



## GAMMON INDIA LIMITED

CIN: L74999MH1922PLC000997

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

**Website:** [www.gammonindia.com](http://www.gammonindia.com); **Email:** [investors@gammonindia.com](mailto:investors@gammonindia.com)

**Tel.:** +91 22 22705562

### NOTICE TO SHAREHOLDERS

Notice is hereby given that the **Ninety Seventh Annual General Meeting** of Gammon India Limited will be held on Saturday, 14<sup>th</sup> December, 2019 at 3.00 P.M. at "Rachana Sansad College" 278, Shankar Ghanekar Road, Prabhadevi, Mumbai 400025 to transact the following business:

#### **ORDINARY BUSINESS:**

1. To consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31<sup>st</sup> March, 2019, the Audited Consolidated Financial Statements for the said Financial Year and the Reports of the Board of Directors and Auditors thereon.

#### **SPECIAL BUSINESS:**

2. To consider and if thought fit, to pass 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. Anurag Choudhry (DIN: 00955456), who was appointed by the Board of Directors as an Additional Director of the Company effective from 18<sup>th</sup> August, 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."
3. To consider and if thought fit, to pass 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. Anurag Choudhry (DIN: 00955456) as a Whole-time Director designated as Executive Director and Chief Financial Officer of the Company for a period of 3 (three) years with effect from 17<sup>th</sup> August, 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."
4. To consider and if thought fit, to pass 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 31<sup>st</sup> March 2020."  
**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."

**By Order of the Board of Directors**  
For **Gammon India Limited**

**Sd/-**  
**Niki Shingade**  
**Company Secretary**

#### **Registered Office:**

Floor 3<sup>rd</sup>, Plot No - 3/8, Hamilton House,  
J.N. Heredia Marg, Ballard Estate, Mumbai - 400038.

**Date:** 15<sup>th</sup> November, 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 4 is annexed hereto.
4. The Register of Members and Share Transfer Books of the Company will remain closed from 7<sup>th</sup> December, 2019 to 14<sup>th</sup> December, 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. 7<sup>th</sup> December, 2019 may cast their vote electronically.
- (d) **The e-voting period commences at 9.00 a.m. on Wednesday 11<sup>th</sup> December, 2019 and ends at 5.00 p.m. on Friday, 13<sup>th</sup> December, 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 Wednesday 11<sup>th</sup> December, 2019 and ends at 5.00 p.m. on Friday, 13<sup>th</sup> December, 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 7<sup>th</sup> December, 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](http://www.evotingindia.com).
- (iii) Click on Shareholders/Members
- (iv) Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. 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](http://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:

	<b>For Members holding shares in Demat Form and Physical Form</b>
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"> <li>• 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.</li> </ul>
Dividend Bank Details <b>OR</b> 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"> <li>• 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).</li> </ul>

- (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](http://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](mailto: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](mailto: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](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

**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](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. 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. 7<sup>th</sup> December, 2019, may obtain the login Id and password by sending a request at [evotingindia@cdsl.co.in](mailto: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](http://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](http://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. 14<sup>th</sup> December, 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. Pursuant to Section 124 of the Companies Act, 2013 the Company has transferred unclaimed interim dividend for the Financial Year 2011 - 12 which remained unclaimed and unpaid for a period exceeding seven years from its due date aggregating to ₹ 1,60,720/- (Rupees One Lakh Sixty Thousand Seven Hundred and Twenty only) to the Investor Education and Protection Fund (IEPF) on or before 28<sup>th</sup> November, 2019. The Company has also transferred unclaimed and unpaid Dividend outstanding for seven or more years for the Financial Year 2010-11 amounting to ₹ 2,56,212/- (Rupees Two Lakh Fifty Six Thousand Two Hundred and Twelve only) to the IEPF Fund on 16<sup>th</sup> November, 2018. 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 <sup>th</sup> November, 2019

15. 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.
16. 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.
17. 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.
18. 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.
19. 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.
20. 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.
21. 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.
22. Members may also note that the Notice of the 97<sup>th</sup> Annual General Meeting and the Annual Report for the Financial Year ended 31<sup>st</sup> March, 2019 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.
23. 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:

<b>Name of Director</b>	<b>Mr. Anurag Choudhry</b>
Age (years)	64 years
Qualifications	He holds Master's Degree in Financial Management from Jamnalal Bajaj Institute of Management Studies, University of Mumbai. He is also postgraduate in Science from Lucknow University.
Expertise	Mr. Choudhry has been with Gammon Group since 1991 and currently he works as Vice President - Finance. At Gammon, his core focus has been Corporate Banking, Finance and project management. Prior to joining Gammon India he worked as a Manager in a nationalized Bank and holds CAIIB certificate.
Directorships held in other public companies (excluding foreign and Private Companies)	NIL
Memberships / Chairmanships of committees of other Public Companies.	NIL
Shareholding (No. of shares)	200 shares



## 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 4 of the accompanying Notice dated 15<sup>th</sup> November, 2019.

### Item Nos. 2 & 3

Members are informed that the Board on the recommendation of the Nomination and Remuneration Committee, appointed Mr. Anurag Choudhry as an Additional Director of the Company pursuant to Section 161 of the Companies Act, 2013 designated as Executive Director and Chief Financial Officer of the Company with effect from 17<sup>th</sup> August 2019. Mr. Choudhry holds as such until this Annual General Meeting.

Mr. Choudhry has been with Gammon Group since 1991. He is currently the Chief Financial Officer of the Company w.e.f. 30<sup>th</sup> April, 2019. At Gammon, his core focus has been Corporate Banking, Finance and project management. Prior to joining Gammon India he worked as a Manager in a nationalized Bank and holds CAIIB certificate. He holds Master's Degree in Financial Management from Jamnalal Bajaj Institute of Management Studies, University of Mumbai. He is also postgraduate in Science from Lucknow University.

The Board also appointed Mr. Choudhry as an Executive Director and Chief Financial Officer of the Company pursuant to Section 196 of the Act read with Schedule V on the following terms and conditions as recommended by the Nomination and Remuneration Committee

I. Term : 3 (three )years w.e.f 17<sup>th</sup> August, 2019

II. Remuneration:

### Consolidated Salary –

	Monthly Benefits	Per Month (in ₹)	Per Annum (in ₹)
<b>A]</b>	Assumed Basic	94,380	11,32,560
	HRA	94,380	11,32,560
	Education Allowance	200	2,400
	Special Allowance	2,03,175	24,38,100
	<b>Sub-Total(A)</b>	<b>3,92,135</b>	<b>47,05,620</b>
<b>B]</b>	Conveyance Allowance	25,000	3,00,000
	Fuel Valuation	12,500	1,50,000
	Car Maintenance	12,500	1,50,000
	<b>Sub-Total (B)</b>	<b>50,000</b>	<b>6,00,000</b>
<b>C]</b>	<b>Annual Benefits</b>		
	LTA	-	94,380
	<b>Sub-Total (C)</b>	-	<b>94,380</b>
	<b>Grand Total (A+B+C)</b>	-	<b>54,00,000</b>

### PART A:

- (i) Mr. Choudhry shall also be entitled to perquisites like furnished/unfurnished accommodation or HRA, gas, electricity, water, medical re-imbursment and Leave Travel Concession for self and family, club fees, personal accident insurance etc. in accordance with the rules of the Company.
- (ii) Valuation of perquisites shall be done as per the Income-Tax rules, wherever applicable.

### PART B:

- (i) Contribution to the 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.
- (ii) Gratuity not exceeding half a month's salary for each completed year of service subject to a maximum limit as specified in Payment of Gratuity Act, 1972 as amended from time to time.
- (iii) Encashment of leave at the end of tenure.

### PART C:

- (i) Car & Telephone:  
Provision of car for use on Company's business and telephone at residence will not be considered perquisites. Personal long distance calls and use of car for private purposes shall be billed by the Company to Mr. Choudhry.
- (ii) Reimbursement of expenses  
Reimbursement of all expenses actually and properly incurred by him 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 and Chief Financial Officer shall:
	:	a) perform, observe and conform 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. Anurag Choudhry functions as the Whole-Time Director designated as Executive Director and Chief Financial Officer 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 and Chief Financial Officer shall, unless otherwise specified, be at Mumbai.
	:	c) In the event of loss or inadequacy of profits in any financial year, the Whole-Time Director designated as Executive Director and Chief Financial Officer shall be paid remuneration by way of salary and perquisites as specified above but subject to the provisions of Schedule V of the Companies Act, 2013
	:	d) 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.

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').

Mr. Choudhry is liable to retire by rotation. The Company has received from Mr. Choudhry (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.

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

The Board recommends the passing of the Ordinary Resolution at Item No. 2 & and Special Resolution at Item No. 3 of the accompanying Notice for Members approval.

Save and except Mr. Anurag Choudhry, none of the other Directors and/or Key Managerial Personnel of the Company, are interested in the resolutions at Item Nos. 2 & 3 of the Notice.

**Item No. 4**

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 2019-20 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. 4 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.

**Registered Office:**

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

**Date:** 15<sup>th</sup> November, 2019

**Place:** Mumbai

**By Order of the Board of Directors  
For Gammon India Limited**

**Sd/-  
Niki Shingade  
Company Secretary**

**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 3<sup>rd</sup>, 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 **97<sup>th</sup> Annual General Meeting** of the Company, to be held on **Saturday, 14<sup>th</sup> day of December, 2019, at 3.00 p.m.** at "**Rachana Sansad College**" **278, Shankar Ghanekar Road, 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 <sup>st</sup> March 2019 alongwith Report of Board of Directors and Auditors thereon.
2.	Regularisation of appointment of Mr. Anurag Choudhry (DIN: 00955456) as a Director of the Company.
3.	Special Resolution for appointment of Mr. Anurag Choudhry (DIN: 00955456) as a Whole-Time Director designated as Executive Director & Cheif Financial Officer of the Company for a period of 3(three) years w.e.f. 17 <sup>th</sup> August, 2019 and to approve the remuneration of Mr. Choudhry for the period.
4.	Ratification of payment of remuneration to the Cost Auditor viz. Mr. R. Srinivasaraghavan for the Financial Year ended 31 <sup>st</sup> March, 2020.

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 3<sup>rd</sup>, 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 **97<sup>th</sup> Annual General Meeting** of the Company to be held at "**Rachana Sansad College**" **278, Shankar Ghanekar Road, Prabhadevi, Mumbai - 400 025 on Saturday, 14<sup>th</sup> day of December, 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 97<sup>TH</sup> ANNUAL GENERAL MEETING OF THE COMPANY

“Rachana Sansad College” 278, Shankar Ghanekar Road, Prabhadevi, Mumbai - 400 025.

