

**RESULTS OF VOTING (EVOTING & POLL) IN RESPECT OF THE RESOLUTIONS
PASSED AT THE 92ND ANNUAL GENERAL MEETING OF THE EQUITY SHAREHOLDERS
OF GAMMON INDIA LIMITED HELD ON 30TH JUNE 2014.**

As per the provisions of the Companies (Management and Administration) Rules, 2014 and Clause 35B of the Listing Agreement, the Company had provided e-voting facility to all the members holding shares of the Company as on the cut-off date i.e. 23rd June 2014 to enable them to cast their votes in respect of the resolutions as set out in the Notice of the 92nd Annual General Meeting ("AGM") of the members of Gammon India Limited (the "Company"). The e-voting period opened at 9.30 a.m. on Tuesday, 24th June, 2014 and concluded at 5.30 p.m. on Thursday, 26th June 2014. Mr. Vidyadhar Chakradeo, Practising Company Secretary, who was appointed as the Scrutinizer for independently carrying out the electronic voting in a fair and transparent manner submitted his report on e-voting.

In the 92nd AGM of the members held on Monday, 30th June 2014, I presided as the Chairman of the meeting. To facilitate all those members present at the AGM either personally or by proxy and who had not cast their vote earlier, but who would like to vote at the AGM, I ordered a poll in respect of all items of business from 1 to 15 as set out in the Notice of the 92nd AGM. Mr. Vidyadhar Chakradeo of M/s V. V. Chakradeo & Co. was appointed a Scrutinizer for conducting the poll.

On the basis of the report submitted by the Scrutinizer, copy of which is annexed hereto, I hereby declare the result of the voting as follows:

Sr. No.	Details of Agenda	Resolution Required (Ordinary / Special)	Mode of Voting (Show of hands / Poll / Postal Ballot / E-voting)	Remarks
1	Adoption of Financial Statements for the nine (9) months period ended 31 st December, 2013.	Ordinary	E-Voting and Poll	Passed by requisite majority
2	Appointment of a Director in place of Mr. Parvez Umrigar, who retires by rotation and being eligible, offers himself for re-appointment.	Ordinary	E-Voting and Poll	Passed by requisite majority
3	Re-appointment of M/s. Natvarlal Vepari & Co., Chartered Accountants as Statutory Auditors of the Company.	Ordinary	E-Voting and Poll	Passed by requisite majority
4	Appointment of Mr. Chandrahas. C. Dayal as an Independent Director under Sections 149, 150 and 152 of the Companies Act, 2013.	Ordinary	E-Voting and Poll	Passed by requisite majority
5	Appointment of Mr. Naval Choudhary as an Independent Director under Sections 149, 150 and 152 of the Companies Act, 2013.	Ordinary	E-Voting and Poll	Passed by requisite majority

Sr. No.	Details of Agenda	Resolution Required (Ordinary / Special)	Mode of Voting (Show of hands / Poll / Postal Ballot / E-voting)	Remarks
6	Appointment of Mr. Jagdish Sheth as an Independent Director. under Sections 149, 150 and 152 of the Companies Act, 2013.	Ordinary	E-Voting and Poll	Passed by requisite majority
7	Appointment of Ms. Urvashi Saxena as an Independent Director under Sections 149, 150 and 152 of the Companies Act, 2013.	Ordinary	E-Voting and Poll	Passed by requisite majority
8	Appointment of Mr. Atul Kumar Shukla as an Independent Director under Sections 149, 150 and 152 of the Companies Act, 2013.	Ordinary	E-Voting and Poll	Passed by requisite majority
9	Appointment of Mr. Atul Dayal as an Independent Director under Sections 149, 150 and 152 of the Companies Act, 2013.	Ordinary	E-Voting and Poll	Passed by requisite majority
10	Appointment of M/s Vinod Modi & Associates & M/s. M. G. Shah & Associates as Joint Branch Auditors of the Company's Transmission & distribution Division, Nagpur under Section 143(8) of the Companies Act, 2013.	Ordinary	E-Voting and Poll	Passed by requisite majority
11	Resolution under Sections 42 and 62(1)(c) of the Companies Act, 2013 for issuing equity shares to Promoters and their affiliates on a preferential basis.	Special	E-Voting and Poll	Passed by requisite majority
12	Resolution under Sections 197 and 198 read with Schedule V to the Companies Act, 2013 for payment of remuneration to Mr. Abhijit Rajan – Chairman & Managing Director.	Special	E-Voting and Poll	Passed by requisite majority
13	Resolution under Sections 197 and 198 read with Schedule V to the Companies Act, 2013 for payment of remuneration to Mr. Rajul A. Bhansali – Executive Director.	Special	E-Voting and Poll	Passed by requisite majority

Sr. No.	Details of Agenda	Resolution Required (Ordinary / Special)	Mode of Voting (Show of hands / Poll / Postal Ballot / E-voting)	Remarks
14	Resolution under Section 188 of the Companies Act, 2013 for payment of remuneration to Mr. Harshit Rajan, Vice President - Procurement.	Special	E-Voting and Poll	Passed by requisite majority
15	Resolution under Section 148 of the Companies Act, 2013 for ratification of payment of remuneration to Mr. R. S. Raghavan, Cost Auditor.	Ordinary	E-Voting and Poll	Passed by requisite majority

FOR GAMMON INDIA LIMITED



ABHIJIT RAJAN
CHAIRMAN & MANAGING DIRECTOR

Encl.: Scrutinizer's Report dated 1st July 2014.

V. V. CHAKRADEO & CO.

COMPANY SECRETARIES

**B - 301, Matoshree Residency CHS, 65, Prarthana Samaj Road,
Vile Parle (East), Mumbai 400 057.**

TEL. NO. 26116821
CELL NO. 98200 48732

EMAIL vvchakra@gmail.com

1st July, 2014

To

The Chairman

Gammon India Limited

'Gammon House', Veer Savarkar Marg,
Prabhadevi, Mumbai 400 025

Dear Sir,

**Sub: Report of the Scrutinizer in respect of the resolutions passed at the 92nd
Annual General Meeting of the Equity Shareholders of Gammon India
Limited scheduled to be held on 30th June 2014.**

I, Vidyadhar Chakradeo of M/s V. V. Chakradeo & Co., Practicing Company Secretaries, having office at B-301, Matoshree Residency CHS., 65, Prarthana Samaj Road, Vile Parle East, Mumbai 400 057, was appointed by the Board of Directors of Gammon India Limited (the "Company") vide board resolution dated 3rd April 2014 as the Scrutinizer to conduct the e-voting process in respect of the resolutions as set out in the Notice of the 92nd Annual General Meeting ("AGM") of the Equity Shareholders of Gammon India Limited held on Monday, 30th June 2014 at 4.30 p.m. at Ravindra Natya Mandir, (P. L. Deshpande Maharashtra Kala Academy), Sayani Road, Prabhadevi, Mumbai - 400 025. In respect of the e-voting process conducted under my supervision, I hereby report that:

1. In accordance with the Notice of the 92nd Annual General Meeting dated 3rd June 2014 sent to the shareholders and the advertisement published pursuant to the Rule 20(3)(V) of the Companies (Management and Administration) Rules, 2014 on 6th June 2014 in The Free Press Journal in English and Navshakti in Marathi, the e-voting opened at 9.30 a.m on Tuesday, 24th June 2014 and remained open upto 5.30 p.m. on Thursday, 26th June 2014.



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2. The equity shareholders holding shares as on 23rd May 2014, "cut off date " were entitled to vote on the resolutions stated in the Notice of the 92nd AGM of the Company.
3. The votes were unblocked at 5.40 p.m. on 26th June 2014 in the presence of Ms. Duhita Chakradeo and Mrs. Vrushali Godbole who are not employees of the Company and who were witness to the unblocking of the votes.
4. The e-voting results/list of equity shareholders who have voted "for and against" were downloaded from the e-voting website of Central Depository Services (India) Limited (<https://www.evotingindia.co.in>) and the same were handed over to the Chairman & Managing Director.

At the 92nd AGM held on Monday, 30th June 2014, the Chairman of the AGM had ordered a poll in respect of all the resolutions as set out in the Notice of the 92nd AGM to enable those shareholders who had not cast their vote electronically, to cast their vote at the said AGM. I was appointed as the Scrutinizer to conduct the poll procedure at the said AGM.



In respect of the poll process conducted under my supervision, I hereby report that:

1. The poll box containing the poll papers was unlocked after the conclusion of the 92nd AGM in presence of Mr. Ronald F. Fernandes (Client ID/DP ID: 120270000061384) and Mr. Suresh Shenoy (Client ID/DP ID: IN30260310017546), shareholders of the Company and who are not employees of the Company. The votes were counted and the results of the poll were prepared in the presence of the aforesaid shareholders and were also countersigned by them as witnesses.
2. I hereby state that I have recorded details of all the votes cast by the shareholders, electronically and by poll and have also checked and verified the same. I have also carried out full count of the votes.
3. I hereby report the results of the votes cast by the shareholders, electronically and by poll, as under:



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Resolution No.	Particulars	Mode	Shares held	Votes in		Total shares	Votes Casted	
				Favour	Against		% For	% Against
1	Adoption of the audited Balance Sheet and Profit & Loss Account for the nine (9) months period ended 31 st December 2013 and the reports of the Board of Directors and Auditors thereon.	E-voting	37,338,889	37,043,237	295,652	37,338,889	99.21	0.79
		Ballot	17,909,700	17,841,259	-	17,841,259	100.00	
		Total	55,248,589	54,884,496	295,652	55,180,148	99.34	0.66
2	Appointment of a Director in place of Mr. Parvez Umrigar, who retires by rotation and being eligible, offers himself for re-appointment.	E-voting	37,338,889	37,043,237	295,652	37,338,889	99.21	0.79
		Ballot	17,909,700	17,841,259	-	17,841,259	100.00	-
		Total	55,248,589	54,884,496	295,652	55,180,148	99.34	0.66
3	Re-appointment of M/s. Natvarlal Vepari & Co., Chartered Accountants as Statutory Auditors of the Company.	E-voting	37,338,889	37,338,889	-	37,338,889	100.00	-
		Ballot	17,909,700	15,341,259	2,500,000	17,841,259	85.99	14.01
		Total	55,248,589	52,680,148	2,500,000	55,180,148	95.35	4.65
4	Ordinary Resolution under Sections 149, 150 and 152 of the Companies Act, 2013 for appointment of Mr. Chandrahas. C. Dayal as an Independent Director.	E-voting	37,338,889	37,043,237	295,652	37,338,889	99.21	0.79
		Ballot	17,909,700	15,341,259	2,500,000	17,841,259	85.99	14.01
		Total	55,248,589	52,384,496	2,795,652	55,180,148	94.94	5.06



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Resolution No.	Particulars	Mode	Shares held	* Votes in		Total shares	Votes Casted	
				Favour	Against		% For	% Against
5	Ordinary Resolution under Sections 149, 150 and 152 of the Companies Act, 2013 for appointment of Mr. Naval Choudhary as an Independent Director.	E-voting	37,338,889	37,338,889	-	37,338,889	100.00	-
		Ballot	17,909,700	17,841,259	-	17,841,259	100.00	-
		Total	55,248,589	55,180,148	-	55,180,148	100.00	-
6	Ordinary Resolution under Sections 149, 150 and 152 of the Companies Act, 2013 for appointment of Mr. Jagdish Sheth as an Independent Director.	E-voting	37,338,889	37,338,889	-	37,338,889	100.00	-
		Ballot	17,909,700	17,841,259	-	17,841,259	100.00	-
		Total	55,248,589	55,180,148	-	55,180,148	100.00	-
7	Ordinary Resolution under Sections 149, 150 and 152 of the Companies Act, 2013 for appointment of Mrs. Urvashi Saxena as an Independent Director.	E-voting	37,338,889	37,338,889	-	37,338,889	100.00	-
		Ballot	17,909,700	17,841,259	-	17,841,259	100.00	-
		Total	55,248,589	55,180,148	-	55,180,148	100.00	-
8	Ordinary Resolution under Sections 149, 150 and 152 of the Companies Act, 2013 for appointment of Mr. Atul Kumar Shukla as an Independent Director.	E-voting	37,338,889	37,338,009	880	37,338,889	99.84	0.16
		Ballot	17,909,700	17,841,259	-	17,841,259	100.00	-
		Total	55,248,589	55,179,268	880	55,180,148	99.84	0.16



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Resolution No.	Particulars	Mode	Shares held	Votes in		Total shares	Votes Casted	
				Favour	Against		% For	% Against
9	Ordinary Resolution under Sections 149, 150 and 152 of the Companies Act, 2013 for appointment of Mr. Atul Dayal as an Independent Director.	E-voting	37,338,889	37,043,237	295,652	37,338,889	99.21	0.79
		Ballot	17,909,700	15,341,259	2,500,000	17,841,259	85.99	14.01
		Total	55,248,589	52,384,496	2,795,652	55,180,148	99.94	5.06
10	Ordinary Resolution under Section 143(8) of the Companies Act, 2013 for appointment of M/s Vinod Modi & Associates & M/s. M. G. Shah & Associates as Joint Branch Auditors of the Company's Transmission & distribution Division, Nagpur.	E-voting	37,338,889	37,338,889	-	37,338,889	100.00	-
		Ballot	17,909,700	17,841,259	-	17,841,259	100.00	-
		Total	55,248,589	55,180,148	-	55,180,148	100.00	-
11	Special Resolution under Sections 42 and 62(1)(c) of the Companies Act, 2013 for issuing equity shares to Promoters and their affiliates on a preferential basis.	E-voting	37,338,889	37,336,366	2,523	37,338,889	99.993	0.007
		Ballot	17,909,700	17,841,259	-	17,841,259	100.00	-
		Total	55,248,589	55,177,625	2,523	55,180,148	99.54	0.46



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Resolution No.	Particulars	Mode	Shares held	Votes in		Total shares	Votes Casted	
				Favour	Against		% For	% Against
12	Special Resolution under Sections 197 and 198 read with Schedule V to the Companies Act, 2013 for payment of remuneration to Mr. Abhijit Rajan - Chairman & Managing Director.	E-voting	37,338,889	37,338,789	100	37,338,889	99.9997	0.0003
		Ballot	17,909,700	15,341,259	2,500,000	17,841,259	85.99	14.01
		Total	55,248,589	52,680,048	2,500,100	55,180,148	95.47	4.53
13	Special Resolution under Sections 197 and 198 read with Schedule V to the Companies Act, 2013 for payment of remuneration to Mr. Rajul A. Bhansali - Executive Director.	E-voting	37,338,889	37,338,889	-	37,338,889	100.00	-
		Ballot	17,909,700	17,841,259	-	17,841,259	100.00	-
		Total	55,248,589	55,180,148	-	55,180,148	100.00	-
14	Special Resolution under Section 188 of the Companies Act, 2013 for payment of remuneration to Mr. Harshit Rajan, Vice President - Procurement.	E-voting	37,338,889	37,338,889	-	37,338,889	100.00	-
		Ballot	17,909,700	15,341,259	2,500,000	17,841,259	85.99	14.01
		Total	55,248,589	52,680,148	2,500,000	55,180,148	95.47	4.53
15	Ordinary Resolution under Section 148 of the Companies Act, 2013 for ratification of payment of remuneration to Mr. R. S. Raghavan, Cost Auditor.	E-voting	37,338,889	37,338,889	-	37,338,889	100.00	-
		Ballot	17,909,700	17,841,259	-	17,841,259	100.00	-
		Total	55,248,589	55,180,148	-	55,180,148	100.00	-



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4. In view of the aforesaid voting details, I hereby state that all the resolutions from Item No. 1 to 15 as set out in the Notice of the 92nd AGM have been passed with requisite majority.
5. **There were three (3) invalid votes representing 273 equity shares in respect of above mentioned resolutions.**
6. All relevant records of the e-voting and poll papers will remain in my custody until the Chairman considers, approves and signs the Minutes of the 92nd Annual General Meeting and thereafter the said records will be handed over to the Company.

Thanking you,

Yours faithfully,
FOR V. V. CHAKRADEO & CO.



**V. V. CHAKRADEO
PROPRIETOR
COP 1705**