

RESULTS OF VOTING (EVOTING & POLL) IN RESPECT OF THE RESOLUTIONS PASSED AT THE 97th ANNUAL GENERAL MEETING OF THE EQUITY SHAREHOLDERS OF GAMMON INDIA LIMITED HELD ON 14th DECEMBER, 2019.

As per the provisions of Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company had provided e-voting facility to all the members holding shares of the Company as on the cut-off date i.e. 7th December, 2019 to enable them to cast their votes in respect of the resolutions as set out in the Notice of the 97th Annual General Meeting (“AGM”) of the members of Gammon India Limited (the “Company”). The e-voting period commenced at 9.00 a.m. on Wednesday, 11th December, 2019 and concluded at 5.00 p.m. on Friday, 13th December, 2019. Mr. V.V. 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 Saturday, 14th December, 2019, Mr. Anurag Choudhry 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, a poll was ordered in respect of all items of business from 1 to 4 as set out in the Notice of the AGM. Mr. V. V. 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, the voting results of the 97th AGM 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 Audited Standalone and Audited Consolidated Financial Statements, Report of Board of Directors’ and Auditors for the financial year ended March 31, 2019.	Ordinary	E-Voting and Poll	Passed by requisite majority
2	**Regularisation of appointment of Mr. Anurag Choudhry (DIN: 00955456) as a Director of the Company.	Ordinary	E-Voting and Poll	Passed by requisite majority
3	**Special Resolution for appointment of Mr. Anurag Choudhry (DIN: 00955456) as a Whole-Time Director designated as Executive Director & Chief Financial Officer of the Company for a period of 3(three) years w.e.f. 17th August, 2019 and to approve the remuneration of Mr. Choudhry for the period.	Special	E-Voting and Poll	Passed by requisite majority



GAMMON INDIA LIMITED

Registered Office : Floor 3rd, Plot - 3/8, Hamilton House, J. N. Heredia Marg, Ballard Estate,

Mumbai - 400 038. Maharashtra, India; **Telephone :** +91-22-2270 5562

E-Mail : gammon@gammonindia.com; **Website :** www.gammonindia.com

CIN : L74999MH1922PLC000997

4	Ratification of payment of remuneration to the Cost Auditor viz. Mr. R. Srinivasaraghavan for the Financial Year ended 31st March, 2019.	Ordinary	E-Voting and Poll	Passed by requisite majority
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**Mr. Anurag Choudhry being interested did not vote on this resolution.

You are requested to take note of the aforesaid proceedings of the 97th Annual General Meeting.

Thanking you,

Yours faithfully,

For GAMMON INDIA LIMITED

**NIKI SHINGADE
COMPANY SECRETARY**

Dated this 14th day of December, 2019

Encl: Scrutinizer's Report dated 14th December, 2019

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

B - 301, MATOSHREE RESIDENCY CHS, 65, PRARTHANA SAMAJ ROAD, VILE PARLE (EAST), MUMBAI 400 057.
Telephone. No.: 26116821; **E-mail:** vvchakra@gmail.com; **Mobile No:** 98200 48732

FORM MGT - 13**SCRUTINIZER'S REPORT COMBINED ON E-VOTING AND POLL**

(Pursuant to the Section 108 and 109 of the Companies Act, 2013 read with Rule 20 and 21 of the Companies (Management and Administration) Rules, 2014)

Date: 14th December 2019

To
The Chairman,
Gammon India Limited
Floor 3rd, Plot No - 3/8,
Hamilton House, J.N. Heredia Marg,
Ballard Estate, Mumbai 400038
Maharashtra, India

Subject: Scrutinizer's Report on voting through Poll including E-Voting conducted in the Annual General Meeting pursuant to the provisions of Section 108 and 109 of the Companies Act, 2013 ("the Act") read with Rule 20 and 21 of the Companies (Management and Administration) Rules, 2014

Dear Sir,

I, V. V. Chakradeo, Practicing Company Secretary, having office at B-301, Matoshree Residency CHS., 65, Prarthana Samaj Road, Vile Parle East, Mumbai 400057, being appointed as the Scrutinizer by the Board of Directors of Gammon India Limited ("the Company") at its meeting held on 7th November, 2019 for scrutinizing the Poll and E-voting process at the 97th Annual General Meeting of the Company held on Saturday, 14th December, 2019 at 3.00 p.m. at "Rachana Sansad College" 278, Shankar Ghanekar Road, Prabhadevi, Mumbai 400025 for passing the below mentioned resolutions, submit my report as under:

In respect of votes cast through E-voting facility:

1. In accordance with the Notice of the 97th Annual General Meeting dated 15th November, 2019 sent to the shareholders and the Advertisement published on 6th December, 2019, in Free Press Journal in English and Navshakti in Marathi, the E-voting commenced at 9.00 a.m. on Wednesday, 11th December, 2019 and remained open upto 5.00 p.m. on Friday, 13th December, 2019.
2. The equity shareholders holding shares as on 7th December, 2019, cut-off date, were entitled to vote on the resolutions stated in the Notice of the 97th Annual General Meeting of the Company.
3. The votes were unblocked at 4.22 PM on 14th December 2019 in the presence of Mr. Mishil Darji and Ms. Duhita Chakradeo who are not employees of the Company and who have signed below as witness to the unblocking of the votes.
4. The e-voting results/list of equity shareholders who have voted "For or Against" were downloaded from the e-voting website of Central Depository Services Limited (<https://www.evoting.cdslindia.com/>).

In respect of votes cast through poll at the 97th Annual General Meeting of the Company:

1. After the time fixed for the poll by the Chairman, a ballot box kept for polling was locked in the presence of Mr. Mishil Darji and Ms. Duhita Chakradeo with due identification marks duly placed.




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2. The locked ballot box was subsequently opened in the presence of Mr. Mishil Darji and Ms. Duhita Chakradeo and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company/Registrar and Transfer Agents of the Company and the authorizations/proxies lodged with the Company.
3. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.

I hereby state that I have recorded details of all the votes cast by the shareholders by poll and e-voting and have also checked and verified the same. I have also carried out full count of the votes.

I now submit the Report as under of the Poll and E-voting in respect of the said resolutions:

ORDINARY BUSINESS:

Item No: 1: Ordinary Resolution: Adoption of Audited Standalone and Consolidated Financial Statements for the Financial Year ended 31st March 2019 alongwith Report of Board of Directors and Auditors thereon.

VOTING RESULTS FOR THE RESOLUTION:

A. Poll:

Particulars	Number of Shareholders	Number of votes cast by them	Percentage (%)
Votes in favour of the Resolution	46	45743239	99.99
Votes against the Resolution	2	2405	0.01
Invalid Votes	0	0	0
Total	48	45745644	100

B. E-Voting:

Particulars	Number of Shareholders	Number of votes cast by them	Percentage (%)
Votes in favour of the Resolution	23	52874923	99.74
Votes against the Resolution	4	139511	0.26
Invalid Votes	0	0	0
Total	27	53014434	100

C. Total:

Particulars	Number of Shareholders	Number of votes cast by them	Percentage (%)
Votes in favour of the Resolution	69	98618162	99.86
Votes against the Resolution	6	141916	0.14
Invalid Votes	0	0	0
Total	75	98760078	100



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RESULT:

As the number of votes cast in favour of the resolution are more than the number of votes cast against, we report that the Ordinary Resolution with regard to Item No: 1 as set out in the Notice of AGM is passed in favour of the resolution with requisite majority.

SPECIAL BUSINESS:

Item No: 2: Ordinary Resolution: Regularisation of appointment of Mr. Anurag Choudhry (DIN: 00955456) as a Director of the Company.

VOTING RESULTS FOR THE RESOLUTION:

A. Poll:

Particulars	Number of Shareholders	Number of votes cast by them	Percentage (%)
Votes in favour of the Resolution	46	45745189	99.99
Votes against the Resolution	1	255	0.01
Invalid Votes	0	0	0
Total	47	45745444	100

B. E-Voting:

Particulars	Number of Shareholders	Number of votes cast by them	Percentage (%)
Votes in favour of the Resolution	24	53016925	100
Votes against the Resolution	4	609	0
Invalid Votes	0	0	0
Total	28	53017534	100

C. Total:

Particulars	Number of Shareholders	Number of votes cast by them	Percentage (%)
Votes in favour of the Resolution	70	98762114	99.99
Votes against the Resolution	5	864	0.01
Invalid Votes	0	0	0
Total	75	98762978	100

RESULT:

As the number of votes cast in favour of the resolution are more than the number of votes cast against, we report that the Ordinary Resolution with regard to Item No: 2 as set out in the Notice of AGM is passed in favour of the resolution with requisite majority. Mr. Anurag Choudhry – Executive Director and CFO being interested abstained from voting for this resolution.



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Item No: 3: Special Resolution: Special Resolution for appointment of Mr. Anurag Choudhry (DIN: 00955456) as a Whole-Time Director designated as Executive Director & Chief Financial Officer of the Company for a period of 3(three) years w.e.f. 17th August, 2019 and to approve the remuneration of Mr. Choudhry for the period.

VOTING RESULTS FOR THE RESOLUTION:

A. Poll:

Particulars	Number of Shareholders	Number of votes cast by them	Percentage (%)
Votes in favour of the Resolution	46	45745189	100
Votes against the Resolution	1	255	0
Invalid Votes	0	0	0
Total	47	45745444	100

B. E-Voting:

Particulars	Number of Shareholders	Number of votes cast by them	Percentage (%)
Votes in favour of the Resolution	24	53016925	100
Votes against the Resolution	4	609	0
Invalid Votes	0	0	0
Total	28	53017534	100

C. Total:

Particulars	Number of Shareholders	Number of votes cast by them	Percentage (%)
Votes in favour of the Resolution	70	98762114	100
Votes against the Resolution	5	864	0
Invalid Votes	0	0	0
Total	75	98762978	100

RESULT:

As the number of votes cast in favour of the resolution are more than the number of votes cast against, we report that the Ordinary Resolution with regard to Item No: 3 as set out in the Notice of AGM is passed in favour of the resolution with requisite majority. Mr. Anurag Choudhry – Executive Director and CFO being interested abstained from voting for this resolution.



V. V. CHAKRADEO & CO.

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Item No: 4: Ordinary Resolution: Ratification of payment to the Cost Auditor viz. Mr. R. Srinivasaraghavan for the Financial Year ended 31st March, 2020.

VOTING RESULTS FOR THE RESOLUTION:

A. Poll:

Particulars	Number of Shareholders	Number of votes cast by them	Percentage (%)
Votes in favour of the Resolution	46	45743239	99.99
Votes against the Resolution	2	2405	0.01
Invalid Votes	0	0	0
Total	48	45745644	100

B. E-Voting:

Particulars	Number of Shareholders	Number of votes cast by them	Percentage (%)
Votes in favour of the Resolution	24	202556	99.99
Votes against the Resolution	3	209	0.01
Invalid Votes	0	0	0
Total	27	202765	100

C. Total:

Particulars	Number of Shareholders	Number of votes cast by them	Percentage (%)
Votes in favour of the Resolution	70	45945795	99.99
Votes against the Resolution	5	2614	0.01
Invalid Votes	0	0	0
Total	75	45948409	100

RESULT:

As the number of votes cast in favour of the resolution are more than the number of votes cast against, we report that the Ordinary Resolution with regard to Item No: 4 as set out in the Notice of AGM is passed in favour of the resolution with requisite majority.

All relevant records of vote casted by poll and through e-voting will remain in my custody until the Chairman considers, approves and signs the minutes of the 97th Annual General Meeting and thereafter the said records will be handed over to the Company.

Thanking you,

Signature:



For V. V. Chakradeo & Co.

V. V. Chakradeo

FCS No: 3382; COP No.: 1705

Date: 14th December 2019.

Place: Mumbai