



## 32<sup>nd</sup> Annual Report



### 32<sup>nd</sup> ANNUAL GENERAL MEETING

<b>DATE</b>	: December 28, 2015
<b>DAY</b>	: Monday
<b>TIME</b>	: 1500 Hours
<b>PLACE</b>	: 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](mailto:contact@skilgroup.co.in)  
Website: [www.skilgroup.co.in](http://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](mailto:rnt.helpdesk@linkintime.co.in)

### INDEX

Notice .....	1
Directors' Report.....	5
Secretarial Audit Report .....	35
Management Discussion and Analysis Report .....	38
Report on Corporate Governance .....	41
Independent Auditors' Report .....	54
Standalone Financial Statements .....	58
Consolidated Auditors' Report .....	80
Consolidated Financial Statements .....	84

## NOTICE

**NOTICE** is hereby given that the 32<sup>nd</sup> 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 31<sup>st</sup> 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 34<sup>th</sup> 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](mailto: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 32<sup>nd</sup> 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](http://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](http://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](http://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](http://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:

	<b>For Members holding shares in Demat Form and Physical Form</b>
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"> <li>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).</li> </ul>
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"> <li>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).</li> </ul>

- (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](http://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](mailto: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](mailto: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](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com). You may also contact Mr. Wenceslaus Furtado, Deputy Manager, CDSL, 17<sup>th</sup> Floor, P J Towers, Dalal Street, Fort, Mumbai – 400 001, Email ID: [helpdesk.evoting@cdslindia.com](mailto: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](mailto: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](http://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 32<sup>nd</sup> 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 Infracore 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](http://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](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](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.