

# **SKIL INFRASTRUCTURE LIMITED**

**37<sup>th</sup> ANNUAL REPORT**  
**2019-2020**

### 37<sup>th</sup> ANNUAL GENERAL MEETING

**DATE** : December 30, 2020

**DAY** : Wednesday

**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 and Whole Time Director
**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

\* Whole Time Director w.e.f August 13, 2019

\*\* Ceased to Director & Whole Time Director w.e.f August 13, 2019.

### 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](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-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](mailto:rnt.helpdesk@linkintime.co.in)

## NOTICE

**NOTICE** is hereby given that the 37<sup>th</sup> Annual General Meeting ('AGM') of the Members of SKIL Infrastructure Limited ('Company') will be held on Wednesday, December 30, 2020 at 14:30 hours at Babasaheb Dahanukar Hall, Oricon House, 12, K. Dubhash Marg, Kala Ghoda, Fort, Mumbai - 400001 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, 2020 together with the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Nikhil Gandhi: (DIN 00030560), who retires by rotation and being eligible, offers himself for re-appointment.

#### 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](http://www.skilgroup.co.in)  
**E-mail:** [contact@skilgroup.co.in](mailto:contact@skilgroup.co.in)

**By Order of the Board of Directors**  
**For SKIL Infrastructure Limited**

**Nilesh Mehta**  
**Company Secretary**

**Place:** Mumbai

**Date:** November 12, 2020

### NOTES:

1. The Explanatory Statement pursuant to section 102 of the Companies Act, 2013 ('Act'), relating to special business to be transacted at the 37<sup>th</sup> AGM and the details, as required under Regulation 36(3) of the SEBI Regulations and Secretarial Standard on General Meetings ('SS-2') by the Institute of Company Secretaries of India, of person seeking appointment/reappointment as director(s) under Item Nos. 2, of the Notice 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 Thursday, December 24, 2020 to Wednesday, December 30, 2020 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 Companies Act, 2013 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 with Company's Registrar and Share Transfer Agent at [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in) so that they can receive the Annual Report and other communication from the Company in electronic form. 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).
11. Copies of the Annual Report for FY 2019-20 including therein the Notice of the 37th 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 and who have not registered their email addresses physical copies are being sent to them in 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, 2020. However, if such a person is not a Member on the cut-off date of Wednesday, December 23, 2020; 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](http://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 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 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.
16. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. Members are requested to submit the said details to their Depository Participants in case the shares are held by them in electronic form and to the Company's Registrar and Transfer Agent ("RTA") in case the shares are held by them in physical form.
17. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at [www.skilgroup.co.in](http://www.skilgroup.co.in). The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) and National Stock Exchange of India at [www.nseindia.com](http://www.nseindia.com) and the same is also available on the website of CDSL (agency for providing the Remote e-Voting facility) i.e. [www.evotingindia.com](http://www.evotingindia.com).
18. To facilitate other shareholders whose email id are not registered, to receive this notice electronically and cast their vote electronically, special arrangement has been made with its Registrar & Share Transfer Agent for registration of email addresses in terms of the General Circular No. 17/2020 & 20/2020 issued by Ministry of Corporate Affairs dated April 13, 2020 & May 05, 2020 respectively. The process for registration of email addresses is as under: Pursuant to the aforesaid Circular issued by Ministry of Corporate Affairs, shareholders who have not registered their email address may contact Company's Registrar and Share Transfer Agent, Linkintime India Private Limited at [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in) and also to Company at [contact@skilgroup.co.in](mailto:contact@skilgroup.co.in).

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

- (i) The voting period begins on Sunday, December 27, 2020 at 0900 hours and ends on Tuesday, December 29, 2020 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 Wednesday, December 23, 2020, 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](http://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](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:

PAN	<b>For Members holding shares in Demat Form and Physical Form</b> 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 is printed on Postal Ballot / Attendance Slip indicated in the PAN field.</li> </ul>
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"> <li>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).</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 (EVSN: 201119012) 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](http://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](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.

(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](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 Email id: [helpdesk.evoting@cdslindia.com](mailto: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](mailto: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. Wednesday, December 23, 2020.

The Company has appointed M/s. Jaisal Mohatta & Associates (Membership No. ACS35017), 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](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 NSE and BSE Limited, where the shares of the Company are listed.

## 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:

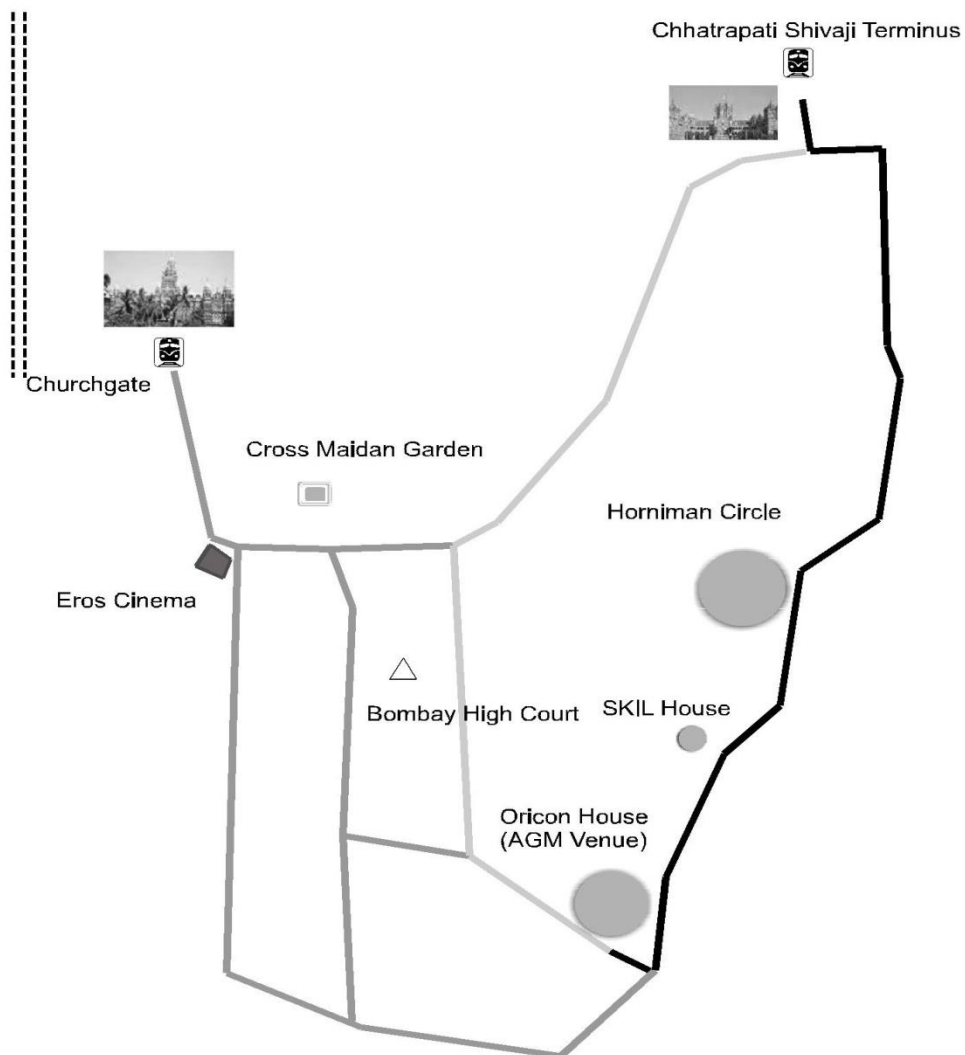
## Annexure I

Name of the Director (DIN)	: Mr. Nikhil Gandhi (00030560)
Designation	: Chairman
Date of Birth	: April 25, 1959
Age	: 61 years
Nationality	: Indian
Qualification	: B. Com
Date of First Appointment on the Board	: April 15, 2006
Experience/Brief Profile	: A first-generation entrepreneur, Mr. Nikhil Gandhi has led the Company in undertaking various projects of national importance, several such projects being first-of-its-kind in aspects such as bringing private sector initiative into hitherto public domain. He has over 35 years of experience in conceiving and developing infrastructure projects across India
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 2019-20	: 2
Remuneration	: -
Memberships/ Chairmanships of committees (includes only Audit and Shareholders /investors Grievance / Shareholders Relationship Committee) of other public companies as on March 31, 2020	
a) Audit Committee	: Nil
b) Stakeholder Relationship Committee	: Nil
Directorships held in other companies as on March 31, 2020	: 1. Urban Infrastructure Holdings Private Limited 2. Karanja Terminal & Logistics Private Limited 3. Orange Smart City Infrastructure Private Limited
Number of shares held in the Company as on March 31, 2020	: Individually holds 1,177,757 Equity Shares.
Inter-se relationship with other Directors and KMPs	: Brother of Mr. Bhavesh Gandhi

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Route Map for Venue of the 37<sup>th</sup> Annual General Meetings

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## DIRECTORS' REPORT

### Dear Members,

Your Directors are pleased to present the 37<sup>th</sup> Annual Report of SKIL Infrastructure Limited (hereinafter Referred to as 'the Company' or 'SKIL') together with the Audited Financial Statements for the year ended March 31, 2020.

### Financial Highlights (Standalone)

The financial performance of the Company for the financial year ended March 31, 2020 is summarized below:

(Rupees in Lacs)

Particulars	Year ended March 31, 2020	Year ended March 31, 2019
Total Income	1.03	2,620.73
Less: Expenditure	1,41,150.34	27,847.89
Profit/(Loss) before Depreciation & Taxation	(1,41,149.31)	(25,183.21)
Less: Depreciation	16.73	21.98
Exceptional Items	NIL	7,869.05
Profit/(Loss) before taxation	(1,41,166.04)	(17,336.14)
Less: Provision for Tax / Deferred Tax	NIL	0.00
Profit/(Loss) after tax	(1,41,166.04)	(17,336.14)
Other Comprehensive Income/ (Loss)		
Fair valuation of non-current investment	NIL	(134.32)
Actual Gain/(Loss) on defined benefit plans.	0.27	3.28
Total Comprehensive Income of the Year	(1,41,165.77)	(131.04)
Add: Balance brought forward from the previous year	(1,41,495.21)	(1,24,028.03)
Balance Profit / (Loss) carried forward to the next year	(2,82,660.98)	(1,41,495.21)

### State of Company's Affairs

The Company is in the process of reorganizing and restructuring its businesses with the prime focus on reducing its debt by monetizing its assets and divesting its investments by unlocking its values.

The Company is committed to enhance value for all stakeholders through development of projects without compromising corporate social responsibility.

### Future Outlook

COVID-19 pandemic has severely disrupted the economies across the globe. Production and demand downturn has led to massive breakdown of supply chain and logistics. Businesses have suffered huge losses and liquidity crisis is hampering the recovery which is gradually limping back. Investors all over the world are also adopting a very guarded and cautious approach towards making any new investments.

However, compared to other economies, the Indian economy has proved to be a resilient one and is already showing signs of gradual recovery. India is witnessing encouraging signs such as (a) various globally reputed companies showing active interest in making investments in India (b) a number of multinational companies planning to shift their bases from China to India; and (c) considerable foreign direct investments already infused in Indian economy during lockdown.

Looking at those encouraging signs and investors' growing confidence in making investments in India, the Company is optimistic about realizing its asset monetization and divestment plans which have suffered a temporary setback due to various reasons including COVID-19 pandemic's impact.

### Impact of COVID-19 on business

"COVID-19 pandemic has severely disrupted business operations of the companies across the globe including the Company due to lockdown and other emergency measures imposed by the government. Accordingly, the business activities of the Company have also been impacted. With the unlocking measures announced, the business activities of the Company have started gradually, however the impact of Covid 19 may still continue in the future. Besides this, on-going litigations, liquidity tightness in the market and project status, have also severely affected the activities of the Company. The Company has evaluated the impact of this pandemic on its business activities and considering current state of affairs of the Company, the management is making efforts to revive the business activities."

### Dividend

In view of losses incurred by the Company, your Directors do not recommend dividend for the financial year ended March 31, 2020.

## Details of Subsidiaries, Associates & Joint Ventures

As on March 31, 2020, the Company has eight Subsidiary Companies including one foreign Subsidiary which are Gujarat-Dwarka Portwest Limited, Pipavav Electronic Warfare Systems Private Limited, Chiplun FTWZ Private Limited, SKIL-Himachal Infrastructure and Tourism Limited, SKIL Shipyard Holdings Private Limited, Metrotech Technology Park Pvt. Ltd., SKIL Advanced Systems Private Limited ('SASPL') and SKIL (Singapore) Pte. Ltd. There are two Associate Companies as on March 31, 2020, Rosoboronservice (India) Limited and Urban Infrastructure Holdings Private Limited. Sohar Free Zone LLC is the Joint Venture of the Company.

Out of the aforesaid Subsidiary Companies, Pipavav Electronic Warfare Systems Private Limited have submitted an application to the Registrar of Companies for striking-off its name under Fast Track Exit ('FTE') Mode and Chiplun FTWZ Private Limited obtained the status of Dormant Company under the Companies Act, 2013 ('Act'). As required under SEBI (Listing Obligations and Disclosures Requirement) Regulations, 2015, Companies Act, 2013 ('SEBI Regulations') and the applicable Accounting Standards, the Consolidated Financial Statements of the Company and its Subsidiary Companies, Joint Venture, Associate Companies form part of this Annual Report. Un-Audited Financial Statements of SKIL (Singapore) Pte. Ltd., subsidiary of the Company, have been considered for the purpose of consolidation. However, the financial statements of Associate Companies were not available for consolidation.

The performance and financial position of each of the Subsidiaries, Joint Venture Company and Associate Companies 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 Financial Statements in prescribed Form AOC – I and hence not repeated here for the sake of brevity.

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/investor\\_pdf/Policy-on-Material-Subsidiaries.pdf](http://www.skilgroup.co.in/investor_pdf/Policy-on-Material-Subsidiaries.pdf)

## Other Information

As informed earlier, the Company as per Purchase Agreement ('PA') signed with Reliance Defence Systems Private Limited ('RDSPL') and Reliance Infrastructure Limited ('R-Infra') ('Reliance Infra Group') in March, 2015, Reliance Infra Group is under an obligation to ensure release of all the securities, i.e; Corporate Guarantees, Undertakings, Pledge of shares, Personal Guarantees furnished by the Company and its Promoters to the lenders of Reliance Naval and Engineering Limited, erstwhile Reliance Defence and Engineering Limited / Pipavav Defence and Offshore Engineering Company Limited ('RNEL'). Reliance Infra Group, however, failed to comply with their obligation to get the said securities released / discharged by RNEL lenders. Accordingly, on March 03, 2018, the Company issued legal notice to Reliance Infra Group for breach of the PA and claimed losses, subsequently; Reliance Infra Group issued an Arbitration notice to the Company for breach of warranties under the said PA, which has been strongly contested by the Company, as false and baseless. Further, as intimated earlier on account of default by RNEL and Reliance Infra Group as Promoters of RNEL towards its obligations to pay to RNEL lenders, the security trustee on behalf of the lenders of RNEL invoked the Corporate Guarantee of the Company and RNEL shares pledged by the Company and SKIL Shipyard Holdings Private Limited ('SSHPL'), despite the Company and SSHPL, not being the Promoters of RNEL since January, 2016. The Company has already filed a suit in Ahmedabad Court challenging the unjustified, wrong and illegal invocation of corporate guarantee and securities by RNEL lenders. The matter is sub-judice.

Pursuant to invocation of the Corporate Guarantee and the Personal Guarantees by RNEL lenders, they have also filed recovery proceedings against the Company in DRT.

During the year under review, in connection with investigation on IL&FS Financial Services Limited (IFIN), the Serious Fraud Investigation Office (SFIO) under the Ministry of Corporate Affairs, Government of India and Enforcement Directorate (ED) under the Ministry of Finance, Government of India sought certain information from the Company & its Subsidiaries on dealings with IFIN. The Company is fully co-operating with these Agencies and the requisite information has been furnished.

## Extract of Annual Return

The extract of Annual Return in the Form MGT- 9 as required under Section 92(3) of the Act as prescribed in Rule 12 of the Companies (Management and Administration) Rules, 2014, is enclosed as "**Annexure I**" to this Report. The Annual Return in Form MGT-7 as required under Section 92 (3) of the Act is available on the website of the Company viz. <http://www.skilgroup.co.in/annual-reports>

## Details of Directors

The Composition of the Board is in accordance with the provisions of Act and SEBI Regulations. Appointment of Directors on the Board is based on the recommendations of Nomination and Remuneration Committee ('NRC'). NRC identifies and recommends to the Board, persons of appointment on the Board, after considering the necessary and desirable competencies. NRC takes into account positive attributes like skills, knowledge, expertise and industry experience, background with due regard for the benefits in diversifying the Board.

Pursuant to the provisions of Section 152 of the Act, Mr. Nikhil Gandhi (DIN: 00030560) retires by rotation at the ensuing AGM and being eligible for re-appointment, offers himself for re-appointment. Brief profile of the Director proposed to be re-appointed is provided in the Exhibit to the Notice of ensuing AGM. The Board of Directors recommends re-appointment of the aforesaid Director at the ensuing AGM.