



GAMMON INDIA LIMITED

CIN: L74999MH1922PLC000997

Regd. Office: Floor 3rd, Plot No - 3/8, Hamilton House,
J.N. Heredia Marg, Ballard Estate, Mumbai 400038.

Website: www.gammonindia.com; **Email:** investors@gammonindia.com

Tel.: +91 22 22705562

NOTICE TO SHAREHOLDERS

Notice is hereby given that the **Ninety Sixth Annual General Meeting of Gammon India Limited** will be held on Friday, 7th June, 2019 at 3.00 P.M. at Textiles Committee, P. Balu Road, Prabhadevi Chowk, Prabhadevi, Mumbai – 400 025 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31st March, 2018 together with the Reports of the Board of Directors and Auditors thereon and the Audited Consolidated Financial Statements of the Company for the Financial Year ended 31st March, 2018 together with Reports of the Auditors thereon.

SPECIAL BUSINESS:

2. To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution;
“RESOLVED THAT pursuant to Section 148 of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the Company hereby ratifies the payment of ₹ 1,00,000/- (Rupees One Lakh only) (exclusive of reimbursement of conveyance expenses at actuals and Service Tax/GST as applicable) as approved by the Board of Directors to Mr. R. Srinivasa Raghavan, Cost Auditor (Regn. No: 100098) appointed by the Board of Directors to carry out audit of Company's Cost Records for the financial year ending 31st March 2019.”
RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary to give effect to this resolution.”
3. To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution;
“RESOLVED THAT Mr. Soumendra Nath Sanyal (DIN: 06485683), who was appointed by the Board of Directors as an Additional Director of the Company effective from 1st April, 2019 and who holds office up to the date of this Annual General Meeting of the Company in terms of Section 161 of the Companies Act, 2013 (“Act”) and Article 128 of the Articles of Association of the Company and who is eligible for appointment and has consented to act as a Director of the Company be and is hereby appointed as a Director of the Company.
RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Act and the Rules framed thereunder read with Schedule IV to the Act, as amended from time to time, Mr. Soumendra Nath Sanyal, who meets the criteria for Independence as provided in Section 149(6) of the Act and who has submitted a declaration to that effect, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for a term of five years commencing from 1st April, 2019 upto 31st March, 2024.”
4. To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution;
“RESOLVED THAT Mr. Ulhas Dharmadhikari (DIN: 02249465), who was appointed by the Board of Directors as an Additional Director of the Company effective from 17th April, 2019 and who holds office up to the date of this Annual General Meeting of the Company in terms of Section 161 of the Companies Act, 2013 (“Act”) and Article 128 of the Articles of Association of the Company and who is eligible for appointment and has consented to act as a Director of the Company be and is hereby appointed a Director of the Company.
RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Act and the Rules framed thereunder read with Schedule IV to the Act, as amended from time to time, Mr. Ulhas Dharmadhikari, who meets the criteria for Independence as provided in Section 149(6) of the Act and who has submitted a declaration to that effect, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for a term of five years commencing from 17th April, 2019 upto 16th March, 2024.”
5. To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution;
“RESOLVED THAT pursuant to the provisions of Sections 152, 161 and Article 128 of the Articles of Association of the Company Mr. Jaysingh L. Ashar (DIN: 07015068), who was appointed by the Board of Directors as an Additional Director of the Company effective from 19th February, 2019 and who holds office up to the date of this Annual General Meeting and who is eligible for appointment and has consented to act as a Director of the Company be and is hereby appointed as the Director of the Company liable to retire by rotation.”



6. To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution;
- “RESOLVED THAT in accordance with the provisions of Sections 196 and 197 of the Companies Act, 2013, including any amendment thereto or modification thereof read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and all other applicable rules, approval of the Members be and is hereby accorded to the appointment of Mr. Jaysingh L. Ashar as a Whole-time Director designated as Executive Director of the Company for a period of 3 (three) years with effect from 19th February, 2019 on the terms and conditions including remuneration as set out in the Explanatory Statement annexed to the Notice convening this Meeting.
- RESOLVED FURTHER that the Board be and is hereby authorised to do all such acts, deeds and things, including authorising any official of the Company to do all such acts, deeds and things as may be necessary to give effect to this resolution.”
7. To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution;
- “RESOLVED THAT pursuant to the provisions of Sections 196, 197 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and all other rules, regulations, notifications and circulars (including any statutory modifications, clarifications, exemptions or re-enactments thereof, from time to time), and pursuant to the ‘No Objection Certificate’ dated 2nd November, 2018 received from ICICI Bank being the Lead Monitoring Institution on behalf of the CDR Lenders, approval of the Members be and is hereby accorded for payment of remuneration to Mr. Anurag Choudhry (DIN: 00955456) erstwhile Executive Director as set out in the explanatory statement annexed to the Notice convening this meeting.
- RESOLVED FURTHER that the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things as may be necessary to give effect to this resolution.”

**By Order of the Board of Directors
For GAMMON INDIA LIMITED**

**ABHIJIT RAJAN
CHAIRMAN**

Registered Office:

Floor 3rd, Plot No - 3/8, Hamilton House,
J.N. Heredia Marg, Ballard Estate, Mumbai - 400 038.

Date: 30th April, 2019

Place: Mumbai

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THAT THE PROXY NEED NOT BE A MEMBER. A person can act as a proxy on behalf of members not exceeding fifty (50) and holding in aggregate not more than ten (10) percent of the total paid-up share capital of the Company. A member holding more than ten (10) percent of total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other member.
2. Proxies to be effective should be deposited at the Registered Office of the Company not less than forty eight (48) hours before the commencement of the meeting.
3. The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of special businesses at Item Nos. 2 to 7 is annexed hereto.
4. The Register of Members and Share Transfer Books of the Company will remain closed from 30th May, 2019 to 7th June, 2019 (both days inclusive).
5. Members who hold shares in the dematerialized form are requested to write their DP ID and Client ID and those holding shares in physical form are requested to write their folio number in the attendance slip and hand it over at the entrance of the meeting hall.
6. Voting through electronic means:
 - (a) Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide members the facility to exercise their right to vote at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by Central Depository Services Limited (CDSL).



- (b) A member may exercise his vote at any general meeting by electronic means and Company may pass any resolution by electronic voting system in accordance with the Rule 20 of the Companies (Management and Administration) Rules, 2014.
- (c) During the e-voting period, members of the Company, holding shares either in physical form or dematerialized form, as on the cut-off date i.e. 31st May, 2019 may cast their vote electronically.
- (d) The e-voting period commences at 9.00 a.m. on Tuesday, 4th June, 2019 and ends at 5.00 p.m. on Thursday, 6th June, 2019. The e-voting module shall be disabled by CDSL for voting thereafter.**
- (e) Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.**
- (f) Voting rights shall be reckoned on the paid-up value of shares registered in the name of the members as on the date of dispatch of notice.
- (g) The Board of Directors at their meeting have appointed Mr. Vidyadhar V. Chakradeo, Practicing Company Secretaries (FCS No.3382) as the scrutinizer to scrutinize the remote e-voting process as well as voting through poll paper at the meeting in a fair and transparent manner.

(h) Instructions for e-voting:

- (i) The voting period begins at 9.00 a.m. on Tuesday, 4th June, 2019 and ends at 5.00 p.m. on Thursday, 6th June, 2019. 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 31st May, 2019 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
- For CDSL: 16 digits beneficiary ID,
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - 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 EVSN for the relevant <Company Name> on which you choose to vote.



- (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 a demat account holder has forgotten the 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) **Shareholders 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. Please follow the instructions as prompted by the mobile app while voting on your mobile.**
- (xix) **Note for Non – Individual Shareholders and Custodians**
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian 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.

(1) In case of Members receiving Notice of the Annual General Meeting by post and who wish to vote using the e-voting facility:

Please follow all steps from Sr. No. (ii) to Sr. No. (xix) above, to cast your vote.

7. Members are requested to carefully read the instructions and in case of any queries, you may refer to the e-voting for Members and User Manual for Shareholders to cast their votes available in the Help section of www.evotingindia.com.
8. Since the Company is required to provide facility to the members to exercise their right to vote by electronic means, shareholders of the Company, holding shares either in physical form or in dematerialized form and not casting their vote electronically, may cast their vote at the Annual General Meeting.
9. Facility of voting through Poll paper shall be made available at the AGM. Members attending the AGM, who have not already cast their vote by remote e-voting shall be able to exercise their right at the AGM.
10. Any person who acquires shares of the Company and becomes a Member of the Company after the dispatch of the AGM Notice and holds shares as on the cut-off date, i.e. 31st May, 2019, may obtain the login Id and password by sending a request at evotingindia@cdsl.co.in. However, if you are already registered with CDSL for remote e-voting, then you can use your existing user ID and password for casting your vote. If you have forgotten your password, you may reset your password by using “forgot User Details/ Password” option available on www.evotingindia.com.
11. The Scrutinizer shall within a period of 24 hours from the conclusion of the e-voting period unlock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer’s Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
12. The Results shall be declared within 24 hours of the conclusion of the Annual General Meeting of the Company. The Results declared along with the Scrutinizer’s Report shall be placed on the Company’s website www.gammonindia.com and on the website of CDSL within 24 hours and communicated to The National Stock Exchange of India Limited & BSE Limited.
13. Subject to the receipt of requisite number of votes, the Resolutions forming part of the AGM notice shall be deemed to be passed on the date of the AGM i.e. 7th June, 2019.



14. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company, a certified copy of the Board Resolution authorizing the representative to attend and vote on their behalf at the Meeting.
15. Pursuant to Section 205A of the Companies Act, 1956, the dividend not encashed or claimed within 7 (seven) years from the date of its transfer to the unpaid dividend account shall be transferred to the Investor Education and Protection Fund (IEPF) established by the Central Government. Accordingly, the Company has transferred Interim Dividend for the financial year 2010-11 amounting to ₹ 2,41,168/- to IEPF on 21st October, 2017 and Final Dividend for the financial year 2010-11 amounting to ₹ 2,56,212/- to IEPF 16th November, 2018. The Dividend for the financial year 2009-10 amounting to ₹ 3,68,722/- was transferred to IEPF on 23rd November, 2017 which was due and payable and remained unclaimed and unpaid for a period of seven years.

The Company will be transferring dividend to IEPF as per the following schedule:

Financial Year	Type of Dividend	Tentative date of transfer to IEPF
2011-2012	Final Dividend	28 th November, 2019

16. Members/ Proxies should bring the enclosed attendance slip duly filled in, for attending the Annual General Meeting, along with their copy of the Annual Report.
17. Members can avail nomination facility as per the provisions of Section 72 of the Companies Act, 2013 for registering their nomination which has to be submitted in Form SH-13. In case of cancellation of earlier nomination and registering fresh nomination, the information has to be submitted in Form SH-14. Members holding shares in physical mode are requested to submit their nomination forms to the Registrar and Share Transfer Agents and members holding shares in demat mode may obtain the nomination forms from their depository participant.
18. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.
19. Electronic copy of the Notice along with the Annual Report is being sent to all the members whose email ids are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report are being sent in the permitted mode.
20. Members who have not registered their e-mail addresses, so far, are requested to register their email addresses, in respect of their electronic holdings with the Depository through their concerned Depository Participants. Members who hold shares in physical form are requested to register their e-mail addresses with the Company's Registrar & Transfer Agent i.e. M/s. Link Intime India Private Limited by sending details like Name, Folio No. etc.
21. Members are requested to send their queries, if any, at least 10 (ten) days before the Annual General Meeting, so as to enable the Board to keep the information ready.
22. Shareholders are requested to address their correspondence to the Registrar & Share Transfer Agent viz. M/s. Link Intime India Private Limited, C 101, 247 Park , L B S Marg, Vikhroli West, Mumbai - 400 083.
23. Members may also note that the Notice of the 96th Annual General Meeting and the Annual Report for the Financial Year ended 31st March, 2018 will be available on the Company's website viz. www.gammonindia.com. Physical copies of the aforesaid documents will be available at the registered office for inspection during normal business hours on working days.



24. Information required to be provided under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 entered into with various Stock Exchanges, regarding the Directors who are proposed to be appointed / re-appointed is as below:

Name of Director	Mr. Soumendra Nath Sanyal	Mr. Ulhas Dharmadhikari	Mr. Jaysingh L. Ashar
Age (years)	69	59	66
Qualifications	Graduate from Jalpaiguri Govt. Engineering College, North Bengal University, West Bengal	Graduate from Jiwaji University, Gwalior as BE- Civil Engineering	B.Tech in Civil Engineering from IIT-Bombay in the year 1976. PG Diploma in Alternatives Dispute Resolution from NALSAR – Hyderabad. BGL (Bachelor of General Law) from ICFAI – Tripura.
Expertise	He has knowledge and experience in handling projects from concept, planning to delivery. He has successfully executed various projects which include bridges, industrial structures, tunnels for hydro power stations, factories and residential buildings, during his tenure with Gammon India Limited. He was employed with Gammon India Limited from 2009 to 2012 in charge of execution of projects as the "Chief Strategy Officer".	He has more than 35 years of experience in the field of Special Infrastructure such as Power Plants, Urban Utilities & Urban Infrastructure and Institutional & High end Real Estate. He joined Gujarat International Finance Tec City (GIFT CITY) - India's first International Financial Services Center and green field smart city as a CTO, President (Engineering) & Director in GIFT Water, GIFT Power and GIFT Solid waste cos, as first technical employee of the project. He was employed with Gammon India Limited, B G Shirke Cont. Tech. Ltd, Pune, Gujarat Urban Development Company Ltd (A Govt. of Gujarat Company) Gandhinagar, Adani Ltd & Arvind Mills Ltd on various positions for the Project Concepts, Planning and implementations.	He has over 40 years plus experience in the Civil Engineering fields which include: i. Design of High Level prestressed concrete Bridges ii. Execution of High level Prestressed concrete Bridges iii. Execution of Multistoreyed Buildings iv. Contract Management of Mass Housing schemes v. Marketing & Business Development. vi. Contract Administration, Disputes Resolutions through Alternative Disputes Resolution Methods and Arbitration. Litigation related Arbitrations including Execution of Arbitral Awards.
Directorships held in other public companies (excluding foreign and Private Companies)	NIL	NIL	1. Gammon Realty Limited 2. Deepmala Infrastructure Private Limited 3. Gammon Transmission Limited 4. ATSL Infrastructure Projects Limited 5. Patna Water Supply Distribution Network Private Limited
Memberships / Chairmanships of committees of other Public Companies.	NIL	NIL	NIL
Shareholding (No. of shares)	NIL	NIL	NIL



ANNEXURE TO NOTICE

As required by Section 102 of the Companies Act, 2013 the following Explanatory Statement sets out the material facts relating to the businesses under Items No. 2 to 7 of the accompanying Notice dated 30th April, 2019.

Item No. 2

Members are hereby informed that the Board on the recommendation of the Audit Committee appointed Mr. R. Srinivasa Raghavan, Cost Accountant (Membership No. 100098) as the Cost Auditor of the Company for the financial year 2018-19 to conduct audit of Cost Accounting Records maintained by the Company in respect of the Company's Civil Engineering, Procurement and Construction business at a remuneration of ₹ 100,000/- (Rupees One Lakh only) per annum exclusive of reimbursement of conveyance expenses at actuals and Service Tax/GST as applicable.

Pursuant to Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the remuneration proposed to be paid to the Cost Auditor is required to be ratified by the shareholders.

The Board recommends the passing of the Ordinary Resolution at Item No. 2 of the accompanying Notice for Members approval.

None of the Directors and/or Key Managerial Personnel of the Company or their respective relatives are concerned or interested in the passing of the above resolution.

Item No. 3

The Board of Directors ("Board"), on the recommendation of the Nomination and Remuneration Committee, appointed Mr. Soumendra Nath Sanyal (DIN: 06485683) as an Additional (Independent) Director of the Company, not liable to retire by rotation, effective 1st April, 2019. Pursuant to the provisions of Section 161 of the Act and Article 128 of the Articles of Association of the Company, Mr. Sanyal holds office up to the date of the ensuing Annual General Meeting ("AGM") and is eligible to be appointed as Director of the Company.

The Company has received from Mr. Sanyal (i) Consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014, (ii) Intimation in Form DIR-8 in terms of the Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under Section 164(2) of the Act and (iii) a declaration to the effect that he meets the criteria of independence as provided under Section 149(6) of the Act. The profile and specific areas of expertise of Mr. Sanyal are provided as annexure to this Notice.

In the opinion of the Board, Mr. Sanyal is a person of integrity, fulfils the conditions as specified in the Act and the Rules made thereunder for such appointment and is independent of the Management of the Company.

The resolution at Item no. 3 seeks the approval of the Members in terms of Sections 149,152,161 and other applicable provisions of the Act, read with Schedule IV of the Act and the Rules made thereunder, for appointment of Mr. Sanyal as an Independent Director of the Company for a period commencing from 1st April, 2019 till 31st March, 2024.

A copy of the draft letter of appointment of Mr. Sanyal as an Independent Director setting out the terms and conditions is available for inspection without any fee payable by the Members at the Registered Office of the Company during the normal business hours on working days up to the date of the AGM.

The Board recommends the passing of the Ordinary resolution at Item No. 3 of the accompanying Notice for Members approval.

None of the Director(s) and/or Key Managerial Personnel of the Company or their respective relatives, except Mr. Sanyal, to whom the resolution relates, are concerned or interested in the resolution mentioned at Item No. 3 of the Notice.

Item No. 4

The Board of Directors ("Board"), on the recommendation of the Nomination and Remuneration Committee, appointed Mr. Ulhas Dharmadhikari (DIN: 02249465) as an Additional (Independent) Director of the Company, not liable to retire by rotation, effective 17th April, 2019. Pursuant to the provisions of Section 161 of the Act and Article 128 of the Articles of Association of the Company, Mr. Dharmadhikari will hold office up to the date of this Annual General Meeting ("AGM") and is eligible to be appointed as Director of the Company.

The Company has received from Mr. Dharmadhikari (i) Consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014, (ii) Intimation in Form DIR-8 in terms of the Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under Section 164(2) of the Act and (iii) a declaration to the effect that he meets the criteria of independence as provided under Section 149(6) of the Act. The profile and specific areas of expertise of Mr. Dharmadhikari are provided as annexure to this Notice.

In the opinion of the Board, Mr. Dharmadhikari is a person of integrity, fulfils the conditions specified in the Act and the Rules made thereunder and is independent of the Management of the Company.

The resolution at Item No. 4 seeks approval of the Members in terms of Sections 149,152,161 and other applicable provisions of the Act, read with Schedule IV of the Act and the Rules made thereunder, for appointment of Mr. Ulhas Dharmadhikari as an Independent Director of the Company for a period of 5 (five) years commencing 17th April, 2019 till 16th April, 2024.



A copy of the draft letter of appointment of Mr. Dharmadhikari as an Independent Director setting out the terms and conditions is available for inspection without any fee payable by the Members at the Registered Office of the Company during the normal business hours on working days up to the date of the AGM.

The Board recommends the passing of the Ordinary resolution at Item No. 4 of the accompanying Notice for Members approval. None of the Director(s) and/or Key Managerial Personnel of the Company or their respective relatives, except Mr. Dharmadhikari, to whom the resolution relates, are concerned or interested in the resolution mentioned at Item No. 4 of the Notice.

Item No. 5 & 6

Members are informed that on the recommendation of the Nomination and Remuneration Committee, the Board in its meeting held on 19th February, 2019 appointed Mr. Jaysingh L. Ashar (DIN: 07015068) as an Additional Director of the Company pursuant to Section 161 of the Companies Act, 2013 and Article 128 of the Articles of Association to hold office as such until this Annual General Meeting.

The Board also appointed Mr. Ashar as a Whole-time Director of the Company designated as Executive Director for a term of 3 (three) Years commencing from 19th February, 2019. Mr. Ashar is liable to retire by rotation. The Company has received from Mr. Ashar (i) Consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014, (ii) Intimation in Form DIR-8 in terms of the Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under Section 164(2) of the Act.

Brief profile of Mr. Jaysingh L. Ashar is as under:

Mr. Jaysingh L. Ashar has done B.Tech in Civil Engineering from IIT-Bombay in the year 1976. He has also received a PG Diploma in Alternatives Dispute Resolution from NALSAR – Hyderabad. He has obtained BGL (Bachelor of General Law) from ICFAI – Tripura.

Further, he is also a Fellow with:

- (i) Institute of Engineers (India)
- (ii) Indian Institute of Technical Arbitration &
- (iii) Indian Council of Arbitration

He has over 40 years plus experience in the Civil Engineering field :

- a. Design of High Level prestressed concrete Bridges
- b. Execution of High level Prestressed concrete Bridges
- c. Execution of Multistoreyed Buildings
- d. Contract Management of Mass Housing schemes
- e. Marketing & Business Development.
- f. Contract Administration, Disputes Resolutions through Alternative Disputes Resolution Methods and Arbitration.
- g. Litigation related Arbitrations including Execution of Arbitral Awards.

The Board recommends the appointment of Mr. Jaysingh L. Ashar as Whole-time Director designated as Executive Director of the Company, as set out in the resolution at Item Nos. 5 & 6 on the following terms including remuneration:

(I) Consolidated Salary –

	Monthly Benefits	Per Annum (in ₹)
A]	Assumed Basic	7,80,000
	HRA	7,80,000
	Education Allowance	2,400
	Special Allowance	24,08,568
	Sodexo Coupons	14,040
	Sub-Total(A)	39,85,008
B]	Conveyance Allowance	3,00,000
	Fuel Valuation	1,50,000
	Car Maintenance	1,50,000
	Sub-Total (B)	6,00,000
C]	Annual Benefits	
	Medical Reimbursement	15,000
	LTA	65,000
	Sub-Total (C)	80,000
	Grand Total (A+B+C)	46,65,008



PART A:

(i) Reimbursement of expenses

Reimbursement of all expenses actually and properly incurred by Mr. Ashar in the course of discharging official duties of the Company.

Other terms:

Job Profile	:	During the period of his service with the Company, the Whole-Time Director Designated as Executive Director shall:
	:	a) perform, observe and confirm to such orders and instructions as may from time to time be reasonably given or communicated to him by the Board of Directors of the Company;
	:	b) in all respects carry out and use his best endeavors in carrying out the objects of the Company diligently and faithfully serve the Company, promote and protect its interest in all things to the best of his ability and judgment, and use his best endeavors to further its interests and to increase its business; and
	:	c) devote the whole of his time and attention to the business of the Company during the normal office and/or working hours of the Company and otherwise as in the opinion of the Board of Directors may be reasonably necessary for the diligent performance of his duties, and shall not in any way be engaged in, concerned directly or indirectly with any other company, business or trade (subsidiaries and associate companies excepted and otherwise than as the holder of shares or debentures in any company) without the consent of the Board of Directors of the Company
Other Terms	:	a) So long as Mr. Ashar functions as Whole-Time Director Designated as Executive Director he shall not be paid any sitting fees for attending the Meetings of the Board of Directors or the Committee(s) thereof
	:	b) The headquarters of the Whole-Time Director Designated as Executive Director shall, unless otherwise specified, be at Mumbai.
	:	c) His appointment, re-appointment, duties, responsibilities and remuneration shall be in conformity with the Companies Act, 2013 (including any amendment thereto), SEBI (Listing Obligations and Disclosures Requirements) Regulations 2015 and all such other applicable laws.
	:	d) Such other terms and conditions as may be recommended by the Nomination and Remuneration Committee and as may be approved by the Board.

The aggregate of the remuneration and perquisites/benefits, including contributions towards Provident Fund, Superannuation Fund and Gratuity Fund, payable to the Whole-time Directors of the Company taken together, shall be within the limit prescribed under the Companies Act, 2013, or any amendment thereto or modification thereof ('the Act').

Additional information in respect of Mr. Ashar pursuant to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standard on General Meetings, is given Corporate Governance'.

The Board recommends the passing of the Ordinary Resolution at Item No. 5 and Special Resolution at Item No. 6 of the accompanying Notice for Members approval.

None of the other Directors and/or Key Managerial Personnel of the Company, except Mr. Jaysingh L. Ashar are interested in the resolutions at Item Nos. 5 & 6 of the Notice.

**Item no. 7**

Members are informed that on the recommendation of the Nomination and Remuneration Committee, the Board in its meeting held on 20th August, 2018 appointed Mr. Anurag Choudhry as a Whole-time Director designated as Executive Director-Finance for a period of 3 (three) years effective from 20th August, 2018, subject to the approval of the lenders and the members.

Pursuant to the provisions of Section 197 of the Companies Act, 2013, the Company also obtained a 'No Objection Certificate' from ICICI Bank Limited (Monitoring Institution acting on behalf of the lenders) dated 2nd November, 2018 for payment of the remuneration of ₹ 54,00,000/- p.a. for a period of three years commencing from 20th August, 2018 (on pro-rata basis i.e. financial year wise).

Members are further informed that due to personal reasons Mr. Choudhry resigned from the Company's Board effective from 18th February, 2019. The Company has paid the below mentioned remuneration to Mr. Choudhry, pending shareholders approval.

The following remuneration was paid from 20th August, 2018 to 18th February, 2019, pursuant to Section 197 of the Companies Act, 2013 read with Part II of Schedule V of the Act and requires to be ratified by the members.

Pay Elements	Amount (in ₹)
Assumed Basic	5,69,107
House Rent Allowance	5,69,107
Special Allowance	12,25,136
Conveyance Allowance	1,50,749
Education Allowance	1,206
Fuel Allowance	75,374
Maintainance Allowance	75,374
Unclaimed LTA (+)	49,455
TOTAL	27,15,509

All the documents referred to above are available for inspection at the Company's registered office.

The Board recommends the passing of the Special resolution at Item No. 7 of the accompanying Notice for Members approval.

None of the Directors and /or Key Managerial person or their relatives are interested in the resolution at Item No 7.

By Order of the Board of Directors
For **GAMMON INDIA LIMITED**

ABHIJIT RAJAN
CHAIRMAN

Registered Office:

Floor 3rd, Plot No - 3/8, Hamilton House,
J.N. Heredia Marg, Ballard Estate, Mumbai - 400 038.

Date: 30th April, 2019

Place: Mumbai

Form No. MGT-11**PROXY FORM**

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies
(Management and Administration) Rules, 2014]

GAMMON INDIA LIMITED

CIN: L74999MH1922PLC000997

Registered Office: Floor 3rd, Plot No - 3/8, Hamilton House, J.N. Heredia Marg, Ballard Estate, Mumbai - 400038.

Name of the member(s) :
Registered Address :
E-mail ID :
Folio No/Client ID :
DP ID :

I/ We, being the member(s) of **Gammon India Limited** holding _____ Equity Shares, hereby appoint

1. Name: _____
Address: _____
E-mail ID: _____ Signature: _____ or failing him/her
2. Name: _____
Address: _____
E-mail ID: _____ Signature: _____ or failing him/her
3. Name: _____
Address: _____
E-mail ID: _____ Signature: _____

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the **96th Annual General Meeting** of the Company, to be held on **Friday, 7th day of June, 2019, at 3.00 p.m. at Textiles Committee, P. Balu Road, Prabhadevi Chowk, Prabhadevi, Mumbai – 400 025** and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolutions
1.	Adoption of Audited Standalone and Consolidated Financial Statements for the Financial Year ended 31 st March 2018 alongwith Report of Board of Directors and Auditors thereon.
2.	Ratification of payment of remuneration to the Cost Auditor viz. Mr. R. Srinivasaraghavan for the Financial Year ended 31 st March, 2019.
3.	Appointment of Mr. Soumendra Nath Sanyal (DIN: 06485683) as an Independent Director of the Company.
4.	Appointment of Mr. Ulhas Dharmadhikari (DIN: 02249465) as an Independent Director of the Company.
5.	Regularisation of appointment of Mr. Jaysingh L. Ashar (DIN: 07015068) as a Director of the Company.
6.	Special Resolution for appointment of Mr. Jaysingh L. Ashar (DIN: 07015068) as a Whole-Time Director of the Company for a period of 3(three) years w.e.f. 19 th February, 2019 and to approve the remuneration of Mr. Ashar for the period.
7.	Special Resolution pursuant to Section 196 and 197 read with Schedule V of the Companies Act, 2013 for ratification of payment of remuneration to Mr. Anurag Choudhry (DIN: 07015068) erstwhile Executive Director of the Company.

Signed this _____ day of _____, 2019

Affix
Revenue
Stamp

Signature of Shareholder

Signature of Proxy holder(s)

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

GAMMON INDIA LIMITED

CIN: L74999MH1922PLC000997

Registered Office: Floor 3rd, Plot No - 3/8, Hamilton House, J.N. Heredia Marg, Ballard Estate, Mumbai - 400038.

ATTENDANCE SLIP

(To be filled in and handed over at the entrance of the meeting hall)

I hereby record my presence at the **96th Annual General Meeting** of the Company to be held at **Textiles Committee, P. Balu Road, Prabhadevi Chowk, Prabhadevi, Mumbai – 400 025 on Friday, 7th day of June, 2019, at 3.00 p.m.**

Full Name of the *Shareholder / Proxy (in Block Letters)	
Folio No. or Client / DP ID No.:	
No. of Shares held:	

Signature of Shareholder/Proxy

*Strike out whichever is not applicable

NOTE: Members who have multiple folios/demat accounts with different joint holders may use copies of this attendance slip. Only Shareholders of the Company or their Proxies will be allowed to attend the Meeting.

ROUTE MAP FOR VENUE OF 96TH ANNUAL GENERAL MEETING OF THE COMPANY

Textiles Committee, P. Balu Road, Prabhadevi Chowk, Prabhadevi, Mumbai – 400 025.

