

**GAMMON INDIA LIMITED**

[CIN:L74999MH1922PLC000997]

Regd. Office: 'Gammon House', Veer Savarkar Marg, Prabhadevi, Mumbai, 400 025

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## **NOTICE TO SHAREHOLDERS**

NOTICE is hereby given that the **Ninety Second Annual General Meeting of Gammon India Limited** will be held on Monday, 30<sup>th</sup> June, 2014 at 4.30 P.M. at Ravindra Natya Mandir, (P. L. Deshpande Maharashtra Kala Academy), Sayani Road, Prabhadevi, Mumbai - 400 025 to transact the following business:

### **ORDINARY BUSINESS:**

1. To consider and adopt the Balance Sheet for the nine (9) months period ended 31<sup>st</sup> December, 2013 and Profit & Loss Account for the period ended on that date, together with the Reports of the Board of Directors and the Auditors thereon.
2. To appoint a Director in place of Mr. Parvez Umrigar (DIN: 00106689) who retires by rotation and being eligible, offers himself for re-appointment.
3. 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 Section 139 and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) read with the Companies (Audit and Auditors) Rules, 2014, M/s. Natvarlal Vepari & Co., Chartered Accountants (Firm Registration No. 106971W), the retiring Statutory Auditors of the Company, be and are hereby re-appointed as the Statutory Auditors of the Company to hold office for a period of three (3) years from the conclusion of this meeting until the conclusion of the Annual General Meeting to be held for the financial year 2016-17 on such remuneration as may be determined by the Board of Directors.”

### **SPECIAL BUSINESS:**

4. 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 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mr. Chandrahas C. Dayal (DIN: 00178583), Director of the Company who retires by rotation at the Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years upto 31<sup>st</sup> March, 2019.”

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 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mr. Naval Choudhary (DIN: 00192164), Director of the Company who retires by rotation at the Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years upto 31<sup>st</sup> March, 2019.”

6. 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 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mr. Jagdish Sheth (DIN: 00675344), Director of the Company who retires by rotation at the Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years upto 31<sup>st</sup> March, 2019.”
7. 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 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mrs. Urvashi Saxena (DIN: 02021303), Director of the Company who retires by rotation at the Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing her candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years upto 31<sup>st</sup> March, 2019.”
8. 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 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mr. Atul Kumar Shukla (DIN: 00121601), Director of the Company who retires by rotation at the Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years upto 31<sup>st</sup> March, 2019.”
9. 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 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mr. Atul Dayal (DIN: 00005021), Director of the Company who retires by rotation at the Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years upto 31<sup>st</sup> March, 2019.”

10. 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 Section 143(8) and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”), M/s. Vinod Modi & Associates, Chartered Accountants (Firm Registration No. 111515W) and M/s. M. G. Shah & Associates, Chartered Accountants (Firm Registration No. 112561W), the retiring Joint Branch Auditors of the Company, be and are hereby re-appointed as Joint Branch Auditors of “Gammon India Limited –Transmission Business” at Nagpur and all other offices of Transmission and Distribution business wherever situated in India and abroad and to hold office from the conclusion of this meeting until the conclusion of the Annual General Meeting to be held for the financial year 2018-19 to examine and audit the books of accounts for the financial years 2014-2015, 2015-16, 2016-17, 2017-18 & 2018-19 on such remuneration as may be determined by the Board of Directors.”

11. 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 42, 62(1)(c) read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013, (including any amendment thereto or re-enactment thereof) and in accordance with the provisions of the Memorandum and Articles of Association of the Company, the listing agreements entered into by the Company with the stock exchanges where the equity shares of the Company are listed and any other rules/regulations/guidelines, notifications, circulars and clarifications issued thereon from time to time by the Government of India, the Reserve Bank of India (the “RBI”), the Securities and Exchange Board of India (“SEBI”), Issue of Capital and Disclosure Requirements Regulations, 2009 (the “SEBI ICDR Regulations”), as amended, SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended (the “Takeover Regulations”) and subject to the approval of the Corporate Debt Restructuring Empowered Group (the “CDR EG”) and such approvals, consents, permissions and sanctions as may be necessary or required from regulatory or other appropriate authorities, and all such other approvals which may be obtained by the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall deem to include any committee which the Board has constituted or may constitute to exercise its powers, including the powers conferred by this resolution) and in terms of and furtherance to the scheme of corporate debt restructuring (the “CDR Package”) by and between the Company and the lenders of the Company whose loans have been restructured (the “CDR Lenders”), pursuant to the CDR Package under the corporate debt restructuring scheme issued by the RBI and the corporate debt restructuring guidelines formulated thereunder, which has been approved by the CDR EG at its meeting held on 24<sup>th</sup> June, 2013 (the “Approval Date”) and communicated to the Company by the Corporate Debt Restructuring Cell (the “CDR Cell”) vide letter dated 29<sup>th</sup> June, 2013 and amendment letter dated 31<sup>st</sup> July, 2013 (the “CDR LOA”) and in terms thereof, and in terms of the Master Restructuring Agreement dated 24<sup>th</sup> September, 2013 by and between the Company and its CDR Lenders (the “MRA”), consent of the Company be and is hereby accorded to the Board to issue, offer and allot, on a preferential basis, 36,968,575 (Three Crores Sixty Nine Lacs Sixty Eight Thousand Five Hundred and Seventy Five) Equity Shares of face value of ₹ 2/- (Rupee Two Only) each [the “Equity Shares”] at a price of ₹ 27.05/- (Rupees Twenty Seven and Paise Five Only) each (including premium of ₹ 25.05/-) aggregating to ₹ 1,000,000,000/- (Rupees One Hundred Crores Only) in accordance with the provisions of Chapter VII of the SEBI ICDR Regulations to the below mentioned allottees:

Sr. No.	Names of the allottees	No. of Equity Shares	Category
1	Mr. Abhijit Rajan	30,683,918	Promoter
2	Pacific Energy Private Limited	2,218,114	Promoter
3	Active Agro Farming Private Limited	4,066,543	Affiliate of promoter
	Total	36,968,575	

RESOLVED FURTHER THAT the ‘relevant date’ for determining the price of the Equity Shares to be allotted to the aforementioned allottees shall be the date of approval of the CDR Package, being 24<sup>th</sup> June, 2013;

RESOLVED FURTHER THAT pursuant to the provisions of Regulation 74 of SEBI ICDR Regulations, the Board be and is hereby authorized to issue and allot the Equity Shares at a future date, subject to the approval of the CDR Lenders and the said Equity Shares shall rank pari passu with the existing equity shares of the Company in all respects and the Equity Shares shall be subject to lock-in for such period that may be prescribed under the SEBI ICDR Regulations;

RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution(s), the Board be and is hereby authorized on behalf of the Company to take all actions and to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, proper or desirable for such purposes, including to seek listing of the equity shares to be issued and allotted and to modify, accept and give effect to any modifications in the terms and conditions of the issue as may be required by the statutory, regulatory and other appropriate authorities (including but not limited to SEBI, CDR EG, RBI, the Government of India, etc.) and such other approvals (including approvals of the existing lenders of the Company) and as may be agreed by the Board, and to settle all questions, difficulties or doubts that may arise in the proposed issue, pricing of the issue, offer and allotment of the equity shares and to execute all such deeds, documents, writings, agreements, applications in connection with the proposed issue as the Board may in its absolute discretion deem necessary or desirable without being required to seek any further consent or approval of the Members or otherwise with the intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution;

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred, to any Committee of Directors or any one or more Directors/Officials of the Company to give effect to this resolution.”

12. 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 197 and 198 read with Schedule V and all other applicable provisions of the Companies Act, 2013, including the rules made thereunder and any amendments thereto or any statutory modification or re-enactment thereof for the time being in force (“the Act”) and subject to the approval of the Central Government and all other sanctions, approvals and permissions as may be required and subject to such conditions and modifications as may be imposed or prescribed by any of the authorities while granting such sanctions, approvals and permissions, the Company hereby accords its approval for the payment of remuneration aggregating to ₹ 60,000,000/- (Rupees Six Crores Only) per annum to Mr. Abhijit Rajan - Chairman & Managing Director (DIN: 00177173) as set out below for the period from 1<sup>st</sup> January 2014 to 31<sup>st</sup> March 2015, for the financial year 2015-16 & for the period 1<sup>st</sup> April 2016 to 16<sup>th</sup> May 2016;

(Amount in ₹)

Financial Year / Period	Salary (p.a.)	Perquisites & Allowances (p.a.)	Retirals (p.a.)	Total*(p.a.)
01.01.2014 - 31.03.2015	62,788,245	2,665,000	9,543,000	74,996,245
2015-2016	50,230,600	2,135,000	7,634,400	60,000,000
01.04.2016 - 16.05.2016	6,346,339	269,744	964,561	7,580,644

The term of Mr. Abhijit Rajan as the Chairman & Managing Director expires on 16<sup>th</sup> May 2016.

\*Explanation:

- Provision of car for use on Company's business and telephone at residence will not be considered perquisite.
- Valuation of perquisites shall be done as per Income Tax rules wherever applicable.
- Contribution to Provident Fund, Superannuation Fund or Annuity Fund will not be included in the computation of the ceiling on perquisites to the extent these either singly or put together are not taxable under the Income Tax Act, 1961.

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as the 'Board' which term shall be deemed to include any duly authorized Committee thereof, for the time being exercising the powers conferred on the Board by this resolution, including the Nomination & Remuneration Committee) be and is hereby authorized to revise, amend, alter and/or vary the terms and conditions in relation to the above remuneration in such manner as may be permitted in accordance with the provisions of the Act and/or to the extent as may be required, by the Central Government while according its approval;

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion deem necessary, proper or desirable including but not limited to making of an application to regulatory authorities, execution of necessary documents and to settle any questions, difficulties and/or doubts that may arise in this regard in order to implement and give effect to the foregoing resolution.”

13. 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 197 and 198 read with Schedule V and all other applicable provisions of the Companies Act, 2013, including the rules made thereunder and any amendments thereto or any statutory modification or re-enactment thereof for the time being in force (“the Act”) and subject to the approval of all other sanctions, approvals and permissions as may be required and subject to such conditions and modifications as may be imposed or prescribed by any of the authorities while granting such sanctions, approvals and permissions, the Company hereby accords its approval for the payment of remuneration of ₹ 8,000,000/- (Rupees Eighty Lacs Only) per annum to Mr. Rajul A. Bhansali - Executive Director (International Operations) (DIN: 00178558) for the period 1<sup>st</sup> January, 2014 until the remainder of his tenure i.e. up to 29<sup>th</sup> March 2015 *[(a) Provision of car for use on Company’s business and telephone at residence will not be considered perquisite; (b) Valuation of perquisites shall be done as per Income Tax rules wherever applicable and (c) Contribution to Provident Fund, Superannuation Fund or Annuity Fund will not be included in the computation of the ceiling on perquisites to the extent these either singly or put together are not taxable under the Income Tax Act, 1961.];*

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as the 'Board' which term shall be deemed to include any duly authorized committee thereof, for the time being exercising the powers conferred on the Board by this resolution, including the Nomination & Remuneration Committee) be and is hereby authorized to revise, amend, alter and/or vary the terms and conditions in relation to the above remuneration in such manner as may be permitted in accordance with the provisions of the Act and/or to the extent as may be required or by the Central Government while according their approval, if any;

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion deem necessary, proper or desirable including but not limited to making of an application to regulatory authorities, if necessary, execution of necessary documents and to settle any questions, difficulties and/or doubts that may arise in this regard in order to implement and give effect to the foregoing resolution.”

14. 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 Section 188 and other applicable provisions, if any, of the Companies Act, 2013, (including any amendment thereto or re-enactment thereof), consent of the Company be and is hereby accorded to Mr. Harshit Rajan, a relative of Mr. Abhijit Rajan, Chairman and Managing Director of



the Company, to continue to hold an office or place of profit in the Company as Vice President – Procurement for a period of 3 (three) years effective 1<sup>st</sup> May 2014 on the following remuneration (inclusive of all benefits):

<b>Period/Year</b>	<b>Remuneration (p.a.)</b>
01.05.2014 – 31.03.2015	6,405,438
01.04.2015 – 31.03.2016	6,725,710
01.04.2016 – 31.03.2017	7,061,996

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary, expedient or desirable to give effect to the above resolution.”

15. 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 payment of remuneration of ₹ 60,000/- (Rupees Sixty Thousand Only) per annum to Mr. R. S. Raghavan, Cost Auditor for conducting audit of cost accounting records maintained by the Company in respect of (a) manufacture of Power Transmission Tower Parts at the Company’s factory locations at Butibori, Deoli and Baroda and (b) manufacture of Power Conductors at the Company’s factory location at Silvassa for the financial year 2014-15;

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all such acts, deeds, matters and things to give effect to this resolution.”

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

**GITA BADE**  
*Company Secretary*

**Registered Office:**

“Gammon House”,  
Veer Savarkar Marg,  
Prabhadevi, Mumbai - 400 025.

Dated: 3<sup>rd</sup> June 2014

**NOTES:**

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND 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.
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 under Item Nos. 4 to 15 is annexed hereto.
4. The Register of Members and the Share Transfer Books of the Company will remain closed from 25<sup>th</sup> June, 2014 to 30<sup>th</sup> June, 2014 (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 and Rule 20 of the Companies (Management and Administration) Rules, 2014, 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. 23<sup>rd</sup> June 2014, may cast their vote electronically.
  - (d) The e-voting period commences at 9:30 a.m. on Tuesday, 24<sup>th</sup> June, 2014 and ends at 5:30 p.m. on Thursday, 26<sup>th</sup> June, 2014. 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 Secretary as the scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
  - (h) Instructions for e-voting:**
    - (1) In case of Members receiving Notice of the Annual General Meeting by email and who wish to vote using the e-voting facility :**
      - (i) Email contains your user ID and password for e-Voting. Please note that this password is an initial password.
      - (ii) Open your web browser during the voting period and log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
      - (iii) Now click on “Shareholders” to cast your votes.
      - (iv) Now, select the Electronic Voting Sequence Number (“EVSN”) - 140530001 along with “GAMMON INDIA LIMITED” from the drop down menu and click on “SUBMIT”.
      - (v) Now, fill up the following details in the appropriate boxes:

	<b>For Members holding shares in Demat Form</b>	<b>For Members holding shares in Physical Form</b>
User ID	<b>For NSDL:</b> 8 Character DP ID followed by 8 Digits Client ID <b>For CDSL:</b> 16 digits beneficiary ID	Folio Number registered with the Company

PAN*	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department when prompted by the system while e-voting (applicable for both demat shareholders as well as physical shareholders)
DOB#	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details##	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.

\*Members who have not updated their PAN with the Company / Depository Participant are requested to use default number '**GM1379BG11**' in the PAN field for e-voting.

#Members who have not updated their Date of Birth with the Company / Depository Participant are requested to use default number '**23121978**' in the DOB field for e-voting.

## Please enter any one of the details in order to login. In case either of the details are not recorded with the depository please enter the value <Default Value> in the DOB column or the <Default Value> in the Dividend Bank details field.

- (vi) After entering these details appropriately, click on "SUBMIT" tab.
- (vii) Members holding shares in Physical form will then reach directly to the voting screen.
- (viii) Members holding shares in Demat form will now reach Password Change menu wherein they are required to mandatorily change their login password in the new password field. The new password has to be minimum eight characters consisting of atleast one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character. Kindly note that this password can be used by the Demat holders for voting on 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.
- (ix) You can also update your mobile number and e-mail ID in the user profile details of the folio which may be used for sending communication(s) regarding CDSL e-voting system in future. The same may be used in case the Member forgets the password and the same needs to be reset.
- (x) If you are already registered with CDSL for e-voting, then you can use your existing login id and password for casting your vote.
- (xi) For Members holding shares in physical form, the password and default number can be used only for e-voting on the resolutions contained in this Notice.
- (xii) On the voting page, you will see Resolution Description and against the same the option 'YES/NO' for voting. Enter the number of shares (which represents number of votes) under YES/NO.
- (xiii) Click on the Resolution File link if you wish to view the entire Notice of the Annual General Meeting.
- (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) Institutional members (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution / Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail at [gita.bade@gammonindia.com](mailto:gita.bade@gammonindia.com) with a copy marked to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- (xvii) In case you have any queries or issues regarding e-voting, please contact [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

**(2) 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 Sl. No. (xvi) 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 QnA on e-Voting for Members and User Manual for Shareholders to cast their votes available in the Help section of [www.evotingindia.com](http://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. The Scrutinizer shall within a period of not exceeding three (3) working days 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.
10. The Results shall be declared on or after 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](http://www.gammonindia.com) and on the website of CDSL within two(2) days of passing of the resolutions at the Annual General Meeting of the Company on 30<sup>th</sup> June 2014 and communicated to the NSE & BSE Limited.
11. Pursuant to Section 205A of the Companies Act, 1956, the dividend not encashed or claimed within seven (7) 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 unclaimed final dividend for the year 2006-2007 is due for transfer on or before 21<sup>st</sup> November 2014. In terms of Section 205C of the Companies Act, 1956, no claim shall lie against the Company or the IEPF after the said transfer.
12. 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.
13. As per the General Circular 08/2014 No. 1/19/2013-CL-V dated 4<sup>th</sup> April 2014 issued by the Ministry of Corporate Affairs, the financial statements (and documents required to be attached thereto), auditors report and board's report in respect of financial years that commenced earlier than 1<sup>st</sup> April 2014 shall be governed by the relevant provisions/schedules/rules of the Companies Act, 1956. The Ministry of Corporate Affairs, Government of India has, vide General Circular No. 2/2011 dated 8<sup>th</sup> February, 2011 read together with General Circular No. 3/2011 dated 21<sup>st</sup> February, 2011, granted exemption under Section 212(8) of the Companies Act, 1956, for not attaching

Annual Report of subsidiary companies, subject to fulfillment of certain conditions by the holding company. As stated in the said circulars, the Board of Directors, vide its resolution dated 3<sup>rd</sup> April, 2014 accorded its consent for not attaching the balance sheet of the subsidiaries. Further the Company has presented in the Annual Report, the consolidated financial statements of the Company and all its subsidiaries duly audited by its statutory auditors. The consolidated financial statements have been prepared in strict compliance with the applicable Accounting Standards and, where applicable, the Listing Agreement as prescribed by the Securities and Exchange Board of India. The Company has disclosed in the consolidated balance sheet the following information in aggregate for each subsidiary including subsidiaries of subsidiaries:- (a) capital (b) reserves (c) total assets (d) total liabilities (e) details of investment (except in case of investment in the subsidiaries) (f) turnover (g) profit before taxation (h) provision for taxation (i) profit after taxation (j) proposed dividend.

The annual accounts of the subsidiary companies and the related detailed information shall be made available to shareholders of the Company and subsidiary companies seeking such information at any point of time. The annual accounts of the subsidiary companies shall also be kept for inspection by any shareholders in the head office of the Company and of the subsidiary companies concerned and a note to the above effect has been included in the Annual Report of the Company. The Company shall furnish a hard copy of details of accounts of subsidiaries to any shareholder on demand.

14. 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.
15. Members who have not registered their e-mail addresses, so far, are requested to register their e-mail 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 Agents, M/s. Link Intime India Private Limited by sending an e-mail to [gammonindiagogreen@linkintime.co.in](mailto:gammonindiagogreen@linkintime.co.in) along with details like Name, Folio No. etc.
16. Members are requested to send their queries, if any, at least ten (10) days before the Annual General Meeting, so as to enable the Board to keep the information ready.
17. The shareholders are requested to address their correspondence to the Registrar & Share Transfer Agent viz. M/s. Link Intime India Private Limited, C-13, Pannalal Silk Mills Compound, L. B. S. Marg, Bhandup (W), Mumbai - 400 078.
18. Members may also note that the Notice of the 92<sup>nd</sup> Annual General Meeting and the Annual Report for 2013 will be available on the Company's website viz. [www.gammonindia.com](http://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.
19. Information required to be provided under the Listing Agreement entered into with various Stock Exchanges, regarding the Directors who are proposed to be appointed / re-appointed is as below:

<b>Name of Director</b>	<b>Mr. Parvez Umrigar</b>	<b>Mr. Chandrahas C. Dayal</b>
Age (years)	51	70
Qualifications	B.Com, FICAI, AICAI	Chartered Accountant
Expertise	Wide experience of over 25 years in the areas of strategic planning, finance, accounts, taxation & compliance.	Vast professional experience and expertise in internal audit, taxation and finance.
Directorships held in other companies	NIL	<ol style="list-style-type: none"> <li>1. Pacific Netpro Limited</li> <li>2. Gammon &amp; Billimoria Ltd.</li> <li>3. Andhra Expressway Ltd.</li> <li>4. Cochin Bridge Infrastructure Co. Ltd.</li> <li>5. Rajahmundry Expressway Ltd.</li> <li>6. Mumbai Nasik Expressway Ltd.</li> <li>7. STFA Piling (India) Ltd.</li> <li>8. TML Industries Ltd.</li> <li>9. Gammon Infrastructure Projects Ltd.</li> <li>10. Synchrofin Services Pvt. Ltd.</li> <li>11. Vizag Seaport Pvt. Ltd.</li> <li>12. Navdeep Chemicals Pvt. Ltd.</li> <li>13. Spectrum Informatics Pvt. Ltd.</li> <li>14. Mature Trading and Investment Pvt. Ltd.</li> <li>15. Raseera Investments Pvt. Ltd.</li> </ol>
Memberships / Chairmanships of committees of other public companies.	NIL	<ol style="list-style-type: none"> <li>1. Gammon Infrastructure Projects Limited - Audit Committee (Chairman)</li> <li>2. Gammon Infrastructure Projects Limited – Shareholders /Investor Grievance Committee (Member)</li> <li>3. Cochin Bridge Infrastructure Company Limited - Audit Committee (Member)</li> <li>4. Rajahmundry Expressway Limited - Audit Committee (Member)</li> <li>5. Mumbai Nasik Expressway Limited - Audit Committee (Member)</li> </ol>
Shareholding (No. of shares)	2,15,648	1,500
<b>Name of Director</b>	<b>Mr. Naval Choudhary</b>	<b>Mr. Jagdish Sheth</b>
Age (years)	67	81
Qualifications	B.E. (Mechanical), M.B.A. (IIM Ahmedabad)	B.Sc. (Hons.) Bombay University, Fellow of Institute of Chartered Ship Brokers (London), Diploma in Business Management (Bombay)
Expertise	Wide experience in various management disciplines such as Strategic Planning, Marketing, Finance & Banking, and Production Control.	Wide and varied experience in management and strategic planning.
Directorships held in other companies	NIL	NIL

<b>Name of Director</b>	<b>Mr. Naval Choudhary</b>	<b>Mr. Jagdish Sheth</b>
Memberships / Chairmanships of committees of other public companies.	NIL	NIL
Shareholding (No. of shares)	NIL	NIL

<b>Name of Director</b>	<b>Mrs. Urvashi Saxena</b>	<b>Mr. Atul Kumar Shukla</b>
Age (years)	69	68
Qualifications	Post Graduate	Masters in Science
Expertise	Former Chairperson of Income Tax Settlement Commission, Delhi. Former Chief Commissioner of Income Tax, Mumbai.	Vast experience in the field of General Management, Marketing Management and Management Consultancy.
Directorships held in other companies	1. Kosi Bridge Infrastructure Company Ltd. 2. Elder Health Care Ltd. 3. Elder Pharmaceuticals Ltd. 4. Sharda Cropchem Ltd. 5. Orbit Corporation Ltd.	1. Almondz Global Securities Ltd. 2. India Infoline Trustee Co. Ltd 3. Star Union Dai-chi Life Insurance Company Ltd. 4. India Venture Advisors Pvt. Ltd. 5. SAA Wellness Pvt. Ltd.
Memberships / Chairmanships of committees of other public companies.	Member of Audit Committee – Elder Health Care Limited.	NIL
Shareholding (No. of shares)	Nil	NIL

<b>Name of Director</b>	<b>Mr. Atul Dayal</b>
Age (years)	64
Qualifications	Solicitor
Expertise	Vast experience in legal field. His areas of expertise are Economic Laws, such as Customs & Central Excise and Corporate Law.
Directorships held in other companies	1. Pudumjee Industries Limited 2. Reliance Retail Finance Limited.
Memberships / Chairmanships of committees of other public companies.	1. Member of Audit Committee - Pudumjee Industries Limited. 2. Member of Audit Committee - Reliance Retail Finance Limited.
Shareholding (No. of shares)	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 Item Nos. 4 to 15 of the accompanying Notice dated 3<sup>rd</sup> June, 2014.

### **Item No. 4:**

Mr. Chandrahas C. Dayal is a Non-Executive Independent Director of the Company. He joined the Board of Directors of the Company in March 1995. Mr. Dayal is a chartered accountant having vast professional experience and expertise in internal audit, taxation and finance. He holds 1,500 equity shares of the Company.

Mr. Dayal is a director whose period of office was liable to determination by retirement of directors by rotation under the erstwhile Companies Act, 1956. In terms of Section 149 and other applicable provisions of the Companies Act, 2013, Mr. Dayal being eligible and offering himself for appointment, is proposed to be appointed as an Independent Director for a term of five (5) consecutive years upto 31<sup>st</sup> March, 2019. Notice has been received from a member proposing Mr. Dayal as a candidate for the office of Independent Director of the Company.

In the opinion of the Board, Mr. Dayal fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder for his appointment as an Independent Director of the Company and is independent of the management. Copy of the letter for appointment of Mr. Dayal as an Independent Director setting out the terms and conditions would be available for inspection at the Registered Office of the Company during normal business hours on any working day, excluding public holidays and Sundays.

The Board wishes to continue to avail the services of Mr. Dayal as an Independent Director and hence commends passing of the resolution at Item No. 4 of the Notice.

Except Mr. Chandrahas C. Dayal and Mr. Atul Dayal - Director, none of the Directors and Key Managerial Personnel of the Company and their relatives is/are concerned or interested in any manner, in passing the resolution set out at Item No. 4.

### **Item No. 5:**

Mr. Naval Choudhary is a Non-Executive Independent Director of the Company. He joined the Board of Directors of the Company in May 2009. Mr. Choudhary holds a B.E (Mechanical) degree from University of Rajasthan and a master of business administration degree from Indian Institute of Management, Ahmedabad. He has served as the managing director of Albright and Wilson Chemicals India Limited and has gained vast experience in his capacity as managing director and chief executive officer in several organizations in India and overseas. He has vast experience in various management disciplines such as strategic planning, marketing, finance and banking, and production and inventory control. He does not hold any equity shares of the Company.

Mr. Choudhary is a director whose period of office was liable to determination by retirement of directors by rotation under the erstwhile Companies Act, 1956. In terms of Section 149 and any other applicable provisions of the Companies Act, 2013, Mr. Choudhary being eligible and offering himself for appointment, is proposed to be appointed as an Independent Director for a term of five (5) consecutive years upto 31<sup>st</sup> March, 2019. Notice has been received from a member proposing Mr. Choudhary as a candidate for the office of Independent Director of the Company.

In the opinion of the Board, Mr. Choudhary fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder for his appointment as an Independent Director of the Company and is independent of the management. Copy of the letter for appointment of Mr. Choudhary as an Independent Director setting out the terms and conditions would be available for inspection at the Registered Office of the Company during normal business hours on any working day, excluding public holidays and Sundays.

The Board wishes to continue to avail the services of Mr. Choudhary as an Independent Director and hence commends passing of the resolution at Item No. 5 of the Notice.

Except Mr. Naval Choudhary, none of the Directors and Key Managerial Personnel of the Company and their relatives is/are concerned or interested in any manner, in passing the resolution set out at Item No. 5.

**Item No. 6:**

Mr. Jagdish Sheth is a Non-Executive Independent Director of the Company. He joined the Board of Directors of the Company in September 2007. Mr. Sheth holds a B. Sc. (Hons) degree from Bombay University and is a fellow of Institute of Chartered Ship Brokers (London). He also has a diploma in business management. He has served as Chairman and Managing Director of the Shipping Corporation of India. He does not hold any equity shares of the Company.

Mr. Sheth is a director whose period of office was liable to determination by retirement of directors by rotation under the erstwhile Companies Act, 1956. In terms of Section 149 and any other applicable provisions of the Companies Act, 2013, Mr. Sheth being eligible and offering himself for appointment, is proposed to be appointed as an Independent Director for a term of five (5) consecutive years upto 31<sup>st</sup> March, 2019. Notice has been received from a member proposing Mr. Sheth as a candidate for the office of Independent Director of the Company.

In the opinion of the Board, Mr. Sheth fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder for his appointment as an Independent Director of the Company and is independent of the management. Copy of the letter for appointment of Mr. Sheth as an Independent Director setting out the terms and conditions would be available for inspection at the Registered Office of the Company during normal business hours on any working day, excluding public holidays and Sundays.

The Board wishes to continue to avail the services of Mr. Sheth as an Independent Director and hence commends passing of the resolution at Item No. 6 of the Notice.

Except Mr. Jagdish Sheth, none of the Directors and Key Managerial Personnel of the Company and their relatives is/are concerned or interested in any manner, in passing the resolution set out at Item No. 6.

**Item No. 7:**

Mrs. Urvashi Saxena is a Non-Executive Independent Director of the Company. She joined the Board of Directors of the Company in January, 2008. Mrs. Saxena holds M.A and LLB degrees. She has held various positions in the department of revenue, ministry of finance, government of India. She is presently associated with a law firm advising in corporate and taxation matters particularly international taxation and transfer pricing issues. She has served as the chairperson of Income Tax Settlement Commission, New Delhi. She does not hold any equity shares of the Company.

Mrs. Saxena is a director whose period of office was liable to determination by retirement of directors by rotation under the erstwhile Companies Act, 1956. In terms of Section 149 and any other applicable provisions of the Companies Act, 2013, Mrs. Saxena being eligible and offering herself for appointment, is proposed to be appointed as an Independent Director for a term of five (5) consecutive years upto 31<sup>st</sup> March, 2019. Notice has been received from a member proposing Mrs. Saxena as a candidate for the office of Independent Director of the Company.

In the opinion of the Board, Mrs. Saxena fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder for her appointment as an Independent Director of the Company and is independent of the management. Copy of the letter for appointment of Mrs. Saxena as an Independent Director setting out the terms and conditions would be available for inspection at the Registered Office of the Company during normal business hours on any working day, excluding public holidays and Sundays.

The Board wishes to continue to avail the services of Mrs. Saxena as an Independent Director and hence commends passing of the resolution at Item No. 7 of the Notice.

Except Mrs. Urvashi Saxena, none of the Directors and Key Managerial Personnel of the Company and their relatives is/are concerned or interested in any manner, in passing the resolution set out at Item No. 7.



**Item No. 8:**

Mr. Atul Kumar Shukla is a Non-Executive Independent Director of the Company. He joined the Board of Directors of the Company in July 2009. Mr. Shukla holds a degree of masters in science. He has vast experience in the field of general management, marketing management and management consultancy. He has served as the chairman of Life Insurance Corporation of India. Presently, he is a management consultant and is a director on the boards of various companies. He does not hold any equity shares of the Company.

Mr. Shukla is a director whose period of office was liable to determination by retirement of directors by rotation under the erstwhile Companies Act, 1956. In terms of Section 149 and any other applicable provisions of the Companies Act, 2013, Mr. Shukla being eligible and offering himself for appointment, is proposed to be appointed as an Independent Director for a term of five (5) consecutive years upto 31<sup>st</sup> March, 2019. Notice has been received from a member proposing Mr. Shukla as a candidate for the office of Independent Director of the Company.

In the opinion of the Board, Mr. Shukla fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder for his appointment as an Independent Director of the Company and is independent of the management. Copy of the letter for appointment of Mr. Shukla as an Independent Director setting out the terms and conditions would be available for inspection at the Registered Office of the Company during normal business hours on any working day, excluding public holidays, Saturday and Sunday.

The Board wishes to continue to avail the services of Mr. Shukla as an Independent Director and hence commends passing of the resolution at Item No. 8 of the Notice.

Except Mr. Atul Kumar Shukla, none of the Directors and Key Managerial Personnel of the Company and their relatives is/are concerned or interested in any manner, in passing the resolution set out at Item No. 8.

**Item No. 9:**

Mr. Atul Dayal is a Non-Executive Independent Director of the Company. He joined the Board of Directors of the Company in September 1999. Mr. Dayal is a solicitor having vast experience in legal field. His areas of expertise are economic laws, such as customs and central excise and corporate laws. He does not hold any equity shares of the Company.

Mr. Dayal is a director whose period of office was liable to determination by retirement of directors by rotation under the erstwhile Companies Act, 1956. In terms of Section 149 and any other applicable provisions of the Companies Act, 2013, Mr. Dayal being eligible and offering himself for appointment, is proposed to be appointed as an Independent Director for a term of five (5) consecutive years upto 31<sup>st</sup> March, 2019. Notice has been received from a member proposing Mr. Dayal as a candidate for the office of Independent Director of the Company.

In the opinion of the Board, Mr. Dayal fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder for his appointment as an Independent Director of the Company and is independent of the management. Copy of the letter for appointment of Mr. Dayal as an Independent Director setting out the terms and conditions would be available for inspection at the Registered Office of the Company during normal business hours on any working day, excluding public holidays, Saturday and Sunday.

The Board wishes to continue to avail the services of Mr. Dayal as an Independent Director and hence commends passing of the resolution at Item No. 9 of the Notice.

Except Mr. Atul Dayal and Mr. Chandahas C. Dayal - Director, none of the Directors and Key Managerial Personnel of the Company and their relatives is/are concerned or interested in any manner, in passing the resolution set out at Item No. 9.

**Item No. 10:**

The Board of Directors has, at its meeting held on 3<sup>rd</sup> April, 2014 approved the re-appointment of M/s. Vinod Modi & Associates, Chartered Accountants and M/s. M. G. Shah & Associates, Chartered Accountants, as Joint Branch Auditors of 'Gammon India Limited – Transmission Business Headquarters, Nagpur' and all other offices wherever situated to examine and audit the books of accounts for the next five (5) financial years 2014-2015, 2015-16, 2016-17, 2017-18 & 2018-19.

Your Directors commend passing of the Ordinary Resolution at Item No. 10 of the Notice.

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

**Item No. 11:**

Members may recall that the Company's corporate debt restructuring package was approved by the CDR EG at its meeting held on 24<sup>th</sup> June 2013 (the "Approval Date") and communicated to the Company vide letter of approval dated June 29, 2013 bearing reference number BY.CDR(PMJ)/No. 275/2013-14 and amendment letters dated July 31, 2013 bearing reference number BY.CDR. (PMJ) No. 370 /2013-14 and August 3, 2013 bearing reference number BY.CDR. (PMJ) No. 385 /2013-14 (the "CDR LOA"). Pursuant to the CDR LOA, the Promoters were required to infuse an amount of ₹ 1,000,000,000/- (Rupees One Hundred Crores Only) as contribution towards the "Promoters' Contribution". Accordingly, the following Promoters and their Affiliates have brought in the said contribution within the time as stipulated in the CDR LOA:

Sr. No.	Name of the Contributor	Amount of Contribution (₹)
1.	Mr. Abhijit Rajan	830,000,000
2.	Pacific Energy Private Limited	60,000,000
3.	Active Agro Farming Private Limited	110,000,000
	<b>TOTAL</b>	<b>1,000,000,000</b>

The approved CDR Package as well as the Master Restructuring Agreement dated 24<sup>th</sup> September 2013 ["MRA"], executed by the Company with the CDR Lenders provides for issue of securities to the aforementioned contributors in lieu of their respective contributions, subject to the approval of the CDR Lenders. Accordingly, the Company is seeking approval of the CDR Lenders for the issue and allotment of Equity Shares to the Promoters.

The Board of Directors, at its meeting held on 3<sup>rd</sup> June 2014, subject to the approval of the CDR Lenders and the shareholders, approved the proposal for issue of 36,968,575 (Three Crores Sixty Nine Lacs Sixty Eight Thousand Five Hundred and Seventy Five) equity shares of ₹ 2/- each for an amount not exceeding ₹ 1,000,000,000/- (Rupees One Hundred Crores Only) at a price of ₹ 27.05/- (Rupees Twenty Seven and Paise Five Only) per equity share to the aforementioned Promoters and their Affiliates.

**Other terms relating to issue of Equity Shares:**

The following disclosures are being made pursuant to Regulation 73 of the SEBI ICDR Regulations and the Companies (Share Capital & Debenture) Rules, 2014:

**(a) Objects of the Preferential Issue:**

The object of the issue, is to issue and allot Equity Shares of the Company to the Promoters and their Affiliates towards the contribution made by them as "Promoters Contribution" as envisaged under the CDR LOA and the MRA.

**(b) Proposal of the Promoters, Directors or Key Management Personnel of the issuer to subscribe to the offer:**

The proposed preferential issue of 36,968,575 (Three Crores Sixty Nine Lacs Sixty Eight Thousand Five Hundred Seventy Five) Equity Shares shall be subscribed by the following Promoters viz. (i) Mr. Abhijit Rajan – Chairman & Managing Director (ii) Pacific Energy Private Limited; and (iii) Active Agro Farming Private Limited (Affiliate of the Promoter).

Except the above, none of the directors or Key Managerial Personnel intends to subscribe to Equity Shares of the Company.

**(c) Shareholding Pattern before and after the preferential issue:**

Sr. No.	Particulars	Pre-Allotment		Post-Allotment	
		No. of shares*	% to listed capital	No. of shares	% to listed capital
<b>A</b>	<b>Promoters' holding:</b>				
	1. Indian:				
	Individual	8,189,479	6.00	38,873,397	22.41
	Bodies Corporate	36,481,240	26.73	42,765,897	24.65
	2. Foreign Promoters	3,086,435	2.26	3,086,435	1.78
	<b>TOTAL (A)</b>	<b>47,757,154</b>	<b>34.99</b>	<b>84,725,729</b>	<b>48.84</b>
<b>B</b>	<b>Non-Promoters' holding:</b>				
	1. Institutional Investors	36,572,961	26.79	36,572,961	21.08
	2. Non-Institutional Investors:				
	Private Corporate Bodies	20,400,910	14.95	20,400,910	11.76
	Directors & relatives	1,034,620	0.76	1,034,620	0.60
	Indian Public	25,434,376	18.63	25,434,376	14.66
	Others (incl. NRIs)	5,300,447	3.88	5,300,447	3.06
	<b>TOTAL (B)</b>	<b>88,743,314</b>	<b>65.01</b>	<b>88,743,314</b>	<b>51.16</b>
	<b>TOTAL (A) + (B)</b>	<b>136,500,468</b>	<b>100.00</b>	<b>173,469,043</b>	<b>100.00</b>

\* The pre-shareholding pattern is as on 23<sup>rd</sup> May 2014

**(d) Time within which the preferential issue shall be completed:**

The Equity Shares will be issued within the time limit prescribed under SEBI ICDR Regulations.

**(e) Identity of the proposed allottees, the percentage of post preferential issue capital that may be held by them and change in control, if any, in the issue consequent to the preferential issue:**

Sr. No.	Name of the proposed allottee	Pre-issue holding		Equity shares proposed to be allotted	Post-issue holding		Natural persons who are the ultimate beneficial owners
		Shares	% of holding		Shares	% of holding	
	<b>PROMOTERS (A)</b>						
1.	Mr. Abhijit Rajan	8,172,459	5.99	30,683,918	38,856,377	22.40	Not Applicable
2.	Pacific Energy Private Limited	18,013,015	13.20	2,218,114	20,231,129	11.66	Mr. Abhijit Rajan
	<b>SUB TOTAL (A)</b>	<b>26,185,474</b>	<b>19.18</b>	<b>32,902,032</b>	<b>59,087,506</b>	<b>34.06</b>	

NON-PROMOTERS (B)							
3.	Active Agro Farming Private Limited	-	-	4,066,543	4,066,543	2.34	Mr. Abhijit Rajan
<b>SUB TOTAL (B)</b>		-	-	<b>4,066,543</b>	<b>4,066,543</b>	<b>2.34</b>	
<b>TOTAL (A+B)</b>		<b>26,185,474</b>	<b>19.18</b>	<b>36,968,575</b>	<b>63,154,049</b>	<b>36.41</b>	

The existing Promoters of the Company will continue to be in control of the Company and there will not be any change in the management or control of the Company as a result of the proposed preferential allotment.

**(f) Undertaking by the Company:**

This is not applicable in the present case.

**(g) Pricing of the Equity Shares:**

As per the provisions of Chapter VII of the SEBI ICDR Regulations, the term 'Stock Exchange' for the purpose of calculation of issue price, means any of the recognized stock exchanges at which the shares of the Issuer Company are listed and in which the highest trading volume in respect of shares of the Company has been recorded during the preceding twenty six weeks / two weeks prior to the relevant date.

Equity Shares of the Company are listed on the Bombay Stock Exchange Limited ('BSE') and National Stock Exchange of India Limited ('NSE'). The past six month's turnover prior to Relevant Date, i.e. 24<sup>th</sup> June, 2013 is as follows:

Name of the Stock Exchange	No. of Shares
BSE	38,49,260
NSE	1,16,46,376

Accordingly the Equity Shares will be issued at a price not less than higher of the following in terms of SEBI ICDR Regulation for preferential issues as amended from time to time:

Sr. No	Basis	Price (₹)
1.	The average of the weekly high and low of the closing prices of the related equity shares quoted on the stock exchange (NSE) during the twenty six weeks preceding the relevant date. Or	27.05
2.	The average of the weekly high and low of the closing prices of the related shares quoted on the stock exchange (NSE) during the two weeks preceding the relevant date.	16.39

**(h) Certificate from Statutory Auditors:**

M/s. Natvarlal Vepari & Co., Chartered Accountants have certified that the issue of the Equity Shares is being made in accordance with the SEBI ICDR Regulations. A copy of the said certificate is open for inspection at the Registered Office of the Company between 2.00 p.m. and 5.00 p.m. on all working days (except Saturdays, Sundays and Holidays) up to the date of announcement of the result of the Annual General Meeting.

**(i) Relevant Date:**

The 'Relevant Date' for the allotment of equity shares contemplated under Item No. 11 pursuant to the CDR Package will be 24<sup>th</sup> June, 2013, being the date on which the Corporate Debt Restructuring Package was approved by the Corporate Debt Restructuring Empowered Group.

**(j) Lock-in Period:**

The Equity Shares issued shall be locked in as per the provisions of the SEBI ICDR Regulations.

**Other Disclosures:**

The Company's CDR Package, which inter alia included provision for issue of equity shares to promoters on preferential basis towards their Promoter Contribution, was approved by the members by special resolution by way of Postal Ballot. In view of the same, pursuant to Regulation 10(2) of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ("SEBI SAST Regulations"), as amended from time to time, the allottees to whom the said Equity Shares are proposed to be issued and allotted and to whom the provisions of Regulation 3 & 4 of SEBI SAST Regulations may apply are exempted from the obligation to make an open offer under the aforesaid regulations.

As per Section 62(1)(c) of the Companies Act, 2013, issue of securities on a preferential basis to persons, whether or not they are members of the Company, has to be approved by the shareholders by way of a special resolution. Accordingly, the resolution at Item No. 11, if approved by the shareholders, will enable the Company to issue Equity Shares to the persons as stated above on a preferential basis in compliance with the conditions stated in the CDR LOA and the MRA.

Mr. Abhijit Rajan – Chairman & Managing Director holds 3.85% of the paid-up equity share capital of Pacific Energy Private Limited and 100% of the paid-up equity share capital of Active Agro Farming Private Limited. Except Mr. Rajan none of the Directors and Key Managerial Personnel of the Company or their relatives are interested or concerned in the passing of the above resolution.

Your Directors commend passing of the special resolution at Item No. 11 of the Notice.

**Item Nos. 12 & 13:**

- (a) At the 90<sup>th</sup> Annual General Meeting of the Company held on 25<sup>th</sup> September, 2012, members had approved payment of 'Minimum Remuneration' of ₹ 6 Crores per annum to Mr. Abhijit Rajan - Chairman & Managing Director of the Company for the financial years 2012-13 and 2013-14. The Company had made an application to the Central Government for payment of the aforesaid remuneration to Mr. Rajan and the approval is awaited.
- (b) The members had, at the 90<sup>th</sup> Annual General Meeting of the Company held on 25<sup>th</sup> September, 2012, approved payment of 'Minimum Remuneration' of ₹ 80 Lacs per annum to Mr. Rajul A. Bhansali - Executive Director of the Company for the financial year 2013-14.

The recessionary trends in the construction industry continued during the period under review. As a consequence the downturn in the Company's operations continued unabated. The severe liquidity crisis led to delays in project executions and revenues continued to remain stagnant. In view of the losses incurred during the year under review and taking into consideration the financial health of the Company and the roles and responsibilities entrusted to Mr. Rajan and Mr. Bhansali, the Nomination and Remuneration Committee and the Board of Directors in their respective meetings held on 12<sup>th</sup> March 2014 and 18<sup>th</sup> March 2014 resolved that the remuneration payable to Mr. Rajan & Mr. Bhansali shall be at the same level as paid in the previous financial years i.e (a) ₹ 6 Crores per annum to Mr. Rajan from 1<sup>st</sup> January 2014 until the remainder of his tenure i.e upto 16<sup>th</sup> May 2016 and (b) ₹ 80 Lacs per annum to Mr. Bhansali from 1<sup>st</sup> January 2014 until the remainder of his tenure i.e upto 29<sup>th</sup> March 2015 as per the details set out in the resolutions.

Approval of the Shareholders is being sought for payment of remuneration as set out in the resolutions at Item Nos. 12 & 13. Approval of the Central Government will also be sought in accordance with the provisions of Section II of Part II of Schedule V to the Companies Act, 2013, as may be required.

Information as required in terms of Section II of Part II of Schedule V to the Act is furnished below:

**I. GENERAL INFORMATION :**

1. Nature of Industry : Construction & Engineering
2. Date of commencement of commercial production : Not Applicable
3. In case of new companies, expected date of commencement of activities : Not Applicable  
as per project approved by Financial Institutions appearing in the Prospectus
4. Financial Performance

Financial parameters of the Company for the last five financial years:

(₹ in Crore)

Sr. No.	Particulars	Year					9 months period ended 31.12.2013
		2009-10	2010-11	2011-12	2012-13		
(1)	Paid-up Capital	25.83	27.49	27.50	27.50	27.50	
(2)	Reserves & Surplus	1,898.72	2,088.15	2,224.48	1,687.12	1,018.28	
(3)	Turnover	4,534.25	5,636.85	5,473.23	5,100.25	3,186.49	
(4)	Net Profit as per Section 197 of the Companies Act, 2013 & Section 198 of the erstwhile Companies Act, 1956	217.81	186.26	161.12	(434.20)	(905.68)	
(5)	Amount of dividend	13.73*	10.63**	2.73	NIL	NIL	
(6)	Rate of Dividend declared	30%	40%	10%	NIL	NIL	

\*Includes dividend @ ₹ 21/- per share on 6% Optionally Convertible Preference Shares.

\*\*Includes interim dividend @ 20% per share and final dividend @ 20% per share.

5. Foreign Investments or Collaborators, if any : The total equity shares held by Foreign Institutional Investors is 30,657,128 Equity Shares of ₹ 2/- each which constitutes 22.46% of the Paid-up Equity Share Capital of the Company.

**II. INFORMATION ABOUT THE APPOINTEE:**

**1. MR. ABHIJIT RAJAN:**

**a. Background Details:**

Mr. Abhijit Rajan, aged 53 years has completed his graduation in India and pursued management studies in Europe. Mr. Rajan was appointed as the Managing Director of the Company in 1991. He took over as the Chairman of the Company in 1996 and since then has been re-appointed as the Chairman and Managing Director of the Company from time to time. He has over 28 years of experience in strategic planning and management and in the construction industry. His present tenure as the Chairman and Managing Director of the Company was approved by the shareholders in the 89<sup>th</sup> Annual General Meeting for a term of 5 (five) years with effect from 17<sup>th</sup> May 2011. Mr. Rajan reports to the Board of Directors of the Company.

**b. Past Remuneration:**

(Amount in ₹)

Year	Amount* (per annum)
2011-2012	122,177,928
2012-2013	81,234,400
2013-2014	60,000,000

\*including salary, perquisites & commission and retiral benefits (PF, Gratuity & Superannuation)



**c. Recognition / Awards: NIL**

**d. Job Profile & Suitability:**

Mr. Abhijit Rajan is the Chairman and Managing Director of the Company since June 1991. He works under the supervision and guidance of the Board of Directors. As an industrialist, he has built his reputation on the basis of good stewardship of the Gammon Group. With his sharp business acumen, his leadership skills, and his rich experience in the construction and contracting business the Company has grown manifold and has diversified from contracting business into infrastructure development, realty business, power transmission and energy business and is truly a “Builder to the Nation.” In the present industry scenario and competitive business environment the duties and responsibilities of Mr. Rajan has grown manifold. In these challenging times it is imperative that the Gammon Group continues to function under the leadership and stewardship of Mr. Rajan.

**e. Remuneration proposed:**

Details of the total remuneration comprising, interalia, salary and perquisites and allowances and other benefits/perquisites which is proposed to be paid to Mr. Abhijit Rajan - Chairman & Managing Director for the period 1<sup>st</sup> January 2014 to 31<sup>st</sup> March 2015, for the F.Y. 2015-16 & for the period 1<sup>st</sup> April 2016 to 16<sup>th</sup> May 2016 have been fully set out in the resolution at Item No. 12 of the Notice.

**f. Comparative Remuneration profile with respect to Industry, Size of the Company, Profile of the position and person:**

Mr. Abhijit Rajan, as the Chairman & Managing Director of the Company, has today made Gammon one of the largest construction and engineering companies in India. Under his leadership the Gammon group diversified from various sectors of civil engineering, design and construction business to infrastructure development, realty business, power and energy sector and even oil exploration. Considering Mr. Rajan’s contribution, his job profile and responsibilities, role played by him in managing the Company’s affairs, his experience and acumen in steering the Company through a competitive and strategic business environment, the size of the Company, comparable remuneration of managerial personnel in the similar industry and the industry in which it operates, the Nomination & Remuneration Committee, at its meeting held on 12<sup>th</sup> March 2014, approved payment of remuneration of ₹ 6 Crores per annum to Mr. Rajan for the periods 1<sup>st</sup> January 2014 to 31<sup>st</sup> March 2015, for the F.Y. 2015-16 & for the period 1<sup>st</sup> April 2016 to 16<sup>th</sup> May 2016 as set out in the resolution and recommended the same to the Board for its approval. Based on the recommendation of the Nomination & Remuneration Committee, the Board, at its meeting held on 18<sup>th</sup> March 2014, approved the aforesaid payment of remuneration to Mr. Rajan as set out in the resolution at Item No. 12 of the Notice.

**g. Pecuniary Relationship, directly or indirectly with the Company or relationship with the Managerial Personnel, if any:**

Mr. Abhijit Rajan, Chairman & Managing Director is not related to any managerial personnel in the Company. He does not have any pecuniary relationship, directly or indirectly with the Company or with any managerial personnel besides the remuneration set out in the resolution at Item No. 12 and except to the extent of his shareholding as a Promoter in the Equity Share Capital of the Company.

**2. MR. RAJUL A. BHANSALI:**

**a. Background Details:**

Mr. Rajul Bhansali joined the Company’s Board in March 2003 as the Whole-time Director and since then has discharged various functions as a Director of the Company. He is currently Executive Director – International Operations. Mr. Rajul Bhansali, aged 58, is a Commerce graduate and a member of the Institute of Chartered Accountants of India. He has vast experience in diverse functional areas such as

finance, commercial and general management in engineering and construction industry. Mr. Bhansali has 36 years of experience in manufacturing, project engineering and EPC Companies in India and overseas.

**b. Past Remuneration:**

(Amount in ₹)

Year	Amount* (per annum)
2011-2012	8,225,120
2012-2013	8,642,184
2013-2014	8,000,000

*\*including salary, perquisites & commission and retiral benefits (PF, Gratuity & Superannuation)*

**c. Recognition / Awards: NIL**

**d. Job Profile & Suitability:**

As Executive Director - International Operations, Mr. Bhansali is responsible for overseeing Gammon's investments and safeguarding its interests in overseas ventures in the Power Equipment Manufacturing Companies in Italy and Oil Exploration Company in Ecuador. He reports to the Chairman & Managing Director of the Company. To enable him to manage the affairs of these companies in a best possible manner, Mr. Bhansali has been inducted on the Boards of all the overseas subsidiaries/ associate companies as a nominee of the Company. Since joining the Board of the Company, Mr. Bhansali has been effectively managing the domestic and overseas affairs of the Company. Considering the rich experience and expertise in diverse functional areas in engineering and construction industry, Mr. Bhansali is best suited for effectively managing the Company's business in his capacity as Director of the Company.

**e. Remuneration proposed:**

Details of the total remuneration comprising, *inter alia*, salary and perquisites and allowances and other benefits/perquisites which is proposed to be paid to Mr. Rajul A. Bhansali - Executive Director (International Operations) for the remainder of his tenure has been fully set out in the resolution at Item No. 13 of the Notice.

**f. Comparative Remuneration profile with respect to Industry, Size of the Company, Profile of the position and person:**

Mr. Rajul Bhansali is in charge of the Company's International Operations. His responsibilities include overseeing the operations of the overseas companies on a day to day basis and safeguarding the Company's interests in overseas ventures. Considering Mr. Bhansali's job responsibilities, the duties performed by him, his rich experience and expertise, the size of the Company, comparable remuneration of managerial personnel in similar industry and the industry in which it operates, the Nomination & Remuneration Committee at its meeting held on 12<sup>th</sup> March 2014 approved payment of remuneration of ₹ 80 Lacs per annum to Mr. Bhansali for the period 1<sup>st</sup> January 2014 to 29<sup>th</sup> March 2015 and recommended the same to the Board for its approval. Based on the recommendation of the Nomination & Remuneration Committee, the Board, at its meeting held on 18<sup>th</sup> March 2014, approved the aforesaid payment of remuneration to Mr. Bhansali as set out in the resolution at Item No. 13 of the Notice.

### III. OTHER INFORMATION

#### 1. Reasons for inadequate profits:

The recessionary trends in the construction industry continued during the period under review leading to postponement of projects, delays in decision making by government agencies and large PSU's. Inordinate delays in clearing of dues, adverse regulatory environment and bureaucratic apathy further caused delays in project execution. As a consequence the downturn in the Company's operations continued unabated during the period under review. The severe liquidity crisis also affected project execution. Revenues continued to remain stagnant due to the delays in execution. All this led to re-assessment of jobs, higher borrowings and higher interest costs coupled with fall in margins. The Company continues to face difficulties in realising receivables and arbitration claims. Further considering the economic scenario in Europe and uncertainties prevailing there, The Company on a prudent basis and following the principal of conservatism, made provisions against risk & contingencies towards impairment of Investments/ Advances in its overseas companies.

#### 2. Steps taken or proposed to be taken for improvement:

The Company is pursuing various options for streamlining its business operations in wake of the continued liquidity crises. The Company is currently re-assessing its jobs which have turned negative due to external factors and efforts are being taken to turn these jobs profitable. Timely completion of those jobs which are in the closing stages is also being taken up on priority basis. The Company has taken several effective cost reduction measures. The Company is aggressively bidding for those jobs which are within the ambit of the Company's core competencies and which have a substantial profit margin. The Company is also actively exploring partnerships for its real estate projects. On the international front, the Company is considering options for reorganizing its overseas business by aggressively pursuing monetization of international power and oil business. The Company is also pursuing for amicable settlement of non-routine collection including claims and arbitration awards.

#### 3. Expected increase in productivity and profits in measurable terms:

In spite of various challenges, the Company could secure new orders worth ₹ 3,500 Crores. With the assistance provided by the lenders, the Company is also taking efforts to streamline its cash management so that it is in a better position to complete the new projects on time. Your Company believes that the new government shall introduce more business friendly policies in addition to according more importance to the infrastructure needs of this country. The Company is already geared up to take advantage of the new opportunities and initiatives that the Company expects this government to provide.

### IV. DISCLOSURES:

Disclosures required to be made pursuant to point IV of Part A of Section II of Part II of Schedule V to the Act have been made in the Corporate Governance Report for the nine (9) months period ending 31<sup>st</sup> December 2013.

The relevant Notices of the Annual General Meeting referred to in the Explanatory Statement in respect of Item Nos. 12 & 13 are open for inspection at the Registered Office of the Company between 10.00 a.m. and 5.00 p.m. on all working days except on Saturdays, Sundays and other public holidays upto Monday, 30<sup>th</sup> June, 2014.

Except for Mr. Rajan & Mr. Bhansali, no other Directors or Key Managerial Personnel of the Company or their relatives are directly or indirectly concerned or interested in the resolutions at Item Nos. 12 & 13 of this Notice.

Your Directors commend the resolutions at Item Nos. 12 & 13 for your approval as Special Resolutions.

**Item No. 14:**

Mr. Harshit Rajan, relative of Mr. Abhijit Rajan, the Chairman and Managing Director of the Company, is at present holding office as Vice President - Procurement in the Company on remuneration of ₹ 6,655,000/- per annum inclusive of all allowances and benefits applicable as per the Company policy. The aforesaid remuneration and holding of place of profit was in compliance with Section 314(1B) of the Companies Act, 1956 and in accordance with the approval received from the Ministry of Corporate Affairs, Government of India, vide their letter no. B25899253/2/2011-CL.VII dated 14<sup>th</sup> May 2012.

Taking into consideration the duties assigned, the overall salary structure paid to senior employees within the organization as well as in comparable industries and responsibilities entrusted to him, the Nomination and Remuneration Committee and the Board of Directors at their respective meetings held on 12<sup>th</sup> March 2014 and 18<sup>th</sup> March 2014 approved re-appointment of Mr. Harshit Rajan as Vice President – Procurement for a further period of three (3) years, effective from 1<sup>st</sup> May, 2014, on the revised remuneration as set out below:

(Amount in ₹)	
Period/Year	Remuneration (p.a.)
01.05.2014 – 31.03.2015	6,405,438
01.04.2015 – 31.03.2016	6,725,710
01.04.2016 – 31.03.2017	7,061,996

Pursuant to Section 188 and the Companies (Meetings of Board and its Powers) Rules, 2014, approval of the shareholders is being sought for the re-appointment of Mr. Harshit Rajan and payment of remuneration to him as aforementioned.

Except Mr. Abhijit Rajan, none of the other Directors and the Key Managerial Personnel of the Company and their relatives are concerned or interested in the passing of the above resolution.

Your Directors commend the Special Resolution at Item No. 14 for members' approval.

**Item No. 15:**

Members are hereby informed that the Audit Committee and the Board of Directors, at their respective meetings held on 18<sup>th</sup> March 2014 have appointed Mr. R. S. Raghavan as Cost Auditor of the Company for the financial year 2014-15 to conduct audit of cost accounting records maintained by the Company in respect of (a) manufacture of Power Transmission Tower Parts at the Company's factory locations at Butibori, Deoli and Baroda and (b) manufacture of Power Conductors at the Company's factory location at Silvassa on a remuneration of ₹ 60,000/- (Rupees Sixty Thousand) per annum.

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.

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

Your Directors commend the resolution at Item No. 15 for ratification by the members.

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

**GITA BADE  
Company Secretary**

**Registered Office:**

"Gammon House",  
Veer Savarkar Marg,  
Prabhadevi, Mumbai - 400 025.

Place : Mumbai  
Dated : 3<sup>rd</sup> June 2014