

SKIL INFRASTRUCTURE LIMITED

36th ANNUAL REPORT
2018-2019

36th ANNUAL GENERAL MEETING

DATE : September 30, 2019

DAY : Monday

TIME : 1430 Hours

PLACE : Babasaheb Dahanukar Hall,
Oricon House,
12, K. Dubhash Marg,
Kala Ghoda, Fort,
Mumbai - 400 001

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BOARD OF DIRECTORS

Mr. Nikhil Gandhi	Chairman
Mr. Bhavesh Gandhi	Vice Chairman
Mr. Shankar Aggarwal	Whole time Director
Mr. J. Alexander	Independent Director
Ms. Gayathri Ramachandran	Independent Director
Mr. Rakesh Mohan	Independent Director
Mr. V. Ramanan	Independent Director

CHIEF FINANCIAL OFFICER

Mr. Shekhar Gandhi

COMPANY SECRETARY

Mr. Nilesh Mehta

AUDITORS

M/s Kailash Chand Jain & Co.,
Chartered Accountants, Mumbai

BANKERS

HDFC Bank
Yes Bank Limited
IDBI Bank Limited
Union Bank of India

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-101, 247 Park, L.B.S. Marg, Vikhroli (west)
Mumbai Maharashtra- 400 078
Tel: +91-22-4918 6000
Fax: +91-22-4918 6060
E-mail: rnt.helpdesk@linkintime.co.in

NOTICE

NOTICE is hereby given that the 36th Annual General Meeting ('AGM') of the Members of SKIL Infrastructure Limited ('Company') will be held on Monday, September 30, 2019 at 1430 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 consider and adopt the Audited Financial Statements (including the Consolidated Financial Statements) of the Company for the financial year ended March 31, 2019 together with the Reports of the Board of Directors and Auditors 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.

SPECIAL BUSINESS:

3. RE-APPOINTMENT OF MR. J. ALEXANDER AS AN INDEPENDENT DIRECTOR

To consider and if thought fit, to pass the following resolution as a **Special Resolution**

"Resolved That pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 ('Act'), Companies (Appointment and Qualifications of Directors) Rules, 2014 read with Schedule IV to the Act and Regulation 17 and other applicable Regulations of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 ('SEBI Regulations') as amended from time to time, Mr. J. Alexander (DIN: 00485766) who was re-appointed as an Independent Director w.e.f May 28, 2019 and whose appointment has been approved by the Board of Directors pursuant to the recommendation of the Nomination and Remuneration Committee and holds office until the AGM and who is eligible for re-appointment and meets the criteria of Independence as provided in the Act along with the Rules framed thereunder and the SEBI Regulations and has submitted a declaration to the effect, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of 5 (five) consecutive years commencing from May 28, 2019 to May 27, 2024.

Resolved Further That Mr. J. Alexander having attained the prescribed age limit in terms of Regulation 17(1A) of the SEBI Regulations, consent of the members be and are hereby further accorded for continuation of Mr. J. Alexander as a Non-Executive Director of the Company during his renewed term of 5 (Five) consecutive years with effect from May 28, 2019."

4. RE-APPOINTMENT OF MR. V. RAMANAN AS AN INDEPENDENT DIRECTOR:

To consider and if thought fit, to pass the following resolution as a **Special Resolution**

"Resolved That pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 ('Act'), Companies (Appointment and Qualifications of Directors) Rules, 2014 read with Schedule IV to the Act and Regulation 17 and other applicable Regulations of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 ('SEBI Regulations') as amended from time to time, Mr. V. Ramanan (DIN: 02754562) who was re-appointed as an Independent Director w.e.f September 30, 2019 and whose appointment has been approved by the Board of Directors pursuant to the recommendation of the Nomination and Remuneration Committee and who is eligible for re-appointment and meets the criteria of Independence as provided in the Act along with the Rules framed thereunder and the SEBI Regulations and has submitted a declaration to the effect, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of 5 (five) consecutive years commencing from September 30, 2019 to September 29, 2024.

Resolved Further That Mr. V. Ramanan having attained the prescribed age limit in terms of Regulation 17(1A) of the SEBI Regulations, consent of the members be and are hereby further accorded for continuation of Mr. V. Ramanan as a Non-Executive Director of the Company during his renewed term of 5 (Five) consecutive years with effect from September 30, 2019."

5. RE-APPOINTMENT OF MS. GAYATHRI RAMACHANDRAN AS AN INDEPENDENT DIRECTOR:

To consider and if thought fit, to pass the following resolution as a **Special Resolution**

"Resolved That pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 ('Act'), Companies (Appointment and Qualifications of Directors) Rules, 2014 read with Schedule IV to the Act and Regulation 17 and other applicable Regulations of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 ('SEBI Regulations') as amended from time to time, Ms. Gayathri Ramachandran (DIN: 02872723) who was re-appointed as an Independent Director w.e.f September 30, 2019 and whose appointment has been approved by the Board of Directors pursuant to the recommendation of the Nomination and Remuneration Committee and who is eligible for re-appointment and meets the criteria of Independence as provided in the Act along with the Rules framed thereunder and the SEBI Regulations and has submitted a declaration to the effect, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of 5 (five) consecutive years commencing from September 30, 2019 to September 29, 2024."

6. APPOINTMENT OF MR. BHAVESH GANDHI AS A WHOLE TIME DIRECTOR:

To consider and if thought fit, to pass the following resolution as a **Ordinary Resolution**

“Resolved That pursuant to the provisions of Section 196, 197, 203 read with Schedule V of the Companies Act, 2013 (‘Act’) and the rules framed thereunder and other applicable provisions, if any, (including any statutory modification(s) or re-enactment thereof, for the time being in force) and subject to consents and permission from regulatory authorities as may be necessary, consent of the shareholders of the Company be and is hereby accorded for appointment of Mr. Bhavesh Gandhi (DIN: 00030623) as a Whole Time Director (‘WTD’) of the Company without any remuneration for a period of two years with effect from August 13, 2019 and who shall be liable to retire by rotation and he shall have the right to manage the day to day business affairs of the Company subject to the superintendence, guidance, control and direction of the Board of Directors of the Company.

Resolved Further That Mr. Bhavesh Gandhi shall have right to exercise such powers of management of the Company as may be delegated to him by the Board of Directors, from time to time.”

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

Place: Mumbai

Date: August 13, 2019

By Order of the Board of Directors
For SKIL Infrastructure Limited

Nilesh Mehta
Company Secretary

NOTES:

1. The Explanatory Statement pursuant to section 102 of the Companies Act, 2013 (‘Act’), relating to special business to be transacted at the 36th AGM and the details, as required under Regulation 36(3) of the SEBI Regulations and Secretarial Standard on General Meetings (‘SS-2’) issued by the Institute of Company Secretaries of India, of person seeking appointment/re-appointment as director(s) under Item Nos. 2, 3, 4 and 5 of the Notice and Whole Time Director under item No. 6, is annexed thereto.
2. **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. Proxy(ies) in order to be effective, must be received at the company’s registered office not less than 48 hours before the commencement of the meeting. Only duly completed, signed and stamped proxy will be considered valid. 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 authorized 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 organization. The Proxy-holder shall prove his identity at the time of attending the Meeting.
 - 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.
3. Corporate Members intending to send their authorized representatives to attend the AGM are requested to send a certified copy of the Board Resolution authorizing their representative to attend and vote in their behalf at the AGM.
4. 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.
5. 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.
6. The Register of Members and Share Transfer Books of the Company shall remain closed from Tuesday, September 24, 2019 to Monday, September 30, 2019, both days inclusive, for the purpose of the AGM of the Company.
7. The Register of Directors and Key Managerial Personnel and their shareholding and the Register of Contracts or Arrangements, maintained under Section 170 and Section 189 of the Act, respectively will be available for inspection by the Members at the AGM.

8. 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.
9. The Members are requested to approach the Company for consolidation of folios, if shareholdings are under multiple folios. Members are requested to quote the Ledger Folio or Client ID and DP ID Numbers in all communications with the Company/ RTA.
10. 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.
11. Copies of the Annual Report for FY 2018-19 including therein the Notice of the 36th 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, August 30, 2019. However, if such a person is not a Member on the cut-off date of Monday, September 23, 2019; 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 at www.skilgroup.co.in.
12. 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, up to the date of the AGM. Copies thereof shall also be made available for inspection at the Meeting.
13. In compliance with provisions of Section 108 of the Act and rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), SS-2 and Regulation 44 of SEBI Regulations, 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 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.
14. The brief profile of the Directors seeking appointment/re-appointment including relevant particulars relating to them is furnished as a part of the Notice as Annexure and in Explanatory Statement, as required under SEBI Regulations.
15. The Members who still hold share certificate(s) in physical form are advised to dematerialize their shareholding to avail the benefits of dematerialization, which includes easy liquidity, since trading is permitted in dematerialized form only, electronic transfer, savings in stamp duty and elimination of any possibility of loss of documents. Further, w.e.f April 01, 2019 request for transfer of securities are not permitted unless the securities are held in a dematerialized form with a depository except in case of transmission or transposition of securities as per SEBI Regulations. Members who share certificate(s) in physical form are advised to dematerialize their shareholding at the earliest.

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

- (i) The voting period begins on Friday, September 27, 2019 at 0900 hours and ends on Sunday, September 29, 2019 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, September 23, 2019, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The Members should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders/Members
- (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 is printed on Postal Ballot / Attendance Slip indicated in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> If both 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 (EVSN: 190820047) of 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 a print of the votes cast by clicking on “Click here to print” option on the Voting page.

(xvii) If Demat account holder has forgotten the changed login 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) Members can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.

(xix) Note for Non-Individual Members & 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.
- 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.

(xx) 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 Email id: helpdesk.evoting@cdslindia.com , Phone number: 1800225533

In case if a person acquires shares and becomes Member of the Company after dispatch of this Notice/Annual Report, they shall follow the procedure stated therein or may obtain the User ID and Password/Sequence Number by sending a request to RTA at rnt.helpdesk@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 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 i.e. Monday, September 23, 2019.

The Company has appointed M/s. Jaisai Mohatta & Associates (Membership No. ACS 35017), Practicing 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 along with 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 NSE and BSE Limited, where the shares of the Company are listed.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013:-**ITEM NO. 3**

Pursuant to the provisions of the Companies Act, 2013 ('Act') read with the relevant rules made thereunder and SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, ('SEBI Regulations'), an Independent Director can hold office for a term of up to 5 consecutive years on the Board of the Company, but is eligible for re-appointment for another term of up to 5 years on passing of special resolution by the Company, based on the report of performance evaluation. Thus, an Independent Director cannot hold office for more than two consecutive terms of up to 5 years.

Mr. J. Alexander (DIN:00485766) was appointed as Independent Director on the Board of the Company vide resolutions passed at the 31st Annual General Meeting ('AGM') held on September 30, 2014 for a term of 5 Consecutive years from September 30, 2014 to September 29, 2019. On April 17, 2019, Mr. J. Alexander has come to know that he has been disqualified to act as a Director under section 164(2) of Act, due to non-filing of annual returns of a Company in which he ceased to be a director in the year 2010. Then immediately he submitted his resignation/notice of vacation from office of the directorship and thus ceased as independent director of company. Since his disqualification was illegitimate and hence he had initiated corrective measures to remove such disqualifications with the appropriate authority, the same has been removed/stay received and his DIN status is appearing on Ministry of Corporate Affairs as approved. Mr. J. Alexander is eligible to be re-appointed as Independent Director for another term of up to 5 consecutive years.

In accordance with the aforesaid and recommendation of the Nomination and Remuneration Committee ('NRC'), the Board of Directors at their meeting held on May 28, 2019, subject to the approval of members at the 36th AGM, Mr. J. Alexander (DIN: 00485766) has been re-appointed as an Additional (Independent) Director. The Board of Directors based on the performance evaluation and recommendation of NRC, consider that the knowledge, experience and continued valuable guidance to the Management will be beneficial to the Company and seek approval of the members for re-appointment of Mr. J. Alexander as an Independent Director for the second term of five consecutive years commencing from May 28, 2019.

In the opinion of the Board, Mr. J. Alexander fulfills the conditions specified in the Act, the rules framed thereunder and SEBI Regulations for re-appointment as an Independent Director and that he is Independent of the Management. The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail his services as Independent Director, not liable to retire by rotation. The Company has received a declaration from Mr. J. Alexander that he is not disqualified to be re-appointed as Independent Director under the Act and SEBI Regulations. He has also given his consent for re-appointment as an Independent Director of the Company.

The re-appointment of Mr. J. Alexander is subject to the approval by the Members at the ensuing AGM by way of a Special resolution. Further in terms of Regulation 17(1A) of the SEBI Regulations, a person who has attained the age of 75 years can continue as non-executive director in a listed company, provided approval of its members by the way of special resolution is obtained. Mr. J. Alexander has attained the age of 75 years. Special resolution set out in Item No. 3 seeks approval of members is also being sought for continuation of directorship of Mr. J. Alexander as a Non-Executive Director of the company by way of passing special resolution set out under till the end of his second term of office.

Brief profile of Mr. J. Alexander and additional details has been included in Annexure II to this notice.

A Copy of draft appointment letter as Independent Director will be available for inspection at the registered office of the Company during normal business hours on all the working days.

The Board of Director recommends the Special Resolution for re-appointment of Mr. J. Alexander as set out in Item 3 for approval of the members of the Company.

Except for Mr. J. Alexander, none of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested financially or otherwise, in this resolution.

ITEM NOS. 4 & 5

Pursuant to the provisions of the Companies Act, 2013 ('Act') read with the relevant rules made thereunder and SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, ('SEBI Regulations'), an Independent Director can hold office for a term of up to 5 consecutive years on the Board of the Company, but is eligible for re-appointment for another term of up to 5 years on

passing of special resolution by the company, based on the report of performance evaluation. Thus, an Independent Director cannot hold office for more than two consecutive terms of up to 5 years.

Mr. V. Ramanan (DIN: 02754562) and Ms. Gayathri Ramachandran (DIN: 02872723) were appointed as Independent Directors on the Board of the Company vide resolutions passed at the 31st Annual General Meeting ('AGM') held on September 30, 2014 for a term of 5 Consecutive years from September 30, 2014 to September 29, 2019. Mr. V. Ramanan and Ms. Gayathri Ramachndran are eligible to be re-appointed as Independent Directors for another term of up to 5 consecutive years.

In accordance with the aforesaid and recommendation of the Nomination and Remuneration Committee ('NRC'), the Board of Directors at their meeting held on May 28, 2019, subject to the approval of members at the 36th AGM, Mr. V. Ramanan (DIN: 02754562) and Ms. Gayathri Ramachandran (DIN: 02872723) have been re-appointed as Independent Directors. The Board of Directors based on the performance evaluation and recommendation of NRC, consider that the knowledge, experience and continued valuable guidance to the Management will be beneficial to the Company and seek approval of the members for re-appointment of Mr. V. Ramanan and Ms. Gayathri Ramachndran as an Independent Directors for the second term of five consecutive years commencing from September 30, 2019.

In the opinion of the Board, Mr. V. Ramanan and Ms. Gayathri Ramachndran fulfills the conditions specified in the Act, the rules framed thereunder and SEBI Regulations for re-appointment as an Independent Directors and that he is Independent of the Management. The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail his services as Independent Directors, not liable to retire by rotation. The Company has received the declarations from Mr. V. Ramanan and Ms. Gayathri Ramachndran that they are not disqualified to be re-appointed as Independent Directors under the Act and SEBI Regulations. They have also given their consent for re-appointment as an Independent Directors of the Company.

The re-appointment of Mr. V. Ramanan and Ms. Gayathri Ramachandran are subject to the approval by the Members at the ensuing AGM by way of a Special Resolution.

Further in terms of Regulation 17(1A) of the SEBI Regulations, a person who has attained the age of 75 years can continue as non-executive director in a listed company, provided approval of its members by the way of special resolution is obtained. Mr. V. Ramanan has attained the age of 75 years. Special resolution set out in Item No. 4 seeks approval of members is also being sought for continuation of directorship of Mr. V. Ramanan as a Non-Executive Director of the company by way of passing special resolution set out under till the end of his second term of office.

Brief profiles of Mr. V. Ramanan and Ms. Gayathri Ramachandran and additional details has been included in Annexure II to this notice.

A Copy of draft appointment letters as Independent Directors will be available for inspection at the registered office of the Company during normal business hours on all the working days.

The Board of Director recommends the Special Resolution for re-appointment of Mr. V. Ramanan and Ms. Gayathri Ramachandran as set out in Item 4 & 5 for approval of the members of the Company.

Except for Mr. V. Ramanan and Ms. Gayathri Ramachandran, none of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested financially or otherwise, in their respective resolution.

ITEM NO. 6

The Board of Directors of the Company on the basis of recommendation of the Nomination and Remuneration Committee ('NRC') appointed Mr. Bhavesh Gandhi, Vice Chairman as Key Managerial Personnel under the category of Whole Time Director ('WTD') in its meeting held on August 13, 2019 with immediate effect without any remuneration for a period of two years starting from August 13, 2019 to August 12, 2021.

The brief terms and conditions of his appointment are given below:

- a. Remuneration: Nil
- b. The WTD shall have right to manage the day to day affairs of the Company subject to superintendence, guidance, control and direction of the Board of Directors of the Company.
- c. The WTD shall have right to exercise such powers of management of the Company as may be delegated to him by the Board of Directors, from time to time.
- d. The WTD shall not be paid any sitting fees for attending meetings of the Board and/or any of the Committee(s).

Mr. Bhavesh Gandhi satisfies all the Conditions set out in Part-I of Schedule V of the Act and also conditions set out under Section 196 (3) of the Act for being eligible for his appointment. He is not disqualified from being appointed as Directors in terms of Section 164 of the Act.

Additional information as required to be provided pursuant to the requirement of Secretarial Standard on General Meeting ('SS-2'), in respect of the Appointee, is provided in the Annexure to the Notice and forms part of the Explanatory Statement.

Brief profile of Mr. Bhavesh Gandhi and additional details has been included in Annexure I to this notice.

Mr. Bhavesh Gandhi and his relatives, to the extent of their shareholding in the Company, if any, shall be deemed to be concerned or interested in the Resolution set out under Item No. 6 of the Notice. None of the Directors and/or the Key Managerial personnel of the Company and/or their respective relatives are concerned or interested financially or otherwise except Mr. Nikhil Gandhi, Chairman, brother of Mr. Bhavesh Gandhi in this resolution.

EXHIBIT TO NOTICE

Pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 with the Stock Exchanges and SS-2, following information is furnished in respect of Directors proposed to be appointed/ re-appointed:

Annexure I

Name of the Director (DIN)	: Mr. Bhavesh Gandhi (00030623)
Designation	: Vice Chairman
Date of Birth	: January 21, 1966
Age	: 53 years
Nationality	: Indian
Qualification	: B. Com
Date of First Appointment on the Board	: January 5, 1995
Experience/Brief Profile	: Mr. Bhavesh Gandhi has approximately 32 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.
Terms and Conditions of appointment/re-appointment	: Appointed as a Director liable to retire by rotation
Number of Board Meetings attended during the financial year 2018-19	: 5 Board Meetings
Remuneration	: -
Memberships/ Chairmanships of committees (includes only Audit and Shareholders /investors Grievance /Shareholders Relationship Committee) of other public companies as on March 31, 2019	
a) Audit Committee	: Nil
b) Stakeholder Relationship Committee	: Nil
Directorships held in other companies as on March 31, 2019	: 1. Urban Infrastructure Holdings Private Limited 2. SKIL Shipyard Holdings Private Limited
Number of shares held in the Company as on March 31, 2019	: Individually holds 1,177,757 Equity Shares.
Inter-se relationship with other Directors and KMPs	: Brother of Mr. Nikhil Gandhi

Annexure II

Name of the Director (DIN)	:	Mr. J. Alexander (DIN: 00485766)	Mr. V. Ramanan (DIN: 02754562)	Ms. Gayathri Ramachandran (DIN: 02872723)
Designation	:	Independent Director	Independent Director	Independent Director
Date of Birth	:	August 08, 1938	June 06, 1941	September 27, 1948
Age	:	81 years	78 years	71 years
Nationality	:	Indian	Indian	Indian
Qualification	:	M.A and PhD	B.Com	B.Com
Date of First Appointment on Board	:	September 30, 2014	August 13, 2014	May 30, 2014
Experience/Brief Profile	:	Dr. J. Alexander an M.A. (English Language & Literature) and Phd. (Philosophy) is a retired senior bureaucrat. he joined the Indian Administration Service in 1963. He has held important positions in his long professional career. His last posting was Secretary to Government of India for Social, Women and Child Welfare Development. He was elected as Member of Legislative Assembly from Bharathi Nagar Constituency in Bangalore and subsequently as Minister for Tourism, Government of Karnataka. In his capacity as Chairman of Central Coir Board, he also worked as Consultant for Agriculture Organization of United Nation.	Mr. V. Ramanan a Commerce Graduate. He has held important positions in his long career with Indian Bank, which he joined as a Probationary Officer way back in 1968 before superannuating as Senior General Manager, after 33 years of experience in Banking Sector.	Ms. Gayathri Ramachandran holds a Bachelor's Degree in Economics (Hons.) from Delhi University, a Master's Degree in Development Economics from Williams College, Massachusetts, USA and a Master's Degree in Defence Studies from National Defence College. Belonging to 1972 batch of the Indian Administrative Services (IAS), she has over 36 years of experience working in infrastructure sectors of Government of India and Government of Andhra Pradesh in the areas of power and energy, environment, industry, fertilizers and chemicals and Social Sectors such as Women and Child Development, Tourism and Culture, Rural Development etc. She has made significant contribution to the reforms and restructuring Power Sector and formulating guidelines in the management of Power and Energy sectors.
Terms and Conditions of appointment/ re-appointment	:	As per the resolution at Item No. 3 of the Notice read with Explanatory Statement thereto.	As per the resolution at the Item No. 4 of the Notice read with Explanatory Statement thereto.	As per the resolution at the Item No. 5 of the Notice read with Explanatory Statement thereto.
Number of Board Meetings attended during the Financial Year 2018-19	:	5 Board Meetings.	6 Board Meetings.	5 Board Meetings.
Remuneration	:	-	-	-
Memberships/ Chairmanships of committees (includes only Audit and Shareholders / investors Grievance / Shareholders Relationship Committee) of other public companies as on March 31, 2019	:			