



RESULTS OF POSTAL BALLOT WHICH CONCLUDED ON 20TH OCTOBER, 2016

In accordance with the provisions of Section 110 of the Companies Act, 2013 read with The Companies (Management and Administration) Rules, 2014 and other applicable provisions (if any), the Company had sent Notice of Postal Ballot dated 13th September, 2016 to all the Shareholders holding shares on the record date i.e. 9th September, 2016 for seeking approval of the Shareholders on the Special Resolutions set out in the Postal Ballot Notice. The Postal Ballot commenced from 9.30 a.m. on 21st September, 2016 and concluded on 20th October, 2016 at 5.00 p.m.

I, Mr. Abhijit Rajan, Chairman and Managing Director of the Company, duly authorized to declare the results of postal Ballot, hereby declare the results as under:

Resolution No. 1: Special Resolution pursuant to Section 180(1)(a) and 186 of the Companies Act, 2013 authorizing the Board of Directors to sell, dispose, hive-off and transfer part of the Civil EPC undertaking of the Company to M/s Gammon Engineers and Contractors Private Limited, an indirect wholly owned step down subsidiary of the Company

Particulars	No. of Postal Ballots	No. of shares
Total number of physical ballot forms received.	113	51491941
Total number of electronic votes received.	59	51983360
Number of invalid physical ballot forms.	12	12745
Number of physical ballot forms not voted.	3	1335
Number of invalid electronic votes.	0	0
Number of electronic votes not cast	0	0
Number of valid physical ballot forms.	98	51477861
Number of valid electronic votes.	59	51983360
Number of valid votes –physical and electronic (excludes votes not cast)	158	103461221
Votes in favour of the resolution (both, physical & electronic)	147	103405800
Votes against the resolution (both, physical & electronic)	10	55421
Percentage of votes cast in favour of the resolution (both, physical & electronic):	99.95	
Percentage of votes cast against the resolution (both, physical & electronic) :	0.05	

Resolution No. 2: Special Resolution pursuant to Section 180(1)(a) of the Companies Act, 2013 and Regulation 24 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for divestment of 75% stake held by the Company in its indirect wholly owned step down subsidiary of the Company.

Particulars	No. of Postal Ballots	No. of shares
Total number of physical ballot forms received.	113	51491941
Total number of electronic votes received.	59	51983360
Number of invalid physical ballot forms.	12	12745

GAMMON INDIA LIMITED

An ISO 9001 Company

GAMMON HOUSE, VEER SAVARKAR MARG, P. O. BOX NO. 9129, PRABHADEVI, MUMBAI-400 025. INDIA.
 Telephone : 91- 22 - 6111 4000 • 2430 6761 • Fax : 91 - 22 - 2430 0221 • 2430 0529
 E-Mail : gammon@gammonindia.com • Website : www.gammonindia.com

CIN: L74999MH1922PLC000997



Number of physical ballot forms not voted.	4	1435
Number of invalid electronic votes.	0	0
Number of electronic votes not cast	0	0
Number of valid physical ballot forms.	97	51477761
Number of valid electronic votes.	59	51983360
Number of valid votes –physical and electronic (excludes votes not cast)	156	103461121
Votes in favour of the resolution (both, physical & electronic)	145	103413008
Votes against the resolution (both, physical & electronic)	11	48113
Percentage of votes cast in favour of the resolution (both, physical & electronic) : 99.95		
Percentage of votes cast against the resolution (both, physical & electronic) : 0.05		

Resolution No. 3: Special Resolution pursuant to Section 180(1)(a) of the Companies Act, 2013 for creation of mortgage/charge on immovable and movable properties of the Civil EPC undertaking for the debts being transferred to M/s Gammon Engineers and Contractors Private Limited.

Particulars	No. of Postal Ballots	No. of shares
Total number of physical ballot forms received.	113	51491941
Total number of electronic votes received.	59	51983360
Number of invalid physical ballot forms.	12	12745
Number of physical ballot forms not voted.	4	1435
Number of invalid electronic votes.	0	0
Number of electronic votes not cast	1	219107
Number of valid physical ballot forms.	97	51477761
Number of valid electronic votes.	58	51764253
Number of valid votes –physical and electronic (excludes votes not cast)	155	103242014
Votes in favour of the resolution (both, physical & electronic)	145	103194001
Votes against the resolution (both, physical & electronic)	10	48013
Percentage of votes cast in favour of the resolution (both, physical & electronic): 99.95		
Percentage of votes cast against the resolution (both, physical & electronic) : 0.05		

Resolution No. 4: Special Resolution pursuant to Section 186 of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 to provide security and corporate guarantee to the lenders of Gammon Engineers and Contractors Private Limited.

Particulars	No. of Postal Ballots	No. of shares
Total number of physical ballot forms received.	113	51491941
Total number of electronic votes received.	59	51983360
Number of invalid physical ballot forms.	11	12545
Number of physical ballot forms not voted.	4	1435

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Number of invalid electronic votes.	0	0
Number of electronic votes not cast	1	219107
Number of valid physical ballot forms.	97	51477761
Number of valid electronic votes.	58	51764253
Number of valid votes –physical and electronic (excludes votes not cast)	155	103242014
Votes in favour of the resolution (both, physical & electronic)	145	103186593
Votes against the resolution (both, physical & electronic)	10	55421
Percentage of votes cast in favour of the resolution (both, physical & electronic) : 99.95		
Percentage of votes cast against the resolution (both, physical & electronic) : 0.05		

Based on the aforementioned voting as issued by the Scrutinizer Mr. Vidhyadhar Chakradeo of M/s. V.V. Chakradeo & Co. Company Secretaries, Mumbai (Membership No. F3382) in his Report dated 21st October, 2016 copy of which is annexed hereto, I hereby declare that all the Special Resolutions from Nos. 1 to 4 as aforementioned have been passed with requisite majority.

For GAMMON INDIA LIMITED



ABHIJIT RAJAN
CHAIRMAN & MANAGING DIRECTOR

Dated this 21st October, 2016

Encl: Scrutinizer's Report dated 21st October, 2016

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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.**

TEL. NO. 26116821
CELL NO. 98200 48732

EMAIL: vvchakra@gmail.com

21st October, 2016

To
Chairman & Managing Director/ Executive Director
Gammon India Limited
Gammon House, Veer Savarkar Marg,
Prabhadevi,
Mumbai 400 025.

Dear Sir,

Sub: Scrutinizer's Report on Postal Ballot results for passing of Special Resolutions proposed vide Notice of Postal Ballot dated 13th September, 2016.

I, Vidyadhar V. Chakradeo, of M/s. V. V. Chakradeo & Co. Company Secretaries, Mumbai the Scrutinizer, was appointed by the Board of Directors of Gammon India Limited vide Board Resolution passed on 13th September, 2016 to conduct the Postal Ballot and E-voting process in a fair and transparent manner in respect of the Special Resolutions stated in the Notice of Postal Ballot dated 13th September, 2016 proposed to be passed by equity shareholders of the Company and do hereby submit my report on the same as under:

1. Pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, the Company has, on 20th September, 2016 completed the dispatch of the Postal Ballot Notice along with the Postal Ballot Form for seeking members' consent for Special Resolutions provided in the Postal Ballot notice dated 13th September, 2016.
2. The Company has provided the e-voting facility as well as facility to vote through physical Postal Ballot to the Members to exercise their vote electronically through the e-voting service facility arranged by Central Depository Services (India) Limited ("CDSL") and also through physical Postal Ballot.
3. The members of the Company holding shares as on the "Cut-off" date of 9th September, 2016 were entitled to vote.
4. The voting, both by physical and electronic mode, had commenced on 21st September, 2016 (from 9.30 a.m.) and ended on 20th October, 2016 (at 5.00 p.m.).
5. The Postal ballot Register was prepared to record equity shareholder's assent or dissent received, mentioning the particulars of name, address, folio number or client ID of the shareholders, number of shares held by them.
6. The Ballot Papers/ e-votes received were scrutinized and reconciled with the records maintained by Registrar and Share Transfer Agent (RTA).

I have scrutinized and reviewed the Postal Ballot and e-voting process in a fair and transparent manner. Please note that one equity share of the Company represent one vote. The Company has in all received 113 physical ballot papers and 59 votes by electronic mode.

I hereby report that the results of the votes cast by postal ballot (E-voting and Physical) are as under:



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

Resolution No. 1: Special Resolution pursuant to Section 180(1)(a) and 186 of the Companies Act, 2013 authorizing the Board of Directors to sell, dispose, hive-off and transfer part of the Civil EPC undertaking of the Company to M/s Gammon Engineers and Contractors Private Limited, an indirect wholly owned step down subsidiary of the Company:

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RESULT:

As the Special Resolutions mentioned in point no. 1 to 4 above are to be passed by a three fourth majority, in view of the number of votes cast in favour of all the special resolutions, the said Special Resolutions are passed with requisite majority.

You are requested to kindly declare the aforesaid results to the shareholders of the Company on 21st October, 2016 at the Notice Board at Registered Office of the Company and also intimate to National Stock Exchange of India and BSE Limited and display the same on the Company's website and on the website of CDSL.

**For V. V. Chakradeo & Co.
Company Secretaries**


**V. V. Chakradeo
Proprietor
Membership No. 1705**



Place: Mumbai
Date: 21st October, 2016

Witness 1

Name: Mr. Praudli Mungelkar
Address: 1/33, Poman N/Was.
Byculla (West)

Signature: 

Witness 2

Name: Mr. Sanket Mhatre
Address: Nala Lakhodi Nallasoparklest

Signature: 