	0	0	0	0.00
d) State Govt(s)	0	0	0	0.00	0	0	0	0	0.00
e) Venture Capital Funds	0	0	0	0.00	0	0	0	0	0.00
f) Insurance Companies	0	0	0	0.00	0	0	0	0	0.00
g) FIIs	0	0	0	0.00	0	0	0	0	0.00
h) Foreign Venture Capital Funds	14659290	0	14659290	6.77	11276659	0	11276659	5.21	-1.56
i) Others (specify)	0	0	0	0.00	0	0	0	0	0.00
Sub-total (B)(1):-	19430492	0	19430492	8.97	11276659	0	11276659	5.21	-3.76
2. Non-Institutions									
a) Bodies Corp.									
i) Indian	15867312	160173	16027485	7.40	22658071	160173	22818244	10.54	3.14
ii) Overseas	10572709	0	10572709	4.88	8883692	0	8883692	4.10	-0.78
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	534803	29613	564416	0.26	2811592	29613	2841205	1.31	1.05
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	1145771	12500	1158271	0.53	3539023	12500	3551523	1.64	1.11
c) Others (specify)									
c-i) Clearing Member	110161	0	110161	0.05	210714	0	210714	0.10	0.05

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
c-ii) Non resident Indians (Non Repat)	300	0	300	0.00	116691	0	116691	0.05	0.05
c-iii) Non resident Indians (Repat)	161	0	161	0.00	294278	0	294278	0.14	0.14
c-iv) Directors / Relatives	0	30	30	0.00	0	30	30	0.00	0.00
c-v) Trust	7236842	0	7236842	3.34	7236842	0	7236842	3.34	0.00
Sub-total (B)(2):-	35468059	202316	35670375	16.47	45750903	202316	45953219	21.22	4.75
Total Public Shareholding (B)=(B)(1)+ (B)(2)	54898551	202316	55100867	25.44	57027562	202316	57229878	26.43	0.98
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0	0	0	0	0.00	0.00
Grand Total (A+B+C)	216368916	202316	216571232	100.00	216368916	202316	216571232	100	0.00

ii Shareholding of Promoters

Sl No.	Shareholder's Name	Shareholding at the beginning of the year			Share holding at the end of the year			% change in share holding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1	Nikhil Gandhi Jointly with Bhavesh Gandhi, representatives of M/s. Metropolitan Industries, Partnership Firm	87546827	40.42	38.12	87417716	40.36	38.06	-0.06
2	Montana Infrastructure Limited	52792841	24.38	23.21	50792841	23.45	23.44	-0.92
3	Sudipan Bhaduri, Jay Mehta, Ketan Shah, Trustees of HCWLL Trust	9308160	4.30	2.78	9308160	4.30	2.78	0.00
4	Sudipan Bhaduri, Jay Mehta, Ketan Shah, Trustees of FDLL Trust	5934328	2.74	1.58	5934328	2.74	1.58	0.00
5	Rupali Gandhi	1213515	0.56	0.55	1213515	0.56	0.55	0.00
6	Nikhil P Gandhi	1177757	0.54	0.54	1177757	0.54	0.54	0.00
7	Bhavesh Prataprai Gandhi	1177757	0.54	0.54	1177757	0.54	0.54	0.00
8	Neha Gandhi	1171422	0.54	0.54	1171422	0.54	0.54	0.00
9	Grevek Investments and Finance Private Limited	476500	0.22	0.19	476500	0.22	0.19	0.00
10	Prataprai Shivilal Gandhi	250934	0.12	0.00	250934	0.12	0.00	0.00
11	Awaita Properties Private Limited	227799	0.11	0.00	227799	0.11	0.00	0.00
12	Akshita Nikhil Gandhi	62300	0.03	0.00	62300	0.03	0.00	0.00
13	Ansh Bhavesh Gandhi	49650	0.02	0.00	49650	0.02	0.00	0.00
14	Anushka Bhavesh Gandhi	49050	0.02	0.00	49050	0.02	0.00	0.00
15	Priyanka Nikhil Gandhi	30900	0.01	0.00	31000	0.01	0.00	0.00
16	Pranay Mehta	625	0.00	0.00	625	0.00	0.00	0.00
	TOTAL	161470365	74.56	68.05	159341354	73.57	68.22	-0.98

iii Change in Promoters' Shareholding (please specify, if there is no change)

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year		Cumulative Shareholding during the year		
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company	
1.	Nikhil Gandhi jointly with Bhavesh Gandhi, representatives of M/s. Metropolitan Industries, Partnership Firm					
	At the beginning of the year	87546827	40.42	87546827	40.42	
	Date wise increase/decrease in shareholding during the year specifying the reasons for such increase/decrease (e.g. allotment/transfer/bonus/sweat equity, etc.)					
	Decrease					
	Date	Reasons for Decrease				
	13.03.2015	Invocation	129111	0.06	87417716	40.36
	At the end of the year	87417716	40.36	87417716	40.36	
2.	Montana Infrastructure Limited					
	At the beginning of the year	52792841	24.38	52792841	24.38	
	Date wise increase/decrease in shareholding during the year specifying the reasons for such increase/decrease (e.g. allotment/transfer/bonus/sweat equity, etc.)					
	Decrease					
	Date	Reasons for Decrease				
	18.03.2015	Invocation	2000000	0.92	50792841	23.45
	At the end of the year	50792841	23.45	50792841	23.45	
3.	Sudipan Bhaduri, Jay Mehta, Ketan Shah, Trustees of HCWLL Trust					
	At the beginning of the year	9308160	4.30	9308160	4.30	
	Date wise increase/decrease in shareholding during the year specifying the reasons for such increase/decrease (e.g. allotment/transfer/bonus/sweat equity, etc.)	-	-	9308160	4.30	
	At the end of the year	9308160	4.30	9308160	4.30	
4.	Sudipan Bhaduri, Jay Mehta, Ketan Shah, Trustees of FDLL Trust					
	At the beginning of the year	5934328	2.74	5934328	2.74	
	Date wise increase/decrease in shareholding during the year specifying the reasons for such increase/decrease (e.g. allotment/transfer/bonus/sweat equity, etc.)	-	-	5934328	2.74	
	At the end of the year	5934328	2.74	5934328	2.74	
5.	Rupali Gandhi					
	At the beginning of the year	1213515	0.56	1213515	0.56	
	Date wise increase/decrease in shareholding during the year specifying the reasons for such increase/decrease (e.g. allotment/transfer/bonus/sweat equity, etc.)	-	-	1213515	0.56	
	At the end of the year	1213515	0.56	1213515	0.56	
6.	Nikhil P. Gandhi					
	At the beginning of the year	1177757	0.54	1177757	0.54	
	Date wise increase/decrease in shareholding during the year specifying the reasons for such increase/decrease (e.g. allotment/transfer/bonus/sweat equity, etc.)	-	-	1177757	0.54	
	At the end of the year	1177757	0.54	1177757	0.54	

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
7.	Bhavesh Prataprai Gandhi				
	At the beginning of the year	1177757	0.54	1177757	0.54
	Date wise increase/decrease in shareholding during the year specifying the reasons for such increase/decrease (e.g. allotment/transfer/bonus/sweat equity, etc.)	-	-	1177757	0.54
	At the end of the year	1177757	0.54	1177757	0.54
8.	Neha Gandhi				
	At the beginning of the year	1171422	0.54	1171422	0.54
	Date wise increase/decrease in shareholding during the year specifying the reasons for such increase/decrease (e.g. allotment/transfer/bonus/sweat equity, etc.)	-	-	1171422	0.54
	At the end of the year	1171422	0.54	1171422	0.54
9.	Grevek Investments and Finance Private Limited				
	At the beginning of the year	476500	0.22	476500	0.22
	Date wise increase/decrease in shareholding during the year specifying the reasons for such increase/decrease (e.g. allotment/transfer/bonus/sweat equity, etc.)	-	-	476500	0.22
	At the end of the year	476500	0.22	476500	0.22
10.	Prataprai Shivlal Gandhi				
	At the beginning of the year	250934	0.12	250934	0.12
	Date wise increase/decrease in shareholding during the year specifying the reasons for such increase/decrease (e.g. allotment/transfer/bonus/sweat equity, etc.)	-	-	250934	0.12
	At the end of the year	250934	0.12	250934	0.12
11.	Awaita Properties Private Limited				
	At the beginning of the year	227799	0.11	227799	0.11
	Date wise increase/decrease in shareholding during the year specifying the reasons for such increase/decrease (e.g. allotment/transfer/bonus/sweat equity, etc.)	-	-	227799	0.11
	At the end of the year	227799	0.11	227799	0.11
12.	Akshita Nikhil Gandhi				
	At the beginning of the year	62300	0.03	62300	0.03
	Date wise increase/decrease in shareholding during the year specifying the reasons for such increase/decrease (e.g. allotment/transfer/bonus/sweat equity, etc.)	-	-	62300	0.03
	At the end of the year	62300	0.03	62300	0.03
13.	Ansh Bhavesh Gandhi				
	At the beginning of the year	49650	0.02	49650	0.02
	Date wise increase/decrease in shareholding during the year specifying the reasons for such increase/decrease (e.g. allotment/transfer/bonus/sweat equity, etc.)	-	-	49650	0.02
	At the end of the year	49650	0.02	49650	0.02

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year		Cumulative Shareholding during the year		
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company	
14.	Anshuka Bhavesh Gandhi					
	At the beginning of the year	49050	0.02	49050	0.02	
	Date wise increase/decrease in shareholding during the year specifying the reasons for such increase/decrease (e.g. allotment/transfer/bonus/sweat equity, etc.)	-	-	49050	0.02	
	At the end of the year	49050	0.02	49050	0.02	
15.	Priyanka Nikhil Gandhi					
	At the beginning of the year	30900	0.01	30900	0.01	
	Date wise increase/decrease in shareholding during the year specifying the reasons for such increase/decrease (e.g. allotment/transfer/bonus/sweat equity, etc.)					
	Increase					
	Date	Reasons for Increase				
	June-2014 Quarter	Purchase	100	0.00	31000	0.01
	At the end of the year		31000	0.01	31000	0.01
16.	Pranay Mehta					
	At the beginning of the year	625	0.00	625	0.00	
	Date wise increase/decrease in shareholding during the year specifying the reasons for such increase/decrease (e.g. allotment/transfer/bonus/sweat equity, etc.)	-	-	625	0.00	
	At the end of the year	625	0.00	625	0.00	

iv Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):

Sl. No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	Ashoka Investment Holdings Limited				
	At the beginning of the year	11276659	5.21	11276659	5.21
	Date wise increase/decrease in shareholding during the year specifying the reasons for such increase/decrease (e.g. allotment/transfer/bonus/sweat equity, etc.)	-	-	11276659	5.21
	At the End of the year (or on the date of separation, if separated during the year)	11276659	5.21	11276659	5.21
2.	SKIL Group Employees Welfare Trust 2011				
	At the beginning of the year	7236842	3.34	7236842	3.34
	Date wise increase/decrease in shareholding during the year specifying the reasons for such increase/decrease (e.g. allotment/transfer/bonus/sweat equity, etc.)	-	-	7236842	3.34
	At the End of the year (or on the date of separation, if separated during the year)	7236842	3.34	7236842	3.34
3.	Karanja Infrastructure Private Limited				
	At the beginning of the year	6205441	2.87	6205441	2.87
	Date wise increase/decrease in shareholding during the year specifying the reasons for such increase/decrease (e.g. allotment/transfer/bonus/sweat equity, etc.)	-	-	6205441	2.87
	At the End of the year (or on the date of separation, if separated during the year)	6205441	2.87	6205441	2.87

Sl. No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year		
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company	
4.	Ashwini Infrastructure Private Limited					
	At the beginning of the year	5522167	2.55	5522167	2.55	
	Date wise increase/decrease in shareholding during the year specifying the reasons for such increase/decrease (e.g. allotment/transfer/bonus/sweat equity, etc.)					
	Increase					
	Date	Reason for Increase				
	11.07.2014	Purchase	4771202	2.20	10293369	4.75
	Decrease					
	Date	Reason for Decrease				
	31.12.2014	Transfer	68726	0.03	10224643	4.72
	02.01.2015	Transfer	131274	0.06	10093369	4.66
	09.01.2015	Transfer	289127	0.13	9804242	4.53
	16.01.2015	Transfer	145061	0.07	9659181	4.46
	23.01.2015	Transfer	300225	0.14	9358956	4.32
	30.01.2015	Transfer	211203	0.10	9147753	4.22
	At the End of the year (or on the date of separation, if separated during the year)	9147753	4.22	9147753	4.22	
	5.	IFCI Limited				
At the beginning of the year		4771202	2.20	4771202	2.20	
Date wise increase/decrease in shareholding during the year specifying the reasons for such increase/decrease (e.g. allotment/transfer/bonus/sweat equity, etc.)						
Decrease						
Date		Reason for Decrease				
11.07.2014		Transfer	4771202	2.20	0	0.00
Increase						
Date		Reason for Increase				
31.12.2014		Purchase	68726	0.03	68726	0.03
Decrease						
Date		Reason for Decrease				
02.01.2015		Transfer	2801	0.00	65925	0.03
09.01.2015		Transfer	64765	0.03	1160	0.00
16.01.2015		Transfer	1160	0.00	0	0.00
Increase						
Date		Reason for Increase				
23.01.2015		Purchase	69956	0.03	69956	0.03
Decrease						
Date		Reason for Decrease				
30.01.2015		Transfer	69956	0.03	0	0.00
At the End of the year (or on the date of separation, if separated during the year)		0	0.00	0	0.00	
6.	Trinity Capital (Four) Limited					
	At the beginning of the year	4546648	2.10	4546648	2.10	
	Date wise increase/decrease in shareholding during the year specifying the reasons for such increase/decrease (e.g. allotment/transfer/bonus/sweat equity, etc.)					
	Decrease					
	Date	Reason for Decrease				
	16.05.2014	Transfer	37419	0.02	4509229	2.08
	23.05.2014	Transfer	326962	0.15	4182267	1.93
	30.05.2014	Transfer	4182267	1.93	0	0.00
	At the End of the year (or on the date of separation, if separated during the year)	0	0.00	0	0.00	

Sl. No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year		
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company	
7.	Ambadevi Mauritius Holding Limited					
	At the beginning of the year	3382631	1.56	3382631	1.56	
	Date wise increase/decrease in shareholding during the year specifying the reasons for such increase/decrease (e.g. allotment/transfer/bonus/sweat equity, etc.)	-	-	3382631	1.56	
	At the End of the year (or on the date of separation, if separated during the year)	3382631	1.56	3382631	1.56	
8.	BALYASNY SI Limited					
	At the beginning of the year	2282434	1.05	2282434	1.05	
	Date wise increase/decrease in shareholding during the year specifying the reasons for such increase/decrease (e.g. allotment/transfer/bonus/sweat equity, etc.)	-	-	2282434	1.05	
	At the End of the year (or on the date of separation, if separated during the year)	2282434	1.05	2282434	1.05	
9.	Lighthouse (Mauritius) Limited					
	At the beginning of the year	2282434	1.05	2282434	1.05	
	Date wise increase/decrease in shareholding during the year specifying the reasons for such increase/decrease (e.g. allotment/transfer/bonus/sweat equity, etc.)					
	Decrease					
	Date	Reason for Decrease				
	30.05.2014	Transfer	145000	0.07	2137434	0.99
	06.06.2014	Transfer	50000	0.02	2087434	0.96
	06.03.2015	Transfer	330000	0.15	1757434	0.81
At the End of the year (or on the date of separation, if separated during the year)	1757434	0.81	1757434	0.81		
10.	SREI Infrastructure Finance Limited					
	At the beginning of the year	0	0.00	0	0.00	
	Date wise increase/decrease in shareholding during the year specifying the reasons for such increase/decrease (e.g. allotment/transfer/bonus/sweat equity, etc.)					
	Increase					
	Date	Reason for Increase				
	20.03.2015	Purchase	2000000	0.92	2000000	0.92
	At the End of the year (or on the date of separation, if separated during the year)	2000000	0.92	2000000	0.92	
11.	M2N2 Partners Limited					
	At the beginning of the year	1461193	0.67	1461193	0.67	
	Date wise increase/decrease in shareholding during the year specifying the reasons for such increase/decrease (e.g. allotment/transfer/bonus/sweat equity, etc.)	-	-	1461193	0.67	
	At the End of the year (or on the date of separation, if separated during the year)	1461193	0.67	1461193	0.67	
12.	Krosslink Infrastructure Limited					
	At the beginning of the year	1274834	0.59	1274834	0.59	
	Date wise increase/decrease in shareholding during the year specifying the reasons for such increase/decrease (e.g. allotment/transfer/bonus/sweat equity, etc.)	-	-	1274834	0.59	
	At the End of the year (or on the date of separation, if separated during the year)	1274834	0.59	1274834	0.59	

v Shareholding of Directors and Key Managerial Personnel:

Sl. No.	For each of the Directors and KMP	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	Mr. Nikhil Gandhi, Chairman				
	At the beginning of the year	1177757	0.54	1177757	0.54
	Date wise increase/decrease in shareholding during the year specifying the reasons for such increase/decrease (e.g. allotment/transfer/bonus/sweat equity, etc.)	-	-	1177757	0.54
	At the end of the year	1177757	0.54	1177757	0.54
2.	Mr. Bhavesh Gandhi, Vice Chairman				
	At the beginning of the year	1177757	0.54	1177757	0.54
	Date wise increase/decrease in shareholding during the year specifying the reasons for such increase/decrease (e.g. allotment/transfer/bonus/sweat equity, etc.)	-	-	1177757	0.54
	At the end of the year	1177757	0.54	1177757	0.54
3.	Nikhil Gandhi jointly with Bhavesh Gandhi, representatives of M/s. Metropolitan Industries, Partnership Firm				
	At the beginning of the year	87546827	40.42	87546827	40.42
	Date wise increase/decrease in shareholding during the year specifying the reasons for such increase/decrease (e.g. allotment/transfer/bonus/sweat equity, etc.)				
	Decrease				
	Date				
	13.03.2015	129111	0.06	87417716	40.36
	Reasons for Decrease				
	Invocation				
	At the end of the year	87417716	40.36	87417716	40.36
4.	Mr. J. Alexander, Independent Director				
	At the beginning of the year	0	0.00	0	0.00
	Date wise increase/decrease in shareholding during the year specifying the reasons for such increase/decrease (e.g. allotment/transfer/bonus/sweat equity, etc.)	-	-	0	0.00
	At the end of the year	0	0.00	0	0.00
5.	Ms. Gayathri Ramachandran, Independent Director				
	At the beginning of the year	0	0.00	0	0.00
	Date wise increase/decrease in shareholding during the year specifying the reasons for such increase/decrease (e.g. allotment/transfer/bonus/sweat equity, etc.)	-	-	0	0.00
	At the end of the year	0	0.00	0	0.00
6.	Mr. V. Ramanan, Independent Director				
	At the beginning of the year	0	0.00	0	0.00
	Date wise increase/decrease in shareholding during the year specifying the reasons for such increase/decrease (e.g. allotment/transfer/bonus/sweat equity, etc.)	-	-	0	0.00
	At the End of the year	0	0.00	0	0.00
7.	Mr. Ajay Khara, Managing Director & Chief Executive Officer				
	At the beginning of the year	30	0.00	30	0.00
	Date wise increase/decrease in shareholding during the year specifying the reasons for such increase/decrease (e.g. allotment/transfer/bonus/sweat equity, etc.)	-	-	30	0.00
	At the End of the year	30	0.00	30	0.00

Sl. No.	For each of the Directors and KMP	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
8.	Mr. Nilesh Mehta, Company Secretary				
	At the beginning of the year	1010	0.00	1010	0.00
	Date wise increase/decrease in shareholding during the year specifying the reasons for such increase/decrease (e.g. allotment/transfer/bonus/sweat equity, etc.)	-	-	1010	0.00
	At the End of the year	1010	0.00	1010	0.00
9.	Mr. Sudipan Bhaduri, Chief Financial Officer				
	At the beginning of the year	0	0.00	0	0.00
	Date wise increase/decrease in shareholding during the year specifying the reasons for such increase/decrease (e.g. allotment/transfer/bonus/sweat equity, etc.)	-	-	0	0.00
	At the End of the year	0	0.00	0	0.00

V INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment (Amount in Rs.)

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtness
Indebtedness at the beginning of the financial year				
i) Principal Amount	12,594,522,888	10,544,000,000	0	23,138,522,888
ii) Interest due but not paid	983,407,799	105,980,915	0	1,089,388,714
iii) Interest accrued but not due	50,774,785	0	0	50,774,785
Total (i+ii+iii)	13,628,705,472	10,649,980,915	0	24,278,686,386
Change in Indebtedness during the financial year				
* Addition	1,209,723,864	20,400,000	0	1,230,123,864
* Reduction	-1,551,234,756	-25,400,000	0	-1,576,634,756
Net Change	-341,510,892	-5,000,000	0	-346,510,892
Indebtedness at the end of the financial year				
i) Principal Amount	12,253,011,996	10,539,000,000	0	22,792,011,996
ii) Interest due but not paid	233,553,845	33,436,476	0	266,990,320
iii) Interest accrued but not due	40,851,138	0	0	40,851,138
Total (i+ii+iii)	12,527,416,979	10,572,436,476	0	23,099,853,455

Unsecured loan includes Redeemable Non Convertible Bonds issued by Company

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

Sl. no.	Particulars of Remuneration	Name of MD/WTD/ Manager Ajay Khara, Managing Director & Chief Executive Officer	Total Amount
1	Gross salary	10,000,000	10,000,000
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	-	-
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	651,787	651,787
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	-	-
2	Stock Option	-	-
3	Sweat Equity	-	-
4	Commission	-	-
	- as % of profit	-	-
	- others, specify	-	-
5	Others, please specify	-	-
	Total (A)	10,651,787	10,651,787
	Ceiling as per the Act	Subject to Central Government approval as elaborated in the Directors' Report	

B. Remuneration to other directors:

Sl. no.	Particulars of Remuneration	Name of Directors			Total Amount
1	Independent Directors	Mr. J. Alexander	Ms. Gayathri Ramachandran	Mr. V. Ramanan	
	Fee for attending board committee meetings	2,00,000	2,00,000	2,00,000	600,000
	Commission	-	-	-	-
	Others, please specify	-	-	-	-
	Total (1)	2,00,000	2,00,000	2,00,000	600,000
2	Other Non-Executive Directors	Mr. Nikhil Gandhi	Mr. Bhavesh Gandhi		
	Fee for attending board committee meetings	-	-	-	-
	Commission	-	-	-	-
	Others, please specify	-	-	-	-
	Total (2)	-	-	-	-
	Total (B)=(1+2)	2,00,000	2,00,000	2,00,000	600,000

C. Remuneration to Key Managerial Personnel other than MD/MANAGER/WTG:

Sl. no.	Particulars of Remuneration	Key Managerial Personnel		
		Mr. Sudipan Bhaduri (CFO)	Mr. Nilesh Mehta (Company Secretary)	Total
1	Gross salary	6,000,000	3600000*	9,600,000
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	-	-	-
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	39,600	39,600	79,200
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-	-
2	Stock Option	-	-	-
3	Sweat Equity	-	-	-
4	Commission	-	-	-
	- as % of profit	-	-	-
	- others, specify...	-	-	-
5	Others, please specify	-	-	-
	Total	6,039,600	3,639,600	9,679,200

* In addition to above, a sum of Rs. 6.00 lacs relating to FY 2013-14 was provided during FY 2014-15

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD / NCLT/ COURT]	Appeal made, if any (give Details)
A. COMPANY					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
B. DIRECTORS					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
C. OTHER OFFICERS IN DEFAULT					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-

ANNEXURE III TO THE DIRECTORS' REPORT

Information pursuant to Section 197 of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

- (i) **The ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year 2014-15 and percentage increase in remuneration of each Director and KMP in the financial year 2014-15:**

Name	Designation	Ratio of remuneration of each Director to median remuneration of Employees	Percentage increase/decrease in Remuneration during FY 2014-15
Mr. Nikhil Gandhi	Chairman	0.00	0.00
Mr. Bhavesh Gandhi	Vice Chairman	0.00	0.00
Mr. J. Alexander	Independent Director	2.82*	370.59*
Ms. Gayathri Ramachandran	Independent Director	2.82*	NA#
Mr. V. Ramanan	Independent Director	2.82*	370.59*
Mr. Ajay Khara	Managing Director & Chief Executive Officer	12.54	NA#
Mr. Sudipan Bhaduri	Chief Financial Officer	-	0.00
Mr. Nilesh Mehta	Company Secretary	-	20.00

Note:

(*) reflects Sitting Fees. The Sitting Fees for attending the Meeting of Board Committees, have been increased from Rs. 10,000/- only to Rs. 20,000/- only with effect from February 13, 2015.

(#)Ms. Gayathri Ramachandran and Mr. Ajay Khara were appointed in aforesaid positions w.e.f. November 14, 2013 and November 27, 2013, respectively, and hence comparative figures are not mentioned.

- (ii) **The percentage increase in the median remuneration of employees in the financial year:** 38.25%
- (iii) **The number of permanent employees on the rolls of the Company:** 21 Employees as on March 31, 2015.
- (iv) **The explanation on the relationship between average increase in remuneration and Company's performance:** Average increase of 7.44% in the remuneration of the employees as on March 31, 2015, is affected by various factors like normal salary revision, talent retention, inflation, external competitiveness, etc.
- (v) **Comparison of the remuneration of the Key Managerial Personnel against the performance of the Company:** During the year 2014-15, the Key Managerial Personnel drew remuneration of Rs. 203.31 Lacs. The remuneration of the Key Managerial Personnel as a % of revenue (from operation) is 2.87%. During the year, the Company has posted loss and hence, comparison of remuneration of the Key Managerial Personnel with profit cannot be ascertained.
- (vi) **Variations in the market capitalisation of the company, price earnings ratio as at the closing date of the current financial year and previous financial year and percentage increase over decrease in the market quotations of the shares of the company in comparison to the rate at which the company came out with the last public offer:**
- The market capitalisation as on March 31, 2015 was Rs. 80,239.64 Lacs [Rs. 2,30,540.08 Lacs as on March 31, 2014]. Variation in market capitalization is (65.19)%.
 - Price earning ratio of the equity shares of the Company as at March 31, 2015 and as at March 31, 2014: Not applicable as the Company had incurred loss during the financial year ended March 31, 2015 and March 31, 2014.
 - Percentage increase or decrease in the market quotations of the shares of the Company as compared to the rate at which the Company came out with the last public offer: The Company had come out with initial public offer (IPO) in 1983 at a price of Rs. 10.00/- per share. The closing price of the Company's Equity share on the National Stock Exchange of India Limited as on March 31, 2015 was Rs. 37.05/-. An amount of Rs. 1,000 invested in the said IPO would be worth Rs. 3,705 as on March 31, 2015 indicating a Compounded Annual Growth Rate of approximately 4.18%. This is excluding the dividend accrued, if any, thereon.
- (vii) **Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration:** There has been no increase in the Managerial Remuneration during the financial year 2014-15. Hence, comparison of increase in the Managerial Remuneration and justification thereof is not applicable.

(viii) Comparison of the each remuneration of the Key Managerial Personnel against the performance of the company:

The remuneration of Mr. Ajay Khera, Mr. Sudipan Bhaduri and Mr. Nilesh Mehta, Key Managerial Personnel, as a % of revenue (from operation) is 1.51%, 0.85% and 0.51%, respectively. During the financial year 2014-15, the Company has posted loss and hence, comparison of each remuneration of the Key Managerial Personnel with profit cannot be ascertained.

(ix) The key parameters for any variable component of remuneration availed by the Directors: During the financial year 2014-15, no variable remuneration was paid to any of the Directors. Non-Executive Independent Directors are paid only sitting fees for attending the meetings of Board/ Committees as per their attendance in the Board and Audit Committee Meetings.

(x) The ratio of the remuneration of the highest paid director to that of the employees who are not directors but receive remuneration in excess of the highest paid director during the year: Not Applicable

(xi) Affirmation that the remuneration is as per the Remuneration Policy of the Company: It is affirmed that the remuneration paid is as per the Remuneration Policy of the Company.

ANNEXURE IV TO THE DIRECTORS' REPORT CRITERIA FOR PERFORMANCE EVALUATION

LEGAL FRAMEWORK

This criteria for performance evaluation of the Directors, Board and Board Committees has been laid by the Nomination and Remuneration Committee of SKIL Infrastructure Limited (Erstwhile Horizon Infrastructure Limited) (hereinafter referred to as the "Company" or "SKIL") in accordance with the requirement of revised Clause 49 of the Listing Agreement and the provisions of the Companies Act, 2013 read with the Rules thereunder.

DEFINITIONS

1. **"Act"** means Companies Act, 2013 & rules made thereunder, including any modifications, clarifications, amendments, circulars or re-enactment thereof.
2. **"Board of Directors"** or **"Board"** means the Board of Directors of the Company, as constituted from time to time.
3. **"Committee"** means Nomination and Remuneration Committee of the Company as constituted or reconstituted by the Board.
4. **"Independent Director"** means a Director who satisfies the criteria for independence as prescribed under Section 149 of the Companies Act, 2013 and the Listing Agreement with the Stock Exchanges.
5. **"Key Managerial Personnel"** in relation to a Company, means—
 - (i) the Chief Executive Officer or the Managing Director or the Manager;
 - (ii) the Company Secretary;
 - (iii) the Whole-Time Director;
 - (iv) the Chief Financial Officer; and
 - (v) such other officer as may be prescribed.
6. **"Policy"** means this Policy, as may be amended from time to time.

CRITERIA FOR EVALUATION

1. COMMON CRITERIA FOR PERFORMANCE EVALUATION OF DIRECTORS:

The Directors shall be evaluated on the basis of the following criteria i.e. whether they:

- i) uphold ethical standards of integrity and probity;
- ii) act objectively and constructively while exercising their duties;
- iii) exercise their responsibilities in a bona fide manner in the interest of the Company;
- iv) devote sufficient time and attention to their professional obligations for informed and balanced decision making;
- v) assist the Company in implementing the best corporate governance practices;
- vi) strive to attend all Meetings of the Board of Directors and of the Board committees of which they are members;
- vii) moderate and arbitrate in the interest of the Company as a whole, in situations of conflict between Management and Shareholder's interest;
- viii) satisfy themselves on the integrity of financial information and that financial controls and the systems of Risk Management are robust and defensible;
- ix) strive to safeguard the interests of all stakeholders, particularly the minority shareholders;
- x) balance the conflicting interest of the stakeholders;
- xi) seek appropriate clarification or amplification of information and, where necessary, take and follow appropriate professional advice and opinion of outside experts;
- xii) keep themselves well informed about the Company and the external environment in which it operates;
- xiii) participate constructively and actively in the committees of the Board in which they are chairpersons or members;
- xiv) strive to attend the General Meetings of the Company;
- xv) acting within their authority, assist in protecting the legitimate interests of the Company, shareholders and its employees;
- xvi) pay sufficient attention and ensure that adequate deliberations are held before approving related party transactions and assure themselves that the same are in the interest of the Company;
- xvii) ascertain and ensure that the Company has an adequate and functional vigil mechanism and ensure that the interests of a person who uses such mechanism are not prejudicially affected on account of such use;
- xviii) report concerns about unethical behaviour, actual or suspected fraud or violation of the Company's code of conduct or ethics policy, if any;

- xix) maintain confidentiality of information such as commercial secrets, technologies, advertising and sales promotion plans, unpublished price sensitive information, unless such disclosure is expressly approved by the Board or required by law;
- xx) abide by Company's Memorandum and Articles of Association, Company's policies and procedures including code of conduct, insider trading guidelines, etc;
- xxi) express concerns about the running of the Company or a proposed action and ensure that these are addressed by the Board and, to the extent that they are not resolved, insist that the concerns are recorded in the Minutes of the Board Meeting;
- xxii) develop a good working relationship with other Board members and contribute to the Board's working relationship with the Senior Management of the Company;
- xxiii) fairly contribute towards proper functioning of Board or Committees of the Board.

2. CRITERIA FOR EVALUATION OF INDEPENDENT DIRECTORS:

In addition to the criteria laid at Point No. 1, the Independent Directors shall also be evaluated on the basis of the following criteria i.e. whether they:

- i) satisfy the criteria for independence as prescribed under Section 149 of the Companies Act, 2013 and the Listing Agreement with the Stock Exchanges;
- ii) help in bringing an independent judgment to bear on the Board's deliberations especially on issues of strategy, performance, Risk Management, resources, key appointments and standards of conduct;
- iii) bring an objective view in the evaluation of the performance of Board and Management;
- iv) actively scrutinize the performance of Management in Meeting agreed goals and objectives and monitor the reporting of performance;
- v) undertake appropriate induction and regularly update and refresh their skills, knowledge and familiarity with the Company;
- vi) contribute to determine appointment and remuneration of executive Directors, Key Managerial Personnel (KMP) and senior Management;
- vii) exercise objective independent judgment in the paramount interest of the Company as a whole, while concurring in or dissenting from the collective judgment of the Board in its decision making.

The Non-Independent Directors along with the Independent Directors, except the one who is being evaluated, will evaluate/ assess each of the Independent Directors on the aforesaid parameters. On the basis of the report of performance evaluation, it shall be determined whether to extend or continue the term of appointment of the Independent Director.

3. CRITERIA FOR EVALUATION OF EXECUTIVE DIRECTORS/CHAIRPERSON:

Pursuant to Clause 49 of the Listing Agreement and Schedule IV to the Companies Act, 2013, the Independent Directors of the Company shall hold at least one Meeting in a year, without the attendance of Non-Independent Directors and Members of Management, inter alia, to review the performance of Non-Independent Directors and the Board as a whole and to review the performance of the Chairperson of the Company, taking into account the views of Executive Directors and Non-Executive Directors.

The criteria for evaluation of Non-Independent Directors are laid at Point No. 1. In addition to the criteria laid at Point No. 1, the Executive Directors and the Chairperson of the Company shall be evaluated on the basis of the following criteria:

- i) Leadership & stewardship abilities;
- ii) Contributing to clearly defined corporate objectives & plans;
- iii) Communication of expectations & concerns clearly with subordinates;
- iv) Obtain adequate, relevant & timely information from external sources;
- v) Review & approve achievement of strategic and operational plans, objectives, budgets;
- vi) Regular monitoring of corporate results against projections;
- vii) Identify, monitor & mitigate significant corporate risks;
- viii) Assess policies, structures & procedures;
- ix) Clearly defining roles & monitoring activities of committees;
- x) Review Management's succession plan;
- xi) Effective Meetings;
- xii) Assuring appropriate Board size, composition, independence, structure;
- xiii) Review of corporation's ethical conduct.

4. BOARD EVALUATION CRITERIA:

The Board shall be evaluated on the basis of the following criteria i.e. whether:

- i) the role of Board Members is clearly defined and understood;
- ii) the Board has ensured that the organization's accomplishments and challenges are communicated to Members and Stakeholders;
- iii) the spread of talent within the Board reflect the Company's needs;
- iv) all Board Members bring valuable skill and experience to the Company;
- v) the composition of the Board is sufficient to carry out the work required of it;
- vi) the matters relating to the Company are discussed in a structured manner;
- vii) the Board knows and understands the Company's mission, vision and strategy; the Board's Meeting agenda clearly reflects strategic plan or priorities;
- viii) the Board papers contain the correct amount and type of information;
- ix) all Board Members participate in important Board discussions;
- x) the Board knows and keep abreast of trends and issues affecting the market in which the Company competes;
- xi) the Board understands the business it is governing;
- xii) the Board Members actively engage in networking for the benefit of the Company;
- xiii) the Board Members have sufficient financial skills to ensure that the Board can discharge its governance responsibilities;
- xiv) the Company have relevant internal reporting and compliance systems;
- xv) the Board Members are aware of their risk assessment duties as Directors;
- xvi) there is a clear understanding of the Company's business risk;
- xvii) the Board encourages Directors to pursue opportunities for personal development;
- xviii) the Board has a succession plan in place for the Directors, KMP and Senior Management Personnel;
- xix) responsibilities have been effectively delegated amongst the Executive Directors, KMP and Senior Management Personnel;
- xx) there is good communication between the Board and KMP.

5. CRITERIA FOR EVALUATION OF BOARD COMMITTEES:

The Board Committees shall be evaluated on the basis of the following criteria i.e. whether:

- i) the Committees have been constituted in compliance with the requirement of Clause 49 of the Listing Agreement and the Companies Act, 2013 read with the Rules thereunder;
- ii) the role/terms of reference of the Committee Members is clearly defined and understood;
- iii) the composition of the Committee is sufficient to carry out the work required of it;
- iv) the Committee knows and understands the Company's mission, vision and strategy;
- v) the Committee's Meetings are properly conducted and agenda papers contain the correct amount and type of information;
- vi) all Committee Members participate in discussion making;
- vii) the Committee Members have sufficient skills to ensure efficient discharge of responsibilities;
- viii) there is good communication between the Committees and the Board;
- ix) the Committee has relevant internal reporting and compliance systems.

MISCELLANEOUS

Any terms used but not defined herein shall have the same meaning ascribed to it in the Companies Act, 2013 or Rules made thereunder, SEBI Act or Rules and Regulations made thereunder, Listing Agreement or any other relevant legislation / law applicable to the Company.

AMENDMENT

These criteria can be amended as and when deemed necessary.

ANNEXURE V TO THE DIRECTORS' REPORT

NOMINATION & REMUNERATION POLICY

LEGAL FRAMEWORK

This Policy has been formulated by the Nomination and Remuneration Committee and approved by the Board of Directors of SKIL Infrastructure Limited (Erstwhile Horizon Infrastructure Limited) (hereinafter referred to as the "Company" or "SKIL") in accordance with the requirement of revised Clause 49 of the Listing Agreement and the provisions of Section 178 of the Companies Act, 2013 read with the Rules thereunder.

This policy is intended to lay down a framework in relation to remuneration of Directors, Key Managerial Personnel ("KMP"), Senior Management and other employees.

DEFINITIONS

1. **"Act"** means Companies Act, 2013 & rules made thereunder, including any modifications, clarifications, amendments, circulars or re-enactment thereof.
2. **"Board of Directors"** or **"Board"** means the Board of Directors of the Company, as constituted from time to time.
3. **"Committee"** means Nomination and Remuneration Committee of the Company as constituted or reconstituted by the Board.
4. **"Independent Director"** means a director who satisfies the criteria for independence as prescribed under Section 149 of the Companies Act, 2013 and the Listing Agreement with the Stock Exchanges.
5. **"Key Managerial Personnel"** in relation to a company, means—
 - (i) the Chief Executive Officer or the Managing Director or the Manager;
 - (ii) the Company Secretary;
 - (iii) the Whole-Time Director;
 - (iv) the Chief Financial Officer; and
 - (v) such other officer as may be prescribed.
6. **"Policy"** means this Policy, as may be amended from time to time.
7. **"Senior Management"** means Senior Management means the personnel of the company who are members of its core management team excluding Board of Directors comprising all members of management one level below the executive directors, including the functional heads.

MEMBERSHIP

- i) The Committee shall consist of a minimum 3 Non-Executive Directors, majority of them being Independent.
- ii) A minimum of two (2) Members shall constitute a quorum for the Committee Meeting.
- iii) Term of the Committee shall be continued unless terminated by the Board of Directors.

CHAIRPERSON

- i) The Chairperson of the Committee shall be an Independent Director.
- ii) The Chairperson of the Company (whether executive or non-executive) may be appointed as a Member of the Committee but shall not chair the Committee.
- iii) In the absence of the Chairperson, the Members of the Committee present at the Meeting shall choose one amongst them to act as Chairperson.
- iv) The Chairperson of the Committee could be present at the Annual General Meeting or may nominate some other Member to answer the shareholders' queries.

FREQUENCY OF MEETINGS

The Meeting of the Committee shall be held at such regular intervals as may be required.

ROLE/TERMS OF REFERENCE OF THE COMMITTEE

The role/terms of reference of the Committee include:

- i) Formulation of the criteria for determining qualifications, positive attributes and independence of a Director and recommend to the Board a policy, relating to the remuneration of the Directors, KMP and other employees;
- ii) Formulation of criteria for evaluation of Independent Directors and the Board;
- iii) Devising a policy on Board diversity;
- iv) Identifying persons who are qualified to become Directors and who may be appointed in Senior Management in accordance with the criteria laid down, and recommend to the Board their appointment and removal;
- v) Carrying out other functions as may from time to time be required under any statutory, contractual or other regulatory requirement.

POLICY FOR APPOINTMENT OF DIRECTOR, KMP AND SENIOR MANAGEMENT PERSONNEL

1) General appointment criteria:

- i) The Committee shall consider the ethical standards of integrity and probity, qualification, expertise and experience of the person for appointment as Director, KMP or at Senior Management level and accordingly recommend to the Board his / her appointment.
- ii) The Company should ensure that the person so appointed as Director/ Independent Director/ KMP/ Senior Management Personnel does not stand disqualified under the Companies Act, 2013, rules made thereunder, Listing Agreement or any other enactment for the time being in force.

- iii) The Director/ Independent Director/ KMP/ Senior Management Personnel shall be appointed as per the procedure laid down under the applicable provisions of the Companies Act, 2013, rules made thereunder, Listing Agreement or any other enactment for the time being in force.

II) Other appointment criteria:

Enhancing the competency of the Board and attracting as well as retaining talented employees for role of KMP/ Senior Management Personnel shall be the basis for the Committee to select a candidate for his/her appointment. When recommending a candidate for appointment, the Committee shall be:

- i) Assessing the appointee against a range of criteria which includes but not be limited to qualifications, skills, regional and industry experience, background and other qualities required to operate successfully in the position, with due regard for the benefits in diversifying the Board;
- ii) The extent to which the appointee is likely to contribute to the overall effectiveness of the Board, work constructively with the existing Directors/ KMP/ Senior Management Personnel and enhance the efficiency of the Company;
- iii) The qualification, skills and experience that the appointee brings to the designated role and how an appointee will enhance the skill sets and experience of the Board/Company as a whole;
- iv) The nature of existing positions held by the appointee including directorships or other relationships and the impact they may have on the appointee's ability to exercise independent judgment;
- v) The appointment of Independent Directors shall be subject to compliance of provisions of Clause 49 of the Listing Agreement and Section 149 of the Companies Act, 2013, read with Schedule IV and rules thereunder.

III) Term / Tenure of appointment of Managing Director/Whole-Time Director/ Manager and Independent Director:

i) Managing Director/Whole-time Director/Manager (Managerial Person):

The Company shall appoint or re-appoint any person as its Managerial Person for a term not exceeding five years at a time. No re-appointment shall be made earlier than one year before the expiry of term.

The Company shall not appoint or continue the employment of any person as Managing Director/Whole-time Director/ Manager who is below the age of 21 years or who has attained the age of seventy years. Provided that the term of the person holding this position may be extended beyond the age of seventy years with the approval of shareholders by passing a special resolution based on the explanatory statement annexed to the notice for such motion indicating the justification for extension of appointment beyond seventy years.

ii) Independent Director

- a) An Independent Director shall hold office for a term up to five consecutive years on the Board of the Company and will be eligible for re-appointment on passing of a special resolution by the Company and disclosure of such appointment in the Board's report.
- b) No Independent Director shall hold office for more than two consecutive terms of upto maximum of 5 years each, but such Independent Director shall be eligible for appointment after expiry of three years of ceasing to become an Independent Director. Provided that an Independent Director shall not, during the said period of three years, be appointed in or be associated with the Company in any other capacity, either directly or indirectly.
- c) At the time of appointment of Independent Director it should be ensured that number of Boards on which such Independent Director serves is restricted to seven listed companies as an Independent Director and three listed companies as an Independent Director in case such person is serving as a Whole-time Director of a listed company or such other number as may be prescribed under the Act.

IV) Evaluation

The evaluation/assessment of the Directors of the Company is to be conducted on an annual basis as per the requirements of the Companies Act, 2013 and the Listing Agreement.

V) Removal

Due to reasons for any disqualification mentioned in the Companies Act, 2013 or under any other applicable Act, rules and regulations there under, the Committee may recommend, to the Board with reasons recorded in writing, removal of a Director, KMP or Senior Management Personnel subject to the provisions and compliance of the said Act, rules and regulations.

VI) Retirement

The Director, KMP and Senior Management Personnel shall retire as per the Company's rules and as per applicable provisions of the Companies Act, 2013, wherever applicable.

POLICY FOR REMUNERATION TO DIRECTORS/KMP/SENIOR MANAGEMENT/OTHER EMPLOYEES

I) Remuneration to Directors, KMP and Senior Management:

The guiding principle is that the level and composition of remuneration shall be reasonable and sufficient to attract, retain and motivate Directors, KMP and Senior Management.

The Directors, KMP and other Senior Management's salary shall be based & determined on the individual person's responsibilities, performance, experience, leadership abilities, initiative taking abilities and knowledge base and also in accordance with the limits as prescribed statutorily, if any.

The remuneration to Directors, KMP and other Senior Management will be determined by the Committee and recommended to the Board for approval. The remuneration shall be subject to the prior/post approval of the shareholders of the Company and Central Government, wherever required.

While recommending the remuneration, the Committee shall take into account the relevant factors such as market, business performance and practices in comparable companies, financial and commercial health of the Company as well as prevailing laws and government/other guidelines.

II) Remuneration to Non-executive / Independent Director:

The remuneration to Non-executive / Independent Director shall be in accordance with the statutory provisions of the Companies Act, 2013, and the rules made thereunder for the time being in force.

The Non-Executive / Independent Director may receive remuneration by way of fees for attending meetings of Board or Committee thereof, provided that the amount of such fees shall not exceed the maximum amount as provided in the Companies Act, 2013, per meeting of the Board or Committee. The Non-Executive / Independent Director may receive Commission within the monetary limit approved by shareholders.

An Independent Director shall not be entitled to any stock option of the Company.

III) Remuneration to other employees

The authority to determine remuneration and terms of appointment of other employees stands delegated to the Managing Director & Chief Executive Officer of the Company.

DUTIES IN RELATION TO NOMINATION MATTERS

The duties of the Committee in relation to nomination matters include:

- i) Ensuring that there is an appropriate induction in place for new Directors and Members of Senior Management and reviewing its effectiveness;
- ii) Ensuring that on appointment to the Board, Non-Executive Directors receive a formal letter of appointment in accordance with the Guidelines provided under the Act;
- iii) Determining the appropriate size, diversity and composition of the Board;
- iv) Developing a succession plan for the Board and Senior Management;
- v) Evaluating the performance of the Board members and Senior Management in the context of the Company's performance from business and compliance perspective;
- vi) Making recommendations to the Board concerning any matters relating to the continuation in office of any Director at any time including the suspension or termination of service of an Executive Director as an employee of the Company subject to the provision of the law and their service contract;
- vii) Recommend any necessary changes to the Board; and
- viii) Considering any other matters, as may be requested by the Board.

DUTIES IN RELATION TO REMUNERATION MATTERS

The duties of the Committee in relation to remuneration matters include:

- i) The level and composition of remuneration is reasonable and sufficient to attract, retain and motivate directors of the quality required to run the Company successfully;
- ii) The relationship of remuneration to performance is clear and meets appropriate performance benchmarks;
- iii) The remuneration to Directors, KMP and Senior Management of the Company involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the Company and its goals;
- iv) To retain, motivate and promote talent and to ensure long term sustainability of talented managerial persons and create competitive advantage.

COMMITTEE MEMBERS' INTERESTS

- i) A Member of the Committee is not entitled to be present when his or her own remuneration is discussed at a Meeting or when his or her performance is being evaluated.
- ii) The Committee may invite such executives, as it considers appropriate, to be present at the Meetings of the Committee.

VOTING

- i) Matters arising for determination at Committee meetings shall be decided by a majority of votes of Members present and voting and any such decision shall for all purposes be deemed a decision of the Committee.
- ii) In the case of equality of votes, the Chairman of the Meeting will have a casting vote.

DISCLOSURES

As per the Companies Act, 2013, this Policy shall be disclosed in the Board's Report of the Company.

MISCELLANEOUS

Any terms used in this policy but not defined herein shall have the same meaning ascribed to it in the Companies Act, 2013 or Rules made thereunder, SEBI Act or Rules and Regulations made thereunder, Listing Agreement or any other relevant legislation / law applicable to the Company.

AMENDMENT

The Board of Directors on its own and / or as per the recommendations of Nomination and Remuneration Committee can amend this Policy, as and when deemed fit.

In case of any subsequent amendment/modification in the Listing Agreement, the Companies Act, 2013 and/or other applicable laws in this regard shall automatically apply to this Policy.

ANNEXURE VI TO THE DIRECTORS' REPORT ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY ACTIVITIES

[Pursuant to Clause (o) of Sub-section (3) of Section 134 of the Act and Rule 9 of the Companies (Corporate Social Responsibility) Rules, 2014]

1. A brief outline of the Company's CSR policy, including overview of projects or programs proposed to be undertaken and a reference to the web-link to the CSR policy and projects or programs:

The Board of Directors of the Company ('Board') approved and adopted the CSR Policy of the Company on February 14, 2015, which was recommended by the CSR Committee pursuant to Section 135 Companies Act, 2013 read with the Companies (Corporate Social Responsibility Policy) Rules, 2014. The CSR Policy may be accessed on the Company's website at the link http://www.skilgroup.co.in/index.php?option=com_phocadownload&view=category&download=94:csr-policy&id=13:policies&Itemid=186

As a part of Corporate Social Responsibility, the Company shall endeavour to provide adequate budget for CSR project/program in consonance with Schedule VII of the Companies Act, 2013, with emphasis on Skill Development, Educational Development, Handicrafts & Handloom Development in the areas which are contiguous to the project sites getting developed by the Company.

2. The Composition of the CSR Committee: The Committee presently comprises Mr. Nikhil Gandhi (Chairman), Mr. J. Alexander, Ms. Gayathri Ramachandran and Mr. V. Ramanan as Members.
3. Average net profit of the company for last three financial years: Not Applicable, since the Company has incurred average net loss for last three financial years.
4. Prescribed CSR Expenditure (two per cent of the amount as in item 3 above): Not Applicable
5. Details of CSR spent during the financial year:
 - (a) Total amount to be spent for the financial year: Not Applicable
 - (b) Amount unspent, if any: Not Applicable
 - (c) Manner in which the amount spent during the financial year is detailed below: Not Applicable

(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)
S. No.	CSR project or activity identified	Sector in which the Project is covered	Projects or programs (1) Local area or other (2) Specify the State and district where projects or programs was undertaken	Amount outlay (budget) project or programs wise	Amount spent on the projects or programs Sub – heads: (1) Direct expenditure on projects or programs (2) Overheads	Cumulative expenditure upto to the reporting period	Amount spent : Direct or through implementing agency
	Total	-	-	-	-	-	-

6. In case the Company has failed to spend the two per cent of the average net profit of the last three financial years or any part thereof, the company shall provide the reasons for not spending the amount in its Board report: Since the Company has incurred average net loss for last three financial years, the Company was constrained not to expend on CSR activities.
7. A responsibility statement of the CSR Committee that the implementation and monitoring of CSR Policy, is in compliance with CSR objectives and Policy of the Company: The CSR Committee hereby confirms that the implementation and monitoring of CSR Policy, is in compliance with CSR objectives and Policy of the Company.

Ajay Khara
Managing Director
& Chief Executive Officer

Nikhil Gandhi
Chairman of CSR Committee

ANNEXURE VII TO THE DIRECTORS' REPORT
FORM NO. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED MARCH 31, 2015

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,

The Members,

SKIL Infrastructure Limited

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by SKIL Infrastructure Limited (Hereinafter called the Company). Secretarial Audit was conducted in a manner that provides me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the SKIL Infrastructure Limited books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on March 31, 2015 generally complied with the statutory provisions listed hereunder:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by SKIL Infrastructure Limited ("the Company") for the financial year ended on March 31, 2015 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made there under;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under (Not applicable during the audit period);
- (iv) Foreign Exchange Management Act, 1999 & the rules & regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment & External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992
 - (c) The Securities And Exchange Board of India (Issue of Capital & Disclosure Requirements) Regulations, 2009 (Not applicable during the audit period);
 - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 (Not applicable during the audit period);
 - (e) The Securities & Exchange Board of India (Issue & listing of Debt securities) Regulations, 2008 (Not applicable during the audit period);
 - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client (Not applicable during the audit period);
 - (g) The Securities & Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 (Not applicable during the audit period); and
 - (h) The Securities & Exchange Board of India (Buyback of Securities) Regulations, 1998 (Not applicable during the audit period);
- (vi) The operations of the Company include a composite range of activities in the Infrastructure Business. In our opinion, the Company being operating in the aforesaid diversified activities, various laws/ regulations are applicable to it. In the absence of any identifiable specific major law/ regulation under which the sector and the Company operates, we are not in a position to identify and report the same in our report.
- (vii) I have also examined compliance with the applicable clauses of the following:
 - (i) The Listing agreements entered into by the Company with the stock exchanges- The Company is Listed on National Stock Exchange & Calcutta Stock Exchange.
 - (ii) Secretarial Standards Issued by The Institute of Company Secretaries of India – (At present not applicable).

I further report that the Company needs to file Annual Return on Foreign Assets & Liabilities with RBI, in respect of which the Company has informed that the action is in hand.

I further report that the Company needs to file Form CHG-1 for hypothecation of Swift Dzire VXi & Honda Brio VX with Kotak Mahindra Bank, in respect of which the Company has informed that the same will be filed after receipt of required documents from the Bank.

I further report that the Company has not paid stamp duty in the scheme of Amalgamation & Arrangement between SKIL Infrastructure Ltd, Horizon Country Wide Logistics Limited and Fastlane Distriparks & Logistics Limited (the name used SKIL Infrastructure Limited) due to the dispute of demand & the Company has gone for appeal before the prescribed authority for the same.

I further report that the Company has made an application to Central Government for excess payment of remuneration to Mr. Ajay Khera.

I further report that pursuant to Show cause notice under Rule 4 (1) of Securities and Exchange Board of India (Procedure for Holding Inquiry and Imposing Penalties by Adjudicating Officer) Rules, 1995 and Rule 4 (1) of Securities Contracts (Regulations) (Procedure for Holding Inquiry and Imposing Penalties by Adjudicating Officer) Rules, 2005 in the matter of the Company followed by Hearing Notice to the Company and to its Directors and Company Secretary (who held positions as such during the period from January 25, 2008 to May 5, 2008).

The Related party approval in respect of transactions with 100% subsidiary company was taken, albeit after three months.

I further report that in case of loans granted to the Companies listed in the register maintained under section 189 of the Act the Company has granted loans to certain group Companies.

During the period under review the Company has generally complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

I further report that I rely on statutory auditor's reports in relation to the financial statements and accuracy of financial figures for, Sales Tax, Wealth Tax, Value Added Tax, Related Party Transactions, Provident Fund, ESIC, etc. as disclosed under financial statements, Accounting Standard 18 & note on foreign currency transactions during our audit period and I have not verified the correctness and appropriateness of the books of accounts of the Company.

I further report that the board of directors of the company is duly constituted with proper balance of Executive Directors, Non-Executive Directors & Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

I further report that as per the information provided generally adequate notice is given to all directors to schedule the Board Meetings, agenda & detailed notes on agenda were sent at least seven days in advance & a system exists for seeking & obtaining further information & clarifications on agenda items before the meeting & for meaningful participation at the meeting.

I further report that as per the information provided majority decision is carried through while the dissenting members' views are captured & recorded as part of the minutes.

I further report that there are generally adequate systems & processes in the company commensurate with the size & operations of the company to monitor & ensure compliance with applicable laws, rules, regulations & guidelines.

I further report that the management is responsible for compliances of all business laws. This responsibility includes maintenance of statutory registers/records required by the concerned authorities and internal control of the concerned department.

I further report that during the audit period the company has no specific events like Public/Right/Preferential issue of shares/debentures/sweat equity, etc

I further report that our report of even date is to be read along with this letter:

1. Maintenance of Secretarial record is the responsibility of the Management of the Company. Our responsibility is to express an opinion on these Secretarial Records based on our audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in the Secretarial records. I believe that the processes and practices, I followed provide a reasonable basis for my opinion.
3. Where ever required, I have obtained the Management representation about the compliance of Laws, Rules and Regulations and happening of events etc.
4. The compliance of the provisions of Corporate and other applicable Laws, Rules, Regulations, Standards is the responsibility of the Management. My examination was limited to the verification of procedures on test basis.
5. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor the efficacy or effectiveness with which the Management has conducted the affairs of the Company.

Place: Mumbai
Date: November 26, 2015

Virendra Bhatt
ACS No – 1157
COP No – 124

ANNEXURE VIII TO THE DIRECTORS' REPORT

FORM NO. AOC-2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Companies Act, 2013 and Rule 8(2) of the Companies (Accounts) Rules, 2014)

Form for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto.

1. Details of contracts or arrangements or transactions not at arm's length basis: Not Applicable

- (a) Name(s) of the related party and nature of relationship
- (b) Nature of contracts/arrangements/transactions
- (c) Duration of the contracts / arrangements/transactions
- (d) Salient terms of the contracts or arrangements or transactions including the value, if any
- (e) Justification for entering into such contracts or arrangements or transactions
- (f) Date(s) of approval by the Board
- (g) Amount paid as advances, if any
- (h) Date on which the special resolution was passed in general meeting as required under first proviso to section 188

2. Details of material contracts or arrangement or transactions at arm's length basis

- (a) Name(s) of the related party and nature of relationship: SKIL (Singapore) Pte. Limited ("SSPL"). SSPL is Wholly-owned Subsidiary of the Company.
- (b) Nature of contracts/arrangements/transactions: 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.
- (c) Duration of the contracts / arrangements/transactions: Advisory income aggregating USD 20 Million is expected to be received upto March 2016.
- (d) Salient terms of the contracts or arrangements or transactions including the value, if any: 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 November 14, 2014 and iii) Advisory income of USD 8.03 Million is expected to be received upto March 2016.
- (e) Date(s) of approval by the Board, if any: November 14, 2014
- (f) Amount paid as advances, if any: None

ANNEXURE IX TO THE DIRECTORS' REPORT MANAGEMENT DISCUSSION AND ANALYSIS REPORT

INDIAN ECONOMIC OVERVIEW

The year started with a positive note. The macro-economy has been rendered more stable, reforms have been launched, the deceleration in growth has ended and the economy appears now to be recovering, the external environment is benign and challenges in other major economies have made India the near-cynosure of eager investors. (Source: Economic Survey 2014-15 Government of India Ministry of Finance Department of Economic Affairs Economic Division)

The CPI inflation rate which was 5.1% at the time of presentation of Union budget is hovering around the same level, the wholesale price inflation is negative; and the current account deficit for this year is expected to be below 1.3% of GDP; based on the new series, real GDP growth is expected to accelerate to 7.4%, making India the fastest growing large economy in the world. (Source: Budget of the Union for the year 2015-16)

OUTLOOK AND PROSPECTS

1. WORLD ECONOMY:

Since the RBI third bi-monthly statement of August 2015, global growth has moderated, especially in emerging market economies (EMEs), global trade has deteriorated further and downside risks to growth have increased. In the United States, industrial production slowed as capital spending in the energy sector was cut back and exports contracted, weighed down by the strength of the US Dollar. Consumer spending stayed buoyant, however, amidst steadily improving labour market conditions.

In the Euro area, a fragile recovery strengthened, supported by domestic consumption, less slack in the labour market and improving financial conditions engendered by ultra-accommodative monetary policy. EMEs are caught in a vortex of slowing global trade volumes, depressed commodity prices, weakening currencies and capital outflows, which is accentuating country-specific domestic constraints.

China's intended rebalancing from investment towards consumption is being hit by the stock market meltdown, slower industrial production and weaker exports. The devaluation of the renminbi on August 11, while mild, has unsettled financial markets across the world. Since the Chinese devaluation, equity prices, commodities and currencies have fallen sharply. Capital flight from EMEs into mature bond markets has pushed down developed market yields, and risk spreads across asset classes have widened. Although volatility ebbed in early September and capital flows returned cautiously to some EMEs, sentiment in financial markets remains fragile.

Economic activity in Japan, however, is faltering under the weight of weak private consumption and exports, with both business and consumer confidence subdued. Brazil and Russia are grappling with recession and runaway inflation, while South Africa is facing tightening structural constraints which threaten to tip it into a downturn.

The September 17 decision of the Federal Open Market Committee to stay on hold in response to global conditions and weak domestic inflation lifted financial markets briefly, but overall financial conditions are yet to stabilize.

(Source: Fourth Bi-monthly Monetary Policy Statement, 2015-16)

2. INDIAN ECONOMY:

In India, a tentative economic recovery is underway, but is still far from robust. In agriculture, sown area has expanded modestly from a year ago. The first advance estimates indicate that food grain production is expected to be higher than last year. Allied farm activities, which are more insulated from the monsoon remain resilient and could partly offset the effects of adverse weather on crop production. Rural demand, however, remains subdued as reflected in still shrinking tractor and two-wheeler sales.

Manufacturing has exhibited uneven growth in April-July, with industrial activity slowing sequentially in July, although it has been in expansionary mode for the ninth month in succession. Industries such as apparel, furniture and motor vehicles have experienced acceleration. Furthermore, the resumption of growth in production of consumer durables in recent months, after a protracted period of contraction over the last two years, is indicative of some pick-up in consumption demand, primarily in urban areas. Since RBI's last review, however, external demand conditions have turned weaker, suggesting a more persistent drag from lower exports and cheaper imports due to global overcapacity. This contributes to continuing domestic capacity under-utilization, decelerating new orders and a rising ratio of finished goods inventories to sales.

As a result of still tepid aggregate demand, output price growth is weak, but input material costs have fallen further, leading to an increase in margins for most producers. Weak aggregate demand appears to have more than offset the effect of higher margins to hold back new investment intentions. The expansion in capital goods production, therefore, likely relates more to the revival of stalled projects than to a build-up of the green field pipeline.

In the services sector, construction activity is weakening as reflected in low demand for cement and the large inventory of unsold residential houses in many a locations. Rising public expenditure on roads, ports and eventually railways could, however, provide some boost to construction going forward. Lead indicators relating to freight and passenger traffic are mixed. In August, the services PMI remained in expansion for the second consecutive month on improving new business, but business expectations remain subdued.

Headline consumer price index (CPI) inflation reached its lowest level in August since November 2014. The ebbing of inflation in the year so far is due to a combination of low month-on-month increases in prices and favourable base effects. Overall year-on-year food inflation dropped sharply, led by vegetables and sugar. Cereal inflation moderated steadily during April-August, but price pressures in respect of pulses and onions remained elevated. CPI inflation, excluding food and fuel, eased in August for the second consecutive month, primarily due to the decline in petrol and diesel prices pulling down inflation in transportation.

Liquidity conditions eased considerably during August to mid-September. In addition to structural factors such as deposit mobilisation in excess of credit flow, lower currency demand and pick-up in spending by the government contributed to the surplus liquidity.

(Source: Fourth Bi-monthly Monetary Policy Statement, 2015-16)

EMERGING BUSINESS OPPORTUNITY

INFRASTRUCTURE

Infrastructure has been given much more emphasis in this year's budget with the setting up of a National Investment and Infrastructure Fund (NIIF) with an annual flow of \$3.4 billion USD. There will be increased participation from private players as the government has decided to take on some of the risks in order to make PPP more attractive. Overall, investment in infrastructure will go up by just under \$12 billion USD in the year 2015-16, over the year 2014-15 from the Centre's Funds and resources of Central public sector enterprises (CPSEs). Roads and railways too have been provided with an additional allotment of \$4 billion USD. Further, the DMIC corridor which is playing host to some green field smart cities development has received an allotment of \$200 million USD for basic infrastructure. (Source: Budget of the Union for the year 2015-16)

As a result of the above, a direct and indirect infusion of around \$40 billion will be towards infrastructure. Last year's budget allocated \$1.27 billion USD for the development of 100 smart cities. In this year's budget, although there is no mention of smart cities, the Government has made provisions for "smart practices and smart living." For urban development, \$1 billion USD has been allocated to the Urban Rejuvenation Mission, while \$84 million USD will be spent on habitation and development of 100 smart cities. (Article from Smart Cities Council of India)

Finance Minister in his budget speech had indicated that, success of so-called minor ports has shown that ports can be an attractive investment possibility for the private sector. Ports in the public sector need to both attract such investment as well as leverage the huge land resources lying unused with them. To enable the Government to do so, ports in public sector will be encouraged to corporatize and become companies under the Companies Act. (Source: Budget of the Union for the year 2015-16)

India has witnessed attractive growth in the Transport and Logistic sector, on the back of factors such as rapidly growing economy, increase in outsourcing of logistics, steady supply side changes, significant government investment in core infrastructure projects and land mark changes in tax and regulatory policies. The sector is experiencing a number of supply and demand side changes, which are carving a way for innumerable opportunities. With government announcing an infrastructure oriented budget including several key budget proposals around the transport and logistics sector, it has opened up new opportunities for this sector. Focus on infrastructure development in the logistic industry to help organize the sector, boost private investment and accelerate the supply chain. Time bound action plan may have to be developed to decongest airports and sea ports, shift cargo-clearance activities to inland ports or airport locations, in addition to improving hinterland connectivity. Develop water ways, national logistic parks for faster and efficient movement of cargo. (Source: KPMG post budget sectoral point of view)

As your company is pioneer in creating large world class green field infrastructure projects, Government's focus on infrastructure, has opened up new areas of opportunities for your company, particularly in the areas of Smart City /SEZ/PORT/Logistics.

COMPANY'S OVERVIEW

Your Company, in a strategic move to reduce debt, has decided to unlock value. The Company, which has been pioneer in building India's first world class Defence focused Infrastructure, shall continue to play a stellar role to contribute to increase the value for all the Partners/Shareholders/Stakeholders, even after handing over the control of Pipavav Defence and Offshore Engineering Company Limited to ADAG Group

After reviewing the business opportunities, your company has decided to exit non-core activities and investments and continue focus on core competency area, particularly developing valuable infrastructure in the field of Smart City/SEZ/PORT/Logistics through Special Purpose Vehicles and secure robust Partnership to ensure sustainable value for shareholders.

In the past, the Company had brought in large and invaluable investment viz., Port of Singapore Authority; Danish Conglomerate A.P. Moller Group; Swedish Conglomerate SAAB AB; Leading Corporate Houses of India viz., Reliance (ADAG), Shri Mukesh D. Ambani Group, Jay Corp; which has created value for shareholders in the past and it shall strive to benefit all the stakeholder in future, as well through similar philosophies.

DISCUSSION ON RESULTS OF OPERATIONS

The company has registered lower revenue from operations aggregating Rs. 7498.55 lacs for the financial year under review against Rs. 37845.09 lacs during the previous year. Consequently, the net loss of Rs. 18006.89 lacs for the year 2014-15 has gone up by Rs. 852.57 lacs over last year's level of Rs.17154.32 lacs. The lower revenue generation is mainly due to our decision not to participate

in EPC contracts because of decreasing margin, delayed realization, etc. With our persistent effort to reduce debt, the finance cost which is one of the main reasons for losses is steadily decreasing over last three years. The finance cost has come down by Rs.1620.45 lacs during the year under review.

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

For efficient functioning, effective control and monitoring, your company has set up following Committees:

- i) Audit Committee of the Board,
- ii) Nomination and Remuneration Committee,
- iii) Stakeholder's Relationship Committee,
- iv) Independent Director's Committee,
- v) Finance Committee,
- vi) Corporate Social Responsibility Committee,
- vii) Security Allotment and Transfer Committee.

The Company has an adequate 'Internal Audit System' that promotes reliable financial reporting, safeguards assets, propagates ethical conduct and encourages adherence to fair management policies. The strong Internal Control Systems have been designed in a way that they not only prevent fraud and misuse of the Company's resources but also protect shareholders' interest.

The Audit Committee of the Board of Directors, on quarterly intervals and in co-ordination with Internal and Statutory Auditors, reviews the adequacy of Internal Control Systems within the Company. The internal audit focuses on compliance as well as on robustness of various business processes. A feedback on non-conformities along with recommendation for process improvements is directly provided to the top management of the Company. Compliance on audit findings and tracking of process improvements is regularly carried out.

RISKS AND CONCERNS

Your Company has established a strong risk management structure. Under this structure, the risks are identified across all business processes of the organization on continual basis. The Company endeavors to mitigate the risks on an ongoing basis by evaluating the progress of the projects being undertaken on a regular basis and close monitoring.

- **Liquidity Risk:** The Company is into a highly capital intensive industry segment. Non availability of funds or increased cost of funding will result in pressurized margins. The Company requires a substantial amount of long term/short term funds to meet its requirement for various Infrastructure/Construction projects. To manage this, the Company proactively manages the debt levels from banks to provide adequate liquidity for its operations.
- **Government Policy Risk:** There could be unfavorable regulatory measures in Government policies towards the infrastructure industry and may impact the long term planning of the Company. It is heartening to note that Union Budget 2015-16 envisages infrastructure reforms with focus on development of critical infrastructure and focus on removing structural bottlenecks in projects and industry.
- **Competition Risk:** The top management of the company reviews the risk from time to time and as a measure of risk mitigation your company has decided to focus only on the core competency area so as to ensure that it is constantly moving up the value chain.

CORPORATE SOCIAL RESPONSIBILITY (CSR)

Your company has always played an active role towards the people and the environment and shall continue to acknowledge and pursue its social responsibilities in an active manner. Your Company has a CSR committee in place.

HUMAN RESOURCES

Human Resource Management is one of the key functions of the company. Your company aims to create a working environment that attracts and retain the best people, enhance their capability and provide enough motivation to ensure highest level of productivity. The employees are encouraged to remain involved and contribute for the growth of the company. The industrial relations during the year continued to be cordial and peaceful.

CAUTIONARY STATEMENT

The Management Discussion and Analysis Report contains forward looking statements based upon the data available with the Company, assumptions with regard to global economic conditions, the Government policies, etc. The Company cannot guarantee the accuracy of assumptions and perceived performance of the Company in future. Therefore, it is cautioned that the actual results may materially vary from those expressed or implied in the report.

ANNEXURE X TO THE DIRECTORS' REPORT

REPORT ON CORPORATE GOVERNANCE

In compliance with the Corporate Governance requirements as stipulated in Clause 49 of the Listing Agreement with the Stock Exchanges, a Report on Corporate Governance is set out below:

1. A BRIEF STATEMENT ON COMPANY'S PHILOSOPHY ON CODE OF CORPORATE GOVERNANCE:

The Company's philosophy on the Code of Corporate Governance envisions attainment of the highest levels of integrity, professionalism, transparency, accountability and fairness in respect of Company's operations, actions and achievement of highest internal standards in its governance. It aims to enhance shareholders' value and achieve the high standards of governance practices.

2. BOARD OF DIRECTORS ('BOARD'):

(i) Composition and category of the Directors:

As on March 31, 2015, the Board consists of six Directors including one Non-Executive Chairman, one Non-Executive Vice-Chairman, 1 Executive Director and 3 Independent Directors. Out of the 3 Independent Directors, 1 is a Women Director. The composition of the Board is in conformity with the requirements of Clause 49 of the Listing Agreement. The Chairman of the Board is a Non-Executive-Promoter Director.

The Members in the last Annual General Meeting held on September 30, 2014, appointed all three Independent Directors to hold office for a term of five consecutive years commencing from September 30, 2014. A formal letter of appointment was issued to each Independent Director pursuant to the provisions of the Companies Act, 2013.

All the Independent Directors have confirmed that they meet the criteria of independence as mentioned under Clause 49 of the Listing Agreement and Section 149 of the Companies Act, 2013 and that none of the Independent Directors of the Company are serving as an Independent Director in more than seven listed companies. Independent Directors endeavors to hold at least one meeting in a year without the attendance of Non-Independent Directors and the Members of the Management.

As mandated by Clause 49 of the Listing Agreement, none of the Directors of the Board is a Member of more than 10 Committees or Chairman of more than 5 Committees across all Public Limited Companies in which they are Directors. The disclosures made by the Directors regarding Board and Committee Memberships held by them in other companies have been duly recorded by the Board in its meetings from time to time. None of the Directors of the Company are inter-se related to each other except Mr. Nikhil Gandhi and Mr. Bhavesh Gandhi who are related to each other as brothers.

A detailed chart showing the names and categories of the Directors on the Board, number of other Directorships and Committees Chairmanships/Memberships held by them in other Companies as on March 31, 2015, are given below:

Name of the Directors	Category of Directorship	Designation	Other Directorships as on March 31, 2015 [Ref Note (i)]	No. of Committee positions held in other Public Companies [Ref Note (ii)]	
				Chairman	Member
Mr. Nikhil Gandhi	Promoter, Non-Executive, Non-independent	Chairman	7	1	2
Mr. Bhavesh Gandhi	Promoter, Non- Executive Non-Independent	Vice Chairman	7	--	4
Mr. J. Alexander	Non-Executive, Independent	Director	9	2	6
Ms. Gayathri Ramachandran	Non-Executive, Independent	Director	9	2	4
Mr. V. Ramanan	Non-Executive, Independent	Director	8	4	4
Mr. Ajay Khara	Executive, Non-Independent	Managing Director and Chief Executive Officer	9	--	2

Note: (i) Other Directorships excludes Directorship in Foreign Companies, Private Limited Companies, Companies under Section 8 of the Companies Act, 2013 and Companies in which the Directors hold office as an Alternate Director. (ii) No. of Committee positions held in other Public Companies includes Chairmanships/Memberships of only Audit Committee and Stakeholders' Relationship Committee as mandated under Clause 49 of the Listing Agreement.

(ii) Meetings and Attendance during the year ended March 31, 2015:

During the financial year 2014-15, 5 (Five) Meetings of the Board of Directors were held on May 30, 2014, August 14, 2014, November 14, 2014, February 14, 2015 and March 4, 2015. The attendance of each Director at the said Board Meetings and at the 31st Annual General Meeting held on September 30, 2014, is given below:

Name of the Directors	No. of Board Meetings Held [Ref Note (i)]	No. of Board Meetings attended	Attendance at the last AGM
Mr. Nikhil Gandhi	5	2	No
Mr. Bhavesh Gandhi	5	2	No
Mr. J. Alexander	5	4	Yes
Ms. Gayathri Ramachandran	5	4	No
Mr. V. Ramanan	5	5	Yes
Mr. Ajay Khera	5	4	No

Note: (i) No. of Board Meetings held reflects the no. of meetings held in the tenure of the concerned Director in financial year 2014-15. (ii) Due to business exigencies, certain resolutions were passed through circulation and the said resolutions have been noted at the subsequent Board Meetings.

3. AUDIT COMMITTEE:

The Audit Committee of the Company is constituted in accordance with the provisions of Section 177 of the Companies Act, 2013 read with the Rules thereto and Clause 49 of the Listing Agreement.

At the Board Meeting of the Company held on May 30, 2014, the Board had revised the terms of reference/powers of the Audit Committee to be in tandem with the provisions of Section 177 of the Companies Act, 2013 and the then Clause 49 of the Listing Agreement. The terms of reference/powers of the Committee were revised again at the Board Meeting held on August 14, 2014, to be in tandem with the revised Clause 49 of the Listing Agreement and Section 177 of the Companies Act, 2013.

(i) Brief description of terms of reference:

The terms of reference of the Audit Committee, inter alia, include the following:

1. Oversight of the company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
2. Recommendation for appointment, remuneration and terms of appointment of auditors of the company;
3. Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
4. Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the Board for approval, with particular reference to:
 - a. Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section 3 of section 134 of the Companies Act, 2013;
 - b. Changes, if any, in accounting policies and practices and reasons for the same;
 - c. Major accounting entries involving estimates based on the exercise of judgment by management;
 - d. Significant adjustments made in the financial statements arising out of audit findings;
 - e. Compliance with listing and other legal requirements relating to financial statements;
 - f. Disclosure of any related party transactions;
 - g. Qualifications in the draft audit report;
5. Reviewing, with the management, the quarterly financial statements before submission to the Board for approval;
6. Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;
7. Review and monitor the auditor's independence and performance, and effectiveness of audit process;
8. Approval or any subsequent modification of transactions of the company with related parties;
9. Scrutiny of inter-corporate loans and investments;
10. Valuation of undertakings or assets of the company, wherever it is necessary;

11. Evaluation of internal financial controls and risk management systems;
12. Reviewing, with the management, performance of statutory and internal auditors and adequacy of the internal control systems;
13. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
14. Discussion with internal auditors of any significant findings and follow up there on;
15. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board;
16. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
17. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
18. To review the functioning of the Whistle Blower mechanism;
19. Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate;
20. Carrying out any other function as is mentioned in the terms of reference of the Audit Committee, as amended from time to time.
21. Carrying out any other function as may from time to time be required under any statutory, contractual or other regulatory requirement.

Explanation (i): The term “related party transactions” shall have the same meaning as provided in Clause 49(VII) of the Listing Agreement.

Review of information by Audit Committee:

1. Management discussion and analysis of financial condition and results of operations;
2. Statement of significant related party transactions (as defined by the Audit Committee), submitted by management;
3. Management letters / letters of internal control weaknesses issued by the statutory auditors;
4. Internal audit reports relating to internal control weaknesses; and
5. The appointment, removal and terms of remuneration of the Chief internal auditor shall be subject to review by the Audit Committee.

Further, Audit committee has been granted powers as prescribed under Clause 49 (III)(C) of the Listing Agreement.

(ii) Composition:

As on March 31, 2015, the Audit Committee comprises 4 (four) Directors, viz. Mr. V. Ramanan (Chairman), Mr. J. Alexander, Ms. Gayathri Ramachandran and Mr. Ajay Khera as Members. The Chief Financial Officer and the Auditors are the permanent invitee to the Audit Committee. The Company Secretary of the Company is the Secretary to the Committee. The Minutes of the Audit Committee are noted by the Board of Directors.

(iii) Meetings and Attendance during the year ended March 31, 2015:

During the financial year 2014-15, 4 (Four) Meetings of the Members of Audit Committee were held on May 30, 2014, August 14, 2014, November 14, 2014 and February 14, 2015. Required quorum was present at all the Meetings.

The details of the Committee Meetings held and attendance at the Meetings are given below:

Sr. No.	Name of the Members	No. of Meetings	
		Held [Ref Note (i)]	Attended
1	Mr. V. Ramanan	4	4
2	Mr. J. Alexander	4	4
3	Ms. Gayathri Ramachandran	4	4
4	Mr. Ajay Khera	4	3

Note: (i) No. of Meetings held reflects the no. of meetings held in the tenure of the concerned Director in financial year 2014-15.

(ii) The previous Annual General Meeting held on September 30, 2014 was attended by Mr. V. Ramanan, Chairman of the Audit Committee.

4. **NOMINATION & REMUNERATION COMMITTEE:**

The Nomination and Remuneration Committee of the Company is constituted in accordance with the provisions of Section 178 of the Companies Act, 2013 read with the Rules thereto and Clause 49 of the Listing Agreement.

The Board has, at its Meeting held on May 30, 2014, changed the nomenclature of the 'Compensation/Remuneration Committee' to 'Nomination and Remuneration Committee'.

At the Board Meeting of the Company held on May 30, 2014, the Board had revised the terms of reference/powers of the Nomination and Remuneration Committee to be in tandem with the provisions of Section 178 of the Companies Act, 2013 and the then Clause 49 of the Listing Agreement. The terms of reference/powers of the Committee were revised again at the Board Meeting held on August 14, 2014, to be in tandem with the revised Clause 49 of the Listing Agreement and Section 178 of the Companies Act, 2013.

(i) **Brief descriptions of terms of reference:**

The terms of reference of the Nomination and Remuneration Committee, inter alia, include the following:

1. Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration of the directors, key managerial personnel and other employees;
2. Formulation of criteria for evaluation of Independent Directors and the Board;
3. Devising a policy on Board diversity;
4. Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal.
5. Carrying out other functions as may from time to time be required under any statutory, contractual or other regulatory requirement.

(ii) **Composition:**

As on March 31, 2015, the Nomination and Remuneration Committee comprises 4 (four) Directors, viz. Mr. J. Alexander (Chairman), Mr. Nikhil Gandhi, Ms. Gayathri Ramachandran and Mr. V. Ramanan as Members. The Company Secretary of the Company is the Secretary to the Committee. The Minutes of the Nomination and Remuneration Committee Meetings are noted by the Board.

(iii) **Meetings and Attendance during the year ended March 31, 2015:**

During the financial year 2014-15, 2 (Two) Meetings of the Members of Nomination and Remuneration Committee were held on August 14, 2014 and February 13, 2015. Required quorum was present at all the Meetings.

The details of the Committee Meetings held and attendance at the Meetings are given below:

Sr. No.	Name of the Members	No. of Meetings	
		Held [Ref Note (i)]	Attended
1	Mr. J. Alexander	2	2
2	Mr. Nikhil Gandhi	1	-
3	Ms. Gayathri Ramachandran	2	2
4	Mr. V. Ramanan	2	2

Note: (i) No. of Meetings held reflects the no. of meetings held in the tenure of the concerned Director in financial year 2014-15. (ii) Mr. Nikhil Gandhi was inducted as a Member of the Committee with effect from August 14, 2014. (iii) The previous Annual General Meeting held on September 30, 2014 was attended by Mr. J. Alexander, Chairman of the Nomination and Remuneration Committee.

(iv) **Remuneration Policy:**

The Nomination and Remuneration Policy of the Company has been formulated by the Nomination and Remuneration Committee and has been approved by the Board of Directors of the Company. The said Policy is annexed as Annexure V to the Directors' Report.

The Company doesn't pay remuneration to Non-Executive Director except for the sitting fees being paid to the Non-Executive Independent Directors.

The Company pays sitting fees of Rs. 20,000/- only to Non-Executive Independent Directors for attending the Meetings of the Board of Directors as well as for the separate meeting being convened by them in accordance with the Schedule IV to the Companies Act, 2013 and Clause 49 of the Listing Agreement. For attending the Meeting of Board Committees, the Company paid sitting fees of Rs. 10,000/- only to Non-Executive Independent Directors which was revised to Rs. 20,000/- only with effect from February 13, 2015. The sitting fees being paid is within the limit prescribed under the Companies Act, 2013.

(v) Remuneration to the Directors for the financial year ended March 31, 2015:

Details of remuneration to the Directors of the Company during the year ended March 31, 2015, are as follows:

(Amount in Rs.)				
Sr. No.	Name of Director	Sitting Fees	Salary & Perquisites	Total
1	Mr. J. Alexander	2,00,000	-	2,00,000
2	Mr. V. Ramanan	2,00,000	-	2,00,000
3	Ms. Gayathri Ramachandran	2,00,000	-	2,00,000
4	Mr. Nikhil Gandhi	-	-	-
5	Mr. Bhavesh Gandhi	-	-	-
6	Mr. Ajay Khera [Ref Note (i)]	-	10,651,787	10,651,787

Note: (i) The Hon'ble High Court of Bombay, vide its Order dated September 20, 2013, approved the Scheme of Amalgamation and Arrangement between erstwhile SKIL Infrastructure Limited (SKIL), Horizon Country Wide Logistics Limited (HCWLL) and Fastlane Distriparks & Logistics Limited (FDLL) with the Company (Erstwhile Horizon Infrastructure Limited)(hereinafter referred as "the Scheme"). As per the Clause 12.3 of the Scheme "the Company shall not vary the terms and conditions of the employment of its employees, except in the ordinary course of business".

In view of above, the Nomination and Remuneration Committee, the Board of Directors and thereafter the Members of the Company in the previous Annual General Meeting held on September 30, 2014, approved the appointment of Mr. Ajay Khera on the same remuneration which was being drawn by him as Managing Director and Vice Chairman of erstwhile HCWLL. However, since the Company has not earned profits, the payment of remuneration to Mr. Ajay Khera was subject to the approval of Central Government.

An application seeking approval from Central Government has been filed by the Company. Pending approval, the payment made to him during the financial year 2014-15 is held by him in trust for the Company as prescribed under Section 197 of the Companies Act, 2013.

Pecuniary Relationship of Non-Executive Directors with the Company:

None of the Non-Executive Directors have any pecuniary relationship or transactions with the Company and vis-à-vis, except sitting fee as mentioned above and that Mr. Nikhil Gandhi and Mr. Bhavesh Gandhi are the Promoters of the Company.

Employee Stock Option Scheme:

The Company does not have any Employee Stock Option Scheme (ESOS).

Shareholding of Directors as on March 31, 2015:

None of the Non-Executive Directors held any Equity Shares in the Company except Mr. Nikhil Gandhi and Mr. Bhavesh Gandhi who individually holds 1,177,757 Equity Shares each and jointly holds 87,417,716 Equity Shares as representatives of M/s. Metropolitan Industries, Partnership Firm. Mr. Ajay Khera, Managing Director & CEO holds 30 Equity Shares (includes holdings of relatives).

5. STAKEHOLDERS RELATIONSHIP COMMITTEE:

The Stakeholders Relationship Committee of the Company is constituted in accordance with the provisions of Section 178 of the Companies Act, 2013 read with the Rules thereto and Clause 49 of the Listing Agreement.

The Board has, at its Meeting held on May 30, 2014, changed the nomenclature of the 'Shareholders'/ Investors' Grievance Committee' to 'Stakeholders Relationship Committee'.

At the Board Meeting of the Company held on May 30, 2014, the Board had revised the terms of reference/powers of the Stakeholders Relationship Committee to be in tandem with the provisions of Section 178 of the Companies Act, 2013 and Clause 49 of the Listing Agreement.

The terms of reference of the Stakeholders Relationship Committee, inter alia, include the following:

1. To consider and resolve grievances of shareholders, debenture holders and other security holders including complaints related to transfer of shares, non-receipt of balance sheet, non-receipt of declared dividends, etc.
2. Carrying out other functions as may from time to time be required under any statutory, contractual or other regulatory requirement.

(i) Composition:

As on March 31, 2015, the Stakeholders Relationship Committee comprises 3 (three) Directors, viz. Ms. Gayathri Ramachandran (Chairperson), Mr. Nikhil Gandhi and Mr. Ajay Khera as Members. During the financial year 2014-15, no meeting of the Stakeholders Relationship Committee was held.

(ii) Name and Designation of Compliance Officer:

Name of the Compliance Officer	Designation
Mr. Nilesh Mehta	Company Secretary

(iii) Details of shareholders complaints/queries received and resolved during the year ended March 31, 2015:

Pending as on April 1, 2014	Received during the year	Resolved during the year	Pending as on March 31, 2015
Nil	5	5	Nil

6. CORPORATE SOCIAL RESPONSIBILITY COMMITTEE:

The Corporate Social Responsibility Committee of the Company is constituted in accordance with the provisions of Section 135 Companies Act, 2013, read with Companies (Accounts) Rules, 2014 and Companies (Corporate Social Responsibility) Rules, 2014.

(i) Functions of the Committee:

Committee is authorized to perform all acts and functions prescribed by the Companies Act, 2013 and rules made there under, as amended from time to time.

(ii) Composition:

As on March 31, 2015, the Corporate Social Responsibility Committee comprises 4 (four) Directors, viz. Mr. Nikhil Gandhi (Chairman), Mr. J. Alexander, Ms. Gayathri Ramachandran and Mr. V. Ramanan. The Minutes of the Corporate Social Responsibility Committee Meetings are noted by the Board.

(iii) Meetings and Attendance during the year ended March 31, 2015:

During the financial year 2014-15, 1 (One) Meeting of the Members of Corporate Social Responsibility Committee was held on February 13, 2015. Required quorum was present at the Meeting.

The details of the Committee Meeting held and attendance at the Meeting is given below:

Sr. No.	Name of the Members	No. of Meetings	
		Held [Ref Note (i)]	Attended
1	Mr. Nikhil Gandhi	1	-
2	Mr. J. Alexander	1	1
3	Ms. Gayathri Ramachandran	1	1
4	Mr. V. Ramanan	-	-
5	Mr. Ajay Khara	1	1

Note: (i) No. of Meetings held reflects the no. of meetings held in the tenure of the concerned Director in financial year 2014-15.

(ii) Ms. Gayathri Ramachandran was inducted as Member of the Committee w.e.f. August 14, 2015. (iii) Mr. V. Ramanan was inducted as Member and Mr. Ajay Khara ceased to be a Member of the Committee w.e.f. February 14, 2015.

The Corporate Social Responsibility Policy of the Company has been formulated by the Corporate Social Responsibility Committee and has been approved by the Board of Directors of the Company. The said Policy is available on the Company's website at http://www.skilgroup.co.in/index.php?option=com_phocadownload&view=category&download=94:csr-policy&id=13:policies&Itemid=186.

7. INDEPENDENT DIRECTORS MEETING:

Pursuant to the provisions of Schedule IV to the Companies Act, 2013 and Clause 49 of the Listing Agreement, a separate meeting of the Independent Directors of the Company was convened on February 13, 2015, without the presence of Non-Independent Directors and Members of Management to inter alia, consider the following:

- review the performance of Non-independent Directors and the Board as a whole;
- review the performance of the Chairperson of the company, taking into account the views of Executive Directors and Non-executive Directors;
- assess the quality, quantity and timeliness of flow of information between the company management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

All the three Independent Directors viz., Mr. J. Alexander, Ms. Gayathri Ramachandran and Mr. V. Ramanan, who are the Members of Independent Directors' Committee, were present in the Meeting and the Meeting was chaired by Mr. J. Alexander.

8. ANNUAL EVALUATION OF PERFORMANCE OF THE BOARD, ITS COMMITTEES AND DIRECTORS:

The Board, at its Meeting held on February 14, 2015, has carried out evaluation of performance of the Board as well as performance of its Committees and individual Directors in terms of the provisions of the Companies Act, 2013 and Clause 49 of the Listing Agreement on the basis of performance evaluation criteria as approved.

9. FAMILIARISATION PROGRAMME:

In accordance with the requirement of Clause 49 of the Listing Agreement and the provisions of Companies Act, 2013, the Company familiarizes its Independent Directors with the Company, their roles, rights, responsibilities, etc.

A Familiarisation Programme for Independent Directors is uploaded on the Company's website and is available at http://www.skilgroup.co.in/index.php?option=com_phocadownload&view=category&download=92:familiarisation-programme-for-ids&id=13:policies&Itemid=186.

10. GENERAL BODY MEETINGS:**(i) Location and time of last three Annual General Meetings:**

Year	Location	Date	Time
2013-2014	Babasaheb Dahanukar Hall, Oricon House, 12, K. Dubhash Marg, Kala Ghoda, Fort, Mumbai – 400 001	30.09.2014	1400 hours
2012-2013 Adjourned AGM	Bombay Club Suite, Royal Bombay Yacht Club, Chhatrapati Shivaji Maharaj Marg, Apollo Bunder, Near Taj Mahal Hotel, Mumbai - 400 001	26.12.2013	1500 hours
2012-2013	Bombay Club Suite, Royal Bombay Yacht Club, Chhatrapati Shivaji Maharaj Marg, Apollo Bunder, Near Taj Mahal Hotel, Mumbai - 400 001	30.09.2013	1430 hours
2011-2012	Bombay Club Suite, Royal Bombay Yacht Club, Chhatrapati Shivaji Maharaj Marg, Apollo Bunder, Near Taj Mahal Hotel, Mumbai - 400 001	28.09.2012	1400 hours

(ii) Special Resolutions passed during the previous three Annual General Meetings:

Date of AGM	Special Resolution passed
30.09.2014	(i) For appointment and remuneration of Mr. Ajay Khara as Managing Director & Chief Executive Officer for a period of two years effective from November 27, 2013, in terms of the provisions of Sections 196, 197, 203 of the Companies Act, 2013 read with the Rules there under and Schedule V to the said Act. (ii) For borrowing monies in excess of the limit prescribed under Section 180(1)(c) of the Companies Act, 2013, subject to a maximum limit of Rs. 6300 Crores. (iii) Under Section 14 of the Companies Act, 2013, for amendment of Articles of Association of the Company by substitution of existing Article No. 218(d) relating to affixation of Common Seal of the Company with new Article No. 218(d). (iv) Under Section 13 of the Companies Act, 2013 for amendment of Memorandum of Association of the Company by inserting new Clause No. 45 under 'Objects Incidental and Ancillary to the attainment of Main Objects'.
26.12.2013	None
30.09.2013	None
28.09.2012	None

(iii) Special Resolution passed during the financial year 2014-15 through Postal Ballot – details of voting pattern:

The Company conducted a Postal Ballot during the year 2014-15 pursuant to the provisions of Sections 108, 110 and other applicable provisions of the Companies Act, 2013 read with the Rules thereto and Clause 35B of the Listing Agreement. The Members passed 2 (two) Special Resolutions through Postal Ballot and e-voting on February 4, 2015.

The brief details of resolution and voting pattern is given below:

No.	Special Resolutions	No. of votes cast in favour of the Resolution		No. of votes cast against the Resolution	
		No. of Votes	%	No. of Votes	%
1	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	13,44,55,140	99.99%	22	0.01%
2	Under Section 188 of the Companies Act, 2013, for approval of Related Party Transactions	1,87,92,233	99.99%	22	0.01%

The Company successfully completed the process of obtaining approval of its shareholders for special resolutions on the items detailed above, vide postal ballot.

(iv) Person who conducted the postal ballot exercise:

Mr. Virendra Bhatt was appointed as the Scrutinizer for conducting the postal ballot and e-voting process in a fair and transparent manner.

(v) Whether any special resolution is proposed to be conducted through postal ballot: The Company is proposing to seek Members' approval under section 180(1)(a) of the Companies Act, 2013: (i) in connection with the Press Release dated March 4, 2015, for selling up to 18,47,87,774 Equity Shares of Rs. 10/- each of Pipavav Defence and Offshore Engineering

Company Limited (Pipavav), of which the Company is the Promoter; representing up to 25.10% of the issued and paid up equity share capital of Pipavav to Reliance Defence Systems Private Limited ("Acquirer") and/or to Reliance Infrastructure Limited (Person Acting in Concert) in accordance with the terms of the Purchase Agreement dated March 4, 2015 and inter alia; and (ii) in supersession of the earlier resolution; for creating/modifying mortgage/charge/hypothecation/pledge on all or any part of the movable and/or immovable properties, wherever situated, both present and future and/or on the whole or substantially the whole of the undertaking(s) of the Company for securing the financial assistance availed or to be availed by the Company and/or such other company (including any affiliates, associates, group companies or subsidiaries of the Company).

(vi) Procedure for Postal Ballot:

The Company conducted Postal Ballot process in accordance with the provisions of Section 110 of the Companies Act, 2013 read with the Rules thereto. In compliance with Clause 35B of the Listing Agreement and Section 108 of the Companies Act, 2013 read with the Rules thereto, the Company provides electronic voting facility to all its Members, to enable them to cast their votes electronically. The Company engages the services of CDSL for the purpose of providing e-voting facility to all its Members. The Members have the option to vote either by physical ballot or e-voting.

The Notice of Postal Ballot along with the Postal Ballot Form containing the process, instructions and the manner of conducting e-voting is 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 sent by the permitted mode along with postage prepaid business reply envelopes. The Company also publishes a notice in the newspaper declaring the details of completion of dispatch and other requirements as mandated under the Companies Act, 2013 and applicable Rules.

Voting rights are reckoned on the paid-up value of the shares registered in the names of the Members as on the cut-off date. Members who exercise their votes by physical postal ballot forms are requested to return the forms duly completed and signed, to the Scrutinizer on or before the close of voting period. Members who exercise their votes by electronic mode are requested to vote before close of business hours on the last date of e-voting.

The scrutinizer submits his report, after the completion of scrutiny, and the consolidated results of the voting by Postal Ballot are then announced by the Chairman/authorized officer. The results are displayed on the website of the Company www.skilgroup.co.in and on the website of CDSL besides being communicated to the National Stock Exchange of India Limited and the Calcutta Stock Exchange Limited, where the shares of the Company are listed.

11. DISCLOSURES:

(i) Related Party Transactions:

The details of the Related Party Transactions are set out in the Notes to Financial Statements forming part of this Annual Report. During the financial year 2014-15, the Company had sought approval of the Members in respect of a Related Party Transaction with the wholly owned Subsidiary Company.

Further, during the year, no materially significant transactions were entered by the Company with the related parties that may have potential conflict with the interests of the Company at large.

As required under Clause 49 of the Listing Agreement, the Company has formulated a Policy on materiality of Related Party Transactions & Dealing with Related Party Transactions which is available on the website of the Company at http://www.skilgroup.co.in/index.php?option=com_phocadownload&view=category&download=91:policy-related-party-transaction&id=13:policies&Itemid=186

(ii) Details of non-compliance:

No penalties or strictures have been imposed on the Company by the Stock Exchanges or SEBI or any other statutory authorities in any matter related to capital markets, during the last 3 years.

(iii) Whistle Blower Policy:

Pursuant to the provisions of Clause 49 of Listing Agreement and Section 177 of the Companies Act, 2013, the Company has adopted a Whistle Blower Policy / Vigil Mechanism which encourages the Whistle Blower to report genuine concerns about unethical behaviour, actual or suspected fraud or violation of the Company's Code of Conduct or Ethics Policy.

The Whistle Blower Policy / Vigil Mechanism provides for adequate safeguards against victimization of Whistle Blower who avail of such Policy/Mechanism and also make provisions for direct access to the Chairperson of Audit Committee in exceptional cases. No personnel are denied access to the Audit Committee.

The details of Vigil Mechanism/Whistle Blower Policy are available on the website of the Company at http://www.skilgroup.co.in/index.php?option=com_phocadownload&view=category&download=83:whistle-blower-policy&id=13:policies&Itemid=186.

(iv) Details of compliance with mandatory requirements and adoption of the non-mandatory requirements of this Clause:

The Company has complied with the mandatory requirements of Clause 49 of the Listing Agreement relating to Corporate Governance. In addition to it, the Company has also complied with non mandatory requirement such as Company has appointed separate persons to the post of Chairman and Managing Director & CEO.

12. MEANS OF COMMUNICATION:

In accordance with Clause 54 of the Listing Agreement, the Company has maintained a functional website at www.skilgroup.co.in containing basic information about the Company viz. details of business, financial information, shareholding pattern, compliance with corporate governance, etc. The contents of the said website are updated from time to time.

The Annual Report, which includes, inter alia, the Financial Statements, Directors' Report, Management Discussion and Analysis Report and the Report on Corporate Governance, is the another channel of communication to the Members.

The quarterly, half yearly and annual financial results are sent to the Stock Exchanges in terms of the requirement of Clause 41 of the Listing Agreement and are published in Financial Express and Mumbai Lakshdeep, which are English and Marathi daily newspapers respectively and also displayed on the Company's website at www.skilgroup.co.in.

Pursuant to Clause 47 (f) of the Listing Agreement, the Company has maintained an exclusive email id: contact@skilgroup.co.in which is designated for investor correspondence for the purpose of registering any investor related complaints and the same has been displayed on the Company's website at www.skilgroup.co.in.

13. GENERAL SHAREHOLDER INFORMATION:

(i) 32nd Annual General Meeting:

Date:	Monday, December 28, 2015
Time:	1500 Hours
Venue:	Babasaheb Dahanukar Hall, Oricon House, 12, K. Dubhash Marg, Kala Ghoda, Fort, Mumbai – 400 001

(ii) Financial Year:

The financial year of the Company covers the financial period from April 1 to March 31. The tentative schedule of the Board Meetings for considering the financial results during the year ended March 31, 2016, are as follows:

Event		Tentative Dates
1.	Financial reporting for the quarter ended June 30, 2015	On or before August 14, 2015
2.	Financial reporting for the quarter ended September 30, 2015	On or before November 14, 2015
3.	Financial reporting for the quarter ended December 31, 2015	On or before February 14, 2016
4.	Financial reporting for the quarter and year ended March 31, 2016	On or before May 30, 2016
5.	Annual General Meeting for the year ending March 31, 2016	On or before September 30, 2016

(iii) Date of Book Closure:

The Register of Members and the Share Transfer books of the Company will remain closed from Thursday, December 24, 2015 to Monday, December 28, 2015 (both days inclusive) for the purpose of Annual General Meeting.

(iv) Dividend Payment Date: Not Applicable

(v) Listing on Stock Exchanges:

The Equity Shares of the Company are listed with National Stock Exchange of India Limited ('NSE') and the Calcutta Stock Exchange Limited ('CSE'). The Company has paid Annual Listing Fees for the year 2015-16 to NSE and CSE.

(vi) Stock Code/ ISIN Number:

- (a) NSE: Scrip Code - SKIL
- (b) CSE: Scrip Code - 18039
- (c) Demat ISIN Number – for NSDL / CDSL: ISIN INE429F01012

(vii) Corporate Identification Number:

Corporate Identity Number (CIN) of the Company, allotted by the Ministry of Corporate Affairs, Government of India is L36911MH1983PLC178299.

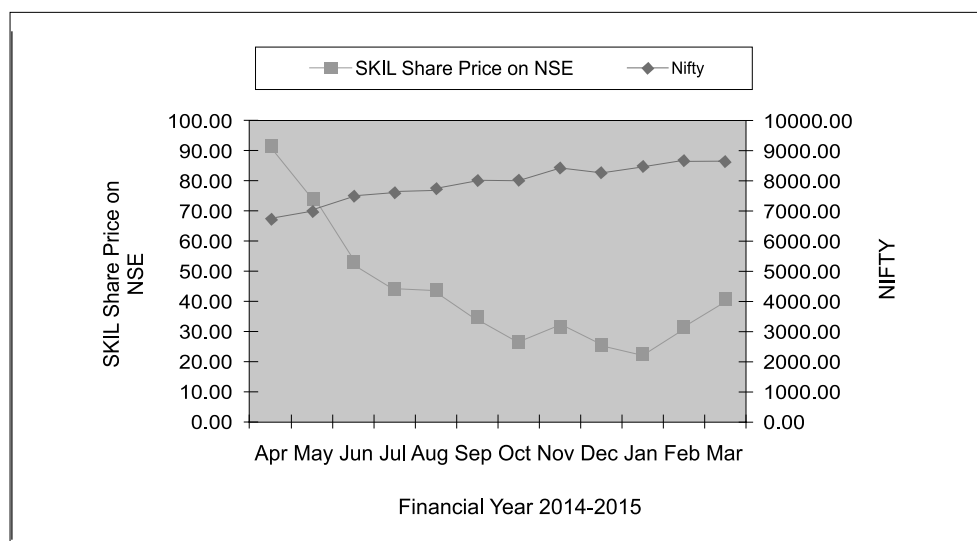
(viii) Market price data:

High and low of market prices of the Company's Equity Shares traded on NSE during the financial year were as follows:

Month & Year	High (Rs.)	Low (Rs.)
April, 2014	101.75	86.00
May, 2014	95.95	57.40
June, 2014	60.50	47.30
July, 2014	55.20	36.15
August, 2014	48.70	41.55
September, 2014	44.45	29.30
October, 2014	29.80	24.15
November, 2014	37.65	29.20
December, 2014	29.65	23.50
January, 2015	27.80	19.15
February, 2015	44.60	19.15
March, 2015	49.10	33.75

There was no trading at CSE during the financial year.

(ix) Stock Performance in comparison to Nifty:



(x) Registrar & Share Transfer Agents:

Link Intime India Private Limited,
C - 13, Pannalal Silk Mills Compound,
L.B.S. Marg, Bhandup (West), Mumbai - 400 078.
Ph. : +91-22-2596 3838
Fax : +91-22- 2594 6969
E-mail : rnt.helpdesk@linkintime.co.in

(xi) Share Transfer System:

The Company has appointed Link Intime India Private Limited as its Registrar & Share Transfer Agents. The share transfer, demat and all other investor related matters are attended to and processed by Link Intime India Private Limited.

As required under Clause 47(c) of the Listing Agreement, a Practising Company Secretary examines the records relating to Share Transfer Deeds, Registers and other related documents on a half-yearly basis and has certified compliance with the provisions of the above Clause.

As stipulated by the SEBI, Reconciliation of Share Capital Audit is conducted by a Practising Company Secretary to reconcile the total admitted Capital with NSDL and CDSL and the total issued and listed capital of the Company. This audit is carried out every quarter and the report thereon is submitted to NSE and CSE. The Audit, inter alia, confirms that the total listed and paid-up capital of the Company is in agreement with the aggregate of the total number of shares in dematerialized form and total number of shares in physical form.

(xii)(a) Distribution of Shareholding as on March 31, 2015:

No. of Shares	No. of Shareholders	% of Shareholders	Shares	% to Total
1 - 500	2921	66.75	358749	0.17
501 - 1000	507	11.59	441755	0.20
1001 - 2000	342	7.81	537504	0.25
2001 - 3000	133	3.04	349886	0.16
3001 - 4000	91	2.08	329025	0.15
4001 - 5000	60	1.37	284198	0.13
5001 - 10000	127	2.90	972328	0.45
10001 & above	195	4.46	213297787	98.49
Total	4376	100.00	216571232	100.00

(b) Shareholding Pattern (categories of shareholders) as on March 31, 2015:

Category	No. of Shares held	% of Total shareholding
Promoters	159341354	73.57
Foreign Venture Capital Investors/Foreign Company/ Overseas Bodies Corporate/NRI	20571320	9.50
Bodies Corporate	22818244	10.54
Indian Public	6392758	2.95
Others	7447556	3.44
Total	216571232	100.00

(xiii) Dematerialization of Shares and Liquidity:

Out of 216,571,232 Equity Shares, 216,368,916 Equity Shares (i.e. 99.91%) are in electronic/dematerialization form with the Depositories i.e. NSDL and CDSL, as on March 31, 2015. The Promoters hold their entire equity shareholding in the Company in dematerialized form. The Equity Shares of the Company are traded on NSE which ensures good liquidity for the investors.

(xiv) Outstanding GDRs/ADRs/ Warrants or any Convertible instruments, conversion date and likely impact on equity:
Not applicable**(xv) Plant location:** Not Applicable, as the Company is not having any plant.**(xvi) Address for Investor Correspondence:**

Shareholders may correspond with -

- Link Intime India Private Limited, Registrar & Transfer Agents, for all matters relating to transfer / dematerialization of shares, payment of dividend, demat credits, corporate actions or change of address or any query relating to the shares of the Company or any other query, etc.
- Respective Depository Participants (DPs) for shares held in demat mode. Members are required to note that, in respect of shares held in dematerialized form, they will have to correspond with their respective Depository Participants (DPs) for related matters.
- Members may contact the Compliance Officer at the Registered Office address of the Company at SKIL House, 209, Bank Street Cross Lane, Fort, Mumbai – 400 023, Email ID: contact@skilgroup.co.in

(xvii) Particulars of Directors seeking re-appointment:

As required under Clause 49(VIII) of the Listing Agreement entered into with the Stock Exchanges, particulars of Director seeking re-appointment at the forthcoming AGM is given in the Exhibit to the Notice of the AGM.

14. SUBSIDIARY COMPANIES:

The Company did not have any material subsidiary during the financial year 2014-15. The Board of Directors has formulated a Policy for determining 'Material' Subsidiaries pursuant to the provisions of the Listing Agreement. The same is displayed on the website of the Company at http://www.skilgroup.co.in/index.php?option=com_phocadownload&view=category&download=93:policy-on-material-subsiidiaries&id=13:policies&Itemid=186

The Audit Committee reviews the financial statements of the subsidiary companies and the investments made by its unlisted subsidiaries.

15. CODE OF CONDUCT FOR BOARD MEMBERS AND SENIOR MANAGEMENT OF THE COMPANY:

In accordance with the requirement of Corporate Governance, the Board of Directors of the Company has formulated a code of conduct for Directors and Senior Management of the Company, the Compliance of which has been affirmed by all Board Members and Senior Management Personnel. The required declaration to the effect signed by the Managing Director & Chief Executive Officer is annexed to this Annual Report.

16. CODE OF CONDUCT FOR PREVENTION OF INSIDER TRADING IN SECURITIES OF THE COMPANY:

The Company has a formulated 'Code of Conduct to regulate, monitor and report trading by employees and other connected persons' as per Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015.

The Company has also formulated 'Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information' pursuant to the said Regulations, which is available on the website of the Company at http://www.skilgroup.co.in/index.php?option=com_phocadownload&view=category&download=100:code-of-practices-and-procedures-for-fair-disclosure-of-upsi&id=15:code-for-fair-disclosure&Itemid=188

17. CEO AND CFO CERTIFICATION:

In accordance with requirement of Clause 49(IX) of the Listing Agreement, the Board of Directors of the Company have been furnished with the requisite certificate from the Managing Director & Chief Executive Officer and Chief Financial Officer of the Company, which is annexed to this Annual Report.

18. CERTIFICATE ON CORPORATE GOVERNANCE:

The Company has obtained a Certificate from Mr. Virendra G. Bhatt, Practising Company Secretary, regarding compliance of the conditions of Corporate Governance, as stipulated in Clause 49 of the Listing Agreement, which together with this Report on Corporate Governance is annexed to the Directors' Report and shall be sent to all the Members of the Company and the Stock Exchanges along with the Annual Report of the Company.

CERTIFICATE OF CORPORATE GOVERNANCE

To,
The Members of
SKIL Infrastructure Limited
(Erstwhile Horizon Infrastructure Limited)

We have examined the compliance of Corporate Governance by SKIL Infrastructure Limited for the year ended March 31, 2015 as stipulated in Clause 49 of the Listing Agreement of the Company with Stock Exchanges.

The compliance of conditions of Corporate Governance is the responsibility of the company's management. Our examination has been limited to a review of the procedures and implementations thereof, adopted by the Company for ensuring the Compliance with the conditions of the Corporate Governance as stipulated in the said Clause. It is neither an audit nor expression of opinion on the financial statements of the Company

In our opinion and to the best of our information and according to the explanation given to us and based on the representations, made by the Directors and the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Agreements.

We further state that such compliance is neither an assurance to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Date: November 26, 2015
Place: Mumbai

Virendra Bhatt
Practicing Company Secretary
A.C.S No: 1157, C.P No: 124

**CERTIFICATE UNDER CLAUSE 49(IX) OF THE LISTING AGREEMENT FROM THE
MANAGING DIRECTOR & CHIEF EXECUTIVE OFFICER AND CHIEF FINANCIAL OFFICER**

- (A) We, Ajay Kherra, Managing Director & Chief Executive Officer and Sudipan Bhaduri, Chief Financial Officer, of SKIL Infrastructure Limited (Erstwhile Horizon Infrastructure Limited), have reviewed financial statements and the cash flow statement for the year ended March 31, 2015 and that to the best of our knowledge and belief:
1. These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 2. These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- (B) There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's code of conduct.
- (C) We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- (D) We have indicated to the auditors and the Audit Committee
1. There have been no significant changes in internal control over financial reporting during the year;
 2. There have been no significant changes in accounting policies during the year except for the changes disclosed in the Notes to the Financial Statements, if any; and
 3. There have been no instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

Date: May 29, 2015
Place: Mumbai

Sudipan Bhaduri
Chief Financial Officer

Ajay Kherra
Managing Director
& Chief Executive Officer

CERTIFICATE OF COMPLIANCE WITH THE CODE OF CONDUCT OF THE COMPANY

This is to affirm that the Board of Directors of SKIL Infrastructure Limited (Erstwhile Horizon Infrastructure Limited) has adopted a Code of Conduct for its Board Members and Senior Management in compliance with the provisions of Clause 49 of the Listing Agreement with the Stock Exchanges and the Board Members and Senior Management Personnel of the Company have confirmed the compliance of provisions of the said Code for the financial year ended March 31, 2015.

Date: May 29, 2015
Place: Mumbai

Ajay Kherra
Managing Director & Chief Executive Officer

INDEPENDENT AUDITORS' REPORT

TO THE MEMBERS OF SKIL INFRASTRUCTURE LIMITED

Report on the Financial Statements

We have audited the accompanying financial statements of **SKIL INFRASTRUCTURE LIMITED** ("the Company"), which comprise the Balance Sheet as at 31st March, 2015, the Statement of Profit and Loss, the Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes the maintenance of adequate accounting records in accordance with the provision of the Act for safeguarding of the assets of the Company and for preventing and detecting the frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of internal financial control, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements, give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India;

- a) in the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2015;
- b) in the case of the Statement of Profit and Loss, of the Loss for the year ended on that date; and
- c) in the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

Report on other Legal and Regulatory Requirements

- 1. As required by the Companies (Auditor's Report) Order, 2015 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Act, we give in the Annexure a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
- 2. As required by Section 143(3) of the Act, we report that:
 - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.

- b) In our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books.
- c) The Balance Sheet, the Statement of Profit and Loss and Cash Flow Statement dealt with by this Report are in agreement with the books of account.
- d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- e) On the basis of written representations received from the directors as on 31st March, 2015, taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2015, from being appointed as a director in terms of Section 164(2) of the Act.
- f) With respect to the other matters included in the Auditor's Report and to our best of our information and according to the explanations given to us:
 - i. The Company does not have any pending litigations which would impact its financial position.
 - ii. The Company did not have any long-term contracts including derivatives contracts for which there were any material foreseeable losses.
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

AS PER OUR REPORT OF EVEN DATE

For BHARAT SHAH & ASSOCIATES

Chartered Accountants

Firm Registration No.: 101249W

BHARAT A. SHAH

PROPRIETOR

Membership No. 32281

PLACE: Mumbai

DATE : 30/05/2015

ANNEXURE TO THE AUDITORS' REPORT

The Annexure referred to in our report to the members of **SKIL INFRASTRUCTURE LIMITED** ("the Company") for the year ended on 31st March, 2015. We report that:

- 1) (a) The Company is maintaining proper records showing full particulars, including quantitative details and situation of fixed assets.
- (b) All the fixed assets have been physically verified by the management during the year which in our opinion is reasonable having regard to the size of the Company and nature of its fixed assets and no material discrepancies were noticed on such physical verification.
- 2) The Company doesn't have any inventory, hence the clause of the Para 3 (ii)(a), (b) and (c) is Not Applicable
- 3) In respect of loans, secured or unsecured, granted by the Company to companies, firms or other parties covered in the register maintained under Section 189 of the Companies Act 2013:
 - (a) The Company has granted loans to companies covered in the register maintained under Section 189 of the Companies Act, 2013.
 - (b) In case of loans granted to the companies listed in the registered maintained under Section 189 of the Act, the Company has granted loans to certain group companies and hence considering the long term business interest of the Company, no interest has been charged. The terms of arrangements do not stipulate any repayment schedule and the loans are repayable on demand. Accordingly, this clause is not applicable to the Company in respect of repayment of the principal amount.
 - (c) In case where the overdue amount is more than rupees one lakh, reasonable steps have been taken by the Company for recovery of principal amount and interest.
- 4) In our opinion and according to the information and explanations given to us, there is an adequate internal control system commensurate with the size of the Company and the nature of its business for the purchase of Inventory and Fixed Assets and for the sale of goods and services. During the course of our audit, no major weakness has been noticed in the internal control system in respect of these areas.
- 5) According to information and explanations given to us, the Company has not accepted any public deposits, and hence the directives issued by the Reserve Bank of India and the provisions of Sections 73 to 76 or any other relevant provisions of the Companies Act, 2013 and the rules framed there under are not applicable for the year under audit.
- 6) We have been informed by the management that the Central Government has not prescribed maintenance of cost records for the Company under sub-section (1) of Section 148 of the Companies Act, 2013. Therefore the provision of clause (vi) of para 3 is not applicable.
- 7) (a) According to the information and explanations given to us and the records of the Company examined by us, in our opinion, the Company is generally regular in depositing the undisputed statutory dues including provident fund, income-tax, sales tax, wealth tax, service tax, customs duty, excise duty, cess and other material statutory dues applicable with the appropriate authorities. According to the information and explanations given to us, no undisputed amounts payable in respect of the aforesaid dues were outstanding as at 31st March, 2015, for the period of more than six months except Income Tax liability of Rs.233.40 lacs, Income Tax (TDS) of Rs.1482.79 lacs and Wealth tax of Rs. 2.04 lacs.
- (b) According to the information and explanations given to us, there are no dues of Income Tax, Wealth Tax, Service Tax, Sales Tax, Customs Duty, Excise Duty, VAT and cess on account of any dispute which have not been deposited except in certain cases. The disputed statutory dues aggregating to Rs. 2,468.70 lacs have not been deposited on account of disputed matters pending before the appropriate authorities as under:

Name of the Statute	Nature of the dues	Year	Amount (Rs. in lacs)	Forum where dispute is pending
Income Tax Act, 1961	Income Tax Block Assessment dues	Assessment Year 2007-08	193.13	CIT (Appeals)- Mumbai
Income Tax Act, 1961	Income Tax Block Assessment dues	Assessment Year 2008-09	121.25	CIT (Appeals)- Mumbai
Income Tax Act, 1961	Income Tax Regular Assessment dues	Assessment Year 2009-10	306.72	ITAT-Mumbai Bench
Income Tax Act, 1961	Income Tax Block Assessment dues	Assessment Year 2009-10	241.46	CIT (Appeals)- Mumbai
Income Tax Act, 1961	Income Tax Regular Assessment dues	Assessment Year 2010-11	172.49	CIT (Appeals)- Mumbai
Income Tax Act, 1961	Income Tax Regular Assessment dues	Assessment Year 2010-11	401.93	ITAT-Mumbai Bench
Income Tax Act, 1961	Income Tax Block Assessment dues	Assessment Year 2010-11	565.57	CIT (Appeals)- Mumbai

Name of the Statute	Nature of the dues	Year	Amount (Rs. in lacs)	Forum where dispute is pending
Income Tax Act, 1961	Income Tax Regular Assessment dues	Assessment Year 2011-12	180.77	CIT (Appeals)- Mumbai
Income Tax Act, 1961	Income Tax Regular Assessment dues	Assessment Year 2011-12	137.70	CIT (Appeals)- Mumbai
Income Tax Act, 1961	Income Tax Regular Assessment dues	Assessment Year 2012-13	77.68	CIT (Appeals)- Mumbai
Income Tax Act, 1961	Interest on TDS u/s 201(IA)	Assessment Year 2012-13	70.01	ACIT (TDS)-3(2)
Total			2,468.70	

- (c) There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company and hence this clause is not applicable.
- 8) The Company has accumulated losses as on March 31, 2015, which is less than fifty percent of its net worth and has incurred cash loss of Rs.18,112.59/- lacs during the current financial year Rs. 17,064.62/- during the preceding financial year.
- 9) As per the information and explanations given to us by the management and considering the extension letters received from the lenders, we are of the opinion that as on 31st March, 2015, the Company has not defaulted in repayment of dues to banks, financial institutions and debenture/ bond holders except for amount payable to banks aggregating to Rs. 4,150.84 Lacs & amount payable to Financial Institutions aggregating to Rs. 10,988.25 Lacs.
- 10) The Company has given Corporate Guarantees aggregating to Rs. 13,37,000 Lacs for loans taken by its Subsidiary, Associates and other parties from Banks and Financial Institutions as at 31st March, 2015. The management is of the opinion that the terms and conditions thereof are not prejudicial to the interest of the Company. We are, however, unable to comment on the same.
- 11) To the best of our knowledge and belief and according to information and explanations given to us, the term loans raised have prima facie been applied for the purposes for which they were raised.
- 12) During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, we have neither come across any instance of material fraud on or by the Company, noticed or reported during the year, nor have we been informed of such case by the management.

For BHARAT SHAH & ASSOCIATES
Chartered Accountants
Firm Registration No.: 101249W

BHARAT A. SHAH
PROPRIETOR
Membership No. 32281

PLACE: Mumbai
DATE : 30/05/2015

BALANCE SHEET AS AT MARCH 31, 2015

(₹ in Lacs)

Particulars	Note No.	As at March 31, 2015	As at March 31, 2014
I. EQUITY AND LIABILITIES			
SHAREHOLDERS FUNDS			
Share Capital	2	21,657.12	21,657.12
Reserves and Surplus	3	306,846.80	335,966.88
		328,503.92	357,624.00
NON CURRENT LIABILITIES			
Long-Term Borrowings	4	164,383.21	167,982.26
Other Non Current Liabilities	5	18,975.29	10,464.29
Long-Term Provisions	6	19.61	26.53
		183,378.11	178,473.08
CURRENT LIABILITIES			
Short-Term Borrowings	7	15,402.25	16,889.35
Trade Payables	8	13,944.41	65,575.68
Other Current Liabilities	9	80,693.90	74,518.51
Short-Term Provisions	10	57.63	38.32
		110,098.19	157,021.86
Total		621,980.22	693,118.94
II. ASSETS			
NON CURRENT ASSETS			
Fixed Assets			
Tangible Assets	11	22,697.17	22,692.42
Intangible Assets		2.07	2.48
Capital Work in Progress		18,402.39	14,318.91
		41,101.63	37,013.81
Non-Current Investments	12	500,081.63	518,052.83
Long-Term Loans and Advances	13	20,546.38	21,422.23
Other Non current assets	14	25.00	34.00
Deferred Tax Assets	15	-	-
		561,754.64	576,522.87
CURRENT ASSETS			
Current Investments	16	3,637.72	3,645.38
Trade Receivables	17	19,828.77	71,460.03
Cash and Bank Balances	18	709.13	454.78
Short-Term Loans and Advances	19	36,049.36	41,035.29
Other Current Assets	20	0.59	0.59
		60,225.58	116,596.07
Total		621,980.22	693,118.94
Significant Accounting Policies	1		
Notes to Financial Statements	2 to 38		

AS PER OUR REPORT OF EVEN DATE
For BHARAT SHAH & ASSOCIATES
Chartered Accountants
Firm Registration No. 101249W

FOR AND ON BEHALF OF THE BOARD OF DIRECTORS

BHARAT A. SHAH
(Proprietor)
Membership No. 32281

SUDIPAN BHADURI
Chief Financial Officer

NIKHIL P. GANDHI
Chairman

Date : May 30, 2015
Place : Mumbai

NILESH MEHTA
Company Secretary

AJAY KHERA
Managing Director
& Chief Executive Officer

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2015

(₹ in Lacs)

Particulars	Note No.	For the year ended March 31, 2015	For the year ended March 31, 2014
Revenue			
Revenue from Operations	21	7,081.66	37,758.25
Other Income	22	416.89	86.84
Total		7,498.55	37,845.09
Expenses			
Cost of Operations	23	-	34,924.17
Employee Benefits Expenses	24	549.35	470.01
Finance Costs	25	16,682.80	18,303.25
Depreciation and Amortisation Expenses	11	152.61	80.70
Other Expenses	26	8,120.68	1,221.28
Total		25,505.44	54,999.41
Loss before Tax		(18,006.89)	(17,154.32)
Tax Expenses:			
Current Tax		-	-
Deferred Tax		-	-
Loss for the Year		(18,006.89)	(17,154.32)
Earnings Per Share of Rs.10 each	27		
- Basic and Diluted (Rs.)		(8.31)	(7.92)
Significant Accounting Policies	1		
Notes to Financial Statements	2 to 38		

AS PER OUR REPORT OF EVEN DATE

FOR AND ON BEHALF OF THE BOARD OF DIRECTORS

For BHARAT SHAH & ASSOCIATES
Chartered Accountants
Firm Registration No. 101249W

BHARAT A. SHAH
(Proprietor)
Membership No. 32281

SUDIPAN BHADURI
Chief Financial Officer

NIKHIL P. GANDHI
Chairman

Date : May 30, 2015
Place : Mumbai

NILESH MEHTA
Company Secretary

AJAY KHERA
Managing Director
& Chief Executive Officer

CASH FLOW STATEMENT FOR THE YEAR ENDED AS ON MARCH 31, 2015

(₹ in Lacs)

Particulars	For the year ended March 31, 2015	For the year ended March 31, 2014
A Cash Flow From Operating Activities		
Net Profit /(Loss) before tax as per Profit & Loss Account	(18,006.89)	(17,154.32)
Adjusted for:		
Wealth Tax	1.56	-
Depreciation	152.61	80.70
Interest Income	(42.98)	(36.18)
Dividend Income	(103.45)	(40.98)
Interest & Financial Charges	16,682.79	18,303.25
Gain on Revaluation of fixed assets due to change in accounting policy	(270.46)	
Miscellaneous Expenditure Written Off	9.00	9.00
Sundry balances written back	3.15	(5.53)
Loss on sale of Fixed Assets	0.48	(1.60)
Loss on Sale of Investments	7,019.64	58.98
Operating profit before working capital changes	5,445.45	1,213.32
Adjusted for:		
Trade & Other Receivables	57,497.35	(22,722.23)
Trade Payables ,Creditors & Provisions	(41,237.20)	27,844.98
Cash Generated From Operations	21,705.60	6,336.06
Direct Tax Paid	(4.30)	(118.03)
Net Cash used in Operating Activities	21,701.30	6,218.03
B Cash Flow From Investing Activities		
Proceeds of Deposits matured	-	2,196.02
Fixed Deposits with Banks	-	(2,196.02)
Purchase of fixed assets & Capital Work-in-Progress	(4,099.68)	(3,261.93)
Sale of fixed assets	18.23	4.05
Purchase of Investments	(1.20)	(2,470.88)
Sale of Investments	10,960.72	5.13
Dividend Income	103.12	40.66
Interest Income	42.98	36.18
Net Cash Flow used in Investing Activities	7,024.17	(5,646.79)
C Cash Flow From Financing Activities		
Long Term Borrowing (Net)	-	7,899.82
Repayment of Long Term Borrowing (Net)	(3,464.92)	-
Short Term Borrowings (Net)	2,258.92	(783.13)
Interest & Financial Charges	(27,265.12)	(9,598.70)
Net Cash flow from Financing Activities	(28,471.12)	(2,482.01)
Net increase/ (decrease) in cash & cash equivalents	254.35	(1,910.77)
Cash & Cash equivalents (Opening)	454.78	2,365.55
Cash & Cash equivalents (Closing)	709.13	454.78

(i) The above Cash Flow Statement has been prepared under the "Indirect Method" as set out in Accounting Standard - 3 "Cash Flow Statements".

(ii) Figures in brackets indicate outflows.

AS PER OUR REPORT OF EVEN DATE
For BHARAT SHAH & ASSOCIATES
Chartered Accountants
Firm Registration No. 101249W

FOR AND ON BEHALF OF THE BOARD OF DIRECTORS

BHARAT A. SHAH
(Proprietor)
Membership No. 32281

SUDIPAN BHADURI
Chief Financial Officer

NIKHIL P. GANDHI
Chairman

Date : May 30, 2015
Place : Mumbai

NILESH MEHTA
Company Secretary

AJAY KHERA
Managing Director
& Chief Executive Officer

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2015

NOTE - 1

SIGNIFICANT ACCOUNTING POLICIES

1.1 BASIS OF PREPARATION OF FINANCIAL STATEMENTS

The Financial Statements are prepared as a going concern under historical cost convention on an accrual basis following the historical cost convention in accordance with generally accepted accounting principles (GAAP) and in compliance with the Accounting Standards referred in Section 133 and other provisions of the Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rules, 2014.

1.2 USE OF ESTIMATES

The preparation of financial statements in conformity with GAAP requires that the Management of the Company makes estimates & assumptions that affect the reported amounts of income & expenses of the period, the reported balances of assets & liabilities & the disclosures relating to contingent liabilities as of the date of the financial statements. Actual results could differ from estimates.

1.3 FIXED ASSETS

Fixed Assets are stated at cost of acquisition including expenses incidental to their acquisition less accumulated depreciation & impairment.

1.4 DEPRECIATION

- a) The Company has changed its method of depreciation from Written Down Value Method ("WDV") to Straight Line Method ("SLM") with effect from 1st April 2014. As a result of the change in the method of depreciation, difference between the carrying value as per WDV Method and SLM Method has been recognised in the Profit & Loss Account.
- b) Depreciation on tangible Fixed Assets is provided on Straight Line Method over the useful lives of the assets as prescribed under Part C of Schedule II of the Companies Act, 2013. Depreciation for assets purchased/sold during a period is proportionately charged. Further, the carrying value (net residual value) of assets whose remaining useful life is NIL as at 1st April, 2014 has been recognized in the opening balance of retained earnings.
- c) Depreciation on Intangible Fixed Assets has been accounted as per AS-26-Intangible Assets.

1.5 INVESTMENTS

Current investments are carried at the lower of cost & quoted/fair value, computed category wise. Long Term Investments are stated at cost. Provision for diminution in the value of long-term investments is made only if such a decline is other than temporary in the opinion of the Management.

On disposal of investment, the difference between its carrying amount and net disposal proceeds is charged or credited to the Statement of Profit and Loss.

1.6 BORROWING COST:

Borrowing Cost that are directly attributable to the acquisition or construction of qualifying assets (net of income earned on temporary deployment of funds) are capitalised as part of the cost of such assets. A qualifying asset is one that necessarily takes substantial periods of time to get ready for intended use. All other borrowing costs are charged to revenue.

1.7 REVENUE RECOGNITION

- i. Revenues are recognised when it is earned and no significant uncertainty exists as to its ultimate collection and includes, service tax, wherever applicable.
- ii. Interest income is recognised on a time proportion basis. Dividend is considered when the right to receive is established.

1.8 INVENTORIES

Inventories are measured at cost. Cost is determined on weighted average basis.

1.9 EMPLOYEE BENEFITS

- i. Short term employee benefits are recognized as an expense at the undiscounted amount in the profit and loss account of the year in which relative service is rendered.
- ii. Post employment and other long term employee benefits are recognized as an expense in the Profit & Loss Account for the year in which the employee has rendered services. The expenses are recognized at the present value of the amount payable determined using the actuarial valuation techniques. Actuarial gain and losses in respect of post employment and other long term benefit are charged to Profit & Loss Account.

1.10 IMPAIRMENT OF ASSETS

An asset is treated as impaired when the carrying cost of the asset exceeds its recoverable value. An impairment loss is charged to the Profit and Loss Account in the year in which an asset is identified as impaired. The impairment loss recognized in prior accounting period is reversed if there has been a change in the estimate of recoverable amount.

1.11 FOREIGN CURRENCY TRANSACTIONS:

- i. Transactions denominated in foreign currencies are normally recorded at the exchange rate prevailing on the date of the transaction.
- ii. Monetary items denominated in foreign currencies at the year end are restated at year end rates.
- iii. Non monetary foreign currency items are carried at cost.

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2015

- iv. Any income or expense on account of exchange difference either on settlement or on translation is recognised in the Profit & Loss Account.

1.12 DERIVATIVE INSTRUMENTS:

Derivative financial instruments are initially recorded at their fair value on the date of the derivative transaction and are re-measured at their fair value at subsequent balance sheet dates. Changes in the fair value of derivatives are recorded in the Profit & Loss Account.

1.13 PROVISION, CONTINGENT LIABILITIES AND CONTINGENT ASSETS:

Provisions involving substantial degree of estimation in measurement are recognised when there is a present obligation as a result of past events and it is probable that there will be an outflow of resources. Contingent Liabilities are not recognised but are disclosed in the notes. Contingent Assets are neither recognised nor disclosed in the financial statements.

1.14 PROVISION FOR CURRENT AND DEFERRED TAX

Provision for current tax is made after taking into consideration benefits admissible under the provisions of the Income Tax Act, 1961. Deferred tax resulting from "timing differences" between taxable and accounting income is accounted for using the tax rates and laws that are enacted or substantively enacted as on the balance sheet date. The deferred tax asset is recognised and carried forward only to the extent that there is a virtual certainty that the asset will be realized in future.

1.15 PRELIMINARY AND ISSUE EXPENSES

Preliminary and Expenses related to issue of equity and equity related instruments are adjusted against Securities Premium Account.

1.16 INTANGIBLE ASSETS

Intangible assets are stated at cost of acquisition less accumulated amortization. Software, which is not integral part of the related hardware, is classified as an intangible asset and is amortized over the useful life of three years. Amortization is done on straight line method.

1.17 LEASES

Where the Company is lessee

Leases where the lesser effectively retains substantially all the risk and benefits of ownership of the leased item, are classified as operating leases. Operating Lease payments are recognized as an expenses in the statement of Profit and Loss Account on a straight basis over the lease term.

1.18 EARNINGS PER SHARE

Basic earnings per share are calculated by dividing the net profit or loss for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the year.

For the purpose of calculating diluted earnings per share, the net profit or loss for the year attributable to equity shareholders and the weighted average number of shares outstanding during the year are adjusted for the effects of all dilutive potential equity shares.

(₹ in Lacs)

Particulars	As at March 31, 2015	As at March 31, 2014
NOTE - 2		
SHARE CAPITAL		
Authorised		
91,00,00,000 Equity Shares of Rs. 10/- each	91,000.00	91,000.00
(Previous Year 91,00,00,000)		
Total	91,000.00	91,000.00
Issued and Subscribed & Paid up		
21,65,71,232 Equity Shares of Rs.10 each fully paid up	21,657.12	21,657.12
(Previous Year 21,65,71,232)		
Total	21,657.12	21,657.12

2.1 (a) Reconciliation of number of Equity shares outstanding at the beginning and at the end of the year

	As at March 31st, 2015		As at March 31st, 2014	
	No. of Shares	Amount	No. of Shares	Amount
No. of shares at the beginning of the year	216,571,232	21,657.12	10,740,000	1,074.00
Add: Shares issued during the year				
- On Preferential basis	-	-	-	-
- Scheme of Amalgamation and Arrangement	-	-	205,831,232	20,583.12
No. of shares at the end of the year	216,571,232	21,657.12	216,571,232	21,657.12

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2015

2.2 (a) Details of Shareholders, holding more than 5% of Paid up Equity Share Capital of the Company

Name of Shareholders	As at March 31st, 2015		As at March 31st, 2014	
	No. of Shares	% of Holding	No. of Shares	% of Holding
Metropolitan Industries	87,417,716	40.36	87,546,827	40.42
Montana Infrastructure Ltd	50,792,841	23.45	52,792,841	24.38
Ashoka Investment Holdings Private Ltd	11,276,659	5.21	11,276,659	5.21

2.3 Right to Equity Shareholders :

The Company has only one class of Equity Share having par value of Rs.10 per share. Each Equity shareholder is eligible for one vote per share held. In the event of liquidation of the Company, the Equity shareholders will be entitled to receive any of the remaining assets of the Company, after distribution of all preferential amount. The distribution will be in proportionate to the number of equity shares held by the shareholders.

2.4 In terms of the Scheme of Amalgamation and Arrangement of erstwhile SKIL Infrastructure Limited ("SKIL"), Horizon Country Wide Logistics Limited ("HCWLL") and Fastlane Distriparks & Logistics Limited ("FDLL") with Horizon Infrastructure Limited (name changed to SKIL or "the Company"), the Company had issued and allotted 20,58,31,232 equity shares of Rs. 10/- each fully paid up of the Company to the shareholders of erstwhile SKIL, HCWLL, FDLL. Consequent upon the said allotment, the paid up share capital of the Company has increased from Rs.1,074 Lacs only to Rs. 21,657.12 Lacs only during the financial year 2013-14. The Company has received listing approval from National Stock Exchange of India limited vide letter dated January 7, 2014 for the said shares.

(₹ in Lacs)

Particulars	As at March 31, 2015	As at March 31, 2014
NOTE - 3		
RESERVES AND SURPLUS		
Securities Premium		
Balance as per last Balance Sheet	26,422.17	34,933.17
Less: Redemption Premium on Redeemable Non Convertible Bonds	<u>8,511.00</u>	<u>8,511.00</u>
	17,911.17	26,422.17
Capital Reserve		
Balance as per last Balance Sheet	318,030.25	326,775.18
Less: Merger Expenses	(2,500.00)	(61.47)
Less: Losses transferred from Surplus account as per scheme of Merger	<u>-</u>	<u>(8,683.46)</u>
	315,530.25	318,030.25
Surplus		
Balance as per last Balance Sheet	(8,485.54)	-
Profit/(Loss) during the year	<u>(18,006.89)</u>	<u>(17,154.32)</u>
Amount available for appropriation	(26,492.43)	(17,154.32)
Less: Appropriations		
Depreciation retain earnings	(102.19)	-
Short Income Tax Provision	<u>-</u>	<u>(14.68)</u>
	(26,594.62)	(17,169.00)
Less : Transfer to Capital Reserve as per scheme of Merger	<u>-</u>	<u>(8,683.46)</u>
	(26,594.62)	(8,485.54)
Total	<u>306,846.80</u>	<u>335,966.88</u>

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2015

(₹ in Lacs)

Particulars	As at March 31, 2015	As at March 31, 2014
NOTE - 4		
LONG TERM BORROWINGS		
SECURED		
Term Loan from Banks	42,972.56	55,759.48
Term Loan from a Financial Institution	-	-
Inter Corporate Deposits	16,999.85	7,807.95
Vehicle Loans	10.80	14.83
	59,983.21	63,582.26
UNSECURED		
175 Nos.(previous year 175 Nos) 3% Redeemable	17,500.00	17,500.00
Non Convertible Bonds of Rs.1,00,00,000 Each		
829 Nos.(previous year 829 Nos) 0% Redeemable	82,900.00	82,900.00
Non Convertible Bonds of Rs.1,00,00,000 Each		
Inter Corporate Deposits		
- Related Parties	4,000.00	4,000.00
	104,400.00	104,400.00
Total	164,383.21	167,982.26

4.1 Term loan from Bank / Financial Institution and Inter Corporate Deposits referred to above and Rs. 48,123.28 Lacs included in current maturities of long term debt in Note No. 9 are secured as under:

- i) Rs.11,000 Lacs from a Bank is secured by way of pledge of 171,33,846 shares of Pipavav Defence Offshore & Eng. Co. Ltd held by Company and further secured by way of Equitable mortgage of land owned by other Body Corporates.
- ii) Term loan of Rs. 8,790.02 Lacs from Bank is secured by :
 - Exclusive pari passu charge on the entire moveable and immovable assets, current assets of the Company both present & future related to CFS project.
 - Exclusive charge on immovable property of other body corporate.
 - Pledge of 34,23,651 shares of Company held by others.
 - First pari-passu charge on immovable property of subsidiary company.
 - Corporate Guarantee given by subsidiary and other body corporate.
 - Personal guarantee given by two Directors of the Company.
- iii) Term loan of Rs. 24,967.46 Lacs from a Banks are secured by :
 - First pari-passu charge on the entire present & future project moveable and immovable assets and all right, title & interest of the SKIL (earlier transferor company 'FDLL') related to CFS Project of the Company.
 - Second charge on present & future current assets of the Company ('FDLL').
 - First pari-passu charge on immovable property of other body corporates, and further secured by personal guarantee given by a Director.
 - Pledge of 60,18,075 shares of Company held by others.
 - Corporate Guarantee given by subsidiary and other body corporate.
 - Personal guarantee given by two Directors of the Company.
- iv) Term loan of Rs. 5,586.80 Lacs from Bank is secured by :
 - First mortgage and charge on all immovable and moveable properties of the Company (related to erstwhile Horizon Infrastructure Ltd), both present and future.
 - Exclusive charge on immovable property of Subsidiary.
 - Pledge of investment of Shares in Subsidiary.
 - Personal guarantee given by Two Directors of the Company.
 - Pledge of 13,22,764 shares of Company held by others.
- v) Term loan of Rs. 17,500 Lacs from a Bank is secured by way of Equitable mortgage of land owned by other body corporate along with corporate guarantee given by the same Company. Further loan is secured by personal guarantee given by two Directors of the Company.
- vi) Rs. 23,000 Lacs from a Financial Institution is secured by way of pledge of 3,93,90,826 shares of Pipavav Defence Offshore & Eng. Co. Ltd held by Company and 3,12,11,384 shares of Company held by promoters.
- vii) Inter Corporate Deposit of Rs.16,999.85 Lacs is secured by way of pledge of 2,22,96,694 shares of Pipavav Defence Offshore & Eng. Co. Ltd held by Company and 1,56,66,820 shares of Company held by promoters and further secured by way of hypothecation of entire fixed assets of the company (earlier transferor company 'SKIL') & equitable mortgage of land owned by other Body Corporate.
- viii) Inter Corporate Deposit of Rs. 251.56 Lacs is secured by way of pledge of 1,06,00,093 shares of Company held by promoters of Company.

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2015

(₹ in Lacs)

- 4.2** Term Loans from a Bank, a Financial Institution and Inter Corporate Deposits referred to above and Rs. 4,81,23.28/- lacs included in current maturities of long term debts in Note No. 9 are guaranteed by one of the Directors of the Company in his personal capacity, carry interest rates ranging from 13.00% to 17.50%. and are to be repaid as under :

Year	Amount in Lacs
2015-16	48123.28
2016-17	13020.85
2017-18	10117.45
2018-19	9018.69
2019-20	8400.54
2020-21	9590.54
2021-22	6884.87
2022-23	2939.46

- 4.3** Vehicles Loans referred to above and Rs.11.38 Lacs included in current maturities of long term debts in Note No.9 are secured by way of the hypothecation of the specific vehicles financed. The loans are repayable in 36 to 60 monthly installments (Including interest) as per repayment schedule.
- 4.4** As on March 31, 2015, the Company has overdue of Rs. 2,751.56 Lacs and Rs. 2,054.57 Lacs towards principal and interest amount respectively.

Particulars**As at March 31, 2015****As at March 31, 2014****NOTE - 5****OTHER NON CURRENT LIABILITIES**

Redemption Premium Payable on Redeemable Non Convertible Bonds

18,975.29

10,464.29

18,975.29**10,464.29****NOTE - 6****LONG-TERM PROVISIONS**

Provision for Gratuity

19.61

26.53

19.61**26.53****NOTE - 7****SHORT TERM BORROWINGS****SECURED**

-From Bank

2,500.00

1,346.02

Term Loan:

-From Financial Institution

10,300.00

11,250.00

-Inter Corporate Deposits

1,612.25

3,253.33

14,412.25

15,849.35

UNSECURED

Inter Corporate Deposits

- Related Parties (Refer Note No.32)

390.00

390.00

- Others

600.00

650.00

990.00

1,040.00

Total**15,402.25****16,889.35**

- 7.1** Rs. 2,500.00 lacs from a Bank is secured by way of pledge of 25,00,000 shares of the Company held by promoter and further secured by mortgage of land owned by a subsidiary and other Body Corporates and certain unquoted investment of the Company.
- 7.2** Rs. 10,300.00 Lacs from a Financial Institution is secured by way of pledge of 2,15,62,045 shares of Pipavav Defence and Offshore Engineering Co. Ltd. held by Company and its Subsidiary Company and 1,76,66,821 shares of the Company held by promoters.
- 7.3** Term loan of Rs. 1612.25 Lacs are secured by way of pledge of 10,57,500 shares of Pipavav Defence & Offshore Eng. Co. Ltd. held by Company and further secured by equitable mortgage of land owned by other Body Corporate.
- 7.4** Term Loans from Bank, Financial Institution and Inter Corporate Deposits referred to above are guaranteed by one of the Directors of the Company in his personal capacity.
- 7.5** As on March 31, 2015, the Company has overdue of Rs. 10,529 lacs and Rs. 876.88 lacs towards principal and interest amount respectively.

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2015

(₹ in Lacs)

Particulars

As at March 31, 2015

As at March 31, 2014

NOTE - 8

TRADE PAYABLES

Due to Micro, Small and Medium Enterprises

Due to Others

-	-
13,944.41	65,575.68
13,944.41	65,575.68
13,944.41	65,575.68

8.1 The details of amounts outstanding to Micro, Small and Medium Enterprises under Section 22 of the Micro, Small and Medium Enterprises Development Act, 2006 (MSMED Act), based on the available information with the Company are as under:

Sr. No.	Particulars	Amount March 31, 2015	Amount March 31, 2014
(i)	Principal amount remaining unpaid	Nil	Nil
(ii)	Interest paid by the Company in terms of Section 16 of Micro, Small and Medium Enterprises Development Act, 2006	Nil	Nil
(iii)	Interest due and payable for the year of delay in payment	Nil	Nil
(iv)	Interest accrued and remaining unpaid	Nil	Nil
(v)	Interest remaining due and payable even in succeeding years	Nil	Nil

NOTE - 9

OTHER CURRENT LIABILITIES

Current Maturities of Long Term Debts

Advance Received

Interest Accrued & Due on loans

Interest Accrued but not due on loans

Other Payables

-Statutory Dues

-Others

48,134.66	46,513.62
16,119.62	4,264.65
2,669.90	10,893.89
408.51	507.75
3,822.11	2,303.47
9,536.23	10,032.71
13,358.34	12,336.18
2.87	2.42
80,693.90	74,518.51

NOTE - 10

SHORT TERM PROVISIONS

Provision for Gratuity

Provision for Wealth Tax

54.03	36.28
3.60	2.04
57.63	38.32

NOTE - 11

FIXED ASSETS

PARTICULARS	GROSS BLOCK				DEPRECIATION / AMORTISATION				Transfer to Retained Earnings	NET BLOCK	
	As at 01.04.2014	Additions	Deductions / Adjustments #	As at 31.03.2015	Up To 01.04.2014	For The Period	Deductions / Adjustments	Up To 31.03.2015		As at 31.03.2015	As at 01.04.2014
Tangible Assets											
Leasehold Land	534.29	-	-	534.29	32.39	-	-	32.39	-	501.90	501.90
Freehold Land	21,945.40	-	-	21,945.40	-	-	-	-	-	21,945.40	21,945.40
Furniture & Fixtures	72.98	-	18.44	91.42	58.46	11.66	-	70.11	0.08	21.23	14.52
Office Equipments	179.16	1.82	21.75	202.73	136.17	13.46	0.21	149.42	32.55	20.76	42.99
Vehicles	1,216.56	14.05	134.17	1,364.78	1,028.95	126.75	68.37	1,087.33	69.57	207.88	187.61
Total	23,948.39	15.87	174.36	24,138.63	1,255.97	151.87	68.58	1,339.26	102.19	22,697.17	22,692.42
Intangible Assets											
Computer Softwares*	6.84	0.54	-	7.38	4.36	0.95	-	5.32	-	2.07	2.48
Total	6.84	0.54	-	7.38	4.36	0.95	-	5.32	-	2.07	2.48
Grand Total	23,955.24	16.41	174.36	24,146.01	1,260.33	152.82	68.58	1,344.58	102.19	22,699.24	22,694.90
Previous Year	23,975.30	1.97	22.05	23,955.23	1,193.59	86.33	19.60	1,260.32	-	22,694.90	

* Other than internally generated

Deductions / Adjustments

- During the year, the Company has changed Method of Depreciation from Written Down Value (WDV) Method to Straight Line Method (SLM) (Refer Note No. 1.4). As a result of which, there is a Gain on Revaluation of Fixed Assets of Rs. 270.46 lacs which is added to the Gross Block and has been credited to Profit & Loss Account. Consequent to this change, the depreciation charge for the year is higher by Rs.64.06 lacs and the loss for the year is higher by 0.36%.
- During the year, fixed assets costing Rs. 88.04 lacs were sold which are deducted from the Gross Block.
- Residual value in fixed assets whose useful life had become NIL and residual value in the fixed assets of assets sold during the year totalling to Rs. 8.06 lacs were written off which are deducted from the Gross Block.

Consequent to the applicability of the Companies Act, 2013 ('the Act') to accounting periods commencing on or after 01st April, 2014, the Company has computed the depreciation charge for the year with reference to the estimated useful lives of the Fixed Assets as prescribed in Schedule II of the Act. As a result of this change, the carrying value (net residual value) of Rs. 102.19 lacs of Assets whose remaining useful life is NIL as at 1st April, 2014, has been recognized in the opening balance of retained earnings.

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2015

(₹ in Lacs)

Particulars	Number of shares		As at	As at
	March 31, 2015	March 31, 2014	March 31, 2015	March 31, 2014
NOTE - 12				
NON CURRENT INVESTMENTS				
Long Term Investment (Trade)				
In Equity shares of Subsidiary Companies				
Unquoted - Fully Paidup				
SKIL-Himachal Infrastructure & Tourism Limited of Rs.10/- each.	50,000,000	50,000,000	6,715.86	6,715.86
SKIL Shipyard Holdings Private Limited of Rs. 10/- each	50,000	50,000	12,015.41	12,015.41
SKIL Karnataka SEZ Limited of Rs. 10/- each	50,000	50,000	5.00	5.00
SKIL (Singapore) Pte Limited of Singapore \$ 1 each	163,322	163,322	50.25	50.25
SKIL Advanced Systems Private Limited of Rs.10/- each	50,000	50,000	5.00	5.00
Energy India Corporation Ltd. of Rs.10/- each	4,014,300	4,002,300	401.43	400.23
Gujarat-Dwarka Portwest Limited of Rs. 10/- each (Earlier known as Gujarat Positra Port Company Ltd.)	70,333,314	70,333,314	38,426.48	38,426.48
Metrotech Technology Park Pvt Ltd	200,000	200,000	75.70	75.70
Navi Mumbai SMART CITY Infrastructure Pvt. Ltd. of Rs. 10/- each (Earlier known as Mahakaleshwar Knowledge Infrastructure Pvt Ltd)	2,502,783	2,502,783	250.28	250.28
Chiplun FTWZ Private Limited of Rs. 10/- each	46,799,970	46,799,970	27,484.63	27,484.63
Jansampada Engineering Company Pvt Ltd of Rs. 10/- each (Earlier known as Jansampada Infraproject Private Limited)	10,000	10,000	1.00	1.00
Unquoted - Partly Paidup				
Pipavav Electronic Warfare Systems Pvt. Ltd. of Rs.10/- each, Rs. 2/- paidup (Earlier known as SKIL Strategic Deterrence Systems Pvt. Ltd.)	50,000	50,000	1.00	1.00
Total (A)			85,432.04	85,430.84
In Equity Shares of Associate Companies				
Quoted Fully Paid up				
Pipavav Defence and Offshore Engineering Co. Ltd. of Rs. 10/- each	250,373,648	267,037,043	239,096.24	255,009.07
Unquoted Fully Paid Up				
Urban Infrastructure Holdings Private Limited of Rs. 10/- each	124,156,500	124,156,500	106,365.14	106,365.14
Total (B)			345,461.38	361,374.21
In Equity Shares of Joint Venture - Unquoted				
Sohar Free Zone LLC of OMR 1 each	755,245	755,245	899.40	899.40
Total (C)			899.40	899.40
In Equity Shares of Other Companies- Quoted Fully Paid Up				
Everonn Education Ltd. of Rs. 10/- each	3,356,591	4,000,000	10,744.43	12,803.98
Total (D)			10,744.43	12,803.98
In Equity Shares of Other Companies				
Unquoted Fully Paid Up				
Mumbai SEZ Limited of Rs.10/- each	146,408,090	146,408,090	42,627.11	42,627.11
Donyi Polo Petrochemicals Limited of Rs. 10/- each	2,625,500	2,625,500	227.48	227.48
SKIL Knowledge Cities Pvt. Ltd. of Rs.10/- each	5,000	5,000	0.50	0.50
Karanja Terminal & Logistics Pvt. Ltd. of Rs.10/- each	24,500	24,500	2.45	2.45
Shriram New Horizons Ltd. of Rs.10/- each (Earlier known as New Horizons India Ltd.)	5,000,000	5,000,000	4,500.00	4,500.00
Total (E)			47,357.54	47,357.54

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2015

(₹ in Lacs)

Unquoted Fully Paid Up - Others

Fastlane Distriparks & Logistics Limited's Trust	5,934,328	5,934,328	3,857.31	3,857.31
Horizon Country Wide Logistics Limited's Trust	9,308,160	9,308,160	6,329.55	6,329.55
Total (F)			10,186.86	10,186.86
Total (A+B+C+D+E+F)			500,081.63	518,052.83

12.1 Details of shares pledged :

- (a) Investment in Everonn Education Limited includes 33,56,591 (Previous Year 40,00,000) shares pledged with the lenders of subsidiaries of an associate.
- (b) Investment in Pipavav Defence and Offshore Engineering Co.Ltd. includes
- 12,16,50,500 (Previous Year 12,16,50,500) shares pledged with the lenders of an associate of the Company,
 - 8,63,45,374 shares pledged with lenders of the Company and 56,60,048 shares pledged with the lenders of a subsidiary 'SKIL Shipyard Holdings Pvt. Ltd.' (Previous year 8,79,26,740 shares were pledged with lenders of the Company and a Subsidiary Company)
 - 3,56,12,726 (Previous Year 3,80,20,957) shares pledged with lenders of subsidiaries of an associate Company.
- (c) Certain Investment in Unquoted Equity shares of Subsidiary / Associates & other companies are under pledge / negative lien with the lenders.

12.2 Refer Note No.1.5 for the basis of valuation.

12.3 Aggregate Value of: -

Particulars	As at March 31, 2015	As at March 31, 2014
Quoted Investments		
Book Value	249,840.67	267,813.05
Market Value	144,066.58	96,039.11
Unquoted Investments		
Book Value	250,240.96	250,239.77

Particulars	As at March 31, 2015	As at March 31, 2014
--------------------	---------------------------------	---------------------------------

NOTE - 13

LONG-TERM LOANS AND ADVANCES

(Unsecured and Considered Good)

Capital Advance	7,627.81	7,611.31
Advance Given	9,685.13	10,540.00
Deposits		
-Others	1,403.28	1,445.06
Advance Tax (Net)	1,830.16	1,825.86
Total	20,546.38	21,422.23

Details of Loan and Advances to Related Parties:

Name of the Related Party	Relationship		
Navi Mumbai SMART CITY Infrastructure Pvt Ltd	Subsidiary	9,685.13	10,540.00
(Earlier known as Mahakaleshwar Knowledge Infrastructure Pvt Ltd)		9,685.13	10,540.00

NOTE - 14

OTHER NON CURRENT ASSETS

Preliminary Expenses	25.00	34.00
	25.00	34.00

NOTE - 15

DEFERRED TAX LIABILITY/(ASSET)

As required by Accounting Standard 22 on "Accounting for Taxes on Income" Deferred Tax comprises of the following items:

Deferred Tax Liabilities	-	-
Deferred Tax Assets		
- Related to Fixed Assets	-	-
	-	-

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2015

	Number of Shares		(₹ in Lacs)	
	March 31, 2015	March 31, 2014	As at March 31, 2015	As at March 31, 2014
NOTE - 16				
CURRENT INVESTMENTS				
In Equity Shares				
Quoted Fully Paid up				
Batliboi Ltd. of Rs. 5/- each	41,000	41,000	9.64	9.64
BF Utilities Ltd. of Rs. 5/- each	200	200	1.57	1.57
Gajra Bevel Gears Ltd. of Rs. 10/- each	19,000	19,000	0.66	0.66
Gujarat Narmada Valley Fertilizers & Chemicals Ltd. of Rs. 10/- each	1,000	1,000	0.96	0.96
Gulf Oil Ltd. of Rs. 2/- each	-	7,050	-	5.66
Gulf Oil Corporation Ltd of Rs. 2/- each	3,525	-	2.83	-
Gulf Oil Lubricants India Ltd of Rs. 2/- each	3,525	-	2.83	-
Ramco Systems Ltd. of Rs. 10/- each	7,000	7,000	7.71	7.71
Reliance Industrial Infrastructure Ltd. of Rs. 10/- each	5,200	5,200	32.79	32.79
Reliance Power Ltd. of Rs. 10/- each	10,125	10,125	13.13	13.13
Sahara Housingfin Corporation Ltd. of Rs. 10/- each	500	500	0.43	0.43
B.A.G. Films and Media Ltd. of Rs. 2/- each	9,900	9,900	0.72	0.72
Reliance Industries Ltd. of Rs. 10/- each	542	542	5.68	5.68
Bank of Baroda of Rs. 2/- each (Previous year Rs. 10/- each)	25,980	5,196	50.04	50.04
Gitanjali Gems Ltd. of Rs. 10/- each	5,311	5,311	13.18	13.18
DS Kulkarni Developers Ltd. of Rs. 10/- each	724	724	0.39	0.39
INOX Leisure Ltd. of Rs. 10/- each	217	217	0.10	0.10
Varun Industries Ltd. of Rs. 10/- each	1,105	1,105	2.03	2.03
Rural Electrification Corporation Ltd. of Rs. 10/- each	276	276	0.70	0.70
BF Investment Ltd of Rs. 5/- each	200	200	3.30	3.30
In Units				
Quoted Fully Paid up				
Investment in HDFC Cash Mgmt. Fund - Treasury Advantage Plan - Wholesale -Daily Dividend of Rs. 10/- each	47,927	47,927	4.81	4.81
Investment in HDFC Cash Mgmt. Fund - Treasury Advantage Plan - Retail -Daily Dividend of Rs. 10/- each	7,807	4,527	0.78	0.45
Unquoted Fully Paid up				
Urban Infrastructure Opportunities Fund of Rs. 87060/- (Previous Year Rs. 87350/-) each	2,750	2,750	3,483.45	3,491.43
Total			3,637.72	3,645.38

16.1 Refer Note No. 1.5 for basis of valuation.

16.2 Aggregate Value of: -
Particulars

	As at March 31, 2015	As at March 31, 2014
Quoted Investments		
Book Value	154.26	153.95
Market Value	162.35	108.80
Unquoted Investments		
Book Value	3,483.45	3,491.43
Particulars	As at March 31, 2015	As at March 31, 2014

NOTE - 17**TRADE RECEIVABLES**

(Unsecured & Considered Good)

Outstanding for more than Six months	19,828.77	48,496.94
Others	-	22,963.09
Total	19,828.77	71,460.03

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2015

(₹ in Lacs)

Particulars	As at March 31, 2015	As at March 31, 2014
NOTE - 18		
CASH AND BANK BALANCES		
Cash & Cash Equivalents		
Balance with Banks in current account	664.79	447.38
Balance with Banks in deposit account	35.75	-
Balance with Banks in dividend account	2.87	2.42
Cash on hand	5.72	4.98
	<u>709.13</u>	<u>454.78</u>
	709.13	454.78
NOTE - 19		
SHORT TERM LOANS & ADVANCES		
(Unsecured, Considered Good unless otherwise stated)		
Other advances recoverable in cash or kind or for value to be received:		
-Related Parties	24,862.20	21,551.35
-Directors and Other Officers	35.89	38.75
-Others		
Considered Good	11,095.20	19,406.60
Considered Doubtful	31.50	31.50
	<u>36,024.79</u>	<u>41,028.20</u>
Less : Provision for Doubtful Debts	<u>31.50</u>	<u>31.50</u>
	35,993.29	40,996.70
Deposits:		
-Related Parties	-	14.50
-Others	56.07	24.09
	<u>56.07</u>	<u>38.59</u>
	36,049.36	41,035.29

19.1 Details of advances or deposits to a director and private limited companies in which some of the directors are interested in the Company as a director or member.

Debts due by	Nature of Relationship	As at March 31, 2015	As at March 31, 2014
Deposits			
Awaita Properties Pvt.Ltd.	Private Limited Company in which Directors are interested	-	5.00
Bhavesh Gandhi	Director	-	9.50
		<u>-</u>	<u>14.50</u>
Loans & Advances to related parties			
Energy India Corporation Ltd	Subsidiary	24.70	20.40
Gujarat-Dwarka Portwest Ltd	Subsidiary	6,169.74	195.08
(Earlier known as Gujarat Positra Port Co.Ltd.)			
SKIL Advanced Systems Pvt.Ltd.	Subsidiary	437.74	507.11
SKIL-Himachal Infrastructure & Tourism Limited	Subsidiary	-	976.96
SKIL Karnataka SEZ Ltd.	Subsidiary	10.06	3,398.15
SKIL Shipyard Holdings Private Limited	Subsidiary	614.84	730.87
SKIL (Singapore) Pte Limited	Subsidiary	15,087.11	15,087.12
Pipavav Electronic Warfare Systems Private Limited	Subsidiary	31.22	30.97
(Earlier known as SKIL Strategic Deterrence Systems Pvt. Ltd.)			
Jansampada Engineering Company Pvt. Ltd.	Subsidiary	-	0.01
(Earlier known as Jansampada Infraproject Private Limited)			
Pipavav Aero Infrastructure Pvt. Ltd	Step down Subsidiary	-	0.01
SKIL Midivisana Engineering Pvt Ltd.	Step down Subsidiary	-	0.01
Metrotech Technology Park Pvt. Ltd.	Subsidiary	537.40	548.29
SKIL Vision Aerial Solutions Pvt. Ltd.	Step down Subsidiary	-	0.06
Awaita Properties Pvt.Ltd.	Private Limited Company in which Directors are interested	-	25.00
Pipavav Defence and Offshore Engineering Co.Ltd.	Associate	323.19	14.06
E Complex Private Limited		87.06	17.24
Pipavav Marine Offshore Ltd.	Private Limited Company in which Directors are interested	1,538.77	
Grevek Investments & finance Pvt. Ltd		<u>0.38</u>	

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2015

		(₹ in Lacs)	
		24,862.20	21,551.35
Loans & Advances to Directors and other Officers			
Mr. Sudipan Bhaduri	Chief Financial Officer	32.60	25.65
Mr. Nilesh Mehta	Company Secretary	3.30	13.10
		35.89	38.75
NOTE - 20			
OTHER CURRENT ASSETS			
Other Receivables		0.59	0.59
		0.59	0.59
Particulars		For the year ended	For the year ended
		March 31, 2015	March 31, 2014
NOTE - 21			
REVENUE FROM OPERATIONS			
Income from Operations		-	37,758.25
Other Operating Revenue		7,081.66	-
		7,081.66	37,758.25
NOTE - 22			
OTHER INCOME			
Dividend Income from other than Subsidiary on			
-Current Investments		103.45	40.98
Profit On Sale of Fixed Assets		-	1.60
Interest Income		42.98	36.18
Gain on Revaluation of fixed assets due to change in accounting policy		270.46	-
Sundry Balances Written back (Net)		-	5.59
Miscellaneous Income		-	2.49
		416.89	86.84
NOTE - 23			
COST OF OPERATIONS			
Operational Expenses		-	34,924.17
		-	34,924.17
NOTE - 24			
EMPLOYEE BENEFITS EXPENSES			
Salaries and Wages		534.06	460.38
Contribution to Provident fund and Other Fund		1.59	1.77
Staff Welfare		2.28	2.18
Gratuity Expenses		11.42	5.68
		549.35	470.01

24.1 Employee Benefits:

As per Accounting Standard 15 "Employee Benefits" the disclosure of employee benefits as defined in the accounting standards are given below:

Defined Contribution Plan**Particulars**

	2014-15	2013-14
Employers Contribution to Provident Fund	0.89	1.21
Employers Contribution to Pension Fund	0.52	0.40
	1.41	1.62

Defined Benefit Plan (Unfunded)

The Employees Gratuity Fund Scheme of the Company is a defined benefit plan. The present value of obligation is determined based on actuarial valuation using the Projected Unit Credit Method, which recognises each period of service as giving rise to additional unit of employee benefit entitlement and measures each unit separately to build up the final obligation.

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2015

(₹ in Lacs)

- a) Reconciliation of opening and closing balances of the present value of the defined benefit obligation.

Particulars	2014-15	2013-14
Defined Benefit Obligation at beginning of the year	62.82	57.14
Current & Past Service Cost	1.76	2.06
Current Interest Cost	4.25	3.76
Past Service Cost (Non-vested Benefits)	-	-
Actuarial (Gain) / Loss	5.41	(0.15)
Benefits paid	(0.60)	-
Defined Benefit Obligation at the end of the year	73.63	62.82

- b) Reconciliation of Present Value of Obligation and Fair Value of Plan Assets

Particulars	2014-15	2013-14
Fair Value of Plan Assets at the end of the year	-	-
Defined Benefit Obligation at end of year	73.63	62.82
Liabilities recognized in the Balance Sheet	73.63	62.82

- c) Expenses recognized during the year

Particulars	2014-15	2013-14
Current & Past Service Cost	1.76	2.06
Interest Cost	4.25	3.76
Past Service Cost (Non-vested Benefits)	-	-
Expected Return on Plan Assets	-	-
Actuarial (Gain) / Loss	5.41	(0.15)
Net Cost Recognised in Profit and Loss Account	11.42	5.68

- d) Assumptions used to determine the defined benefit obligations

Particulars	2014-15	2013-14
Mortality Table (LIC)	LIC (1994-96)Ultimate	
Discount Rate (p.a.)	8.05%	9.15%
Estimated Rate of Return on Plan Asset	-	-
Expected Rate of increase in Salary (p.a.)	7.00%	7.00%

The estimates of rate of increase in salary considered in actuarial valuation, taking into account, inflation, seniority, promotion, attrition and other relevant factors including supply and demand in the employment market. The above information is certified by Actuary.

Particulars

For the year ended
March 31, 2015

For the year ended
March 31, 2014

NOTE - 25

FINANCE COST

Interest Expenses	16,668.75	18,238.64
Other Borrowing Costs	14.05	64.61
	16,682.80	18,303.25

NOTE - 26

OTHER EXPENSES

Advertisement & Business Promotion Expenses	18.86	17.76
Bank Charges & Commission	5.75	0.89
Rent	118.47	148.77
Rates and Taxes	5.43	230.75
Printing and Stationery	8.01	5.12
Postage, Courier & Communication Expenses	23.36	21.99
Repair and Maintenance - Other	15.91	29.70
Manpower & Security Charges	19.77	159.02
Travelling, Conveyance & Vehicle Expenses	57.71	76.53

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2015

(₹ in Lacs)

Particulars	For the year ended March 31, 2015	For the year ended March 31, 2014
Legal and Professional Charges	157.02	221.02
Loss on Sale of Fixed assets	0.48	-
Loss on Sale of Investment	7,019.64	58.98
Administrative, Office Expenses & Other expenses	44.31	42.01
Payment to Auditors (Refer Note No.26.1)	22.47	24.00
Prior Period Expenses	19.84	-
Donation	-	1.00
Wealth Tax	1.56	1.12
Preliminary, Pre-Operative & Share issue expenses written off	9.00	9.00
Sitting Fees to Directors	6.74	1.10
Insurance Charges	2.04	4.63
Interest on TDS & Service Tax	414.31	167.89
Interest on Stamp Duty	150.00	-
	8,120.68	1,221.28

26.1 Payment To Auditors (Including Service Tax)

Particulars	For the year ended March 31, 2015	For the year ended March 31, 2014
Audit Fees	17.50	14.50
Tax Audit Fees	2.50	2.00
Other matters	-	7.50
Service Tax	2.47	2.97*
Total	22.47	26.97

* Adjusted against cenvat Credit in previous financial year

NOTE - 27**EARNINGS PER SHARE (EPS) - BASIC AND DILUTED**

Particulars	2014-2015	2013-2014
Net Profit / (Loss) after Tax	(18,006.89)	(17,154.32)
Amount available for calculation of Basic & Diluted EPS	(18,006.89)	(17,154.32)
Weighted Average No. of Equity Shares outstanding for Basic & Diluted EPS (Nos.)	216,571,232	216,571,232
Basic & Diluted Earnings per share of Rs. 10/- each	(8.31)	(7.92)

NOTE - 28**CONTINGENT LIABILITIES AND COMMITMENTS**

Particulars	2014-2015	2013-2014
a. Contingent Liabilities (To the extent not provided for):		
(No Cash Out Flow is expected)		
(i) Corporate guarantees given to Bank/Financial Institutions for borrowings taken by		
-Joint Venture	-	-
-Others	1,337,000.00	927,197.00
(ii) Income Tax Demands not acknowledged as debts	2,468.70	2,716.08
(iii) Suit filed against the Company not acknowledged as debt	41.49	-
b. Uncalled liability on partly paid-up shares	4.00	4.00

c. Capital Commitments:

Estimated amount of contracts remaining to be executed on Capital Accounts and not provided for (Net of Advances) as at 31st March, 2015 is Rs. 855.73 Lacs (Previous year Rs. 855.73 Lacs). (Cash flow is expected on execution of such Capital Contracts on Progressive basis).

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2015

NOTE - 29

The Scheme of Amalgamation and Arrangement between the Three Transferor Companies namely 1) SKIL Infrastructure Limited (SKIL), 2) Horizon Countrywide Logistics Limited (HCWLL), 3) Fastlane Distripark and Logistics Limited (FDLL) and Transferee Company namely Horizon Infrastructure Limited had been approved by Hon'ble Bombay High Court u/s 391 to 394 read with Sections 78, 100 to 104 of the Companies Act, 1956 on September 20, 2013 and upon necessary filing with the Registrar of Companies on September 28, 2013, the scheme became effective, consequently the merger of Transferor Companies into Transferee Company becomes effective from the appointed date of April 01, 2011 and hence this merged statement of accounts had been prepared for financial year 2012-2013 and onwards. Pursuant to the Scheme, the Registrar of Companies, Mumbai, Maharashtra has sanctioned the change of the name of the Company from "Horizon Infrastructure Limited" to "SKIL Infrastructure Limited" vide fresh Certificate of Incorporation dated January 22, 2014.

NOTE - 30

In terms of the Scheme, the entire business and the whole of the undertaking of SKIL, HCWLL and FDLL, as a going concern stands transferred to and vested in the Company with effect from April 01, 2011, being the Merger Appointed Date. In consideration of the amalgamation of SKIL, HCWLL and FDLL with the Company, the Company issued 205,831,232 Equity Shares of Rs. 10/- each fully paid-up in the Company, aggregating to Rs. 20,583.12 Lacs in the following ratio :

- (i) 174,358,814 Equity Shares of Rs. 10/- each to the shareholders of SKIL in the ratio of 11 Equity Shares of Rs. 10/- each of the Company for every 19 Equity Shares of Rs. 10/- each held by the Shareholders in SKIL;
- (ii) 20,060,249 Equity Shares of Rs. 10/- each to the shareholders of HCWLL in the ratio of 10 Equity Shares of Rs. 10/- each of the Company for every 68 Equity Shares of Rs. 10/- each held by the Shareholders in HCWLL; and
- (iii) 11,412,169 Equity Shares of Rs. 10/- each to the Shareholders of FDLL in the ratio of 10 Equity Shares of Rs. 10/- each of the Company for every 65 Equity Shares of Rs. 10/- each of the Company held by the Shareholders in FDLL.

Accounting for Amalgamation

The amalgamation of SKIL, HCWLL and FDLL with the Company is accounted for on the basis of the Purchase Method as envisaged in the Accounting Standard (AS) - 14 on Accounting for Amalgamations specified in the Companies (Accounting Standard) Rules, 2006 and in terms of the scheme, as below :

- all the assets and liabilities of all three transferor companies are valued at their fair value as Board of Directors had decided to follow Amalgamation in nature of Purchase Method and merged with assets and liabilities of transferee company. Suitable effect is given for following uniform accounting policies and methods.
- Aggregate excess of the value of net assets determined as per above, over the shares to be issued and allotted to share-holders of the transferor companies pursuant to the scheme, loss of the transferor companies and stamp duty and other cost incurred towards the scheme is adjusted by transferee company to capital reserve account. The loss of the transferor companies if any upto effective date shall also be adjusted to the capital reserves as mentioned in the Scheme of Amalgamation and Arrangement.
- The holding of SKIL in HCWLL and HCWLL in FDLL stand transferred to HCWLL and FDLL trust respectively from the effective date and the said trusts shall be allotted shares as per the exchange ratio.
- The inter company balances and transactions stood cancelled.

NOTE - 31

DEFERRED TAX LIABILITY / (ASSET)

As required by Accounting Standard 22 on "Accounting for Taxes on Income" Deferred Tax comprises of the following items:

Particulars	For the year ended March 31, 2015	For the year ended March 31, 2014
Deferred Tax Liabilities	-	-
Total	-	-
Deferred Tax Asset		
Related to Fixed Assets	28.84	2.61
Total	28.84	2.61

As at 31st March 2015, the Company has Net Deferred Tax Assets of Rs. 28.84 Lacs (Previous Year Rs. 2.61 Lacs). In the absence of virtual certainty that sufficient future Taxable Income will be available against which Deferred Tax Assets can be realized, the same has not been recognized in the books of account in line with Accounting Standard 22 dealing with accounting for Taxes on Income.

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2015

(₹ in Lacs)

NOTE - 32

RELATED PARTY DISCLOSURES

As per Accounting Standard 18, the disclosures of transactions with related parties as defined in the Accounting Standard are given below:

a. List of related parties where control exists and related parties with whom transaction have taken place and relationships:

Name of the Related Party	Relationship
SKIL-Himachal Infrastructure & Tourism Limited SKIL Shipyard Holdings Private Limited SKIL Karnataka SEZ Limited SKIL (Singapore) Pte Limited of Singapore Pipavav Electronic Warfare Systems Private Limited (Earlier known as SKIL Strategic Deterrence Systems Pvt. Ltd.) Energy India Corporation Limited SKIL Advanced Systems Private Limited Chiplun FTWZ Pvt. Ltd. Metrotech Technology Park Pvt. Ltd. Jansampada Engineering Company Pvt. Ltd. (Earlier known as Jansampada Infraprojects Pvt. Ltd.) SKIL Midivisana Engineering Private Limited SKIL Vision Aerial Solutions Private Limited Navi Mumbai SMART CITY Infrastructure Pvt. Ltd. (Earlier known as Mahakaleshwar Knowledge Infrastructure Pvt. Ltd.) Pipavav Aero Infrastructure Pvt. Ltd. Gujarat-Dwarka Portwest Company Limited (Earlier known as Gujarat Positra Port Co. Ltd.)	Subsidiaries
Pipavav Defence and Offshore Engineering Company Limited Urban Infrastructure Holding Private Limited	Associates
Sohar Free Zone LLC	Joint Venture
Mr. Nikhil P. Gandhi Mr. Ajay Khara Mr. Sudipan Bhaduri Mr. Nilesh Mehta Mr. Bhavesh P. Gandhi	Key Management Personnel (KMP)
Pipavav Marine Offshore Limited Matushree Nirmalaben Gandhi Charitable Foundation Grevek Investments and Finance P. Ltd. Rhett Infraprojects Pvt.Ltd. Awaita Properties Pvt. Ltd. M/s Metropolitan Industries Pipavav Engineering & Defence Services Ltd E Complex Pvt. Ltd.	Enterprises over which Key Management Personnel are able to exercise significant influence

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2015

(₹ in Lacs)

b. Transactions with Related Parties

Nature of Transaction	Subsidiary	Associates / Joint Venture	KMP	Enterprises over which KMP has significant influence	Total
Investments					
Investment - purchased during the year	1.20	-	-	-	1.20
Investment - sold during the year	-	15,912.84	-	-	15,912.84
Balance as at 31st March, 2015	85,431.04	346,360.77	-	-	431,791.81
Loans & Advances					
Advances Given	11,862.85	723.20	9.65	773.56	13,369.27
Advances Received Back	11,299.96	414.08	-	692.79	12,406.83
Advances as at 31st March, 2015	32,618.34	323.19	35.90	123.02	33,100.44
Current Liabilities					
Advances Received	5,195.88	-	-	17,526.89	22,722.77
Advances Refund back	861.75	-	-	21,285.44	22,147.19
Balance as at 31st March, 2015	6,061.43	-	-	9.70	6,071.13
Redeemable Non Convertible Bonds					
Balance as at the end of the year	-	-	-	100,400.00	100,400.00
Redemption premium payable	-	-	-	18,975.29	18,975.29
Inter Corporate Deposit					
Balance as at 31st March, 2015	-	-	-	4,390.00	4,390.00
Interest Expenses	-	-	-	525.00	525.00
Consultancy Income	7,081.66	-	-	-	7,081.66
Interest Income	-	1.24	-	39.54	40.77
Sale of Investments for Guarantees given	-	-	-	1,503.19	1,503.19
Receivable at the end of the year	-	-	-	1,503.19	1,503.19
Corporate Guarantee Given o/s as at end of the year	62,000.00	1,236,700.00	-	36,000.00	1,334,700.00
Managerial Remuneration	-	-	202.00	-	202.00

c. Details of major transactions with related party

		2014-15	2013-14
Investment - Purchased / Allotted during the year			
	Pipavav Defence and Offshore Engineering Company Limited	-	2,472.88
	Metrotech Technology Park Pvt. Ltd.	-	10.00
	Energy India Corporation Ltd.	1.20	-
Investment - sold during the year	Pipavav Defence and Offshore Engineering Company Limited	15,912.84	-
Investment at the end of the year	Pipavav Defence and Offshore Engineering Company Ltd.	239,096.24	255,009.07
	Urban Infrastructure Holdings Pvt. Ltd.	106,365.14	106,365.14
Advances Received	Grevek Investments & Finance Pvt.Ltd.	17,517.19	14,937.76
	SKIL-Himachal Infrastructure & Tourism Limited	3,605.28	-
	Navi Mumbai SMART CITY Infrastructure Pvt. Ltd.	-	133.64
	Awaita Properties Pvt. Ltd.	9.70	-
	Chiplun FTWZ Pvt. Ltd.	1,590.60	741.19
Refund of Advance	Grevek Investments & Finance Pvt. Ltd.	20,040.44	13,948.42
	SKIL-Himachal Infrastructure & Tourism Limited	0.73	0.08
	Navi Mumbai SMART CITY Infrastructure Pvt. Ltd.	856.26	112.04
	Chiplun FTWZ Pvt. Ltd.	4.76	-
Advances at the end of the year	Grevek Investments & Finance Pvt. Ltd.	-	2,523.25
	SKIL-Himachal Infrastructure & Tourism Limited	3,734.40	129.85

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2015

		(₹ in Lacs)	
		2014-15	2013-14
	Navi Mumbai SMART CITY Infrastructure Pvt. Ltd.	-	856.26
	Chiplun FTWZ Pvt. Ltd.	2,327.03	741.19
	Awaita Properties Pvt. Ltd.	9.70	-
Interest Income	Pipavav Defence & Offshore Engineering Company Limited	1.24	-
	Pipavav Marine Offshore Ltd	39.54	-
Redeemable Non convertible Bonds at the end of the year	Grevek Investments & Finance Pvt. Ltd.	100,400.00	100,400.00
Redemption Premium Payable	Grevek Investments & Finance Pvt. Ltd.	18,975.29	10,464.29
Inter-Corporate Deposit at the end of the year	Rhett Infraprojects Pvt. Ltd.	390.00	390.00
	Grevek Investments & Finance Pvt. Ltd.	4,000.00	4,000.00
Advances Given	Energy India Corporation Limited	4.88	4.78
	Gujarat-Dwarka Portwest Limited	9,461.97	0.60
	Pipavav Electronic Warfare Systems Pvt. Ltd.	0.30	-
	SKIL Advanced Systems Private Limited	126.60	180.10
	SKIL-Himachal Infrastructure & Tourism Limited	41.44	0.50
	SKIL Karnataka SEZ Limited	0.07	0.17
	SKIL Shipyard Holdings Pvt. Ltd.	2,225.96	215.04
	Metrotech Technology Park Pvt. Ltd.	0.11	0.10
	Chiplun FTWZ Pvt. Ltd.	-	2.66
	Navi Mumbai SMART CITY Infrastructure Pvt. Ltd.	1.39	-
	Pipavav Defence and Offshore Engineering Company Ltd.	723.20	610.21
	Pipavav Marine Offshore Ltd.	35.58	-
	Awaita Properties Pvt. Ltd.	9.00	10.20
	E Complex Pvt. Ltd.	728.60	-
	Mr. Sudipan Bhaduri	6.95	9.60
	Grevek Investments & Finance Pvt. Ltd.	0.38	-
	Mr. Nilesh Mehta	2.70	-
Advances received back	Energy India Corporation Limited	0.58	-
	Gujarat-Dwarka Portwest Limited	3,487.31	-
	Pipavav Electronic Warfare Systems Pvt. Ltd.	0.05	-
	SKIL Advanced Systems Private Limited	195.97	43.00
	SKIL-Himachal Infrastructure & Tourism Limited	1,018.40	-
	SKIL Karnataka SEZ Limited	3,388.16	-
	SKIL Shipyard Holdings Pvt. Ltd.	2,341.99	123.84
	Metrotech Technology Park Pvt. Ltd.	11.00	10.00
	Chiplun FTWZ Pvt. Ltd.	-	70.71
	Navi Mumbai SMART CITY Infrastructure Pvt. Ltd.	856.26	960.00
	Pipavav Defence and Offshore Engineering Company Ltd.	414.08	979.85
	Pipavav Marine Offshore Ltd.	-	-
	Awaita Properties Pvt. Ltd.	34.00	3.24
	E Complex Pvt. Ltd.	658.79	-
Advance Receivable at the end of the year	Energy India Corporation Limited	24.70	20.40
	Gujarat-Dwarka Portwest Limited	6,169.74	195.08
	Pipavav Electronic Warfare Systems Pvt. Ltd.	31.22	30.97
	SKIL Advanced Systems Private Limited	437.74	507.11
	SKIL-Himachal Infrastructure & Tourism Limited	-	976.96
	SKIL Karnataka SEZ Limited	10.06	3,398.15
	SKIL Shipyard Holdings Pvt. Ltd.	614.84	730.87
	SKIL (Singapore) Pte Limited	15,087.11	15,087.11
	Metrotech Technology Park Pvt. Ltd.	537.40	548.29
	Navi Mumbai SMART CITY Infrastructure Pvt. Ltd.	9,685.13	10,540.00
	Pipavav Defence and Offshore Engineering Company Ltd.	323.19	14.06
	Pipavav Marine Offshore Ltd.	35.58	-
	Awaita Properties Pvt. Ltd.	-	25.00
	E Complex Pvt. Ltd.	87.06	17.24
	Mr. Nilesh Mehta	3.30	13.63
	Mr. Sudipan Bhaduri	32.60	25.65

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2015

(₹ in Lacs)

		2014-15	2013-14
Rent	Grevek Investments & Finance Pvt.Ltd.	0.38	-
Interest	Awaita Properties Pvt.Ltd.	-	3.24
Consultancy Income	Grevek Investments & Finance Pvt.Ltd.	525.00	525.00
Sale of Investments for	SKIL (Singapore) Pte Limited	7,081.66	-
Guarantees given	Pipavav Marine Offshore Limited	1,503.19	-
Receivable at the end of the year (Loan and Advance)	Pipavav Marine Offshore Limited	1,503.19	-
Corporate Guarantee Given o/s at the end of the year	Pipavav Defence and Offshore Engineering Company Ltd.	1,236,700.00	849,785.00
	SKIL Shipyard Holdings Pvt. Ltd.	27,500.00	23,500.00
	Navi Mumbai SMART CITY Infrastructure Pvt. Ltd.	20,000.00	20,000.00
	E Complex Pvt. Ltd.	25,000.00	30,200.00
	Chiplun FTWZ Pvt. Ltd.	2,500.00	2,500.00
	Gujarat-Dwarka Portwest Limited	12,000.00	12.00
	Pipavav Engineering & Defence Services Ltd	11,000.00	-
Managerial Remuneration	Mr. Ajay Khara	100.00	83.33
	Mr. Nikhil Gandhi	-	150.00
	Mr. Sudipan Bhaduri	60.00	60.00
	Mr. Nilesh Mehta	42.00	24.00

NOTE - 33

SEGMENT INFORMATION:-

The Company is mainly engaged in Infrastructure activity. All the Activities of the Company revolve around this main Business as such there are no separate reportable Segments as per Accounts Standard on Segment Reporting.

NOTE - 34

EXPENDITURE IN FOREIGN CURRENCY :

(₹ in Lacs)

Particulars	For the year ended March 31, 2015	For the year ended March 31, 2014
Travelling Expenses	7.31	15.87
Total	7.31	15.87

NOTE-35

Jointly Controlled Entity :

Name	Country of Incorporation	Ownership interest As at March 31, 2015	As at March 31, 2014
Sohar Free Zone LLC	Sultanate of Oman	33.33%	33.33%

Particulars	As at 31 December, 2014	As at 31 December, 2013
Assets		
- Long Term Assets	4,518.67	4,673.51
- Current Assets	1,258.65	1,160.62
Liabilities		
- Non Current Liabilities	3,175.11	3,576.06
- Current Liabilities & Provisions	1,856.18	1,367.49
Income	1,320.15	746.89
Expenses	1,482.11	542.67

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2015

(₹ in Lacs)

NOTE-36

LEASES

The Company has entered into cancellable arrangements for taking on leave and license basis certain office premises, accommodation and guest house. The specified disclosure in respect of these agreements is given below:

	As at March 31, 2015	As at March 31, 2014
Lease payments recognised in statement of profit and loss account for the year	118.47	148.77
i) There is no Escalation clause in the lease agreement.		
ii) There is no restriction imposed by lease arrangements.		
iii) There are no subleases.		

NOTE-37

CAPITAL WORK IN PROGRESS

(₹ in Lacs)

Opening Balance	14,318.91
Add : Addition During The Year	
Depreciation	0.21
Interest	4,072.83
Rates & Taxes	10.45
Closing Balance	18,402.39

NOTE-38

Previous year figures are regrouped, rearranged and reclassified wherever necessary.

AS PER OUR REPORT OF EVEN DATE

For BHARAT SHAH & ASSOCIATES

Chartered Accountants

Firm Registration No. 101249W

BHARAT A. SHAH
(Proprietor)
Membership No. 32281

Date : May 30, 2015
Place : Mumbai

SUDIPAN BHADURI
Chief Financial Officer

NILESH MEHTA
Company Secretary

FOR AND ON BEHALF OF THE BOARD OF DIRECTORS

NIKHIL P. GANDHI
Chairman

AJAY KHERA
Managing Director
& Chief Executive Officer

AUDITOR'S REPORT ON CONSOLIDATED FINANCIAL STATEMENTS

Independent Auditor's Report

TO THE MEMBERS OF SKIL INFRASTRUCTURE LIMITED (FORMERLY HORIZON INFRASTRUCTURE LIMITED)

Report on the Consolidated Financial Statements

We have audited the accompanying consolidated financial statements of SKIL INFRASTRUCTURE LIMITED (FORMERLY HORIZON INFRASTRUCTURE LIMITED) (hereinafter referred to as "the Holding Company" or the "Company") and its subsidiaries (the Holding Company and its subsidiaries together referred to as "the Group"), its associates and jointly controlled entities, comprising of the Consolidated Balance Sheet as at 31st March, 2015, the Consolidated Statement of Profit and Loss and the Consolidated Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated financial statements").

Management's Responsibility for the Consolidated Financial Statements

The Holding Company's Board of Directors is responsible for the preparation of these consolidated financial statements in terms of the requirements of the Companies Act, 2013 (hereinafter referred to as "the Act") that gives a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Group including its associates and jointly controlled entities in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. The respective Board of Directors of the companies included in the Group and of its associates and jointly controlled entities are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Holding Company, as aforesaid.

Auditor's Responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audit. While conducting the audit, we have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Holding Company's preparation of the consolidated financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances but not for the purpose of expressing an opinion on whether the Holding Company has an adequate internal financial controls system over financial reporting in place and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Holding Company's Board of Directors, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence obtained by us and the audit evidence obtained by the other auditors in terms of their reports referred to in sub-paragraph (a) of the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the Group, its associates and jointly controlled entities as at 31st March, 2015, and their consolidated loss and their consolidated cash flows for the year ended on that date.

Other Matters

1. We did not audit the financial statements of ten subsidiaries whose financial statements / financial information reflect total assets (net) of Rs. 13,909.32 Lacs as at 31st March, 2015, total revenues of Rs. 3.82 Lacs and net cash inflows amounting to Rs. 63.45 Lacs for the year ended on that date, as considered in the consolidated financial statements. The consolidated financial statements also include the Group's share of net profit/loss of Rs. (14,474.01 Lacs) for the year ended 31st March, 2015, as considered in the consolidated financial statements, in respect of one associate, whose financial statements / financial information have not been audited by us. These financial statements / financial information have been audited by other auditors whose reports have been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries, jointly controlled entities and associates, and our report in terms of sub-sections (3) and (11) of Section 143 of the Act, insofar as it relates to the aforesaid subsidiaries, jointly controlled entities and associates, is based solely on the reports of the other auditors.

2. We did not audit the financial statements / financial information of one subsidiary whose financial statements / financial information reflect total assets (net) of Rs. 15,235.98 Lacs as at 31st March, 2015, total revenues of Rs. 6,970.37 Lacs and net cash flows outflows amounting to Rs. 4.28 Lacs for the year ended on that date, as considered in the consolidated financial statements. These financial statements / financial information are unaudited and have been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries and our report in terms of sub-sections (3) and (11) of Section 143 of the Act in so far as it relates to the aforesaid subsidiaries is based solely on such unaudited financial statements / financial information. In our opinion and according to the information and explanations given to us by the Management, these financial statements / financial information are not material to the Group.
3. We did not audit the financial statements of one jointly controlled entity (Joint Venture), whose financial statements reflect total assets (net) of Rs. 746.03 Lacs as at 31st December, 2014, total revenues of Rs. 1,312.42 Lacs and net cash outflows amounting to Rs. 130.03 Lacs for the year ended on that date, as considered in the consolidated financial statements.

This Jointly Controlled entity is having financial year ending as on 31st December of every year, since it is impracticable to get the financial data as on 31st March, 2015, as such we have considered the financial data of this entity as on 31st December, 2014 which is in line with Accounting Standard 21 and 27 as issued by Institute of Chartered Accountants of India.

Our opinion on the consolidated financial statements and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors and the financial statements / financial information certified by the Management.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2015 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Act, based on the comments in the auditors' reports of the Holding Company, Subsidiary Companies, associate companies and jointly controlled companies, we give in the Annexure a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143(3) of the Act, we report, to the extent applicable, that:
 - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements.
 - (b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books and the reports of the other auditors.
 - (c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss, and the Consolidated Cash Flow Statement dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.
 - (d) In our opinion, the aforesaid consolidated financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - (e) On the basis of the written representations received from the directors of the Holding Company as on 31st March, 2015 taken on record by the Board of Directors of the Holding Company and the reports of the statutory auditors of its Subsidiary Companies, associate companies and jointly controlled companies, none of the directors of the Group companies, associate companies and jointly controlled companies is disqualified as on 31st March, 2015 from being appointed as a director in terms of Section 164 (2) of the Act.
 - (f) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditor's) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. There were no pending litigations which would impact the consolidated financial position of the Group, its associates and jointly controlled entities.
 - ii. The Group, its associates and jointly controlled entities did not have any material foreseeable losses on long-term contracts including derivative contracts.
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Holding Company, and its Subsidiary Companies, associate companies and jointly controlled companies.

For Bharat Shah & Associates
Chartered Accountants
Firm Reg. No. 101249W

(Bharat A. Shah)
Proprietor.
Membership No.32281

Place : Mumbai
Date : May 30, 2015

ANNEXURE TO THE INDEPENDENT AUDITOR'S REPORT ON THE CONSOLIDATED FINANCIAL STATEMENTS

(Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

Our reporting on the Order includes 10 subsidiary companies and an associate company incorporated in India, to which the Order is applicable, which have been audited by other auditors and our report in respect of these entities is based solely on the reports of the other auditors, to the extent considered applicable for reporting under the Order in the case of the consolidated financial statements. In respect of a subsidiary company incorporated outside India, which has been included in the consolidated financial statements based on unaudited financial statements of such entity provided to us by the Management, whilst in our opinion, and according to the information and explanations given to us, reporting under the Order is applicable in respect of the entity, since the entity is unaudited, the possible effects of the same on our reporting under the Order in the case of these consolidated financial statements has not been considered.

In respect of a jointly controlled entity (Joint Venture) outside India, which has been included in the consolidated financial statements, with financial year ending as on 31st December which has been audited by other auditor, and thus financial statements as on 31st December, 2014 has been considered for consolidation purpose and our report in respect of this entity is based solely on the report of the other auditor, to the extent considered applicable for reporting under the Order in the case of the consolidated financial statements.

- 1) In respect of the fixed assets of the Group, associate companies and jointly controlled entity:
 - a) The respective entities have maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
 - b) The fixed assets were physically verified during the year by the Management of the respective entities in accordance with a phased periodical programme of verification which, in our opinion and the opinion of the other auditors, is reasonable. According to the information and explanations given to us and the other auditors, no material discrepancies were noticed on such verification.
- 2) In respect of the inventories of the Group, associate companies and jointly controlled entity:
 - a) As explained to us and the other auditors, the inventories were physically verified during the year by the Management of the respective entities at reasonable intervals.
 - b) In our opinion and the opinion of the other auditors and according to the information and explanations given to us and the other auditors, the procedures of physical verification of inventories followed by the Management of the respective entities were reasonable and adequate in relation to the size of the respective entities and the nature of their business.
 - c) In our opinion and the opinion of the other auditors and according to the information and explanations given to us and the other auditors, the respective entities have maintained proper records of their inventories and no material discrepancies were noticed on physical verification.
- 3) The Group and an associate company have granted loans, secured or unsecured, to companies, firms or other parties covered in the Register maintained under Section 189 of the Companies Act, 2013:
 - a) The receipts of principal amounts and interest have been regular / as per stipulations.
 - b) There are no overdue amounts in excess of Rs. 1 lakh remaining outstanding as at the year-end.
- 4) In our opinion and the opinion of the other auditors and according to the information and explanations given to us and the other auditors, there is an adequate internal control system in the Group, associate companies and jointly controlled entity, commensurate with the size of the respective entities and the nature of their business for the purchase of inventory and fixed assets and for the sale of goods and services and during the course of our and the other auditors' audit no continuing failure to correct major weaknesses in such internal control system has been observed.
- 5) In our opinion and the opinion of the other auditors and according to the information and explanations given to us and the other auditors, the Group, associate companies and jointly controlled entity have not accepted public deposits and hence provisions of Sections 73 to 76 or any other relevant provisions of the Companies Act, 2013 and the Companies (Acceptance of Deposits) Rules, 2014, as amended, with regard to the deposits accepted are not applicable for the year under audit.
- 6) According to the information and explanations given to us and the other auditors, in our opinion and the opinion of the other auditors, the Group, associate companies and jointly controlled entity are not prescribed by the Central Government under sub-section (1) of Section 148 of the Companies Act, 2013 for maintaining cost records pursuant to the Companies (Cost Records and Audit) Rules, 2014, as amended.
- 7) According to the records of the Company and the information and explanations given to us, in respect of statutory dues of the Group, associate companies and jointly controlled entity:
 - a) The respective entities have generally been regular in depositing undisputed statutory dues, including Provident Fund, Employees' State Insurance, Income Tax, Sales Tax, Wealth Tax, Service Tax, Duty of Customs, Duty of Excise, Value Added Tax, Cess and other material statutory dues applicable to the respective entities with the appropriate authorities. There were no material undisputed amounts payable by the respective entities in respect of such dues in arrears as at March 31, 2015 for a period of more than six months from the date they became payable except Income Tax Liability of Rs. 233.40 Lacs, Income Tax (TDS) of Rs. 1637.36 Lacs and Wealth Tax of Rs. 2.04 Lacs.

- b) Details of dues of Income Tax, Sales Tax, Wealth Tax, Service Tax, Duty of Customs, Duty of Excise, Value Added Tax and Cess which have not been deposited as on March 31, 2015 on account of disputes by the aforesaid entities are given below:

Name of the Statute	Nature of dues	Period to which the amount relates	Amount (Rs. in lakhs)	Forum where dispute is pending
Income Tax Act, 1961	Tax Deducted at Source	Assessment Year 2005-06	30.16	High Court
MVAT, 2002	VAT	Assessment Year 2007-08 to 2012-13	146.36	Assistant Commissioner of Sales Tax
Income Tax Act, 1961	Income Tax Block Assessment dues	Assessment Year 2007-08	193.13	CIT (Appeals)- Mumbai
Income Tax Act, 1961	Tax Deducted at Source	Assessment Year 2008-09 to 2015-16	98.73	ITO (TDS)
Income Tax Act, 1961	Income Tax Block Assessment dues	Assessment Year 2008-09	121.25	CIT (Appeals)- Mumbai
Income Tax Act, 1961	Income Tax Regular Assessment dues	Assessment Year 2009-10	306.72	ITAT-Mumbai Bench
Income Tax Act, 1961	Income Tax Block Assessment dues	Assessment Year 2009-10	241.46	CIT (Appeals)- Mumbai
CENVAT Credit Rules, 2004	Penalty	Assessment Year 2010-11 to 2013-14	2225.16	Commissioner of Central Exise
Income Tax Act, 1961	Income Tax Regular Assessment dues	Assessment Year 2010-11	172.49	CIT (Appeals)- Mumbai
Income Tax Act, 1961	Income Tax Regular Assessment dues	Assessment Year 2010-11	401.93	ITAT-Mumbai Bench
Income Tax Act, 1961	Income Tax Block Assessment dues	Assessment Year 2010-11	565.57	CIT (Appeals)- Mumbai
Income Tax Act, 1961	Income Tax Regular Assessment dues	Assessment Year 2011-12	180.77	CIT (Appeals)- Mumbai
Income Tax Act, 1961	Income Tax Regular Assessment dues	Assessment Year 2011-12	137.70	CIT (Appeals)- Mumbai
Income Tax Act, 1961	Income Tax Regular Assessment dues	Assessment Year 2012-13	77.68	CIT (Appeals)- Mumbai
Income Tax Act, 1961	Interest on TDS u/s 201(IA)	Assessment Year 2012-13	70.01	ACIT (TDS)-3(2)
Total			4969.12	

- c) The respective entities have been regular in transferring amounts to the Investor Education and Protection Fund in accordance with the relevant provisions of the Companies Act, 1956 (1 of 1956) and Rules made thereunder within time.
- 8) The Consolidated accumulated losses of the Group, associate companies and jointly controlled entity are not more than fifty percent of its net worth. The Group has incurred cash losses (including the results of the associate company consolidated as per equity method) during the year covered by the audit and also in the immediately preceding financial year.
- 9) In our opinion and the opinion of the other auditors and according to the information and explanations given to us and the other auditors, the Group, associate companies and jointly controlled entity have not defaulted in the repayment of dues to financial institutions, banks and debenture holders except for an overdue amount of Rs. 17,765.73 Lacs towards principal and interest.
- 10) In our opinion and the opinion of the other auditors and according to the information and explanations given to us and the other auditors, the terms and conditions of the guarantees given by the Group, associate companies and jointly controlled entity for loans taken by others outside of the Group and its associates from banks and financial institutions are not, prima facie, prejudicial to the interest of the Group, its associates and jointly controlled entity.
- 11) In our opinion and the opinion of the other auditors and according to the information and explanations given to us and the other auditors, the term loans have been applied by the Group, associate companies and jointly controlled entity during the year for the purposes for which they were obtained, other than temporary deployment pending application.
- 12) To the best of our knowledge and according to the information and explanations given to us and the other auditors, no fraud by the Group, associate companies and jointly controlled entity and no material fraud on the Group, associate companies and jointly controlled entity has been noticed or reported during the year.

For Bharat Shah & Associates
Chartered Accountants
Firm Reg. No. 101249W

(Bharat A. Shah)
Proprietor.
Membership No.32281

Place :Mumbai
Date : May 30, 2015

CONSOLIDATED BALANCE SHEET AS AT MARCH 31, 2015

(₹ in Lacs)

Particulars	Note No.	As at March 31, 2015	As at March 31, 2014
I. EQUITY AND LIABILITIES			
SHAREHOLDERS FUNDS			
Share Capital	2	21,657.12	21,657.12
Reserves and Surplus	3	<u>211,813.45</u>	<u>261,274.57</u>
		233,470.57	282,931.69
Minority Interest		7,267.64	7,274.86
NON CURRENT LIABILITIES			
Long-Term Borrowings	4	229,490.16	192,449.83
Deferred Tax Liability	5	110.82	108.49
Other Non Current Liabilities	6	18,975.29	10,464.29
Long-Term Provisions	7	<u>21.94</u>	<u>26.53</u>
		248,598.21	203,049.14
CURRENT LIABILITIES			
Short-Term Borrowings	8	37,922.25	17,737.30
Trade Payables	9	15,303.71	71,585.59
Other Current Liabilities	10	100,865.22	125,030.48
Short-Term Provisions	11	<u>57.62</u>	<u>38.32</u>
		154,148.80	214,391.69
Total		<u>643,485.22</u>	<u>707,647.38</u>
II. ASSETS			
NON CURRENT ASSETS			
Fixed Assets			
Tangible Assets	12	45,067.94	45,170.59
Intangible Assets		12.54	16.41
Capital Work in Progress		<u>56,025.72</u>	<u>59,642.46</u>
		101,106.20	104,829.46
Non-Current Investments	13	421,890.58	454,420.54
Long-Term Loans and Advances	14	20,152.88	20,797.14
Other Non current assets	15	<u>2,290.00</u>	<u>2,299.00</u>
		444,333.46	477,516.68
CURRENT ASSETS			
Current Investments	16	3,637.72	3,645.37
Trade Receivables	17	20,493.77	71,911.31
Cash and Bank Balances	18	2,142.21	1,393.35
Short-Term Loans and Advances	19	71,749.14	48,344.70
Other Current Assets	20	<u>22.72</u>	<u>6.51</u>
		98,045.56	125,301.24
Total		<u>643,485.22</u>	<u>707,647.38</u>
Significant Accounting Policies	1		
Notes to Consolidated Financial Statements	2 to 38		

AS PER OUR REPORT OF EVEN DATE

For BHARAT SHAH & ASSOCIATES

Chartered Accountants

Firm Registration No. 101249W

BHARAT A. SHAH
(Proprietor)
Membership No. 32281

Date : May 30, 2015
Place : Mumbai

SUDIPAN BHADURI
Chief Financial Officer

NILESH MEHTA
Company Secretary

NIKHIL P. GANDHI
Chairman

AJAY KHERA
Managing Director &
Chief Executive Officer

FOR AND ON BEHALF OF THE BOARD OF DIRECTORS

CONSOLIDATED STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2015

(₹ in Lacs)

Particulars	Note No.	For the year ended March 31, 2015	For the year ended March 31, 2014
Revenue			
Revenue from Operations	21	8,282.79	38,495.46
Other Income	22	<u>478.02</u>	<u>114.69</u>
Total		<u>8,760.81</u>	<u>38,610.15</u>
Expenses			
Cost of Operations	23	-	34,924.17
Employee Benefits Expenses	24	1,095.03	731.32
Finance Costs	25	21,704.74	22,006.97
Depreciation and Amortisation Expenses	12	406.30	96.64
Other Expenses	26	<u>8,793.78</u>	<u>1,541.35</u>
Total		<u>31,999.85</u>	<u>59,300.45</u>
Loss before Tax		<u>(23,239.04)</u>	<u>(20,690.30)</u>
Tax Expenses:			
Current Tax		-	-
Deferred Tax		<u>-</u>	<u>102.35</u>
		-	102.35
Share of Minority Interest		6.04	6.03
Share of Profit of Associates		<u>(14,474.01)</u>	<u>346.71</u>
Loss for the Year		<u>(37,707.01)</u>	<u>(20,439.91)</u>
Earnings Per Share of Rs.10 each	28		
- Basic and Diluted (Rs.)		(17.41)	(9.44)
Significant Accounting Policies	1		
Notes to Consolidated Financial Statements	2 to 38		

AS PER OUR REPORT OF EVEN DATE

FOR AND ON BEHALF OF THE BOARD OF DIRECTORS

For BHARAT SHAH & ASSOCIATES
Chartered Accountants
Firm Registration No. 101249W

BHARAT A. SHAH
(Proprietor)
Membership No. 32281

SUDIPAN BHADURI
Chief Financial Officer

NIKHIL P. GANDHI
Chairman

Date : May 30, 2015
Place : Mumbai

NILESH MEHTA
Company Secretary

AJAY KHERA
Managing Director &
Chief Executive Officer

CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED AS ON MARCH 31, 2015

(₹ in Lacs)

Particulars	For the year ended March 31, 2015	For the year ended March 31, 2014
A Cash Flow From Operating Activities		
Net Profit/(Loss) before tax as per Profit & Loss Account	(23,239.04)	(20,690.30)
Adjusted for:		
Wealth Tax	1.56	
Depreciation	406.30	96.63
Interest Income	(85.51)	(54.56)
Dividend Income	(103.45)	(40.98)
Profit on Sale of Fixed Assets (Net)	(1.27)	(1.60)
Interest & Financial Charges	21,704.74	22,006.97
Miscellaneous Expenditure Written Off	9.00	9.00
Gain on Revaluation of fixed assets due to change in accounting policy	(279.58)	-
Balance Written off	0.11	-
Loss on Sale of Investment	7,106.78	58.98
Operating profit before working capital changes	5,519.64	1,384.12
Adjusted for:		
Trade & Other Receivables	28,003.96	(21,373.31)
Trade Payables, Creditors & Provisions	(64,490.76)	30,197.85
Cash Generated From Operations	(30,967.15)	10,208.67
Direct Tax Paid	(3.49)	(116.05)
Net Cash used in Operating Activities	(30,970.65)	10,093
B Cash Flow From Investing Activities		
Proceed of Deposits matured	-	2,196.02
Fixed Deposits placed with Banks	-	(2,196.02)
Purchase of fixed assets & Capital Work-in-Progress	(9,301.35)	(8,064.79)
Sale of fixed assets & Capital Work-in-Progress	12,794.20	4.05
Purchase of Investments	-	(5,374.89)
Sale of Investments	10,960.72	40.35
Dividend Income	103.12	40.66
Interest Income	85.51	54.56
Net Cash Flow used in Investing Activities	14,642.20	(13,300.06)
C Cash Flow From Financing Activities		
Dividend Paid	-	(0.45)
Proceeds of Long Term Borrowing (Net)	17,082.48	11,559.52
Short Term Borrowings (Net)	23,930.97	47.49
Interest & Financial Charges	(23,936.14)	(12,320.40)
Net Cash flow from Financing Activities	17,077.31	(713.85)
Net increase/ (decrease) in cash & cash equivalents	748.86	(3,921.29)
Cash & Cash equivalents (Opening)	1,393.35	5,319.34
(Less): Upon Desubsidiarisation of Subsidiary	-	(4.70)
Cash & Cash equivalents (Closing)	2,142.21	1,393.35

(i) The above Cash Flow Statement has been prepared under the "Indirect Method" as set out in Accounting Standard - 3 "Cash Flow Statements".

(ii) Figures in brackets indicate outflows.

AS PER OUR REPORT OF EVEN DATE

For BHARAT SHAH & ASSOCIATES

Chartered Accountants

Firm Registration No. 101249W

BHARAT A. SHAH
(Proprietor)
Membership No. 32281

Date : May 30, 2015
Place : Mumbai

SUDIPAN BHADURI
Chief Financial Officer

NILESH MEHTA
Company Secretary

FOR AND ON BEHALF OF THE BOARD OF DIRECTORS

NIKHIL P. GANDHI
Chairman

AJAY KHERA
Managing Director &
Chief Executive Officer

NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2015

NOTE-1

SIGNIFICANT ACCOUNTING POLICIES:

A. GENERAL

- (i) The Consolidated Financial Statements are prepared in accordance with Accounting Standard ("AS") 21 on Consolidated Financial Statements, AS 23 on Accounting for Investments in Associates in Consolidated Financial Statements and AS 27 on Financial reporting of Interest in Joint Venture issued by the Institute of Chartered Accountants of India. The Consolidated Financial Statements comprises the financial statement of SKIL Infrastructure Limited ("the Company"/"SKIL"), its subsidiaries, its associates and joint venture. The Company, its Subsidiaries, associates & joint venture constitute the SKIL Group. Reference in these notes to the 'Company' or SKIL shall mean to include SKIL Infrastructure Limited or any of its subsidiary or associate or joint venture consolidated in these financial statements unless otherwise stated.

The list of Subsidiary Companies, Associate Companies & Joint Venture which is included in consolidation and the Parent Company's holdings therein are as under:

The Subsidiary Companies considered in the consolidated financial statements are:

Name of the Subsidiaries/Fellow Subsidiaries	Country of Incorporation	Percentage of Ownership Interest
SKIL Karnataka SEZ Limited	India	100%
SKIL Advanced Systems Private Limited	India	100%
SKIL Singapore Pte. Ltd.	Singapore	100%
SKIL Shipyard Holdings Private Limited	India	100%
SKIL Himachal Infrastructure & Tourism Limited	India	100%
Pipavav Electronic Warfare Systems Pvt. Ltd.	India	100%
Energy India Corporation Limited	India	100%
Gujarat Dwarka Port-west Limited	India	73.60%
Metrotech Technology Park Private limited	India	100%
Jansampada Engineering Company Private Limited	India	100%
Navi Mumbai SMART CITY Infrastructure Pvt. Ltd.	India	84.96%
Chiplun FTWZ Private limited	India	52%
Pipavav Aero Infrastructure Pvt. Ltd.	India	100%
SKIL Midivisana Engineering Pvt. Ltd.	India	100%
SKIL Vision Aerial Solutions Pvt. Ltd.	India	100%

The Associates/Joint Venture considered in the consolidated financial statements are:

Name of the Company	Associate/ Joint Venture	Country of Incorporation	Percentage of Ownership Interest
Pipavav Defence and Offshore Engineering Company Limited	Associate	India	39.22%
Sohar Free Zone LLC	Joint Venture	Sultanate of Oman	33.33%

* Urban Infrastructure Holdings Pvt. Ltd. is an Associate of the Company, but the same has not been taken into consideration for consolidation purposes.

- (ii) The Company maintains its accounts on accrual basis following the historical cost convention in accordance with Generally Accepted Accounting Principles ("GAAP") & in compliance with the Accounting Standards referred in Section 133 and other provisions of the Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rules, 2014.
- (iii) The preparation of financial statements in conformity with GAAP requires that the management of the Company makes estimates & assumptions that affect the reported amounts of income & expenses of the period, the reported balances of assets & liabilities & the disclosures relating to contingent liabilities as of the date of the financial statements. Actual results could differ from estimates.
- (iv) The financial statements of the Company and its Subsidiary Companies have been consolidated on a line – by – line basis by adding together the book value of like items of assets, liabilities, income and expenses, after eliminating intra – group balances and intra – group transactions resulting in unrealized profits or unrealized cash losses.
- (v) The Consolidated financial statements have been prepared using uniform accounting policies for like transactions and other events in similar circumstances and are presented, to the extent possible, in the same manner as the company's separate financial statements.
- (vi) The excess of cost of investment in the Subsidiary Companies over the Company's portion of equity of the Subsidiary at the date of investment made is recognized in the financial statements as goodwill. The excess of Company's portion of equity of the Subsidiary over the cost of the investment therein is treated as Capital Reserve.
- (vii) Minority interest in the net assets of consolidated subsidiaries is identified and presented in the consolidated Balance Sheet separately from liabilities and equity of the Company's Shareholders.
- (viii) Minority Interest's share of Net Profit / (Loss) for the year of consolidated subsidiaries identified and adjusted against the profit after tax of the group.

NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2015

- (ix) Investment in associates where the company directly or indirectly through subsidiaries hold more than 20% of equity, are accounted for using equity method as per Accounting Standard 23 – “Accounting for investments in Associates in Consolidated Financial Statement” notified by Companies (Accounting Standard) Rules, 2006 (as amended).
- (x) Interest in Joint Ventures have been accounted by using the proportionate consolidation method as per Accounting Standard 27- “Financial Reporting of interests in Joint Ventures” notified by Companies (Accounting Standard) Rules, 2006 (as amended).
- (xi) The financial statements of the subsidiaries, associates and joint ventures used in the consolidation are drawn up to the same reporting date as that of the Company i.e. 31st March, 2015, except a joint venture for which financial statements as on the reporting date are not available. These have been consolidated based on the latest available financial statements.
- (xii) In the absence of financial statements as on the reporting date for an associate, no adjustment has been made in the consolidated financial statements.
- (xiii) Unaudited financial statements of SKIL Singapore Pte. Ltd, being a subsidiary, has been considered for consolidation.

B. VALUATION OF FIXED ASSETS & DEPRECIATION

- a) Fixed Assets are valued at cost of acquisition inclusive of inward freight, duties, taxes and incidental expenses, less accumulated depreciation.
- b) Expenditure related to and incurred during implementation of projects are included under Capital Work-in-progress and the same are capitalized under the appropriate heads on completion of the projects.
- c) The Company has changed its method of depreciation from Written Down Value Method (“WDV”) to Straight Line Method (“SLM”) with effect from 01st April, 2014. As a result of the change in the method of depreciation, difference between the carrying value as per WDV Method and SLM Method has been recognised in the Profit & Loss Account.
- d) Depreciation on tangible Fixed Assets is provided on Straight Line Method over the useful lives of the assets as prescribed under Part C of Schedule II of the Companies Act, 2013. Depreciation for assets purchased/sold during a period is proportionately charged. Further, the carrying value (net residual value) of assets whose remaining useful life is NIL as at 1st April, 2014, has been recognized in the opening balance of retained earnings.
- e) Depreciation on Intangible Fixed Assets has been accounted as per AS-26-Intangible Assets.

C. INVESTMENTS

Current investments are carried at the lower of cost & quoted/fair value, computed category wise. Long Term Investments are stated at cost. Provision for diminution in the value of long-term investments is made only if such a decline is other than temporary in the opinion of the management.

On disposal of investment, the difference between its carrying amount and net disposal proceeds is charged or credited to the statement of profit and loss.

D. REVENUE RECOGNITION

- i. Revenues are recognised when it is earned and no significant uncertainty exists as to its ultimate collection and includes, service tax, wherever applicable.
- ii. Interest income is recognised on a time proportion basis. Dividend is considered when the right to receive is established. Turnover includes sales of goods and services inclusive of applicable taxes and net of trade discounts.

E. INVENTORIES

Inventories are measured at cost. Cost is determined on weighted average basis.

F. EMPLOYEE BENEFITS

- i) Short term employee benefits are recognized as expenses in the Profit and Loss account of the year in which the related services is rendered.
- ii) Post employment and other long term employee benefits are recognized as an expense in the profit and loss account for the year in which the employee has rendered services. The expense is recognized at the present value of the amount payable determined using actuarial valuation techniques. Actuarial gains and losses in respect of post employment and other long term benefits are charged to the profit and loss account.

G. PROVISION FOR CURRENT AND DEFERRED TAXES:

Provision for Current Tax is made after taking into consideration benefits admissible under the provisions of Income Tax Act, 1961. Deferred tax resulting from “timing differences” between taxable and accounting income is accounted for using the tax rules and laws that are enacted or substantially enacted as on the balance sheet date. The Deferred Tax asset is recognised and is carried forward only to the extent there is a virtual certainty that the asset will be realized in future.

H. FOREIGN CURRENCY TRANSACTIONS:

- i) Transactions denominated in foreign currencies are normally recorded at the exchange rate prevailing on the date of the transaction.
- ii) Monetary items denominated in foreign currencies at the year end are restated at year end rates.
- iii) Non monetary foreign currency items are carried at cost.
- iv) Any income or expense on account of exchange difference either on settlement or on translation is recognised in the Profit & Loss Account.

NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2015

I. PROVISION, CONTINGENT LIABILITIES AND CONTINGENT ASSETS:

Provisions involving substantial degree of estimation in measurement are recognised when there is a present obligation as a result of past events and it is probable that there will be an outflow of resources. Contingent Liabilities are not recognised but are disclosed in the notes. Contingent Assets are neither recognised nor disclosed in the financial statements.

J. PRELIMINARY AND ISSUE EXPENSES

Preliminary and Expenses related to issue of equity and equity related instruments are amortised over a period of ten years as per Section 35D of Income Tax Act, 1961.

K. INTANGIBLE ASSETS

Intangible assets are stated at cost of acquisition less accumulated Amortization. Software, which is not integral part of the related hardware, is classified as an intangible asset and is amortized over the useful life of three years. Amortization is done on straight line method.

L. LEASES**Where the Company is lessee**

Leases where the lesser effectively retains substantially all the risk and benefits of ownership of the leased item, are classified as operating leases. Operating Lease payments are recognized as expenses in the statement of Profit and Loss account on a straight basis over the lease term.

M. EARNINGS PER SHARE

Basic earnings per share are calculated by dividing the net profit or loss for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the year.

For the purpose of calculating diluted earnings per share, the net profit or loss for the year attributable to equity shareholders and the weighted average number of shares outstanding during the year are adjusted for the effects of all dilutive potential equity shares.

(₹ in Lacs)

Particulars

As at
March 31, 2015 **As at**
March 31, 2014

NOTE - 2**SHARE CAPITAL****Authorised**

91,00,00,000 Equity Shares of Rs. 10/- each
(Previous Year 91,00,00,000)

	91,000.00	91,000.00
Total	91,000.00	91,000.00

Issued and Subscribed & Paid up

21,65,71,232 Equity Shares of Rs.10 each fully paid up
(Previous Year 21,65,71,232)

	21,657.12	21,657.12
Total	21,657.12	21,657.12

2.1 (a) Reconciliation of number of Equity shares outstanding at the beginning and at the end of the year

	As at March 31, 2015		As at March 31, 2014	
	No. of Shares	(Rs. In Lacs)	No. of Shares	(Rs. In Lacs)
No. of shares at the beginning of the year	216,571,232	21,657.12	10,740,000	1,074.00
Add: Shares issued during the year				
- On Preferential basis	-	-	-	-
- Scheme of Amalgamation and Arrangement	-	-	205,831,232	20,583.12
No. of shares at the end of the year	216,571,232	21,657.12	216,571,232	21,657.12

2.2 (a) Details of Shareholders, holding more than 5% of Paid up Equity Share Capital of the Company

Name of Shareholders	As at March 31, 2015		As at March 31, 2014	
	No. of Shares	% of Holding	No. of Shares	% of Holding
Metropolitan Industries	87,417,716	40.36%	87,546,827	40.42%
Montana Infrastructure Ltd	50,792,841	23.45%	52,792,841	24.38%
Ashoka Investment Holdings Private Ltd	11,276,659	5.21%	11,276,659	5.21%

NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2015

2.3 Right to Equity Shareholders :

The Company has only one class of Equity Share having par value of Rs.10 per share. Each Equity shareholder is eligible for one vote per share held. In the event of liquidation of the Company, the Equity shareholders will be entitled to receive any of the remaining assets of the Company, after distribution of all preferential amount. The distribution will be proportionate to the number of equity share held by the shareholders.

2.4 In terms of the Scheme of Amalgamation and Arrangement of erstwhile SKIL Infrastructure Limited ("SKIL"), Horizon Country Wide Logistics Limited ("HCWLL") and Fastlane Distriparks & Logistics Limited ("FDLL") with Horizon Infrastructure Limited (name changed to SKIL or "the Company"), the Company had issued and allotted 20,58,31,232 equity shares of Rs. 10/- each fully paid up of the Company to the shareholders of erstwhile SKIL, HCWLL, FDLL. Consequent upon the said allotment, the paid up share capital of the Company has increased from Rs.1,074 Lacs only to Rs. 21,657.12 Lacs only during the financial year 2013-14. The Company has received listing approval from National Stock Exchange of India Limited vide letter dated January 07, 2014 for the said shares.

(₹ in Lacs)		
Particulars	As at March 31, 2015	As at March 31, 2014
NOTE - 3		
RESERVES AND SURPLUS		
Securities Premium		
Balance as per last Balance Sheet	26,463.56	34,974.56
Less: Redemption Premium on Redeemable Non Convertible Bonds	<u>8,511.00</u>	<u>8,511.00</u>
	17,952.56	26,463.56
Foreign Currency Translation Reserve		
Balance as per last Balance Sheet	1,069.31	(374.89)
Add/ (Less) : During the year	<u>(639.02)</u>	<u>1,444.20</u>
	430.29	1,069.31
Statutory Reserve		
Balance as per last Balance Sheet	10.88	0.65
Add : Addition during the year	<u>0.90</u>	<u>10.23</u>
	11.78	10.88
Capital Reserve		
Balance as per last Balance Sheet	246,787.34	255,532.27
(Less): Merger Expenses	(2,500.00)	(61.47)
(Less): Goodwill	(0.02)	-
(Less): Losses transferred from Surplus account as per scheme of Merger	<u>-</u>	<u>(8,683.46)</u>
	244,287.32	246,787.34
Surplus		
Balance as per last Balance Sheet	(13,056.52)	(1,294.56)
Profit/(Loss) during the year	<u>(37,707.01)</u>	<u>(20,439.91)</u>
Amount available for appropriation	(50,763.53)	(21,734.47)
Add/(Less): Appropriations		
Depreciation Retain Earning	(104.97)	-
Short Income Tax Provision	-	(14.69)
Transfer to Statutory Reserve	-	(10.23)
Profit on Disposal of Investment in Subsidiary	-	19.41
	<u>(50,868.50)</u>	<u>(21,739.98)</u>
Less : Transfer to Capital Reserve as per scheme of Merger	<u>-</u>	<u>(8,683.46)</u>
	(50,868.50)	(13,056.52)
Total	<u>211,813.45</u>	<u>261,274.57</u>

NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2015

Particulars	(₹ in Lacs)	
	As at March 31, 2015	As at March 31, 2014
NOTE - 4		
LONG TERM BORROWINGS		
SECURED		
Term Loan from Banks	46,034.51	79,227.05
Term Loan from a Financial Institution	11,745.00	-
Inter Corporate Deposits	39,799.85	7,807.95
Vehicle Loans	10.80	14.83
275 Nos. (previous year NIL) 14% Secured NCD of Rs. 1,00,00,000 each	27,500.00	-
	125,090.16	87,049.83
UNSECURED		
175 Nos. (previous year 175 Nos.) 3% Redeemable Non Convertible Bonds of Rs.1,00,00,000 each	17,500.00	17,500.00
829 Nos. (previous year 829 Nos.) 0% Redeemable Non Convertible Bonds of Rs.1,00,00,000 each	82,900.00	82,900.00
Inter Corporate Deposits		
- Related Parties	4,000.00	4,000.00
- Others	-	1,000.00
	104,400.00	105,400.00
Total	229,490.16	192,449.83

4.1 Term loan from Bank / Financial Institution and Inter Corporate Deposits referred to above and Rs. 48,623.53 Lacs included in current maturities of long term debt in Note No. 10 are secured as under:

- i) Rs.11,000 Lacs from a Bank is secured by way of pledge of 171,33,846 shares of Pipavav Defence Offshore & Eng. Co. Ltd held by Company and further secured by way of Equitable mortgage of land owned by other Body Corporates.
- ii) Term loan of Rs. 8,790.02 Lacs from Bank is secured by :
 - Exclusive pari passu charge on the entire moveable and immovable assets, current assets of the Company both present & future related to CFS project.
 - Exclusive charge on immovable property of other body corporate.
 - Pledge of 34,23,651 shares of Company held by others.
 - First pari-passu charge on immovable property of subsidiary company.
 - Corporate Guarantee given by subsidiary and other body corporate.
 - Personal guarantee given by two Directors of the Company.
- iii) Term loan of Rs. 24,967.46 Lacs from Banks are secured by :
 - First pari-passu charge on the entire present & future project moveable and immovable assets and all right, title & interest of the SKIL (earlier transferor company 'FDLL') related to CFS Project of the Company.
 - Second charge on present & future current assets of the Company ('FDLL').
 - First pari-passu charge on immovable property of other body corporates, and further secured by personal guarantee given by a Director.
 - Pledge of 60,18,075 shares of Company held by others.
 - Corporate Guarantee given by subsidiary and other body corporate.
 - Personal guarantee given by two Directors of the Company.
- iv) Term loan of Rs. 5,586.80 Lacs from Bank is secured by :
 - First mortgage and charge on all immoveable and moveable properties of the Company (related to erstwhile Horizon Infrastructure Ltd) , both present and future.
 - Exclusive charge on immovable property of Subsidiary.
 - Pledge of investment of Shares in Subsidiary.
 - Personal guarantee given by Two Directors of the Company.
 - Pledge of 13,22,764 shares of Company held by others.
- v) Term loan of Rs. 17,500 Lacs from a Bank is secured by way of Equitable mortgage of land owned by other body corporate along with corporate guarantee given by the same Company. Further loan is secured by personal guarantee given by two Directors of the Company.

NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2015

- vi) Rs. 23,000 Lacs from a Financial Institution is secured by way of pledge of 3,93,90,826 shares of Pipavav Defence Offshore & Eng. Co. Ltd held by Company and 3,12,11,384 shares of Company held by promoters.
- vii) Above Inter Corporate Deposit of Rs. 16,999.85 Lacs is secured by way of pledge of 2,22,96,694 shares of Pipavav Defence Offshore & Eng. Co. Ltd held by Company and 1,56,66,820 shares of Company held by promoters and further secured by way of hypothecation of entire fixed assets of the Company (earlier transferor company 'SKIL') & equitable mortgage of land owned by other Body Corporate.
- viii) Above Inter Corporate Deposit of Rs. 251.56 Lacs is secured by way of pledge of 1,06,00,093 shares of company held by promoters of Company.
- ix) Inter Corporate Deposit of Rs. 22,800.00 lacs is secured by first pari Pasu charge on immovable property of the subsidiary company and further secured by hypothecation of Plant & Machinery and Equipment upto 50%.
- x) Term Loan from bank of Rs. 3,562.20 Lacs is Secured by commercial mortgage, assignments of all receivables, all insurance on the project, assignment of advance payment guarantees and performance bonds from the construction contractors undertaking from Sohar Free Zone LLC.
- xi) Rs. 11,745 lacs from a Financial Institution is secured by immovable properties of other body corporates.
- xii) During the year, a subsidiary of the Company has issued 275 Nos. (Previous year NIL) 14% Secured Non convertible Debentures (NCD's) having Face value of Rs. 1,00,00,000/- each redeemable after 48 months from the date of issue of the debentures, i.e. 22.01.2015. Above 275 Nos. of 14% Secured NCD's has been secured by way of pledge of 2,89,42,196 shares of Pipavav Defence & Offshore Engg. Co. Ltd., 1,17,77,881 Nos. of shares of the Company held by promoter, 3,85,629 Nos. of Shares of Montana Infrastructure Ltd held by Other Entity, 1950 Units of Urban Infrastructure Opportunity Fund held by the Company and further secured by first charge on leasehold immovable property and Irrevocable and unconditional Personal Guarantee by two directors of the Company.

4.2 Term Loans from a Bank, a Financial Institution and Inter Corporate Deposits referred to above and Rs. 48,623.53/- lacs included in current maturities of long term debts in Note No. 10 are guaranteed by one of the Directors of the Company in his personal capacity, carry interest rates ranging from 13.00% to 17.50%. and are to be repaid as under :

Year	Amounts In Lacs
2015-16	48,123.28
2016-17	22,820.85
2017-18	15,017.45
2018-19	13,918.69
2019-20	23,345.54
2020-21	9,590.54
2021-22	6,884.87
2022-23	2,939.46

Secured loan of Sohar Free Zone LLC (JV)	
Within 1 Year	500.25
2-5 years	2,178.18
After 5 Years	883.77

4.3 Vehicles Loans referred to above and Rs. 11.38 Lacs included in current maturities of long term debts in Note No.10 are secured by way of the hypothecation of the specific vehicles financed. The loans are repayable in 36 to 60 monthly installments (Including interest) as per repayment schedule.

4.4 As on March 31, 2015, the Company has overdue of Rs. 2,751.56 Lacs and Rs. 6,262.00 Lacs towards principal and interest amount respectively.

(₹ in Lacs)

Particulars

As at **As at**
March 31, 2015 **March 31, 2014**

NOTE - 5

DEFERRED TAX LIABILITY / (ASSETS)

As required by Accounting Standard 22 on "Accounting for Taxes on Income" Deferred Tax comprises of the following items:

Deferred Tax Liabilities

- Related to Fixed Assets

Deferred Tax Assets

110.82	108.49
-	-
110.82	108.49

NOTE - 6

OTHER NON CURRENT LIABILITIES

Redemption Premium Payable on Redeemable Non Convertible Bonds

18,975.29	10,464.29
18,975.29	10,464.29

NOTE - 7

LONG-TERM PROVISIONS

Provision for Gratuity

21.94	26.53
21.94	26.53

NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2015

(₹ in Lacs)

Particulars	As at March 31, 2015	As at March 31, 2014
NOTE - 8		
SHORT TERM BORROWINGS		
SECURED		
-From Bank	2,500.00	1,346.02
Term Loan:		
-From Financial Institution	10,300.00	11,250.00
-Inter Corporate Deposits	24,112.25	4,076.53
	36,912.25	16,672.55
UNSECURED		
Inter Corporate Deposits		
- Related Parties (Refer Note No.32)	410.00	390.25
- Others	600.00	674.50
	1,010.00	1,064.75
Total	37,922.25	17,737.30
8.1 Rs. 2,500.00 lacs from a Bank is secured by way of pledge of 25,00,000 shares of the Company held by promoter and further secured by mortgage of land owned by a subsidiary and other Body Corporates and certain unquoted investment of the Company.		
8.2 Rs. 10,300.00 lacs from a Financial Institution is secured by way of pledge of 2,15,62,045 shares of Pipavav Defence & Offshore Eng. Co. Ltd. held by Company and its subsidiary company and 1,76,66,821 shares of the Company held by promoters		
8.3 Term loan of Rs. 1,612.25 lacs are secured by by way of pledge of 10,57,500 shares of Pipavav Defence & Offshore Eng. Co. Ltd. held by Company and further secured by equitable mortgage of land owned by other Body Corporate.		
8.4 Term Loan of Rs. 2,500.00 lacs is Secured by First Charge on movable Fixed Assets & Current Assets of a subsidiary of the Company and further secured by Equitable mortgage of land held by other body corporate.		
8.5 Term Loans from Bank, a Financial Institution and Inter Corporate Deposits amounting to Rs. 16,912.25 lacs are guaranteed by one of the Directors of the Company in his personal capacity.		
8.6 As on March 31, 2015, the company has overdue of Rs. 13,029.00 lacs and Rs. 1,096.63 lacs towards principal and interest amount respectively.		

Particulars	As at March 31, 2015	As at March 31, 2014
NOTE - 9		
TRADE PAYABLES		
Due to Micro, Small and Medium Enterprises	-	-
Due to Others	15,303.71	71,585.59
	15,303.71	71,585.59
	15,303.71	71,585.59

9.1 The details of amounts outstanding to Micro, Small and Medium Enterprises under Section 22 of the Micro, Small and Medium Enterprises Development Act, 2006 (MSMED Act), based on the available information with the Company are as under:

Sr. No.	Particulars	March 31, 2015	March 31, 2014
(i)	Principal amount remaining unpaid	Nil	Nil
(ii)	Interest paid by the Company in terms of Section 16 of Micro, Small and Medium Enterprises Development Act, 2006	Nil	Nil
(iii)	Interest due and payable for the year of delay in payment	Nil	Nil
(iv)	Interest accrued and remaining unpaid	Nil	Nil
(v)	Interest remaining due and payable even in succeeding years	Nil	Nil

NOTE - 10**OTHER CURRENT LIABILITIES**

Current Maturities of Long Term Debts	48,634.91	62,587.64
Advance Received	28,893.30	33,335.98
Interest Accrued & Due on loans	7,808.37	12,198.52
Interest Accrued but not due on loans	408.51	508.86
Other Payables		
-Statutory Dues	4,202.63	3,923.58
-Others	10,914.63	12,473.48
	15,117.25	16,397.06
Unpaid Dividend	2.87	2.42
Total	100,865.22	125,030.48

NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2015

(₹ in Lacs)

Particulars

As at March 31, 2015

As at March 31, 2014

NOTE - 11

SHORT TERM PROVISIONS

Provision for Gratuity	54.02	36.28
Provision for Wealth Tax	3.60	2.04
Total	57.62	38.32

NOTE - 12

FIXED ASSETS

PARTICULARS	GROSS BLOCK					DEPRECIATION / AMORTISATION					Transfer to Retained Earnings	NET BLOCK	
	As at 01.04.2014	Additions	Deductions / Adjustments #	Foreign Exchange Adj	As at 31.03.2015	Up To 01.04.2014	For The Period	Deductions / Adjustments	Foreign Exchange Adj	Up To 31.03.2015		As at 31.03.2015	As at 01.04.2014
Tangible Assets													
Leasehold Land	534.29	-	-	-	534.29	32.38	-	-	-	32.38	-	501.91	501.91
Freehold Land	40,891.35	96.75	-	-	40,988.10	-	-	-	-	-	-	40,988.10	40,891.35
Building	3,466.26	-	-	74.47	3,540.73	13.62	251.37	-	3.80	268.79	-	3,271.94	3,452.64
Furniture & Fixtures	97.85	-	21.10	0.04	118.99	72.58	15.03	-	0.18	87.79	0.08	31.12	25.27
Office Equipments	211.45	2.28	23.53	0.07	237.34	161.27	14.54	(2.96)	0.30	179.06	35.32	22.95	50.19
Vehicles	1,390.32	14.05	121.46	-	1,525.83	1,141.08	141.54	78.27	-	1,204.35	69.57	251.91	249.24
Total	46,591.52	113.08	166.09	74.58	46,945.28	1,420.93	422.48	75.32	4.28	1,772.37	104.97	45,067.94	45,170.59
Intangible Assets													
Computer Softwares*	6.84	0.54	-	-	7.38	4.36	0.95	-	-	5.32	-	2.07	2.48
Software	17.22	-	-	0.37	17.59	3.29	3.48	-	0.34	7.11	-	10.48	13.93
Total	24.06	0.54	-	0.37	24.97	7.65	4.44	-	0.34	12.42	-	12.55	16.41
Grand Total	46,615.58	113.62	166.09	74.95	46,970.26	1,428.58	426.92	75.32	4.62	1,784.80	104.97	45,080.49	45,187.00
Previous Year	43,159.77	3,476.23	22.05	1.63	46,615.58	1,324.41	123.69	19.60	0.08	1,428.58	-	45,187.00	

* Other than internally generated

Deduction/ Adjustments

- During the year, the Company has changed Method of Depreciation from Written Down Value (WDV) Method to Straight Line Method (SLM) (Refer Note No. 1.4) as a result of which, there is a Gain on Revaluation of Fixed Assets of Rs. 279.58 lacs which is added to the Gross Block and has been credited to Profit & Loss Account. Consequent to this change, the depreciation charge for the year is higher by Rs. 65.32 lacs and the loss for the year is higher by 0.36%.
- During the year, fixed assets costing Rs. 105.42 lacs were sold which are deducted from the Gross Block.
- Residual value in fixed assets whose useful life had become NIL and residual value in the fixed assets of assets sold during the year totalling to Rs. 8.18 lacs were written off which are deducted from the Gross Block.

Consequent to the applicability of the Companies Act, 2013 ('the Act') to accounting periods commencing on or after 01st April, 2014, the Company has computed the depreciation charge for the year with reference to the estimated useful lives of the Fixed Assets as prescribed in Schedule II of the Act. As a result of this change, the carrying value (net residual value) of Rs. 104.79 lacs of Assets whose remaining useful life is NIL as at 1st April, 2014, has been recognized in the opening balance of retained earnings.

Particulars

Number of shares
March 31, 2015 **March 31, 2014** **As at March 31, 2015** **As at March 31, 2014**

NOTE - 13

NON CURRENT INVESTMENTS

Long Term Investment (Trade)

In Equity Shares of Associate Companies

-Unquoted Fully Paid up

Urban Infrastructure Holdings Private Limited of Rs. 10/- each	124,156,500	124,156,500	106,364.67	106,364.67
Total (A)			106,364.67	106,364.67

-Quoted Fully Paid up

Pipavav Defence and Offshore Engineering Co.Ltd. of Rs. 10/- each	288,751,334	305,414,729	247,237.07	277,707.49
Total (B)			247,237.07	277,707.49

In Equity Shares of Other Companies

-Quoted Fully Paid Up

Everonn Education Ltd. of Rs. 10/- each	3,356,591	4,000,000	10,744.43	12,803.98
Total (C)			10,744.43	12,803.98

NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2015

(₹ in Lacs)

Particulars	Number of shares		As at	
	March 31, 2015	March 31, 2014	March 31, 2015	March 31, 2014
In Equity Shares of Other Companies				
-Unquoted Fully Paid Up				
Mumbai SEZ Limited of Rs.10/- each	146,408,090	146,408,090	42,627.11	42,627.11
Donyi Polo Petrochemicals Limited of Rs. 10/- each	2,625,500	2,625,500	227.48	227.48
Karanja Terminal & Logistics Pvt. Ltd. of Rs.10/- each	24,500	24,500	2.45	2.45
Shriram New Horizons Ltd. of Rs.10/- each (Earlier known as New Horizons India Ltd.)	5,000,000	5,000,000	4,500.00	4,500.00
Total (D)			47,357.54	47,357.54
-Unquoted Fully Paid Up - Others				
Fastlane Distriparks & Logistics Limited's Trust	5,934,328	5,934,328	3,857.32	3,857.31
Horizon Country Wide Logistics Limited's Trust	9,308,160	9,308,160	6,329.55	6,329.55
Total (E)			10,186.87	10,186.86
Total (A+B+C+D+E)			421,890.58	454,420.54

13.1 Details of shares pledged :

- (a) Investment in Everonn Education Limited includes 33,56,591 (Previous Year 40,00,000) shares pledged with the lenders of subsidiaries of an associate.
- (b) Investment in Pipavav Defence and Offshore Engineering Co.Ltd. includes.
- 12,16,50,500 (Previous Year 12,16,50,500) shares pledged with the lenders of an associate of the Company,
 - 10,14,40,911 shares pledged with lenders of the Company and 2,89,42,196 shares pledged with the NCD Holders of the Company (Previous year 1,83,33,846 shares pledged with lenders of the company and 12,63,04,425 shares pledged with the lenders of the Company and a subsidiary Company).
 - 3,56,12,726 (Previous Year 3,80,20,957) shares pledged with lenders of a subsidiary of an associate Company.
- (c) Certain Investment in Unquoted Equity shares of Associates & other companies are under pledge / negative lien with the lenders.

13.2 Refer Note No.1.5 for the basis of valuation.**13.3 Aggregate Value of: -**

Particulars	As at	
	March 31, 2015	March 31, 2014
Quoted Investments		
Book Value	257,981.50	290,511.47
Market Value	166,018.61	109,624.81
Unquoted Investments		
Book Value	163,909.08	163,909.07

NOTE - 14**LONG-TERM LOANS AND ADVANCES**

(Unsecured and Considered Good)

Capital Advance	16,627.81	17,505.23
Deposits		
-Others	1,694.73	1,465.06
Advance Tax (Net)	1,830.34	1,826.85
Total	20,152.88	20,797.14

NOTE - 15**OTHER NON CURRENT ASSETS**

Preliminary Expenses	25.00	34.00
Advance Given	2,265.00	2,265.00
Total	2,290.00	2,299.00

NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2015

(₹ in Lacs)

	Number of Shares		As at	As at
	March 31, 2015	March 31, 2014	March 31, 2015	March 31, 2014
NOTE - 16				
CURRENT INVESTMENTS				
In Equity Shares				
Quoted Fully Paid up				
Batliboi Ltd. of Rs. 5/- each	41,000	41,000	9.64	9.64
BF Utilities Ltd. of Rs. 5/- each	200	200	1.57	1.57
Gajra Bevel Gears Ltd. of Rs. 10/- each	19,000	19,000	0.66	0.66
Gujarat Narmada Valley Fertilizers & Chemicals Ltd. of Rs. 10/- each	1,000	1,000	0.96	0.96
Gulf Oil Ltd. of Rs. 2/- each	-	7,050		5.66
Gulf Oil Corporation Ltd of Rs. 2/- each	3,525	-	2.83	-
Gulf Oil Lubricants India Ltd of Rs. 2/- each	3,525	-	2.83	-
Ramco Systems Ltd. of Rs. 10/- each	7,000	7,000	7.71	7.71
Reliance Industrial Infrastructure Ltd. of Rs. 10/- each	5,200	5,200	32.79	32.79
Reliance Power Ltd. of Rs.10/- each	10,125	10,125	13.13	13.13
Sahara Housingfina Corporation Ltd. of Rs.10/- each	500	500	0.43	0.43
B.A.G. Films and Media Ltd. of Rs. 2/- each	9,900	9,900	0.72	0.72
Reliance Industries Ltd. of Rs. 10/- each	542	542	5.68	5.68
Bank of Baroda of Rs. 10/- each (Previous year Rs. 10/- each)	25,980	5,196	50.05	50.05
Gitanjali Gems Ltd. of Rs. 10/- each	5,311	5,311	13.18	13.18
DS Kulkarni Developers Ltd. of Rs. 10/- each	724	724	0.39	0.39
INOX Leisure Ltd. of Rs. 10/- each	217	217	0.10	0.10
Varun Industries Ltd. of Rs. 10/- each	1,105	1,105	2.03	2.03
Rural Electrification Corporation Ltd. of Rs. 10/- each	276	276	0.70	0.70
BF Investment Ltd of Rs. 5/- each	200	200	3.30	3.30
In Units				
Quoted Fully Paid up				
Investment in HDFC Cash Mgmt. Fund - Treasury Adavantage Plan -	47,927	47,927	4.81	4.81
Wholesale -Daily Dividend of Rs. 10/- each				
Investment in HDFC Cash Mgmt. Fund - Treasury Adavantage Plan -	7,807	4,527	0.78	0.45
Retail -Daily Dividend of Rs. 10/- each				
Unquoted Fully Paid up				
Urban Infrastructure Opportunities Fund of Rs. 87060/- (Previous Year Rs.87350/-) each	2,750	2,750	3,483.45	3,491.43
Total			3,637.72	3,645.37

16.1 Refer Note No.1C for basis of valuation.

16.2 Aggregate Value of: -

Particulars	As at March 31, 2015	As at March 31, 2014
Quoted Investments		
Book Value	154.27	153.94
Market Value	162.35	108.80
Unquoted Investments		
Book Value	3,483.45	3,491.43

Particulars	As at March 31, 2015	As at March 31, 2014
NOTE - 17		
TRADE RECEIVABLES		
(Unsecured & Considered Good)		
Outstanding for more than Six months	19,828.77	48,496.94
Others	665.00	23,414.37
Total	20,493.77	71,911.31

NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2015

(₹ in Lacs)

Particulars	As at March 31, 2015	As at March 31, 2014
NOTE - 18		
CASH AND BANK BALANCES		
Cash & Cash Equivalents		
Balance with Banks in current account	1,676.70	1,333.97
Balance with Banks in deposit account	246.25	28.62
Balance with Banks in dividend account	2.87	2.42
Cash on hand	216.39	28.34
	<u>2,142.21</u>	<u>1,393.35</u>
	2,142.21	1,393.35
NOTE - 19		
SHORT TERM LOANS & ADVANCES		
(Unsecured, Considered Good unless otherwise stated)		
Other advances recoverable in cash or kind or for value to be received:		
-Related Parties	1,949.39	9,143.25
-Directors and Other Relatives	35.90	38.75
-Others		
Considered Good	69,704.79	39,120.86
Considered Doubtful	31.50	31.50
	<u>71,721.58</u>	<u>48,334.37</u>
Less : Provision for Doubtful Debts	<u>31.50</u>	<u>31.50</u>
	71,690.08	48,302.87
Deposits:		
-Related Parties	-	14.50
-Others	59.06	27.33
	<u>59.06</u>	<u>41.83</u>
	71,749.14	48,344.70
NOTE - 20		
OTHER CURRENT ASSETS		
Other Receivables	<u>22.72</u>	<u>6.51</u>
	22.72	6.51
Particulars	For the year ended March 31, 2015	For the year ended March 31, 2014
NOTE - 21		
REVENUE FROM OPERATIONS		
Other Operating Revenue		
Income from Operations	1,312.42	38,495.46
Other Operating Revenue	6,970.37	-
	<u>8,282.79</u>	<u>38,495.46</u>
NOTE - 22		
OTHER INCOME		
Dividend Income from other than Subsidiary on		
-Current investments	103.45	40.98
Gain on Revaluation of fixed Assets as per change in Accounting policy	279.58	-
Profit on Sale of Fixed Assets (Net)	1.75	1.60
Interest Income	85.51	54.56
Sundry Balances Written back (Net)	-	5.59
Miscellaneous Income	7.73	11.95
	<u>478.02</u>	<u>114.69</u>
NOTE - 23		
COST OF OPERATIONS		
Operational Expenses	-	34,924.17
	<u>-</u>	<u>34,924.17</u>

NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2015

(₹ in Lacs)

Particulars	For the year ended March 31, 2015	For the year ended March 31, 2014
NOTE - 24		
EMPLOYEE BENEFITS EXPENSES		
Salaries and Wages	1,079.94	721.89
Gratuity Expenses	11.42	5.68
Contribution to Provident fund and Other Fund	1.40	1.58
Staff Welfare	2.28	2.18
	1,095.03	731.32

24.1 Employee Benefits:

As per Accounting Standard 15 "Employee Benefits", the disclosure of employee benefits as defined in the accounting standards are given below:

Defined Contribution Plan

Particulars	2014-15	2013-14
Employers Contribution to Provident Fund	0.89	1.21
Employers Contribution to Pension Fund	0.52	0.40
	1.41	1.62

Defined Benefit Plan (Unfunded)

The Employees Gratuity Fund Scheme of the Company is a defined benefit plan. The present value of obligation is determined based on actuarial valuation using the Projected Unit Credit Method, which recognises each period of service as giving rise to additional unit of employee benefit entitlement and measures each unit separately to build up the final obligation.

a) Reconciliation of opening and closing balances of the present value of the defined benefit obligation.

Particulars	2014-15	2013-14
Defined Benefit Obligation at beginning of the year	62.82	57.14
Current & Past Service Cost	1.76	2.06
Current Interest Cost	4.25	3.76
Past Service Cost (Non-vested Benefits)	-	-
Actuarial (Gain) / Loss	5.41	(0.15)
Benefits paid	(0.60)	-
Defined Benefit Obligation at the end of the year	73.63	62.82

b) Reconciliation of Present Value of Obligation and Fair Value of Plan Assets

Particulars	2014-15	2013-14
Fair Value of Plan Assets at the end of the year	-	-
Defined Benefit Obligation at end of year	73.63	62.82
Liabilities recognized in the Balance Sheet	73.63	62.82

c) Expenses recognized during the year

Particulars	2014-15	2013-14
Current & Past Service Cost	1.76	2.06
Interest Cost	4.25	3.76
Past Service Cost (Non-vested Benefits)	-	-
Expected Return on Plan Assets	-	-
Actuarial (Gain) / Loss	5.41	(0.15)
Net Cost Recognised in Profit and Loss Account	11.42	5.68

d) Assumptions used to determine the defined benefit obligations

Particulars	2014-15	2013-14
Mortality Table (LIC)	LIC (1994-96)Ultimate	
Discount Rate (p.a.)	8.05%	9.15%
Estimated Rate of Return on Plan Asset	0.00%	0.00%
Expected Rate of increase in Salary (p.a.)	7.00%	7.00%

The estimates of rate of increase in salary considered in actuarial valuation, taking into account, inflation, seniority, promotion, attrition and other relevant factors including supply and demand in the employment market. The above information is certified by Actuary.

NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2015

(₹ in Lacs)

Particulars	For the year ended March 31, 2015	For the year ended March 31, 2014
NOTE - 25		
FINANCE COST		
Interest Expenses	21,690.70	21,942.36
Other Borrowing Costs	14.04	64.61
	21,704.74	22,006.97

NOTE - 26

OTHER EXPENSES

Advertisement & Business Promotion Expenses	18.86	17.76
Bank Charges & Commission	6.49	1.38
Rent	119.72	148.77
Rates and Taxes	32.09	231.67
Printing and Stationery	8.03	5.12
Postage & Courier	23.36	21.99
Repair and Maintenance - Other	15.91	29.70
Manpower & Security Charges	19.77	159.02
Communication Expenses	0.09	0.37
Travelling, Conveyance & Vehicle Expenses	57.71	76.59
Wealth Tax	1.56	1.12
Legal and Professional Charges	161.14	252.56
Loss on Sale of Fixed assets	0.48	-
Administrative & Office Expenses	578.77	321.63
Other Miscellaneous Expenses	0.02	0.04
Payment to Auditors (Refer Note No.26.1)	27.89	30.52
Prior Period Expenses	23.54	-
Loss on Sale of Investment	7,106.78	58.98
Donation	-	1.00
Sundry Balance Written off (Net)	0.11	-
Preliminary, Pre-Operative & Share issue expenses written off	9.00	9.00
Sitting Fees to Directors	8.49	1.60
Insurance Charges	2.04	4.63
Interest on Stamp duty	150.00	-
Interest on TDS	421.93	167.90
	8,793.78	1,541.35

26.1 Payment To Auditors (Including Service Tax)

Particulars	For the year ended March 31, 2015	For the year ended March 31, 2014
Audit Fees	21.91	20.02
Tax Audit Fees	2.50	2.28
Certification Charges	-	-
Other matters	0.41	7.75
Service Tax	3.07	3.44 #
Total	27.89	33.49

2.97 Lacs were Adjusted against Cenvat credit

NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2015

NOTE - 27

List of Companies considered in the Consolidated Financial Statement are as follows :

1	SKIL-Himachal Infrastructure & Tourism Limited	India	100.00%	Subsidiary
2	SKIL Shipyard Holdings Private Limited	India	100.00%	Subsidiary
3	SKIL Karnataka SEZ Limited	India	100.00%	Subsidiary
4	SKIL (Singapore) Pte Limited of Singapore	Singapore	100.00%	Subsidiary
5	Pipavav Electronic Warfare Systems Private Limited (Earlier known as SKIL Strategic Deterrence Systems Pvt. Ltd.)	India	100.00%	Subsidiary
6	Energy India Corporation Limited	India	100.00%	Subsidiary
7	SKIL Advanced Systems Private Limited	India	100.00%	Subsidiary
8	Chiplun FTWZ Pvt. Ltd.	India	52.00%	Subsidiary
9	Metrotech Technology Park Pvt. Ltd.	India	100.00%	Subsidiary
10	Jansampada Engineering Company Pvt. Ltd. (Earlier known as Jansampada Infraprojects Pvt. Ltd.)	India	100.00%	Subsidiary
11	Navi Mumbai SMART CITY Infrastructure Pvt Ltd. (Earlier Known as Mahakaleshwar Knowledge Infrastructure Pvt. Ltd.)	India	84.96%	Subsidiary
12	Gujarat-Dwarka Portwest Limited (Earlier Known as Gujarat Positra Port Company Limited)	India	73.60%	Subsidiary
13	Pipavav Aero Infrastructure Pvt. Ltd.	India	100.00%	Step-Down Subsidiary
14	SKIL Midivisana Engineering Pvt Ltd.	India	100.00%	Step-Down Subsidiary
15	SKIL Vision Aerial Solutions Pvt.Ltd.	India	100.00%	Step-Down Subsidiary
16	Pipavav Defence and Offshore Engineering Company Limited	India	39.22%	Associate
17	Sohar Free Zone LLC	Sultanate of Oman	33.33%	Joint Venture

Urban Infrastructure Holding Private Limited is an Associate of the Company, whose Profit / (loss) is not included in this Consolidated Financial Statements due to unavailability of financials of that Company.

(₹ in Lacs)

NOTE - 28

EARNINGS PER SHARE (EPS) - BASIC AND DILUTED

Particulars	2014-2015	2013-2014
Net Profit / (Loss) after Tax	(37,707.01)	(20,439.91)
Amount available for calculation of Basic & Diluted EPS	(37,707.01)	(20,439.91)
Weighted Average No. of Equity Shares outstanding for Basic & Diluted EPS (Nos.)	216,571,232	216,571,232
Basic & Diluted Earnings per share of Rs. 10/- each	(17.41)	(9.44)

NOTE - 29

CONTINGENT LIABILITIES AND COMMITMENTS

Particulars	2014-2015	2013-2014
a. Contingent Liabilities (To the extent not provided for):		
(No Cash Out Flow is expected)		
(i) Corporate guarantees given to Bank/Financial Institutions for borrowings taken by		
-Joint Venture	-	-
-Others	1,288,000.00	895,585.00
(ii) Income Tax Demands not acknowledged as debts	2,468.70	2,716.08
(iii) Suit filed against the Company not acknowledged as debt	41.49	-
b. Capital Commitments:		
Estimated amount of contracts remaining to be executed on Capital Accounts and not provided for (Net of Advances) as at 31st March, 2015 is Rs. 855.73 Lacs (Previous year Rs. 855.73 Lacs). (Cash flow is expected on execution of such Capital Contracts on Progressive basis).		

NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2015

NOTE - 30

The Scheme of Amalgamation and Arrangement between the Three Transferor Companies namely 1) SKIL Infrastructure Limited (SKIL), 2) Horizon Country Wide Logistics Limited (HCWLL), 3) Fastlane Distriparks and Logistics Limited (FDLL) and Transferee Company namely Horizon Infrastructure Limited had been approved by Hon'ble Bombay High Court u/s 391 to 394 read with Sections 78, 100 to 104 of the Companies Act, 1956 on September 20, 2013 and upon necessary filing with the Registrar of Companies on September 28, 2013, the scheme became effective, consequently the merger of Transferor Companies into Transferee Company becomes effective from the appointed date of April 01, 2011 and hence this merged statement of accounts had been prepared for financial year 2012-2013 and onwards. Pursuant to the Scheme, the Registrar of Companies, Mumbai, Maharashtra has sanctioned the change of the name of the Company from "Horizon Infrastructure Limited" to "SKIL Infrastructure Limited" vide fresh Certificate of Incorporation dated January 22, 2014.

NOTE - 31

In terms of the Scheme, the entire business and the whole of the undertaking of SKIL, HCWLL and FDLL, as a going concern stands transferred to and vested in the Company with effect from April 01, 2011, being the Merger Appointed Date. In consideration of the amalgamation of SKIL, HCWLL and FDLL with the Company, the Company issued 205,831,232 Equity Shares of Rs. 10/- each fully paid-up in the Company, aggregating to Rs. 20,583.12 Lacs in the following ratio : (i) 174,358,814 Equity Shares of Rs. 10/- to the shareholders of SKIL in the ratio of 11 Equity Shares of Rs. 10/- each of the Company for every 19 Equity Shares of Rs. 10/- each held by the Shareholders in SKIL; (ii) 20,060,249 Equity Shares of Rs. 10/- to the shareholders of HCWLL in the ratio of 10 Equity Shares of Rs. 10/- each of the Company for every 68 Equity Shares of Rs. 10/- each held by the Shareholders in HCWLL; and (iii) 11,412,169 Equity Shares of Rs. 10/- to the Shareholders of FDLL in the ratio of 10 Equity Shares of Rs. 10/- each of the Company for every 65 Equity Shares of Rs. 10/- each of the Company held by the Shareholders in FDLL.

Accounting for Amalgamation

The amalgamation of SKIL, HCWLL and FDLL with the Company is accounted for on the basis of the Purchase Method as envisaged in the Accounting Standard (AS) - 14 on Accounting for Amalgamations specified in the Companies (Accounting Standard) Rules, 2006 and in terms of the scheme, as below :

- All the assets and liabilities of all three transferor companies are valued at their fair value as Board of Directors had decided to follow Amalgamation in nature of Purchase Method and merged with assets and liabilities of transferee company. Suitable effect is given for following uniform accounting policies and methods.
- Aggregate excess of the value of net assets determined as per above, over the shares to be issued and allotted to share-holders of the transferor companies pursuant to the scheme, loss of the transferor companies and stamp duty and other cost incurred towards the scheme is adjusted by transferee company to capital reserve account. The loss of the transferor companies, if any, upto effective date shall also be adjusted to the capital reserves as mentioned in the Scheme of Amalgamation and Arrangement.
- The holding of SKIL in HCWLL and HCWLL in FDLL stand transferred to HCWLL and FDLL trust respectively from the effective date and the said trusts shall be allotted shares as per the exchange ratio.
- The inter Company balances and transactions stood cancelled.

NOTE - 32**RELATED PARTY DISCLOSURES**

As per Accounting Standard 18, the disclosures of transactions with related parties as defined in the Accounting Standard are given below:

a. List of related parties where control exists and related parties with whom transactions have taken place and relationships:

Name of the Related Party	Relationship
Pipavav Defence and Offshore Engineering Company Limited	Associates
Urban Infrastructure Holding Private Limited	
Sohar Free Zone LLC	
Mr. Nikhil P. Gandhi	Joint Venture
Mr. Ajay Khara	
Mr. Sudipan Bhaduri	
Mr. Nilesh Mehta	
Mr. Bhavesh P. Gandhi	
Pipavav Marine Offshore Limited	
Matushree Nirmalaben Gandhi Charitable Foundation	Key Management Personnel (KMP)
Grevek Investments & Finance P. Ltd.	
Rhett Infraprojects Pvt.Ltd.	
Awaita Properties Pvt. Ltd.	
Metropolitan Industries	
Pipavav Engineering & Defence Services Ltd	
E-Complex Pvt. Ltd.	

NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2015

(₹ in Lacs)

b. Transaction with Related Parties

Nature of Transaction	Associates / Joint Venture	KMP	Enterprises over which KMP has significant influence	Total
Investments				
Investment - sold during the year	15,912.84	-	-	15,912.84
Balance as at 31st March, 2015	353,601.75	-	-	353,601.75
Loans & Advances				
Advances Given	16,489.85	9.65	5,975.95	22,475.45
Advances Received Back	414.08	-	4,709.79	5,123.87
Advances as at 31st March, 2015	16,089.83	35.90	1,308.41	17,434.14
Current Liabilities				
Advances received	-	-	29,407.20	30,652.20
Advances repaid back	-	-	45,387.95	46,632.95
Balance as at 31st March, 2015	-	-	18,564.72	18,564.72
Redeemable Non Convertible Bonds				
Balance as at the end of the year	-	-	100,400.00	100,400.00
Redemption premium payable	-	-	18,975.29	18,975.29
Inter Corporate Deposit				
Balance as at 31st March, 2015	-	-	4,390.00	4,390.00
Interest Expenses	-	-	525.00	525.00
Sale of Investments for Guarantees given			1,503.19	1,503.19
Receivable at the end of the year (Loan and Advance)			1,503.19	1,503.19
Corporate Guarantee Given o/s as at end of the year	1,236,700.00	-	36,000.00	1,272,700.00
Managerial Remuneration	-	202.00	-	202.00
Interest Income	19.73	-	40.16	59.89

c. Details of major transactions with related party

		2014-15	2013-14
Investment - Purchased / Allotted during the year	Pipavav Defence and Offshore Engineering Company Limited	-	23,608.55
Investment - sold during the year	Pipavav Defence and Offshore Engineering Company Limited	15,912.84	-
Investment at the end of the year	Pipavav Defence and Offshore Engineering Company Limited	247,237.07	277,707.49
	Urban Infrastructure Holdings Pvt. Ltd.	106,364.67	106,364.67
Advances Received	Grevek Investments & Finance Pvt. Ltd.	29,397.50	15,062.30
	Awaita Properties Pvt. Ltd.	9.70	-
	E Complex Pvt. Ltd.	-	1,485.00
Refund of Advance	Grevek Investments & Finance Pvt.Ltd.	45,287.95	13,948.42
	Awaita Properties Pvt. Ltd.	100.00	-
	E Complex Pvt. Ltd.	-	1,500.00
Advances at the end of the year	Grevek Investments & Finance Pvt.Ltd.	5,421.02	7,636.59
	Awaita Properties Pvt. Ltd.	158.70	-
	E Complex Pvt. Ltd.	12,985.00	18,073.85
Redeemable Non convertible Bonds at the end of the year	Grevek Investments & Finance Pvt. Ltd.	100,400.00	100,400.00
Redemption Premium Payable	Grevek Investments & Finance Pvt. Ltd.	18,975.29	10,464.29
Inter-Corporate Deposit at the end of the year	Rhett Infraprojects Pvt. Ltd.	390.00	390.00
	Grevek Investments & Finance Pvt. Ltd.	4,000.00	4,000.00
Advances Given	Pipavav Defence and Offshore Engineering Company Ltd.	16,489.85	610.21
	Pipavav Marine Offshore Ltd.	35.58	-
	Awaita Properties Pvt. Ltd.	3,731.00	10.20

NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2015

(₹ in Lacs)

		2014-15	2013-14
	E Complex Pvt. Ltd.	1,974.16	-
	Mr. Sudipan Bhaduri	6.95	9.60
	Mr. Nileshe Mehta	2.70	-
	Grevek Investments & Finance Pvt. Ltd.	235.21	531.50
Advances received back	Pipavav Defence and Offshore Engineering Company Ltd.	414.08	979.85
	Awaita Properties Pvt. Ltd.	3,756.00	3.24
	E Complex Pvt. Ltd.	953.79	-
	Grevek Investments & Finance Pvt. Ltd.	-	3,596.28
Advance Receivable at the end of the year			
	Pipavav Defence and Offshore Engineering Company Ltd.	16,089.83	14.06
	Awaita Properties Pvt. Ltd.	-	25.00
	E Complex Pvt. Ltd.	1,037.62	17.24
	Mr. Nileshe Mehta	3.30	13.10
	Mr. Sudipan Bhaduri	32.60	25.65
	Grevek Investments & Finance Pvt. Ltd.	235.21	9,086.93
	Pipavav Marine Offshore Ltd.	35.58	-
Interest Income	Pipavav Defence and Offshore Engineering Company Ltd.	19.73	-
	E Complex Pvt. Ltd.	0.62	-
	Pipavav Marine Offshore Limited	39.54	-
Rent	Awaita Properties Pvt. Ltd.	-	3.24
Interest Paid	Grevek Investments & Finance Pvt. Ltd.	525.00	525.00
Sale of Investments for Guarantees given	Pipavav Marine Offshore Limited	1,503.19	-
Receivable at the end of the year (Loan and Advance)	Pipavav Marine Offshore Limited	1,503.19	-
Corporate Guarantee Given o/s at the end of the year			
	Pipavav Defence and Offshore Engineering Company Ltd.	1,236,700.00	849,785.00
	E Complex Pvt. Ltd.	25,000.00	30,200.00
	Pipavav Engineering & Defence Services Ltd	11,000.00	-
Managerial Remuneration			
	Mr. Ajay Khara	100.00	83.33
	Mr. Nikhil Gandhi	-	150.00
	Mr. Sudipan Bhaduri	60.00	60.00
	Mr. Nileshe Mehta	42.00	24.00

NOTE - 33 SEGMENT INFORMATION:-

The Company is mainly engaged in Infrastructure activity in India. All the Activities of the Company revolve around this main Business as such there are no separate reportable Segments as per Accounts Standard on Segment Reporting.

NOTE - 34**EXPENDITURE IN FOREIGN CURRENCY :**

Particulars	For the year ended March 31, 2015	For the year ended March 31, 2014
Travelling Expenses	7.31	15.87
Advance towards Professional Fees	-	-
Total	7.31	15.87

NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2015

(₹ in Lacs)

NOTE-35

Jointly Controlled Entity :

Name	Country of Incorporation	Ownership interest	
		As at March 31, 2015	As at March 31, 2014
Sohar Free Zone LLC	Sultanate of Oman	33.33%	33.33%
Particulars		As at 31 st December, 2014	As at 31 st December, 2013
Assets			
- Long Term Assets		4,518.67	4,673.51
- Current Assets		1,258.65	1,160.62
Liabilities			
- Non Current Liabilities		3,175.11	3,576.06
- Current Liabilities & Provisions		1,856.18	1,367.49
Income		1,320.15	746.89
Expenses		1,482.11	542.67

NOTE-36

LEASES

The Company has entered into cancellable arrangements for taking on leave and license basis certain office premises, accommodation and guest house. The specified disclosure in respect of these agreements is given below:

	As at March 31, 2015	As at March 31, 2014
Lease payments recognised in Statement of Profit and Loss account for the year	118.47	148.77
i) There is no Escalation clause in the lease agreement.		
ii) There is no restriction imposed by lease arrangements.		
iii) There are no subleases.		

NOTE-37

CAPITAL WORK IN PROGRESS

	(₹ in Lacs)
Opening Balance	59,642.46
Add : Addition during the Year	9,789.22
(Less): Transfer during the year	(13,405.96)
Closing Balance	56,025.72

NOTE-38

Previous year figures are regrouped, rearranged and reclassified wherever necessary.

AS PER OUR REPORT OF EVEN DATE

For BHARAT SHAH & ASSOCIATES

Chartered Accountants

Firm Registration No. 101249W

BHARAT A. SHAH
(Proprietor)
Membership No. 32281

Date : May 30, 2015
Place : Mumbai

SUDIPAN BHADURI
Chief Financial Officer

NILESH MEHTA
Company Secretary

FOR AND ON BEHALF OF THE BOARD OF DIRECTORS

NIKHIL P. GANDHI
Chairman

AJAY KHERA
Managing Director &
Chief Executive Officer

ATTENDANCE SLIP**SKIL Infrastructure Limited****(Erstwhile Horizon Infrastructure Limited)**

(CIN: L36911MH1983PLC178299)

Registered Office: SKIL House, 209, Bank Street Cross Lane, Fort, Mumbai – 400023

Tel: +91-22-6619000, Fax: +91-22-22696023, E-Mail: contact@skilgroup.co.in, Website: www.skilgroup.co.in

PLEASE FILL ATTENDENCE SLIP AND HANDOVER IT AT ENTERANCE OF THE MEETING HALL

Name _____

Address _____

DP ID _____ Client ID _____

Ledger Folio No* _____ No. of Shares _____

I hereby record my presence at the 32nd ANNUAL GENERAL MEETING of the Company being held on the Monday, December 28, 2015 at 1500 hours at Babasaheb Dahanukar Hall, Orion House, 12, K. Dubhash Marg, Kala Ghoda, Fort, Mumbai - 400 001.

*Applicable for the investors holding shares in Physical Form

Signature _____

TEAR HERE

PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies(Management and Administration) Rules, 2014]

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

(CIN: L36911MH1983PLC178299)

Registered Office: SKIL House, 209, Bank Street Cross Lane, Fort, Mumbai – 400023

Tel: +91-22-6619000, Fax: +91-22-22696023, E-Mail: contact@skilgroup.co.in, Website: www.skilgroup.co.in

Name of Member(s)	
Registered Address	
E-mail ID	
Folio No/Client ID	
DP ID	

I/We, being the Member (s) ofshares of the above named company, hereby appoint

- Name :
Address :
E-mail ID : Signature :, or falling him/her
- Name :
Address :
E-mail ID : Signature :, or falling him/her
- Name :
Address :
E-mail ID : Signature :, or falling him/her

and whose signature(s) are appended below as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 32nd Annual General Meeting of the Company, to be held on the Monday, December 28, 2015 at 1500 hours at Babasaheb Dahanukar Hall, Orion House, 12, K. Dubhash Marg, Kala Ghoda, Fort, Mumbai - 400 001 and at any adjournment thereof in respect of such resolutions as are indicated below:

Sr. No.	RESOLUTIONS	Optional*	
		For	Against
Ordinary Business:			
1.	Ordinary Resolution for adoption of Audited Standalone Financial Statements and Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2015 and the Reports of the Auditors and Directors thereon		
2.	Ordinary Resolution for re-appointment of Mr. Bhavesh Gandhi, Director, who retires by rotation and being eligible, offers himself for re-appointment.		
3.	Ordinary Resolution under Section 139 of the Companies Act, 2013 for ratification of appointment of M/s. Bharat Shah & Associates, Chartered Accountants, as Statutory Auditors of the Company and fixing their remuneration.		

Signed this day of, 2015 Signature of Shareholder :

Signature of Proxy holder(s)

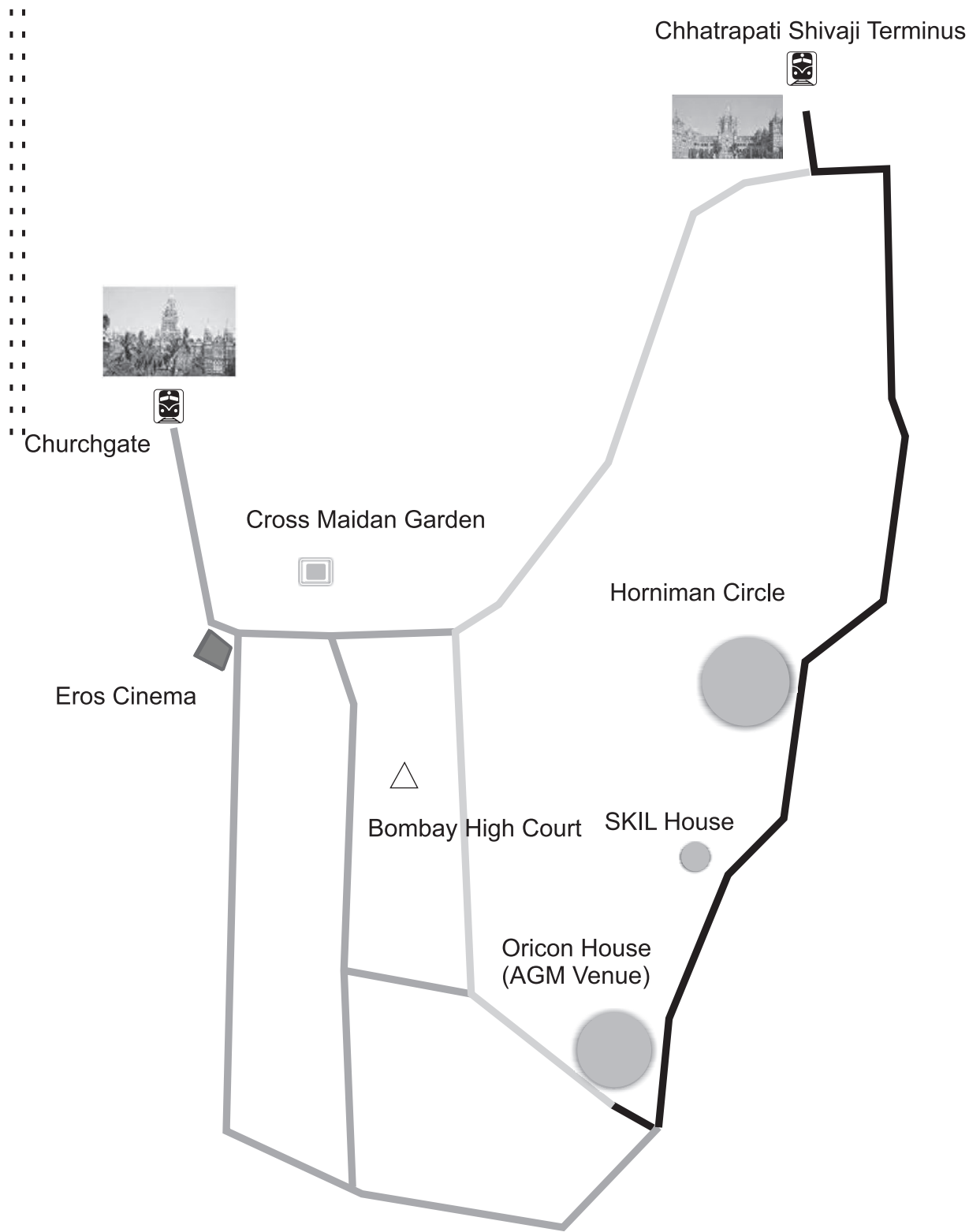
Affix
Revenue
Stamp

Note:

- This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting. Please complete all details including details of member(s) in the above box before submission.
- For the resolutions and notes, please refer to the Notice of 32nd Annual General Meeting.
- * It is optional to put 'X' in the appropriate column against the Resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all resolution, your proxy will be entitled to vote in the manner as he / she thinks appropriate.
- Appointment of proxy does not prevent a Member from attending the meeting in person if he/she so wishes.
- In case of Joint holder, the signature of any one holder will be sufficient, but name of all the joint holders should be stated.

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Route Map for Venue of the 32nd Annual General Meeting



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If undelivered, please return to:

Link Intime India Private Limited
(Unit- SKIL Infrastructure Limited)
C-13, Pannalal Silk Mills Compound,
L.B.S. Marg, Bhandup (West),
Mumbai - 400 078