

**RESULTS OF VOTING (EVOTING & POLL) IN RESPECT OF THE RESOLUTIONS PASSED AT THE 93<sup>rd</sup> ANNUAL GENERAL MEETING OF THE EQUITY SHAREHOLDERS OF GAMMON INDIA LIMITED HELD ON 24<sup>TH</sup> MARCH, 2015.**

As per the provisions of Rule 20 of the Companies (Management and Administration) Rules, 2014 and Clause 35B of the Listing Agreement, the Company had provided e-voting facility to all the members holding shares of the Company as on the cut-off date i.e. 20<sup>th</sup> February, 2015 to enable them to cast their votes in respect of the resolutions as set out in the Notice of the 93<sup>rd</sup> Annual General Meeting ("AGM") of the members of Gammon India Limited (the "Company"). The e-voting period opened at 9.30 a.m. on Wednesday, 18<sup>th</sup> March, 2015 and concluded at 5.30 p.m. on Friday, 20<sup>th</sup> March 2015. Mr. Vidyadhar Chakradeo, Practising Company Secretary, who was appointed as the Scrutinizer for independently carrying out the electronic voting in a fair and transparent manner submitted his report on e-voting.

In the AGM of the members held on Tuesday, 24<sup>th</sup> March, 2015, I presided as the Chairman of the meeting. To facilitate those members present at the AGM, either personally or by proxy, who had not cast their vote earlier, but who would like to vote at the AGM, I ordered a poll in respect of all items of business from 1 to 12 as set out in the Notice of the AGM. Mr. Vidyadhar Chakradeo was appointed as Scrutinizer for conducting the poll.

On the basis of the report submitted by the Scrutinizer, copy of which is annexed hereto, I hereby declare the result of the voting as follows:

Sr. No.	Details of Agenda	Resolution Required (Ordinary / Special)	Mode of Voting (Show of hands / Poll / Postal Ballot / E-voting)	Remarks
1	Adoption of the Audited financial statement of the company for the nine (9) months period ended 30th September, 2014 and the reports of the Board of Directors and Auditors thereon.	Ordinary	E-Voting and Poll	Passed by requisite majority
2	Appointment of a Director in place of Mr Digambar C. Bagde - Deputy Managing Director (T&D Business) (DIN: 00122564), who retires by rotation and being eligible, offers himself for re-appointment.	Ordinary	E-Voting and Poll	Passed by requisite majority
3	Ratification of appointment of M/s. Natvarlal Vepari & Co., Chartered Accountants as Statutory Auditors of the Company.	Ordinary	E-Voting and Poll	Passed by requisite majority
4	Ratification of appointment of M/s Vinod Modi & Associates, Chartered Accountants & M/s M.G. Shah & Associates Chartered Accountants as Joint Branch Auditors of "Gammon India Limited - Transmission Business" at Nagpur.	Ordinary	E-Voting and Poll	Passed by requisite majority



**GAMMON INDIA LIMITED**

**An ISO 9001 Company**



5	Ratification of payment of remuneration to Cost Auditor - Mr R. S. Raghavan.	Ordinary	E-Voting and Poll	Passed by requisite majority
6	Re-appointment of Mr Rajul A. Bhansali as Whole time Director of the Company designated as Executive Director, International Business.	Special	E-Voting and Poll	Passed by requisite majority
7	Appointment of Mr Ajit B. Desai as Director of the Company.	Ordinary	E-Voting and Poll	Passed by requisite majority
8	Appointment of Mr Ajit B. Desai as Whole-time Director of the Company designated as Executive Director & Chief Executive Officer.	Special	E-Voting and Poll	Passed by requisite majority.
9	Approval of existing material related party transaction entered into by the Company with its subsidiaries/joint ventures for execution of infrastructure projects.	Special	E-Voting and Poll	Passed by requisite majority
10	Approval of existing material related party transaction entered into by the Company with its subsidiaries Metropolitan Infrahousing Private Limited.	Special	E-Voting and Poll	Passed by requisite majority
11	Approval of existing material related party transactions entered into by the Company with its subsidiary Campo Puma Oriente S.A.	Special	E-Voting and Poll	Passed by requisite majority
12	Approval of existing material related party transactions entered into by the Company with its subsidiary Franco Tosi Meccanica S.p.A.	Special	E-Voting and Poll	Passed by requisite majority

Note: Related Parties have not voted in respect of resolution at Sr.No. 9 to12.

You are requested to take note of the aforesaid proceedings of the 93<sup>rd</sup> Annual General Meeting.

Thanking you,

Yours faithfully,

**For GAMMON INDIA LIMITED**

**ABHIJIT RAJAN**  
**CHAIRMAN & MANAGING DIRECTOR**

Dated this 24<sup>th</sup> day of March 2015

**Encl: Scrutinizer's Report dated 24<sup>th</sup> March 2015**

**GAMMON INDIA LIMITED**

**An ISO 9001 Company**

GAMMON HOUSE, VEER SAVARKAR MARG, P. O. BOX NO. 9129, PRABHADEVI, MUMBAI-400 025. INDIA.



**V. V. CHAKRADEO & CO.**  
**COMPANY SECRETARIES**

**B - 301, Matoshree Residency CHS, 65, Prarthana Samaj Road,  
Vile Parle (East), Mumbai 400 057.**

TEL. NO. 26116821  
CELL NO. 98200 48732

EMAIL vvchakra@gmail.com

24<sup>th</sup> March, 2015

To

The Chairman & Managing Director  
Gammon India Limited  
'Gammon House', Veer Savarkar Marg,  
Prabhadevi, Mumbai 400 025

Dear Sir,

**Sub: Report of the Scrutinizer in respect of the resolutions passed at the  
93<sup>rd</sup> Annual General Meeting of the Equity Shareholders of  
Gammon India Limited held on 24<sup>th</sup> March, 2015.**

I, Vidyadhar Chakradeo of M/s V. V. Chakradeo & Co., Practicing Company Secretaries, having office at B-301, Matoshree Residency CHS., 65, Prarthana Samaj Road, Vile Parle East, Mumbai 400 057, was appointed by the Board of Directors of Gammon India Limited (the "Company") vide board resolution dated 18<sup>th</sup> December, 2014 as the Scrutinizer to conduct the e-voting & poll process in respect of the resolutions as set out in the Notice of the 93<sup>rd</sup> Annual General Meeting ("AGM") of the Equity Shareholders of Gammon India Limited held on Tuesday, 24<sup>th</sup> March, 2015 at 3.30 p.m. at Ravindra Natya Mandir, (P. L. Deshpande Maharashtra Kala Academy), 3<sup>rd</sup> Floor Mini Theatre, Sayani Road, Prabhadevi, Mumbai - 400 025.

In respect of the e-voting process conducted under my supervision, I hereby report that:

1. In accordance with the Notice of the 93<sup>rd</sup> Annual General Meeting dated 13<sup>th</sup> February, 2015 sent to the shareholders and the advertisement published pursuant to the Rule 20(3)(V) of the Companies (Management and Administration) Rules, 2014 on 03<sup>rd</sup> March, 2015 in The Free Press Journal in English and Navshakti in Marathi. The e-voting opened at 9.30 a.m. on Wednesday, 18<sup>th</sup> March, 2015 and remained open upto 5.30 p.m. on Friday, 20<sup>th</sup> March, 2015.
2. The equity shareholders holding shares as on 20<sup>th</sup> February, 2015, "cut off date" were entitled to vote on the resolutions stated in the Notice of the 93<sup>rd</sup> AGM of the Company.
3. The votes were unblocked at 5.40 p.m. on 20<sup>th</sup> March, 2015 in the presence of Ms. Duhita Chakradeo and Mrs. Vrushali Godbole who are not employees of the Company and who were witness to the unblocking of the votes.





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4. The e-voting results/list of equity shareholders who have voted "for and against" were downloaded from the e-voting website of Central Depository Services (India) Limited (<https://www.evotingindia.co.in>) and the same were handed over to the Chairman & Managing Director of the Company.

At the 93<sup>rd</sup> AGM held on Tuesday, 24<sup>th</sup> March, 2015, the Chairman of the AGM had ordered a poll in respect of all the resolutions as set out in the Notice of the 93<sup>rd</sup> AGM to enable those shareholders who had not cast their vote electronically, to cast their vote at the said AGM. I was appointed as the Scrutinizer to conduct the poll procedure at the said AGM.

In respect of the poll process conducted under my supervision, I hereby report that:

1. The poll box containing the poll papers was unlocked after the conclusion of the 93<sup>rd</sup> AGM in presence of Mr. Ronald F. Fernandes (Client ID/DP ID: 1202700000061384) and Mrs. Smita Shah (Client ID/DP ID: 1302820000002510), shareholders of the Company and who are not employees of the Company. The votes were counted and the results of the poll were prepared in the presence of the aforesaid shareholders and were also countersigned by them as witnesses.

I hereby state that I have recorded details of all the votes casted by the shareholders, electronically and by poll and have also checked and verified the same. I have also carried out full count of the votes.

I hereby report the results of the votes cast by the shareholders, electronically and by poll, as under:



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**ORDINARY BUSINESS :**

Resolution No.	Particulars	Mode	Shares held	Votes in		Total shares	Votes Casted	
				Favour	Against		% For	% Against
1	Adoption of the audited Balance Sheet and Profit & Loss Account for the nine (9) months period ended 30 <sup>th</sup> September, 2014 and the reports of the Board of Directors and Auditors thereon.	<b>E-voting</b>	43,711,816	39,954,235	3,757,581	43,711,816	91.40	8.60
		<b>Ballot</b>	26,405,771	26,403,621	2,150	26,405,771	99.99	0.01
		<b>Total</b>	<b>70,117,587</b>	<b>66,357,856</b>	<b>3,759,731</b>	<b>70,117,587</b>	<b>94.64</b>	<b>5.36</b>
2	Appointment of a Director in place of Mr. Digambar C. Bagde - Deputy Managing Director (T&D Business) (DIN: 00122564), who retires by rotation and being eligible, offers himself for re-appointment.	<b>E-voting</b>	43,711,816	43,706,165	5,651	43,711,816	99.99	0.01
		<b>Ballot</b>	25,100,467	25,100,467	Nil	25,100,467	100	Nil
		<b>Total</b>	<b>68,812,283</b>	<b>68,806,632</b>	<b>5,651</b>	<b>68,812,283</b>	<b>99.99</b>	<b>0.01</b>
3	Ratification of appointment of M/s. Natvarlal Vepari & Co., Chartered Accountants as Statutory Auditors of the Company.	<b>E-voting</b>	43,711,816	43,711,815	1	43,711,816	100	Nil
		<b>Ballot</b>	26,405,396	26,405,396	Nil	26,405,396	100	Nil



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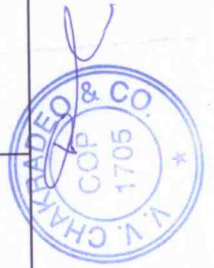
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	Total	70,117,212	70,117,211	1	70,117,212	100
4	Ratification of appointment of M/s Vinod Modi & Associates, Chartered Accountants & M/s M.G. Shah & Associates Chartered Accountants as Joint Branch Auditors of "Gammon India Limited - Transmission Business" at Nagpur.	43,711,816	43,711,816	Nil	43,711,816	100
	<b>Ballot</b>	26,405,771	26,405,771	Nil	26,405,771	100
	<b>Total</b>	<b>70,117,587</b>	<b>70,117,587</b>	<b>Nil</b>	<b>70,117,587</b>	<b>100</b>

**SPECIAL BUSINESS :**

Resolution No.	Particulars	Shares held	Votes in		Total shares	Votes Casted	
			Favour	Against		% For	% Against
5	Ordinary Resolution under Section 148 of the Companies Act, 2013 for ratification of payment of remuneration to Cost Auditor - Mr. R. S. Raghavan.	43,711,816	43,711,816	Nil	43,711,816	100	Nil
	<b>Ballot</b>	26,405,396	26,405,396	Nil	26,405,396	100	Nil
	<b>Total</b>	<b>70,117,212</b>	<b>70,117,212</b>	<b>Nil</b>	<b>70,117,212</b>	<b>100</b>	
6	Special Resolution pursuant to section 197,198 & schedule V for re-appointment of Mr. Rajul A. Bhansali as Whole time Director of the Company designated	43,711,816	43,708,066	3,750	43,711,816	99.99	0.01





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	as Executive Director, International Business.	Ballot	26,405,771	26,405,771	Nil	26,405,771	100	Nil
			<b>Total</b>	<b>70,117,587</b>	<b>70,113,837</b>	<b>3,750</b>	<b>70,117,587</b>	<b>99.99</b>
7	Ordinary Resolution for appointment of Mr. Ajit B. Desai as Director of the Company.	E-voting	43,711,816	43,708,066	3,750	43,711,816	99.99	0.01
			<b>Total</b>	<b>70,112,712</b>	<b>70,108,862</b>	<b>3,750</b>	<b>70,112,712</b>	<b>99.99</b>
8	Special Resolution pursuant to section 197,198 & schedule V for appointment of Mr. Ajit B. Desai as Whole-time Director of the Company designated as Executive Director & Chief Executive Officer.	E-voting	43,711,816	43,708,066	3,750	43,711,816	99.99	0.01
			<b>Total</b>	<b>70,113,087</b>	<b>70,109,337</b>	<b>3,750</b>	<b>70,113,087</b>	<b>99.99</b>
9	Special resolution pursuant to clause 49 of the listing Agreement for approval of existing material related party transaction entered into by the Company with its subsidiaries/joint ventures for execution of infrastructure projects.	E-voting	17,526,342	17,526,342	Nil	17,526,342	100	Nil
			<b>Total</b>	<b>24,152,584</b>	<b>24,152,584</b>	<b>Nil</b>	<b>24,152,584</b>	<b>100</b>



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10	Special Resolution pursuant to clause 49 of the listing agreement for approval of existing material related party transaction entered into by the Company with its subsidiaries Metropolitan Infrahousing Private Limited.	<b>E-voting</b>	17,526,342	17,526,342	Nil	17,526,342	100	Nil
		<b>Ballot</b>	6,626,242	6,626,242	Nil	6,626,242	100	Nil
		<b>Total</b>	<b>24,152,584</b>	<b>24,152,584</b>	<b>Nil</b>	<b>24,152,584</b>	<b>100</b>	
11	Special Resolution pursuant to clause 49 of the listing agreement for approval of existing material related party transactions entered into by the Company with its subsidiary Campo Puma Oriente S.A.	<b>E-voting</b>	17,526,342	17,520,691	5,651	17,526,342	99.97	0.03
		<b>Ballot</b>	6,626,242	6,626,242	Nil	6,626,242	100	Nil
		<b>Total</b>	<b>24,152,584</b>	<b>24,146,933</b>	<b>5,651</b>	<b>24,152,584</b>	<b>99.97</b>	<b>0.03</b>
12	Special Resolution pursuant to clause 49 of the listing agreement for approval of existing material related party transactions entered into by the Company with its subsidiary Franco Tosi Meccanica S.p.A.	<b>E-voting</b>	17,526,342	17,520,691	5,651	17,526,342	99.97	0.03
		<b>Ballot</b>	6,626,242	6,626,242	Nil	6,626,242	100	Nil
		<b>Total</b>	<b>24,152,584</b>	<b>24,146,933</b>	<b>5,651</b>	<b>24,152,584</b>	<b>99.97</b>	<b>0.03</b>





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In view of the aforesaid voting details, I hereby state that all the resolutions from Item No. 1 to 12 as set out in the Notice of the 93<sup>rd</sup> AGM have been passed with requisite majority.

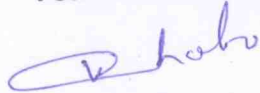
**There were Nine (9) invalid votes representing 7743 equity shares in respect of above mentioned resolutions.**

Related Parties have not voted in respective resolutions in which they are interested.

All relevant records of the e-voting and poll papers will remain in my custody until the Chairman considers, approves and signs the Minutes of the 93<sup>rd</sup> Annual General Meeting and thereafter the said records will be handed over to the Company.

Thanking you,

Yours faithfully,  
**FOR V. V. CHAKRADEO & CO.**



**V. V. CHAKRADEO  
PROPRIETOR  
COP 1705**

