



22<sup>nd</sup> March, 2016

To,  
Listing Department  
The BSE Limited  
Phiroze Jeejeebhoy Towers  
Dalal Street, Fort,  
Mumbai 400 001  
**BSE Scrip Code: 509550**

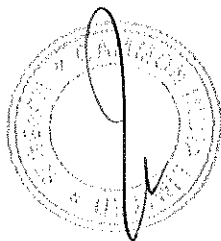
Dear Sir,

**Reference: Regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI (LODR) Regulations, 2015")**

**Subject: Scheme of Arrangement between Gammon India Limited and Transrail Lighting Limited and their respective Shareholders and Creditors ("Scheme" or "the Scheme")**

We would like to inform you that the Board of Directors of the Company at their meeting held on 12<sup>th</sup> February, 2016 approved the Draft Scheme of Arrangement between Gammon India Limited ("the Company" or "GIL") and Transrail Lighting Limited ("TLL") and their respective shareholders and creditors ("Scheme" or "the Scheme") subject to requisite statutory and regulatory approvals.

We further wish to inform you that Gammon India Limited is Listed on the National Stock Exchange (NSE) and Bombay Stock Exchange (BSE), Mumbai. Transrail Lighting Limited is an Unlisted Public Limited Company.



**GAMMON INDIA LIMITED**

**An ISO 9001 Company**

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

CIN: L74999MH1922PLC000997



Pursuant to Regulation 37 of the SEBI (LODR) Regulations, 2015 and SEBI Scheme Circular, we hereby state/submit as under:

Sr. No.	Documents to be submitted along with application under Regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015	Page Nos.
1.	Certified true copy of the resolutions passed by the Board of Directors of the Transferor and Transferee Company - <b>Annexure A and A1.</b>	1-7
2.	Certified copy of the draft Scheme of Arrangement proposed to be filed before the High Court - <b>Annexure B.</b>	8-23
3.	Valuation report from Independent Chartered Accountant as applicable as per Para I(A)(4) of Annexure I of SEBI Circular no. CIR/CFD/CMD/16/2015 dated November 30, 2015 - <b>Annexure C.</b>	24-31
4.	Report from the Audit Committee recommending the draft scheme taking into consideration, inter alia, the valuation report at sr. no. 3 above - <b>Annexure D.</b>	32-34
5.	Fairness opinion by Merchant Banker - <b>Annexure E.</b>	35-39
6.	Shareholding pattern of GIL as on 10 <sup>th</sup> March, 2016 and TLL pre and post Scheme of Arrangement as per the format provided under Regulation 31 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 (Updated Shareholding of GIL after allotment made on 16 <sup>th</sup> March, 2016 will be submitted separately as soon as we received from the RTA), enclosed herewith please find the CD for the same. - <b>Annexure F1 and Annexure F2.</b>	40-52
7.	Audited financials of the transferee/resulting and transferor/demerged Companies for the last 3 financial years (financials not being more than 6 months old) as per Annexure I, Unaudited financial results for the quarter ended 31 <sup>st</sup> December, 2015 accompanied by Limited Review Report - <b>Annexure G1, Annexure G2, Annexure G3.</b>	53-64
8.	Quarterly compliance Report on Corporate Governance as per Regulation 27 (2)(a) of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 as per Annexure II - <b>Annexure H.</b>	65-74
9.	Complaint report as per Annexure III of SEBI Circular no. CIR/CFD/CMD/16/2015 dated November 30, 2015.	The Company will submit the Complaints Report within 7 days of the expiry of 21 days from the date of submission of the Scheme of Arrangement to the Stock Exchange.
10.	Compliance report with the requirements specified in Part-A of Annexure I of SEBI circular no. CIR/CFD/CMD/16/2015 dated November 30, 2015 as per Annexure IV - <b>Annexure I.</b>	75-77

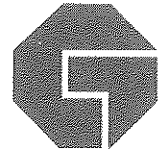
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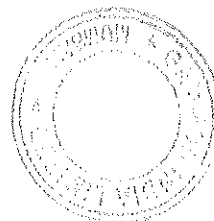


**GAMMON**

11.	If as per the company, approval from the shareholders through postal ballot and e-voting, as required under <b>Para (I)(A)(9)(a) of Annexure I of SEBI Circular no. CIR/CFD/CMD/16/2015</b> dated November 30, 2015, is not applicable then as required under Para (I)(A)(9)(c) of said SEBI circular, submit the following: a) An undertaking certified by the auditor clearly stating the reasons for non applicability of Sub Para 9(a) - <b>Annexure J.</b> b) Certified copy of Board of Director's resolution approving the aforesaid auditor certificate - <b>Refer Annexure A.</b>	78-79
12.	Name of the Designated Stock Exchange (DSE) for the purpose of coordinating with SEBI. Certified true copy of the resolution passed by the Board of Directors, in case BSE is DSE (Refer Annexure A) - <b>Annexure K.</b>	80-80
13.	Brief details of the transferee/resulting and transferor/demerged companies as per format enclosed at Annexure V - <b>Annexure L.</b>	81-86
14.	Networth certificate (excluding Revaluation Reserve) together with related workings pre and post scheme for the transferee and / or resulting company - <b>Annexure M1 and Annexure M2.</b>	87-88
15.	Capital evolution details of the transferee/resulting and transferor/demerged companies as per format enclosed at Annexure VI - <b>Annexure N1 and N2.</b>	89-90
16.	Confirmation by the Company Secretary as per format enclosed as Annexure VII - <b>Annexure O.</b>	91-91
17.	Statutory Auditor's Certificate confirming the compliance of the accounting treatment etc. as specified in Para (I)(A) (5)(a) of Annexure I of SEBI Circular no. CIR/CFD/CMD/16/2015 dated November 30, 2015, as per the format given in Annexure II of aforesaid SEBI circular. Format given in Annexure VIII - <b>Annexure P.</b>	92-93
18.	Annual Report of TLL (unlisted transferee/resulting/demerged/etc. company) and audited financial of GIL (listed transferor company) for the last financial year - <b>Annexure Q1 and Annexure Q2.</b>	94-307
19.	The details of Directors of GIL and TLL pre scheme - <b>Annexure R.</b>	308-310
20.	The details of assets and liabilities of the T&D Undertaking - <b>Annexure S.</b>	311-312
21.	Processing fee payable will be as below, favoring 'BSE Limited' - <b>Annexure T.</b>	313-313

For **GAMMON INDIA LIMITED**

  
**GITA BADE**  
**COMPANY SECRETARY**



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CIN: L74999MH1922PLC000997





GAMMON

**CERTIFIED TRUE COPY OF THE RESOLUTION PASSED AT THE MEETING OF THE BOARD OF DIRECTORS OF GAMMON INDIA LIMITED HELD ON 12<sup>th</sup> FEBRUARY, 2016 AT THE REGISTERED OFFICE OF THE COMPANY AT GAMMON HOUSE VEER SAVARKAR MARG, PRABHADEVI, MUMBAI-400025**

**APPROVAL TO THE SCHEME OF ARRANGEMENT OF THE COMPANY**

**"RESOLVED THAT** in supersession to all the resolutions previously passed by the Board of Directors of the Company in this regard and pursuant to the provisions of Section 391 to 394 read with Section 100 - 103 of the Companies Act, 1956 and other applicable provisions of the Companies Act, 1956 and/or Companies Act, 2013 or any amendment thereof, to the extent applicable and subject to the Memorandum of Association and Articles of Association of the Company and subject to the sanction of the Hon'ble High Court of Judicature at Bombay (or the National Company Law Tribunal constituted under the provisions of the Companies Act, 2013, as the case may be) or such other competent authority and subject to the requisite approvals of BSE Limited and the National Stock Exchange of India Limited and subject to the requisite approval of the members of the Company, and subject to approval of the CDR Lenders, creditors, Central Government and any other statutory/regulatory authorities as may be required and based on the recommendation of the Audit Committee of the Company, approval of the Board of Directors (hereinafter referred to as 'the Board') be and is hereby accorded to the Scheme of Arrangement between Gammon India Limited ('GIL' or 'Company') and Transrail Lighting Limited ('TLL') and their Respective Shareholders and Creditors ('the Scheme'), as per terms and conditions mentioned in the Scheme placed before the Board and initialed by the Company Secretary for the purpose of identification, *inter alia* providing for the following:

- Transfer of the T&D Undertaking (as defined in the Scheme) of GIL into TLL in consideration against issue and allotment of 7,25,000 (Seven Lakhs Twenty Five Thousand) fully paid up equity shares of Rs.10 each of TLL to GIL.
- Cancellation of the existing 3,08,00,000 (Three Crore Eight Lakh) equity shares of Rs. 10/- each amounting to Rs. 30,80,00,000 (Rupees Thirty crores eighty lacs only) of TLL as per the terms and conditions mentioned in the Scheme.

**RESOLVED FURTHER THAT** the Valuation Report dated 12<sup>th</sup> February, 2016 of M/s. SSPA & Co., Chartered Accountants as placed before the Board, be and is hereby noted and accepted;

**RESOLVED FURTHER THAT** the Fairness Opinion Report dated 12<sup>th</sup> February, 2016 of M/s. Fortress Capital Management Services Pvt. Ltd, an Independent Category-I Merchant Banker, on the valuation done by M/s. SSPA & Co, Chartered Accountants, as placed before the Board be and is hereby noted and accepted;

**RESOLVED FURTHER THAT** the recommendation of the Audit Committee dated 12<sup>th</sup> February, 2016 on the Scheme *inter alia* taking into account the Valuation report prepared by M/s. SSPA & Co, Chartered Accountants, and the Fairness Opinion of Fortress Capital Management Services Pvt. Ltd., an Independent Category - I Merchant Banker, as placed before the Board be and is hereby noted and accepted;

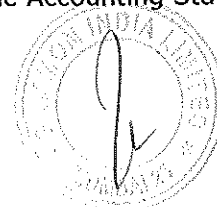
**RESOLVED FURTHER THAT** the certificate dated 12<sup>th</sup> February, 2016 issued by M/s Natvarlal Vepari & Co., Chartered Accountants, Statutory Auditors of the Company, certifying *inter-alia* that the Scheme is in compliance with all the Accounting Standards

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specified by the Central Government in section 133 of the Companies Act, 2013 as placed before the Board be and is hereby noted and accepted;

**RESOLVED FURTHER THAT** Mr. Abhijit Rajan – Chairman & Managing Director, Mr. Ajit B. Desai – Executive Director & CEO, Mr. Digambar Bagde – Deputy Managing Director – T&D Business, Ms. Gita Bade – Company Secretary and Mr. Vardhan Dharkar – President Finance and CFO (“hereinafter referred to as Constituted Attorney/s”) be and are hereby severally authorized to make such alteration and changes in the Scheme as may be expedient or necessary for satisfying the requirement or conditions imposed by the High Court of Judicature at Bombay or the National Company Law Tribunal, BSE Limited and National Stock Exchange of India Limited, in accordance with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI (LODR) Regulations, 2015”), the applicable SEBI guidelines, or any regulatory authority provided prior approval of Board of Directors shall be obtained for making any material changes in the said Scheme as approved in the Board meeting;

**RESOLVED FURTHER THAT** Mr. Abhijit Rajan - Chairman and Managing Director, Mr. Vardhan Dharkar – President Finance & Chief Financial Officer, and Ms. Gita Bade - Company Secretary be and hereby severally authorized for the following:

- (a) Filing the Scheme and/or any other information/ details with the concerned stock exchange or any other body or regulatory authority or agency to obtain approval or sanction to any of the provisions of the Scheme or for giving effect thereto;
- (b) Represent the Company before the Stock Exchanges, SEBI, as required, High Court/National Company Law Tribunal and such other authorities or bodies for filing and making applications and for that purpose to sign, execute and verify the Scheme, petitions, applications, undertakings, affidavits, all other documents and deeds as may be required for the purpose and to make such modifications/alterations as may be required by the aforesaid authorities or as may be thought fit and expedient by the said authorised persons, severally;
- (c) Filing of applications with the High Court or other appropriate authority seeking directions as to holding/ dispensing with the meetings of the shareholders and/ or creditors of the Company, for issuing necessary notices and holding the meeting of the shareholders/creditors of the Company as may be directed by the High Court to give effect to the Scheme;
- (d) Finalize and settle the draft of the notices for convening/dispensing with the meetings of the shareholders and/or creditors of the Company and the draft of the explanatory statements under Section 393 of the Companies Act, 1956, SEBI Circulars, or any such applicable provisions under the Companies Act, 2013, in terms of the directions of the High Courts, or effect any other modification or amendment as they may consider necessary or desirable to give effect to the Scheme;
- (e) Filing of petitions for confirmation of the Scheme by the High Court of Judicature at Bombay or such other competent authority;
- (f) Filing affidavits, pleadings, applications or any other proceedings incidental or deemed necessary or useful in connection with the above proceedings and to engage Counsels, Advocates, Solicitors, Chartered Accountants and other

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professionals and to sign and execute vakalatnama wherever necessary, and sign and issue public advertisements and notices;

- (g) To sign all applications, petitions, affidavits, pleadings, documents, relating to the Scheme or delegate such authority to another person by a valid Power of Attorney;
- (h) Obtaining approval from such other authorities and parties including the shareholders, term loan lenders, financial institutions, creditors as may be considered necessary, to the Scheme;
- (i) To apply for and obtain requisite approval of the Central Government and any other authority or agency, whose consent is required including those of any Lenders / Creditors;
- (j) To appoint the merchant bankers, Scrutineers, Registrars and such others professionals/ agencies as may be required to give effect to the Scheme;
- (k) To settle any question or difficulty that may arise with regard to the implementation of the Scheme, and to give effect to the above resolution;
- (l) To convene general meeting of the shareholders and/or Creditors of the Company, as may be directed by the Court, with regard to implementation of the Scheme;
- (m) To do all further acts, deeds, matters and things as may be considered necessary, proper or expedient to give effect to the Scheme and for matters connected therewith or incidental thereto;
- (n) Decide upon, make modifications, changes, variations, amendments, revision in and bring into effect the Scheme from time to time or give such directions as they may consider necessary to settle any question or difficulty arising thereunder or in regard to and of the meaning or interpretation thereof or implementation thereof or in any manner whatsoever connected therewith or to review the position relating to the satisfaction of various conditions of the Scheme and if necessary, to waive any of those (to the extent permissible under law) or to suspend, withdraw or revive the Scheme from time to time as may be specified by any statutory authority or they may *suo moto* decide in their absolute discretion and to do all such acts, deeds, matters and things whatsoever including settling any question, doubt or difficulty that may arise with regard to or in relation to the Scheme as they may deem fit in their absolute discretion.

**RESOLVED FURTHER THAT** the undertaking with regard to the non-applicability of requirement as prescribed in terms of paragraph I(A)(9)(a) of Annexure I of the Securities and Exchange Board of India ('SEBI') Circular No. CIR/CFD/CMD/16/2015 dated November 30, 2015 ("SEBI Scheme Circular") in respect of the Scheme duly certified by the Statutory Auditors of the Company i.e. Natvarlal Vepari & Co. as placed before the Board is hereby noted and accepted;

**RESOLVED FURTHER THAT** the Board of Directors hereby note that the conditions under paragraph I(A)(9)(a) of Annexure I of the SEBI Scheme Circular are not applicable to the Scheme and that consequently, the requirements of the said para

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I(A)(9)(a) requiring the Scheme to be approved by requisite majority of public shareholders, shall not be applicable;

**RESOLVED FURTHER THAT** National Stock Exchange of India Limited ('NSE') be and is hereby chosen as the Designated Stock Exchange ('DSE') in terms Regulation 37 of the SEBI (LODR) Regulations, 2015 read with SEBI Scheme Circular.

**RESOLVED FURTHER THAT** the Common Seal of the Company, if required, be affixed to the relevant documents in the presence any of two Directors' or the Chairman and Managing Director of the Company in terms of the provisions of the Articles of Association of the Company;

**RESOLVED FURTHER THAT** this resolution shall remain in full force and effect until otherwise amended or rescinded by the Board of Directors;

**RESOLVED FURTHER THAT** all the Directors of the Company, Chief Financial Officer, Company Secretary or any other person authorized in this behalf be and is hereby authorized to sign a copy of this resolution as a certified true copy thereof and furnish the same to whomsoever concerned.

**CERTIFIED TO BE TRUE COPY  
For GAMMON INDIA LIMITED**

  
**GITA BADE  
COMPANY SECRETARY**

**Dated this 22<sup>nd</sup> Day of March, 2016**

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**CERTIFIED TRUE COPY OF THE RESOLUTION PASSED AT THE MEETING OF THE BOARD OF DIRECTORS OF TRANSRAIL LIGHTING LIMITED HELD ON 12<sup>th</sup> FEBRUARY, 2016 AT "GAMMON HOUSE", VEER SAVARKAR MARG, PRABHADEVI, MUMBAI - 400025**

**APPROVAL TO THE SCHEME OF ARRANGEMENT OF THE COMPANY**

**"RESOLVED THAT** in supersession of all the resolutions passed in this regard and pursuant to the provisions of sections 391 to 394 read with sections 100 -103 of the Companies Act, 1956 and other applicable provisions of the Companies Act, 1956 and/or Companies Act, 2013 or any amendment thereof, to the extent applicable and subject to the Memorandum of Association and Articles of Association of the Company and subject to the sanction of the Hon'ble High Court of Judicature at Bombay (or the National Company Law Tribunal constituted under the provisions of the Companies Act, 2013, as the case may be) or such other competent authority and subject to the requisite approval of the members of the Company, and subject to approval of the creditors, Central Government and any other statutory /regulatory authorities as may be required, approval of the Board of Directors (hereinafter referred to as 'the Board') be and is hereby accorded to the Scheme of Arrangement between Gammon India Limited ('GIL') and Transrail Lighting Limited ('TLL' or 'Company') and their Respective Shareholders and Creditors ('the Scheme'), as per terms and conditions mentioned in the Scheme placed before the Board and initialed by the Company Secretary for the purpose of identification, *inter alia* providing for the following:

- Transfer of the T&D Undertaking of GIL (as defined in the Scheme) to TLL in consideration for 7,25,000 (Seven Lakhs Twenty Five Thousand) fully paid up equity shares of Rs.10 each to be issued by TLL to GIL;
- Cancellation of the existing 3,08,00,000 (Three Crore Eight Lakh) equity shares of Rs. 10/- each amounting to Rs. 30,80,00,000 (Rupees Thirty crores eighty lacs only) of TLL as per the terms and conditions mentioned in the Scheme.

**RESOLVED FURTHER THAT**, the Valuation Report dated 12<sup>th</sup> February, 2016 of M/s. SSPA & Co., Chartered Accountants as placed before the Board, be and is hereby noted and accepted.

**RESOLVED FURTHER THAT** the Fairness Opinion Report dated 12<sup>th</sup> February, 2016 of M/s. Fortress Capital management Services Management Pvt. Ltd., an Independent Category - I Merchant Banker, on the valuation done by M/s. SSPA & Co, Chartered Accountants, as placed before the Board be and is hereby noted and accepted.

**RESOLVED FURTHER THAT** the Board hereby approves the cancellation of the existing 3,08,00,000 (Three Crore Eight Lakh) equity shares and subsequent reduction of Equity Share Capital of the Company to the extent of shares cancelled, in accordance with the terms of the Scheme and for this purpose an Extra-Ordinary General Meeting of the Shareholders be convened.

**RESOLVED FURTHER THAT** Mr. Digambar Bagde and/or Mr. N. Sai Mohan – Directors and/or Mrs. Niki Shingade, Company Secretary of the Company be and are hereby severally authorized to make such alteration and changes in the Scheme as may be expedient or necessary for satisfying the requirement or conditions imposed by the High Court of Judicature at Bombay or the National Company Law Tribunal or any regulatory

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CIN : U31506MH2008PLC179012

Registered Office : R : F, 3rd W : P ; 3/8, Hamilton House, J. N. Heredia Marg, Ballard Estate, Mumbai, Maharashtra - 400038 (INDIA) | Phone : +91 022 - 22705562

(Formerly division of Gammon India Limited)



authority provided prior approval of Board of Directors shall be obtained for making any material changes in the said Scheme as approved in the Board meeting.

**RESOLVED FURTHER THAT** Mr. Digambar Bagde - Director, Mr. N. Sai Mohan - Director and Mrs. Niki Shingade - Company Secretary be and hereby severally authorized for the following:

- (a) Filing of applications with the High Court or other appropriate authority seeking directions as to holding/ dispensing with the meetings of the shareholders and/ or creditors of the Company, for issuing necessary notices and holding the meeting of the shareholders / creditors of the Company as may be directed by the High Court to give effect to the Scheme;
- (b) Represent the Company before the High Court/National Company Law Tribunal and such other authorities or bodies for filing and making applications and for that purpose to sign, execute and verify the Scheme, petitions, applications, undertakings, affidavits, all other documents and deeds as may be required for the purpose and to make such modifications/alterations as may be required by the aforesaid authorities or as may be thought fit and expedient by the said authorised persons, severally;
- (c) Finalize and settle the draft of the notices for convening/ dispensing with the meetings of the shareholders and/or creditors of the Company and the draft of the explanatory statements under Section 393 of the Companies Act, 1956, or any such applicable provisions under the Companies Act, 2013, in terms of the directions of the High Courts, or effect any other modification or amendment as they may consider necessary or desirable to give effect to the Scheme;
- (d) Filing of petitions for confirmation of the Scheme by the High Court of Judicature at Bombay or such other competent authority;
- (e) Filing affidavits, pleadings, applications or any other proceedings incidental or deemed necessary or useful in connection with the above proceedings and to engage Counsels, Advocates, Solicitors, Chartered Accountants and other professionals and to sign and execute vakalatnama wherever necessary, and sign and issue public advertisements and notices;
- (f) To sign all applications, petitions, affidavits, pleadings, documents, relating to the Scheme or delegate such authority to another person by a valid Power of Attorney;
- (g) Obtaining approval from such other authorities and parties including the shareholders, term loan lenders, financial institutions, creditors as may be considered necessary, to the Scheme;
- (h) To apply for and obtain requisite approval of the Central Government and any other authority or agency, whose consent is required including those of any Lenders / Creditors;
- (i) To settle any question or difficulty that may arise with regard to the implementation of the Scheme, and to give effect to the above resolution;



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Maharashtra - 400038 (INDIA) | Phone : +91 022 - 22705562

(Formerly division of Gammon India Limited)

- (j) To obtain approval of the shareholders of the Company in the Extra Ordinary General Meeting as may be required under the requisite provisions of the Articles of the Companies Act;
- (k) To do all further acts, deeds, matters and things as may be considered necessary, proper or expedient to give effect to the Scheme and for matters connected therewith or incidental thereto;
- (l) Decide upon, make modifications, changes, variations, amendments, revision in and bring into effect the Scheme from time to time or give such directions as they may consider necessary to settle any question or difficulty arising thereunder or in regard to and of the meaning or interpretation thereof or implementation thereof or in any manner whatsoever connected therewith or to review the position relating to the satisfaction of various conditions of the Scheme and if necessary, to waive any of those (to the extent permissible under law) or to suspend, withdraw or revive the Scheme from time to time as may be specified by any statutory authority or they may *suo moto* decide in their absolute discretion and to do all such acts, deeds, matters and things whatsoever including settling any question, doubt or difficulty that may arise with regard to or in relation to the Scheme as they may deem fit in their absolute discretion.

**RESOLVED FURTHER THAT** the Common Seal of the Company, if required, be affixed to the relevant documents in the presence any of the Director of the Company or the Company Secretary in terms of the provisions of the Articles of Association of the Company.

**RESOLVED FURTHER THAT** this resolution shall remain in full force and effect until otherwise amended or rescinded by the Board of Directors.

**RESOLVED FURTHER THAT** all the Directors of the Company or any other person authorized in this behalf be and is hereby authorized to sign a copy of this resolution as a certified true copy thereof and furnish the same to whomsoever concerned."

**CERTIFIED TRUE COPY  
For TRANSRAIL LIGHTING LIMITED**

  
**COMPANY SECRETARY**



**Dated this 22<sup>nd</sup> Day of March, 2016**

## SCHEME OF ARRANGEMENT

BETWEEN

GAMMON INDIA LIMITED

AND

TRANSRAIL LIGHTING LIMITED

AND

THEIR RESPECTIVE SHAREHOLDERS AND CREDITORS

(Under Sections 391 to 394 read with sections 100 to 103 of the Companies Act, 1956 or any re-enactment thereof) ("the Scheme")

Certified True Copy  
For Gammon India Limited.

*[Signature]*  
Bhavade  
Company Secretary

## (A) PREAMBLE

This Scheme of Arrangement is presented under Sections 391 to 394 read with sections 100 to 103 and other applicable provisions of the Companies Act, 1956 / Companies Act, 2013 for the transfer of the T&D Undertaking (*defined hereinafter*) of Gammon India Limited ("GIL" or "Transferor Company"), a company incorporated under the Act (hereinafter defined) with registered office at Gammon House, Veer Savarkar Marg, Prabhadevi, Mumbai 400 025 and engaged in, *inter alia*, the business of civil engineering, design and construction of power transmission and distribution, into Transrail Lighting Limited ("TLL" or "Transferee Company"), a company incorporated under the Act with registered office at R: F, 3<sup>rd</sup>:W P: Hamilton House, J.N. Heredia Marg, Ballard Estate, Mumbai 400 038 and engaged in, *inter alia*, the business of designing, manufacturing, installation and supply of engineered galvanized steel monopoles for transmission and distribution of power, street light poles, HI-masts, stadium masts, telecom monopoles, swaged poles with a capacity of 40,000 MT per annum.

The Company vide a business transfer agreement dated 27<sup>th</sup> October, 2015 (the "BTA"), has transferred one of the Company's undertakings essentially comprising of the division of conductor factory at Silvassa and the tower manufacturing facility at Deoli, Wardha District along with all the related assets and liabilities ("BTA Undertaking"). Simultaneously, GIL and TLL have also executed an investment cum shareholders agreement dated 27<sup>th</sup> October, 2015 with Bilav Software Private Limited ('Investor') pursuant to which GIL will transfer majority stake in TLL to the Investor.. Pursuant to this Scheme the Company proposes to transfer the T&D Undertaking to TLL as part of the effort to consolidate the entire T&D business in TLL.

This Scheme also provides for various other matters consequential to or otherwise integrally connected with the Scheme.

## (B) DESCRIPTION OF THE SCHEME

In furtherance of the understanding between the Transferor Company and the Transferee Company, this Scheme, *inter alia*, deals with the transfer of the T&D Undertaking from the Transferor Company to the Transferee Company (more particularly described in Part II of this Scheme) and various other matters consequential to or otherwise integrally connected with



the above, pursuant to the provisions of Sections 391 to 394 and other applicable provisions of the Companies Act, 1956 in the manner provided for in this Scheme.

**(C) RATIONALE FOR THE SCHEME**

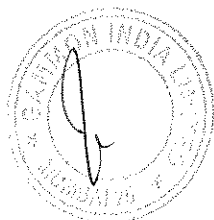
Transfer of the T&D Undertaking by GIL to TLL would help in achieving the desired operating structure and shall *inter alia* have the following benefits:

- i. To create a sector focused company;
- ii. To enable investment by a strategic investor;
- iii. Ring-fence businesses from each other; and
- iv. Deleverage the balance sheet of GIL.

**(D) PARTS OF THE SCHEME:**

This Scheme is divided into the following parts:

- i. **PART I** deals with the definitions and share capital;
- ii. **PART II** deals with Slump Exchange of T&D Undertaking into TLL;
- iii. **PART III** deals with Reduction of Existing Share Capital of TLL; and
- iv. **PART IV** deals with general terms and conditions and other miscellaneous provisions applicable to this Scheme.





## PART I

## DEFINITIONS AND SHARE CAPITAL

## 1. DEFINITIONS

In this Scheme, unless inconsistent with the subject or context, the following expressions shall have the following meaning:

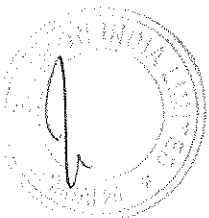
- 1.1 "Act" or "the Act" means the Companies Act, 1956 and/or the Companies Act, 2013 (as the case may be and to the extent applicable) as in force from time to time; it being clarified that as on the date of approval of this Scheme by the Board of Directors of GIL and TLL, Sections 391 to 394 read with sections 100 to 103 of the Companies Act, 1956 continue to be in force with the corresponding provisions of the Companies Act, 2013 not having been notified. Accordingly, references in this Scheme to particular provisions of the Act are references to particular provisions of the Companies Act, 1956 / Companies Act, 2013 as may be in force;
- 1.2 "Appointed Date" means the opening of business hours on 1<sup>st</sup> day of January, 2016 or such other date as may be fixed or approved by the High Court;
- 1.3 "Applicable Law" means (a) all applicable statutes, enactments, acts of legislature or parliament, laws, ordinances, rules, bye-laws, regulations, listing agreements, notifications, guidelines or policies of any applicable country and/or jurisdiction, (b) administrative interpretation, writ, injunction, directions, directives, judgment, arbitral award, decree, orders or governmental approvals of, or agreements with, any governmental authority or recognized stock exchange, and (c) international treaties, conventions and protocols, as may be in force from time to time;
- 1.4 "Associated Transrail Structures Limited" or "ATSL" means Associated Transrail Structures Limited, a public company which was amalgamated with GIL with effect from 1<sup>st</sup> April, 2008.
- 1.5 "Effective Date" means the last of the dates on which all the conditions and matters referred to in Clause 16 of this Scheme occur or have been fulfilled or waived in accordance with this Scheme. Any references in the Scheme to "upon the Scheme becoming effective" or "effectiveness of the Scheme" shall mean the "Effective Date";
- 1.6 "High Court" means the High Court of Judicature at Bombay or such other authority having jurisdiction in the matter and shall include the National Company Law Tribunal, if and when applicable;
- 1.7 "Remaining Business of GIL" or "Remaining Undertaking of GIL" means all the undertakings, businesses, activities and operations of GIL other than the T&D Undertaking (as defined in Clause 1.11 below);
- 1.8 "Scheme" or "the Scheme" or "this Scheme" means this Scheme of Arrangement in its present form as submitted to the Honorable High Court or this Scheme with such modification(s), if any made, as per Clause 15 of the Scheme;
- 1.9 "Stock Exchanges" means BSE Limited and The National Stock Exchange of India Limited;
- 1.10 "Transferred Undertaking" means the T&D Business excluding BTA Undertaking ;
- 1.11 "T&D Business" means the engineering, procurement and construction business of the Transferor Company in the transmission and distribution sector, including the tower testing facility located at Deoli, and tower manufacturing facilities located at Baroda and Nagpur, division of conductor factory at Silvassa and the tower manufacturing facility at Deoli, Wardha District. It is hereby clarified that the T&D Business includes the business received on amalgamation of Associated Transrail Structures Limited with GIL with effect from 1<sup>st</sup> April, 2008.



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1.12 "T&D Undertaking" means the Transferred Undertaking as a going concern with all properties, rights and powers and all debts, liabilities, duties and obligations of the Transferor Company comprised in and/ or pertaining to the Transferred Undertaking as on the Appointed Date, including:

- (i) all properties and assets, movable and freehold and leasehold immovable, real and personal, tangible and intangible, corporeal and incorporeal, in possession, or in reversion, present and contingent of whatsoever nature, wheresoever situated; as on the Appointed Date relating to the Transferred Undertaking, leases, tenancies and agencies of the Transferor Company relating to the Transferred Undertaking, plant and machineries, electrical installations, vehicles, equipments, furnitures, investments (including but not limited to identified investment in equity shares of the wholly owned subsidiaries of the Transferor Company to the extent relating to Transferred Undertaking), sundry debtors, inventories, other current assets, cash and bank balances, bills of exchange, deposits, loans and advances and other assets as appearing in the books of account of the Transferor Company in relation to the Transferred Undertaking;
- (ii) all other interests or rights (including claims, arbitration awards, etc.) or accumulated experience and performance qualifications in or arising out of or relating to the T&D Business together with all respective powers, interests, charges, privileges, benefits, entitlements, building plans, drawings (including approvals obtained for such drawings or any pending applications for approvals), industrial and other registrations, licenses, quotas, brands and trademarks, patents, copyrights, other intellectual property rights, liberties, easements and advantages, subsidies, grants, taxes, tax credits/ incentives (including but not limited to credits/ incentives in respect of sales tax, value added tax, turnover tax, excise duty, service tax etc.), tax holiday benefits and other benefits appertaining to the Transferred Undertaking and/or to which the Transferor Company is entitled to in respect of the Transferred Undertaking of whatsoever kind, nature or description held, applied for or as may be obtained thereafter together with the benefit of all respective contracts and engagements relating to the Transferred Undertaking and shall include ATSL's qualifications, references, records and financials transferred to, received by and merged into GIL as T&D Business at the time of merger of ATSL with GIL;
- (iii) powers and facilities of every kind, nature and description whatsoever, rights to use and avail of telephones, facsimile connections and installations, utilities, electricity, water and other services, and all other interests in connection with or relating to the Transferred Undertaking;
- (iv) all debts, liabilities, duties, funded and non-funded facilities, bank guarantees, letters of credit and obligations of the Transferor Company in relation to the Transferred Undertaking, including liabilities on account of loans, sundry creditors, sales tax, bonus, gratuity and other taxation and contingent liabilities of the Transferor Company pertaining to or relatable to the Transferred Undertaking;
- (v) all employees of the Transferor Company engaged in or in relation to the Transferred Undertaking, on the date immediately preceding the Effective Date; and
- (vi) all books, records, files, papers, computer software alongwith their licenses, manuals and backup copies, drawings, data catalogues, and other data and records, whether in physical or electronic form, directly or indirectly in connection with or relating to the Transferred Undertaking.



## 1A Construction

- 1A. 1 Any question that may arise as to whether a specified asset or liability pertains or does not pertain to the T&D Undertaking or whether it arises out of the activities or operations of the T&D Undertaking shall be decided by mutual agreement between the Board of Directors of GIL and TLL.
- 1A. 2 All terms and words not defined in this Scheme shall, unless repugnant or contrary to the context or meaning thereof, have the same meaning ascribed to them under the Act, the Securities Contract Regulation Act, 1956, Securities and Exchange Board of India Act, 1992 (including the Regulations made thereunder), the Depositories Act, 1996, other applicable laws, rules, regulations, bye-laws, as the case may be or any statutory modification or re-enactment thereof from time to time.

## 2. SHARE CAPITAL

- 2.1 The authorized, issued, subscribed and paid-up share capital of GIL as on December 31, 2015 is as under:

Share Capital	Amount in Rs. Crores
<b>Authorized Share Capital</b>	
74,710,000,000 Equity Shares of Rs. 2 each	14,942.00
3,000,000 6% Optionally Convertible Preference Shares of Rs. 350/- each	105.00
<b>Total</b>	<b>15,047.00</b>
<b>Issued Share Capital</b>	
288,409,341 Equity shares of Rs. 2/- each fully paid up	57.68
<b>Total</b>	<b>57.68</b>
<b>Subscribed and Fully Paid up Capital</b>	
286,828,801 Equity Shares of Rs. 2 each, fully paid up	57.37
<b>Share Forfeiture Account</b>	
Money received in respect of Right Shares of Rs.10/- each forfeited	0.34

The equity shareholders of GIL, in the Extra-Ordinary General Meeting held on 26<sup>th</sup> May 2015, have approved the issuance of 100 Unsecured Zero Coupon Compulsorily Convertible Debentures ("ZCCCD") of the face value of Rs.1,00,00,000/- each, aggregating to Rs.100 crores on a preferential basis to the promoters and their affiliates. Each ZCCCD is convertible into 395,256 equity shares of the face value of Rs.2 each at a price of Rs.25.50 (including premium of Rs.23.50) per share, aggregating to 3,95,25,600 Equity Shares. As on the date of the Scheme being approved by the Board of Directors of GIL, the said ZCCCD's have not been issued, pending necessary approval.

The shares of GIL are listed on Stock Exchanges.

- 2.2 The authorized, issued, subscribed and paid-up share capital of TLL as on December 31, 2015 is as under:



Share Capital	Amount in Rs.
<b>Authorized Share Capital</b>	
3,50,00,000 Equity Shares of Rs.10/- each	35,00,00,000
<b>Total</b>	<b>35,00,00,000</b>
<b>Issued, Subscribed and Paid-up Share Capital</b>	
3,10,00,000 Equity Shares of Rs.10/- each, fully paid-up	31,00,00,000
<b>Total</b>	<b>31,00,00,000</b>

Subsequent to the above date and till the date of the Scheme being approved by the Board of Directors of TLL, there has been no change in authorised, issued, subscribed and paid up share capital.

### 3. DATE OF TAKING EFFECT AND OPERATIVE DATE

The Scheme as set out herein in its present form or with any modification(s) approved or imposed or directed by the High Court shall be effective from the Appointed Date, but shall be operative from the Effective Date.

## PART II

### SLUMP EXCHANGE OF T&D UNDERTAKING INTO TLL

#### 4. SLUMP EXCHANGE

4.1 Upon the Scheme becoming effective entire T&D Undertaking shall be transferred to and vested in TLL as a going concern from the Appointed Date, as detailed in Clause 4.2 below, against issue of shares specified in Clause 5 hereinafter.

#### 4.2 TRANSFER AND VESTING OF T&D UNDERTAKING

Upon the Scheme becoming effective, with effect from the Appointed Date, the T&D Undertaking shall, in accordance with Sections 391 to 394 read with sections 100 to 103 of the Act and all other applicable laws, if any, stand transferred to and vested in or be deemed to be transferred to and vested in TLL on a going concern basis and in the following manner:

- 4.2.1 all the assets of T&D Undertaking, except for the portions specified in Clauses 4.2.2 and 4.2.3 below, of whatsoever nature and where so ever situated and incapable of passing by manual delivery and/or endorsement or otherwise, shall, under the applicable provisions of Sections 391 and 394 read with sections 100 to 103 and all other provisions, if any, of the Act, without any further act or deed be transferred to and vested in and/or deemed to be transferred to and vested in TLL.
- 4.2.2 all the moveable assets including cash in hand, if any, of T&D Undertaking, capable of passing by manual delivery or by endorsement and delivery shall be so delivered or endorsed as the case may be to TLL. On such delivery or endorsement and delivery, the same shall become the property of TLL to the end and intent that the ownership and property therein passes to TLL on such handing over in pursuance of the provisions of Section 394 of the Act.



4.2.3 in respect of the moveable properties of T&D Undertaking other than specified in Clause 4.2.2 above and any intangible assets, including sundry debtors, loans receivable, advances, if any, recoverable in cash or kind or for value to be received, bank balances and deposits, if any, with the government, semi-government, local and other authorities and bodies, companies, firm, individuals, trusts, etc., TLL may itself or require GIL and GIL shall upon such requisition from TLL, at any time after coming into effect of this Scheme in accordance with the provisions hereof, if so required under any law or otherwise, give notices in such form as it may deem fit and proper, to each person, debtors or depositors, as the case may be, that pursuant to the High Court having sanctioned the Scheme, the said debt, loan receivable, advance or deposit be paid or made good or held on account of TLL as the person entitled thereto to the end and intent that the right of GIL to recover or realize all such debts (including the debts payable by such persons or depositors to GIL) stands transferred to and vested in TLL and that appropriate entries should be passed in their respective books to record the aforesaid change.

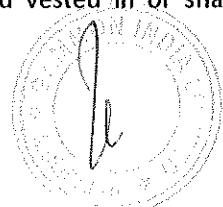
4.2.4 all debts, liabilities, duties, obligations of every kind, nature and description including all excise duty, custom duty, sales tax, value added tax, service tax and other government and semi government liabilities of T&D Undertaking shall also, under the provisions of Sections 391 and 394 read with sections 100 to 103 of the Act without any further act or deed be transferred to and assumed by or deemed to be transferred to and assumed by TLL so as to become as from the Appointed Date the debts, liabilities, duties, obligations of TLL. It is hereby confirmed that the debts, liabilities and obligations of GIL pertaining to the BTA Undertaking, have been transferred to TLL pursuant to the BTA.

4.2.5 The transfer and vesting of the T&D Undertaking as aforesaid of GIL, shall be subject to the existing securities, charges and mortgages, if any, subsisting over or in respect of the property and assets or any part thereof.

Provided that in so far as the assets comprised in the T&D Undertaking are concerned, the security and charge over such assets relating to any loans or liabilities pertaining to the Remaining Undertaking of GIL shall, without any further act or deed, be released from such encumbrance and shall no longer be available as security in relation to such loans or liabilities.

Provided further that in so far as the assets comprised in the Remaining Undertaking of GIL are concerned, the security over such assets relating to the loans, borrowings, debts and financial assistance pertaining to the T&D Undertaking shall, without further act, instrument or deed, along with any guarantees, indemnities, or undertakings provided by GIL in relation to the T&D Undertaking, be released and discharged from the obligations and security relating to the same. With effect from the Appointed Date and upon the Scheme becoming effective, TLL undertakes to meet, discharge and satisfy the loans, borrowings, debts and financial assistance pertaining to the T&D Undertaking.

4.2.6 Without prejudice to the generality of the forgoing, it is clarified that upon the coming into effect of this Scheme, all permits, authorizations, licenses, consents, registrations, approvals, municipal permissions, industrial licenses, registrations, privileges, easements and advantages, facilities, rights, powers and interest (whether vested or contingent), of every kind and description of whatsoever nature in relation to the T&D Undertaking, to which GIL is a party to or to the benefit of which GIL may be eligible and which are subsisting or having effect immediately before the Appointed Date shall stand transferred to and vested in or shall be



deemed to be transferred to and vested in TLL as if the same were originally given or issued to or executed in favour of TLL, and the rights and benefits under the same shall be available to TLL. Further, GIL shall execute such further deeds or documents, as may be required to give effect to this Clause.

- 4.2.7 the work experience, qualifications, capabilities, logistics, turnover record and track record with National & International Companies, Central and State Government / Non-Government agencies / bodies, contracts with clients and with vendors (including technical parameters, past performance, track record, financials, etc.) of the Transferor Company acquired by reason of completion of various projects and works pertaining to the T&D Undertaking and certificates of completion of projects and works pertaining to T&D Undertaking issued by clients of the Transferor Company shall be deemed to be part of and belonging to TLL and shall for all purposes be regarded as the work experience, qualifications, capabilities, logistics, turnover record and track record (including technical parameters, past performance, track record, financials, etc.) and certificates of completion of TLL. It is hereby clarified that the work experience, qualifications, turnover record, track record etc. of GIL as stated above, shall include the work experience, qualifications, turnover record, track record etc. relating to ATSL transferred to, received by and merged with the T&D Undertaking of GIL at the time of merger of ATSL and shall stand transferred to and received by TLL.
- 4.2.8 All cheques and other negotiable instruments, payment order, electronic fund transfers (like NEFT, RTGS, etc.) received or presented for encashment which are in the name of GIL (in relation to T&D Undertaking) after the Effective Date shall be accepted by the banker(s) of TLL and credited to the account of TLL, if presented by TLL or received through electronic transfers. Similarly, the banker(s) of TLL shall honour all cheques / electronic fund transfer instructions issued by GIL (in relation to T&D Undertaking) for payment after the Effective Date. If required, the bankers of GIL and GIL shall allow maintaining and operating of the bank accounts (including banking transactions carried out electronically) in the name of GIL by TLL in relation to the T&D Undertaking for such time as may be determined to be necessary by TLL for presentation and deposition of cheques, pay order and electronic transfers that have been issued/made in the name of TLL.
- 4.2.9 Upon the Scheme becoming effective, GIL and TLL are expressly permitted to revise their respective financial statements and returns along with prescribed forms, filings and annexures under the Income Tax Act, 1961, central sales tax, applicable state value added tax, service tax laws, excise duty laws and other tax laws, and to claim refunds and/or credit for taxes paid (including, tax deducted at source, wealth tax, etc.) and for matters incidental thereto, if required, to give effect to the provisions of the Scheme.
- 4.2.10 Any tax liabilities under the service tax laws, excise duty laws, central sales tax, applicable state value added tax laws or other applicable laws/regulations dealing with taxes/duties/levies of T&D Undertaking whether or not provided for or covered by tax provision in the accounts made as on the date immediately preceding the Appointed Date or not shall be transferred to TLL.
- 4.2.11 Any refund / credit, under the service tax laws, excise duty laws, central sales tax, applicable state value added tax laws or other applicable laws/regulations in relation to the T&D Undertaking arising consequent to the assessment made on GIL whether recorded in the accounts as on the date immediately preceding the Appointed Date or not shall belong to by TLL upon this Scheme becoming effective.



4.2.12 Without prejudice to the generality of the above, all benefits, incentives, losses, credits (including, without limitation service tax, excise duty, central sales tax, applicable state value added tax etc.) to which T&D Undertaking is entitled to in terms of applicable laws, shall be available to and vest in TLL, upon this Scheme coming into effect.

**5. ISSUE OF SHARES**

- 5.1 Upon coming into effect of the Scheme, TLL shall issue and allot 7,25,000 (Seven Lakh Twenty Five Thousand) fully paid up equity shares of Rs.10/- each to the Transferor Company.
- 5.2 Equity shares to be issued by TLL to the Transferor Company as above shall be subject to the Memorandum and Articles of Association of TLL and shall rank *pari passu* with the existing equity shares of TLL in all respects including dividends.
- 5.3 TLL shall, if necessary and to the extent required, increase its authorized share capital to facilitate the issue of equity shares under this Scheme.
- 5.4 Approval of this Scheme by the shareholders of TLL shall be deemed to be the due compliance with the provisions of Section 42/62 of the Companies Act, 2013 and the other relevant and applicable provisions of the Act for the issue and allotment of equity shares by TLL to the Transferor Company, as provided in this Scheme.
- 5.5 The approval of this Scheme by the shareholders of both the companies under Sections 391 and 394 read with sections 100 to 103 of the Act shall be deemed to have the approval under Sections 13, 14, 180 and 186 of Companies Act, 2013 and other applicable provisions of the Act and any other consents and approvals required in this regard.

**6. ACCOUNTING TREATMENT IN THE BOOKS OF THE TRANSFEROR COMPANY AND TLL**

**6.1 IN THE BOOKS OF THE TRANSFEROR COMPANY**

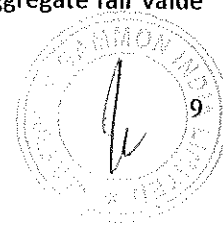
Upon the Scheme becoming effective, the Transferor Company:

- 6.1.1 shall reduce the book value of assets and liabilities pertaining to the T&D Undertaking as on the Appointed Date from its books of accounts;
- 6.1.2 shall record all the Equity Shares received pursuant to this Scheme at fair value;
- 6.1.3 the difference between the fair value of the Equity Shares received pursuant to this Scheme and the book value of assets of the T&D Undertaking as reduced by the aggregate book value of liabilities of the T&D Undertaking, if positive shall be credited to the Capital Reserve Account else shall be debited to the Profit & Loss Account.

**6.2 IN THE BOOKS OF TLL**

Upon the Scheme becoming effective,

- 6.2.1 TLL shall record the face value of the Equity Shares issued by it to the Transferor Company pursuant to this Scheme as capital;
- 6.2.2 The aggregate face value of the Equity Shares issued by TLL and the value of the liabilities of T&D Undertaking shall be apportioned to the various assets in same proportion as the fair values of the respective assets bears to the aggregate fair value of all the assets.



**PART III**  
**REDUCTION OF EXISTING SHARE CAPITAL OF TLL**

**7. REDUCTION OF EXISTING SHARE CAPITAL OF TLL**

- 7.1 Upon the Scheme becoming effective, the the existing issued, paid-up and subscribed share capital of TLL of INR 31,00,00,000 (Rupees Thirty One Crores only) comprising of 3,10,00,000 equity shares of INR 10 each shall be reduced to INR 20,00,000 (Rupees Twenty Lacs only) comprising of 2,00,000 equity shares of INR 10 each/-. The reduced amount of INR 30,80,00,000 (Rupees Thirty Crores Eighty Lacs only), shall be utilized for adjusting the debit balance in the profit and loss account of TLL and excess, if any, shall be credited to the capital reserve account in TLL.
- 7.2 The cancellation of the existing 3,08,00,000 equity shares of INR 10/- each amounting to INR 30,80,00,000 (Rupees Thirty crores eighty lacs only) of TLL as mentioned in Clause 7.1 above shall be effected as an integral part of the Scheme without having to follow the process under Sections 100 to 103 of the Act separately and the Order of the High Court sanctioning the Scheme shall be deemed to be also the Order under Section 102 of the Act for the purpose of confirming the reduction. The reduction would not involve either a diminution of liability in respect of unpaid share capital or payment of paid-up share capital and hence the provisions of Section 101 of the Act will not be applicable. Further, TLL shall not be required to add the words "and reduced" as a suffix to its name consequent upon such reduction.

**PART IV**  
**GENERAL TERMS AND CONDITIONS**

**8. TRANSACTIONS UPTO THE EFFECTIVE DATE**

- 8.1 With effect from the Appointed Date and up to and including the Effective Date:
- (a) The Transferor Company shall carry on and be deemed to have carried on the business and activities in relation to the T&D Undertaking and shall stand possessed of their properties and assets relating to the T&D Undertaking for and in trust for the Transferee Company and all the profits / losses accruing on account of the T&D Undertaking shall for all purposes be treated as profits / losses of the respective Transferee Company.
  - (b) All the debts, liabilities, duties, obligations, taxes etc. as aforesaid of the T&D Undertaking incurred/contracted during the period commencing from the Appointed Date till the Effective Date shall be deemed to have been incurred/contracted by the Transferee Company and shall be deemed to be the debts, liabilities and obligations of the Transferee Company and further that it shall not be necessary to obtain consent of any person in order to give effect to the provisions of this clause.
  - (c) The Transferor Company shall not without the prior written consent of the Board of Directors of the Transferee Company or pursuant to any pre-existing obligation, sell, transfer or otherwise alienate, charge, mortgage or encumber or otherwise deal with or dispose of the undertaking relating to the T&D Undertaking or any part thereof except in the ordinary course of its business.





- (d) The Transferor Company shall not vary the terms and conditions of service of its permanent employees relating to the T&D Undertaking except in the ordinary course of its business.
- (e) The Transferee Company shall be entitled, pending sanction of the Scheme, to apply to the Central Government, State Government, Union Territories and all other concerned agencies, departments and authorities (statutory or otherwise) as are necessary under any law for such consents, approvals and sanctions, which they may require to carry on the business of the T&D Undertaking. Further, the Transferor Company shall extend all assistance to the Transferee Company, if requested by any of the Transferee Company, in obtaining the said consents, approvals and sanctions.
- (f) Any payments made or benefits received by GIL in respect of the T&D Undertaking shall be deemed to have been made or received, as the case may be, for and on behalf of TLL and GIL shall be entitled to recover such expenses from TLL and be obligated to pass on the benefits to TLL. Similarly, any payments made or benefits received by TLL in respect of the Remaining Undertaking of GIL shall be deemed to have been made or received, as the case may be, for and on behalf of GIL and TLL shall be entitled to recover such expenses from GIL or obligated to pass on the benefits to GIL.

8.2 With effect from the date of approval to the Scheme by Board of Directors of the Transferor Company and the Transferee Company until the Effective Date, the Transferor Company shall preserve and carry on the business and activities of T&D Undertaking with reasonable diligence and business prudence and the Transferor Company shall not, without the prior consultation with the Transferee Company, alienate, charge or otherwise deal with or dispose of the T&D Undertaking or any part thereof or recruit any new employee (in each case except in the ordinary course of business) or employees; further, the Transferor Company shall not engage in any corporate restructuring exercise including any merger and/or demerger or substantial expansion of the T&D Undertaking without prior written consent of the Transferee Company.

## 9. EMPLOYEES

- 9.1 On the Scheme becoming effective, all employees of the T&D Undertaking in service on the Effective Date, shall be deemed to have become employees of the Transferee Company with effect from the Appointed Date or their respective joining date, whichever is later, without any break in their service and on the basis of continuity of service, and the terms and conditions of their employment with the Transferee Company shall not be less favorable than those applicable to them with reference to the T&D Undertaking on the Effective Date. Any question that may arise as to whether any employee belongs to or does not belong to the T&D Undertaking shall be decided by Board of Directors of Transferor Company.
- 9.2 It is expressly provided that, on the Scheme becoming effective, the provident fund, gratuity fund, superannuation fund or any other special fund or trusts created or existing for the benefit of the employees of the T&D Undertaking shall be deemed to have been created by the respective Transferee Company in place of Transferor Company for all purposes whatsoever in relation to the administration or operation of such fund or funds or in relation to the obligation to make contributions to the said fund or funds in accordance with the provisions thereof as per the terms provided in the respective trust deeds, if any, to the end and intent that all rights, duties, powers and obligations of Transferor Company in relation to such fund or funds shall become those of the Transferee Company. It is



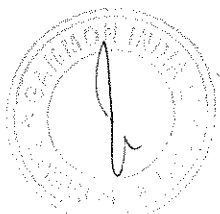
clarified that the services of the employees of the T&D Undertaking will be treated as having been continuous and not interrupted for the purpose of the said fund or funds.

## 10. LEGAL PROCEEDINGS

- 10.1 All legal proceedings of whatsoever nature by or against Transferor Company pending and/or arising before the Effective Date and relating to the T&D Undertaking, shall not abate or be discontinued or be in any way prejudicially affected by reason of the Scheme or by anything contained in this Scheme but shall be continued and enforced by or against the Transferee Company, as the case may be in the same manner and to the same extent as would or might have been continued and enforced by or against Transferor Company.
- 10.2 After the Appointed Date, if any proceedings are taken against Transferor Company in respect of the matters referred to in the sub-clause 10.1 above, Transferor Company shall defend the same in accordance with advise and instructions of the Transferee Company at the cost of the Transferee Company, and the respective Transferee Company shall reimburse and indemnify Transferor Company against all liabilities and obligations incurred by Transferor Company in respect thereof.
- 10.3 The Transferee Company undertake to have all respective legal or other proceedings initiated by or against Transferor Company referred to in Clause 10.1 above transferred into its name and to have the same continued, prosecuted and enforced by or against the Transferee Company as the case may be, to the exclusion of Transferor Company and Transferor Company shall extend all assistance in such transfer into the Transferee Company's name, if required by the Transferee Company.

## 11. CONTRACTS, DEEDS, ETC.

- 11.1 Notwithstanding anything to the contrary contained in any contract, deed, bond, agreement or any other instrument, but subject to the other provisions of this Scheme, all contracts, deeds, bonds, agreements and other instruments, if any, of whatsoever nature and subsisting or having effect on the Effective Date and relating to the T&D Undertaking of the Transferor Company to which Transferor Company is a party or to the benefit of which Transferor Company may be eligible, shall continue in full force and effect against or in favour of the Transferee Company, and may be enforced effectively by or against the Transferee Company as fully and effectually as if, instead of Transferor Company, the Transferee Company had been a party thereto from inception.
- 11.2 The Transferee Company may, at any time after the coming into effect of this Scheme in accordance with the provisions hereof, if so required, under any law or otherwise, enter into, or issue or execute deeds, writings, confirmations, novations, declarations, or other documents with, or in favour of any party to any contract or arrangement to which Transferor Company is a party or any writings as may be necessary to be executed in order to give formal effect to the above provisions. The Transferee Company shall be deemed to be authorised to execute any such writings on behalf of Transferor Company and to carry out or perform all such formalities or compliances required for the purposes referred to above on the part of Transferor Company.
- 11.3 It is hereby clarified that (i) if any contract, deeds, bonds, agreements, schemes, arrangements or other instruments of whatsoever nature in relation to the T&D Undertaking to which Transferor Company is a party to, cannot be transferred to the Transferee Company for any reason whatsoever, Transferor Company shall hold such contract, deeds, bonds, agreements, schemes, arrangements or other instruments of



whatsoever nature in trust for the benefit of the Transferee Company; and (ii) if any contract, deeds, bonds, agreements, schemes, arrangements or other instruments of whatsoever nature relate to the T&D Undertaking as well as Transferor Company (pursuant to the transfer of the T&D Undertaking), Transferor Company and the Transferee Company shall both be entitled to all rights and benefits and be liable for all obligations under the said arrangements, each to the extent of its respective undertaking only.

## 12. REMAINING UNDERTAKING

12.1 The Remaining Undertaking and all the assets, properties, rights, liabilities and obligations thereto shall continue to belong to and be vested in and be managed by Transferor Company and the Transferee Company shall have no right, claim or obligation in relation to the Remaining Undertaking. From the Appointed Date, Transferor Company shall carry on the activities and operations of the Remaining Undertaking distinctly and as a separate business from the T&D Undertaking.

12.2 All legal, taxation and other proceedings whether civil or criminal (including before any statutory or quasi-judicial authority or tribunal) by or against Transferor Company under any statute, whether pending on the Appointed Date or which may be instituted at any time thereafter, and in each case pertaining to the Remaining Undertaking shall be continued and enforced by or against Transferor Company after the Effective Date. The Transferee Company shall in no event be responsible or liable in relation to any such legal or other proceeding against Transferor Company.

## 13. SAVING OF CONCLUDED TRANSACTIONS

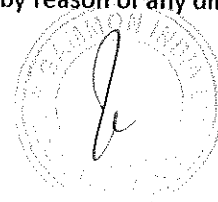
The transfer and vesting of the T&D Undertaking as above and the continuance of proceedings by or against Transferor Company in relation to the T&D Undertaking shall not affect any transaction or proceedings already concluded on or after the Appointed Date till the Effective Date in accordance with this Scheme, to the end and intent that the Transferee Company accept and adopt all acts, deeds and things done and executed by Transferor Company in respect thereto as done and executed on their behalf.

## 14. APPLICATION TO HIGH COURT

The Transferor Company and the Transferee Company shall as may be required make applications and/or petitions under Sections 391 to 394, read with Sections 100 to 103 and other applicable provisions of the of the Act to the High Court for sanction of this Scheme and all matters ancillary or incidental thereto.

## 15. MODIFICATION OR AMENDMENTS TO THE SCHEME

The Transferor Company and the Transferee Company, by their respective Boards of Directors ('the Board', which term shall include Committee thereof), may assent to/make and/or consent to any modifications/amendments to the Scheme or to any conditions or limitations that the Court and/or any other Authority under law may deem fit to direct or impose, or which may otherwise be considered necessary, desirable or appropriate as a result of subsequent events or otherwise by them (i.e. the Board). The Transferor Company and the Transferee Company by their respective Boards are authorised to take all such steps as may be necessary, desirable or proper to resolve any doubts, difficulties or questions whatsoever for in relation to carrying out the Scheme, whether by reason of any directive or



Orders of any other authorities or otherwise howsoever, arising out of or under or by virtue of the Scheme and/or any matter concerned or connected therewith. However any modification or amendment to the Scheme after the High Court has sanctioned the scheme will require the prior approval of the High Court.

#### 16. CONDITIONALITY OF THE SCHEME

This Scheme is and shall be conditional upon and subject to:

- 16.1 The requisite consent, approval or permission of the Central Government including Stock Exchange and Securities and Exchange Board of India;
- 16.2 The Scheme being approved by the requisite majorities in number and value of such classes of persons including the respective members and/or creditors of the Transferor Company and the Transferee Company as may be directed by the Hon'ble High Court of Judicature at Bombay or any other competent authority, as may be applicable;
- 16.3 The Scheme being sanctioned by the High Court of Judicature at Bombay or any other authority under Sections 391 to 394 read with sections 100 to 103 of the Act;
- 16.4 Certified copy of the Order of the High Court of Judicature at Bombay sanctioning the Scheme being filed with the Registrar of Companies, Maharashtra, at Mumbai by the Transferor Company and the Transferee Company.

#### 17. EFFECT OF NON-RECEIPT OF APPROVALS

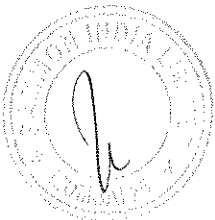
- 17.1 In the event of any of the said sanctions and approvals referred to in the preceding clause not being obtained and/or the Scheme not being sanctioned by the High Court or such other competent authority and / or the Order not being passed as aforesaid before March 31, 2017 or within such further period or periods as may be agreed upon between GIL and TLL by their respective Board of Directors or any committee thereof (and which the Board of Directors of the companies are hereby empowered and authorised to agree to and extend the Scheme from time to time without any limitation), this Scheme shall stand revoked, cancelled and be of no effect, save and except in respect of any act or deed done prior thereto as is contemplated hereunder or as to any rights and/ or liabilities which might have arisen or accrued pursuant thereto and which shall be governed and be preserved or worked out as is specifically provided in the Scheme or as may otherwise arise in law.

#### 18. COSTS, CHARGES & EXPENSES

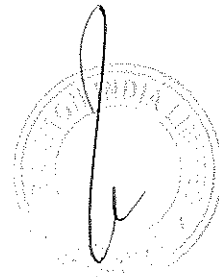
All costs, charges, taxes including duties, levies and all other expenses, if any (save as expressly otherwise agreed) arising out of, or incurred in carrying out and implementing this Scheme and matters incidental thereto, shall be borne by the Transferee Company.

#### 19. REPEALS AND SAVINGS

Any matter filed with Registrar of Companies, Regional Director, Income Tax authority or the Central Government under the Companies Act, 1956, before the notification of the corresponding provisions under the Companies Act, 2013 and not fully addressed at that time shall be concluded by the Registrar of Companies, Regional Director Income Tax



authority or the Central Government, as the case may be, in terms of the Act. Any direction or order given by the Hon'ble High Court under the provisions of the Companies Act, 1956 and any act done by the Company based on such directions or order shall be deemed to be in accordance with and consistent with the provisions of the Companies Act, 2013. Accordingly, the provisions of the Companies Act, 2013, shall not apply to acts done by the Company as per direction or order of the Hon'ble High Court sanctioning the Scheme.





**SSPA & CO.**  
Chartered Accountants

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V. P. Road, Andheri (W),  
Mumbai - 400 058. INDIA.  
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**STRICTLY PRIVATE & CONFIDENTIAL**

February 12, 2016

The Board of Directors,  
Gammon India Limited  
Gammon House,  
Veer Savarkar Marg, Prabhadevi,  
Mumbai 400 025.

The Board of Directors,  
Transrail Lighting Limited  
R: F, 3<sup>rd</sup> W P: Hamilton House,  
J.N. Heredia Marg, Ballard Estate,  
Mumbai 400 038.

**Re: Recommendation of fair equity consideration for the purpose of proposed slump exchange of 'Transmission & Distribution Undertaking' of Gammon India Limited into Transrail Lighting Limited.**

Dear Sirs,

As requested by the management of Transrail Lighting Limited (hereinafter referred to as "TLL" or 'Transferor') and Gammon India Limited (hereinafter referred to as "GIL" or 'Transferee') (hereinafter collectively referred to as "Companies"), we have undertaken the valuation exercise of equity shares of TLL and of 'Transmission & Distribution Undertaking' of GIL (hereinafter referred to as the "T&D Undertaking") for recommending the fair equity consideration for the purpose of proposed slump exchange of 'Transmission & Distribution Undertaking' of GIL into TLL.

**1. PURPOSE OF VALUATION**

- 1.1 We have been informed that the Board of Directors of the Companies are considering a proposal for the slump exchange of the 'T&D Undertaking' of GIL pursuant to provisions of Section 391 to 394 read with sections 100 to 103 and other applicable provisions of the Companies Act, 1956 and the Companies Act, 2013, to the extent applicable. Subject to necessary approvals, the T&D Undertaking, would be transferred to TLL with effect from the Appointed Date of January 1, 2016. In consideration of slump exchange of the T&D Undertaking into TLL, equity shares of TLL would be issued to GIL.



- 1.2 For this purpose, we have carried out valuation of the T&D Undertaking and the equity shares of TLL with a view to recommend fair equity consideration of equity shares of TLL to be issued to GIL for consideration of the Board of Directors of the Companies.

## 2. BRIEF BACKGROUND

### 2.1. GAMMON INDIA LIMITED

- 2.1.1. GIL is one of the India's most prominent infrastructure conglomerate having fully diversified businesses in civil engineering, design, construction, infrastructure investment and development, oil exploration and production and real estate development, as well as full-fledged EPC and manufacturing capabilities for power equipment and power T&D business.
- 2.1.2. GIL's civil engineering business expands over projects involving transportation (highways, railways, metro-rails, bridges and flyovers), power generation (nuclear, hydro and thermal), environmental engineering (water treatment, transmission and distribution), irrigation and high rise buildings.
- 2.1.3. Shares of GIL are listed on BSE Limited and the National Stock Exchange of India Limited.

### 2.2. TRANSMISSION AND DISTRIBUTION UNDERTAKING

- 2.2.1. T&D business means the engineering, procurement and construction business of the Transferor Company in the transmission and distribution sector, including the tower testing facility located at Deoli and tower manufacturing facilities located at Baroda and Nagpur. The T&D Business also includes the business received on amalgamation of Associated Transrail Structures Limited with GIL with effect from April 01, 2008.

### 2.3. TRANSRAIL LIGHTING LIMITED

- 2.3.1. TLL was incorporated on September 18, 2009 and is engaged in the business of designing, manufacturing, installation and supply of Engineered galvanized steel monopoles for transmission & distribution, street light poles, HI-masts, stadium masts, telecom monopoles, special structures etc. with a capacity of 10,000 MT per annum at Silvassa. Further, it proposes to expand into the business of building power transmission and distribution lines.
- 2.3.2. TLL is in process of acquiring 2 tower manufacturing and conductor manufacturing factories located at Amboli Village in the Union Territory of Silvassa and at Deoli in Wardha District of Maharashtra from GIL vide Business Transfer Agreement signed in October 2015.





2.3.3. We have been informed that upon the Scheme becoming effective, the existing issued, paid-up and subscribed share capital of TLL of INR 31,00,00,000 (Rupees Thirty One Crores only) comprising of 3,10,00,000 equity shares of INR 10 each shall be reduced to INR 20,00,000 (Rupees Twenty Lacs only) comprising of 2,00,000 equity shares of INR 10 each. The reduced amount of INR 30,80,00,000 (Rupees Thirty Crores Eighty Lacs only), shall be utilized for adjusting the debit balance in the profit and loss account of TLL and excess, if any, shall be credited to the capital reserve account in TLL.

### 3. SOURCES OF INFORMATION

For the purposes of our valuation exercise, we have relied upon the following sources of information as provided to us by the management of the Companies (hereinafter referred to as the "Management"):

- (a) Management certified position of assets and liabilities of the T&D Undertaking and TLL as at December 31, 2015.
- (b) Projected Profit & Loss Account, capex and working capital requirement for TLL (including 2 factories, that are in the process of being acquired from GIL) for three months ended March 31, 2016 and from financial years (FY) 2016-17 to 2019-20 as provided by the Management.
- (c) Projected Profit & Loss account, working capital and capex requirements of the T&D Undertaking for three months ended March 31, 2016 and financial years (FY) 2016-17 to 2021-22 as provided by the Management.
- (d) Draft Scheme of Arrangement u/s 391 to 394 read with sections 100 to 103 of the Companies Act, 1956.
- (e) Other relevant details regarding the Companies such as their history, past and present activities, existing shareholding pattern and other relevant information and data, including information in the public domain.
- (f) Discussions with the Management on various issues relevant for the valuation including the prospects and outlook for the industry, expected growth rate and other relevant information relating to future expected profitability of the business, etc.
- (g) Such other information and explanations as we have required and which have been provided by the Management.



**4. EXCLUSIONS AND LIMITATIONS**

- 4.1. Our report is subject to the scope limitations detailed hereinafter. As such, the report is to be read in totality, and not in parts, in conjunction with the relevant documents referred to herein.
- 4.2. Valuation is not a precise science and the conclusions arrived at in many cases will, of necessity, be subjective and dependent on the exercise of individual judgment. There is, therefore, no indisputable single value. While SSPA & Co. has provided an assessment of the value based on the information available, application of certain formulae and within the scope and constraints of our engagement, others may place a different value to the same.
- 4.3. No investigation of the Companies' claim to title of assets has been made for the purpose of this valuation and their claim to such rights has been assumed to be valid. No consideration has been given to liens or encumbrances against the assets, beyond the loans disclosed in the accounts. Therefore, no responsibility is assumed for matters of a legal nature.
- 4.4. Our work does not constitute an audit or certification of the historical financial statements / prospective results including the working results of the Companies / T&D Undertaking referred to in this report. Accordingly, we are unable to and do not express an opinion on the fairness or accuracy of any financial information referred to in this report. Valuation analysis and results are specific to the purpose of valuation and the valuation date mentioned in the report is as per agreed terms of our engagement. It may not be valid for any other purpose or as at any other date. Also, it may not be valid if done on behalf of any other entity.
- 4.5. A valuation of this nature involves consideration of various factors including those impacted by prevailing market trends in general and industry trends in particular. This report is issued on the understanding that the management of the Companies have drawn our attention to all the matters, which they are aware of concerning the financial position of the Companies / T&D Undertaking and any other matter, which may have an impact on our opinion, on the fair value of the shares of the Companies / T&D Undertaking including any significant changes that have taken place or are likely to take place in the financial position of the Companies / T&D Undertaking, subsequent to the Appointed Date for the proposed slump



exchange. We have no responsibility to update this report for events and circumstances occurring after the date of this report.

- 4.6. In the course of the valuation, we were provided with both written and verbal information. We have however, evaluated the information provided to us by the Companies through broad inquiry, analysis and review but have not carried out a due diligence or audit of the information provided for the purpose of this engagement. Public information, estimates, industry and statistical information relied in this report have been obtained from the sources considered to be reliable. However, we have not independently verified such information and make no representation as to the accuracy or completeness of such information from or provided by such sources. Our conclusions are based on the assumptions, forecasts and other information given by/on behalf of the Companies. We assume no responsibility for any errors in the above information furnished by the Companies and consequential impact on the present exercise.
- 4.7. Our recommendation is based on the estimates of future financial performance as projected by the management of the Companies, which represents their view of reasonable expectation at the point of time when they were prepared, but such information and estimates are not offered as assurances that the particular level of income or profit will be achieved or events will occur as predicted. Actual results achieved during the period covered by the prospective financial statements may vary from those contained in the statement and the variation may be material. The fact that we have considered the projections in this exercise of valuation should not be construed or taken as our being associated with or a party to such projections.
- 4.8. Our report is not, nor should it be construed as our opining or certifying the compliance of the proposed slump exchange with the provisions of any law including companies, taxation and capital market related laws or as regards any legal implications or issues arising from such proposed slump exchange.
- 4.9. This Report is prepared only in connection with the proposed slump exchange exclusively for the use of the Companies and for submission to any regulatory/statutory authority as may be required under any law.
- 4.10. Any person/ party intending to provide finance / invest in the shares / business of the Companies shall do so after seeking their own professional advice and after carrying out



their own due diligence procedures to ensure that they are making an informed decision.

- 4.11. It is to be noted that any reproduction, copying or otherwise quoting of this report or any part thereof, other than in connection with the proposed slump exchange as aforesaid, can be done only with our prior permission in writing.
- 4.12. SSPA & Co., nor its partners, managers, employees makes any representation or warranty, express or implied, as to the accuracy, reasonableness or completeness of the information, based on which the valuation is carried out. All such parties expressly disclaim any and all liability for, or based on or relating to any such information contained in the valuation.

## **5. VALUATION APPROACH**

- 5.1. For the purpose of valuation for slump exchange, generally the following approaches are adopted:

- (a) the "Underlying Asset" approach
- (b) the "Income" approach; and
- (c) the "Market" approach

- 5.2. In the present case, net worth of both TLL and the T&D Undertaking is negative, therefore the Underlying Asset approach is not adopted for the present valuation exercise.

- 5.3. The shares of TLL as well as the T&D Undertaking of GIL are not listed on any stock exchange. Hence, market approach has not been adopted.

### **5.4. INCOME APPROACH**

Under the "Income" approach, shares of TLL and the T&D Undertaking of GIL have been valued using Discounted Cash Flow (DCF) method.

- 5.4.1. Under the DCF method the projected free cash flows from business operations after considering fund requirements for projected capital expenditure and incremental working capital are discounted at the Weighted Average Cost of Capital (WACC). The sum of the discounted value of such free cash flows and discounted value of perpetuity is the value of the business.
- 5.4.2. The free cash flows represent the cash available for distribution to both the owners and the creditors of the business. The free cash flows are determined by adding back to profit before tax, depreciation and amortizations (non-cash charge). The cash flow is adjusted for



outflows on account of capital expenditure, tax and change in working capital requirements.

- 5.4.3. WACC is considered as the most appropriate discount rate in the DCF Method, since it reflects both the business and the financial risk of the company. In other words, WACC is the weighted average of the company's cost of equity and debt. Considering an appropriate mix between debt and equity for the company/undertaking, we have arrived at the WACC to be used for discounting the Free Cash Flows.
- 5.4.4. Value for equity shareholders is arrived at after making adjustment for loan funds and cash & cash equivalents.
- 5.4.5. The equity value so arrived at is divided by the diluted number of equity shares (considering capital reduction of TLL) to arrive at the value per share.

## 6. RECOMMENDATION

- 6.1. The fair basis of slump exchange of the T&D Undertaking of GIL into TLL would have to be determined after taking into consideration all the factors and methodologies mentioned hereinabove. As mentioned above we have considered the 'income' approach for arriving at the value of the shares of TLL and the value of the T&D Undertaking.
- 6.2. In the ultimate analysis, valuation will have to involve the exercise of judicious discretion and judgment taking into account all the relevant factors. There will always be several factors, e.g. present and prospective competition, yield on comparable securities and market sentiments, etc. which are not evident from the face of the balance sheets but which will strongly influence the worth of a share. This concept is also recognized in judicial decisions. For example, Viscount Simon Bd in Gold Coast Selection Trust Ltd. vs. Humphrey reported in 30 TC 209 (House of Lords) and quoted with approval by the Supreme Court of India in the case reported in 176 ITR 417 as under:

*'If the asset takes the form of fully paid shares, the valuation will take into account not only the terms of the agreement but a number of other factors, such as prospective yield, marketability, the general outlook for the type of business of the company which has allotted the shares, the result of a contemporary prospectus offering similar shares for subscription, the capital position of the company, so forth. There may also be an element of value in the fact that the holding of the shares gives control of the company. If the asset is*



*difficult to value, but is nonetheless of a money value, the best valuation possible must be made. Valuation is an art, not an exact science. Mathematical certainty is not demanded, nor indeed is it possible.'*

- 6.3. In light of the above and on consideration of all the relevant factors and circumstances as discussed and outlined hereinabove in this report, in our opinion, fair equity consideration for transfer of T&D Undertaking works out to 7,25,000 equity shares of INR 10 each of TLL.

Thank you,  
Yours faithfully,

SSPA & Co



SSPA & CO.  
Chartered Accountants  
Firm registration number: 128851W

Place: Mumbai

**REPORT OF THE AUDIT COMMITTEE OF GAMMON INDIA LIMITED RECOMMENDING THE DRAFT SCHEME OF ARRANGEMENT BETWEEN GAMMON INDIA LIMITED AND TRANSRAIL LIGHTING LIMITED AND THEIR RESPECTIVE SHAREHOLDERS AND CREDITORS**

**Members**

- a) Mr. Chandradas C. Dayal : Chairman of the Audit Committee  
b) Ms. Urvashi Saxena : Member  
c) Mr. Naval Choudhary : Member  
d) Mr. Atul Kumar Shukla : Member

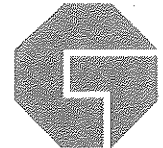
**In Attendance**

- a) Mr. Ajit Desai : Executive Director and CEO  
b) Mr. Digambar Bagde : Deputy Managing Director –T & D Business  
c) Mr. Vardhan Dharkar : President Finance and Chief Financial Officer  
d) Mrs. Gita Bade : Company Secretary

**1. Background**

- 1.1 A meeting of the audit committee of Gammon India Limited ('Company' or 'GIL') was held on 12<sup>th</sup> February, 2016 to consider and recommend the proposed transfer of the Transmission & Distribution ('T&D') Undertaking (more specifically defined in the Scheme) of the Company to Transrail Lighting Limited ('TLL'), to be implemented in terms of a proposed Scheme of Arrangement ('Scheme') between GIL and TLL and their respective shareholders and creditors under Sections 391 to 394 read with 100 to 103 of the Companies Act, 1956 and other applicable provisions of the Companies Act, 1956 and/or Companies Act, 2013 or any amendment thereof, to the extent applicable.
- 1.2 In accordance with the provisions of Securities Exchange Board of India ("SEBI") (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI (LODR) Regulations, 2015") read with the SEBI Circular No. CIR/CFD/CMD/16/2015 dated November 30, 2015 ("SEBI Scheme Circular"), the draft Scheme was placed before the Audit Committee by the Company Secretary, to consider and recommend the draft Scheme to the Board of Directors of the Company taking into account, inter alia, the Valuation Report by M/s. SSPA & Co., Chartered Accountants and Fairness Opinion by M/s. Fortress Capital Management Services Pvt. Ltd, an Independent Category I Merchant Banker.





1.3 This report is made in order to comply with the requirements of the SEBI Scheme Circular after perusing the following necessary documents:

- (a) Draft Scheme of Arrangement, duly initialed by the Company Secretary of the Company for the purpose of identification;
- (b) Valuation Report dated 12<sup>th</sup> February, 2016 issued by M/s. SSPA & Co, Chartered Accountants;
- (c) Fairness Opinion dated 12<sup>th</sup> February, 2016 issued by M/s. Fortress Capital Management Services Pvt. Ltd, Category I Merchant Banker on the fairness of the valuation report; and
- (d) Certificate dated 12<sup>th</sup> February, 2016 issued by M/s. Natvarlal Vepari & Co., statutory auditors of the Company, as required under paragraph I(A)(5)(a) of Annexure I of the SEBI Scheme Circular, to the effect that the accounting treatment contained in the Scheme is in compliance with all the Accounting Standards specified by the Central Government under the Companies Act, 2013 or the Accounting Standards issued by the Institute of Chartered Accountants of India (ICAI), as applicable, and other generally accepted accounting principles
- (e) An undertaking dated 12<sup>th</sup> February, 2016 certified by M/s. Natvarlal Vepari & Co., statutory auditors of the Company, in terms of paragraph I(A)(9)(c) of Annexure I of the SEBI Scheme Circular, stating the reasons for non-applicability of paragraph I(A)(9)(a) of Annexure I of the SEBI Scheme Circular, i.e. regarding the requirement to, inter alia, provide for voting by public shareholders through postal ballot and e-voting, in relation to the Scheme.

## **2. Proposed Scheme**

2.1 The Audit Committee noted the rationale of the proposed scheme, which is as follows:-

- i. To create sector focused companies;
- ii. To enable investment by strategic investor;
- iii. Ring-fence businesses from each other; and
- iv. Deleverage the balance sheet of GIL.

2.2 The salient features of the draft Scheme are as under:

- (a) The Scheme provides the following:
  - Transfer of T&D Undertaking of GIL to TLL, in consideration for 7,25,0000 fully paid equity shares of Rs.10 each of TLL.
  - Cancellation of the existing 3,08,00,000 (Three Crore Eight Lakh) equity shares of INR 10/- each amounting to INR 30,80,00,000 (Rupees Thirty crores eighty lacs only) of TLL .
- (b) As part of the undertaking to be transferred, all assets and liabilities of the undertaking including the performance qualifications are being transferred;
- (c) Appointed date of the Scheme is fixed as January 1, 2016;



(d) The Scheme shall be effective from the last of the dates on which all the following conditions / matters are fulfilled:

- i. The requisite consent, approval or permission of the Central Government including Stock Exchange and Securities and Exchange Board of India.
- ii. The Scheme being approved by the requisite majorities in number and value of such classes of persons including the respective members and/or creditors of the Transferor Company and the Transferee Company as may be directed by the Hon'ble High Court of Judicature at Bombay or any other competent authority, as may be applicable.
- iii. The Scheme being sanctioned by the High Court of Judicature at Bombay or any other authority under Sections 391 to 394 read with sections 100-103 of the Act.
- iv. Certified copy of the Order of the High Court of Judicature at Bombay sanctioning the Scheme being filed with the Registrar of Companies, Maharashtra, at Mumbai by the Transferor Company and the Transferee Companies.

### **3. Recommendation of the Audit Committee**

The Audit Committee has considered and noted the aforementioned documents along with the draft Scheme and recommends the draft Scheme, for favorable consideration by the Board of Directors of the Company.



**Date: 12<sup>th</sup> February, 2016**  
**Place: Mumbai**

**Mr. Chandrahas C. Dayal**  
**Chairman – Audit Committee**



**STRICTLY PRIVATE & CONFIDENTIAL**

February 12, 2016

The Board of Directors,  
Gammon India Limited  
Gammon House,  
Veer Savarkar Marg, Prabhadevi,  
Mumbai 400 025.

The Board of Directors,  
Transrail Lighting Limited  
R: F, 3<sup>rd</sup> W P: Hamilton House,  
J.N. Heredia Marg, Ballard Estate,  
Mumbai 400 038.

**Re: Fairness Opinion on the Valuation Report by SSPA & Co. on the proposed slump exchange of 'Transmission & Distribution Undertaking' of Gammon India Limited into Transrail Lighting Limited.**

Dear Sirs,

We refer to our engagement wherein the Management of Transrail Lighting Limited (hereinafter referred to as "TLL") and Gammon India Limited (hereinafter referred to as "GIL") (hereinafter collectively referred to as "Companies"), have requested Fortress Capital Management Services Private Limited ('us') to give a fairness opinion on the Valuation Report issued by SSPA & Co Chartered Accountants (hereinafter referred to as 'Valuer') on the valuation exercise of equity shares of TLL and of 'Transmission & Distribution Undertaking' of GIL (hereinafter referred to as the "T&D Undertaking") for recommending the fair equity consideration of equity shares of TLL to be issued to GIL for the purpose of proposed slump exchange.

**1. BACKGROUND, SCOPE AND PURPOSE OF THIS REPORT**

**1.1 GAMMON INDIA LIMITED**

1.1.1 Gammon India Limited is an infrastructure conglomerate having fully diversified businesses in civil engineering, design, construction, infrastructure investment and development, oil exploration and production and real estate development, as well as full-fledged EPC and manufacturing capabilities for power equipment and power T&D business.

1.1.2 GIL's civil engineering business expands over projects involving transportation (highways, railways, metro-rails, bridges and flyovers), power generation



CIN : U67120MH2004PTC145815

Page 1 of 5

**FORTRESS CAPITAL MANAGEMENT SERVICES PVT. LTD.**

Daryanagar House, 2nd Floor, 69, Maharshi Karve Road, Marine Lines, Mumbai - 400 002. INDIA  
Tel.: +91 (22) 2200 1924/25 • Fax : +91 (22) 2203 1609 • E-mail : fortress@fortress.co.in • Website : www.fortress.co.in

(nuclear, hydro and thermal), environmental engineering (water treatment, transmission and distribution), irrigation and high rise buildings.

1.1.3 Shares of GIL are listed on BSE Limited and the National Stock Exchange of India Limited.

## 1.2 TRANSMISSION AND DISTRIBUTION UNDERTAKING

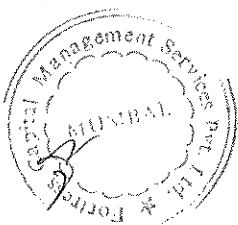
T&D business means the engineering, procurement and construction business of the Transferor Company in the transmission and distribution sector, including the tower testing facility located at Deoli, and tower manufacturing facilities located at Baroda and Nagpur. The T&D Business also includes the business received on amalgamation of Associated Transrail Structures Limited with GIL with effect from April 01, 2008.

## 1.3 TRANSRAIL LIGHTING LIMITED

1.3.1 TLL was incorporated on September 18, 2009 and is engaged in the business of designing, manufacturing, installation and supply of Engineered galvanized steel monopoles for transmission & distribution, street light poles, HI-masts, stadium masts, telecom monopoles, special structures etc. with a capacity of 10,000 MT per annum at Silvassa. Further, it proposes to expand into the business of building power transmission and distribution lines.

1.3.2 TLL is in process of acquiring 2 tower manufacturing and conductor manufacturing factories located at Amboli Village in the Union Territory of Silvassa and at Deoli in Wardha District of Maharashtra from GIL vide Business Transfer Agreement signed in October 2015.

1.4 We have been informed that the Board of Directors of the Companies are considering a proposal for the slump exchange of 'the T&D Undertaking' of GIL pursuant to provisions of Section 391 to 394 read with sections 100 to 103 and other applicable provisions of the Companies Act, 1956 and the Companies Act, 2013, to the extent applicable. Subject to necessary approvals, the T&D



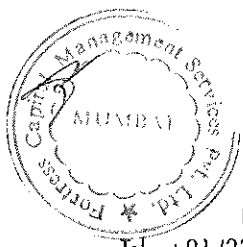
Undertaking, would be transferred to TLL with effect from the Appointed Date of January 1, 2016. In consideration of slump exchange of the T&D Undertaking into TLL, equity shares of TLL would be issued to GIL.

- 1.5 Accordingly, the Companies have appointed SSPA & Co. Chartered Accountants, to undertake valuation exercise of the T&D Undertaking and the equity shares of TLL with a view to recommend fair equity consideration of equity shares of TLL to be issued to GIL for consideration of the Board of Directors of the Companies.
- 1.6 Further, they have appointed us to give a fairness opinion on Valuation Report issued by the Valuer.
- 1.7 The information contained in our report herein is confidential. It is intended only for the sole use of captioned purpose including for obtaining the requisite statutory approvals.

## 2. SOURCES OF INFORMATION

For the purposes of this exercise, we have relied upon the following sources of information:

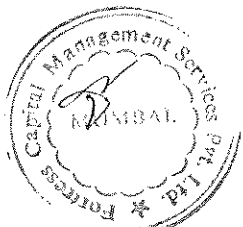
- (a) Management certified position of assets and liabilities of the T&D Undertaking and TLL as at December 31, 2015.
- (b) Projected Profit & Loss Account, capex and working capital requirement for TLL (including 2 factories in the process of being acquired from GIL) for three months ended March 31, 2016 and from financial years (FY) 2016-17 to 2019-20 as provided by the Management.
- (c) Projected Profit & Loss account, working capital and capex requirements of the Undertaking for three months ended March 31, 2016 and financial years (FY) 2016-17 to 2021-22 as provided by the Management.
- (d) Draft Scheme of Arrangement u/s 391 to 394 read with section 100 – 103 of the Companies Act, 1956.



- (e) Valuation Report of SSPA & Co. dated February 12, 2016
- (f) Such other information and explanations as we required and which have been provided by the management of the Company and Valuer.

### 3. LIMITATIONS & EXCLUSIONS

- 3.1 Our report is subject to the scope limitations detailed hereinafter. As such the report is to be read in totality, and not in parts, in conjunction with the relevant documents referred to herein.
- 3.2 Our recommendation is dependent upon the information furnished to us being complete in all material respects. Our work does not constitute certification of the historical financial statements of the company referred to in this report. Accordingly, we are unable to and do not express an opinion on the fairness or accuracy of any financial information referred to in this report.
- 3.3 Our report is not nor should it be construed as our opining or certifying the compliance of the proposed transaction with provisions of any law including companies, taxation and capital market related laws or as regards any legal implications or issues arising from such proposed transaction.
- 3.4 No investigation on the Companies' claims to title of assets has been made for the purpose of this report and their claim to such rights has been assumed to be valid. Therefore, no responsibility is assumed for matters of a legal nature.
- 3.5 The information contained herein and our report is intended only for the sole use and information of the Companies and only in connection with the proposed transaction as aforesaid. It is to be noted that any reproduction, copying or otherwise quoting of this report or any part thereof, other than in connection with the proposed transfer of business as aforesaid, can be done only with our prior permission in writing.
- 3.6 We assume no responsibility for any errors in the information furnished by the Companies and consequential impact on the present exercise.
- 3.7 Neither Fortress, nor its directors, managers, employees or agents of any of them, makes any representation or warranty, express or implied, as to the accuracy,



reasonableness or completeness of the information, based on which this report is being issued. All such parties expressly disclaim any and all liability for, or based on or relating to, any such information contained in this report.

**4. VALUATION APPROACH**

For the purposes of valuation, the Valuer has adopted the Discounted Cash Flow Method under "Income" Approach for determining the fair value of the 'T&D Undertaking' and fair value per share of TLL.

**5. CONCLUSION**


We have reviewed the methodology as mentioned above used by the Valuer for arriving at the valuation of the 'T & D Undertaking' and equity shares of TLL and also reviewed the working and underlying assumptions adopted to arrive at the fair values.

On the basis of the foregoing and based on the information and explanation provided to us, in our opinion, the equity consideration for the proposed transfer of T&D Undertaking on a slump exchange basis of 7,25,000 equity shares of INR 10 each of TLL, recommended by the Valuer is fair and reasonable.

Thanking you,

Yours faithfully,

**For Fortress Capital Management Services Pvt. Ltd.**

*Hitem*  


**Authorized Signatory**

Place: Mumbai

SEBI Registration No.: INM000011146

**Shareholding Pattern – Pre and Post Scheme of Arrangement**

**Transferor Company – Gammon India Limited**

**A. Pre Scheme of Arrangement Shareholding Pattern as on 10<sup>th</sup> March, 2016**

Attached as Annexure - F1

**B. Post Scheme of Arrangement Shareholding Pattern**

We hereby undertake and confirm that on the Scheme becoming effective, there will be no change in the shareholding pattern of the Transferor Company (save as and when the lenders exercise their right of Conversion of Loan into Equity) as no shares will be issued by the Transferor Company pursuant to the Scheme.

For **GAMMON INDIA LIMITED**

  
**GITA BADE**  
**COMPANY SECRETARY**

**GAMMON INDIA LIMITED**

**An ISO 9001 Company**

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


CIN: L74999MH1922PLC000997



[Home](#)[Validate](#)**General information about company**

Scrip code	509550
Name of the company	<b>GAMMON INDIA LIMITED</b>
Class of Security	Equity Shares
Type of report	Capital Restructuring
Quarter Ended	10-03-2016
Date of allotment / extinguishment (in case Capital Restructuring selected) / Listing Date	10-03-2016
Shareholding pattern filed under	Regulation 31 (1) (c)

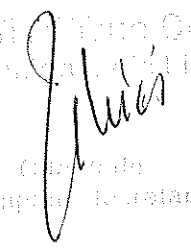
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For Gammon India Limited

  
Company Secretary



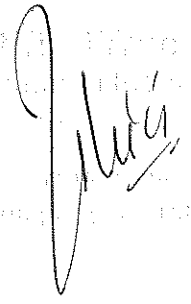
Declaration format need to displayed on NEAPS				
		Promoter & Promoter Group	Public	Non Promoter Non Public
Sr.No.	Particulars	Yes/No	Yes/No	Yes/No
1	Whether the Listed Entity has issued any partly paid up shares?	No	No	No
2	Whether the Listed Entity has issued any Convertible Securities or Warrants?	No	No	No
3	Whether the Listed Entity has any shares against which depository receipts are issued?	No	No	No
4	Whether the Listed Entity has any shares in locked-in?	Yes	Yes	No
5	Whether any shares held by promoters are pledge or otherwise encumbered?	Yes	NA	NA
6	Whether the Listed Entity has issued any Differential Voting Rights?	No	No	No

VALIDATED DOCUMENT

Certified True Copy  
 For Company Secretary  
  
 Company Secretary

Category	Category of shareholder	Nos. of shareholders	No. of fully paid up equity shares held	No. of Partly paid-up equity shares held	No. of shares underlying Depository Receipts	Total nos. shares held	Shareholding as a % of total no. of shares (calculated as per SCRR, 1957) As a % of (A+B+C2)	Number of Voting Rights held in each class of securities			No. of Shares Underlying Outstanding convertible securities (including Warrants)	Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) As a % of (A+B+C2)	Number of Locked in shares		Number of Shares pledged or otherwise encumbered		Number of equity shares held in dematerialized form	
								(IX)					(X)	(XI)	(XII)			(XIII)
(I)	(II)	(III)	(IV)	(V)	(VI)	(VII) = (IV)+(V)+ (VI)	(VIII)	No of Voting Rights			Total as a % of Total Voting Rights	(X)	(XI)	No.	As a % of total Shares held	No.	As a % of total Shares held	(XIV)
								Class eg: X	Class eg: Y	Total			(a)	(b)	(a)	(b)		
(A)	Promoter & Promoter Group	7	47757154	0	0	47757154	13.3	47757154	0	47757154	13.3	0	0	0	0	44653699	93.5	47757154
(B)	Public	41090	311329197	0	0	311329197	86.7	311329197	0	311329197	86.7	0	0	222585883	61.99			301923303
(C)	Non Promoter- Non Public	0	0	0	0	0	0	0	0	0	0	0	0	0	0			0
(C1)	Shares underlying DRs	0	0	0	0	0		0	0	0	0	0	0	0	0			0
(C2)	Shares held by Employee Trusts	0	0	0	0	0		0	0	0	0	0	0	0	0			0
	<b>Total</b>	<b>41097</b>	<b>359086351</b>	<b>0</b>	<b>0</b>	<b>359086351</b>	<b>100</b>	<b>359086351</b>	<b>0</b>	<b>359086351</b>	<b>100</b>	<b>0</b>	<b>0</b>	<b>222585883</b>	<b>61.99</b>	<b>44653699</b>	<b>93.5</b>	<b>349680457</b>

Valid till 30/06/2024

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	Category and name of shareholder	PAN	Nos. of shareholders	No. of fully paid up equity shares held	No. of Partly paid-up equity shares held	No. of shares underlying Depository Receipts	Total nos. shares held	Shareholding % calculated as per SCRR, 1957 As a % of (A+B+C2)	Number of Voting Rights held in each class of securities			No. of Shares Underlying Outstanding convertible securities (including Warrants)	Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) As a % of (A+B+C2)	Number of Locked in shares		Number of Shares pledged or otherwise encumbered		Number of equity shares held in dematerialized form	
									Class eg: X	Class eg: y	Total			No.	As a % of total Shares held	No.	As a % of total Shares held		
(I)	(II)	(III)	(IV)	(V)	(VI)	(VII) = (IV)+(V)+ (VI)	(VIII)	(IX)	(X)	(XI)	(XII)	(XIII)	(XIV)						
								No of Voting Rights	Total as a % of Total Voting Rights										
<b>1</b>	<b>Indian</b>																		
<b>a</b>	Individuals/Hindu undivided Family		2	8189479	0	0	8189479	0	8189479	0	8189479	0	0	0	0	0	8172459	99.79	8189479
	Abhijit Rajan	AAEPR0342J		8172459	0	0	8172459	0	8172459	0	8172459	0	0	0	0	0	8172459	100	8172459
	Jagdish Rajan	AACPR1248M		17020	0	0	17020		17020	0	17020	0	0	0	0	0	0	0	17020
<b>b</b>	Central Government/ State Government(s)		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
<b>c</b>	Financial Institutions/ Banks		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
<b>d</b>	Any Other (specify)		4	36481240	0	0	36481240	0	36481240	0	36481240	0	0	0	0	0	36481240	100	36481240
	bodies Corporate			36481240	0	0	36481240	0	36481240	0	36481240	0	0	0	0	0	36481240	100	36481240
	PACIFIC ENERGY PRIVATE LIMITED	AAACP0544P		18013015	0	0	18013015		18013015	0	18013015	0	0	0	0	0	18013015	100	18013015
	DEVYANI ESTATE AND PROPERTIES PRIVATE LIMITED	AAACD3825H		12182805	0	0	12182805		12182805	0	12182805	0	0	0	0	0	12182805	100	12182805
	NIKHITA ESTATE DEVELOPERS PRIVATE LIMITED	AA8CN6484D		3485420	0	0	3485420		3485420	0	3485420	0	0	0	0	0	3485420	100	3485420
	ELLORA ORGANIC INDUSTRIES PRIVATE LIMITED	AA8CE0815F		2800000	0	0	2800000		2800000	0	2800000	0	0	0	0	0	2800000	100	2800000
	<b>Sub-Total (A)(1)</b>		<b>6</b>	<b>44670719</b>	<b>0</b>	<b>0</b>	<b>44670719</b>	<b>0</b>	<b>44670719</b>	<b>0</b>	<b>44670719</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>44653699</b>	<b>99.96</b>	<b>44670719</b>
<b>2</b>	<b>Foreign</b>																		
<b>a</b>	Individuals (Non-Resident Individuals/ Foreign Individuals)		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
<b>b</b>	Government		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
<b>c</b>	Institutions		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
<b>d</b>	Foreign Portfolio Investor		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
<b>e</b>	Any Other (specify)		1	3086435	0	0	3086435	0	3086435	0	3086435	0	0	0	0	0	0	0	3086435
	BODIES CORPORATE			3086435	0	0	3086435	0	3086435	0	3086435	0	0	0	0	0	0	0	3086435
	MASAYOR ENTERPRISES LIMITED	AAECM7848R		3086435	0	0	3086435		3086435	0	3086435	0	0	0	0	0	0	0	3086435
	<b>Sub-Total (A)(2)</b>		<b>1</b>	<b>3086435</b>	<b>0</b>	<b>0</b>	<b>3086435</b>	<b>0</b>	<b>3086435</b>	<b>0</b>	<b>3086435</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>3086435</b>
	<b>Total Shareholding of Promoter and Promoter Group (A)= (A)(1)+(A)(2)</b>		<b>7</b>	<b>47757154</b>	<b>0</b>	<b>0</b>	<b>47757154</b>	<b>0</b>	<b>47757154</b>	<b>0</b>	<b>47757154</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>44653699</b>	<b>99.96</b>	<b>47757154</b>

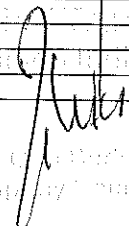
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For Gammon India Limited  
Company Secretary



	Category and name of shareholder	PAN	Nos. of shareholders	No. of fully paid up equity shares held	No. of Partly paid-up equity shares held	No. of shares underlying Depository Receipts	Total nos. shares held	Shareholding % calculated as per SCRR, 1957 As a % of (A+B+C2)	Number of Voting Rights held in each class of securities			No. of Shares Underlying Outstanding convertible securities (including Warrants)	Shareholding, as a % assuming full conversion of convertible securities ( as a percentage of diluted share capital) As a % of (A+B+C2)	Number of Locked in shares		Number of Shares pledged or otherwise encumbered		Number of equity shares held in dematerialized form
									No of Voting Rights	Total as a % of Total Voting Rights	(X)			(XI)	(XII) No.	As a % of total Shares held	(XIII) No.	
	(I)	(II)	(III)	(IV)	(V)	(VI)	(VII) = (IV)+(V)+ (VI)	(VIII)	Class eg: X	Class eg:y	Total			(a)	(b)	(a)	(b)	(XIV)
1	Institutions																	
a	Mutual Funds/		4	13433417	0	0	13433417	28.13										
	HDFC TRUSTEE COMPANY LIMITED	AAATH1809A		12114310	0	0	12114310	25.37	13433417	0	13433417	28.13	0	0	0	0		13433417
	HDFC INFRASTRUCTURE FUND								12114310	0	12114310	25.37	0	0	0	0		12114310
b	Venture Capital Funds		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
c	Alternate Investment Funds		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
d	Foreign Venture Capital Investors		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
e	Foreign Portfolio Investors		2	1590382	0	0	1590382	3.33	1590382	0	1590382	3.33	0	0	0	0	0	1590382
f	Financial Institutions/ Banks		39	225628779	0	0	225628779	472.45	225628779	0	225628779	472.45	0	0	222585883	61.99		225628779
	CANARA BANK	AAACC6106G		52814769	0	0	52814769	110.59	52814769	0	52814769	110.59	0	0	52814769	14.71		52814769
	ICICI BANK LIMITED	AAACI1195H		39696547	0	0	39696547	83.12	39696547	0	39696547	83.12	0	0	39696547	83.12		39696547
	PUNJAB NATIONAL BANK	AAACP0165G		24209101	0	0	24209101	50.69	24209101	0	24209101	50.69	0	0	24209101	50.69		24209101
	SYNDICATE BANK	AACCS4699E		22696508	0	0	22696508	47.52	22696508	0	22696508	47.52	0	0	22696508	47.52		22696508
	BANK OF BARODA	AAACB1534F		22104507	0	0	22104507	46.29	22104507	0	22104507	46.29	0	0	22104507	46.29		22104507
	ALLAHABAD BANK	AACCA8464F		19582216	0	0	19582216	41	19582216	0	19582216	41	0	0	19582216	41		19582216
	IDBI BANK	AABCI8842G		14053827	0	0	14053827	29.43	14053827	0	14053827	29.43	0	0	14053827	29.43		14053827
	ORIENTAL BANK OF COMMERCE	AAACO0191M		12389240	0	0	12389240	25.94	12389240	0	12389240	25.94	0	0	12389240	25.94		12389240
	UNION BANK OF INDIA	AAACU5624P		5803088	0	0	5803088	12.15	5803088	0	5803088	12.15	0	0	5803088	12.15		5803088
	UCO BANK	AAACU3561B		4521203	0	0	4521203	9.47	4521203	0	4521203	9.47	0	0	4521203	9.47		4521203
	BANK OF MAHARASHTRA	AAACB0774B		3635106	0	0	3635106	7.61	3635106	0	3635106	7.61	0	0	3635106	7.61		3635106

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 For the year ended 31.03.2024  
 Company Secretary

g	Insurance Companies		0	0	0	0			0	0		0	0	0	0	0	0
			0	0	0	0			0	0		0	0	0	0	0	0
h	Provident Funds/ Pension Funds		0	0	0	0			0	0		0	0	0	0	0	0
			0	0	0	0			0	0		0	0	0	0	0	0
i	Any Other (specify)		1	100	0	0	100	0	100	0	100	0	0	0	0	0	0
	UTI			100	0	0	100	0	0	0		0	0	0	0	0	0
	<b>Sub-Total (B)(1)</b>		<b>46</b>	<b>240652678</b>	<b>0</b>	<b>0</b>	<b>240652678</b>	<b>503.91</b>	<b>240652678</b>	<b>0</b>	<b>240652678</b>	<b>503.91</b>	<b>0</b>	<b>0</b>	<b>222585883</b>	<b>61.99</b>	<b>240652578</b>
2	Central Government/ State Government(s)/ President of India		0	0	0	0			0	0		0	0	0	0	0	0
			0	0	0	0			0	0		0	0	0	0	0	0
	<b>Sub-Total (B)(2)</b>		<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
3	Non-institutions																
a	Individuals -																
	i. Individual shareholders holding nominal share capital up to Rs. 2 lakhs.		38732	30603053	0	0	30603053	64.08	30603053	0	30603053	64.08	0	0	0	0	29589419
				0	0	0			0	0		0	0	0	0	0	0
	ii. Individual shareholders holding nominal share capital in excess of Rs. 2 lakhs.		16	3993628	0	0	3993628	8.36	3993628	0	3993628	8.36	0	0	0	0	3267828
				0	0	0			0	0		0	0	0	0	0	0
b	NBFCs registered with RBI		0	0	0	0			0	0		0	0	0	0	0	0
			0	0	0	0			0	0		0	0	0	0	0	0
c	Employee Trusts		0	0	0	0			0	0		0	0	0	0	0	0
			0	0	0	0			0	0		0	0	0	0	0	0
d	Overseas Depositories (holding DRs) (balancing figure)		0	0	0	0			0	0		0	0	0	0	0	0
			0	0	0	0			0	0		0	0	0	0	0	0
e	Any Other (specify)		2296	36079838	0	0	36079838	75.55	36079838	0	36079838	75.55	0	0	0	0	28413478
	GAMMON INDIA TRUST	AABTG3470F		5804680	0	0	5804680	12.15	5804680	0	5804680	12.15	0	0	0	0	0
	SUMMICORP LIMITED	ABGFS4573B		4679220	0	0	4679220	9.8	4679220	0	4679220	9.8	0	0	0	0	4679220
	HUMID INVESTMENTS & TRADERS PRIVATE LIMITED	AAACH2707C		4827045	0	0	4827045	10.11	4827045	0	4827045	10.11	0	0	0	0	4827045
	RITU ESTATE DEVELOPERS PRIVATE LIMITED	AAACR5288E		3425066	0	0	3425066	7.17	3425066	0	3425066	7.17	0	0	0	0	3425066
	<b>Sub-Total (B)(3)</b>		<b>41044</b>	<b>70676519</b>	<b>0</b>	<b>0</b>	<b>70676519</b>	<b>147.99</b>	<b>70676519</b>	<b>0</b>	<b>70676519</b>	<b>147.99</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>61270725</b>
	<b>Total Public Shareholding (B)= (B)(1)+(B)(2)+(B)(3)</b>		<b>41090</b>	<b>311329197</b>	<b>0</b>	<b>0</b>	<b>311329197</b>	<b>651.9</b>	<b>311329197</b>	<b>0</b>	<b>311329197</b>	<b>651.9</b>	<b>0</b>	<b>0</b>	<b>222585883</b>	<b>61.99</b>	<b>301923303</b>

  
 Director  
 Ministry of Corporate Affairs  
 Government of India







	Category and name of shareholder	PAN	Nos. of shareholders	No. of fully paid up equity shares held	No. of Partly paid-up equity shares held	No. of shares underlying Depository Receipts	Total nos. shares held	Shareholding % calculated as per SCRR, 1957 As a % of (A+B+C2)	Number of Voting Rights held in each class of securities			No. of Shares Underlying Outstanding convertible securities (including Warrants)	Shareholding, as a % assuming full conversion of convertible securities ( as a percentage of diluted share capital) As a % of (A+B+C2)	Number of Locked in shares		Number of Shares pledged or otherwise encumbered		Number of equity shares held in dematerialized form
									No of Voting Rights		Total as a % of Total Voting Rights			No.	As a % of total Shares held	No.	As a % of total Shares held	
(I)	(II)	(III)	(IV)	(V)	(VI)	(VII) = (IV)+(V)+ (VI)	(VIII)	(IX)	(X)	(XI)	(XII)	(XIII)	(XIV)					
								Class eg: X	Class eg: y	Total			(a)	(b)	(a)	(b)		
1	Custodian/DR Holder		0	0	0	0	0	0	0	0	0	0	0	0			0	
																	0	
2	Employee Benefit Trust (under SEBI (Share based Employee Benefit) Regulations, 2014)		0	0	0	0	0	0	0	0	0	0	0	0			0	
																	0	
	<b>Total Non-Promoter- Non Public Shareholding (C)= (C)(1)+(C)(2)</b>		0	0	0	0	0	0	0	0	0	0	0	0			0	

Certified True Copy  
 For Gamco India Limited  
  
 G. Datta  
 Company Secretary

**Pre Shareholding Pattern of Transrail Lighting Limited**

**Authorised Capital: Rs. 350,000,000/- comprising of 35,000,000 equity shares of Rs. 10/- each**

**Paid-up capital: Rs.310,000,000.00/- comprising of 31,000,000 equity shares of Rs. 10/- each**

Sr. No.	Name of the shareholder	Post Holding	Percentage (%) of total shares held
1	Bilav Software Pvt. Ltd	23250000	75.00
2	Gammon India Limited	7749940	25.00
3	Badge C Digambar*	10	0.00
4	Joshi M Hasmukh*	10	0.00
5	M B Gopinath*	10	0.00
6	Anurag Chaudhary Jointly with Amrita Chaudhary*	10	0.00
7	Keshav Shanbhag jointly with Smita Shanbhag*	10	0.00
8	Godbole S Mandaar*	10	0.00
	<b>TOTAL</b>	<b>31000000</b>	<b>100</b>

\*as a nominee of Gammon India Limited not holding beneficial interest .

**For TRANSRAIL LIGHTING LIMITED**



**NIKI SHINGADE  
COMPANY SECRETARY**

DATE: 22nd March, 2016



**Post Shareholding Pattern of Transrail Lighting Limited**

<b>Sr. No.</b>	<b>Name of the shareholder</b>	<b>Post Holding</b>	<b>Percentage (%) of of total shares held</b>
1	Bilav Software Pvt. Ltd	3,150,000	75.00
2	Gammon India Limited	1,049,940	25.00
3	Badge C Digambar*	10	0.00
4	Joshi M Hasmukh*	10	0.00
5	M B Gopinath*	10	0.00
6	Anurag Chaudhary Jointly with Amrita Chaudhary*	10	0.00
7	Keshav Shanbhag jointly with Smita Shanbhag*	10	0.00
8	Godbole S Mandaar*	10	0.00
	<b>TOTAL</b>	<b>4,200,000</b>	<b>100.00</b>

\*as a nominee of Gammon India Limited not holding beneficial interest.

**For TRANSRAIL LIGHTING LIMITED**

*Nandhi*  
**NIKI SHINGADE**  
**COMPANY SECRETARY**

DATE: 22nd March, 2016



**ANNEXURE G1**

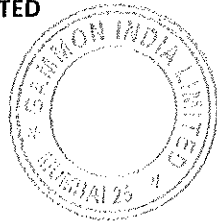
The Financial details of the transferor company for the previous 3 year as per the statement of Accounts:

Name of Company : **GAMMON INDIA LIMITED**

	Rs. in Crore		
	Unaudited Oct.14 to Sept.15 (12 Months)	Audited Jan.14 to Sep.14 (9 Months)	Audited Apr. 13 to Dec.13 (9 Months)
Equity Paid up Capital	27.50	27.50	27.50
Reserves and surplus	1,185.40	1,064.54	1,018.28
Carry forward losses	(692.87)	(775.32)	(843.12)
Net Worth	1,212.90	1,092.04	1,045.78
Miscellaneous Expenditure	652.26	587.03	707.05
Secured Loans	5,434.72	4,636.97	4,114.65
Unsecured Loans	145.23	216.36	228.86
Fixed Assets (Net)	946.68	1,092.64	1,157.57
Income from Operations (Net)	4,224.43	2,966.99	3,279.31
Total Income	4,479.63	3,667.74	3,377.21
Total Expenditure	4,433.91	3,590.30	4,288.23
Profit before Tax	45.72	77.44	(911.02)
Profit after Tax	82.41	67.80	(765.91)
Cash profit	304.12	218.20	(530.85)
EPS (Rs)	6.07	4.99	(56.41)
Book value (Rs)	81.43	72.43	68.85

For **GAMMON INDIA LIMITED**

  
**GITA BADE**  
COMPANY SECRETARY



**GAMMON INDIA LIMITED**

**An ISO 9001 Company**

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

CIN: L74999MH1922PLC000997



**ANNEXURE G2**

The financial details of the transferee company for the previous 3 years as per the audited statement of Accounts:

Name of the Company: **TRANSRAIL LIGHTING LIMITED**

(Rs. in Crores)

	As per last Audited Financial Year (Special Audit)	1 year prior to the last Audited Financial Year	2 years prior to the last Audited Financial Year
	OCT14 to SEPT15 (12months)	JAN14 to SEPT14 (9months)	APR13 to DEC13 (9months)
Equity Paid up Capital	31.00	31.00	31.00
Reserves and surplus	-34.44	-30.46	-29.57
Carry forward losses	34.44	30.46	29.57
Net Worth	-3.44	0.54	1.43
Miscellaneous Expenditure	0	0	0
Secured Loans	11.25	8.89	9.40
Unsecured Loans	53.32	48.46	45.34
Fixed Assets (Net)	41.71	44.09	45.42
Income from Operations(Net)	76.97	55.79	45.16
Total Income	84.50	63.29	51.82
Total Expenditure	88.46	64.17	53.72
Profit before Tax	-3.97	-0.89	-1.90
Profit after Tax	-3.98	-0.89	-1.88
Cash profit	-1.26	0.93	-0.01
EPS (Rs)	-1.28	-0.29	-0.61
Book value (Rs)	-1.11	0.17	0.46

For Transrail Lighting Limited

*M. P. D.*  
Authorized Signatory/D:



*W. K. S.*



## GAMMON INDIA LIMITED

Unaudited Financial Results for the Quarter and Period Ended 31 December 2015

(Rupees in Crore)

S.No.	Particulars	Quarter Ended			15 Month Ended		9 Month Ended
		Unaudited	Unaudited	Unaudited	Unaudited	Unaudited	Audited
		31 Dec 15	30 Sep 2015	31 Dec 2014	31 Dec 2015	31 Dec 2014	30 Sep 2014
1	<b>Income from Operations</b>						
	Net Sales / Income from Operations	807.50	1,761.81	699.37	5,031.92	4,684.39	2,966.99
2	<b>Expenses</b>						
	Cost of Material Consumed	272.02	320.37	304.84	1,585.04	2,034.27	1,295.77
	Purchases of Stock-in-trade	14.63	9.91	19.55	113.44	234.24	164.37
	Change in Inventory of WIP and FG	5.50	318.21	(44.26)	285.29	22.33	46.24
	Subcontracting Expenses	224.02	183.62	186.79	1,036.84	1,062.80	625.67
	Employee Benefits Expenses	91.71	83.66	105.07	476.86	549.39	336.65
	Depreciation and Amortisation	35.23	68.53	36.50	223.48	146.76	81.85
	Other Expenses	176.57	175.45	156.65	828.81	1,054.40	587.03
	<b>Total Expenses</b>	819.68	1,159.75	765.14	4,549.76	5,104.19	3,137.58
3	<b>Profit/(Loss) from Operations Before Other Income, Finance Costs</b>	(12.18)	602.06	(65.77)	482.16	(419.80)	(170.59)
4	Interest & Other Income	69.43	81.69	49.55	324.65	794.03	708.46
5	<b>Profit/(Loss) from Ordinary Activities Before Finance Costs and Forex Fluctuation</b>	57.25	683.75	(16.22)	806.81	374.23	537.87
6	Finance Cost	180.68	178.90	164.06	864.53	760.73	452.72
7	Forex Fluctuation (Gain) / Loss	(0.84)	(4.87)	(2.48)	(8.78)	7.43	7.71
8	Exceptional Items	-	27.90	-	27.90	281.41	-
9	<b>Profit Before Tax</b>	(122.59)	481.82	(177.80)	(76.84)	(675.34)	77.44
10	Tax Expenses	(1.38)	(22.38)	(17.05)	(38.07)	(127.98)	9.64
11	<b>Net Profit/(Loss) for the period</b>	(121.21)	504.20	(160.75)	(38.77)	(547.36)	67.80
12	Paid-up Equity Share Capital (Face Value Rs.2/- per Equity Share)	57.37	27.16	27.16	57.37	27.16	27.16
13	Reserves, excluding Revaluation Reserve as per Audited Balance Sheet						955.88
14	<b>Earning Per Share (Rupees)</b>						
	Basic	(8.86)	37.13	(11.84)	(2.83)	(40.31)	4.99
	Diluted	(8.82)	36.94	(11.78)	(2.82)	(40.34)	4.97



Certified True Copy  
For Gammon India Limited

Gita Bhat  
Company Secretary

## GAMMON INDIA LIMITED

An ISO 9001 Company

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E-Mail : gammon@gammonindia.com Website : www.gammonindia.com  
CIN: L74999MH1922PLC000997





**Notes:**

1. The Financial Results for the quarter ended December 2015 were reviewed by the Audit Committee and taken on record by the Board of Directors of the Company at its meeting held on 12 February 2016 and have been subjected to limited review by the Statutory Auditors of the Company.
2. In the previous period the Company had closed its accounts for nine month period ended 31 December 2013 and 30<sup>th</sup> September 2014. Comparative figures for fifteen months ended 31 December 2014 are derived by aggregating the figures for the quarter ended 31 December 2013, 9 month period ended 30 September 2014 and quarter ended 31 December 2014.
3. During previous period ended 30 September 2014, the Company has sold its entire stake in its subsidiary M/s Gammon Infrastructure Projects Limited to its subsidiary M/s Gammon Power Limited. The excess of the consideration over the book value of the investments amounting to Rs. 605.92 Crore has been shown under Other Income.
4. The Company's funded and non-funded exposure towards Franco Tosi Meccanica S.p.A (FTM) group is Rs. 667.75 (net of provisions already made) Crore as at December 2015 including Investments and guarantees towards the acquisition loan taken by the SPV.

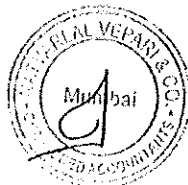
The commissioner in charge of the Extraordinary Administration of Franco Tosi Meccanica S.p.A. has already concluded the sale of the operating business of FTM to the successful bidder and has commenced the disposal of the non-core assets (i.e. those assets which were not part of the sale of operating business), which includes 60 acres of land in Legnano, Italy. On conclusion of the disposal of these assets, the available funds will be utilized to clear the liabilities of Franco Tosi on the basis of ranking beginning with the privileged liabilities with last preference to the shareholders.

In view of the above, the company is in the process of evaluating the value of all non-core assets, based on valuation as well as the actual sale price expected to be realized shortly from the sale of similar assets in the adjoining premises which are also under extraordinary administrator to determine the surplus which will cover the exposure of the company. Valuer is expected to give their report shortly. Pending the determination of the value of the non-core assets, the company has not made any provision for diminution in value of investments, loans and advances or exposure towards corporate guarantee to lenders.

The auditors have qualified their report on this account as follows

*"We invite attention to note no 4 relating to one of the subsidiaries M/s Franco Tosi Meccanica S.p.A (FTM). As described in the note, the control of the operating/core asset of the said FTM has been transferred to the successful bidder and the Company is entitled only to the surplus arising out of disposal of non-core assets of FTM after paying off all other creditors/liabilities of FTM. The funded and non-funded exposure of the Company to FTM is Rs. 667.75 crores as at 31<sup>st</sup> December 2015. The management as detailed in the said note has appointed a valuer for the determination of the value of non-core assets whose report is not received till date. In the absence of any indication of the value of the non-core assets, the management has not carried out the required impairment. In the above circumstances we are also unable to quantify the effect on the loss/profit of the Company for the quarter and the period ended 31<sup>st</sup> December 2015.*

*[Handwritten signature]*





In respect of the corporate guarantees issued towards the jobs of FTM the Company has received intimation for USD 30.00 million (Rs. 198.98 crores). The Company is in active negotiation with the clients of the subsidiary and also the buyer of the operating assets of FTM for the cancellation of the demand or re-imburement of the same. In view of the uncertainties involved in the negotiation settling in favour of the Company we are unable to comment upon the non-provision towards the demand."

- 5. The total exposure of the Branch in SAE Powerlines Srl, Italy (SAE), a subsidiary of the Company and ATSL BV, Netherlands, the holding company of SAE, towards investments including guarantees towards the acquisition loan taken by the SPV is Rs. 396.95 Crores. The Branch has made provision for impairment of investments and Loan of Rs. 128.08 Crores and provision for Rs. 88.29 Crores for risk and contingencies for corporate guarantees for acquisition loan of the SPV and net exposure of the Branch is Rs. 180.58 Crores. The Company had carried out a valuation of the business of SAE by an independent valuer in September 2014 who determined the value at Rs. 68.88 crores. The Management is of the opinion that considering the order book position and adequate references and strengths in international markets, the provision already made by it for impairment of its investment, loan and trade receivable is adequate.

The auditors have qualified their report on this account as follows.

"The total exposure of the Branch in SAE Powerlines Srl, Italy ("SAE"), a subsidiary of the Company, and ATSL BV, Netherlands, the holding company of SAE, towards investments including guarantees towards the acquisition loan taken by the SPV is Rs. 396.95 Crores. The Branch has made provision for impairment of investments and Loan of Rs. 128.08 Crores and provision for Rs. 88.29 Crores for risk and contingencies for corporate guarantees for acquisition loan of the SPV, leaving a net exposure of the Branch of Rs. 180.58 Crores un-provided for. The Company had carried out a valuation of the business of SAE by an independent valuer in September 2014, who determined a valuation of Rs. 68.88 Crores, which is not updated to cover the present financial position. In the absence of a fresh valuation of the business of SAE, we are unable to comment whether further provisioning is required towards the net exposure of Rs. 180.58 Crores."

- 6. The Ministry of Corporate affairs vide its letter dated 5<sup>th</sup> February, 2016 has directed the Company to either recover remuneration paid to Mr. Abhijit Rajan –Chairman and Managing Director for the period from 1<sup>st</sup> April,2012 to 30<sup>th</sup> September,2015 aggregating to Rs. 18 crores OR to file application for waiver of remuneration paid . The Board on the recommendation of the Nomination and Remuneration Committee has, subject to shareholders approval, decided to seek approval from the Central Government waiver of excess remuneration paid. The total amount of excess remuneration till 31<sup>st</sup> December 2015 is 24.62 crores. In view of the above no adjustments are made in these financials.

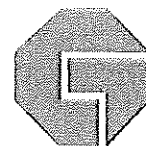
The auditors have qualified their report on this account as follows

"The Company's Application for managerial remuneration aggregating to Rs. 24.64 crores for the Chairman and Managing Director has been rejected for the accounting years 2012-13 and 9-month period ended December 2013 and 30<sup>th</sup> September 2014 and for the current fifteen months ended 31<sup>st</sup> December 2015 for want of NOC from the CDR lenders. The Company had once again made applications to the Ministry for the aforementioned periods on obtaining the NOC from the CDR Lenders. The MCA has rejected the application and directed the Company to recover the money from the Chairman and Managing Director. The Board however on the recommendation of the Nomination and Remuneration Committee has, subject to shareholders approval, decided to seek approval from the Central Government for waiver of excess remuneration paid. Pending the same no adjustments have been made for the amount of Rs. 24.64 crores."

- 7. There are disputes in six projects of the Company. The total exposure against these projects is Rs. 394.94 Crore. The Company is pursuing legal recourse / negotiations for addressing the disputes in favour of the







**GAMMON**

Company and is of the opinion that it has a good case in the matter hence does not require any provision considering the claims of the Company against the Clients.

The auditors have qualified their report on this account as follows

*"Trade receivables and loans and advances includes an amount of Rs 394.94 crores in respect of disputes in six projects of the Company and/or its SPVs. The Company is pursuing legal recourse/ negotiations for addressing the disputes in favour of the Company. Pending the conclusion of the matters we are unable to state whether any provisions would be required against the Company's exposure"*

8. The Company has granted unsecured loans to its joint ventures, aggregating to Rs. 14.77 crores including the facility provided by the bankers for the purposes of business operation out of the limits of the company. This loan facility is in excess of the limits specified U/s 186 of the Companies Act 2013. The Company will obtain the shareholders consent in the next General Meeting.

The auditors have qualified their report on this account as follows.

*"The Company has given unsecured loans of Rs. 14.77 crores to its joint ventures as a lead partner for which it does not have prior approval of the members"*

9. The Company in evaluating its jobs has considered an amount of Rs. 154.19 Crore relating to the likelihood of the claim materializing in favour of the Company, arising out of claims for work done, cost overruns arising due to client delays, changes of scope, escalation claims, variation orders, deviation in design and other charges recoverable from the client which are pending acceptance or certification by the client or referred the matter to the dispute resolution board / arbitration panel.

In furtherance to the recommendation of the Dispute Resolution Board (DRB) and Arbitration Awards in the Company's favour, the Company has recognized income to the extent of Rs.135.75 Crore which is part of Long Term Trade Receivable. The Company contends that such awards have reached finality for the determination of the amounts of such claims and are reasonably confident of recovery of such claims although the client has moved the court to set aside the awards. Considering the fact that the Company has received favourable awards from the DRB and the Arbitration Tribunal, the management is reasonably certain that the claims will get favourable verdict from the courts.

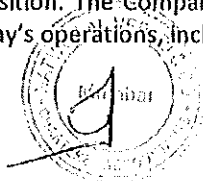
Trade Receivables includes Rs. 213.88 Crore in respect of its project based on advanced negotiation and discussion with the client and is confident of realising the same, pending the final revision in contract value.

10. The Company's operating result have been affected in the last few years by various factors including liquidity crunch, unavailability of resources on timely basis, delays in execution of projects, delays in land acquisition, approval of design etc. by client, scarcity in availability of labour & materials, operational issues etc. Company's overseas operations are characterized due to weak order booking, paucity of working capital and uncertain business environment.

The Company is exploring several options for overcoming the liquidity crisis. The Group is in the process of development of its land parcel as well as monetizing its overseas investments and to divest some of its businesses, recovery towards final bills, retention money, settlement of non-routine collection including claims, arbitration awards etc. to meet the working capital needs. The Company is also in discussion with client for overcoming bottlenecks in timely executing the existing projects and to increase the order book. The Company is having a good order book in hand as on December 2015 of Rs. 12,250 Crore.

The Company continues to negotiate with vendors for settlement, improved commercial terms and better credit facility and is in process of arranging additional working capital finance to improve short term liquidity position. The Company is evaluating and exploring various courses of action for raising funds for Company's operations, including options for strategic restructuring.

*[Handwritten signature]*





However due to the continuing stress and the inability of the promoters to infuse fresh funds into the Company and the continuing losses, The Corporate Debt Restructuring Empowered group in its meeting held on 23rd November, 2015 has discussed and noted the proposal of the CDR Lenders for invocation of Strategic Debt Restructuring ("SDR") in the Company and carve out of the Civil Engineering, Procurement and Construction Business and the Transmission and Distribution businesses with change of management. The "Reference date" for the purpose of the SDR is 17th November 2015. The lenders have invoked SDR and the requisite majority for approval of the SDR scheme in value and numbers had already been received and the CDR lenders have converted part of their loans and interest by taking a 52.55% stake in the Company.

The SDR scheme proposes inter-alia to carry out a restructuring of the business of the Company by carving out the EPC business and the T & D business into separate entities wherein new investors would be invited. The Company has identified investor and has signed agreement in respect of the T & D business. The Company is scouting for an investor for the EPC business.

Based on various developments including SDR by lenders resulting in lenders having majority stake and restructuring of businesses, the management is of the view that the Company will remain as going concern for future on the basis of existing order book, future business potential, pre-qualifications for project bidding and previous track record.

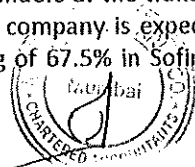
11. The Company, as part of its restructuring scheme in which it is carving out the EPC and T & D business into separate entities with residual non-core assets and some claims remaining in the main Company, had during the quarter ended 30 September 2015 evaluated its existing claims in respect of on-going, completed and/or terminated contracts with the help of an independent expert in the field of claims and arbitration to assess the likely amount of claims being settled in favour of the Company. The expert had reviewed the claims and had opined that an amount aggregating to Rs. 1357.22 crores will be reasonably certain to be settled in favour of the Company.

Based on the above opinion, the Company had during the previous quarter recognised claims of an aggregate amount of Rs. 1043.97 excluding amounts recognised earlier of Rs. 313.25 based on management estimates of reasonable realisation. These claims have been accounted as unbilled revenue and shown under other current assets in the Balance sheet while the effects in the statement of profit and loss is dependent upon the stage of completion.

The auditors have qualified their conclusion.

*"We invite attention to note no 11, detailing the recognition of claims during the quarter ended 30<sup>th</sup> September 2015 in respect of on-going, completed and/or terminated contracts aggregating to Rs. 1043.97 crores excluding amounts recognised earlier of Rs. 313.25 based on management estimates of reasonable realisation which were subject matter of our emphasis of matter in our earlier reports. These additional claims are recognised on the basis of opinion of an expert in the field of claims and arbitration as part of the requirement of the Strategic Debt Restructuring scheme with the lenders. In view of the above-mentioned circumstances and facts we are unable to comment upon the amounts recognised, its realisation and the consequent effect on the financial results of the quarter ended 30<sup>th</sup> September 2015 and the fifteen-month period ended 31<sup>st</sup> December 2015. "*

12. Pursuant to the put option exercised, one of the Subsidiaries of the Company had paid \$ 32 Million (Rs. 243.84 Crore) for acquisition of further 35% stake in Sofinter Group. The transferor has created pledge in favour of the lenders of the transferee company. The process of transferring the ownership in favour of the transferee company is expected to be completed in the near future. Considering the proposed combined holding of 67.5% in Sofinter, the order book position and the current financials of Sofinter,



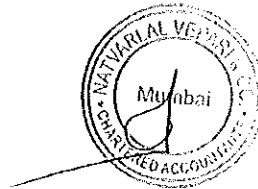


the Management is of the view that no Impairment is required in the exposure of the Company towards its combined exposure of Rs. 859.33 crores in Sofinter group.

13. The Company is engaged mainly in "Construction and Engineering" segment. The Company also has "Real Estate Development" and Windmills as other segments. Revenue from such activities is not significant and accounts for less than 10% of the total revenue and total assets of the Company. Therefore no disclosure of separate segment reporting as required in terms of Accounting Standard AS - 17 is done in respect of these segments.
14. In accordance with the provisions of Schedule II to the Companies Act 2013, effective from 1 April 2014, the Company has revised the useful lives of its fixed assets. As a consequence of such revision, the charge for depreciation is higher than the previously applied rates by Rs. 56.44 Crore for the 15 months period ended 31 December 2015. Further for assets that have completed the useful lives as a consequence of the aforesaid revision, the carrying value as on 1 October 2014 of Rs. 23.32 Crore (net of taxes Rs.10.43 Crore) has been charged to Profit & Loss statement during the quarter ended 30 September 2015 which was earlier adjusted against the opening balance of Surplus in the Profit and Loss Account.
15. The accounts of a subsidiary M/s Campo Puma Oriente S.A. have not been audited since December 2012, due to certain disputes with the partner in the project. The exposure of the Company in the said subsidiary is Rs. 382.75 crores net of provisions made. The management is confident that the disputes and the reconciliation differences would be resolved and there would be no impairment.
16. In the Extra-Ordinary General Meeting held on 26 May 2015, the shareholders had approved the issue of Unsecured Zero Coupon Compulsorily Convertible Debentures ("CCD's") of up to RS.100 Crore to the Promoters against their promoters' contribution made pursuant to the Company's CDR Package. No allotment of the CCD's has been made to the Promoters till date since the Company is awaiting in-principal approval from BSE Limited.
17. The Company has during the quarter allotted 15,10,54,133 equity shares of Rs. 2 each fully paid up at a premium of Rs. 9.89 per share aggregating to Rs. 179.60 crores to the Lenders as part of the Strategic Debt Restructuring Scheme. The allotment was done on 29<sup>th</sup> December 2015 by debit to the Principal and Interest outstanding figures of the different banks. Pursuant to the allotment the lenders hold 52.55% of the equity capital of the Company.
18. Exceptional items for the quarter ended 30 September 2015 and for the fifteen month ended 31 December 2015 represents provision for diminution in the value of investment in Transrail Lighting Limited, a wholly owned subsidiary of the Company. For the 15 month period ended 31 December 2014, the exceptional item includes provision towards impairment and risk and contingencies which was charged during the quarter ended 31 December 2013.
19. Corresponding figures of the previous period have been regrouped / rearranged wherever necessary.

For Gammon India Limited

**Abhijit Rajan**  
Chairman & Managing Director  
Mumbai, 12 February 2016



# Natvarlal Vepari & Co.

CHARTERED ACCOUNTANTS

Oricon House, 4th Floor, 12, K. Dubash Marg, Mumbai-400 023. • Tel : 6752 7100 • Fax : 6752 7101 • E-Mail : nvc@nvc.in

## Limited Review Report

Review Report to  
The Board of Directors  
Gammon India Limited

1. We have reviewed the accompanying statement of unaudited standalone financial results of Gammon India Limited ("the Company") for the quarter and fifteen months period ended December 31, 2015. This Statement is the responsibility of the Company's Management and has been approved by the Board of Directors. Our responsibility is to issue a report on these financial statements based on our review.
2. We conducted our review in accordance with the Standard on Review Engagement (SRE) 2410, Review of Interim Financial Information Performed by the Independent Auditor of the Entity issued by the Institute of Chartered Accountants of India. This standard requires that we plan and perform the review to obtain moderate assurance as to whether the Statement is free of material misstatement. A review is limited primarily to inquiries of company personnel and analytical procedures applied to financial data and thus provide less assurance than an audit. We have not performed an audit and accordingly, we do not express an audit opinion.
3. We did not review the statement of unaudited financial results of Gammon India Limited – Nagpur Branch including the overseas branches at Algeria, Nigeria, Kenya, Bhutan, Ethiopia, Rwanda, Yemen & Italy, whose financial information includes total revenues of Rs. 1089.90 crores for the fifteen month period ended 31<sup>st</sup> December 2015. The financial information of the aforesaid branch has been reviewed by the Branch Auditors whose report has been received by us. Our conclusion so far as transactions of the said Branches are concerned, is based solely on the limited review report of the Branch Auditors'.
4. *Basis For Qualified Conclusion*
  - a. *We invite attention to note no 4 relating to one of the subsidiaries M/s Franco Tosi Meccanica S.p.A (FTM). As described in the note, the control of the operating/core asset of the said FTM has been transferred to the successful bidder and the Company is entitled only to the surplus arising out of disposal of non-core assets of FTM after paying off all other creditors/liabilities of FTM. The funded and non-funded exposure of the Company to FTM is Rs. 667.75 crores as at 31<sup>st</sup> December 2015. The management as detailed in the said note has appointed a valuer for the determination of the value of non-core assets whose report is not received till date. In the absence of any indication of the value of the non-core assets, the management has not carried out the required impairment. In the above circumstances we are also unable to quantify the effect on the loss/profit of the Company for the quarter and the period ended 31<sup>st</sup> December 2015.*
  - b. *In respect of the corporate guarantees issued towards the jobs of FTM the Company has received intimation for USD 30.00 million (Rs. 198.98 crores). The Company is in*

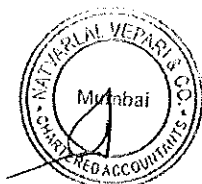


## Natvarlal Vepari & Co.

CHARTERED ACCOUNTANTS

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- active negotiation with the clients of the subsidiary and also the buyer of the operating assets of FTM for the cancellation of the demand or re-imburement of the same. In view of the uncertainties involved in the negotiation settling in favour of the Company we are unable to comment upon the non-provision towards the demand.
- c. We invite attention to note no 11, detailing the recognition of claims during the quarter ended 30<sup>th</sup> September 2015 in respect of on-going, completed and/or terminated contracts aggregating to Rs. 1043.97 crores excluding amounts recognised earlier of Rs. 313.25 based on management estimates of reasonable realisation which were subject matter of our emphasis of matter in our earlier reports. These additional claims are recognised on the basis of opinion of an expert in the field of claims and arbitration as part of the requirement of the Strategic Debt Restructuring scheme with the lenders. In view of the above-mentioned circumstances and facts we are unable to comment upon the amounts recognised, its realisation and the consequent effect on the financial results of the quarter ended 30<sup>th</sup> September 2015 and the fifteen-month period ended 31<sup>st</sup> December 2015.
  - d. The total exposure of the Branch in SAE Powerlines Srl, Italy ("SAE"), a subsidiary of the Company, and ATSL BV, Netherlands, the holding company of SAE, towards investments including guarantees towards the acquisition loan taken by the SPV is Rs. 396.95 Crores. The Branch has made provision for impairment of investments and Loan of Rs. 128.08 Crores and provision for Rs. 88.29 Crores for risk and contingencies for corporate guarantees for acquisition loan of the SPV, leaving a net exposure of the Branch of Rs. 180.58 Crores un-provided for. The Company had carried out a valuation of the business of SAE by an independent valuer in September 2014, who determined a valuation of Rs. 68.88 Crores, which is not updated to cover the present financial position. In the absence of a fresh valuation of the business of SAE, we are unable to comment whether further provisioning is required towards the net exposure of Rs. 180.58 Crores. (Refer Note 5)
  - e. The Company's Application for managerial remuneration aggregating to Rs. 24.64 crores for the Chairman and Managing Director has been rejected for the accounting years 2012-13 and 9-month period ended December 2013 and 30<sup>th</sup> September 2014 and for the current fifteen months ended 31<sup>st</sup> December 2015 for want of NOC from the CDR lenders. The Company had once again made applications to the Ministry for the aforementioned periods on obtaining the NOC from the CDR Lenders. The MCA has rejected the application and directed the Company to recover the money from the Chairman and Managing Director. The Board however on the recommendation of the Nomination and Remuneration Committee has, subject to shareholders approval, decided to seek approval from the Central Government for waiver of excess remuneration paid. Pending the same no adjustments have been made for the amount of Rs. 24.64 crores. (Refer Note 6).
  - f. Trade receivables and loans and advances includes an amount of Rs 394.94 crores in respect of disputes in six projects of the Company and/or its SPVs. The Company is pursuing legal recourse/ negotiations for addressing the disputes in favour of the Company. Pending the conclusion of the matters we are unable to state whether any provisions would be required against the Company's exposure (refer Note 7).



# Natvarlal Vepari & Co.

CHARTERED ACCOUNTANTS

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- g. *The Company has given unsecured loans of Rs. 14.77 crores to its joint ventures as a lead partner for which it does not have any prior approval of the members (refer Note 8).*

The above paras (b), (d), (e), and (g) were the subject matter of our modified opinion on the Financial Statements for the period ended September 2014.

5. Based on our review conducted as above, *except for the possible effects of the matters arising out of our comments in paragraph 4(a) to 4(g) above*, nothing has come to our attention that causes us to believe that the accompanying Statement of unaudited financial results prepared in accordance with applicable accounting standards as specified under section 133 of the Companies Act, 2013, read with rule 7 of the Companies (Accounts) Rules, 2014 and other recognized accounting practices and policies has not disclosed the information required to be disclosed in terms of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 including the manner in which it is to be disclosed, or that it contains any material misstatement.
6. Without qualifying our review report we re-iterate our emphasis of matter contained in our audit report dated December 5, 2014 on the financial statements for the nine month period ended 30<sup>th</sup> September 2014 and further updation thereon relating to:
- (a) We draw attention to Note no 9 of the Statement relating to recoverability of an amount of *Rs.135.75 crores* as at 31<sup>st</sup> December 2015 under trade receivables in respect of contract revenue where the Company has received arbitration awards in its favour in respect of which the client has preferred an appeal for setting aside the said arbitration awards, recognition of claims while evaluating the jobs of *Rs. 154.19 crores* and *Rs. 213.88 crores* where the Company is confident of recovery based on advanced stage of negotiation and discussion. The recoverability is dependent upon the final outcome of the appeals & negotiations getting resolved in favour of the company.
- (b) The lenders have invoked Strategic Debt Restructuring and have converted part of their principal and interest outstanding into equity shares and as part of the SDR scheme is in the process of approving the restructuring scheme, which includes carving out the EPC business, and the T & D business into separate entities wherein new investors would be invited to take control as detailed in Note 10. Pending the same due to the liquidity situation and the continuing losses the Company is unable to meet its various liabilities on time. These conditions, along with other matters as set forth in Note 10 of the attached statement, indicate the existence of a significant uncertainty as to timing and realisation of cash flow to support the going concern assumption and operations of the Company.
- (c) The Company as detailed in Note 12 has exposure of *Rs. 243.84 crores* which includes non-fund based guarantees of *Rs. 126.78 crores* towards acquisition of further stake of 35% in Sofinter. The transfer of shares in favour of M/s Gammon Holding Mauritius Limited, wholly owned subsidiary of the Company, is pending from



# Natvarlal Vepari & Co.

CHARTERED ACCOUNTANTS

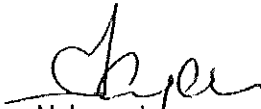
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a long time. Further the management has made assertions about the investment and reasons why the same does not require any provision towards diminution in the value of investment and loans provided to M/s Gammon International BV and M/s Gammon Holding Mauritius Limited and the guarantees given for the loans for the acquisition of stake in Sofinter aggregating to Rs. 859.33 crores for the proposed combined holding of 67.50%.

- (d) The accounts of a subsidiary M/s Campo Puma Oriente S.A. have not been audited since December 2012, due to certain disputes with the partner in the project. The exposure of the Company in the said subsidiary is Rs. 382.75 crores net of provisions made. The management is confident that the disputes and the reconciliation differences would be resolved and there would be no impairment. (refer note 15)
- (e) We also re-iterate our emphasis of matter in our audit report dated December 5, 2014 on the financial statements for the period ended 30<sup>th</sup> September 2014 in case of Gactel Turnkey Projects Limited & G&B Contracting LLC where the management has made assertions about the investment and reasons why the same does not require any provision towards diminution in the value of investment and loans provided. Relying on the assertions no adjustments have been made in the financials towards possible impairment.

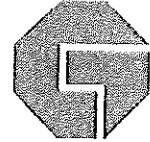
For Natvarlal Vepari & Co.  
Chartered Accountants  
Firm Registration Number:106971W



N Jayendran  
Partner  
M. No. 40441

Mumbai, Dated : February 12, 2016





GAMMON

Certified True Copy  
For Gammon India Limited

*Gita Bade*  
Company Secretary

14<sup>th</sup> January, 2016

**The National Stock Exchange of India Ltd.,**  
Exchange Plaza, 5<sup>th</sup> Floor,  
Plot No. C/1, G Block,  
Bandra - Kurla Complex,  
Bandra (East),  
Mumbai - 400 051

NSE CODE: GAMMONIND

**Bombay Stock Exchange Limited**  
1<sup>st</sup> Floor, New Trading Ring,  
Rotunda Building,  
Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai - 400 001

BSE CODE:509550

Dear Sir,

**Sub: Corporate Governance Report as per Regulation 27 (2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.**

With reference to Regulation 27(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose herewith the Quarterly Compliance Report on Corporate Governance for the fifth quarter ended 31<sup>st</sup> December, 2015 (As the Company's financial year is a period of 18 months commencing from 1<sup>st</sup> October, 2014 and ending on 31<sup>st</sup> March, 2016).

Kindly take the same on record.

Thanking you.

Yours truly,  
For GAMMON INDIA LIMITED

*Gita Bade*  
**GITA BADE**  
**COMPANY SECRETARY**

Encl: As above.

**GAMMON INDIA LIMITED**

An ISO 9001 Company

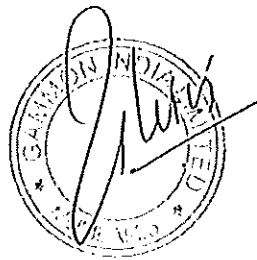
GAMMON HOUSE, VEER SAVARKAR MARG, P. O. BOX NO. 9129, PRABHADEVI, MUMBAI-400 025. INDIA.  
Telephone : 91- 22 - 6111 4000 • 2430 6761 • Fax : 91 - 22 - 2430 0221 • 2430 0529  
E-Mail : gammon@gammonindia.com • Website : www.gammonindia.com

CIN: L74999MH1922PLC000997





Annexure I													
Format to be submitted by listed entity on quarterly basis													
I. Composition of Board of Directors													
Sr	Title (Mr/Ms)	Name of the Director	PAN	DIN	Category 1 (Chairperson/ Executive/ Non-Executive/ Independent/ Nominee)	Category 2 (Chairperson/ Executive/ Non-Executive/ Independent/ Nominee)	Category 3 (Chairperson/ Executive/ Non-Executive/ Independent/ Nominee)	Date of appointment in the current term	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity	Number of memberships in Audit/ Stakeholder Committee (s) including this listed entity	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity
1	Mr	Abhijit Rajin	AAEPR0342J	00177173	Chairperson	Managing Director	Promoter Director	17-05-2011	16-05-2016	60	2	0	0
2	Mr	Ajit Desai	ABFPB6983D	00105836	Whole Time Director	CEO	Non-Independent Director	18-12-2014	17-12-2017	36	1	0	0
3	Mr	Digambar Bagde	AI2PB5346Q	00122564	Whole Time Director	Executive Director	Non-Independent Director	09-07-2012	08-07-2017	60	1	0	0
4	Mr	Rajul Bhanjali	AAKPD0505H	00178558	Whole Time Director	Executive Director	Non-Independent Director	30-03-2015	29-03-2018	36	1	0	0
5	Mr	Chandrabas Dayal	AABPD0594P	00178583	Non-Executive Director	Independent Director		01-04-2014	31-03-2019	60	2	4	4
6	Mr	Atul Dayal	AACPDS683K	00095021	Non-Executive Director	Independent Director		01-04-2014	31-03-2019	60	2	2	0
7	Mr	Naval Choudhary	ADVPC3724D	00192164	Non-Executive Director	Independent Director		01-04-2014	31-03-2019	60	2	3	0
8	Mrs	Urvashi Saxena	AAVPS2424D	02021303	Non-Executive Director	Independent Director		01-04-2014	31-03-2019	60	3	3	1
9	Mr	Atul Shukla	AIIBPS7974D	00121601	Non-Executive Director	Independent Director		01-04-2014	31-03-2019	60	2	3	0
10	Mr	Jagdish Sheih	AAFPS4366N	00675344	Non-Executive Director	Independent Director		01-04-2014	31-03-2019	60	1	0	0



Annexure 1					
II. Composition of Committees					
Sr	Name Of Committee	Name of Committee members	Category 1 (Chairperson/ Executive/ Non- Executive/ Independent/ Nominee)	Category 2 (Chairperson/ Executive/ Non- Executive/ Independent/ Nominee)	Category 3 (Chairperson/ Executive/ Non- Executive/ Independent/ Nominee)
1	Audit Committee	Mr. Chandrahas Dayal	Non - Executive Director	Independent Director	Chairperson
2	Audit Committee	1. Mrs. Urvashi Saxena 2. Mr. Naval Choudhary 3. Mr. Atul Kumar Shukla	Non - Executive Director	Independent Director	Member
3	Nomination and remuneration committee	Mr. Chandrahas Dayal	Non - Executive Director	Independent Director	Chairperson
4	Nomination and remuneration committee	1. Mrs. Urvashi Saxena 2. Mr. Naval Choudhary	Non - Executive Director	Independent Director	Member
5	Stakeholders Relationship Committee	Mr. Chandrahas Dayal	Non - Executive Director	Independent Director	Chairperson
6	Stakeholders Relationship Committee	1. Mr. Atul Dayal 2. Mr. Naval Choudhary 3. Mr. Atul Kumar Shukla	Non - Executive Director	Independent Director	Member
7	Corporate Social Responsibility Committee	1. Mr. Chandrahas Dayal 2. Mrs. Urvashi Saxena 3. Mr. Naval Choudhary	Non - Executive Director	Independent Director	Member
8	Other Committee	1. Mrs. Urvashi Saxena (Securities Allotment Committee) 2. Mr. Naval Choudhary (Review Committee)	Non - Executive Director	Independent Director	Chairperson
9	Other Committee	(Securities Allotment Committee) Mr. Chandrahas Dayal	Non - Executive Director	Independent Director	Member
10	Other Committee	(Securities Allotment Committee) Mr. Ajit Desai	Whole Time Director	CEO	Non - Independent Director
11	Other Committee	(Review Committee) 1. Mr. Chandrahas Dayal 2. Mrs. Urvashi Saxena	Non - Executive Director	Independent Director	Member



Annexure 1			
III. Meeting of Board of Directors			
Sr	Date(s) of meeting (if any) in the previous quarter	Date(s) of meeting (if any) in the relevant quarter	Maximum gap between any two consecutive (in number of days)
1	14-08-2015	27-10-2015	61
2	27-08-2015	17-11-2015	21
3		17-12-2015	30
4		18-12-2015	1

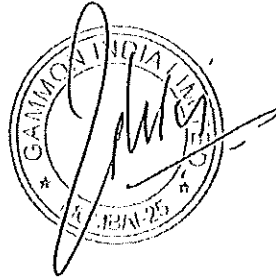


Annexure 1						
IV. Meeting of Committees						
Sr	Name of Committee	Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (Yes/No)	Requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings (in number of days)
1	Audit Committee	27-10-2015	Yes	1. Mr. Chandradas Dayal 2. Mrs. Urvashi Saxena 3. Mr. Naval Choudhary 4. Mr. Atul Kumar Shukla	14-08-2015	74
2	Audit Committee	17-11-2015	Yes	1. Mrs. Urvashi Saxena 2. Mr. Naval Choudhary 3. Mr. Atul Kumar Shukla		21
3	Audit Committee	17-12-2015	Yes	1. Mr. Chandradas Dayal 2. Mrs. Urvashi Saxena 3. Mr. Naval Choudhary 4. Mr. Atul Kumar Shukla		30
4	Audit Committee	18-12-2015	Yes	1. Mr. Chandradas Dayal 2. Mrs. Urvashi Saxena 3. Mr. Atul Kumar Shukla		1
5	Stakeholders Relationship Committee	07-11-2015		1. Mr. Chandradas Dayal 2. Mr. Naval Choudhary 3. Mr. Atul Kumar Shukla	29-07-2015, 07-08-2015, 07-09-2015, 29-09-2015	39
6	Other Committee	29-12-2015	Yes	(Securities Allotment Committee) 1. Mr. Chandradas Dayal 2. Mrs. Urvashi Saxena 3. Mr. Ajit B. Desai		

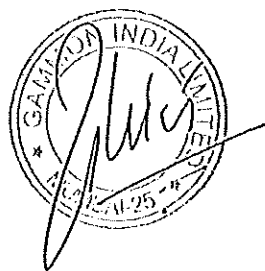


## Annexure I

V. Related Party Transactions			
Sr	Subject	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Whether prior approval of audit committee obtained	NA	
2	Whether shareholder approval obtained for material RPT	NA	
3	Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	NA	
	Any other information to be provided	Textual Information(1)	



Text Block	
Textual Information(1)	No material related party transaction entered into by the Company during the quarter ended 31st December, 2015.



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Annexure 1		
VI. Affirmations		
Sr	Subject	Compliance status (Yes/No)
1	The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
2	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 a. Audit Committee	Yes
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee	Yes
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c. Stakeholders relationship committee	Yes
5	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable to the top 100 listed entities)	No
6	The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
7	The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
8	This report and/or the report submitted in the previous quarter has been placed before Board of Directors. Any comments/observations/advice of Board of Directors may be mentioned here:	Textual Information (1)



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Text Block	
Textual Information(1)	1. Risk Management Committee - Not Applicable to Gammon India Limited. 2. The Report filed in this quarter will be tabled in the ensuing Board Meeting.





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Signatory Details	
Name of signatory	Ms. Gita Bade
Designation of person	Company Secretary
Place	Mumbai
Date	14-01-2016



22<sup>nd</sup> March, 2016

The General Manager  
 The Bombay Stock Exchange Limited  
 Department of Corporate Services  
 P.J. Towers Dalal Street  
 Mumbai - 400 001

Compliance report with the requirements specified in Part-A of Annexure I of SEBI Circular CIR/CFD/CMD/16/2015 dated November, 2015

**Sub: Application under Regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 for the proposed scheme of Arrangement between Gammon India Limited (GIL) and Transrail Lighting Limited (TLL) and their respective shareholders and creditors.**

In connection with the above application, we hereby confirm that we satisfy all the conditions as stipulated in the aforesaid SEBI Scheme Circular, as given hereunder:

Sr. No.	Requirements as per SEBI Scheme Circular	Whether Complied or not & How
1.	Listed companies shall choose one of the stock exchanges having nation-wide trading terminals as the designated stock exchange for the purpose of coordinating with SEBI.	<b>Complied.</b> The Board has chosen the National Stock Exchange of India ("NSE") as the designated Stock Exchange for the purpose of coordinating with SEBI for proposed Scheme of Arrangement.
<b>Compliance as per Para I (A) (3) of Annexure I to the SEBI Scheme Circular</b>		
2.	Documents to be submitted:	
2.a	Draft Scheme of arrangement/ amalgamation/ merger/ reconstruction/ reduction of capital, etc.	<b>Complied.</b> The copy of the Scheme of Arrangement as approved by the Board of Directors in their meeting held on 12 <sup>th</sup> February, 2016 is enclosed with the Application in Annexure A.
2.b	Valuation Report from Independent Chartered Accountant as per Para I(A)(4) of Annexure-I of SEBI Scheme Circular	<b>Complied.</b> Valuation Report issued by M/s. SSPA & Co., Chartered Accountants, is enclosed with the Application in Annexure C.
2.c	Report from the Audit Committee recommending the Draft Scheme	<b>Complied.</b> The Report of Audit Committee is enclosed with the Application in Annexure D.

**GAMMON INDIA LIMITED**

An ISO 9001 Company

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

CIN: L74999MH1922PLC000997





**GAMMON**

2.d	Fairness opinion by merchant banker	<b>Complied.</b> The Fairness opinion issued by M/s. Fortress Capital Management Services Pvt. Ltd., Merchant Banker is enclosed with Application in Annexure E.
2.e	Pre and post amalgamation shareholding pattern of unlisted company	<b>Complied.</b> Pre and Post Shareholding Pattern of Transferor and Transferee Company are enclosed with the Application in Annexure F1 and F2.
2.f	Audited financials of last 3 years (financials not being more than 6 months old) of unlisted company;	<b>Complied.</b> Audited Financials of last 3 years of Transferee Company (Unlisted) and Audited Financials of the Transferor (Listed) Company and Unaudited Financials of the Transferor Company for quarter ended 31 <sup>st</sup> December, 2015 together with the Limited Review Report is enclosed with the Application in Annexures G1, G2, G3.
2.g	Auditor's Certificate as per Para I(A)(5)(a) of the SEBI Scheme Circular	<b>Complied</b> Annexed to the Application in Annexure P.
2.h	Compliance with requirements of Regulation 17 to 27 of SEBI (LODR) Regulations, 2015	<b>Complied</b> Corporate Governance Report for the quarter ended 31 <sup>st</sup> December, 2015 as submitted to the exchanges is enclosed with the Application in Annexure H.
2.i	Complaints Report as per Annexure III of SEBI Scheme Circular	The Company will submit the Complaints Report within 7 days of the expiry of 21 days from the date of submission of the Scheme of Arrangement to the Stock Exchange.
3.	The equity shares sought to be listed are proposed to be allotted by the unlisted Issuer (transferee entity) to the holders of securities of a listed entity (transferor entity) pursuant to a scheme of reconstruction or amalgamation (Scheme) sanctioned by a High Court under Section 391-394 of the Companies Act, 1956.	Not Applicable.  Pursuant to the Scheme, the Transferee Company will discharge the consideration to the Transferor Company by way issue of 7,25,000 equity shares of Rs. 10/ each to the Transferor.

**GAMMON INDIA LIMITED**

**An ISO 9001 Company**

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 Telephone : 91- 22 - 6111 4000 • 2430 6761 • Fax : 91 - 22 - 2430 0221 • 2430 0529  
 E-Mail : gommon@gammonindia.com • Website : www.gammonindia.com

CIN: L74999MH1922PLC000997





**GAMMON**

		The Transferee entity will be unlisted entity.
4.	At least 25% of the post scheme paid up share capital of the transferee entity shall comprise of shares allotted to the public holders in the transferor entity.	Not Applicable.
5.	The transferee entity will not issue/reissue any shares, not covered under the Draft scheme.	Not Applicable.
6.	As on date of application there are no outstanding warrants/ instruments/ agreements which give right to any person to take the equity shares in the transferee entity at any future date. If there are such instruments stipulated in the Draft scheme, the percentage referred to in point (4) above, shall be computed after giving effect to the consequent increase of capital on account of compulsory conversions outstanding as well as on the assumption that the options outstanding, if any, to subscribe for additional capital will be exercised.	<p>Not Applicable.</p> <p>Transrail Lighting Limited ("Transferee Company") on 15th March, 2016, pursuant to a Business Transfer Agreement ("BTA") dated 27th October, 2015 entered into between the Transferor and Transferee Company and as amended by the First Amendment to the BTA dated 12th February, 2016, allotted to the Transferor Company 2,75,000 Unsecured Optionally Convertible Debentures (OCD's) of Rs.159 /- each.</p> <p>Further, Gammon, TLL and Bilav Software Pvt. Ltd ("Investor") have also entered into an Investment cum Shareholders' Agreement dated 27th October, 2015, pursuant to which Bilav will infuse funds in TLL for issue of 30,00,000 OCD's.</p>
7.	The shares of the transferee entity issued in lieu of the locked-in shares of the transferor entity are subjected to the lock-in for the remaining period.	Not Applicable

For **GAMMON INDIA LIMITED**

**GITA BADE**  
**COMPANY SECRETARY**

**GAMMON INDIA LIMITED**

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**Natvarlal Vepari & Co.**

CHARTERED ACCOUNTANTS

Oricon House, 4th Floor, 12, K. Dubash Marg, Mumbai-400 023. • Tel : 6752 7100 • Fax : 6752 7101 • E-Mail : nvc@nvc.in

Board of Directors  
**Gammon India Limited**  
Gammon House,  
Veer Savarkar Marg,  
Prabhadevi,  
Mumbai 400 025

**Auditors' Certificate**

- 1) The accompanying undertaking approved by the Board in its meeting held on February 12, 2016 (the "Undertaking") stating the reasons for non-applicability of Annexure I, Para I-A, sub-para 9(a) and 9(b) of SEBI Circular No. CIR/CFD/CMD/16/2015 dated 30 November, 2015 issued by the Securities Exchange Board of India ("SEBI") (hereinafter referred to as the "SEBI Scheme Circular") has been prepared by the Management of Gammon India Limited (the 'Company') pursuant to the requirements of Annexure I, Para I-A, sub-para 9(a) and 9(b) of SEBI Scheme Circular in connection with its proposed Scheme of Arrangement between Gammon India Limited and Transrail Lighting Limited and their respective Shareholders and Creditors (hereinafter referred to as the "Scheme").

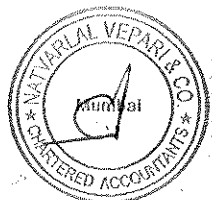
We have initialled the Undertaking for identification purpose only.

**Management's Responsibility for the Undertaking**

- 2) The preparation of the Undertaking is the responsibility of the Management of the Company including the creation and maintenance of all accounting and other records supporting the contents of the Scheme. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the Undertaking.
- 3) The Management is also responsible for ensuring that the Company complies with the requirements of the SEBI Scheme Circular and the Companies Act, 1956 or/ and the Companies Act, 2013, as may be applicable, in relation to the Scheme and for providing all the information to the BSE Limited and National Stock Exchange of India Limited (together referred to as "Stock Exchanges.").

**Auditors' Responsibility**

- 4) Pursuant to the SEBI Scheme Circular, it is our responsibility to examine the Scheme and certify whether the requirements in Annexure I, Para I-A, sub-para 9(a) and 9(b) as set out in the Undertaking are applicable to the Scheme.



- 5) We conducted our examination in accordance with the 'Guidance Note on Audit Reports and Certificates for Special Purposes' issued by the Institute of Chartered Accountants of India.

**Conclusion**

- 6) Based on our examination as above, and the information and explanations furnished to us, we certify that, to the best of our knowledge, the requirements in Annexure I, Para I-A, sub-para 9(a) and 9(b) of the SEBI Scheme Circular as set out in the Undertaking are not applicable to the Scheme.

**Restrictions on Use**

- 8) Our work was performed solely to assist you in meeting your responsibilities in relation to your compliance with the SEBI Scheme Circular. Our obligations in respect of this certificate are entirely separate from, and our responsibility and liability is in no way changed by any other role we may have (or may have had) as auditors of the Company or otherwise. Nothing in this certificate nor anything said or done in the course of or in connection with the services that are the subject of this certificate, will extend any duty of care we may have in our capacity as auditors of the Company.
- 9) This certificate has been issued for the sole use of the Board of Directors of the Company, to whom it is addressed, to enable the Company to make its application to the Stock Exchanges and should not be used by any other person or for any other purpose. Natvarlal Vepari & Co. (FRN – 106971W) neither accepts nor assumes any duty or liability for any other purpose or to any other party to whom our certificate is shown or into whose hands it may come without our prior consent in writing.

For Natvarlal Vepari & Co.  
Chartered Accountants  
Firm Registration Number: 106971W

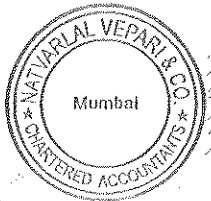
  
N Jayendran

Partner

Membership Number: 40441

Mumbai, Dated : 12<sup>th</sup> February 2016

Ref : A/0201/NJ/15-16/419



22<sup>nd</sup> March, 2016

To,

Listing Department  
The BSE Limited  
Phiroze Jeejeebhoy Towers  
Dalal Street, Fort,  
Mumbai 400 001  
**BSE Scrip Code: 509550**

Dear Sir,

**Sub: Application under Clause 24(f) of the Listing Agreement and SEBI Circular CIR/CFD/CMD/16/2015 for the proposed scheme of Arrangement between Gammon India Limited ("GIL") and Transrail Lighting Limited ("TLL") and their respective shareholders and Creditors**

With reference to the requirements of the SEBI Circular No. CIR/CFD/CMD/16/2015 dated November 30, 2015 ("SEBI Scheme Circular"); the Board has resolved that National Stock Exchange of India Limited ('NSE') be and is hereby chosen as the Designated Stock Exchange ('DSE') in terms Regulation 37 of the SEBI (LODR) Regulations, 2015 read with SEBI Scheme Circular.

For **GAMMON INDIA LIMITED**



**GITA BADE**  
**COMPANY SECRETARY**

**GAMMON INDIA LIMITED**

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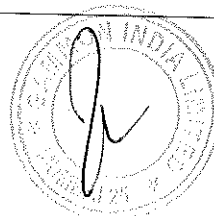
**Brief particulars of Gammon India Limited ('GIL' or 'Transferor Company') and  
Transrail Lighting Limited ('TLL' or 'Transferee Company')**

Particulars	TLL (Transferee Company)	GIL (Transferor Company)
Name of the company	Transrail Lighting Limited	Gammon India Limited
Date of Incorporation & details of name changes, if any	18/02/2008	15/06/1922
Registered Office	R: F, 3rd:W P:Hamilton House, J.N. Heredia Marg, Ballard Estate, Mumbai 400 038	Gammon House, Veer Savarkar Marg, Prabhadevi Mumbai - 400025.
Brief particulars of the scheme	<p>The salient features of the draft Scheme are as under:</p> <p>(a) The Scheme provides the following:</p> <ul style="list-style-type: none"> <li>-Transfer of Transmission &amp; Distribution Undertaking ('T&amp;D Undertaking') of GIL to TLL, in consideration for 7,25,0000 fully paid equity shares of Rs.10 each of TLL.</li> <li>- Cancellation of the existing 3,08,00,000 (Three Crore Eight Lakh) equity shares of INR 10/- each amounting to INR 30,80,00,000 (Rupees Thirty crores eighty lacs only) of TLL.</li> </ul> <p>(b) As part of the undertaking to be transferred, all assets and liabilities of the undertaking including the performance qualifications are being transferred;</p> <p>(c) Appointed date of the Scheme is fixed as January 1, 2016;</p> <p>(d) The Scheme shall be effective from the last of the dates on which all the following conditions / matters are fulfilled:</p> <ol style="list-style-type: none"> <li>i. The requisite consent, approval or permission of the Central Government including Stock Exchange and Securities and Exchange Board of India.</li> <li>ii. The Scheme being approved by the requisite majorities in number and value of such classes of persons including the respective members and/or creditors of the Transferor Company and the Transferee Company as may be directed by the Hon'ble High Court of Judicature at Bombay or any other competent authority, as may be applicable.</li> <li>iii. The Scheme being sanctioned by the High Court of Judicature at Bombay or any other authority under Sections 391 to 394 of the Companies Act, 1956 read with sections 100-103 of the Act.</li> <li>iv. Certified copy of the Order of the High Court of Judicature at Bombay sanctioning the Scheme being filed with the Registrar of Companies, Maharashtra, at Mumbai by the Transferor Company and the Transferee Company.</li> </ol>	

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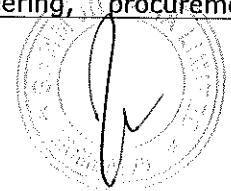






GAMMON

Rationale for the scheme	<p>1. The Company vide a Business Transfer Agreement dated 27<sup>th</sup> October, 2015 (the "BTA"), has transferred one of the Company's undertaking essentially comprising of the division of conductor factory at Silvassa and the tower manufacturing facility at Deoli, Wardha District along with all the related assets and liabilities ("BTA Undertaking") to TLL. Simultaneously, GIL and TLL have also executed an Investment cum Shareholders Agreement dated 27<sup>th</sup> October, 2015 with Bilav Software Private Limited ('Investor') and as further amended on 12<sup>th</sup> February, 2016 pursuant to which GIL has transferred 75% of its stake in TLL to the Investor ("as defined in the Scheme"). Pursuant to the Scheme the Company proposes to transfer the other T&amp;D Undertaking to TLL as part of the effort to consolidate the entire T&amp;D business in TLL.</p> <p>2. Transfer of the T&amp;D Undertaking by GIL to TLL would help in achieving the desired operating structure and shall <i>inter alia</i> have the following benefits:</p> <ul style="list-style-type: none"> <li>i. To create a sector focused company;</li> <li>ii. To enable investment by a strategic investor;</li> <li>iii. Ring-fence businesses from each other; and</li> <li>iv. Deleverage the balance sheet of GIL.</li> </ul>	
Date of resolution passed by the Board of Director of the company approving the scheme	12 <sup>th</sup> February, 2016	12 <sup>th</sup> February, 2016
Date of meeting of the Audit Committee in which the draft scheme has been approved	N.A	12 <sup>th</sup> February, 2016
Appointed Date	1 <sup>st</sup> January, 2016	1 <sup>st</sup> January, 2016
Name of Exchanges where securities of the company are listed	Unlisted	BSE Limited and The National Stock Exchange of India Limited.
Nature of Business	Transrail Lighting Limited (TLL), undertakes design, manufacturing, testing, installation and supply of Engineered Galvanized Steel poles	Gammon India Limited ("GIL" or "the company") incorporated on 15th June, 1922 is an engineering, procurement and



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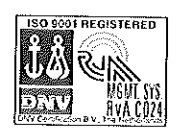
	<p>for Transmission &amp; Distribution Monopoles, Street Light poles, High Mast, Stadium Mast, Telecom Monopoles, Swaged poles etc. along with the luminaires. TLL has in-house design, pole manufacturing capacity of 40,000 MT per annum which is being handled by large pool of competent managerial &amp; supervisory personnel. On 27th October,2015 ,TLL through a Business Transfer Agreement further amended by an Amendment Agreement dated 12th February,2016 acquired from Gammon India Limited ,the tower manufacturing facility and the conductor division together with all assets and liabilities pertaining to the divisions, on a going concern basis by way of a slump sale.</p>	<p>construction ("EPC") Company with presence across all sectors of civil engineering, design and construction. It has been one of the largest physical infrastructure construction companies in India. GIL has a track record of building iconic landmark structures. GIL's area of operations include civil engineering, procurement and construction in transportation (highways, railways, metro rail, ports, bridges &amp; flyovers), power generation (thermal, industrial and cogeneration plants, nuclear and hydro energy , cooling towers and chimney), Transmission &amp; Distribution (design, engineering and manufacturing of high voltage transmission towers, high mast/poles manufacturing) and environmental engineering (water treatment).</p> <p>The infrastructure development/investment business of GIL which is carried out through its subsidiary Gammon Infrastructure Projects Limited involves undertaking the design, financing, construction and operation of state-of-the-art infrastructure facilities such as toll roads, expressways, bridges, port projects (bulk &amp; container), and power projects (hydro, thermal, among others).</p> <p>GIL's overseas presence includes a strategic holding in Italy based Sofinter Group, with state-of-the art manufacturing facilities in Italy, Romania and India. The Group is engaged in the engineering, procurement and construction of steam and power generation boilers, water and waste treatment and flameless combustion technology, with application in oil &amp; gas, power generation and industrial sectors. Sofinter S.p.A., Ansaldo Caldaie S.p.A., ITEA and Europower are</p>
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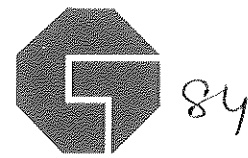
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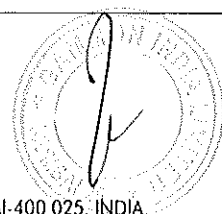
		some companies under the Group. The overseas transmission and distribution projects are executed by GIL's international subsidiary, SAE Powerlines S.r.L, Italy. The Company also has a substantial stake in Puma Oil Block in the Oriente basin in Ecuador.
Capital before the scheme (as on the date of filing the Scheme)	Rs. 310,000,000	Rs. 729,445,618 (Paid up Capital as on 16 <sup>th</sup> March, 2016)
No. of shares to be issued	Upon coming into effect of the Scheme, TLL shall issue and allot 725,000 fully paid up equity shares of INR 10/- each to GIL	
Cancellation of shares on account of cross holding, if any	N.A	N.A
Capital after the scheme	Rs. 4,20,00,000	Rs. 729,445,618 (* Subject to change pursuant to the "Conversion of Loan by Lendres" into equity shares , if such option is exercised in future by any of the lenders)
Net Worth Pre Post	<b>(Refer Annexure M1 and M2)</b>	
Valuation by independent Chartered Accountant - Name of the valuer/valuer firm and Regn no.	M/s. SSPA & Co, Chartered Accountants having Firm Registration no. 128851W. <b>(Refer Annexure C)</b>	
Methods of valuation and value per share arrived under each method with weight given to each method, if any.	For the purpose of Valuation for slump exchange, generally the following approaches are adopted: (a) the "Underlying Asset" approach (b) the "Income " approach (c) the "Market" approach <b>(Refer Annexure C)</b>	
Fair value per shares	Rs.10	

**GAMMON INDIA LIMITED**

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Exchange ratio	Upon coming into effect of the Scheme, TLL shall issue and allot 725,000 fully paid up equity shares of INR 10/- each to GIL			
Name of Merchant Banker giving fairness opinion	M/s. Fortress Capital Management Services Pvt. Ltd. <b>(Refer Annexure E)</b>			
Shareholding pattern (as on the date of filing the Scheme)	<b>Pre (TLL)</b>		<b>Post (TLL)</b>	
	No. of Shares	% of holding	No. of Shares	% of holding
Promoter	3,10,00,000	100	42,00,000	100
Public	-	-	-	-
Custodian	-	-	-	-
<b>TOTAL</b>	<b>3,10,00,000</b>	<b>100</b>	<b>42,00,000</b>	<b>100</b>
No of shareholders	8		8	
Shareholding pattern (as on 16 <sup>th</sup> March, 2016)	<b>Pre (GIL)</b>		<b>Post (GIL)</b>	
	No. of Shares	% of holding	No. of Shares	% of holding
Promoter	47,757,154	13.07	47,757,154	13.07
Public	*317,691,455	86.93	*317,691,455	86.93
Custodian	-	-	-	-
<b>TOTAL</b>	<b>365,448,609</b>	<b>100</b>	<b>365,448,609</b>	<b>100</b>
	*(includes 7,25,800 equity shares held in abeyance). On the Scheme becoming effective, there will be no change in the shareholding pattern of the Transferor Company (save as and when the lenders exercise their right of Conversion of Loan into Equity) as no shares will be issued by the Transferor Company pursuant to the Scheme.			
No of shareholders (approx.)	41,097		41,097	
Names of the Promoters	1. Bilav Software Pvt. Ltd (as per section 2(69)(b) of the Companies Act, 2013.) 2. Gammon India Limited (TLL was promoter by Associated Transrail Structure Limited which was merged into GIL in July, 2009.)		1. Mr. Abhijit Rajan 2. Mr. Jagdish Rajan 3. Ellora Organic Industries Private Limited 4. Devyani Estate & Properties Private Limited 5. Nikhita Estate Developers Private Limited	

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**GAMMON**

		6. Pacific Energy Private Limited 7. Masayor Enterprise Limited (As disclosed in the Shareholding Pattern under Regulation 31 (1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015
Names of the Board of Directors	1. Mr. Digambar Bagde (Director) 2. Mr. Naval Choudhary (Non-Executive and Independent Director) 3. Mr. Nirmal Jain (Director) 4. Mr. Shrikant Chaturvedi (Director)	1. Mr. Abhijit Rajan (Chairman & Managing Director) 2. Mr. Ajit Desai (Executive Director and Chief Executive Officer) 3. Mr. Digambar Bagde (Deputy Managing Director – Transmission & Distribution Business) 4. Mr. Rajul Bhansali (Executive Director) 5. Mr. Chandrahas Dayal (Non - Executive Director & Independent Director) 6. Mr. Atul Dayal (Non - Executive Director & Independent Director) 7. Mr. Naval Choudhary (Non - Executive Director & Independent Director) 8. Mrs. Urvashi Saxena (Non - Executive Director & Independent Director) 9. Mr. Atul Shukla (Non - Executive Director & Independent Director) 10. Mr. Jagdish Sheth (Non - Executive Director & Independent Director)
Details regarding change in management control if any	No Change in management control.	No Change in management control.

For **GAMMON INDIA LIMITED**

**GITA BADE**  
**COMPANY SECRETARY**



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# GAMMON

## GAMMON INDIA LIMITED

	Pre	Post
Share Capital		Rs. In Crore

Issued, Subscribed and Fully Paid up Capital :				
<b>Issued Capital</b>				
Equity Shares of Rs.2/- each, fully paid	28,84,09,341	57.68	28,84,09,341	57.68
<b>Subscribed and Fully Paid up Capital</b>				
Equity Shares of Rs.2/- each, fully paid	28,68,28,801	57.37	28,68,28,801	57.37
<b>Share Forfeiture Account</b>				
Money received in respect of Right Shares of Rs.10/- each forfeited	1,70,948	0.34	1,70,948	0.34
<b>Total</b>		<b>57.71</b>		<b>57.71</b>

### Reserves & Surplus

Particulars			
<b>Capital Redemption Reserve</b>		105.00	105.00
<b>Securities Premium Account</b>		1,181.08	1,181.08
<b>Debenture Redemption Reserves</b>		81.00	81.00
<b>Revaluation Reserves</b>		106.86	106.86
<b>Capital Reserve</b>		-	14.40
<b>OTHER RESERVES</b>			
<b>General Reserve</b>		364.87	364.87
<b>Foreign Currency Translation Reserve</b>		193.11	193.11
<b>Surplus / (Deficit)</b>		(814.09)	(814.09)
<b>TOTAL</b>		<b>1,217.83</b>	<b>1,232.23</b>

<b>Networth</b>	1,275.54	1,289.94
<b>Networth (Excluding Revaluation Reserve)</b>	1,168.68	1,183.08

Note: Effect of Transactions, other than under scheme of arrangement for T&D undertaking, is not given in this calculation

For Bhutada Jain & Gataqat  
Chartered Accountants



Rajesh K. Gataqat  
Partner  
M. No. 118814

### GAMMON INDIA LIMITED

T & D Business Headquarters : G - 55, MIDC, Butibori, Nagpur - 441 108. (Maharashtra), India  
Phone : + 91 - 7104 - 265761 - 63, Fax : + 91 - 7104 - 265765, • Email : contact@transralltd.com • Website : www.transralltd.com  
CIN : L74999MH1922PLC000997

<b>TRANSRAIL LIGHTING LIMITED</b>				
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		Pre		Post
<b>1 Share Capital</b>				Rs. In Crore

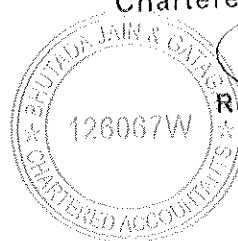
Issued, Subscribed and Fully Paid up Capital :				
<b>Issued Capital</b>				
Equity Shares of Rs.10/- each, fully paid	3,10,00,000	31.00	42,00,000	4.20
<b>Subscribed and Fully Paid up Capital</b>				
Equity Shares of Rs.10/- each, fully paid	3,10,00,000	31.00	42,00,000	4.20
<b>Total</b>		<b>31.00</b>		<b>4.20</b>

**2 Reserves & Surplus**

Particulars				
(i) Securities Premium Account				59.57
(ii) <b>OTHER RESERVES</b>				
a) General Reserve		(30.46)		
b) Surplus / (Deficit)		(2.16)		(2.16)
<b>TOTAL</b>		<b>(32.62)</b>		<b>57.41</b>

Networth	(1.62)		61.61
Networth (Excluding Revaluation Reserve)	(1.62)		61.61

For Bhutada Jain & Gataqat  
Chartered Accountants



*Rajesh K. Gataqat*  
Rajesh K. Gataqat  
Partner  
M. No. 118814

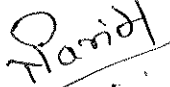
Works :  
B-1/1, MIDC, Growth Centre  
Deoli, Dist. Wardha - 442 101  
(Maharashtra), India.  
Phone : +91-7158-254401-02

Head Office :  
G-55 MIDC, Butibori, Nagpur - 441 108  
(Maharashtra), India.  
Phone : +91-7104-265761-62-63.  
Fax : +91-7104-265765,  
Website : www.transrailighting.com

Registered Office :  
R : F, 3rd W : P ; 3/8, Hamilton House,  
J. N. Heredia Marg, Ballard Estate, Mumbai.  
Maharashtra - 400038 (INDIA)  
Phone : +91 022 - 22705562  
CIN : U31506MH2008PLC179012

**Details of Capital evolution of Transrail Lighting Limited:**

Date of Issue	No. of shares issued	Issue Price (Rs.)	Type of Issue (IPO/FPO/ Preferential Issue/ Scheme/ Bonus/ Rights, etc.)	Cumulative capital (No of shares)	Whether listed, if not listed, give reasons thereof
18/02/2008	50,000	10	Subscription to MOA	50,000	No, Closely held public company
25/08/2008	4,000,000	10	Rights Issue	4,050,000	
30/03/2009	1,100,000	10	Rights Issue	5,150,000	
25/11/2011	10,850,000	10	Conversion of Loan into equity	16,000,000	
31/03/2013	15,000,000	10	Preferential Issue	31,000,000	

**For TRANSRAIL LIGHTING LIMITED**

**NIKI SHINGADE  
COMPANY SECRETARY**






GAMMON

Details of Capital Evolution of Gammon India Limited						
Date of Issue	Type of Issue		No of Shares Issued/ allotted (In Shares)	**Cumulative Share (In Shares)	Issue Price (Rs.)	Whether listed, If not listed, give reasons thereof
19.05.1962	Public Issue		1,150,000	1,150,000	10	Listed
08.05.1964	Rights Issue in the ratio of 1:5 at a premium of Rs. 1:50 per share		230,000	1,380,000	11.5	Listed
27.10.1967	Bonus Issue in the Ratio 3:25		165,600	1,545,600	10	Listed
03.05.1982	Bonus Issue in the Ratio 2:5		618,240	2,163,840	10	Listed
28.10.1998	Rights Issue in the ratio 2:1 at a premium of Rs. 30 per share (2 New equity shares for one Equity Share held)*		4,327,680	6,491,520	40	Listed
	a) Shares kept in abeyance	Less:	95,680	6,395,840	0	
	b) Shares regularised out of the above abeyance shares	Add:	23,100	6,247,992	0	
15.03.2001	c) Shares forfeited due to non payment of Call Money	Less:	170,948	6,224,892	0	
24.12.2001	*Right Issue in the ratio of 1:1 at a Premium of Rs. 20 per share		6,320,572	12,568,564	30	Listed
	a) Shares in Abeyance	Less:	72,580	12,495,984	10	
	b) Total Shares kept in Abeyance	Add:	145,160	12,641,144	10	
08.11.2004	Preferential Allotment at a premium of Rs. 495		1,825,000	14,466,144	505	Listed
22.12.2004	Equity Share underlying GDR Issued at a premium of Rs. 565		916,030	15,382,174	575	Listed
22.03.2005	Stock Split of its shares in ratio of 1:5		76,910,870	76,910,870	0	Listed
20.01.2006	Equity Share underlying GDR issued		9,186,900	86,097,770	0	Listed
07.02.2006	Equity Share underlying GDR issued		1,372,700	87,470,470	0	Listed
09.09.2009	Shares allotted pursuant to Scheme of Amalgamation with ATSL		20,116,226	107,586,696	0	Listed
15.12.2009	Shares allotted pursuant to QIP Issue		12,809,400	120,396,096	237.5	Listed
22.02.2010	Shares allotted pursuant to ESOP		18,402	120,414,498	40	Listed
30.03.2010	Shares allotted pursuant to Conversion of Warrants		77,50,000	128,164,498	90.2	Listed
21.06.2010	Shares allotted pursuant to ESOP		18,614	128,183,112	40	Listed
20.10.2010	Shares allotted pursuant to ESOP		31,870	128,214,982	40	Listed
07.01.2011	Shares allotted pursuant to Conversion of Warrants		8,250,000	136,464,982	90.2	Listed
30.09.2011	Shares allotted pursuant to ESOP		16,766	136,481,748	40	Listed
10.01.2012	Shares allotted pursuant to ESOP		18,720	136,500,468	40	Listed
29.12.2015	Preferential Allotment to the CDR Lenders		151,054,133	287,554,601	11.89	Listed
09.03.2016	Preferential Allotment to the CDR Lenders		18,716,981	306,271,582	11.89	Listed
10.03.2016	Preferential Allotment to the CDR Lenders		52,814,769	359,086,351	11.89	Listed
16.03.2016	Preferential Allotment to the CDR Lenders		6,362,258	365,448,609	11.89	Listed

\*Includes 7,25,000 equity shares held in abeyance

For GAMMON INDIA LIMITED

GITA BADE  
COMPANY SECRETARY

## GAMMON INDIA LIMITED

An ISO 9001 Company

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

CIN: L74999MH1922PLC000997



22<sup>nd</sup> March, 2016

To,

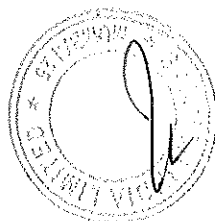
Listing Department  
The BSE Limited  
Phiroze Jeejeebhoy Towers  
Dalal Street, Fort,  
Mumbai 400 001  
**BSE Scrip Code: 509550**

Dear Sir,

**Sub: Application under Regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SEBI Scheme Circular CIR/CFD/CMD/16/2015 for the proposed scheme of Arrangement between Gammon India Limited ("GIL") and Transrail Lighting Limited ("TLL") and their respective shareholders and Creditors**

In connection with the above application, we hereby confirm that:

- a) The proposed scheme of amalgamation/ arrangement does not in any way violate or override or circumscribe the provisions of the SEBI Act, 1992, the Securities Contracts (Regulation) Act, 1956, the Depositories Act, 1996, the Companies Act, 1956/ 2013, the rules, regulations and guidelines made under these Acts, and the provisions as explained in the SEBI (LODR) Regulations 2015.
- b) In the explanatory statement to be forwarded by the company to the shareholders u/s 393, it shall disclose:
  - i) the pre and post-arrangement or amalgamation (expected) capital structure and shareholding pattern and
  - ii) the "fairness opinion" obtained from an Independent merchant banker on valuation of assets / shares done by the valuer for the company and unlisted company.
  - iii) The Complaint report as per Annexure III of the SEBI Circular No. CIR/CFD/CMD/16/2016 dated November 30, 2015 ("SEBI Scheme Circular").
  - iv) The observation letter issued by the stock exchange



**GAMMON INDIA LIMITED**

**An ISO 9001 Company**

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Telephone : 91- 22 - 6111 4000 • 2430 6761 • Fax : 91 - 22 - 2430 0221 • 2430 0529  
E-Mail : gammon@gammonindia.com • Website : www.gammonindia.com

CIN: L74999MH1922PLC000997





c) The draft scheme of amalgamation/ arrangement together with all documents mentioned in Para I(A)(3) of Annexure I of SEBI Scheme Circular, shall be uploaded on Company's website as per Website link given hereunder:

[www.gammonindia.com](http://www.gammonindia.com)

d) The company shall disclose the observation letter of the stock exchange on its website within 24 hours of receiving the same.

e) The documents filed by the Company with the Exchange are same/ similar/ identical in all respect, which have been filled by the Company with Registrar of Companies/SEBI/Reserve Bank of India, wherever applicable.

For **GAMMON INDIA LIMITED**

  
**GITA BADE**  
**COMPANY SECRETARY**

**GAMMON INDIA LIMITED**

**An ISO 9001 Company**

GAMMON HOUSE, VEER SAVARKAR MARG, P. O. BOX NO. 9129, PRABHADEVI, MUMBAI-400 025. INDIA.  
Telephone : 91- 22 - 6111 4000 • 2430 6761 • Fax : 91 - 22 - 2430 0221 • 2430 0529  
E-Mail : [gammon@gammonindia.com](mailto:gammon@gammonindia.com) • Website : [www.gammonindia.com](http://www.gammonindia.com)  
CIN: L74999MH1922PLC000997



*Natvarlal Vepari & Co.*

CHARTERED ACCOUNTANTS

Annexure P

92

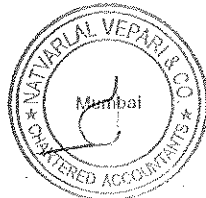
Oricon House, 4th Floor, 12, K. Dubash Marg, Mumbai-400 023. • Tel : 6752 7100 • Fax : 6752 7101 • E-Mail : nvc@nvc.in

To,  
The Board of Directors  
Gammon India Limited  
Gammon House,  
Veer Savarkar Marg,  
Prabhadevi,  
Mumbai 400 025

We, the statutory auditors of **Gammon India Limited**, (hereinafter referred to as "the Company" or "GIL"), have examined the proposed accounting treatment specified in clause 6 of the Draft Scheme of Arrangement between Gammon India Limited and Transrail Lighting Limited attached herewith and stamped for the purposes of identification and their respective shareholders and creditors in terms of the provisions of sections 391 to 394 read with Sections 100 to 103 of the Companies Act, 1956 with reference to its compliance with the applicable Accounting Standards notified under the Companies Act, 1956 read with the General Circular 15/2013 dated September 13, 2013 of the Ministry of Corporate Affairs in respect of Section 133 of the Companies Act, 2013 (the 'applicable Accounting Standards') and Other Generally Accepted Accounting Principles.

The responsibility for the preparation of the Draft Scheme and its compliance with the relevant laws and regulations, including the applicable Accounting Standards as aforesaid, is that of the Board of Directors of the Companies involved. Our responsibility is only to examine and report whether the accounting treatment mentioned in the Draft Scheme complies with the applicable Accounting Standards and Other Generally Accepted Accounting Principles. Nothing contained in this Certificate, nor anything said or done in the course of, or in connection with the services that are subject to this Certificate, will extend any duty of care that we may have in our capacity of the statutory auditors of any financial statements of the Company. We carried out our examination in accordance with the Guidance Note on Audit Reports and Certificates for Special Purposes, issued by the Institute of Chartered Accountants of India.

Based on our examination and according to the information and explanations given to us, we confirm that the accounting treatment contained in the aforesaid scheme is in compliance with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and circulars issued there under and all the applicable Accounting Standards notified by the Central Government under the Companies Act, 1956/ Companies Act, 2013



# Natvarlal Vepari & Co.

CHARTERED ACCOUNTANTS

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Oricon House, 4th Floor, 12, K. Dubash Marg, Mumbai-400 023. • Tel : 6752 7100 • Fax : 6752 7101 • E-Mail : nvc@nvc.in

This Certificate is issued at the request of the Gammon India Limited pursuant to the requirements as per Regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SEBI Circular for onwards submission to the Bombay Stock Exchange and the National Stock Exchange of India Limited. This Certificate should not be used for any other purpose without our prior written consent.

For Natvarlal Vepari & Co.  
Chartered Accountants  
Firm Registration Number: 106971W

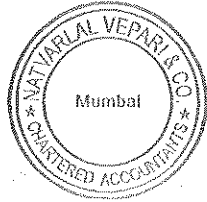
  
N Jayendran

Partner

Membership Number: 40441

Mumbai, Dated : 12<sup>th</sup> February 2016

Ref : A/0201/NJ/15-16/418



**TRANSRAIL LIGHTING LIMITED**

FINANCIAL STATEMENTS

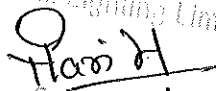
FOR THE PERIOD

01-01-2014 TO 30-09-2014

(9 MONTHS)

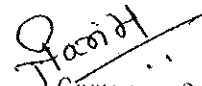
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For Transrail Lighting Limited

  
Company Secretary

CERTIFIED TRUE COPY

For TRANSRAIL LIGHTING LIMITED

  
Company Secretary

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## Independent Auditors' Report

To,

The Members of

Transrail Lighting Limited

### 1. Report on the Financial Statements

We have audited the accompanying financial statements of Transrail Lighting Limited ("the Company"), which comprise the Balance sheet as at September 30, 2014 the Statement of Profit & Loss and Cash Flow Statement for the year then ended and a summary of significant accounting policies and other explanatory information.

### 2. Management's Responsibility for the Financial Statements

Management is responsible for the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flow of the Company in accordance with the accounting principles generally accepted in India including, Accounting Standards notified under the Companies Act, 1956 ("the Act") read with the General Circular 15/2013 dated 13<sup>th</sup> September, 2013 of the Ministry of Corporate Affairs in respect of Section 133 of the Companies Act, 2013. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

### 3. Auditors' Responsibility

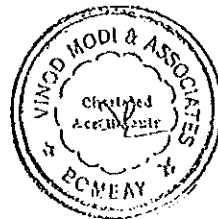
Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatements.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances but not for the purpose of expressing an opinion on the effectiveness of the Company's internal controls. An audit also includes evaluating the appropriateness of accounting policies used and reasonableness of the accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.



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4. Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statement give the information required by the act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

- (a) In the case of the Balance Sheet, of the state of affairs of the company as at September 30,2014;
- (b) In the case of the statement of Profit and Loss, of the Loss for the year ended on that date; and
- (c) In the case of the Cash Flow Statement, of the cash flow for the year ended on that date.

5. Report on other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2003 ("the order ") Issued by the Central Government of India in terms of section 227(4A) of the Act, we give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the order.

2. As required by section 227(3) of the Act, we report that:

- a. We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit:
- b. In our opinion, proper books of account as required by law have been kept by the Company so far as appears from our examination of those books.
- c. The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
- d. In our opinion, the Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement comply with the Accounting Standards notified under the Companies Act, 1956 ("the Act") read with the General Circular 15/2013 dated 13<sup>th</sup> September, 2013 of the Ministry of Corporate Affairs in respect of Section 133 of the Companies Act, 2013;
- e. On the basis of the written representations received from the Directors as on September 30, 2014, taken on record by the Board of Directors, none of the Directors is disqualified as on September 30, 2014, from being appointed as a director in terms of Section 274(1) (g) of the Act.

For Vinod Modi & Associates

For M.G.Shah & Associates

Chartered Accountants

Chartered Accountants

FRN NO.111515W

FRN NO. 112561W

*Vinod Modi*

*Ashok Shah*

Vinod Modi

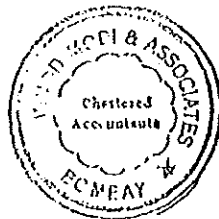
Ashok Shah

Proprietor

Partner

M.NO. 72131

M.NO. 16657



Place: Mumbai

Date: 5 DEC 2014



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Annexure to the Auditors' Report

(Referred to in paragraph 5(1) of our Report of even date on the Accounts for the period ended on 30<sup>th</sup> September, 2014 of Transrail Lighting Limited)

1. (a) The company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.

(b) The fixed assets were *not* physically verified by the management.

(c) The fixed assets disposed off by the company during the year were not substantial and such disposal of fixed assets has not affected the going concern status of the company.

2. (a) The Inventories have been physically verified by the management during the year. In our opinion the frequency of verification is reasonable.

(b) The Procedure of physical verification of Inventories followed by the management are reasonable and adequate in relation to the size of the company and the nature of its business.

(c) In our opinion and information and explanation given to us the company is maintaining proper records of inventories. The discrepancies noticed on verification between the physical stocks and the book records were not material and have been properly dealt with in the books of account.

3. (a) According to the information and explanations given to us, the Company has not granted unsecured loans to any party covered in the register maintained under Section 301 of the Companies Act, 1956. Therefore the provisions of clause 4 (iii) (a) to (d) of the Companies (Auditors Report) Order, 2003 are not applicable to the company.



(b)According to the Information and explanations given to us, the company has not taken any loans from any party covered in the register maintained under section 301 of the Companies Act, 1956. Therefore the provisions of clause 4(iii) (e) to (g) of the Companies (Auditors Report) Order, 2003 are not applicable to the company.

4. In our opinion and according to the Information and explanations given to us, there are adequate internal control systems commensurate with the size of the Company and the nature of its business with regard to the purchase of inventory and fixed assets and for the sale of goods and services. During the course of our audit, we have not observed any continuing failure to correct major weaknesses in internal control system.

5.(a)According to information and explanation given to us, the particulars of contracts or arrangement referred to in Sec 301 of the Companies Act, 1956 have been entered in the register maintained under the said section.

(b) In our opinion and according to information and explanation given to us, the transaction made in pursuance of such contracts or arrangement have been made at prices/terms which are reasonable having regard to the prevailing market prices at the relevant time.

6.In our opinion and according to the information and explanations given to us, the Company has not accepted deposits from the public and therefore, the provisions of Sections 58A, 58AA or any other relevant provisions of the Companies Act, 1956 and the Rules there under are not applicable to the Company.

7. In our opinion and according to the Information and explanations given to us, the Company has an internal audit system commensurate with its size and nature of its business.

8. We have broadly reviewed the cost records maintained by the company pursuant to the companies (Cost Accounting Records) Rules 2011 prescribed under 209(1)(d) of the Companies Act 1956 and are of the opinion that prima facie the prescribed records have been maintained. We have however not made a detailed examination of the cost records with a view to determine whether they are accurate or complete.



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9. (a) According to the records of the Company and the information and explanations given to us, the Company has been generally regular in depositing undisputed statutory dues including Provident Fund, Investor Education and Protection Fund, Employees' State Insurance, Income-Tax, Sales-Tax, Wealth-Tax, Service Tax, Custom Duty, Excise Duty, Cess and other statutory dues applicable to it with the appropriate authorities during the year except in some cases of delay's in deposit of TDS, VAT, Service Tax and PF/ FPF.

(b) On the basis of audit procedure followed, test check of transactions and representation from the management there were no undisputed amounts payable in respect of Provident Fund, Investor Education and Protection Fund, Employees' State Insurance, Income Tax, Wealth Tax, Service Tax, Sales Tax, Custom Duty, Excise Duty and Cess were in arrears, as at 31<sup>st</sup> December, 2013 for a period of more than six months from the date they became payable except staff PF Rs. 872/-, Professional Tax – Maharashtra Rs. 2500/-, Service tax Rs. 706,175/-, W.C.T. (U.P.) Rs. 765,579/-.

(c) According to the information and explanations given to us, there were no disputed dues, which have not been deposited on account of any dispute.

10. In our opinion, the company had accumulated Losses as at the end of the financial year. The company has not incurred cash Losses during the financial year covered by our audit but had incurred cash Loss in the immediately preceding financial year.

11. According to the information and explanation given to us, the company has defaulted in repayment of dues to financial institutions and Banks. The amounts of defaults in repayment of principal of Term Loan were aggregating to Rs 5,83,25,838 for a period ranging from 2 to 93 days. The amounts of default in payment of interest on term loan were aggregating to Rs, 66,93,188 for a period ranging from 2 to 76 days. These defaults in repayment of principal and interest, except those mentioned as continuing defaults in Note no 3.3 to the financial statements, have been made good before the year end.

12. According to the Information and explanations given to us, the Company has not granted any loans and advances on the basis of security by way of pledge of shares, debentures and other securities.

13. In our opinion, the Company is not a Chit Fund or a Nidhi / Mutual Benefit Fund / Society. Therefore, the provisions of clause 4(xiii) of the Companies (Auditor's Report) Order, 2003 are not applicable to the Company.

14. In our opinion, the Company has not dealt in or traded in shares, securities, debentures and other investments. Accordingly, the provisions of clause 4(xiv) of the Companies (Auditor's Report) Order, 2003 are not applicable to the Company.



15. According to the information and explanations given to us, the Company has not given any guarantee for loans taken by others from banks and financial institutions.

16. To the best of our knowledge and belief and according to the information and explanations given to us, term loans were, prima facie, applied for the purposes for which the loans were obtained.

17. According to the information and explanations given to us and on an overall examination of the Balance Sheet of the Company, we report that funds raised on short-term basis have, prima facie, been used for long-term investment.

18. According to the information and explanations given to us, the Company has not made any preferential allotment of shares to parties and companies covered in the register maintained under Section 301 of the Companies Act, 1956.

19. According to the information and explanations given to us, the Company did not issue any debentures during the year and hence, the question of creation of security or charge therefore does not arise.

20. The Company has not raised any money by public issues during the year and hence, the question of disclosure and verification of end use of such money does not arise.

21. To the best of our knowledge and belief and according to the information and explanations given to us, no fraud on or by the Company has been noticed or reported during the year.

For Vinod Modi & Associates

Chartered Accountants

FRN NO.111515W

*Vinod Modi*

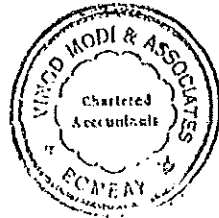
Vinod Modi

Proprietor

M.NO. 72131

Place: Mumbai

Date: 5 DEC 2014



For M.G.Shah & Associates

Chartered Accountants

FRN NO. 112561W

*Ashok Shah*

Ashok Shah

Partner

M.NO. 16657





**Transrail Lighting Limited**  
**Statement of Profit and Loss for the year ended September 30, 2014**

Particulars	Notes Ref	Period Ended 30-09-2014	Period Ended 31-12-2013
		09 Months Rs.	09 Months Rs.
I Revenue from Operations ( Gross):		592,109,813	479,004,214
Less : Excise Duty		34,217,823	27,423,787
Revenue from Operations ( Net):	20	557,891,990	451,580,427
II Other Operating Revenue	21	73,384,718	64,167,948
III Other Income:	22	1,589,837	2,443,407
IV Total Revenue (I + II + III)		632,866,545	518,191,782
V Expenses:			
Cost of Materials Consumed	23	317,124,794	177,747,117
Purchase of Stock In Trade	24	72,939,310	74,925,483
Changes in inventories of FG & WIP	25	(54,715,579)	4,762,749
Subcontracting Expenses	26	39,101,512	43,711,079
Employee Benefit Expenses	27	71,615,799	65,735,100
Foreign Exchange (Gain) / Loss	28	(38,082)	233,286
Finance Cost	29	54,105,678	66,134,919
Depreciation & Amortisation	30	15,691,602	15,628,631
Other Expenses	31	125,914,195	88,335,107
Total Expenses		641,729,228	537,213,471
VI Profit Before exceptional and extraordinary Items and Tax (IV-V)		(8,862,683)	(19,021,689)
VII Exceptional Items		-	-
VIII Profit Before extraordinary Items and Tax (VI-VII)		(8,862,683)	(19,021,689)
IX Extraordinary Items		-	-
X Profit Before Tax (VIII-IX)		(8,862,683)	(19,021,689)
XI Tax Expense		68,241	(240,010)
1. Current Tax		-	-
2. Deferred Tax		68,241	(240,010)
XII Profit For the period from Continuing Operations (X-XI)		(8,930,924)	(18,781,679)
XIII Profit/(Loss) from discontinuing Operations		-	-
XIV Tax Expense of discontinuing Operations		-	-
XV Profit/(Loss) from Discontinuing Operations after Tax		-	-
XVI Profit For the period ( XII+XV)		(8,930,924)	(18,781,679)
XVII Earnings per Equity Share:			
Basic		(0.29)	(0.61)
Diluted		(0.29)	(0.61)
Par Value (Rs.)		10/-	10/-

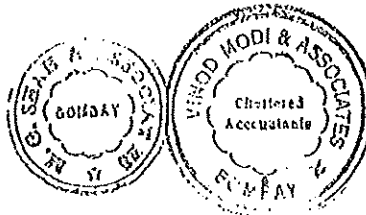
As per our Report of even date attached.

As per our Report of even date attached.

For M.G.SHAH & ASSOCIATES

Chartered Accountants  
FRN NO. 112561W

*ASHOK SHAH*  
Partner  
M.No. 16557



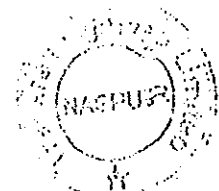
For VINOD MODI & ASSOCIATES

Chartered Accountants  
FRN NO. 111516W

*VINOD MODI*  
Proprietor  
M.No. 72131

For and on behalf of the  
Board of Directors

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DIRECTOR  
*[Signature]*  
DIRECTOR



Place : Mumbai

Date : 5 DEC 2014

Transrail Lighting Limited

OTHER NOTES

1 Share Capital

Particulars	As at 30-September-14 Rs.	As at 31-December-13 Rs.
Share Holder's Fund		
Authorised Share Capital		
35000000 (P.Y. 35000000) Equity Shares of Rs. 10 each.	350,000,000	350,000,000
Issued subscribed & paid up capital		
31000000 (P.Y. 31000000) equity shares of Rs.10 each fully paid up. (Out of the above equity shares, 27920000 (Previous year - 27920000) equity shares of Rs.10 each fully paid up, have been issued for consideration other than cash.	310,000,000	310,000,000
<b>Total</b>	<b>310,000,000</b>	<b>310,000,000</b>

1.1 Reconciliation of number of shares outstanding

Particulars	As at 30-September-14		As at 31-December-13	
	No. of Equity Shares	Amount (Rs.)	No. of Equity Shares	Amount (Rs.)
As at the beginning of the year	31,000,000	310,000,000	31,000,000	310,000,000
Add :- Issued during the year	-	-	-	-
Less :- Bought back during the year	-	-	-	-
As at the end of the year	31,000,000	310,000,000	31,000,000	310,000,000

1.2 List of Share Holders holding shares more than 5%

Name of Shareholder	As at 30-September-14		As at 31-December-13	
	No of Equity Shares	%	No of Equity Shares	%
-Gammon India limited	31,000,000	100%	31,000,000	100%

2 Reserves & Surplus

Particulars	As at 30-September-14 Rs.	As at 31-December-13 Rs.
Other Reserves -		
(i) Surplus		
As Per Last Balance Sheet	(295,676,712)	(276,895,033)
Add: Profit / (Loss) for the year	(8,930,924)	(18,781,879)
Balance as at the end of the year	(304,607,636)	(295,676,712)

Long Term Borrowings

Particulars	As at 30-September-14 Rs.	As at 31-December-13 Rs.
Term Loans - Secured		
From Bank	0	2,392,922
(Secured by First charge on all Fixed Assets and Current Assets of the Company and Corporate Guarantee of Gammon India Limited, the Holding Company)		
From Others		
From Gammon India Ltd. the Holding Company	400,000,000	400,000,000
<b>Total</b>	<b>400,000,000</b>	<b>402,392,922</b>



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3.1 Terms & Conditions of Term Loan

Name of the Bank	Rate of Interest	Repayment Schedule
IDBI Bank Ltd.	14.25% p.a. (13.09% p.a. up to 30.04.2013 & 14.25% p.a. w.e.f 01.05.2013)	Monthly installments of Rs. 62 Lakh each for 9 months and balance Rs. 2392922

3.2 Maturity Profile of Term Loan

1 - 2 years
NIL
(2,392,922)

3.3 Continuing Default in repayment of principal and payment of interest.

Name of the Bank	Principal	Interest	Period
IDBI BANK LTD	NIL	Rs. 253,251	September 2014
IDBI BANK LTD	(Rs. 176,00,000)	(Rs. 38,42,267)	(October, November & December, 2013)

Note : Figures in bracket are for previous period.

4 Long Term Provisions

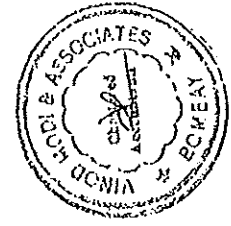
Particulars	As at 30-September-14	As at 31-December-13
Provision for Staff Benefits	Rs. 827,398	1,181,674
Provision for Leave Encashment	1,123,145	1,090,783
Provision for Gratuity	1,950,543	2,272,457
Total		

4.1 The disclosures required under Accounting Standard - 15 "Employee Benefits" are given below:

a) Defined Contribution Plan

Contribution to Defined Contribution Plan, recognized / charged off for the year are as under:-

Employer's Contribution to Provident Fund	As at 30-September-14	As at 31-December-13
	1,190,325	1,142,020



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b) Defined Benefit Plan

Employer's Contribution to Gratuity Scheme	329,933	327,123
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The present value of obligation is determined based on actuarial valuation using the Projected Unit Credit Method, which recognises each period of service as giving rise to additional unit of employee benefit entitlement and measures each unit separately to build up the final obligation. The obligation for leave encashment is recognised in the same manner as gratuity.

Particulars	As at 30-September-14		As at 31-December-10	
	Gratuity (Un-Funded)	Leave Encashment (Un-Funded)	Gratuity (Un-Funded)	Leave Encashment (Un-Funded)
a) Reconciliation of opening and closing balances of Defined benefit Obligation				
Defined Benefit obligation at the beginning of the year	1,087,165	1,629,203	770,042	1,350,795
Current Service Cost	296,192	89,288	276,146	244,354
Interest Cost	75,704	112,415	47,358	81,844
Actuarial (Gain)/Loss	(43,953)	(631,581)	3,619	183,967
Benefits paid	1,427,058	1,199,325	1,097,165	(193,757)
Defined Benefit obligation at the year end				1,629,203
b) Reconciliation of opening and closing balances of fair value of plan assets				
Fair Value of plan assets at the beginning of the year	-	-	-	-
Expected return on Plan Assets	-	-	-	-
Actuarial Gain/ (Loss)	-	-	-	-
Employer Contribution	-	-	-	-
Benefits Paid	-	-	-	-
Fair Value of Plan Assets at the year end	-	-	-	-
Actual Return on Plan Assets	-	-	-	-
c) Reconciliation of fair value of assets and obligations				
Fair Value of Plan Assets as at December 31, 2013	1,087,165	1,629,203	-	-
Present value of obligation as at September 30, 2014	1,427,058	1,199,325	1,087,165	1,629,203
Amount recognized in Balance Sheet	1,427,058	1,199,325	1,087,165	1,629,203
d) Expenses recognized during the year (Under the head " Employees Benefit Cost)				
Current Service Cost	296,192	89,288	276,146	244,354
Interest Cost	75,704	112,415	47,358	81,844
Expected Rate of return on Plan Assets	-	-	-	-
Actuarial (Gain)/Loss	(43,953)	(631,581)	3,619	183,967
Net Cost	329,933	(429,878)	327,123	492,165

c) Actuarial assumptions

Particulars	As at 30-September-14		As at 31-December-10	
	Gratuity 1994-96 (Ultimate)	Leave Encashment 1994-96 (Ultimate)	Gratuity 1994-96 (Ultimate)	Leave Encashment 1994-96 (Ultimate)
Discount rate (per annum)	8.70%	8.70%	9.20%	9.20%
Expected rate of return on Plan assets (per annum)	6.00%	6.00%	6.00%	6.00%
Rate of escalation in salary (per annum)	-	-	-	-

The estimates of rate of escalation in salary considered in actuarial valuation, take into account inflation, seniority, promotion and other relevant factors including supply and demand in the employment market. The above information is certified by the actuary.



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5 Short-term Borrowings

Particulars	As at 30-September-14 Rs.	As at 31-December-13 Rs.
<b>Secured</b>		
Loans repayable on demand:		
Cash Credit from Bankers (Secured by 1st charge over entire current assets of the company, 1st charge over entire fixed assets of the Company and Corporate Guarantee of Gammon India Limited, the Holding Company)	88,545,492	91,601,419
<b>Unsecured</b>		
From Banks - Bill Discounting	5,586,664	5,249,352
From Others		
From Gammon India Ltd, the Holding Company	77,958,152	47,176,049
<b>Total</b>	173,591,248	145,926,831

6 Trade Payables

Particulars	As at 30-September-14 Rs.	As at 31-December-13 Rs.
Micro, Small and Medium Enterprises	433,507,907	205,383,560
Others	423,507,907	265,383,560
<b>Total</b>		

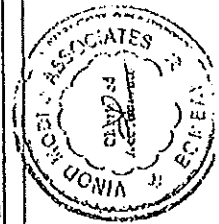
6.1 On the basis of information and documents available with the Company, the Company has not received any information from vendors regarding their status under Micro, Small and Medium Enterprises Development Act, 2006 and therefore, disclosure relating to amounts unpaid as at the year end together with interest paid/payable under the said Act have not been given.

7 Short Term Provisions

Particulars	As at 30-September-14 Rs.	As at 31-December-13 Rs.
Provision for Staff Benefits		
Provision for Leave Encashment	415,189	767,908
Provision for Gratuity	303,953	6,382
<b>Total</b>	719,136	774,290

8 Other Current Liabilities

Particulars	As at 30-September-14 Rs.	As at 31-December-13 Rs.
Payable for Capital Goods	6,744,155	7,450,907
Current Maturities of Term Loan	20,592,922	95,806,000
Interest Accrued and Due on borrowings	253,251	3,842,247
Interest Accrued But Not Due	1,167,009	-
Advances from Customers	36,424,104	22,823,356
Duties & Taxes	19,862,094	25,502,602
Other Liabilities	2,172,408	1,934,369
<b>Total</b>	87,615,843	167,362,461



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9 TRANSRAIL LIGHTING LIMITED  
 Fixed Assets schedule for the year ended on 30.09.2014  
**TANGIBLE ASSETS**

	Land - Free hold	Building - Factory & Office	Plant & Machinery	Plant & Machinery - Others	Electric Installation	Furniture and Fixtures	Vehicles	Office Equipment	Computer	Total
<b>Gross Block</b>										
As at April 1, 2013	13,743,953	207,427,940	2,55,305,081	1,539,792	9,030,749	1,929,507	781,608	780,248	2,240,751	520,505,229
ACQUISITIONS	-	-	1,299,337	-	-	29,294	-	105,000	166,500	1,500,131
DISPOSALS	-	-	-	-	-	-	-	-	-	-
Other Adjustments	-	-	-	-	-	-	-	-	-	-
As at December 31, 2013	30,743,953	207,427,940	266,604,418	1,539,792	9,030,749	1,958,801	781,608	885,248	2,446,751	522,105,360
ADDITIONS	-	92,670	1,657,684	-	-	9,800	-	76,500	320,095	2,378,339
DISPOSALS	-	-	-	-	-	-	-	-	-	-
Other Adjustments	-	-	-	-	-	-	-	-	-	-
As at Sep 30, 2014	30,743,953	207,520,610	268,262,102	1,539,792	9,030,749	1,968,601	781,608	961,748	2,776,846	524,423,909
<b>Depreciation</b>										
As at April 1, 2013	-	18,529,801	22,014,114	195,668	1,246,547	225,533	209,447	85,901	812,204	53,370,305
Charged for the year	-	5,219,798	9,810,617	55,069	351,820	86,882	55,944	41,004	282,250	15,613,364
DISPOSALS	-	-	-	-	-	-	-	-	-	-
Other Adjustments	-	-	-	-	-	-	-	-	-	-
As at December 31, 2013	-	23,749,599	41,824,731	250,737	1,598,367	312,415	265,391	126,905	1,105,454	69,983,069
Charged for the year	-	5,180,396	9,498,309	48,483	349,261	87,156	55,837	44,624	309,226	15,576,485
DISPOSALS	-	-	-	-	-	-	-	-	-	-
Other Adjustments	-	-	-	-	-	-	-	-	-	-
As at Sep 30, 2014	-	28,929,995	51,323,040	299,220	1,947,628	399,571	321,228	171,529	1,414,774	84,510,159
<b>Net Block</b>										
As at December 31, 2013	30,743,953	183,678,341	225,279,687	1,289,055	7,432,382	1,646,386	516,217	758,343	1,341,297	452,171,672
As at Sep 30, 2014	30,743,953	178,597,125	217,391,063	1,299,592	7,083,121	1,440,230	460,560	797,719	1,367,072	435,913,545



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10 TRANSRAIL LIGHTING LIMITED  
 Fixed Assets schedule for the year ended on 30.09.2014

INTANGIBLE ASSETS	Computer software
<b>Gross Block</b>	
As at April 1, 2013	124,845
Additions	-
Disposals	-
Other Adjustments	-
As at December 31, 2013	124,845
Additions	-
Disposals	-
Other Adjustments	-
As at Sep 30, 2014	124,845
<b>Depreciation</b>	
As at April 1, 2013	54,308
Charged for the year	18,247
Disposals	-
Other Adjustments	-
As at December 31, 2013	69,594
Charged for the year	15,126
Disposals	-
Other Adjustments	-
As at Sep 30, 2014	84,720
<b>Net Block</b>	
As at December 31, 2013	55,251
As at Sep 30, 2014	40,125

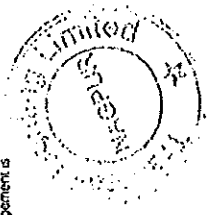
Capital Work in Progress	
As at December 31, 2013	968,182
As at Sep 30, 2014	983,698

Note:

1) In respect of immovable properties, the management has carried out an exercise for determining the impairment and is of the opinion that no impairment has taken place in respect of immovable assets

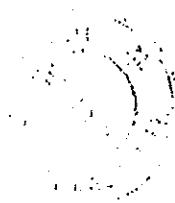
2) In respect of other assets, which are, mainly Plant & Machinery etc., the Company has undertaken the exercise of determining the net selling price with the help of a registered valuer and their value in use with reference to the position as at 30th September, 2014 and after carrying out the necessary exercise for determining the value of impairment of assets during the period from 1<sup>st</sup> January, 2014 to 30th September, 2014, the Management is of the opinion that there is no impairment of assets requiring adjustment in the carrying amount of the said assets that needs to be provided for.

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12 Deferred Tax Assets (net)

Particulars	As at 30-September-14 Rs.	As at 31-December-13 Rs.
Deferred Tax Liability:		
Depreciation	(519,734,453)	(49,016,582)
Provision for Leave Salary	465,419	602,421
Provision for Gratuity	407,786	339,024
Accumulated Losses	519,724,453	49,016,582
Preliminary Expenses	-	-
Deferred Tax Liability (Net)	(873,204)	(941,445)

13 Long Term Loans and Advances

Particulars	As at 30-September-14 Rs.	As at 31-December-13 Rs.
Capital Advances		
Unsecured, considered good		1,350
Other Deposits		
Unsecured, considered good	1,532,831	3,330,964
Advances recoverable in cash or kind		
Prenaid Expenses	281,342	1,105,781
Other Loans And Advances		
Taxes Paid Net of Provisions	7,568,630	6,131,347
Salutory dues receivable	37,843	48,571
Total	9,480,406	10,619,013

14 Other Non-Current Assets

Particulars	As at 30-September-14 Rs.	As at 31-December-13 Rs.
Trade Receivables	505,990	296,850
Total	505,990	296,850

Inventories

Particulars	As at 30-September-14 Rs.	As at 31-December-13 Rs.
Raw Material	79,100,865	54,587,640
Work in Progress	101,140,971	67,437,123
Finished Goods	36,705,856	15,883,065
Stores & Spares	7,793,291	7,115,197
Bought Out	35,866,923	26,347,030
Others - Scrap	4,506,180	4,517,240
Total	264,974,086	175,907,295

15.1 Mode of Valuation

As taken, valued and certified by the Director:-

Particulars	At Cost
Raw Material (includes Stock in Transit of Rs. Nil, previous year Rs. 12,20,614)	At Cost
Work in Progress - Manufacturing	At Cost
Work in Progress - Construction Contracts	At Cost, plus estimated profit on job evaluated
Finished Goods	At cost or net realisable value, whichever ever is lower
Stores & Spares	At Cost
Bought Out and Stock in Transit	At Cost
Other - scrap Material	At realisable value



16 Trade Receivables

Particulars	As at 30-September-14 Rs.	As at 31-December-13 Rs.
Trade Receivables:-		
Unsecured, considered good unless otherwise stated		
a) Outstanding for a period exceeding six months - good	82,322,422	73,104,225
	82,322,422	73,104,225
Sub Total		
b) Others - considered good	249,388,963	172,413,750
Total	331,711,385	245,517,975

17 Cash and Bank Balances

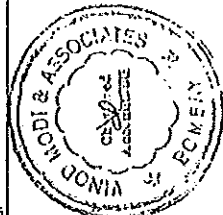
Particulars	As at 30-September-14 Rs.	As at 31-December-13 Rs.
a) Cash and Cash Equivalents		
(i) Balances with banks	175,255	1,375,090
(ii) Cash on hand	160,533	174,749
Total	335,788	1,549,839
b) Balances with banks to the extent held as margin money or security against the borrowings, guarantees, other commitments	9,901,390	9,674,857
c) Bank deposits with more than 12 months maturity - Provided as margin money or security against bank guarantee	650,000	650,000
Total	10,887,173	11,874,696

18 Short Term Loans and Advances:-

Particulars	As at 30-September-14 Rs.	As at 31-December-13 Rs.
Other Deposits		
Unsecured, considered good	1,447,679	279,255
Advances recoverable in cash or kind		
Prepaid Expenses	4,931,963	398,390
Advances to Vendor's	3,643,437	3,009,663
Advances to Related Party - Gaimon India Ltd - Holding Company	178,679	178,679
Other Loans And Advances		
Staff Advances	102,833	153,033
Statutory dues receivable	32,219,990	27,795,633
Total	42,584,531	31,874,603

19 Other Current Assets

Particulars	As at 30-September-14 Rs.	As at 31-December-13 Rs.
Interest Receivable	808,848	369,626
Total	808,848	369,626



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20 Revenue from Operations (Gross):

Particulars	September 2014 Rs.	December 2013 Rs.
Sale of Products		
(i) High mast / Poles	436,254,680	546,428,157
Less: - Excise duty	(92,217,823)	(27,423,797)
Sub Total	402,036,857	319,004,370
Sale of Services		
(ii) Erection	44,472,743	40,502,236
(iii) Testing charges	44,472,743	40,502,236
Sub Total	88,945,486	81,004,472
Bought out Sale	111,382,380	92,073,822
Sub Total	111,382,380	92,073,822
Total	557,991,958	451,580,427

21 Other Operating Income:

Particulars	September 2014 Rs.	December 2013 Rs.
Sale of Scrap	35,115,058	20,663,290
Jobwork	26,859,427	38,687,137
Freight Charges Received	11,410,255	5,029,687
Duty Drawback Income	-	1,907,844
Total	73,384,718	64,167,948

22 Other Income:

Particulars	September 2014 Rs.	December 2013 Rs.
Interest Income	850,194	2,072,746
Prior period Income	134,007	258,215
Other Misc Income	585,836	132,446
Total	1,569,937	2,443,407

23 Cost of Materials Consumed

Particulars	September 2014 Rs.	December 2013 Rs.
Raw Materials Consumed		
Opening Stock	54,687,640	37,516,054
Add: Purchases (Net of Discount)	341,538,019	144,919,703
Less: Closing Stock	79,100,865	54,687,640
Total	317,124,794	177,747,117

23.1

Particulars	September 2014 Rs.	December 2013 Rs.
CIF Value of Imports		
Raw Materials	-	-
Capital Goods	-	-
Components & Spare Parts	114,551	445,494

23.2

Particulars	September 2014		December 2013	
	(Rs)	%	(Rs)	%
Consumption of Raw Material				
Raw materials:				
Imported	NIL	NIL	NIL	NIL
Indigenous	317,124,794	100%	177,747,117	100%
Stores & Spare Parts:				
Imported	114,551	1%	-	NIL
Indigenous	21,745,024	99%	17,658,348	100%



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23.3	Raw Material Consumed -	September 2014	December 2013
		Rs.	Rs.
	Steel	254,896,128	143,163,543
	Zinc	62,228,666	34,593,574

24	Purchase of Stock in Trade :	September 2014	December 2013
	Particulars	Rs.	Rs.
	Traced item - Brought out Material	74,930,310	74,925,463
	Total	74,930,310	74,925,463

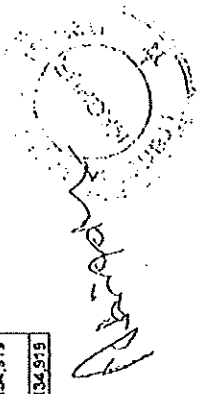
25	Changes in inventories of finished goods work-in-progress and Stock-in-Trade	September 2014	December 2013
	Particulars	Rs.	Rs.
	Inventory Adjustments - WIP:-		
	Work in progress at Opening	67,437,123	70,233,928
	Work in progress at Closing	(101,140,521)	(67,437,123)
	Inventory Adjustments - FG:-		
	Stock at Commencement:	20,320,305	22,266,249
	Less : Stock at Closing	(64,715,573)	(20,320,305)
	Total		4,762,749

26	Subcontracting Expenses	September 2014	December 2013
	Particulars	Rs.	Rs.
	Subcontracting Expenses	39,191,512	43,711,073
	Total	39,191,512	43,711,073

27	Employee Benefit Expenses	September 2014	December 2013
	Particulars	Rs.	Rs.
	Salaries, Allowances, Bonus, Perquisites, etc	69,341,254	62,742,917
	Contribution to Employees' welfare funds	1,235,500	2,105,931
	Staff Welfare expenses	1,049,045	886,857
	Total	71,625,799	65,735,705

28	Foreign Exchange (Gain) / Loss	September 2014	December 2013
	Particulars	Rs.	Rs.
	Foreign Exchange (Gain) / Loss	(38,082)	233,286
	Total	(38,082)	233,286

29	Finance Cost	September 2014	December 2013
	Particulars	Rs.	Rs.
	Interest Expense	54,105,678	66,134,919
	Total	54,105,678	66,134,919



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30 Depreciation & Amortisation

Particulars	September 2014 Rs.	December 2013 Rs.
Depreciation	15,576,466	15,613,384
Amortisation	15,136	15,247
<b>Total</b>	<b>15,591,602</b>	<b>15,628,631</b>

31 Other Expenses

Particulars	September 2014 Rs.	December 2013 Rs.
Consumption of stores and Stores	21,859,575	17,659,849
Bank Guarantee Charges	821,113	797,783
- VAT WCT & Services Tax Expenses	2,806,830	771,280
Power & Fuel	27,837,792	27,652,300
Rent	67,250	543,920
Rates & Taxes	68,633	62,285
Repairs to Building	269,708	18,286
Repairs to Machinery	678,280	209,260
Sundry Debit Balances Written off	807,402	175,857
Bad debts written off	127,973	89,472
Preliminary Exp Written Off	-	-
Insurance	1,585,405	1,058,175
Prior period Expenses	1,899,868	929,875
Donation	500	11,101
Traveling Expenses	3,523,635	2,760,334
Freight & Other Expenses	23,254,494	11,449,978
Remuneration to Auditors	-	-
- Audit Fees	500,000	633,708
- Tax Audit Fees	300,000	-
Other Expenses	38,463,708	23,965,716
<b>Total</b>	<b>125,974,195</b>	<b>88,335,107</b>

32 The company follows the system of accounting of retention revenue for erection/supply contracts based on the stage of completion of the contracts. However, during the warranty period of the contracts, the company may have to incur cost. On the basis of technical assessment of the cost to be incurred, the company is of the view that no further provision is required for any foreseeable expenditure/ contingencies. Being a technical matter, the auditors have relied on certification from management in this regard.

33 Earnings In Foreign Exchange

Particulars	September 2014 Rs.	December 2013 Rs.
FOB Value of Exports	4,655,573	5,437,498





34 Expenditure in Foreign Currency

Particulars	September 2014 Rs.	December 2013 Rs.
Traveling Expenses	1,017,187	889,546
Cleaning & Forwarding	-	22,368

35 Contingent Liabilities and Commitments

Particulars	September 2014 Rs.	December 2013 Rs.
<b>A Contingent Liabilities</b>		
i) Counter Guarantees given to its banks	175,327,387	143,575,185
ii) Other monies for which the Company continuously liable	-	-
<b>B Commitments</b>		
(a) Estimated amount of contracts remaining to be executed on Capital Account and not provided for in accounts.	NIL	NIL

36 Disclosure as required by Accounting Standard - AS 18

- i) Relationships:
- a) Gammon India Ltd (GIL) - Holding Company
  - b) Key Management Personnel and their relatives:
    - 1. Mr. D. C. Bagde
    - 2. Mr. H.K.Jain

ii) Related Party Transaction with :-

Particulars	September 2014 Rs.	December 2013 Rs.
a) Gammon India Ltd	-	29,436,812
b) Loan Taken	-	3,218,768
iii) Loan Repaid/ Adjusted	30,782,142	29,129,030
iiii) Interest Paid	477,858,181	447,176,049
v) Loan Outstanding (CR)	57,186,748	27,848,927
vi) Purchase of Goods / Services	62,731,536	46,609,739
vii) Sales of Goods / Services	46,851,197	57,814,956
viii) Debtors Received / Adjusted	923,956	825,464
ix) Creditors paid	111,711,023	55,468,231
x) Payable Outstanding	56,854,819	43,014,480
xi) Receivable Outstanding	-	1,250,000
xii) Advances Given	-	1,071,571
xiii) Advances Adjusted	178,629	178,573
xiv) Advances Outstanding (DR)	-	-
xv) Salary - H. K. Jain	4,129,875	4,096,574

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37 Disclosures as required by AS-7 "Construction Contracts"

	September 2014 Rs.	December 2013 Rs.
a) Contractual Revenue Recognized	45,871,201	31,074,020
b) <u>Disclosures for Contracts in progress as at the year end</u>		
i) Aggregate amount of cost incurred	207,166,564	163,261,627
ii) Profit recognized (Net of Losses recognized)	22,504,733	19,511,192
iii) Advances received		
iv) Retention receivables	15,322,375	8,319,322
v) Amount due from customer for contract work	5,474,880	9,466,254
vi) Amount due to Customer for contract work	6,512,664	5,258,624

38 Since the company is manufacturer / trader in High Mast Lighting Poles and its Accessories, the Company has therefore, only one reportable segment i.e. High Mast pole manufacture.

39 In view of losses, no provision for taxation has been made.

40 In the opinion of the Management, Current Assets, and Non-Current Assets other than Fixed Assets and Non-Current Investments have a value on realization in the ordinary course of business at least equal to the amount at which they are stated in the Balance Sheet.

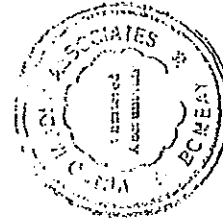
41 Balances of Trade Receivables, Trade Payables, Loans and Advances are as per the Books of Accounts of the company and are subject to confirmation and reconciliation.

42 The current period figures are for the period from 1st January 2014 to 30th September 2014 whereas the figures for previous period are for the period from 1st April 2013 to 31st December 2013.

43 The previous year's figures have been reclassified / recast, where ever necessary, to conform to this year's classification.

44 Significant accounting policies and practices adopted by the Company, are disclosed in the statement annexed to these Financial Statements as Annexure - I

For M.G. SHAH & ASSOCIATES  
Chartered Accountants  
FRN NO. 112551W



For VINOD MODI & ASSOCIATES  
Chartered Accountants  
FRN NO. 111515W

VINOD MODI  
Proprietor  
M.No. 72131

For and on behalf of the  
Board of Directors

*[Signature]*  
DIRECTOR



Place : Mumbai  
Dated :

5/10/2014

TRANSRAIL LIGHTING LIMITED

CASH FLOW FOR THE PERIOD ENDED 30TH SEPTEMBER, 2014

A	CASH FLOW FROM OPERATING ACTIVITIES:	30TH SEPTEMBER 2014		31ST DECEMBER 2013	
		09 MONTHS		12 MONTHS	
		RUPEES	RUPEES	RUPEES	RUPEES
	Net Profit/(Loss) before Tax and extraordinary items		(8,862,689)		(19,021,689)
	Adjustments for:				
	Depreciation	15,591,602		16,628,631	
	Dividend received				
	Interest (Net)	63,245,483		64,062,173	
	Employee stock option cost				
	Loss on sale of Investment				
	Profit on sale of Investment				
	Lease Charges of Land				
	Profit on sale of Fixed asset				
	Foreign Exchange translation difference				
	Bad debts written off				
	Provision for doubtful Debtors	127,973		89,472	
	Provision for diminution in the value of assets				
	Head office control account		68,965,058		79,780,276
	Operating Profit before Working Capital Changes		60,102,376		60,758,587
	Adjustments for:				
	Trade and other receivables	(86,331,323)		24,083,300	
	Current Assets and W. I. P.	(88,627,769)		25,997,830	
	Trade Payables & Working Capital Finance	151,344,832		(16,358,663)	
	Loans and Advances	(10,718,505)	(34,332,764)	6,795,881	39,520,348
	<b>CASH GENERATED FROM OPERATIONS</b>		<b>25,769,611</b>		<b>100,278,935</b>
	Direct Taxes paid				
	Cash flow before extraordinary items		25,769,611		100,278,935
	Prior period adjustments				
	Extraordinary items				
	<b>Net Cash from operating activities</b>		<b>25,769,611</b>		<b>100,278,935</b>
B.	<b>CASH FLOW FROM INVESTMENT ACTIVITIES</b>				
	Purchase of Fixed Assets	(2,334,155)		(671,401)	
	Sale of Fixed Assets				
	Sale of Investment				
	Interest received	860,194		2,072,746	
	Dividend received				
	<b>Net Cash used after Investing activities</b>		<b>(1,473,960)</b>		<b>1,401,345</b>
			24,295,651		101,680,279
C.	<b>CASH FLOW FROM FINANCING ACTIVITIES</b>				
	Interest paid	(54,105,678)		(68,134,919)	
	Proceeds from issue of Share Capital				
	Esop share application received				
	Investment				
	Foreign exchange translation Reserve				
	Proceeds from borrowings	28,826,522		(48,876,279)	
	Proposed Dividend (including Tax)				
	<b>NET INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENTS</b>		<b>(983,504)</b>		<b>(13,330,918)</b>
	Balance as on 31.12.2013		11,874,686		26,205,604
	Balance as on 30.09.2014		10,891,181		11,874,686
	<b>NET INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENTS</b>		<b>(983,504)</b>		<b>(13,330,918)</b>
	Figures in brackets denote outflows				

As per our attached report of even date

For M.G. SHAH & ASSOCIATES

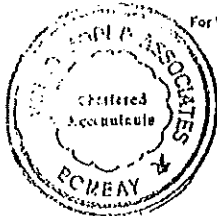
Chartered Accountants

FRN No. 12561W

ASHOK SHAH

Partner

M No. 16657



For VINOD MODI & ASSOCIATES

Chartered Accountants

FRN No. 14451W

VINOD MODI

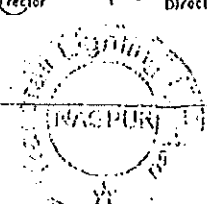
Proprietor

M No. 72331

For and on behalf of the Board of Directors

*[Signature]*  
Director

*[Signature]*  
Director



Place MUMBAI

Date :

30.09.2014

**TRANSRAIL LIGHTING LIMITED  
STATEMENT ON SIGNIFICANT ACCOUNTING POLICIES  
SIGNIFICANT ACCOUNTING POLICIES**

**a) i) Basis of Preparation of Financial Statements :**

- a The Financial statements have been prepared to comply in all material respects with the notified Accounting Standards by the Companies Accounting Standards Rules, 2006 and the relevant provisions of Companies Act, 1956 read with the general circulars 15 / 2013 dated Sept.13, 2013 of the Ministry of Corporate Affairs in respect of section 133 of the Companies Act, 2013. The financial statements have been prepared under the historical cost convention, on an accrual basis of accounting.
- b The classification of Assets & Liabilities of the company is done in to current and non current based on the criterion specified in Revised Schedule VI notified under the Companies Act, 1956.
- c The Accounting policies discussed more fully below, are consistent with those in the previous year.

**ii) Use of Estimates :**

The preparation of financial statements requires estimates and assumptions to be made that affect the reported amount of assets and liabilities on the date of financial statements and the reported amount of revenues and expenses during the reporting period. Difference between the actual result and estimates are recognized in the period in which the results are known.

**b) REVENUE RECOGNITION:**

**i) Supply of Materials:**

Revenue is recognized upon the delivery of the goods to the clients in accordance with the terms of the contract. Sales include Excise Duty and other receivables from the customers, but exclude Value Added Tax, wherever applicable.

**ii) Contract Revenue:**

Long term contracts are progressively evaluated at the end of each accounting period. On contracts under execution which have reasonably progressed, profit is recognized by evaluation of the percentage of work completed at the end of accounting period, whereas, foreseeable losses are fully provided for in the respective accounting period. The percentage of work completed is determined by the expenditure incurred on the job till each review date to total expected expenditure of the job. Price variation claims, rate differential for work done are accounted on accrual basis. Sales exclude Service Tax.

**iii) Export Benefits:**

Duty Drawback claims are recognized based on the entitlement under relevant scheme/laws.

**iv) Other Revenues:**

All other revenues are recognized on accrual basis.



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c) **FIXED ASSETS:**

Fixed Assets are stated at cost of acquisition net of excise duty and Value Added Tax, wherever applicable, plus Pre-operative Expenses apportioned thereto upon capitalization thereof, wherever applicable, less accumulated depreciation.

d) **DEPRECIATION:**

i) Depreciation on Fixed Assets in India is provided on straight-line method at the rates and in the manner specified in Schedule XIV to the Companies Act, 1956, on pro-rata basis.

e) **INVENTORIES:**

i) Raw Materials are valued at cost, net of Excise duty and Value Added Tax, wherever applicable. Stores and spares, loose tools are valued at cost except unserviceable and obsolete items that are valued at estimated realizable value thereof. Costs are determined on weighted average method.

ii) Work in progress is valued at cost and costs are determined on weighted average method.

iii) Work in progress on construction contracts reflects value of material inputs and expenses incurred on contracts.

iv) Finished Goods are valued at cost or net realizable value, whichever is lower. Costs are determined on weighted average method.

f) **CENVAT CREDIT AND VALUE ADDED TAX:**

The cost of Material (inputs) is accounted at purchase cost net of excise duty and Value Added Tax, wherever applicable. The excise duty element of materials (inputs) is debited to "Modvat Credit Receivable A/c." and Value Added Tax element of materials (inputs) is debited to "VAT Credit Receivable A/c.", under the head "Loans & Advances" The excise duty and Value Added Tax payable on dispatch of goods are credited to Modvat Credit Receivable A/c. and VAT Credit Receivable A/c by debiting the same to excise duty and value added tax (sales tax), respectively in Profit & Loss A/c.

g) **Employees' Benefits:**

i) Short-term employee benefits are recognized as an expense at the undiscounted amount in the profit and loss account of the year in which the related service is rendered.

ii) Post employment and other long-term employee benefits are recognized as an expense in the profit and loss account for the year in which the employee has rendered services. The expense is recognized at the present value of the amount payable determined using actuarial valuation techniques. Actuarial gains and losses in respect of post employment and other long-term benefits are charged to the profit and loss account.

h) **FOREIGN CURRENCY TRANSACTIONS:**

i) Outstanding Current Assets and Current liabilities, denominated in foreign currency, are translated at the exchange rate prevalent as at the date of the Balance Sheet. Exchange gain or loss arising on such foreign currency translation is recognized as income or expense in the Profit and Loss Account. Foreign currency variations relating to outstanding liabilities in respect of acquisition of fixed asset are charged /recognized as expenses /income in the profit and loss account.

The bottom of the page features three circular stamps. The first is for 'G. SHAH & ASSOCIATES'. The second is for 'SHRIDHAR MOIN & ASSOCIATES' with 'Chartered Accountants' written in the center. The third is for 'NAGPUR'. To the right of these stamps is a handwritten signature.

**l) DEFERRED TAXATION:**

Provision for tax is made for both Current and Deferred Taxes. Deferred Tax Assets and liabilities arising on account of timing differences between the profit as per the financial statements and the profit offered for Income Tax, and which are capable of reversal in subsequent years, are recognized based on the tax rates that have been enacted or substantively enacted as at the Balance Sheet date. Deferred Tax Assets on account of brought forward losses, unabsorbed depreciation are recognized only if there is a virtual certainty of its realization supported by convincing evidence. Deferred Tax Assets / Liabilities are reviewed as at each Balance Sheet date based on developments during the year to reassess realization/ liabilities.

**j) BORROWING COSTS:**

Borrowing costs, which are directly attributable to acquisition of fixed assets, which cannot be put to use, are capitalized as part of the cost of such assets. Other borrowing costs are charged to Profit & Loss account.

**k) IMPAIRMENT LOSS:**

Impairment loss is recognized whenever the carrying amount of qualifying assets exceeds their recoverable amount. Recoverable amount is the higher of our asset's net selling price and its value in use. Value in use is the present value of estimated future cash flows expected to arise from the continuing use of an asset, based on an appropriate discount factor. Net selling price is the amount obtainable from the sale of an asset in an arm's length transaction.

**l) PROVISIONS, CONTINGENT LIABILITIES & CONTINGENT ASSETS:**

Provisions involving substantial degree of estimation in measurement are recognized when there is a present obligation as a result of past events and it is probable that there will be outflow of resources. Contingent liabilities are not recognized but are disclosed in the notes. Contingent assets are neither recognized nor disclosed in the financial statements.



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## Transrail Lighting Limited

### NOTICE

Notice is hereby given that the 8<sup>th</sup> Annual General Meeting of the members of **TRANSRAIL LIGHTING LIMITED** will be held at shorter notice on Monday, 23<sup>rd</sup> March, 2015 at 3.30 p.m. at its Registered Office situated at R:F, 3<sup>rd</sup> :W: P: 3/8, Hamilton House, J. N. Heredia Marg, Ballard Estate, Mumbai-400038 to transact the following business:

#### ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements of the Company for the nine (9) months period ended 30<sup>th</sup> September, 2014 together with the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in the place of Mr. Digambar Chunilal Bagde 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. M.G. Shah & Associates, Chartered Accountants (Firm Registration No. 112561W) & M/s. Vinod Modi & Associates (Firm Registration No. 111515W), the retiring joint Statutory Auditors of the Company, be and are hereby re-appointed as the joint Statutory Auditors of the Company to hold office for a period of two (2) years from the conclusion of this meeting until the conclusion of the 10<sup>th</sup> Annual General Meeting, subject to ratification of your appointment at each Annual General Meeting 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 Mr. Naval Choudhary, (DIN:00192164) who was appointed as an Additional Director of the Company with effect from 20<sup>th</sup> December 2014 pursuant to Section 161 of the Companies Act, 2013 ("the Act") and who holds office only upto the date of this Annual General Meeting and in respect of whom notice under Section 160 of the Act has been received from a member signifying his intention to propose Mr. Naval Choudhary as a candidate for the office of Director of the Company, be and is hereby appointed as a Director of the Company."

5. To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED that Mr. Narayana Rao Sai Mohan, (DIN: 06942791) who was appointed as an Additional Director of the Company with effect from 8<sup>th</sup> August 2014 pursuant to Section 161 of the Companies Act, 2013 ("the Act") and who holds office only upto the date of this Annual General Meeting and in respect of whom notice under Section 160 of the Act has been received from a member

#### Registered Office:

R: F, 3rd: W: P: 3/8, Hamilton House,  
J. N. Heredia Marg, Ballard Estate, Mumbai  
Maharashtra-400038 (INDIA)  
Phone: +91 022 - 22705562  
Email: contact@transrailind.com  
CIN : U31506MH2008PLC179012

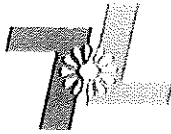
#### Branch Office:

3 rd Floor, Neptune Tower, Productivity Road  
Alkapuri, Baroda - 390 007 (Gujarat)  
Phone : +91 - 265 - 2338472, 2334937  
Fax : +91 - 265 - 2340887.

#### Works:

Survey No. 227, Khancvel-Kherdi Road,  
Village-Kherdi, (D & N.H.) Silvassa-396230  
Phone : +91-260-264-1666  
Fax : +91-260-264-1666.





## Transrail Lighting Limited

signifying his intention to propose Mr. Narayana Rao Sai Mohan as a candidate for the office of Director of the Company, he and is hereby appointed as a Director of the Company."

By Order of the Board of Directors  
For TRANSRAIL LIGHTING LIMITED

  
DIRECTOR

Registered Office:  
Hamilton House, J. N. Heredia Marg,  
Ballard Estate, Mumbai-38

Place: Mumbai  
Date: 20.03.2015

### NOTES:

- a) A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND 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
- b) The Proxy should be lodged with the Company at its Registered Office at least forty eight (48) hours before the time for holding the meeting.
- c) The relative Explanatory Statement pursuant to section 102 of the Companies Act, 2013 in respect of special business under Item No. 4 and 5.

#### Registered Office:

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CIN : U31506MH2008PLC179012

#### Baroda Office :

3 rd Floor, Neptune Tower, Productivity Road  
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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 and 5 of the accompanying Notice dated 20<sup>th</sup> March 2015.

Item No. 4

(i) Appointment of Mr. Naval Choudhary as Director :

Mr. Naval Choudhary was appointed as an Additional Director of the Company with effect from 20<sup>th</sup> December 2014. In terms of Section 161 (1) of the Companies Act, 2013, Mr. Choudhary holds office only upto the date of the forthcoming Annual General Meeting but is eligible for appointment as a Director. A Notice under Section 160(1) of the Companies Act, 2013 has been received from a member signifying his intention to propose Mr. Choudhary appointment as Director of the Company.

Mr. Naval Choudhary is a Non-Executive Independent Director of the Company. He 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.

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.4.

Item No. 5

(i) Appointment of Mr. Narayana Rao Sai Mohan as Director :

Mr. Narayana Rao Sai Mohan was appointed as an Additional Director of the Company with effect from 8<sup>th</sup> August 2014. In terms of Section 161 (1) of the Companies Act, 2013, Mr. Narayana Rao Sai Mohan holds office only upto the date of the forthcoming Annual General Meeting but is eligible for appointment as a Director. A Notice under Section 160(1) of the Companies Act, 2013 has been received from a member signifying his intention to propose Mr. Sai Mohan appointment as Director of the Company.

Mr. Narayana Rao Sai Mohan is an Executive Director of the Company. Mr. Sai Mohan is a Graduate of Electrical Engineering and has over 40 years of experience and expertise in the transmission business. He has worked at various levels in different organisations. He was the President & CEO of the

Registered Office:

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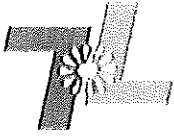
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## Transrail Lighting Limited

International Division at Kalptaru Power Transmission and thereafter as the Technical advisor. He does not hold any equity shares of the Company.

Except Mr. Narayana Rao Sai Mohan, 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.

By Order of the Board of Directors  
For TRANSRAIL LIGHTING LIMITED

DIRECTOR

Registered Office:  
Hamilton House, J. N. Heredia Marg,  
Ballard Estate, Mumbai-38

Place: Mumbai  
Date: 20.03.2015

Registered Office

R: E, 3rd: W: P: 3/8, Hamilton House,  
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## DIRECTORS REPORT

Directors of Transrail Lighting Limited have pleasure in presenting the 8<sup>th</sup> Annual Report of your Company together with the Audited Accounts for the nine (9) months period ended 30<sup>th</sup> September, 2014.

*The Ministry of Corporate Affairs has, vide General Circular 08/2014 No. 1/19/2013-CL-V dated 4<sup>th</sup> April 2014, clarified that 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. In view of the same the aforementioned statements have been prepared in line with the applicable provisions of the Companies Act, 1956.*

### 1. FINANCIAL RESULTS:

Particulars	(Amount in Rs.)	
	30 <sup>th</sup> September, 2014	31 <sup>st</sup> December, 2013
Total Revenue	632,866,545	518,191,782
Total Expenses	641,729,228	537,213,471
Profit / (Loss) before tax	(8,862,683)	(19,021,689)
Tax expense	68,241	(240,010)
Profit / (Loss) after tax	(8,930,924)	(18,781,679)

### 2. OPERATIONS:

The year under review is a 9 month period commencing on 1st January, 2014 and ending on 30th September, 2014. During the period, the Total revenue of the company stood at Rs.63.28 Crore, as compared to Rs. 51.81 Crore during the previous period, reflecting growth of 22%. The Company also trimmed its Net losses to Rs 89.30 Lacs against Rs 187.81 Lacs during the previous period.

The Company has bagged a prestigious order for refinery project, first time being fabricated in India. The Company shall be executing 3 towers for end client Relliance. This shall be a good diversification.

The Infrastructure segment continued to be sluggish due to policy inaction and liquidity constraints. The company is exploring several options for overcoming the liquidity crisis. With new and progressive government at the center, we are hoping the government will come up with the clear cut road-map for the policies.

Your Directors continue to believe in the long-term potential of India's Infrastructure space. Moving forward, our business growth will be driven by our proven technical prowess in design, operations and maintenance. Going forward, our focus will be to consolidate existing opportunities and leverage new possibilities.

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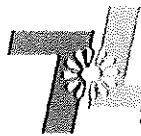
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3 rd Floor, Neptune Tower, Productivity Road  
Alkapuri, Baroda - 390 007 (Gujarat)  
Phone : +91 - 265 - 2338472, 2334937  
Fax : +91 - 265 - 2340887.

#### Works :

Survey No. 227, Khancel-Kherdi Road,  
Village-Kherdi, (D & H.I.) Silvassa-396230  
Phone : +91-260-264-1666  
Fax : +91-260-264-1666.

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### 3. **Transrail Lighting Limited** **DIVIDEND:**

In view of loss incurred during the nine (9) months period ended 30<sup>th</sup> September, 2014, your Directors do not recommend any Dividend.

### 4. **PUBLIC DEPOSITS:**

Your Company has not accepted deposits under Section 58A of the Companies Act, 1956 from the Public.

### 5. **DIRECTORS:**

Mr. Digambar Chunilal Bagde retires by rotation at the ensuing Annual General Meeting and being eligible offers himself for re-appointment.

During the period under review, Mr. Naval Choudhary and Mr. Narayana Rao Sai Mohan were appointed as an Additional Directors of the Company with effect from 20<sup>th</sup> December 2014 and 8<sup>th</sup> August 2014 respectively. A notice under section 160 of the Companies Act, 2013 together with requisite deposit has been received from a member of the Company to propose Mr. Choudhary and Mr. Sai Mohan as a candidate for the office of Director of the Company at the forthcoming Annual General Meeting.

During the period under review, Mr. Hasmukh M. Joshi, Mr. Ghanshyam Rathod and Mr. N.M. Ravi resigned as director of the Company with effect from 8<sup>th</sup> August, 2014, 23<sup>rd</sup> February, 2015 and 3<sup>rd</sup> March, 2015 respectively.

### 6. **AUDITORS:**

M/s. M.G. Shah & Associates, Chartered Accountants & M/s. Vinod Modi & Associates, Joint Statutory Auditors of the Company, retire at the ensuing Annual General Meeting and being eligible offer themselves for re-appointment of the Firm as Statutory Auditors of the Company to hold office from the conclusion of the this Annual General Meeting until the conclusion of the 10<sup>th</sup> Annual General Meeting of the Company, subject to ratification of appointment at each Annual General Meeting.

A certificate to the effect that their appointment, if made, would be within the limits prescribed under Section 141 of the Companies Act, 2013 has been received from them.

### 7. **PARTICULARS OF EMPLOYEES:**

During the year under review, there were no employees in receipt of remuneration requiring disclosure pursuant to the provisions of Section 217(2A) of the Companies Act, 1956, read with the Companies (Particulars of Employees) Rules, 1975.

### 8. **DIRECTORS' RESPONSIBILITY STATEMENT:**

Pursuant to the requirements of Section 217 (2AA) of the Companies Act, 1956, the Directors confirm that:

#### Registered Office:

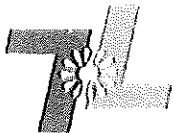
R: F; 3rd: W: P: 3/0, Hamilton House,  
J. H. Heredia Marg, Ballard Estate, Mumbai  
Maharashtra-400038 (INDIA)  
Phone: +91 022 - 22705562  
Email: contact@transrailtd.com  
CIN : U31506MH2008PLC179012

#### Baroda Office:

3 rd Floor, Neptune Tower, Productivity Road  
Alkapuri, Baroda - 390 007 (Gujarat)  
Phone : +91 - 265 - 2338472, 2334937  
Fax : +91 - 265 - 2340887.

#### Wals:

Survey No. 227, Khancel-Kherdi Road,  
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Phone : +91-260-264-1666  
Fax : +91-260-264-1666.



## Transrail Lighting Limited

1. In the preparation of the accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures.
2. The directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give true and fair view of the state of affairs of the Company for the nine (9) months period ended 30<sup>th</sup> September, 2014 and of the loss of the Company for the period ended on that date.
3. The Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities.
4. The annual accounts are prepared on a going concern basis.

### 9. PARTICULARS UNDER COMPANIES (DISCLOSURE OF PARTICULARS IN THE REPORT OF THE BOARD OF DIRECTORS) RULES, 1988.

#### A. Conservation of Energy:

The disclosure required under the said heading is not applicable to your Company.

#### B. Technology Absorption :

The Company does not have any technological collaboration arrangements.

#### C. Foreign Exchange Earnings and Outgo :

The Company did not earn or spend any foreign exchange during the year under review.

### 10. ACKNOWLEDGEMENT:

Your Directors wish to acknowledge the co-operation and assistance received from the various Local/ Government Authorities and Banks.

For and on behalf of the Board  
For TRANSRAIL LIGHTING LIMITED

Place: Mumbai  
Date: 20.03.2015

  
DIRECTOR

  
DIRECTOR

#### Registered Office:

R: E, 3rd W: P: 3/8, Hamilton House,  
J. H. Heredia Marg, Ballard Estate, Mumbai  
Maharashtra-400038 (INDIA)  
Phone: +91 022 - 22705562  
Email: contact@transrailind.com  
CIN : U31506MH2008PLC179012

#### Baroda Office :

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Phone : +91 - 265 - 2338472, 2334937  
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#### Works :

Survey No. 227, Khancvel-Kherdi Road,  
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Phone : +91-260-264-1666  
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**GAMMON**  
Builders to the Nation



# COMBATTING CHALLENGES

ANNUAL REPORT - 2014  
9 Months  
Ended September

**Gammon India Limited**







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## COMBATTING CHALLENGES

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The infrastructural sector continues to be faced by economic uncertainties. Order intake remains sluggish, since stalled projects are yet to be kick-started. Projects already awarded are progressing slowly due to continuing problems on ground, which remain unresolved over the years leading to cost escalations. This has led to multiple cases of corporate debt restructuring (CDR) and high consequential costs for the industry at large.

We too are combatting these challenges as we are working towards steering the Company out of the framework of CDR. Irrespective of all this, we are geared to make transformative moves to deliver value in the future. Through a disciplined functioning, we are optimising resources and capitalising on our core strengths. By improving efficiencies, lowering operating

costs and creating operational flexibility, we are optimising frugality and productivity. Our key priority is to deliver projects held up due to working capital shortage and sites that need to be expeditiously concluded. These actions will release resources, improve cashflows and generally build confidence with our stakeholders.

As we look into the distance, we are traversing a progressive and forward looking journey. We are confident of our solid foundation, accumulated experience, engineering capabilities and inherent strengths across verticals. Our future is about opportunities and growth, while our progress is about exploring and sustaining them. We intend to be enduring and be relevant to India's growing infrastructure needs.

# WHAT'S INSIDE

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# CORPORATE INFORMATION



## Bankers/Financial Institutions

ICICI Bank Limited  
Canara Bank  
UCO Bank  
Bank of Baroda  
Syndicate Bank  
Bank of Maharashtra  
IDBI Bank Limited  
United Bank of India  
Union Bank of India  
Life Insurance Corporation of India  
General Insurance Corporation of India  
Central Bank of India  
United India Assurance  
Allahabad Bank  
Karnataka Bank  
Indian Bank  
Oriental Bank of Commerce  
Punjab National Bank  
DBS Bank

## Chief Financial Officer

Mr. Vardhan Dharkar

## Company Secretary

Ms. Gita Bade

## Auditors

Natvarlal Vepari & Co.

## Registered Office

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

Tel: +91 22 6115 3000  
+91 22 6111 4000  
+91 22 6744 4000  
Fax: +91 22 2430 0221  
+91 22 6744 4105

## Board of Directors

**Mr. Abhijit Rajan**  
Chairman & Managing Director

**Mr. Digambar C. Bagde**  
Deputy Managing Director -  
Transmission & Distribution Division

**Mr. Rajul A. Bhansali**  
Executive Director - International Operations

**Mr. Ajit Desai**  
Executive Director &  
Chief Executive Officer

**Mr. Chandradas C. Dayal**  
Independent Director

**Mr. Naval Choudhary**  
Independent Director

**Mrs. Urvashi Saxena**  
Independent Director

**Mr. Jagdish C. Sheth**  
Independent Director

**Mr. Atul Kumar Shukla**  
Independent Director

**Mr. Atul Dayal**  
Independent Director

# ABOUT GAMMON GROUP

We are amongst the largest civil engineering firm and an EPC contractor associated with various landmark projects. With specific expertise in roads, flyovers & bridges, and power projects, we are the leaders in construction and turnkey engineering projects.

We have made a concrete contribution to India's infrastructure sector by executing multifarious civil engineering works, designing and constructing ports, harbours, thermal and nuclear power stations, dams, high-rise structures, cooling towers, chimneys, metro stations, chemical and fertiliser complexes in India and the Middle East. We also have diversified businesses, including a full-fledged EPC and manufacturing capabilities for power equipment as well as power transmission and distribution (T&D).

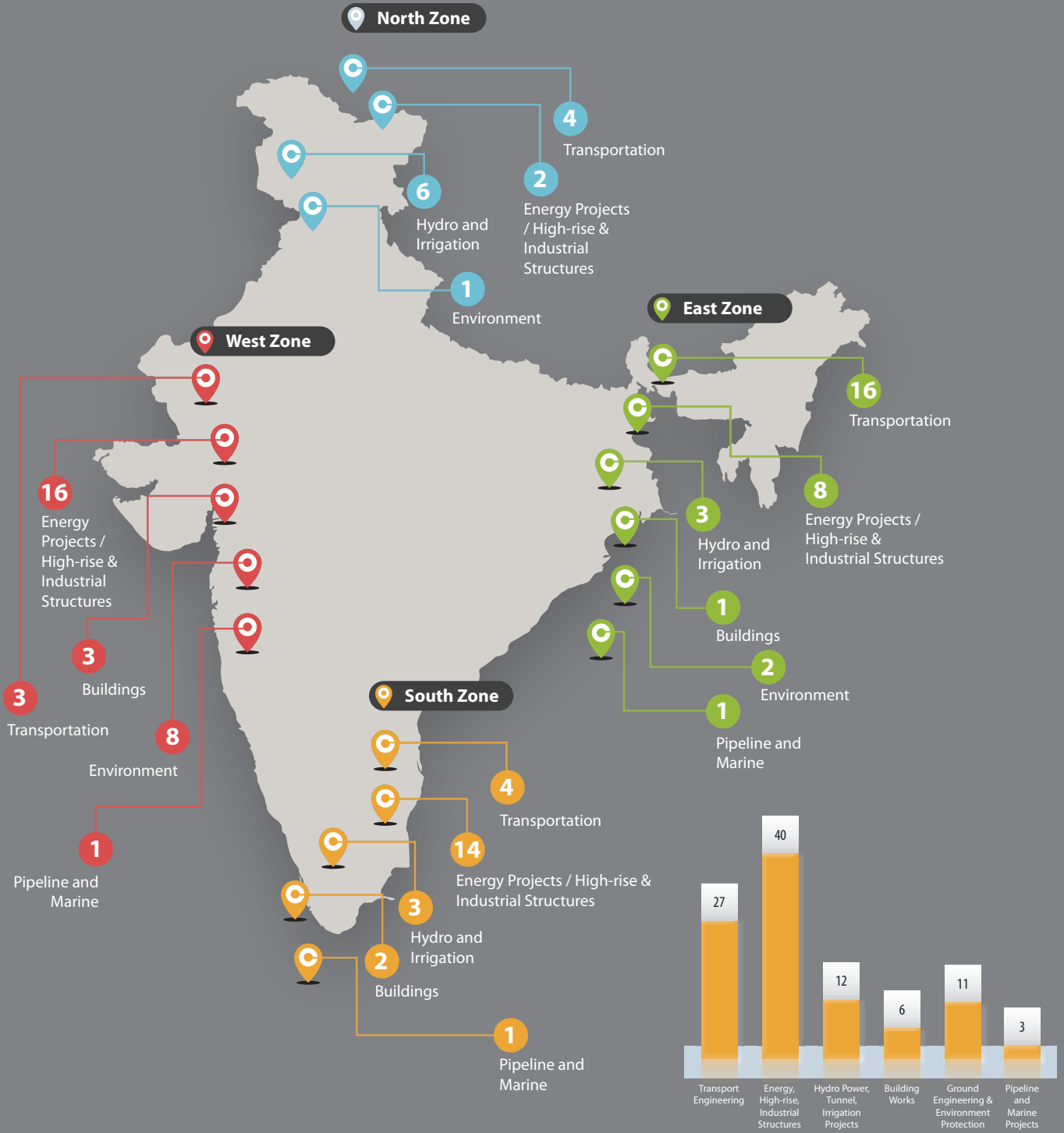
Our infrastructure development/investment business involves undertaking the design, financing, construction and operation of state-of-the-art infrastructure facilities such as toll roads, expressways, bridges, port projects (bulk & container), and power projects (hydro, thermal, among others). Our land parcels at strategic locations and our projects are expected to give high returns.

Our overseas presence includes a strategic holding in Italy-based Sofinter Group, with state-of-the-art manufacturing facilities in Italy, Romania and India. The Group is engaged in the engineering, procurement and construction of steam and power generation boilers, water and waste treatment and flameless combustion technology, with application in oil & gas, power generation and industrial sectors. Sofinter S.p.A., AnsaldoCaldaie S.p.A., AnsaldoCaldaie Boilers India, ITEA and Europower are some companies under the Group. Our overseas transmission and distribution projects are executed by our international subsidiary, SAE Powerlines S.r.L, Italy. We also have a substantial stake in Puma Oil Block in the Oriente basin in Ecuador.

## Our Area of Operations

- **Engineering, Procurement and Construction - Civil**
  - Transportation (highways, railways, metro rail, ports, bridges & flyovers), Power Generation (thermal, industrial and co-generation plants, nuclear and hydro energy, cooling towers and chimney)
  - Transmission & Distribution (design, engineering and manufacturing of high-voltage transmission towers, high mast/poles manufacturing)
  - Environmental engineering (water treatment, transmission and distribution)
  - PPP Projects (Roads, Ports, Power)
  - Irrigation
  - High-rise buildings
- **Design, Construction and Operation**
  - Infrastructure Investment and Development (toll roads, expressways, bridges, bulk and container port projects and hydro/thermal power projects)
- **Oil Exploration and Production**
- **Real Estate Development**

# PAN-INDIA PRESENCE



# CHAIRMAN'S STATEMENT



**Abhijit Rajan**

Chairman & Managing Director

Dear Shareholders,

2014 was another challenging year for EPC companies as also for infrastructure developers, owners and operators and your Company was no exception.

The Indian economy continued to face troubled times with the depreciating rupee, high inflation and endemic liquidity problems. The falling price of oil in the world markets towards the end of the year was the only cause for cheer but was limited in its overall impact. Order intake remains sluggish, since many of the stalled projects are yet to be kick-started. Projects already awarded are generally progressing slowly due to various continuing problems on ground, which remain unresolved over the years leading to cost escalations which remain unpaid. All these factors combined, have led to a vicious cycle culminating in a pile up of debt or corporate debt restructuring and high consequential costs for the construction industry.

### **New Ray of Light**

A lot of hopes were pinned on the new Government at the Centre to bring about much needed policy initiatives and systemic changes which alone would have brought the required equilibrium followed by growth trajectory. Regrettably, these have not so far been rolled out with the required speed and the problems are festering. For companies already in corporate debt restructuring, a turnaround in this situation is extremely challenging and calls for an urgent re-look of the relevant rules relating to CDR in the interest of stakeholders.



## Industry Issues

A key request of the construction industry for a long time has been a substantive change to the dispute resolution mechanism seeking payment of awarded amounts on completion of an arbitration and appealing against the same only in exceptional circumstances rather than as a rule. Another key request has been to ensure that all land is made available before award of projects so that works proceed speedily and disputes relating to idling are eliminated. Both these requests, if actioned, will bring about a tangible, qualitative change in the manner in which projects are executed and infrastructure is created in India, the benefits of which will be seen within the short to medium term. The ambitious GDP growth and job creation targets set by the present Government will then be a reality.

The economies globally are facing their own challenges characterised by rapidly changing geo-political environment and volatility in currency. With growth in China substantially declining and the European economies, barring a few exceptions, yet to come out of the slump, the upturn being witnessed in the U.S. economy offers hope, going forward.

## Year Under Review

The period under review is 9 months period commencing on 1<sup>st</sup> January 2014 and ending on 30<sup>th</sup> September 2014. During the period, your Company's turnover on a standalone basis stood at ₹ 2,966.99 crore, as compared to ₹ 3,279.31 crore during the previous period. The Company posted a net profit of ₹ 67.80 crore during the period ended September 2014, as against a net loss of ₹ 765.91 crore during the previous period ended December 2013. On a consolidated basis, the turnover of the Gammon Group stood at ₹ 3,842.61 crore, as compared to ₹ 4,932.42 crore for the previous period. The Group's net loss stood at ₹ 728.88 crore, as against a net loss of ₹ 761.86 crore in the previous year. Our order book in hand is a healthy ₹ 12,800 crore.

## Accelerating Change

The situation during the year has no doubt been exceptional, but has reinforced our determination to come out of the same by accelerating change during these turbulent times and adopting a cautious approach. We are streamlining our business processes, reinforcing our project management skills, trimming our structure costs, disposing our non-core assets, improving our operational efficiencies and working capital cycle. Our solid foundation, engineering capabilities, multiple skill sets and accumulated experience over the decades will be drawn upon to drive our turnaround and set us back on a growth path to realise our share in India's infrastructure space.

We thank our strategic partners, employees, bankers and all stakeholders for their support and the faith reposed in us during these tough times and we assure all that we will work towards our goal with renewed and dedicated commitment.

Thank you.

**Abhijit Rajan**

Chairman & Managing Director



# KEY PROJECTS

## CHENNAI METRO RAIL PROJECT

**LOCATION:** Tamil Nadu

**SCOPE OF WORK:** Design and construction of underground stations and associated tunnels at Chennai (in Consortium)

**CLIENT:** Chennai Metro Rail Corporation

**VALUE:** ₹ **1,947** crore

## BAJOLI HOLI HYDRO-ELECTRIC PROJECT

**LOCATION:** Himachal Pradesh

**SCOPE OF WORK:** Civil works for GMR Bajoli Holi Hydropower

**CLIENT:** GMR Bajoli Holi Hydropower Pvt. Ltd.

**VALUE:** ₹ **769** crore

## SIGNATURE BRIDGE

**LOCATION:** New Delhi

**SCOPE OF WORK:** Construction of bridge and its approaches over River Yamuna D/s of existing bridge at Wazirabad, Delhi

**CLIENT:** Delhi Tourism & Transport Development Corp. Ltd.

**VALUE:** ₹ **821** crore

## ELEVATED ROAD CORRIDOR

**LOCATION:** Bihar

**SCOPE OF WORK:** Construction of Elevated Corridor from AIIMS (NH-98) to Digha (Ganga Path-2) (10.5 km) in Patna District

**CLIENT:** Bihar State Road Development Corporation Ltd.

**VALUE:** ₹ **717** crore

## COOLING TOWER & CHIMNEY

**LOCATION:** Maharashtra

**SCOPE OF WORK:** National Draught Cooling Towers (4) and Chimney (2) for 4 X 600 MW Power Plant, Raigarh

**CLIENT:** Jindal Power Limited

**VALUE:** ₹ **375** crore

## ISKCON TEMPLE

**LOCATION:** West Bengal

**SCOPE OF WORK:** Construction of Iskcon Temple at Mayapur

**CLIENT:** ISKCON

**VALUE:** ₹ **137** crore

CIVIL WORKS - TUTICORIN



## NATHANI HEIGHTS BUILDING

**LOCATION:** Maharashtra

**SCOPE OF WORK:** Construction of high-rise 72-storied residential tower in Mumbai

**CLIENT:** Nathani Builders

**VALUE:** ₹ **346** crore

## VYASI HYDRO PROJECT

**LOCATION:** Uttarakhand

**SCOPE OF WORK:** Execution of balance civil works related to concrete dam, diversion works, intake and 1.35 Km HRT

**CLIENT:** Uttarakhand Jal Vidyut Nigam Limited

**VALUE:** ₹ **317** crore

## KOLKATA METRO STATIONS

**LOCATION:** West Bengal

**SCOPE OF WORK:** Construction of 10 stations and 5 KM Viaducts for Kolkata Metro Project

**CLIENT:** Rail Vikas Nigam Limited

**VALUE:** ₹ **716** crore

## COOLING TOWER & CW SYSTEM

**LOCATION:** Rajasthan

**SCOPE OF WORK:** Natural Draught Cooling Towers & Cooling Water Pump House for RAPP 7 & 8 at Rawatbhata

**CLIENT:** Nuclear Power Corporation of India Limited

**VALUE:** ₹ **648** crore

## WATER TREATMENT & DISTRIBUTION PROJECTS

**LOCATION:** Rajasthan

**SCOPE OF WORK:** 5 Nos. Water Supply projects at different locations

**CLIENT:** Rajasthan PHED

**VALUE:** ₹ **1,301** crore

## MANGDECHHU HE PROJECT

**LOCATION:** Trongsa, Bhutan

**SCOPE OF WORK:** Head Race Tunnel

**CLIENT:** Mangdechhu HE Project Authority

**VALUE:** ₹ **343** crore



# KEY PROJECTS

## OPAL DAHEJ PETROCHEMICAL COMPLEX

**LOCATION:** Dahej, Gujarat

**SCOPE OF WORK:** Cooling water system works

**CLIENT:** OPAL- ONGC Petro Additions Limited

**VALUE:** ₹ **281** crore

## SHRISHTI MIXED USED DEVELOPMENT PROJECT

**LOCATION:** Bhopal

**SCOPE OF WORK:** Development of 14.8 acres of Land

**CLIENT:** Deepmala Infrastructure Private Limited

**VALUE:** ₹ **163** crore

## KRISHNAPATNAM NDCT AND COOLING TOWER

**LOCATION:** Krishnapatnam, Nellore

**SCOPE OF WORK:** Twin flue chimney (275m height) and 2 nos NDCT (173 m ht)

**CLIENT:** Tata Projects Limited

**VALUE:** ₹ **180** crore

## RUNWAL GREENS PROJECT

**LOCATION:** Mulund, Mumbai

**SCOPE OF WORK:** Commercial and Residential Development of Civil and Structural 2 basement + 4 podium + stilt+36 habitable floors

**CLIENT:** Runwal Homes Private Limited

**VALUE:** ₹ **220** crore

SANTACRUZ CHEMBUR LINK ROAD

# T & D PROJECTS

## 400 KV DC TRANSMISSION LINE FROM OTTIAMBAKKAM-VEERAMANUR

**LOCATION:** Tamil Nadu

**SCOPE OF WORK:** Design, Erection and Stringing including Manufacture and Supply of Towers

**CLIENT:** Tamil Nadu Electricity Board

**VALUE:** ₹ **440** crore

## 800 KV HVDC TRANSMISSION LINE FROM CHAMPA-KURUKSHETRA

**LOCATION:** Champa-Kurukshetra

**SCOPE OF WORK:** Design, Erection and Stringing including Manufacture and Supply of Towers

**CLIENT:** Power Grid Corporation

**VALUE:** ₹ **350** crore

## 765 KV DC TRANSMISSION LINE FROM RAIPUR - WARDHA II

**LOCATION:** Raipur-Wardha

**SCOPE OF WORK:** Design, Erection and Stringing including Manufacture and Supply of Towers

**CLIENT:** Power Grid Corporation

**VALUE:** ₹ **414** crore

## 400 KV DC TRANSMISSION LINE FROM PUNATSANGCCHU I - SUNKOSH

**LOCATION:** Bhutan

**SCOPE OF WORK:** Design, Erection and Stringing including Manufacture and Supply of Towers

**CLIENT:** Bhutan Power Corporation

**VALUE:** ₹ **290** crore

TRANSMISSION TOWERS



# PUBLIC PRIVATE PARTNERSHIP PROJECTS

## ANDHRA EXPRESSWAY LIMITED

**LOCATION:** Andhra Pradesh

**CLIENT:** National Highway Authority of India Limited

**PROJECT LENGTH:** 47 Kms

**PROJECT DETAILS:** Strengthening of the existing 2 lanes and widening thereof to 4-lane dual carriageway between Dharmavaram-Tuni Section of NH-5, connecting Chennai-Kolkata

**VALUE:** ₹ **248** crore

## RAJAHMUNDRY EXPRESSWAY LIMITED

**LOCATION:** Andhra Pradesh

**CLIENT:** National Highway Authority of India Limited

**PROJECT LENGTH:** 53 Kms

**PROJECT DETAILS:** Strengthening of the existing 2 lanes and widening thereof to 4-lane dual carriageway between Rajahmundry-Dharmavaram Section of NH-5

**VALUE:** ₹ **256** crore

## MUMBAI NASIK EXPRESSWAY LIMITED

**LOCATION:** Maharashtra

**CLIENT:** National Highway Authority of India Limited

**PROJECT LENGTH:** 97 Kms

**PROJECT DETAILS:** Improvement, operation & maintenance, rehabilitation and strengthening of existing 2-lane road and widening to 4-lane divided highway from Vadape to Gonde section of NH-3 connecting Mumbai to Nasik

**VALUE:** ₹ **927** crore

## KOSI BRIDGE INFRASTRUCTURE COMPANY LIMITED

**LOCATION:** Bihar

**CLIENT:** National Highway Authority of India Limited

**PROJECT LENGTH:** 10 Kms

**PROJECT DETAILS:** Design, construction, finance, operation and maintenance of 4-lane bridge across River Kosi including its approaches, the Guide Bund and Afflux Bund on NH-57

**VALUE:** ₹ **519** crore

DHARMAVARAM TUNI ROAD

## GORAKHPUR INFRASTRUCTURE COMPANY LIMITED

**LOCATION:** Uttar Pradesh

**CLIENT:** National Highway Authority of India Limited

**PROJECT LENGTH:** 32 Kms

**PROJECT DETAILS:** Design, construction, finance, operation and maintenance of a 32.27 kms long 4-lane bypass to Gorakhpur town on NH-28

**VALUE:** ₹ **721** crore

## VIZAG SEAPORT PRIVATE LIMITED

**LOCATION:** Andhra Pradesh

**CLIENT:** Vishakhapatnam Port Trust

**PROJECT CAPACITY:** 10.5 MMTPA

**PROJECT DETAILS:** Development, construction and operation of two multi-purpose berths EQ8 and EQ9

**VALUE:** ₹ **326** crore

## PATNA HIGHWAY PROJECTS LIMITED

**LOCATION:** Bihar

**CLIENT:** National Highway Authority of India Limited

**PROJECT LENGTH:** 63 Kms

**PROJECT DETAILS:** Design, construction, finance, operation and maintenance of a 63.87 kms long 4-lane dual carriageway of Hajipur Muzzafarpur section, including new bypass of 16.87 km long

**VALUE:** ₹ **1,003** crore

## RAJAHMUNDRY GODAVARI BRIDGE LIMITED

**LOCATION:** Andhra Pradesh

**CLIENT:** Andhra Pradesh Roads Development Corporation

**PROJECT LENGTH:** 14.5 Kms

**PROJECT DETAILS:** Design, construction, finance, operation and maintenance of a 4.15 kms long 4-lane bridge which will connect Kovur and Rajahmundry across the Godavari River with 10.34 kms of approach road

**VALUE:** ₹ **1,070** crore





# OVERSEAS PRESENCE



## GROUP SOFINTER, ITALY

Established in 1979, Group Sofinter, Italy comprises four principal Companies viz: Sofinter S.p.A., AnsaldoCaldiae S.p.A., Europower SpA, ITEA SpA. The Group is engaged in the manufacture/EPC of packaged industrial boilers/utility/ power generation boilers respectively, catering to the oil and gas industry, industrial manufacturing and power utility plants worldwide. The Group has modern manufacturing facilities in Italy, Romania and India and a dedicated R&D facility in Italy.

## SOFINTER SPA

Sofinter SpA, the holding company of the Group, also has two manufacturing divisions - Macchi and SWS.

- a) Macchi is a world leader and original equipment manufacturer of packaged industrial boilers and Heat Recovery Steam Generators with applications in Oil and Gas refineries, petro chemical plants, industrial manufacturing units and co-generation plants. Till date Macchi has over 1,000 units installed world wide to its credit which is backed by a strong after sales service unit to cater to their needs.
- b) SWS is saline water treatment specialist having end to end capabilities in raw water treatment, BFW deaerators, seawater thermal desalination units,

desalinated water and condensed treatment. Several plants of SWS are in operation in different parts of the globe in a short span of 8 years.

## AnsaldoCaldiae S.p.A.

AnsaldoCaldiae S.p.A. is the market leader in design, supply, manufacturing and installation of utility power boilers and original equipment manufacturer of HRSGs upto 260 MWe for CCP plants. With 150 years of experience in steam generation and burner technology field, the company has an installed base of over 80,000 MWe and 1,000 units. It also provides rehabilitation, fuel conversion and after-sales services for existing boilers, with a strong foothold in Egypt (ACBE – 98%) and India (Ansaldo Caldaie Boilers, India – 26%). The Advance Combustion Research Centre of the company offers specialised services to customers, even as its products are qualified for Super Critical Applications.

## Europower SpA

Europower SpA is active in EPC of waste-to-energy turnkey plants, including CHP for refinery, petrochemical and chemical industry, CCPP for power plants, district heating and cooling plants. It is also engaged in operations & maintenance of power and industrial plants.



## ITEA SpA

Established in 2002, ITEA is the R&D division dedicated to development and patenting of zero-emission Isotherm PWR Flameless Oxy-combustion technology (Isotherm PWR\*) to be used in industrial and utility Power Plants. The flameless pressured oxy-combustion technology uses high temperatures, oxygen-enriched air and pressurisation in an innovative manner and satisfies future environmental challenges in energy and waste segments. Industrial waste treatment, municipal solid urban waste, and low-grade coal are other applications of the cost-effective clean coal technology.

Benefits of 'clean coal' combustion technology:

- Lowest cost of energy solution for clean coal technologies
- Cleanest fuel gas emissions
- Most inert and benign slag in the form of "glass like" substance

**ITEA SpA is set to commercially roll out this technology in select applications in the coming years.**

## PUMA OIL BLOCK

The Puma Oil Block is located in Ecuador's Oriente Basin in the Ovellana Province east of Quito with an area of

162 Km<sup>2</sup>. The Block was part of the second international marginal field bidding round and the contract was signed in March 2008 for a 20 year term with Consorcio pegaso comprising two Companies, namely Campo Puma Oriente S.A.(CPO) with 90% share and Joshi Technologies Inc. with the balance 10%. Gammon India Limited has a 73.80% share in CPO corresponding to 66.40% share in Consorcio Pegaso. Initially, the contract was production sharing, but in February 2011, it was changed to a service contract for an 18 year term. The remaining oil recovery after considering production till date from the existing Puma field is approximately 16 million barrels, excluding probable and possible reserves.

## SAE POWERLINES, ITALY S.R.L.

SAE Powerlines, Italy, S.r.L. is engaged in the design and construction of tower transmission line and high and medium voltage sub-station. Power transmission & distribution is historically the most important business for SAE. The activities of this Company are rooted since 1926, when SAE was established and through changes in its organisation and ownership it became SAE Powerlines S.r.L. on March 1, 2005. The Company is presently operating in Ghana, Tanzania, Ethiopia, Mozambique, Benin and Togo and Ireland.



# OPERATIONAL HIGHLIGHTS

## ROADS, BRIDGES, FLYOVERS & METRO RAIL

- Ach MoRTH (mobilisation resources).
- On course to commission Bogibeel Bridge, Ganga Bridge and Rajahmundry-Godavari Bridge.
- Executing Signature Bridge project in New Delhi.
- Work ongoing on Elevated Road Corridor from AIIMS to Digha; Surat Cable Stay bridge; and Munger Bridge over River Ganga.
- Chennai Metro Station Works.

## THERMAL & INDUSTRIAL

- Awarded ₹ 750-crore project by Nuclear Power Corporation of India (NPCIL).
- Work ongoing for thermal, cooling tower and chimney projects at Chhatisgarh, Raigarh, Tuticorin, Madhya Pradesh.

## HYDRO POWER

- Bagged ₹ 317-crore Vyasi Hydroelectric Project (mobilising resources).
- Advanced stage of completion for Punatsangchhu-I HEP and Punatsangchhu-II HEP in Bhutan.
- On course to complete GMR Bajoli Holi project.

## BUILDING CONSTRUCTION

### On course to complete:

- ISKCON Temple at Mayapur, Kolkata.
- Runwal Greens, a high-rise residential development at Mulund, Mumbai.
- Sattva Group's Salarpuria Gold in Bangalore.
- Project Shristi, a mixed-use development project at Bhopal.
- Nathani Heights, a 72-storey residential tower in Mumbai.

## INTERNATIONAL OPERATIONS

- Established presence in United States by setting up Sofinter LLC in Houston.
- Set up 3x650 MW utility power plant at Egypt, first-of-its kind dual plant for coal & gas for super-critical applications.
- In process of licensing technology and showcasing O&M expertise for municipal waste and low-grade coal.



# AWARDS & ACCOLADES



Lapanga Chimney Project received Certificate of Appreciation for achieving 3 million safe man hours



Jindal Project was appreciated by client for best Safety Performance in May 2014



Certificate of Appreciation from Tata Power



CIDC awarded the Vishwakarma Safety Award to Signature Bridge Project in February 2014



Safety Performance Certificate received from DTDC Signature Bridge Project



DTDC awarded appreciation Certificate to Signature Bridge Project for performance in Health, Safety & Environment

# MANAGEMENT DISCUSSION & ANALYSIS



BELLARY CEMENT PLANT

The Government has set aside 20% of investment of \$1 trillion reserved for infrastructure during the 12<sup>th</sup> Five-Year Plan (2012–17) to develop roads.

## INDIAN ECONOMY

India's GDP growth had slowed down in FY2013 and FY2014 as it experienced sub-5% growth in the last two years. However, Q1 of FY2015 recorded 5.7% GDP growth and Q2 recorded 5.3%. Inflation showed improvement as it averaged at 6.8% for the first 9 months of FY2015. With a pro-growth and reforms-oriented Government at the Centre, the OECD forecast rates India as one of the best performing nations among emerging economies.

## INDIAN INFRASTRUCTURE SECTOR

Infrastructure is highly critical for propelling India's overall development. India is currently ranked 85<sup>th</sup> out of 148 countries for its infrastructure in the World Economic Forum's most recent Global Competitiveness Report. With an ever increasing population (projected to grow to 1.45 billion in 2028), there is a need for infrastructure development. However, the sector continues to face risks of delays in acquisition, financing, planning, construction, and approvals, among others. The Indian government is proactive in taking initiatives to accelerate the pace of development.

### Some of the initiatives include:

- An Infrastructure Debt Fund has been set up to attract investors and provide long-term funding.

- Rules for FDI have been relaxed in construction sector by reducing minimum built-up area and capital requirement and liberalising exit norms.
- Changes have been proposed to Land Acquisition Act to spur infrastructure development.
- India and US have signed an MoU to establish Infrastructure Collaboration Platform to facilitate US industry participation.
- Rules have been eased in several sectors including environment and forest clearances to get several road, power and coal projects moving.

## Roads

India has the 2<sup>nd</sup> largest road network in the world at 4.7 million kms, which transports over 60% of all goods and 85% of total passenger traffic. Road is the most significant mode of cargo transport in India. Understanding this need, the Government has set aside 20% of investment of \$1 trillion reserved for infrastructure during the 12<sup>th</sup> Five-Year Plan (2012–17) to develop roads (India in Business, Ministry of External Affairs). The length of National Highways is expected to grow from 92,850 kms in 2013-14 to 100,000 kms by the end of 2017 (Source: FICCI). In a bid to boost infrastructure development, the Government plans to build 30 kms of roads a day in 2 years, remove hurdles facing ₹ 1.5 lakh crore projects. It is also taking various initiatives to encourage private investment in the Roads Sector.



Some of the initiatives are:

- To avoid delays in projects, the Government will not award any project without acquiring 80% of required land
- Exit clause for developers relaxed to improve liquidity
- Ministry of Road Transport & Highways to adopt Engineering, Procurement and Construction (EPC) mode for National Highways instead of Public-Private Partnership (PPP)
- Go-ahead to Exemption of Environmental Clearance Requirement for stretches up to 100 kms
- Under Make in India initiative, companies enjoy 100% tax exemption in road projects for 5 years and 30% relief for next five years
- 100% FDI allowed under automatic route in Roads and Highways sector
- Plans to set up finance corporation of ₹ 1 trillion to fund road projects

## Railways

The Indian Railways is amongst the world's largest railway networks. In the Rail Budget, the Government has announced highest-ever plan outlay of ₹ 65,445 crore (Source: IBEF). It is focussed on investing in rail infrastructure and has enabled Foreign Direct Investment (FDI) to improve infrastructure for freight and high-speed trains. Development of Metro rail systems is picking up steam. Metros in Kochi, Nagpur and Lucknow have already been approved and metros in many other cities have been proposed like Kanpur, Indore and Pune. In next five years, Indian railway market will be the 3<sup>rd</sup> largest, accounting for 10% of the global market, with Metro rail going to be 70% of India's railway market (Source: IBEF).

## Power

India's total Installed capacity increased from 243 GW in March 2014 to 253.4 GW in August 2014 (Ministry of Power). The Government has allowed FDI up to 100% for projects of electricity generation and Transmission & Distribution (T&D), and also the planned reforms in the Electricity Act, 2003 to strengthen energy production. Installed capacity of thermal power currently is 176 GW (Ministry of Power). The Government has announced broader coal and power sector reforms, including plans to open up coal mining sector to private and international investors. It is working on improving infrastructure required to remove transportation bottlenecks between mines and power plants. Installed capacity of hydro power is 41 GW and other renewables was

32 GW. The Government is expecting an investment of \$100 billion in green energy projects (T&D) and a commitment to finance renewable projects totaling 78 GW has been made by financial institutions. (Firms back renewable energy push). Transmission & Distribution is likely to attract \$50 billion (T&D).

## Real Estate

Real estate is an integral part of India's economy. Real estate contributed about 6.3% to India's gross domestic product in 2013. Real estate market size is expected to touch \$180 billion by 2020, growing at a CAGR 11.6% from \$66.8 billion in 2011 (source: IBEF). Construction and Development sector was recorded at ₹ 36.0 billion in H1 of 2014, a 58% increase from 2013. Private equity (PE) funding has picked up due to attractive valuations. PE funds have invested close to ₹ 89.0 billion in real estate until September 2014, more than double of the investment during corresponding period in 2013. Urban housing demand in India is expected to be nearly 13 million units by 2018, driven by growth in population, increasing urbanisation, development of industrial clusters and proposed development of smart cities, mostly from outside of top 8 cities. (Source: C&W Report)

## Water

An estimated 16% of the world's total population and 4% of the world's water resources are available in India. According to Census 2011 data, only 31% of the 167 million rural households in India have any kind of access to tap water and domestic toilets. There is a need to upgrade all kinds of urban infrastructure – including water supply, sewerage, solid waste management, urban roads and storm water drains. Water infrastructure in India is estimated to be a \$30 billion annual business opportunity, most of which exists in the agricultural and residential sector. The ultimate irrigation potential has been assessed at 139.9 million hectares for India. Prime Minister's Clean India Campaign also represents a huge opportunity. Of the total allocation of ₹ 196,000 crore, about ₹ 134,000 crore has been earmarked for building 11.11 crore toilets in rural areas and remaining ₹ 62,009 crore for improving sanitation in urban areas. The sector presents growing opportunities for companies that can Design, Develop & Construct various irrigation schemes, Water Supply & Sanitation schemes, and sewerage schemes, amongst others.

# Management Discussion & Analysis

## INDUSTRY OUTLOOK

Infrastructure development is critical for India to achieve strong and inclusive growth. Indian Government has made Infrastructure Development its top priority. Government has charted out 12<sup>th</sup> Five Year Plan (2012-17), which estimates an investment of around \$1 trillion in the infrastructure sector. This step-up in investment will be feasible primarily because of enlarged private sector participation and their contribution is expected to be about 48% during the 12<sup>th</sup> Plan.

With the large magnitude of investment required in the sector and a transparent growth and reform oriented business and investment climate, the sector outlook looks strong.

## OPERATIONAL OVERVIEW

### About Gammon India Limited

Gammon India Limited ("Gammon") is amongst the largest infrastructure construction companies in India. We are a civil engineering and an EPC contractor associated with various landmark projects. With specific expertise in roads, flyovers & bridges, and power projects, we are the leaders

in construction and turnkey engineering projects. We are amongst the top-rated engineering and construction companies in India known for delivering engineering structures par excellence.

We are one of the few companies in India qualified to participate and are present in all the areas of construction. We have made concrete contribution to India's infrastructure sector by executing multifarious civil engineering works, designing and constructing of ports, harbours, hydro, thermal and nuclear power stations, cooling towers & chimneys, bridges, roads, metro rail stations, dams, high-rise structures, chemical and fertiliser complexes in India and abroad. We also have diversified businesses, a full-fledged EPC and manufacturing capabilities for power equipment and power Transmission & Distribution ("T&D") businesses.

We undertake challenging projects which we proficiently deliver to our customers' satisfaction. We continue to select projects where we can add value in executing and delivering complex structures. The Company is under Corporate Debt Restructuring (CDR) and its operations and initiatives are under the constant review of CDR lenders.



## Domestic Operations

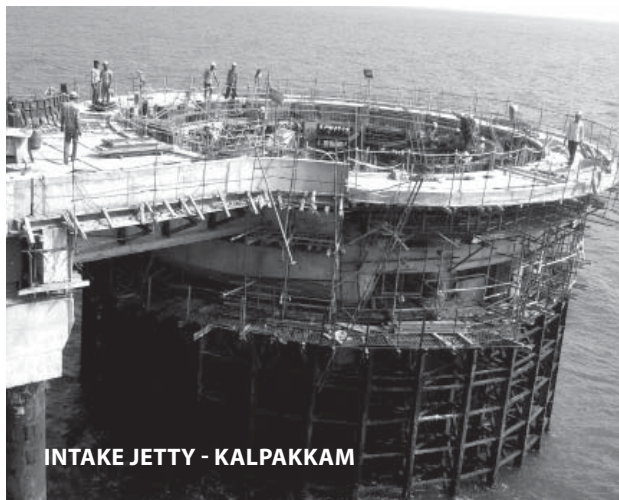
### Roads

Gammon has successfully executed challenging road works in the past. Currently, we are better equipped to meet the challenges of the sector. We are technically one of the most competent civil engineering companies with requisite design and construction capabilities. With the change of Government at the Centre, the Roads sector is gradually picking up in a big way and earlier grievances are getting redressed. The PPP model is being reviewed by the government and new concession agreements are being drafted. At Gammon, henceforth no project will get commenced unless 80% of the land is made available. This protects us against the vagaries of the market and also takes care of cost and time overruns.

Notwithstanding delays in land acquisitions, some road works have been successfully completed.

### Projects Completed

- Four laning of existing single / intermediate lane carriageway of National Highway no. 57, Bihar

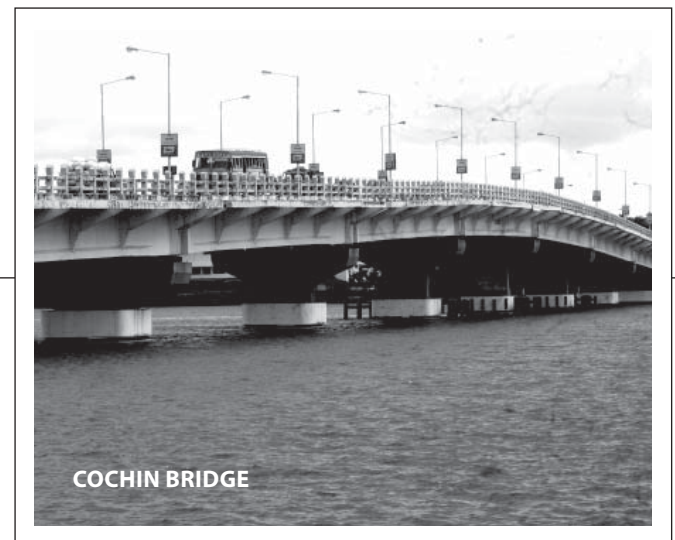


### Projects Under Execution

- SH 91, SH 69, Damuria – Ranitalab Road - Bihar
- Arunachal Road Work (Seppa Road)
- Four laning of Hajipur – Muzaffarpur section of the existing NH- 77, Bihar

### Bridges, Flyovers and Metro Rail

With the new central government pushing for change in the infrastructure sector, the segment is expected to see better days ahead and reap the benefits derived from easing of regulations and norms by bankers. Your Company is a market leader in bridges and structures. During the period under review, the Company bagged the ₹ 580-crore Brahmaputra Bridge project from MoRTH despite challenging market conditions, with mobilisation of resources currently taking place. We hope to win projects from Ministries, NHAI, Public Works Department and metro projects in Ahmedabad, Lucknow, Delhi and Cochin. During FY2015-16, the Bogibeel Bridge, Ganga Bridge and Rajahmundry-Godavari Bridge will attain completion. Fast-track completion of Gangapath Elevated Corridor is likely to lead to an order pick-up. Your Company's core strengths in the segment are: technical know-how, cutting edge technology in bridge engineering, inhouse design team, cost control by value engineering, innovative use raw materials and leveraging of available resources.





# Management Discussion & Analysis

## Bridges and Structures under Execution:

- Signature Bridge project, an iconic cable stayed bridge with an inclined steel pylon, in New Delhi (under progress)
- The iconic 2x4 km Rajahmundry Godavari Bridge (nearing completion)
- The prestigious Elevated Road Corridor from AIIMS (NH-98) to Digha (on Ganga Path) (10.5 Kms) at Patna
- Surat Cable Stay Bridge having 150m cable stay spans and complex foundations in river which warrant sophisticated sheet piling for construction of pile caps for pylon foundations
- Munger Bridge with 125m spans steel super structure for railways, realised by cantilever construction at Munger, over river Ganga in Bihar
- Bogibeel Rail cum Road Bridge across river Brahmaputra near Dibrugarh
- Chennai Metro station works

## Marine Sector

Several of our marine work projects are currently under execution stage, including the Mumbai Offshore Container Terminal at Mumbai Port. We have also made substantial progress in our other ongoing marine structures:

- EPC works for establishment of sea water Intake and Outfall system for 1040MW Coal Based TPP for Hinduja Power
- EPC works for sea water Intake Structure, Intake Submarine Tunnel, Approach Jetty and Seal well for Outfall structure for 500 MWe PFBR Project at Kalpakkam for the Nuclear Power Corporation of India Limited (NPCIL)

## Power and Industrial Sector (Including Cooling Towers & Chimneys)

The power sector is slowly picking up momentum and many power sector awards put "on hold" due to coal block auction are now likely to pick-up pace. Come FY2015-16, and we are likely to witness a power boom in a big way in India. During the period under review, Gammon won the ₹ 750-crore award from the Nuclear Power Corporation of India (NPCIL).

Our focus is on completion of the ongoing and existing power projects in our portfolio, collection of receivables and retention, minimisation of cost and adding to our revenues. However, with intense competition in the power segment, margins will continue to remain under pressure.

## Ongoing works in Thermal, Cooling Tower and Chimney Projects

- NDCT & CWPH package for RAPP 7 & 8, Kota, Rajasthan (under initial mobilisation)
- NDCT & Chimney works for 2x687.5 MW for GMR at Raipur, Chhatisgarh
- NDCT & Chimney works for 4x600 MW for OP Jindal STPP, Raigarh, Chhatisgarh
- NDCT & Chimney works for 2x500 MW NLC Tuticorin TPP
- Civil & Structural Steel works for 2x600 MW Thermal Power Project near Tuticorin for Coastal Energy
- NDCT & Chimney works for Shreesinghaji STPP at Khandwa, Malwa, Madhya Pradesh
- NDCT & Chimney works for Jindal Power, Raigarh
- General Civil Works for Unit 1&2, 2 chimney (Unit 1, 2, 3) for Reliance Power Sasan

## Hydro Power

With a healthy order-book position and a significant edge over competitors, we have been utilising our resources well for efficient implementation of our hydro power projects. During the year, we bagged the ₹ 317-crore Vyasi Hydroelectric Project. The preliminary work has commenced and we are now mobilising resources. All the three projects in Bhutan are progressing well.

## Projects Under Execution

- GMR Bajoli Holi Project, Himachal Pradesh
- Parbati HEP Stage II TBM tunnelling project under initial mobilisation, Himachal Pradesh
- Koldam HEP, Himachal Pradesh
- Parbati Stage 3 HEP, Himachal Pradesh
- Rampur HEP, Himachal Pradesh
- Punatsangchhu-I HEP, Bhutan

- Punatsangchhu-II HEP, Bhutan
- Mangdechhu HEP, Bhutan

Bhutan being highly conducive for hydro-power generation, we are hopeful of winning sizeable projects. In August 2014, India's Prime Minister Narendra Modi inaugurated the 45 MW Nimoo-Bazgo hydroelectric power project and laying of power transmission lines, connecting Srinagar-Kashmir-Leh, besides the Chutak hydroelectric project in Kargil. The recent visit of Prime Minister Mr. Modi to Bhutan and his offering active support to the Government of Bhutan in harnessing hydro potential in Bhutan, the prospects of more hydro power projects coming up in Bhutan have greatly improved.

### Transmission & Distribution

The Transmission and Distribution (T&D) business of your Company operates in power transmission & distribution and also has a large manufacturing capacity for transmission tower and power conductors. The Company also has a world-class Tower Testing Station at Deoli, Wardha (M.S.) capable of testing towers up to 1200 kV. This tower testing facility has been globally acclaimed by clients from U.S., Canada, Malaysia, and Mexico, among other nations. Your Company also has a global foothold in countries such as U.S., Canada, Algeria, Kenya, Afghanistan, Ethiopia, Bhutan, Nigeria, Rwanda, Botswana, Tanzania, Mozambique and Benin-Togo. The conductor business is registered with global utility companies across Europe, U.S., Africa and Asia and technically qualified to support customers in U.S., Canada, Latin America, Europe and Australia.

During the period under review, your Company achieved substantial progress by completing 6 projects of 765 kV and 400 kV transmission lines worth ₹ 870 crore and has planned to complete 4 more projects valued at ₹ 620 crore by March 2015. The T & D business has an order-book of ₹ 1,750 crore, of which about 25% orders are of export nature to the international market. Recently awarded contract in Yemen worth \$61 million is on hold due to the adverse political situation in the country. Your Company is the lowest bidder in 500 kV transmission line project in Afghanistan valued at \$51 million. It has also bid in tenders

for 400 kV line in Bangladesh and 500 kV line in Indonesia.

The Government of India is giving a thrust on power sector, which shall pave way for awarding voluminous projects in Transmission & Distribution. Your Company, therefore, expects to book substantial orders in the current financial year.

### Building Construction

During the period under review work on building construction projects are at an advanced stage of completion in spite of a slowdown in the industry. Gammon India has deployed modern method for construction of Mumbai's one of the Tallest building at Nathani Heights. We have secured a mixed-use development project of 14.8 acres located in Bhopal for Shristi Development and work is progressing on the same.

### Projects Under Execution

- The iconic ISKCON Temple at Mayapur, Kolkata
- Runwal Greens, a high-rise residential development in Mulund, Mumbai
- Salarpuria Gold, Bangalore, one of the tallest residential tower of Sattva Group
- Project Shristi, a mixed-use development project at Bhopal, with construction area of approx. 2.8 million sq. ft. from Deepmala Infrastructure Pvt Ltd. (We plan to deliver possession for its shopping block A and B by March 2015)
- Nathani Heights, a 72-storey residential tower in Mumbai

### Water

Gammon India Limited has successfully executed several challenging works in the water sector. We are well equipped with the required resources to meet the continuous challenges posed by the sector. For the 5 ongoing water projects in Rajasthan, our key emphasis is to complete their execution.



# Management Discussion & Analysis

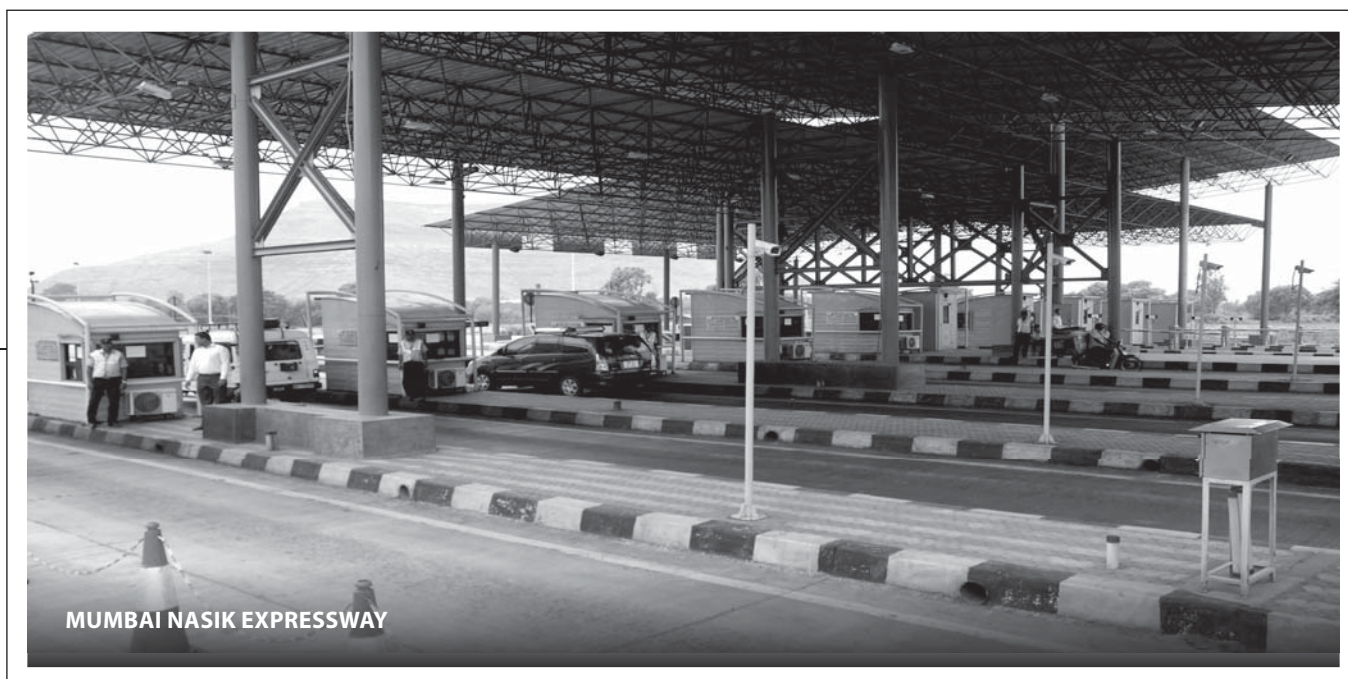
## Projects Under Execution

- Narmada Gudhamalani Water Supply Project for 263 Villages
- 107 MLD capacity, Portable water supply Infrastructure project on turnkey basis for Guwahati City (South Guwahati Part)
- Supply, Installation, Construction and Commissioning of Rising & Transmission Main for Guwahati city (Gravity Mains, pressure Mains) Reservoirs for South Central Zone
- Tonk Water Supply Project for 436 Villages in Rajasthan for PHED, Rajasthan
- Regional Water Supply Scheme of 267 Villages of Chaksu & 8 villages of Phagi tehsil in Rajasthan for PHED, Rajasthan
- Pokharan & Jawai Water Supply Scheme for PHED, Rajasthan

## OUR INFRASTRUCTURE DEVELOPMENT BUSINESS

Gammon Infrastructure Projects Limited (GIPL) is a pan-India BOT infrastructure project development company. It has a diverse portfolio of 7 operational assets and 11 projects under different stages of development spread across 13 states in India. We are engaged in development of infrastructure projects in core sectors such as Roads (10 projects), Ports (3 projects) and Power (5 projects) through a multi-segment footprint, significant geographical spread, vast repository of industry experience and technical expertise. We also provide our services in other areas of project development such as operations & maintenance and project advisory services.

GIPL posted a total income of ₹ 55,169 lakhs during the nine month period ending 30<sup>th</sup> September, 2014, as compared with ₹ 46,066 lakhs in the earlier period ending December 2013. Net Profit stood at ₹ (4,025) lakhs vis-à-vis ₹ (5,644) lakhs in the previous period, while EBITDA was ₹ 31,343 lakhs as compared to ₹ 28,384 lakhs in the year ago period.



## Summary of GIPL's Project Portfolio

Details	REL	AEL	MNEL	KBICL	GICL	PHPL	RGBL	VGRPPL	SSRPL	VSPL	ICTPL	PREL	SHPVL
<b>Location</b>	Andhra Pradesh	Andhra Pradesh	Maharashtra	Bihar	Uttar Pradesh	Bihar	Andhra Pradesh	Andhra Pradesh	Madhya Pradesh	Andhra Pradesh	Maharashtra	Maharashtra	Sikkim
<b>Client</b>	NHAI	NHAI	NHAI	NHAI	NHAI	NHAI	APRDC	NHAI	MPRDC	Vizag Port Trust	Mumbai Port Trust	Sahakari Sakhar Karkhana	SPDC
<b>Project Length</b>	53 Kms	47 Kms	96.64 Kms	10 Kms	32.27 Kms	63.17 Kms	14.49 Kms	103.59 Kms	102.6 Kms	9 MMTPA Capacity	1.2 Million TEUs Capacity	30 MW Capacity	66 MW Capacity
<b>Revenue Model</b>	Annuity	Annuity	Toll	Annuity	Annuity	Annuity	Toll	Toll	Toll	Rev Share 17.11%	Rev Share 35.064%	Sale of power, steam to client; surplus power to electricity board	IPP
<b>Annual Annuity</b>	₹ 59.24 crore	₹ 55.82 crore	NA	₹ 63.8 crore	₹ 97.2 crore	₹ 189.2 crore	NA	NA	NA	NA	NA	NA	NA
<b>Concession Period</b>	17.5 years	17.5 years	21 years	20 years	20 years	15 years	25 years	30 years	30 years	30 years	30 years	25 years post COD	35 years post COD
<b>Project Cost</b>	₹ 256 crore	₹ 248 crore	₹ 813 crore	₹ 513 crore	₹ 721 crore	₹ 1,060 crore	₹ 1,070 crore	₹ 2,087 crore	₹ 1,094 crore	₹ 318 crore	₹ 1,233 crore	₹ 258 crore	₹ 496 crore
<b>Project Stage</b>	Operational	Operational	Operational	Operational	Operational	Under Construction	Under Construction	Under Construction	Under Construction	Operational	Under Construction	Under Construction	Under Construction

### Projects Commissioned and Under Operation

- Rajahmundry Expressway Limited (REL)
- Andhra Expressway Limited (AEL)
- Mumbai Nasik Expressway Limited (MNEL)
- Vizag Seaport Private Limited (VSPL)
- Kosi Bridge Infrastructure Company Limited (KBICL)
- Gorakhpur Infrastructure Company Limited (GICL)
- Vijayawada Gundugolanu Road Project Private Limited (VGRPPL)-4 Lanes Operational

### Projects Under Construction

- Rajahmundry Godavari Bridge Limited (RGBL)
- Patna Highway Projects Limited (PHPL)
- Indira Container Terminal Private Limited (ICTPL)
- Sidhi Singrauli Road Project Limited (SSRPL)
- Pravara Renewable Energy Limited (PREL)

### Projects Under Development

- Vijayawada Gundugolanu Road Project Private Limited (VGRPPL) 2 lanes to be constructed
- 250 MW Thermal Power Project
- Youngthang Power Ventures Limited (YPVL)
- Tidong Hydro Power Limited (THPL)
- Mormugao Terminal Limited (MTL)

# Management Discussion & Analysis

## INTERNATIONAL BUSINESS OPERATIONS

### Group Sofinter

The Consolidated Report of the Group includes the financial statements of Sofinter S.p.A (the parent company) and those of the companies over which it exercises control directly or indirectly, from the date on which control was acquired upto the date on which it ceases. As at September 30, 2014 there are no changes compared to the previous period.

The nine-month period upto September 30, 2014 was characterised by a significant contraction in the economic performance of the Group over the previous year due to the unexpected cancellation in Ansaldo Caldaie at the end of 2013, of a large order of over Euro 250 million from Rabigh II, Saudi Arabia and a delay in award of the South Helwan Project, Egypt for approximately Euro 265 million which finally came through in November 2014. With sharply reduced workload, the manufacturing facilities remained largely unutilised leading to significant unabsorbed costs. Consequently, Group Revenues declined to Euro 127 million during this period vis-à-vis Euro 251 million recorded in the 12 months of the previous year while EBIT turned negative at Euro 10.5 million vs Euro 16.8 million in the previous year. The EBIT is however after an extraordinary write-off of financial receivables of Euro 8.8 million from an associate company of the Group in Singapore which has since been sold to stop further drain on cash for the Group. Net debt at Group level was Euro 94.5 million vis-à-vis Euro 80 million in the previous year.

At the end of December 2014, the order backlog of the Group was approximately Euro 550 million which will translate into a positive impact on revenues and bottomline during 2015. In addition, the Group has embarked upon a new operating model with integration of some of the business functions with the aim to exploit synergies, bring in flexibility within the organization to deal with fluctuating volumes and improve cost competitiveness, given the constantly changing market dynamics. The model also features a time-bound relocation of production activities to the Group's facilities in Romania and other such low cost but quality conscious countries by

gradually reducing the production plant near Rome. The impact of all these initiatives will start in 2015 and will be fully realised by 2018.

The Macchi Division, engaged in the manufacture of industrial boilers mainly for the oil, gas and petrochemical industry, has consolidated its presence as envisaged in the previous year in the shale gas producing countries led by the United States while also growing in its traditional markets. During the nine-month period, the Macchi order intake was Euro 198 million which is significantly higher than in the earlier years. With a view to further enhance its presence in the US market a new Company Sofinter LLC has been incorporated in Delaware, to give dedicated support and develop the Group's activities in that country.

Ansaldo Caldaie S.p.A., engaged in EPC of utility power plants, had a setback during the year due to the low order backlog and delayed intake which severely impacted its revenues and profitability as already explained here before. Furthermore, the international acquisitions in the power market have generally been sluggish, which also negatively impacted the Company's order intake. To meet the challenging situation, among the various streamlining measures taken at the Group level, the Company also temporarily laid off its workforce within the available legal framework. With the award of the South Helwan Project in Egypt in November 2014 and another project in UAE, the order backlog of the Company is approximately Euro 325 million. The pipeline orders are in excess of Euro 1.5 billion and it is expected that during 2015 this would translate into new orders of about Euro 250 million. This will help restore revenues and profitability during 2015 and subsequent years.

ITEA S.p.A., the R&D company engaged in flameless pressurized oxy combustion technology has, as reported last year, consolidated its technology leadership position in applications using industrial waste, municipal solid waste and low-grade coal and is set to roll these out commercially in the coming year.

Europower S.p.A. which is engaged in the EPC of waste-to-energy plants and their operation and maintenance has successfully ventured outside its traditional market in

Italy to neighbouring countries in the region. The company continues to improve its revenues and profitability and has an order book of approximately Euro 45 million.

### **Franco Tosi Meccanica S.p.A. (In Extraordinary Administration)**

As reported last year, the Judicial Commissioner appointed to administer the procedure for sale of the operating business of the Company and the subsequent sale of its non-operating assets to pay its creditors set December 22, 2014 as the last day for receiving offers for the operating business from interested buyers. This delay of nearly six months from the date last set by the Commissioner has vindicated our concerns expressed last year since two of the projects under execution by the Company in Nicaragua and Bolivia were cancelled by the respective clients who also invoked the bank guarantees of Euro 17.8 million and Euro 4.04 million respectively. The latter amount in respect of Bolivia has been provided in the books of Gammon India Ltd as corporate guarantor. However, in respect of the Nicaragua Project, the Company has re-entered into a new contract with the client and one of the conditions for the same is the reinstatement of the bank guarantees and consequent return of the invoked amount. However, this new contract would get operational only when the successful bidder is on board and this is expected only in the second quarter of 2015 based on the last set bid date. Due to the fact that, barring any change in the procedure or slippage in finalising the successful bidder, the re-instatement of the invoked guarantees is foreseen, no provision has been made by Gammon India Limited as corporate guarantor.

In light of the ongoing procedure, the Commissioner continues to withhold releasing the financial statements of the Company as in the previous year and it is expected that this will not be released until the entire process is complete.

### **Campo Puma Oriente S.A.**

As earlier reported, the 11 operational wells in 2013 were producing an average of 1600 barrels of oil per day at a per barrel service fee of \$21.50 approximately. It was programmed to increase the flow above 2000 barrels during 2014 with timely interventions and enhanced

recovery techniques including water injection, acid stimulation artificial lift which entailed capex from both partners as also an upward revision in service fee to approximately \$29 per barrel. However, due to the stringent conditions imposed under the CDR on Gammon, the entire work program has been put on hold. Meanwhile, the well pressures have started declining rapidly and the average production at the end of September 2014 fell to about 950 barrels and continues to decline. We are in the process of identifying a strategic partner to remedy the situation apart from pursuing a complete divestment of the asset.

### **SAE Powerlines S.r.L.**

The Company is engaged in design and construction of tower transmission lines and high and medium voltage sub-stations. The Company is presently operating in Ghana, Tanzania, Ethiopia, Mozambique, Benin, Togo and Ireland. At the end of September 2014, order backlog amounted to almost Euro 52 million.

In 2014, West Africa was infested with the Ebola epidemic which slowed down business activities in the region where SAE has a significant presence. Global outlook of the industry especially in Africa and Europe in 2014-15 is good. Inter-connecting lines and infrastructure impetus in Africa region and revamping of Transmission systems in Europe creates good possibilities for SAE in Ghana, Tanzania, Togo, Benin, Ethiopia, Poland, Georgia and Ireland. It has also participated in new tenders in Bangladesh and Indonesia as part of its geographical expansion strategy.

SAE, however, is facing challenges of tight cash flows due to delayed projects and delayed receipt of retention and claims. It is expediting realisation of claims and final closure of projects and garnering banking support to execute projects faster in the coming year.

## **FINANCIAL PERFORMANCE**

The year under review is a 9-month period commencing on 1st January, 2014 and ending on 30th September, 2014. During the period, the Turnover of the Company on a standalone basis stood at ₹ 2,966.99 crore, as compared to ₹ 3,279.31 crore during the previous period. The Company posted a Net Profit after Tax of ₹ 67.80 crore

# Management Discussion & Analysis

during the period ended 30 September, 2014, as against a Net Loss after Tax of ₹ 765.91 crore during the previous period ended 31 December, 2013. The profit was mainly on account of sale of the Company's stake in its infrastructure development arm Gammon Infrastructure Projects Limited to its subsidiary Gammon Power Limited.

On a Consolidated basis, the Turnover of Gammon Group stood at ₹ 3,842.61 crore as compared to ₹ 4,932.42 crore for the previous period. The Group posted a Net Loss after Tax of ₹ 728.88 crore during the period ended 30 September 2014, as against a Net Loss after Tax of ₹ 761.86 crore during the previous period ended 31 December 2013.

The macro-economic environment is facing a slow growth trend. It has further deteriorated and year 2014 was another challenging year for EPC companies and your Company was no exception. The Indian economy continued to face troubled times with the depreciating rupee, high inflation and endemic liquidity problems. Policy indecisiveness, scarce financial resources, inflationary pressures, project delays due to unexpected developments, bureaucratic hurdles and other similar factors continued to create innumerable difficulties to both, the sector and the Company.

The infrastructure segment continued to be sluggish due to policy inaction and liquidity constraints. Project execution continued to be slow due to delays in funding. Interest and Finance costs continued to be high. The backlog at stalled project sites created due to severe liquidity crisis continued to adversely affect project execution. The Company was affected due to resource crunch, delays beyond the control of the Company such as delays in land acquisition, municipal permission, approval of designs by client, and over and above scarcity in availability of labour and materials thereby widening the gap between the planned outlay and actual spending. Order intake remained sluggish, since many of the stalled projects are yet to be kick-started. Projects already awarded are generally progressing slowly due to various continuing problems on ground which remain unresolved over the years leading to cost escalations which remain unpaid.

The Company's overseas operations were characterised by weak order booking, inflexible labour markets, paucity of working capital and uncertain political climate. Continuation of recession in the European economy, and weak Euro position against the USD has frazzled the investment of the Group.

The Company is exploring several options for overcoming the liquidity crisis. The Group is in the process of monetizing its investments in real estate as well as of its overseas assets and to divest its non-core businesses, disposal of idle equipment, During the period under review, the Company focused on realising long pending receivables, arbitration awards, retention moneys. Several projects were concluded and moneys are being realised. The Company is now concentrating on bidding projects relating to its core competency as also projects with high yielding margins. The Order Book as on 30<sup>th</sup> September, 2014 stood at ₹ 12,800 crore.

## CHANGE MANAGEMENT

The infrastructure sector continued to face a slowdown due to recessionary trends, policy indecisiveness, reduced government spending, liquidity crunch, inflationary pressures, and other difficult macro-economic conditions. Delay in projects, issues related to land acquisitions, lack of fuel for power projects and lower traffic in road projects led to infrastructure companies being straddled with stretched balance sheets, inability to service debt obligations and low appetite for new projects. Gammon, in particular, suffered from strategic investments in overseas subsidiaries and real estate projects, increased debt burden and interest liability and investment in PPP/BOT arm Gammon Infrastructure Projects Limited, all of which hurt the core operations of the EPC business.

To emerge out of the current situation, it sought a lifeline from lenders who recast the Company's debts through a Corporate Debt Restructuring (CDR) mechanism. The cut-off date is 1st January, 2013. Total debt aggregating ₹ 14,814.17 crore (both fund and non-fund based) has been restructured. The package provides a ten-year repayment plan (including two-year moratorium) of the existing debts. The interest rate has been lowered by 1% for 15 months, waiver of penal charges till date of implementation and



additional funding by way of priority loan. All securities envisaged under the CDR scheme have been created.

The CDR package offered us an opportunity to turn around our business through a boost in working capital and rescheduling our debts. It provided the much-needed breather to improve the Company's cash flows, recover trade receivables, reduce operational costs and provide additional funding to meet the additional working capital

requirements. Capitalising on our core and inherent strengths of engineering and management, we have also lined up a "Change Management" strategy aimed towards protecting the earnings and eliminating losses arising out of risks. Our key focus is towards efficient completion and execution of existing projects, exploring newer opportunities and fresh order generation. Below are some steps we have initiated during the year as part of our "Change Management" strategy.

## Key Strategies in Play

### Sharpening the Basics

Our key focus is to adhere to our basic business principles of excellence, pragmatism and patience to enhance our leadership position in the industry. Moving in this direction is helping us become more resilient to the ups and downs of economic cycles. As part of this, we are now focusing on timely execution, operational excellence and strong domain expertise for each of our project to demonstrate our mettle on optimal asset operation.

### Rejigging Core Business

We are reviewing and rejigging our core business from the demands of non-core activities to gain flexibility and rake in growth capital. Our focus is currently on high-margin, core competency EPC business of construction of bridges, elevated structures, metro rail, hydro and nuclear power, marine structures, high-rise structures and power T&D projects.

### Increasing Net Receivables

During the year, our key emphasis continued to be cash collection and recovering pending dues from clients to help us meet working capital requirements. We have set up a dedicated team whose main target is to recover net receivables, arbitration awards, final bills and retention money.

### Trimming Debt Burden

Being in a capital hungry business, we constantly aim at raking in capital to trim our debts. We are working towards divestment of non-core assets and proceeds will be utilised to trim our debts.

### Completing Delayed Projects

We have begun leveraging our core strengths in executing and delivering projects held due to working capital requirements to release our resources. During the period under review, we identified such projects and are working actively towards delivering them, with sufficient support from our lenders.

### Generating Fresh Orders

There is a definite pick-up in our current order-book of ₹ 12,800 crore. We are currently concentrating on selective acquisition of value-accretive orders in construction of bridges, water supply, metro rail projects and hydro power. Our core strengths lie in appropriate risk evaluation and risk mitigation mechanism.

### Cost Optimisation

Optimising working capital and establishment costs is at the top of our minds always. We emphasise on lowering operational costs and improving efficiencies. By becoming a much leaner organisation, we are rejigging establishment costs in order to spur better top lines and sharper margins.

# Management Discussion & Analysis

## MANAGING RISKS & SYSTEMS

Our business sectors continue to face challenges from both internal as well as external environment like shortage of skilled labour, adaptability of technologies, availability of competent sub-contractors, commodity prices, frequent changes in political and economic scenarios. To add to these challenges, the recent economic slowdown has put a further strain on the sector operators due to change in funding environment resulting in a very demanding set-up with increased scrutiny from various stakeholders. Risk management is one of the key areas and your Company endeavours to protect its earnings and reduce/eliminate losses arising out of the various risks it faces. Over the years, your Company has steadily incorporated practices in risk management to mitigate various types of risks.

Some of the key risks that the Company manages and the various steps taken to mitigate these are listed here below:

1. The contract conditions are studied from a risk perspective for conditions including escalation provisions, land acquisition, right of way, clearances, utility shifting, retentions, etc. right at the estimation and tendering stage. Also carefully the project cash flow situation is gauged at the tendering stage itself. In case the project conditions are not found favourable we decide not to participate for such projects as such unfavourable conditions do not fit our risk appetite. To this end, the Company continuously reviews and strengthens the projects undertaken by any course correction required at planning, project management, contract management, execution stage.

In addition, the process of tender estimation is continuously reviewed with a view to make the bid realistic. This is of special significance in light of the severe competition prevailing in the industry today which is exerting immense pressure on margins.

2. Defaults and delays in payment of running bills and retention money by clients exerts pressure on the working capital requirements of the Company and pushes up the financial costs.
3. The Company has overseas operations and hence exposed to several external risks. The Company

addresses these risks by secondment of trained and competent personnel, engaging specialised agencies locally for proactive guidance and partnering with local business groups of repute in Joint Ventures.

4. The Company has in place adequate and comprehensive insurance covers for all its assets and projects to deal with calamities.
5. The Company has inflows and outflows in different currencies related to its projects. In addition, it has foreign currency denominated borrowings. To the extent that the overall position exceeds the natural hedge, the Company evaluates and puts in place a hedging strategy, for which it is adequately equipped with the necessary mandates at the operating level.
6. The internal audit cell of the Company has in place a comprehensive program across the Company. The internal controls of the Company are reviewed to detect and minimise the risks of fraud and misreporting. The reports of the internal controls are regularly reviewed by Audit Committee of the Board and their recommendation for better effectiveness implemented.
7. The Company has introduced controls through appropriate systems, striving to either eliminate the risk or reduce the adverse effects of Risks adequately in the following ways:
  - a. Supporting and strengthening its marketing, bidding and estimation team which enhanced the prequalification, estimation, tender evaluation, format pre-bid risk assessment and also ordered greater commercial oversight on the attractiveness of opportunities and also threats.
  - b. Improved project planning and management by involvement of competent and experienced resources, focus on plant utilisation, efficiency and effectiveness, coordination meetings to address cross-functional issues, establishing DOA (Delegation of Authorities) and SOPs (Standard Operating Procedures) and effective utilisation of ERP in decision-making process.

- c. Careful sub-contractors selection, performance monitoring and evaluation, improved terms and conditions, including performance guarantees (transfer of risk), wherever necessary.
- d. Systematic monitoring, periodic review and reporting of applicable statutory and regulatory compliance requirements, strengthening of internal audit function and improved verification process, established work procedures, guidelines, quality assurance methodologies and structured internal disclosures mechanism.
- e. Cash management committee established at the highest management level for streamlined fund allocation.
- f. Monitoring of cost and time over-runs, creating sector finance controller position and integrating with execution team has resulted in improved cost effective decision making process, various ratio analysis related to cost facilitate execution team leaders to forecast the project cost/time overrun.
- g. Creating a special task force for collection of long pending rightful dues from Clients.

Persistent efforts in implementing the mitigation plan will ultimately drive the Company to evolve a mature and sustainable solution for compliance, loss minimisation, risk management and measurement, strategic integration to optimisation of returns.

## MANAGEMENT SYSTEMS

GIL has established a management system to comply with applicable requirements, standards, and legal requirements, related to quality, occupational health, safety and environment. Through the management system, GIL aims to:

- Assure customers that GIL's products and services will meet their specified requirements,
- Ensure that personnel working on site, members of public, and visitors to site are adequately protected from risk of injury or illness, and

- Ensure that appropriate environmental protection measures are implemented on works undertaken within work areas.

The management systems ensure that all the operations which directly affect quality, safety and environment are identified and planned to ensure that they are carried out under planned and controlled conditions. It establishes a framework to identify risks, control risks, assess effectiveness of these controls and improve management of quality, occupational health & safety and environment. This includes processes to identify, control and review, OH&S and environmental risks over which it has control or influence. The process identifies safety controls and environment protection measures that must be put in place to minimise identified risks.

The controls and measures are developed in consultation with the site personnel and represent the safest and most practical way of carrying out work activity and fulfilling any specific project safety requirements or environmental aspects. The project management team is responsible for the development of such operational control procedures. Existing operational control procedures and method statements are amended, or additional procedures issued, as may be necessary, to address changes in the risk portfolio. Similarly, registers of applicable legal requirements are compiled, and their compliance tracked on an electronic database centrally accessible by concerned personnel.

For processes, which directly cannot be measured for their acceptance (for instance, concreting, welding, complex computer-programs, use of ground anchors), the Project Head along with the customer, defines the process of qualification of product, i.e. the personnel, workmen and processes of execution. The results of these validations are kept as a record so that it can be referred at a later stage.

The management system also incorporates provisions for product identification and traceability and to positively indicate the conformance or non-conformance of a product and/or process with regard to inspection and tests performed.

The organisation implements provisions to ensure that all employees of GIL shall be made aware on how to respond to and behave in an emergency situation. Necessary



# Management Discussion & Analysis

information in this regard is readily available and posted at appropriate locations in the office and at project sites. GIL conducts emergency drill at regular intervals, at all its premises, including project sites, with an aim to periodically review its emergency preparedness and response.

GIL monitors conformity to its established benchmarks for process performance. These benchmarks are based on standards required by customers, as well as industry standards. Compliance to requirements of contracts, standards, law, statutes, regulations and other requirements related to project, OH&S, and environment, are evaluated periodically by the concerned HODs and project managers. Such leadership personnel and designated personnel ensure that elements related to the following areas are monitored at defined intervals:

- Significant hazards, environmental aspects and legal requirements
- Process efficiency
- Product quality
- Customer satisfaction
- Monitoring agency, methods and instruments
- System compliance

These involve internal audits, management reviews, inspections, tests, calibrations, performance assessments of employees and sub-contractors, audits by external agencies, incident reporting, and customer satisfaction surveys. The results of the monitoring, decisions and actions are duly recorded.

## INTERNAL CONTROLS

Your Company believes that sound internal controls and systems are related to the principle of good governance, and should be exercised within a framework of proper checks and balances. Accordingly, your Company has devised and implemented such internal control systems as are required in its business processes; the adequacy of these have been commented upon by the Statutory Auditors in their report as required under the Companies (Auditors Report) Order, 2003.

The Company remains committed to ensuring an effective internal control environment that provides assurance on

the operations and safeguarding of its assets. The internal controls have been designed to provide assurance with regard to recording and providing reliable financial and operational information, complying with the applicable statutes, safeguarding assets, executing transactions with proper authorisation and ensuring compliance with corporate policies.

Internal Audit is that function which monitors the Company's Internal control environment. Conventional and strong internal audit processes, both at the Corporate and project level ensure concurrent review of the adequacy and effectiveness of internal controls across the Company and the compliance status with laid down systems, policies and procedures. In the ERP environment of the Company, authentication of IT security and rights to operate and view are periodically addressed by the internal audit team and observations are submitted to the management on a case to case basis.

The Internal Audit department is made up professionally qualified accountants, management graduates & engineers, located at its Corporate Office and elsewhere in the country, who regularly review the planning and conduct of internal audits of major construction and transmission line sites. In addition to the inhouse team, a firm of Chartered Accountants has been appointed to carry out internal audits of various functional areas at the Head Office.

Your Company's Internal Audit function has a documented process which is in conformity with ISO quality standards. In addition to the traditional "post-audit", i.e., a review of historical transactions, your Company has also introduced in its Internal Audit methodology a concept of "pre-audit", where a separate Centralised Certification Unit has been established to verify all liabilities that are generated at the site level.

The Audit Committee consists of Independent Directors and is headed by experienced professionals. The Committee meets periodically to review the Auditor's reports and their observations and makes recommendations for adequacy, effectiveness of Internal Controls and required remedial action, if any, to the Board of Directors for its implementation.

## PEOPLE'S POLICY

This year initiatives around fast track project execution, optimum working capital management, efficient and timely service from service department were the main focus areas. These initiatives have become a routine matter for working.

In order to further strengthen the capability, HR undertook strategic hiring at leadership level. Organization wide training activities were further strengthened by including behavioral training programmes. Various key HR processes have been automated to better serve the employees. HR also continued its focus on rightsizing the organization to reduce the supervision cost. As on 30 September 2014, the total number of employees was 4056 including the Transmission and Distribution business.

## RESEARCH & DEVELOPMENT

Increasing focus on developing infrastructure in the country has opened up many opportunities for the construction companies. To rise up to the challenge of completing a huge quantum of work in a short time, we have to back up the onsite teams with continual improvement in our construction technology. During the year under review, various R&D activities undertaken by your company include:

- Designing high strength M60, M80 grade concrete for vertical pumping distance of 170 metre
- Designing pre-stressed concrete for bridge superstructure with high early strength using Fly Ash as replacement of cement
- Designing concrete cooling systems for placing mass concrete at 10°C
- Designing & construction of composite well on sloping rock profile
- 3T Capacity cantilever platform with telescopic arrangement for material loading & shifting
- 1.5T capacity Movable Formwork Lifting Gantry for DAM construction
- Access stair tower 4 storied high on modular cantilever structural arrangement
- 7m cantilever structural cover at high-rise building for safety of pedestrian movement

- Designing, fabrication and erection methodology for Santacruz-Chembur Link Road Project (SCLR)-Phase-1-Section-II. Fabrication and Erection of 50.9 m long Steel Plate Girders.

## HEALTH, SAFETY & ENVIRONMENT

Health, Safety & Environment is a dynamic field continually evolving with new challenges. At Gammon India Limited, we are keeping pace with the challenges to resolve and deal with each concern. Corporate Safety has brought out "Ten Safety Resolves", which are:

- Acceptance of 'zero deviation' in safety
- Prevention of single mistake of worker leading to accident
- Visible second-level safety protection
- Responsibility & accountability in safety
- Compliance to accident causation theory and dominos
- Detection of large number of SRDs
- Near miss accident identification, reporting and correcting
- Investigation of first aid cases and minor injuries with same seriousness as a fatal accident
- Maintaining safe access, egress and working platforms
- Ensuring electrical safety, traffic safety and safety with material handling

## CAUTIONARY STATEMENT

Statement made in the Management Discussion & Analysis describing the Company's objectives, projections, estimates, expectations may be "Forward-looking statements" within the meaning of applicable securities laws & regulations. Actual results could differ from those expressed or implied.

Important factors that could make a difference to the Company's operations include economic conditions affecting demand supply and price conditions in the domestic & overseas markets in which the Company operates, changes in the government regulations, tax laws & other statutes & other incidental factors.

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Director's Report

Report on Corporate Governance

Financial Statements

Consolidated Accounts

# DIRECTORS' REPORT

The Directors have pleasure in presenting their 93<sup>rd</sup> Annual Report together with the Audited Accounts of the Company for the nine (9) months period ended 30<sup>th</sup> September, 2014.

The Ministry of Corporate Affairs has, vide General Circular 08/2014 No. 1/19/2013-CL-V dated 4<sup>th</sup> April 2014, clarified that 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. In view of the same the aforementioned statements have been prepared in line with the applicable provisions of the Companies Act, 1956.

## 1. FINANCIAL PERFORMANCE & OPERATIONS:

(₹ in Crore)

Particulars	Standalone		Consolidated	
	9 months ended 30.09.2014	9 months ended 31.12.2013*	9 months ended 30.09.2014	9 months ended 31.12.2013
<b>Profit before Other Income, Depreciation &amp; Interest</b>	<b>(96.45)</b>	<b>(510.01)</b>	<b>143.74</b>	<b>(30.01)</b>
<b>Add:</b>				
Other Income	708.46	84.44	58.32	46.34
<b>Less:</b>				
Depreciation	81.85	83.30	275.17	273.01
Interest	452.72	402.15	699.25	683.54
<b>Profit/(Loss) before Tax</b>	<b>77.44</b>	<b>(911.02)</b>	<b>(772.36)</b>	<b>(940.22)</b>
<b>Less:</b>				
Provision for Taxation	9.64	(145.11)	(12.14)	(123.29)
<b>Profit/(Loss) after Taxation</b>	<b>67.80</b>	<b>(765.91)</b>	<b>(760.22)</b>	<b>(816.93)</b>
Transferred to Minority Interest	NIL	Nil	31.34	55.07
<b>Profit/(Loss) for the year</b>	<b>67.80</b>	<b>(765.91)</b>	<b>(728.88)</b>	<b>(761.86)</b>
<b>Add:</b>				
Profit brought forward from the previous year	(843.12)	(77.21)	(1,913.86)	(1051.74)
<b>Available for Appropriation</b>	<b>(775.32)</b>	<b>(843.12)</b>	<b>(2,642.74)</b>	<b>(1813.60)</b>
<b>Appropriations:</b>				
Transfer to General Reserve	Nil	Nil	Nil	Nil
Transfer to Debenture Redemption Reserve	Nil	Nil	Nil	Nil
Transfer from Debenture Redemption Reserve	Nil	Nil	Nil	Nil
Dividend from Own Shares	Nil	Nil	Nil	Nil
Transfer to Capital Reserve	Nil	Nil	Nil	Nil
Transfer to Foreign Currency Translation Reserve	Nil	Nil	(45.71)	120.64
Adjustments to Minority Interest	Nil	Nil	(5.64)	(2.41)
Adjustments due to change of stake in Sofinter S.p.A.	Nil	Nil	Nil	(18.29)
Dividend (Proposed) Equity Shares	Nil	Nil	Nil	Nil
Tax on Dividend	Nil	Nil	Nil	Nil
Other Adjustments	Nil	Nil	(0.14)	0.32
<b>Balance carried to Balance Sheet</b>	<b>(775.32)</b>	<b>(843.12)</b>	<b>(2,591.25)</b>	<b>(1913.86)</b>

\*Figures for the previous period have been regrouped.

The year under review is a 9 month period commencing on 1<sup>st</sup> January, 2014 and ending on 30<sup>th</sup> September, 2014. During the period, the Turnover of the Company on a standalone basis stood at ₹ 2,966.99 Crore, as compared to ₹ 3,279.31 Crore during the previous period. The Company posted a Net Profit after Tax of ₹ 67.80 Crore during the period ended 30 September, 2014, as against a Net Loss after Tax of ₹ 765.91 Crore during the previous period ended 31 December 2013. The profit was mainly on account of sale of the Company's stake in its infrastructure development arm Gammon Infrastructure Projects Limited to its wholly owned subsidiary Gammon Power Limited.

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On a Consolidated basis, the Turnover of Gammon Group stood at ₹ 3,842.61 Crore as compared to ₹ 4,932.42 Crore for the previous period. The Group posted a Net Loss after Tax of ₹ 728.88 Crore during the period ended 30 September 2014, as against a Net Loss after Tax of ₹ 761.86 Crore during the previous period ended 31 December 2013.

The macro -economic environment is facing a slow growth trend. It has further deteriorated and year 2014 was another challenging year for EPC companies and your Company was no exception. The Indian economy continued to face troubled times with the depreciating rupee, high inflation and endemic liquidity problems. Policy indecisiveness, scarce financial resources, inflationary pressures, project delays due to unexpected developments, bureaucratic hurdles and other similar factors continued to create innumerable difficulties to both, the sector and the Company.

The infrastructure segment continued to be sluggish due to policy inaction and liquidity constraints. Project execution continued to be slow due to delays in funding. Interest and Finance costs continued to be high. The backlog at stalled project sites created due to severe liquidity crisis continued to adversely affect project execution. The Company was affected due to resource crunch, delays beyond the control of the Company such as delays in land acquisition, municipal permission, approval of designs by client, and over and above scarcity in availability of labour and materials thereby widening the gap between the planned outlay and actual spending. Order intake remained sluggish, since many of the stalled projects are yet to be kick-started. Projects already awarded are generally progressing slowly due to various continuing problems on ground, which remain unresolved over the years leading to cost escalations which remain unpaid.

The Company's overseas operations were characterized by weak order booking, inflexible labour markets, paucity of working capital and uncertain political climate. Continuation of recession in the European economy, and weak Euro position against the USD has frazzled the investment of the Group.

The Company is exploring several options for overcoming the liquidity crisis. The Group is in the process of monetizing its investments in real estate as well as of its overseas assets divesting its non-core businesses and disposal of idle equipment. During the period under review the Company focused on realizing long pending receivables, arbitration awards, retention moneys. Several projects were concluded and moneys are being realized. The Company is now concentrating on bidding projects relating to its core competency as also projects with high yielding margins. Your management has been striving hard and taking all efforts in ensuring repayment of interest due to CDR lenders. The Order book as on 30<sup>th</sup> September 2014 stood at ₹ 12,800 Crore.

With a new and progressive government at the Centre, the situation is likely to improve. With the Government's helping hand and positive attitude we look forward to a phased economic revival and boosting of business confidence due to hard policy decisions. We are hoping the government will come up with a clear cut road-map for implementing the policies. The upturn in sentiment means roads, ports and power projects will get on-stream. In addition to this, there will also be expediting of stalled infrastructure projects, revival of investment climate and sorting of infrastructure clearances. The government is expected to provide an environment conducive for growth investments, with major reforms in infrastructure sector, enabling all-round growth. There is a expected to be a kick-start to slow-moving highway projects.

Your Directors continue to believe in the long-term potential of India's infrastructure space. Moving forward, our business growth will be driven by our proven technical prowess in design, operations and maintenance. Going forward, our focus will be to consolidate existing opportunities and leverage new possibilities.

## **2. DIVIDEND:**

As the Company is under a corporate debt restructuring, the Directors have not recommended any dividend for the nine (9) months period ended 30<sup>th</sup> September 2014 even though the Company has earned profits during the said period.

## **3. DEPOSITORY SYSTEM:**

The Company's equity shares are compulsorily tradable in electronic form. As of 30<sup>th</sup> September 2014, 93.08% of the Company's total paid-up capital representing 127,048,879 equity shares is in dematerialized form. In view of the benefits offered by the Depository system, members holding shares in physical mode are advised to avail the demat facility.

#### **4. FINANCE:**

The Company is presently under a Corporate Debt Restructuring which was approved by lenders in June 2013. Total debts aggregating to ₹ 14,817.17 Crore have been restructured. The said restructured debts have been secured by mortgage and hypothecation of the Company's movable and immovable properties. Collateral security has also been provided to the CDR Lenders by way of (i) infusion of an amount of ₹ 100 Crore by the promoters, (ii) pledge of equity shares held by the promoters in the Company, (iii) personal guarantee by Mr. Abhijit Rajan – Chairman & Managing Director and (iv) Corporate Guarantee by one of the promoter companies viz. Nikhita Estate Developers Private Limited. The CDR package provides a ten year repayment plan (including a two year moratorium) of the Company's existing debts. The interest rate on the restructured debt has been lowered by 1-2% for 15 months period from cut-off date i.e. 1<sup>st</sup> January 2013 upto 31<sup>st</sup> March 2015, apart from waiver of penal charges from the cut-off date till the date of implementation of the project and additional funding by way of priority loan. The CDR package approved by the lenders gave the Company the much needed breather to streamline its operations, improve cash flows, recover its long term trade receivables, reduce its operational costs and also additional funding to tide over its immediate working capital requirements. ICICI Bank Limited is the monitoring institution and IDBI Trusteeship Services Limited is the Security Trustee acting on behalf of all the CDR Lenders. Majority of the envisaged securities were created by 31<sup>st</sup> March 2014.

During the year under review the Company did not raise any capital from the Capital markets either by way of issue of equity shares /ADR/GDR / or any debt by way of Debentures. The Company continued to get financial assistance from its CDR lenders within the overall facilities sanctioned under the CDR package to meet the working capital requirements.

#### **5. PUBLIC DEPOSITS:**

The Company did not invite or accept deposits from public during the year under review.

#### **6. TRANSFER TO INVESTOR EDUCATION AND PROTECTION FUND:**

During the nine (9) months period ended 30<sup>th</sup> September 2014, the Company has transferred Interim Dividend amounting to ₹ 209,863/- and Final Dividend amounting to ₹ 47,094/- (both for the year 2006-07) to Investor Education and Protection Fund (IEPF), which was due and payable and remained unclaimed and unpaid for a period of seven years, as provided in Section 205C(2), of the erstwhile Companies Act, 1956.

#### **7. SUBSIDIARY COMPANIES:**

No new subsidiary was incorporated / acquired by the Company during the nine (9) months period ended 30<sup>th</sup> September 2014. During the period under review, names of the Company's following step down subsidiaries were struck off the Register of Companies by the Ministry of Corporate Affairs on an application made by the respective companies:

- (a) Dohan Renewable Energy Private Limited (effective 23<sup>rd</sup> March 2014)
- (b) Kasavati Renewable Energy Private Limited (effective 23<sup>rd</sup> March 2014)
- (c) Indori Renewable Energy Private Limited (effective 2<sup>nd</sup> July 2014)
- (d) Markanda Renewable Energy Private Limited (effective 2<sup>nd</sup> July 2014)
- (e) Sirsa Renewable Energy Private Limited (effective 29<sup>th</sup> August 2014)

During the period under review, the Company divested its entire stake in its subsidiary viz. Gammon Infrastructure Projects Limited ("GIPL") by sale of 528,000,000 equity shares (constituting 52.28% at the time of the sale) of ₹ 2/- (Rupees Two Only) of GIPL to its wholly owned subsidiary viz. Gammon Power Limited. As a result of the said sale of shares, GIPL is now a step-down subsidiary of the Company.

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

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commenced earlier than 1<sup>st</sup> April 2014 shall be governed by the relevant provisions/Schedules/rules of the Companies Act, 1956. In view of the same the financial information of the Company's subsidiaries have been provided as per the provisions of the erstwhile Companies Act, 1956 and the applicable circulars issued thereunder.

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 18<sup>th</sup> December 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.

**8. CONSOLIDATED FINANCIAL STATEMENTS:**

Your Directors have pleasure in attaching the Consolidated Financial Statements pursuant to Clause 32 of the Listing Agreement entered into with the Stock Exchanges and prepared in accordance with the Accounting Standards prescribed by the Institute of Chartered Accountants of India, in this regard and forms part of the Annual Report.

**9. DIRECTORS' EXPLANATION ON AUDITOR'S REPORTS:**

Directors explanation on the Auditors comments on the financial statements (both on Standalone and Consolidated) for the year ended 30<sup>th</sup> September 2014 as set out in their respective auditors reports of 5<sup>th</sup> December 2014 and 18<sup>th</sup> December 2014 is as follows:

- (a) With reference to clause (e) of the "Basis of Qualified Opinion" in the Audit Reports on the Standalone Financial Statements wherein the auditors have opined that the Company has during the year after 1<sup>st</sup> April 2014 granted unsecured loans to one of its Joint Ventures beyond the limits specified in Section 186 of the Companies Act 2013 i.e. without the prior approval of the members in general meeting, the Board would like to inform you that, as explained in Note 12(vi) of the Standalone Financial Statements, the loan was given as a business exigency and in the ordinary course of business. The Company had entered into joint venture namely, Gammon Cidade Tensacciai Joint Venture (the "JV") with Construtora Cidade LTDA and Tensacciai S.p.A. for the purpose of execution of "Construction of bridge and its approaches over river Yamuna downstream of existing bridge of Wazirabad [SH: Main Bridge (Cable Stayed)] at Delhi" (the "Project"). The JV was required to import materials for the said Project. On account of business exigency, the Company had granted unsecured loan to the JV for purchasing the material. The said transaction amounted to giving of loan by the Company to the JV and though in the ordinary course of business, exceeded the limits prescribed under Section 186 of the Companies Act, 2013. The Directors would also like to inform you that the Company shall, in due course, obtain shareholders' approval for giving of loans/advances to its joint ventures/associates.
- (b) With reference to clause (a) of the "Basis of Qualified Opinion" in the Audit Reports on both Standalone as well as Consolidated Financial Statements wherein the auditors have opined that they are unable to comment on the adequacy of the provisions made by the Company for diminution of the value of its investments due to non-availability of financials of Franco Tossi Meccanica S.p.A ("FTM") the Company's subsidiary in Italy, the Board, while drawing your attention to Note 33(c)(i) and (ii) of Standalone and in Note 1(a)(ii)(a) of Consolidated Financial Statements, would like to reiterate that FTM has filed an application for a pre-insolvency procedure which has been admitted by a court at Milan. In light of the ongoing procedure, till date, the financial statements of FTM have not been released by the empowered Commissioner. Further, it is envisaged that these will not be released until the process of insolvency is complete. However, the Company has made adequate provision towards its exposure for all the known liabilities in FTM. The management is of the opinion that since it will recover an amount not less than the carrying amount of FTM, no further provision for diminution is required to be made.



- (c) With reference to clause (b) of the “Basis of Qualified Opinion” in the Audit Reports on both Standalone as well as Consolidated Financial Statements wherein the auditors have opined that “they are unable to comment on the adequacy of the provisions made towards the Company’s exposure towards corporate guarantees issued towards the jobs of FTM”, the Board would like to inform you that as mentioned in Note 33(c)(iii) of Standalone and in Note 1(a)(ii)(b) of Consolidated Financial Statements, the Company is in active negotiation with the clients of FTM for the cancellation of the demand of € 17.80 Million (₹ 139.21 Crore) made by the Clients. Further, the Company has made provision for the balance amount of € 4.04 Million (₹ 31.59 Crore).
- (d) With reference to clause (c) of the “Basis of Qualified Opinion” in the Audit Reports on both Standalone as well as Consolidated Financial Statements wherein the auditors have opined that “they are unable to comment on the adequacy of the provisions made towards the Company’s exposure in investments in and Guarantees given by the Company in respect of SAE Powerlines S.p.A ,the Company’s subsidiary in Italy” the Board would like to inform you that as mentioned in Note 33(e) of Standalone and in Note 1(a)(v) of Consolidated Financial Statements, the management is of the opinion that considering the order book position and adequate references and strengths in international markets of its subsidiary SAE Powerlines the provision made by it for impairment of its investment, loans and trade receivables is adequate.
- (e) With reference to clause(d) of the “Basis of Qualified Opinion” in the Audit Report on Standalone Financial Statements and Clause (e) of the “Basis of Qualified Opinion” in the Audit Report on Consolidated Financial Statements, wherein the auditors have opined on managerial remuneration , the Board would like to inform you that as mentioned in Note 24(a) of Standalone and in Note 24 of Consolidated Financial Statements, the Company’s application for payment of ‘Minimum Remuneration’ of ₹ 6 Crore to Mr. Abhijit Rajan – Chairman & Managing Director for the financial years 2012-13 & 2013-14 was rejected by the Ministry of Corporate Affairs (“MCA”). The Company has made an application to the MCA for review of its decision and the MCA’s reply in this matter is awaited. The Company had also made an application to the MCA for waiver of payment of ‘Minimum Remuneration’ of ₹ 2 Crore to Mr. Himanshu Parikh (Former Executive Director) for the financial year 2012-13. In response to the Company’s said application, the MCA approved payment of ‘Minimum Remuneration’ of ₹ 1.66 Crore to Mr. Parikh. The Company has made a representation to the Ministry to reconsider its decision and reply is awaited. In view of the pending status of the aforementioned applications, no effect for the same has been given in the financial statements.
- (f) With reference to clause (d) of the “Basis of Qualified Opinion” in the Audit Report on Consolidated Financial Statements wherein the auditors have reported that the financial statements of Sofinter S.p.A. (“Sofinter”), Campo Puma Oriente S.A. (“CPO”), Ansaldo Caldaie Boilers (India) Limited, Gammon Holdings (Mauritius) Limited, Ansaldo Caldaie GB Engineering Limited and Gammon OJSC Mosmetrostroy Joint Venture are unaudited , the Board would like to inform you that as mentioned in Note 1(a)(i), 1(b)(iii) and Note 1(c) of Consolidated Financial Statements, the financial statements of these companies could not be audited due to insufficient time , unavailability of support staff and other severe administrative issues in these companies .Hence, the financial statements are as per management prepared accounts except in case of CPO & OJSC which were not audited on account of differences between the joint venture partners.
- (g) With reference to clause (d) of the “Basis of Qualified Opinion” in the Audit Report on Consolidated Financial Statements wherein the auditors have reported about the non-recognition of possible claims on trade receivables of Europower S.p.A., a subsidiary of the Associate Sofinter S.p.A., the Board would like to inform you that as mentioned in Note 1(c)(i)(c) of Consolidated Financial Statements, Europower S.p.A. has initiated legal proceedings in the competent court in Italy, against their customer to recover the amount of Euro 3 Million i.e. ₹ 23.46 crore (Company’s share being Euro 0.98 Million (₹ 7.62 crore). Pending the outcome of the said litigation, the risk of non-recovery arising from the same has been provided by Europower S.p.A to the extent of 2.3 Million Euro i.e. ₹ 17.92 crore. Considering the current status of the legal proceedings, the Directors of the said Europower S.p.A. believe that Sofinter S.p.A. will not incur additional losses over and above the said amount.
- (h) With reference to clause (d) of the “Basis of Qualified Opinion” in the Audit Report on Consolidated Financial Statements wherein the auditors have reported about non provision of trade receivables of Gammon & Billimoria LLC (GBLLC), Dubai a Subsidiary of the Company, the Board would like to inform you that as mentioned in Note 16(iv) of Consolidated Financial Statements, the amount is due from a Debtor of GBLLC which includes retention money aggregating to AED 2.7 million (₹ 4.54 crore) due



to GBLLC acting as a sub-contractor. The management of the said subsidiary is of the opinion that the amount is contractually recoverable and the subsidiary company is in negotiations with the principal client and in their opinion no provision is required to be made towards the same.

- (i) With reference to second para of clause (d) of the "Basis of Qualified Opinion" in the Audit Report on Consolidated Financial Statements wherein the auditors have reported their inability to determine recoverability of an amount of ₹ 81.27 Crore in connection with legal proceedings initiated by the Company's subsidiaries viz. (i) Patna Buxar Projects Limited and (2) Mormugao Terminal Limited against unilateral termination of their respective concession agreements, the Board would like to inform you that since the management of the respective aforementioned companies is confident of recovery of the aforesaid amounts, no provision has been made in the accounts.
- (j) With reference to clause (f) of the "Basis of Qualified Opinion" in the Audit Report on Consolidated Financial Statements, wherein the auditors have opined on encashment of bank guarantee of one of the subsidiaries viz. Patna Water Supply Distribution Network Private Limited, by the client and subsequent termination of the contract by the Client, the Board would like to inform you that since the said subsidiary believes that it has a good case against the Client, it has sought legal advice on the matter and hence the said encashment does not require any provision.

Members' attention is drawn to "Emphasis of Matter" stated in the Auditor's Report dated 5<sup>th</sup> December 2014 on the Standalone Financial Statements and in the Audit Report dated 18<sup>th</sup> December 2014 on the Consolidated Financial statements for the nine (9) months period ended 30<sup>th</sup> September 2014. The Directors would like to state that the said matters are for the attention of members only and have been explained in detail in the relevant notes to accounts as stated therein and hence require no further clarification.

#### 10. AUDITORS:

The members had at the 92<sup>nd</sup> Annual General Meeting held on 30<sup>th</sup> June 2014, approved the appointment of:

- (a) M/s. Natvarlal Vepari & Co., Chartered Accountants, Firm Registration no. 106971W, Statutory Auditors of the Company for the next three (3) financial years i.e. 2014-2015, 2015-16 and 2016-17; &
- (b) M/s. Vinod Modi & Associates, Chartered Accountants, Firm Registration no. 111515W and M/s. M. G. Shah & Associates, Chartered Accountants, Firm Registration no. 112561W, as the Joint Branch Auditors of 'Gammon India Limited –Transmission & Distribution Business for the next five (5) financial years i.e. 2014-2015, 2015-16, 2016-17, 2017-18 and 2018-19.

Pursuant to Rule 3(7) of the Companies (Audit and Auditors) Rules, 2014, the aforesaid appointments need to be ratified by the members at the forthcoming Annual General Meeting. Accordingly, (i) the appointment of M/s. Natvarlal Vepari & Co., Chartered Accountants, as the Statutory Auditors of the Company to hold office from the conclusion of the meeting until the conclusion of the Annual General Meeting to be held for the financial year 2016-17 and (ii) the appointment of M/s. Vinod Modi & Associates, Chartered Accountants, Firm Registration no. 111515W and M/s. M. G. Shah & Associates, Chartered Accountants, Firm Registration no. 112561W, as the Joint Branch Auditors of 'Gammon India Limited –Transmission & Distribution Business, to hold office from the conclusion of the meeting until the conclusion of the Annual General Meeting to be held for the financial year 2018-19 is commended for ratification by the members.

A certificate from (i) M/s. Natvarlal Vepari & Co., Chartered Accountants, (ii) M/s. Vinod Modi & Associates, Chartered Accountants and (iii) M/s. M. G. Shah & Associates, Chartered Accountants, that their appointment is within the prescribed limits under Section 141 of the Companies Act, 2013 has been obtained.

#### 11. COST AUDITOR:

Pursuant to the Cost Audit Order dated 24<sup>th</sup> January, 2012 issued by the Ministry of Corporate Affairs (MCA), the Board of Directors had appointed Mr. R. S. Raghavan, as the Cost Auditor for audit of cost accounting records of the transmission and distribution business for the nine (9) months period ended 30<sup>th</sup> September 2014. The report of the Cost Auditor will be filed with the MCA within the prescribed period. The Board, in its meeting held on 5<sup>th</sup> December 2014, has on the recommendation of the Audit Committee and subject to the approval of the Central Government approved the re-appointment of Mr. R. S. Raghavan as the Cost Auditor of the Company for the financial year commencing from 1<sup>st</sup> October 2014 for the applicable product of the transmission and distribution business.

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## **12. REPORT ON CORPORATE GOVERNANCE AND MANAGEMENT DISCUSSION AND ANALYSIS:**

Report on Corporate Governance and Management Discussion and Analysis Report for the year under review, together with a Certificate from the Auditors of the Company regarding compliance of the conditions of Corporate Governance, as stipulated under Clause 49 of the Listing Agreement forms part of the Annual Report.

## **13. DIRECTORS:**

During the nine (9) months period ended 30<sup>th</sup> September 2014, Mr. Peter Gammon, Non-Executive Director (Chairman Emeritus) and Mr. Parvez Umrigar, Non-Executive Non-Independent Director resigned from the Company's Board with effect from 28<sup>th</sup> June 2014 and 31<sup>st</sup> July 2014 respectively. The Board places on record its sincere appreciation for the services rendered by Mr. Peter Gammon and Mr. Parvez Umrigar.

The members have at the 92<sup>nd</sup> Annual General Meeting held on 30<sup>th</sup> June 2014, approved the appointment of the following Independent Directors for a term of five (5) consecutive years up to 31<sup>st</sup> March, 2019:

1. Mr. Chandrahas C. Dayal
2. Mr. Naval Choudhary
3. Mr. Jagdish Sheth
4. Mrs. Urvashi Saxena
5. Mr. Atul Kumar Shukla
6. Mr. Atul Dayal

The Board, at its meeting held on 18<sup>th</sup> December 2014, on the recommendation of the Nomination and Remuneration Committee, appointed/re-appointed the following directors:

1. Mr. Ajit B. Desai was appointed as the Whole-time Director of the Company designated as Executive Director & Chief Executive Officer for a period of three (3) years. The appointment of Mr. Desai as the Executive Director & Chief Executive Officer is subject to the approval of the CDR Lenders, the shareholders and the Central Government.
2. Mr. Rajul A. Bhansali was re-appointed as the Whole-time Director of the Company designated as Executive Director – International Operations for a further period of three (3) years. The re-appointment of Mr. Bhansali as the Executive Director – International Operations is subject to the approval of the shareholders and the Central Government.

## **14. DIRECTORS' RESPONSIBILITY STATEMENT:**

Pursuant to Section 217 (2AA) of the Companies (Amendment) Act 2000, the Directors confirm that:

1. The applicable accounting standards have been followed by the Company in preparation of the annual accounts for the nine (9) months period ended 30<sup>th</sup> September 2014;
2. The Directors have selected accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 30<sup>th</sup> September 2014 and of the Profit of the Company for the period ended on that date;
3. Proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Act and for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities;
4. The annual accounts for the nine (9) months period ended 30<sup>th</sup> September 2014 have been prepared on a going concern basis.

## 15. PARTICULARS OF EMPLOYEES:

The particulars of employees required to be furnished under Section 217(2A) of the Companies Act, 1956, read with the Companies (Particulars of Employees) Rules, 1975, forms part of this Report. However, as per the provisions of Section 219(1)(b)(iv) of the Companies Act, 1956, the Report and Accounts are being sent to all shareholders, excluding the statement of particulars of employees. Any shareholder interested in obtaining a copy may write to the Company Secretary at the Registered Office of the Company.

## 16. PARTICULARS UNDER COMPANIES (DISCLOSURE OF PARTICULARS IN THE REPORT OF THE BOARD OF DIRECTORS) RULES, 1988:

### A. Conservation of Energy:

“Energy conservation” means to reduce the quantity of energy that is used for different purposes. This practice results in increase of financial capital, environmental value, national and personal security, and human comfort. Your Company is continuing with energy saving measures initiated earlier. Practices followed for conservation of Energy and efficient energy use are as follows:

- Constant monitoring of Diesel Consumption at the project sites.
- Replacement of diesel/fuel operated plant and machinery with electrically operated plant and machinery wherever possible at the project sites.
- Effective utilization of plant & machinery at the project sites.

The following initiatives taken at the Company's T&D Division at Nagpur to conserve energy and environment by reducing the consumption of non-renewable energy sources continue to be followed during the current year:

- Installation of drying oven for preheating of materials prior to galvanizing with the help of waste flue gases from galvanizing furnace which has reduced fuel consumption by 10%.
- Change in fuel from LDO to Ignite oil and from ignite oil to Liquefied Petroleum Gas through liquid off take (LOT) system in galvanizing furnace reduces carbon deposition which minimizes breakdown, gives uniform heating to kettle thereby increasing the life & increase overall efficiency of the furnace.
- Maintaining power factor towards unity through capacitor bank.
- Transparent polycarbonate sheets provided at shop floor roof for usage of Natural light.
- Sewage Treatment Plant is installed to use waste water for gardening.
- Provided 85 Watt CFL in place of 250 Watts Metal Halide at finish yard Deoli works.
- Installed air operated diaphragm type pump instead of 10 HP electrical pump to save electrical power.
- Installed heat exchanger for heating of flux tank with the help of quench water.

### B. Technology Absorption:

Timely completion of the projects as well as meeting the budgetary requirements are the two critical areas where different techniques help to a great extent. Many innovative techniques have been developed and put to effective use and the efforts to develop new techniques continue unabated.

### C. Research and Development (R & D):

Increasing focus on developing infrastructure in the country has opened up many opportunities for the construction companies. In the continued difficult economic conditions, cost reductions and early completion of projects remains high on the agenda for every construction company. The opportunities for economizing the designs, improving the productivity, reducing wastage and adopting better construction practices leave a lot of scope for research and technology implementation. There is an urgent need

to increase efforts for standardization of equipment, formwork, structural designs and construction procedures. The current market challenges makes it all the more important not to lose focus on the Research & Technology investments as innovating technologies are key to overcome the economic challenges.

To rise up to the challenge of completing huge quantum of work in a short time, we have to back up the onsite teams with continual improvement in construction technology. During the year under review the R&D activities undertaken by the company include:

- Designing high strength M60, M80 grade concrete for vertical pumping distance of 170 metres.
- Designing prestressed concrete for bridge superstructure with high early strength using Fly Ash as replacement of cement
- Designing concrete cooling systems for placing mass concrete at 10°C
- Designing & construction of composite well on sloping rock profile
- 3T Capacity cantilever platform with telescopic arrangement for material loading & shifting
- 1.5T capacity Movable Formwork Lifting Gantry for DAM construction
- Access stair tower 4 storied high on modular cantilever structural arrangement
- 7m cantilever structural cover at high-rise building for safety of pedestrian movement
- Designing, fabrication and erection methodology for Santacruz-Chembur Link Road Project (SCLR)-Phase-1- Section-II. Fabrication and Erection of 50.9 m long Steel Plate Girders (each girder weighing around 70 t).

**D. Foreign Exchange Earnings and Outgo:**

Total foreign exchange used and earned during the year:

	<i>(₹ in Crore)</i>	
	<b>Current Period</b>	<i>Previous Period</i>
Foreign Exchange Earnings	<b>145.97</b>	<i>186.63</i>
Foreign Exchange Outgo	<b>113.04</b>	<i>162.60</i>

**17. ACKNOWLEDGEMENTS:**

Your Directors thank all its valued customers and various Government, Semi-Government and Local Authorities, Suppliers and other Business associates. Your Directors appreciate continued support from Banks and Financial Institutions and look forward to their co-operation in the future. Your Directors place on record their appreciation of the dedicated efforts put in by the employees at all levels and wish to thank the Shareholders and all other stakeholders for their unstinted support and co-operation.

**For and on behalf of the Board of Directors**

**ABHIJIT RAJAN**  
**Chairman & Managing Director**

Place : Mumbai

Dated : 18<sup>th</sup> December 2014

# REPORT ON CORPORATE GOVERNANCE

In compliance with Clause 49 of the Listing Agreement entered into with the Stock Exchanges applicable as on 30<sup>th</sup> September, 2014.

## **1. COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE :**

The Company's philosophy on Corporate Governance envisages accountability, responsibility and transparency in the conduct of the Company's business and its affairs and accordingly lays great emphasis on regulatory compliances. The Company firmly believes that Corporate Governance is a powerful tool to sub-serve the long term growth of the Company and continues to give priority to the principles and practice of Corporate Governance and has accordingly benchmarked its practices with the existing guidelines of corporate governance as laid down in the Listing Agreement.

## **2. BOARD OF DIRECTORS ('Board') :**

### **(a) Composition :**

The Company has an optimum combination of Executive and Non-Executive Directors in conformity with Clause 49 of the Listing Agreement entered into with the stock exchanges, to maintain the independence of the Board and to separate the Board functions of governance and management.

As on 30<sup>th</sup> September, 2014 the Board comprises of a Chairman and Managing Director (Executive), 2 (two) Executive Directors and 6 (six) Non-Executive Independent Directors including a woman Director. All the members of the Board are persons with considerable experience and expertise in industry, finance, management and law.

The Chairman and Managing Director provides leadership to the Board and to the Management in strategizing and realizing business objectives and is supported by the Executive Directors. The Independent Directors contribute by giving their valuable guidance and inputs with their independent judgment on the overall business strategies and performance.

None of the Directors on the Board is a Member of more than 10 (ten) Committees and Chairman of more than 5 (five) Committees (as specified in Clause 49 of the Listing Agreement), across all the Companies in which he / she is a Director as per the disclosures made by all the Directors.

None of the Independent Directors on the Board serve as an Independent Director in more than seven listed companies.

None of the Whole time Directors on the Board serve as an Independent Director in more than three listed companies.

### **(b) Changes in Board Composition :**

Effective from 1<sup>st</sup> January, 2014 till date the following changes have taken place in the Board composition:

- 1) Mr. Peter Gammon ceased to be a Non-Executive Director (Chairman Emeritus) with effect from 28<sup>th</sup> June, 2014 by virtue of his resignation from the Board.
- 2) Mr. Parvez Umrigar ceased to be a Non-Executive Director with effect from 31<sup>st</sup> July, 2014, by virtue of his resignation from the Board.

### **(c) Board Meetings :**

The Board meets at least once in each quarter inter-alia, to review the quarterly financial results. The gap between two consecutive meetings is less than 120 days. In addition the Board also meets whenever necessary. The Board periodically reviews compliance reports of all laws applicable to the Company. Steps are taken by the Company to rectify instances of non-compliances.

During 9 (nine) months period under review the Company held 8 (eight) Board Meetings on 14<sup>th</sup> February 2014, 18<sup>th</sup> February 2014, 18<sup>th</sup> March 2014, 3<sup>rd</sup> April 2014, 14<sup>th</sup> May 2014, 3<sup>rd</sup> June 2014, 13<sup>th</sup> August 2014 and 21<sup>st</sup> August 2014.

### **(d) Directors' Attendance Record and Directorships held:**

The names and categories of the Directors on the Board, their attendance at Board Meetings during the 9 (nine) months period and at the last Annual General Meeting, also the number of directorships and committee memberships held by them in other Companies are given below:

Name and Designation of Director	Category of Directors	No. of Board Meetings attended (01.01.2014 to 30.09.2014)		Attendance at last AGM. held on 30 <sup>th</sup> June, 2014	Directorships in other Companies in India***	Committee Positions held (Other than Gammon India Limited)	
		Held	Attended			Chairman	Member
Mr. Peter Gammon Chairman Emeritus*	Promoter/ Non - Executive & Non Independent	8	NIL	No	NIL	NIL	NIL
Mr. Abhijit Rajan Chairman & Managing Director	Promoter, Executive & Non Independent	8	8	Yes	5	NIL	NIL
Mr. Rajul Bhansali Executive Director	Executive & Non Independent	8	8	Yes	3	NIL	NIL
Mr. Digambar Bagde Executive Director	Executive & Non Independent	8	5	Yes	9	NIL	NIL
Mr. Parvez Umrigar Director**	Non - Executive & Non Independent	8	1	No	NIL	NIL	NIL
Mr. Chandrahas C. Dayal Director	Non - Executive & Independent	8	7	Yes	16	1	5
Mr. Jagdish Sheth Director	Non - Executive & Independent	8	8	Yes	NIL	NIL	NIL
Ms. Urvashi Saxena Director	Non - Executive & Independent	8	5	Yes	5	NIL	NIL
Mr. Naval Choudhary Director	Non - Executive & Independent	8	Nil	Yes	3	NIL	NIL
Mr. Atul Kumar Shukla Director	Non - Executive & Independent	8	8	Yes	6	1	2
Mr. Atul Dayal Director	Non - Executive & Independent	8	1	No	9	NIL	2

\* Mr. Peter Gammon resigned as Director (Chairman Emeritus) w.e.f 28<sup>th</sup> June, 2014.

\*\* Mr. Parvez Umrigar resigned as Director w.e.f 31<sup>st</sup> July, 2014.

\*\*\* Includes Directorships in private limited companies. Details are as on 30<sup>th</sup> September, 2014.

**Notes:**

- a) Chairmanship / Membership of Committees includes only Audit and Stakeholders Relationship Committee.
- b) Mr. Chandrahas C. Dayal and Mr. Atul Dayal are related to each other.

The Board meetings are held at the registered office of the Company. Agenda of the business to be transacted at each meeting is given to the Board in advance together with relevant information and explanations. The Board deliberates on every matter placed before it before arriving at a decision / approving matters placed before it. The Company Secretary conveys the decisions of the Board to the Senior Management to initiate action. The information as required under Annexure IA to Clause 49 is being made available to the Board. The Company did not have any pecuniary relationship or transactions with Non-Executive Directors during the year.

### 3. BOARD COMMITTEES :

In compliance with the requirements of the Companies Act, 2013, the Listing Agreement and the applicable laws, the Board constituted / reconstituted the following committees:

(i) Audit Committee (ii) Stakeholders Relationship Committee (iii) Nomination & Remuneration Committee (iv) Corporate Social Responsibility Committee (v) Review Committee of Independent Directors

The Board determines the constitution of the committees and the terms of reference for committee members including their roles and responsibilities.

#### (A) Mandatory Committees:

##### (i) Audit Committee :

###### Composition:

The Audit Committee as on 30<sup>th</sup> September, 2014 comprised of 5 (five) Non-Executive Independent Directors viz.:

(1) Mr. Chandrahas C. Dayal (Chairman), (2) Mr. Atul Dayal, (3) Ms. Urvashi Saxena, (4) Mr. Naval Choudhary and (5) Mr. Atul Kumar Shukla.

**Note :** Mr Atul Dayal ceased to be a member of the Audit Committee effective from 5<sup>th</sup> December, 2014. The Committee was reconstituted with the following members 1) Mr.Chandrahas C. Dayal (Chairman), (2) Ms. Urvashi Saxena, (3) Mr. Naval Choudhary and (4) Mr. Atul Kumar Shukla.

All the members of the Audit Committee are financially literate and have accounting / related financial management expertise.

Ms Gita Bade - Company Secretary acts as Secretary to the Committee.

###### Terms of reference:

The terms of reference of the Audit Committee are broadly as follows:

- a) Overseeing of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.
- b) Recommending to the Board the appointment, re-appointment and removal of statutory auditors, cost auditors, branch auditors and fixation of their remuneration.
- c) Approving the payments to statutory auditors for any other services rendered by them.
- d) Reviewing with management the annual financial statements and auditor's report before submission to the Board for approval, focusing primarily on:
  - Matters required to be included in the Director's Responsibility statement to be included in the Board Report in terms of clause (c) of sub-section 3 of Section 134 of the Companies Act, 2013;
  - Any changes in accounting policies and practices and reasons for the same;
  - Major accounting entries involving estimates based on exercise of judgments by management;
  - Qualifications in draft audit report;
  - Significant adjustments made in the financial statements arising out of audit;
  - The going concern assumption;
  - Compliance with accounting standards;
  - Compliance with listing and legal requirements concerning financial statements;
  - All related party transactions i.e., transactions of the Company of material nature, with promoters or the management, their subsidiaries or relatives etc.
- e) Reviewing with the management, statutory and internal auditors, internal financial controls and risk management system.
- f) Reviewing with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/prospectus / notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board.

- g) Reviewing with the management the quarterly and half yearly financial results before submission to the Board.
- h) Reviewing the adequacy of internal audit functions, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit.
- i) Scrutinizing of the inter corporate loans & investments.
- j) Discussion with Internal Auditors, any significant findings and follow up thereon.
- k) Reviewing the findings of any internal investigations by the Internal Auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board.
- l) Approval or any subsequent modification of transactions of the Company with related parties.
- m) To look into reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (incase of non-payment of declared dividends) and creditors.
- n) Review and monitor the auditor's independence and performance, and effectiveness of audit processes.
- o) To review the functioning of the Whistle Blower and Vigil mechanism.
- p) Valuation of undertaking or assets of the company where ever it is necessary.
- q) Approval of appointment of CFO (i.e. the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate.
- r) All such other functions as may be specified from time to time.

**Meetings:**

During the 9 (nine) months period ended 30<sup>th</sup> September, 2014, the Audit Committee held 6 (six) meetings on 14<sup>th</sup> February 2014, 18<sup>th</sup> February 2014, 3<sup>rd</sup> April 2014, 14<sup>th</sup> May 2014, 13<sup>th</sup> August 2014 and 21<sup>st</sup> August 2014. Necessary quorum was present at all the meetings.

The details of meetings attended by the Members are given below:-

Name of the Member	No. of Audit Committee Meetings attended
Mr. Chandrahas C. Dayal - Chairman	5
Mr. Atul Dayal - Member	NIL
Ms. Urvashi Saxena - Member	3
Mr. Naval Chaudhary - Member	NIL
Mr. Atul Kumar Shukla - Member	5

Mr. Chandrahas C. Dayal - Chairman of the Audit Committee was present at the previous Annual General Meeting held on 30<sup>th</sup> June, 2014.

The Audit Committee meetings are held at the Registered Office of the Company and attended by invitation by the Chief Financial Officer, Finance Controllers, Representatives of the Statutory Auditors and the Internal Auditors of the Company and various Business Heads.

**(ii) Stakeholders' Relationship Committee :**

In order to ensure compliance with the requirements of Section 178 of the Companies Act, 2013 and revised clause 49 of the listing agreement (applicable w.e.f 1<sup>st</sup> October,2014) the nomenclature of the Investor Grievance Committee was changed to Stakeholders Relationship Committee with revised role which also includes to consider and resolve the grievances of all security holders of the Company.

**Composition:**

The Stakeholders' Relationship Committee comprises of four (4) Non-Executive Independent Directors viz.:

- (1) Mr. Chandrahas C. Dayal (Chairman) (2) Mr. Atul Dayal (3) Mr. Naval Choudhary and (4) Mr. Atul Kumar Shukla.

Ms Gita Bade - Company Secretary acts as Secretary to the Committee.

**Terms of reference:**

The Stakeholders Relationship Committee primarily attends to and resolves grievances of the Company's shareholders and other stakeholders.



**Meetings:**

During the 9 (nine) months period ended 30<sup>th</sup> September, 2014 the Committee held 12 (twelve) meetings on 7<sup>th</sup> January, 2014, 15<sup>th</sup> February 2014, 22<sup>nd</sup> March 2014, 29<sup>th</sup> March 2014, 7<sup>th</sup> April 2014, 29<sup>th</sup> April 2014, 15<sup>th</sup> May 2014, 23<sup>rd</sup> June 2014, 7<sup>th</sup> July 2014, 15<sup>th</sup> July 2014, 22<sup>nd</sup> July 2014 and 29<sup>th</sup> September 2014. Necessary quorum was present at all the meetings.

The minutes of the Stakeholders' Relationship Committee are reviewed and noted by the Board. The details of the Committee meetings attended by the Members are given below:

<b>Name of the Member</b>	<b>No. of Committee Meetings attended</b>
Mr. Chandrahas C. Dayal - Chairman	11
Mr. Atul Dayal - Member	1
Mr. Naval Chaudhary - Member	2
Mr. Atul Kumar Shukla - Member	12

**Details of Investor Complaints:**

A total of 23 queries / complaints were received by the Company from Investors as detailed below. All the complaints were resolved by the Company to the satisfaction of the Investors'. As on 30<sup>th</sup> September, 2014, there were no pending letters / complaints. The status of Investors complaints received up to 30<sup>th</sup> September, 2014 is as stated below:

No. of Complaints received during the 9 (nine) months period ended 30 <sup>th</sup> September, 2014.	23
No. of Complaints resolved as on 30 <sup>th</sup> September, 2014.	23
No of Complaints pending as on 30 <sup>th</sup> September, 2014.	NIL
No. of pending share transfers as on 30 <sup>th</sup> September, 2014	NIL

**Name, Designation and Address of Compliance Officer:****Ms. Gita Bade**

Company Secretary  
Gammon India Limited  
'Gammon House', Veer Savarkar Marg,  
Prabhadevi, Mumbai - 400 025.  
E-mail Id: gita.bade@gammonindia .com  
Telephone : 022 - 6115 3000.  
Facsimile : 022 - 2430 0221.

**Name, Designation and Address of Investor Relations Officer:****Mr. Mandar Godbole**

Asst. Manager - Secretarial  
Gammon India Limited  
'Gammon House', Veer Savarkar Marg,  
Prabhadevi, Mumbai - 400 025.  
E-mail Id: mandar.godbole@gammonindia.com  
Telephone : 022 - 6115 3000.  
Facsimile : 022 - 2430 0221.

**(iii) Nomination & Remuneration Committee :**

In order to ensure compliance with the provisions of Section 178 of the Companies Act, 2013, the nomenclature of the Selection and Remuneration Committee was changed to Nomination and Remuneration Committee.

**Composition:**

The Nomination & Remuneration Committee comprises of 3 (three) Non-Executive Independent Directors viz.:

(1) Mr. Chandrahas C. Dayal (Chairman) (2) Mr. Naval Choudhary and (3) Mrs. Urvashi Saxena.

Ms Gita Bade - Company Secretary acts as Secretary to the Committee.

**Terms of reference:**

The role of the Nomination and Remuneration Committee is:

- To identify persons who are qualified to become directors or who can be appointed in the senior management.
- To formulate criteria for evaluation of Independent Directors and the Board.
- To devise a policy on Board diversity.
- To recommend the appointment/ removal of directors or senior management personnel.
- To carry out evaluation of every director's performance.
- To formulate criteria for determining qualifications, positive attributes and independence of a director.
- To recommend to the Board, policy relating to remuneration for the directors, key managerial personnel and other senior employees and to review the policy at regular intervals.

**Meetings:**

During the 9 (nine) months period ended 30<sup>th</sup> September, 2014, the Committee held 2 (two) meetings on 12<sup>th</sup> March, 2014 and 25<sup>th</sup> July, 2014. Necessary quorum was present at all the meetings. The details of the Committee meetings attended by the Members are given below:

Name of the Member	No. of Committee Meetings attended
Mr. Chandrahas C. Dayal - Chairman	2
Ms. Urvashi Saxena - Member	2
Mr. Naval Chaudhary - Member	NIL

Chairman of the Nomination & Remuneration Committee was present at the previous Annual General Meeting held on 30<sup>th</sup> June, 2014.

Ms. Gita Bade - Company Secretary acts as Secretary to the Committee.

**(iv) Nomination & Remuneration Policy**

The Nomination and Remuneration policy provides a framework for appointment of Directors, Key Managerial Personnel and senior management, their performance evaluation and fixing their remuneration based on their performance.

**Details of Remuneration paid to Directors during the period ended 30<sup>th</sup> September, 2014:**

All Executive Directors are paid salary, allowances, perquisites performance linked incentives and commission while Non-Executive Independent Directors receive sitting fees for attending Board and Committee meetings. Payment of remuneration to the Chairman & Managing Director and the Executive Directors is governed by an Agreement entered into between the Company and the Managerial Personnel, the terms and conditions of which have been duly approved by the Board and the Shareholders of the Company.

The Remuneration (including perquisites and benefits) paid to the Executive Directors during the 9 (nine) months period ended 30<sup>th</sup> September, 2014 is as follows:

Name of Director	(Amt. in ₹)		
	Mr. Abhijit Rajan	Mr. Rajul Bhansali	Mr. Digambar C. Bagde
Salary	41,410,893	5,454,120	9,130,298
Perquisites*	5,725,800	7,45,445	4,38,000
Commission	Nil	Nil	Nil
Performance linked incentives	Nil	Nil	Nil
Total	47,136,693	6,199,565	9,568,298
Tenure :			
From	14/02/1991	30/03/2003	09/07/2009
To **	16/05/2016	28/03/2015	08/07/2017
Shares of ₹ 2/- each held as on 30 <sup>th</sup> September, 2014	8172459	NIL	817472

\*\* As re-appointed from time to time

\* Perquisites includes employers contribution to Provident Fund, Superannuation Fund and Gratuity for Directors. (Except Mr. Digambar C. Bagde whose perquisites includes only provident fund contribution)

The Company had made an application to the Ministry of Corporate Affairs ("MCA") seeking its approval for payment of remuneration of ₹ 6 Crores p.a. to Mr. Abhijit Rajan – Chairman & Managing Director for each of the years that is 2012-13 & 2013-14 respectively, which was rejected by the MCA. The Company has preferred an appeal to the MCA for review of its decision. Further, the Company has also made an application to the MCA seeking its approval for payment of 'Minimum Remuneration' of ₹ 6 Crores p.a. to Mr. Abhijit Rajan 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 and the same is awaited.

**Service Contract, Severance Fees & Notice Period:**

The terms of employment stipulate a notice period of 3 (three) months, for termination of appointment of Chairman & Managing Director and Executive Directors, on either side. There is no provision for payment of severance fees.

**Sitting Fees to Non-Executive Independent Directors:**

Non-Executive Independent Directors of the Company do not draw any remuneration from the Company other than sitting fees for attending Board and Committee meetings. None of the Non-Executive Independent Directors have entered into any pecuniary transaction or relationship with the Company.

Details of sitting fees paid for attending Board and Committee Meetings during the 9 (nine) months period from 1<sup>st</sup> January, 2014 to 30<sup>th</sup> September, 2014 are given below:

(Amt in ₹)

Name	Board Meeting	Committee Meeting*	Total
Mr. Chandrahas C. Dayal	1,40,000	1,80,000	3,20,000
Mr. Atul Dayal	NIL	NIL	NIL
Mr. Jagdish Sheth	1,60,000	NIL	1,60,000
Ms. Urvashi Saxena	1,00,000	1,40,000	2,40,000
Mr. Atul Kumar Shukla	1,60,000	1,00,000	2,60,000
Mr. Naval Chaudhary	NIL	20,000	20,000

Note: (\*) includes Audit Committee, Review Committee of Independent Directors and Nomination & Remuneration Committee.

**Details of Shareholding of Non-Executive Directors as on 30th September, 2014**

Name of Director	No of shares held	Percentage
Mr. Chandrahas C. Dayal	1500	0.001
Mr. Atul Dayal	NIL	NIL
Mr. Jagdish Sheth	NIL	NIL
Ms. Urvashi Saxena	NIL	NIL
Mr. Atul Kumar Shukla	NIL	NIL
Mr. Naval Chaudhary	NIL	NIL
Mr. Parvez Umrigar*	2,15,648	0.158
Mr. Peter Gammon**	NIL	NIL

\* Mr. Parvez Umrigar ceased to be Director w.e.f 31<sup>st</sup> July, 2014

\*\* Mr. Peter Gammon ceased to be Director (Chairman Emeritus) w.e.f 28<sup>th</sup> June, 2014

**(v) Corporate Social Responsibility Committee :**

The Board of Director at its meeting held on 3<sup>rd</sup> April, 2013 constituted "Corporate Social Responsibility Committee" ("CSR Committee") as required under Section 135 of the Companies Act, 2013.

**Composition:**

The CSR Committee comprises of the Chairman & Managing Director- Mr. Abhijit Rajan and 3 (three) Non-Executive Independent Directors viz.: (1) Mr. Chandrahas C. Dayal, (2) Mr. Naval Choudhary and (3) Ms. Urvashi Saxena.

The Chairman of the Committee is Mr. Chandrahas C. Dayal

Ms Gita Bade - Company Secretary acts as Secretary to the Committee.

**Terms of reference:**

The role of the Corporate Social Responsibility Committee is to:

- (i) formulate and recommend to the Board a Corporate Social Responsibility Policy to indicate the activities to be undertaken by the Company as specified in Schedule VII and amendment thereof.
- (ii) recommend the amount of expenditure to be incurred on the activities to be undertaken by the Company; and
- (iii) monitor the Corporate Social responsibility Policy from time to time.

**Meetings:**

No meetings were held during the 9 (nine) months period ended 30<sup>th</sup> September, 2014.

**(B) Non-mandatory Committees:****Review Committee of Independent Directors :**

The Board in its meeting held on 25<sup>th</sup> November, 2013 constituted a Review Committee of Independent Directors.

The role of the Review Committee of Independent Directors is to review, *inter alia*, the Company's projects on a periodical basis and all project related issues as well as such matters as may be referred to the Committee by the Board.

**Composition:**

The Committee comprises of 3 (three) Non-Executive Independent Directors viz.:

- (1) Mr. Naval Choudhary (Chairman) (2) Mr. Chandrahas C. Dayal and (3) Mrs. Urvashi Saxena.

Ms Gita Bade - Company Secretary acts as Secretary to the Committee.

**Meetings:**

During the 9 (nine) months period ended 30<sup>th</sup> September, 2014, the Committee held 3 (three) meetings on 4<sup>th</sup> January 2014, 19<sup>th</sup> April 2014 and 25<sup>th</sup> July 2014.

The details of the Committee meeting attended by the Members are given below:

<b>Name of the Member</b>	<b>No. of Committee Meetings attended</b>
Mr. Naval Chaudhary - Chairman	3
Mr. Chandrahas C. Dayal - Member	3
Ms. Urvashi Saxena - Member	1

**4. COMPANY POLICIES :**

During the year under review, the Board adopted the following policies:

**(a) Policy on Related Party Transactions:**

Pursuant to Clause 49 of the Listing Agreement and upon recommendation by the Audit Committee, the Board of Directors, at its meeting held on 21<sup>st</sup> August, 2014, approved and adopted the Policy on Related Party Transactions. This Policy can be viewed on the Company's website viz. [www.gammonindia.com](http://www.gammonindia.com) in the "Investors" Section.

**(b) Policy on Material Subsidiaries:**

Pursuant to Clause 49 of the Listing Agreement and upon recommendation by the Audit Committee, the Board of Directors, at its meeting held on 21<sup>st</sup> August 2014, approved and adopted the Policy on Material Subsidiaries. This Policy can be viewed on the Company's website viz. [www.gammonindia.com](http://www.gammonindia.com) in the "Investors" Section.

**(c) Whistle Blower Policy:**

Pursuant to Clause 49 of the Listing Agreement and upon recommendation by the Audit Committee, the Board of Directors, at its meeting held on 21<sup>st</sup> August, 2014, approved and adopted the Whistle Blower Policy. This Policy can be viewed on the Company's website viz. [www.gammonindia.com](http://www.gammonindia.com) in the "Investors" Section.

**(d) Nomination & Remuneration Policy:**

Pursuant to Clause 49 of the Listing Agreement and upon recommendation by the Nomination & Remuneration Committee, the Board of Directors, at its meeting held on 13<sup>th</sup> August, 2014, approved and adopted the Nomination & Remuneration Policy. This Policy can be viewed on the Company's website viz. [www.gammonindia.com](http://www.gammonindia.com) in the "Investors" Section.

## 5. OTHER INFORMATION :

(a) The Corporate Identity Number allotted to the Company by the Ministry of Corporate Affairs is : L74999MH1922PLC000997

(b) **Code of Conduct :**

The Company has laid down a Code of Conduct for all Board members and the Senior Management Personnel. The Code of Conduct is available on the Company's website viz., [www.gammonindia.com](http://www.gammonindia.com). All the Board Members and Senior Management Personnel have affirmed compliance with the Code of Conduct. A declaration to this effect signed by the Chairman & Managing Director forms part of this Report.

(c) **General Body Meetings :**

(i) **Location, Date and Time of Annual General Meetings held during the last 3 (three) years:**

The Annual General Meetings of the Company for the nine (9) months period ended 31<sup>st</sup> December, 2013 and for the financial years 2012 - 13 and 2011 - 12 were held at Ravindra Natya Mandir (P.L. Deshpande Maharashtra Kala Academy), Sayani Road, Prabhadevi, Mumbai - 400 025, as detailed below :

AGM	Financial Year/Period	Date & Time
92 <sup>nd</sup>	9 months period ended 31 <sup>st</sup> December, 2013	30 <sup>th</sup> June, 2014 at 4.30 p.m.
91 <sup>st</sup>	2012 - 2013	24 <sup>th</sup> September, 2013 at 3.30 p.m.
90 <sup>th</sup>	2011 - 2012	25 <sup>th</sup> September, 2012 at 3.30 p.m.

(ii) **Special Resolutions passed in the previous three Annual General Meetings:**

30 <sup>th</sup> June, 2014	<p>(i) Allotment of 36,968,575 Equity shares of the Company of face value of ₹ 2/- each at a price of ₹ 27.05/- aggregating to ₹ 1,000,000,000/- on preferential basis to the promoters of the Company.</p> <p>(ii) Payment of remuneration aggregating to ₹ 60,000,000/- (Rupees Six Crores only) per annum to Mr. Abhijit Rajan - Chairman &amp; Managing Director for the financial year 2014-2015 &amp; for a period from 1<sup>st</sup> April, 2016 - 16<sup>th</sup> May, 2016.</p> <p>(iii) Payment of remuneration aggregating to ₹ 80,00,000/- (Rupees Eighty Lakhs only) per annum to Mr. Rajul A. Bhansali - Executive Director (International Operations) for the period starting from 1<sup>st</sup> January, 2014 until the remainder of his tenure i.e. 29<sup>th</sup> March, 2015.</p> <p>(iv) Appointment of Mr. Harshit Rajan, a relative of Mr. Abhijit Rajan - Chairman &amp; Managing Director as Vice President - Procurement for a period of 3 (three) years effective 1<sup>st</sup> May, 2014.</p>
24 <sup>th</sup> September, 2013	<p>(i) Payment of remuneration of an amount not exceeding ₹ 4,500,000/- (Rupees Forty five Lakhs only) to Mr. Parvez Umrigar, Non - Executive Director for the financial year 2013-2014.</p> <p>(ii) Re-appointment of Ms. Ruchi Bagde, a relative of Mr. D.C. Bagde - Whole-time Director, as Management Trainee for a further period of 1 (one) year.</p>
25 <sup>th</sup> September, 2012	<p>(i) Payment of 'Minimum Remuneration' to Mr. Abhijit Rajan - Chairman &amp; Managing Director for a period of 3 (three) financial years i.e. for financial years 2011-12, 2012-13 &amp; 2013-14.</p> <p>(ii) Payment of 'Minimum Remuneration' to Mr. Rajul A. Bhansali, Executive Director - International Operations for a period of 3 (three) financial years i.e. for financial years 2011-12, 2012-13 &amp; 2013-14.</p> <p>(iii) Payment of 'Minimum Remuneration' to Mr. Himanshu Parikh - Executive Director for a period of 3 (three) financial years i.e. for financial years 2011-12, 2012-13 &amp; 2013-14.</p> <p>(iv) Payment of 'Minimum Remuneration' to Mr. Digambar C. Bagde, Deputy Managing Director - Transmission &amp; Distribution Business for a period of 3 (three) financial years i.e. for financial years 2011-12, 2012-13 &amp; 2013-14.</p> <p>(v) Payment of 'Minimum Remuneration' to Mr. Rohit Modi - Deputy Managing Director for the financial year 2011-12.</p>

(iii) **Resolution Passed by Postal Ballot during the period 1<sup>st</sup> January, 2014 to 30<sup>th</sup> September, 2014:**

The following resolution was passed by Postal Ballot during the period 1<sup>st</sup> January, 2014 to 30<sup>th</sup> September, 2014:

Approval of the Members sought for authorizing the Board of Directors to give loans/guarantee to/provide securities to/make investments in subsidiary(ies) upto an aggregate amount not exceeding ₹ 800 crore.

Particulars	No. of Postal Ballots	No. of shares
Total number of physical ballot forms received.	188	20,525,293
Total number of electronic ballot forms received.	44	48,792,871
Number of invalid physical ballot forms.	11	3,948
Number of invalid electronic ballot forms.	0	0
Number of valid physical ballot forms.	177	20,521,345
Number of valid electronic ballot forms.	44	48,792,871
Votes in favour of the resolution (both, physical & electronic)	193	66,523,515
Votes against the resolution (both, physical & electronic)	28	2,790,701
Percentage of votes cast in favour of the resolution (both, physical & electronic):	<b>95.97%</b>	
Percentage of votes casted against the resolution (both, physical & electronic) :	<b>4.03%</b>	

The aforesaid resolution was passed on 25<sup>th</sup> September, 2014.

Mr. V. V. Chakradeo of M/s. V. V. Chakradeo & Co., Company Secretaries was appointed as the Scrutinizer for conducting the Postal Ballot process.

**Procedure for Conducting Postal Ballot:**

After receiving the approval of the Board of Directors and consent of the scrutinizer, notice of the Postal Ballot containing text of the Resolution and Explanatory Statement to be passed through postal ballot, Postal ballot Form and self-addressed postage pre-paid envelopes are sent to the shareholders to enable them to consider and vote for or against the proposal within a period of 30 days from the date of dispatch. The Company also provides e-voting facility to enable the shareholders to cast their vote by electronic means. A notice is also published in the newspapers regarding dispatch of Postal Ballot notices. After the last date of receipt of ballots, the Scrutinizer, after due verification, submits the result to the Chairman. Thereafter, the Chairman declares the result of the postal ballot. The same along with Scrutinizer's Report is submitted to the Stock Exchanges and also displayed on the website of the Company.

**6. OTHER DISCLOSURES :**

- Other than transactions entered into in the normal course of business for which necessary approvals are taken and disclosures made, the Company has not entered into any materially significant related party transactions i.e., transactions of material nature, with its Promoters, Directors or the Management, their subsidiaries or relatives etc. that may have potential conflict with the interest of the Company at large. However the Company has annexed to the accounts a list of all related parties as per the Companies Act, 2013 and Accounting Standard 18 and the transactions entered into with them.
- The Stock Exchanges (i.e. NSE & BSE) levied and the Company paid penalties as follows for non-compliance with the provisions of clause 41 of the Listing Agreement

Financial Year	NSE	BSE
During the 9 (nine) months period 1 <sup>st</sup> April, 2013 to 31 <sup>st</sup> December, 2013.	75,000/-	84,270/-
During the 9 (nine) months period 1 <sup>st</sup> January, 2014 to 30 <sup>th</sup> September, 2014.	20,000/-	Nil
<b>TOTAL</b>	<b>95,000/-</b>	<b>84,270/-</b>

Save as mentioned above no other penalties/ strictures have been imposed on the Company by SEBI or any other Statutory Authority on any matter related to capital markets, during the last three years.

- A qualified practicing Company Secretary conducts Share Capital Reconciliation Audit to reconcile the total admitted capital with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) along with shares held in physical form and the total issued and listed capital. The Share Capital Reconciliation Audit Report confirms that the total issued/paid-up capital is in agreement with the total number of shares in physical form and the total number of dematerialized shares held with NSDL and CDSL.

- iv. The Chairman and Managing Director and the Chief Financial Officer have certified to the Board in accordance with Clause 49 (V) of the Listing Agreement pertaining to CEO / CFO Certification for the period ended 30<sup>th</sup> September, 2014.
- v. The Companies risk management framework is being reviewed and revised to minimize risk and strengthen risk assessment.

#### 7. MEANS OF COMMUNICATION :

- (a) **Financial Results:** As required under the Listing Agreement, Quarterly and Half-Yearly results of the Company are published within forty five days from the end of the respective quarter and the annual audited results are announced as and when approved by the Board. The financial results are published usually in the Free Press Journal/ Navshakti/ Economic Times/ Business Standard/ Sakal/ Maharashtra Times.
- (b) **News Releases, Presentations etc.:** Official news releases, detailed presentations made to media, analysts, institutional investors etc. if any, are displayed on the Company's website viz. www.gammonindia.com. Official announcements are sent to the Stock Exchanges.
- (c) **Website:** The Company's corporate website www.gammonindia.com provides information about the Company's business. It also contains a separate dedicated Section 'Investor Relations' where shareholders information is available. The Annual Report of the Company is also available on the website in a user-friendly and downloadable format.
- (d) **Annual Report:** Annual Report containing, inter alia, Audited Annual Accounts, Consolidated Financial Statements, Directors' Report, Auditors' Report and other important information is circulated to members and others entitled thereto. The Management Discussion and Analysis (MD&A) Report forms part of the Annual Report.

#### 8. MANDATORY REQUIREMENT :

The Company has complied with the mandatory requirements of Clause 49 of the Listing Agreement relating to Corporate Governance.

#### 9. NON-MANDATORY REQUIREMENTS :

##### Subsidiary Monitoring Framework:

All Subsidiaries of the Company are Board managed with their Boards having the rights and obligations to manage such Companies in the best interest of their stakeholders. As a majority shareholder, the Company has nominated its representatives on the Boards of subsidiary Companies and monitors the performance of such Companies, inter alia, by means of taking Consolidated Accounts and including all items of the subsidiaries as required under Section 212 of the Companies Act 1956, except the items which are exempted by the Ministry of Corporate Affairs.

#### 10. GENERAL SHAREHOLDER INFORMATION :

Date, Time and Venue of the 93 <sup>rd</sup> Annual General Meeting	Tuesday, 24 <sup>th</sup> March 2015 at 3.30 P.M. at Ravindra Natya Mandir P. L. Deshpande Maharashtra Kala Academy 3 <sup>rd</sup> floor (Mini Theatre), Sayani Road, Prabhadevi, Mumbai - 400 025.
Financial Calendar for the year Starting from 01 <sup>st</sup> October, 2014 - 30 <sup>th</sup> September, 2015 (Tentative)	<ul style="list-style-type: none"> <li>• Results for the quarter ending 31<sup>st</sup> December 2014 - Second week of February 2015.</li> <li>• Results for half year ending 31<sup>st</sup> March 2015 - Second week of May 2015.</li> <li>• Results for quarter ending 30<sup>th</sup> June 2015 - Second week of August 2015.</li> <li>• Results for year ending 30<sup>th</sup> September 2015 - Second week of November 2015.</li> </ul>
Date of Book Closure	19 <sup>th</sup> March 2015 to 24 <sup>th</sup> March 2015 (both days inclusive)
Listing on Stock Exchanges: (a) Equity Shares	<p>(i) BSE Limited P. J. Towers, Dalal Street, Fort, Mumbai 400 001. Telephone: 022 - 2272 1233/34 Facsimile: 022 - 2272 1919 (Stock code - 509550)</p> <p>(ii) The National Stock Exchange of India Limited Exchange Plaza, Plot No. C/1, 'G' Block, Bandra Kurla Complex, Bandra (East), Mumbai 400 051. Telephone: 022 - 2659 8100/8114 Facsimile: 022 - 2659 8137/8138 (Stock code - GAMMONIND EQ)</p>

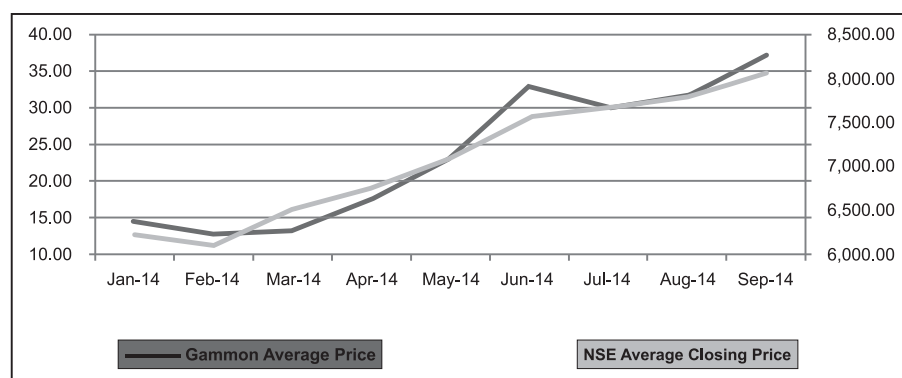


(b) Global Depository Receipts (GDR)	Luxembourg Stock Exchange, 11, Avenue de la Porte - Neuve B.P.165, L-2227 Luxembourg. Telephone: +352 40800 - 3142 Telefax: +352 40800 - 3100 Cusip No. : 36467M200 Common Code: 20772565
Listing Fees	Paid to the above Stock Exchanges for the Financial Year 2014-2015.
International Securities Identification No. (ISIN)	Equity: INE 259B01020 GDR: US36467M2008
Registrar & Share Transfer Agents	M/s. Link Intime India Private Limited, C-13, Pannalal Silk Mills Compound, LBS Road, Bhandup (West), Mumbai 400 078. Telephone: 022 - 2596 3838 Facsimile: 022 - 2594 6969 e-mail : <a href="mailto:mumbai@linkintime.co.in">mumbai@linkintime.co.in</a>
Share Transfer System	Trading in Company's shares on the Stock Exchanges takes place in electronic form. However physical shares are normally transferred and returned within 15 days from the date of lodgment provided the necessary documents are in order.

**MARKET PRICE DATA:** High and Low (in ₹) during each month in the 9 (nine) months period ended 30<sup>th</sup> September, 2014 on the Stock Exchanges.

MONTH	BSE		NSE	
	High	Low	High	Low
January, 2014	15.60	12.35	15.40	12.15
February, 2014	13.85	11.70	13.95	11.60
March, 2014	15.60	12.15	15.80	12.05
April, 2014	19.45	14.40	20.50	14.30
May, 2014	34.25	16.00	34.30	15.75
June, 2014	38.50	27.60	39.50	27.25
July, 2014	35.70	26.85	35.85	26.25
August, 2014	35.80	28.30	35.70	28.25
September, 2014	44.70	28.80	44.65	28.75

**STOCK PERFORMANCE IN COMPARISON TO NIFTY:**





**11. DISTRIBUTION OF SHAREHOLDING AS ON 30<sup>TH</sup> SEPTEMBER, 2014:**

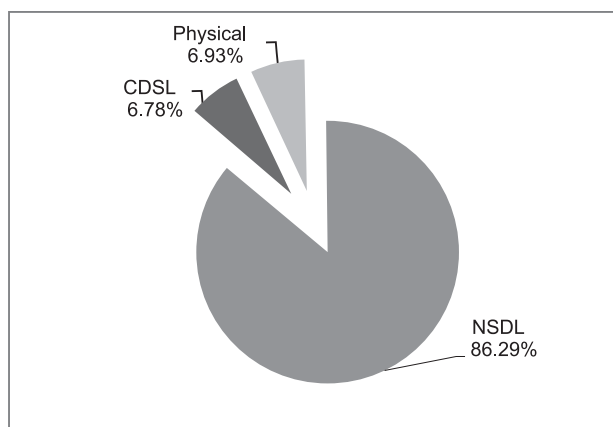
Shareholding of Shares	No. of Shareholders	% of Total	Share Capital Amount (₹)	% of Total
Upto - 500	27794	80.0980	3881294	2.8434
501 - 1000	3202	9.2277	2658949	1.9479
1001 - 2000	1657	4.7752	2552203	1.8697
2001 - 3000	652	1.8790	1685914	1.2351
3001 - 4000	280	0.8069	1010754	0.7405
4001 - 5000	293	0.8444	1403663	1.0283
5001 - 10000	443	1.2767	3351940	2.4556
10001 - and above	379	1.0922	119955751	87.8794
<b>TOTAL</b>	<b>34700</b>	<b>100.00</b>	<b>136500468</b>	<b>100.00</b>

**12. DEMATERIALISATION OF SHARES AS ON 30<sup>TH</sup> SEPTEMBER, 2014:**

Particulars	No. of Equity Shares	% of Share Capital
NSDL	11,77,91,856	86.29%
CDSL	92,57,023	6.78%
Physical	94,51,589	6.93%
<b>TOTAL</b>	<b>136,500,468*</b>	<b>100.000</b>

(\* 7,25,800 Equity Shares held in abeyance are included).

**SHARES HELD IN DEMAT / PHYSICAL FORM**



**13. TOP TEN SHAREHOLDERS AS ON 30<sup>TH</sup> SEPTEMBER, 2014**

Sr. No.	Name of the Shareholder	Category	No. of shares	% of Shareholding
1	Pacific Energy Private Limited	Promoter	18,013,015	13.20%
2.	Devyani Estate & Properties Private Limited	Promoter	12,182,805	8.93%
3.	HDFC Trustee Company Limited - HDFC Infrastructure Fund	Shareholder	12,114,310	8.87%
4.	Mr. Abhijit Rajan	Promoter	8,172,459	5.99%
5.	Gammon India Trust	Shareholder	5,804,680	4.25%
6.	Humid Investments & Traders Private Limited	Shareholder	4,827,045	3.54%
7.	Summicorp Limited	Shareholder	4,679,220	3.43%
8.	Nikhita Estate Developers Private Limited	Promoter	3,485,420	2.55%
9.	Ritu Estate Developers Private Limited	Shareholder	3,425,066	2.50%
10.	Masayor Enterprises Limited	Promoter	3,086,435	2.26%

#### 14. LISTING OF DEBT SECURITIES:

The Secured Redeemable Non-Convertible Debentures issued by the Company are listed on the Wholesale Debt Market (WDM) Segment of The National Stock Exchange of India Limited (NSE).

#### 15. DETAILS OF ON GOING PROJECT SITES (Contract value above ₹ 300 Crore) AND PLANT LOCATIONS

##### A. ON GOING PROJECT SITES

Sr. No.	Name of the Project
1.	Design and Construction of underground stations at Government Estates, LIC Building and Thousand Lights and associated Tunnels - Chennai Metro, Chennai
2.	Rampur Civil Works, Himachal Pradesh
3.	Parbati Hydro Electric Project (Tunnel) Stage II, Himachal Pradesh
4.	Bihar Elevated Road Corridor Project (Gangapath), Bihar
5.	Hajipur Muzaffarpur Road Project, Bihar
6.	Godavari Civil Works, Andhra Pradesh
7.	Civil works at Kalpakkam, Tamil Nadu
8.	NDCT & Cooling Water Pump at Rawatbhata, Rajasthan
9.	Kalwakurthy Lift Irrigation Scheme
10.	Design, Engineering, Procurement of materials & Construction of Offshore Container Terminal (OCT) in Mumbai Harbour - Mumbai Port Trust
11.	Widening and strengthening to 4-lane of existing of National Highway No. 57 in the State of Bihar on East West Corridor under NHDP, Phase-II
12.	Punatsangchhu - II Hydroelectric Project, Bhutan
13.	Construction of Balance Civil Work of Parbati HEP - II
14.	Gulabpur - Uniara Road project on Section of NH-148D
15.	Construction of New Brahmaputra Bridge near Guwahati NH-31, Assam
16.	Construction of Steel Superstructure and other Ancillary Works of Rail- Cum-Road Bridge across River Ganga at Munger, Bihar
17.	400 KV DC Transmission line from Ottiambakkam - Veeramanur, Tamil Nadu
18.	Punatsangchhu-I Hydroelectric Project (1200 MW) - Construction of Headrace Tunnel (HRT) , Bhutan
19.	Pokaran Water Supply Project
20.	Construction of well foundation and Sub-structure of Bogibeel Rail - cum- Road Bridge across the river Brahmaputra near Dibrugarh
21.	765 KV DC Transmission line from Raipur - Wardha II, Maharashtra
22.	Civil Works for Bajoli Holi - Hydro Electric Project, Lot 2, Himachal Pradesh
23.	Yamuna Downstream Bridge Wazirabad (Signature), Delhi
24.	Construction of Bridge and its Approaches River Yamuna Downstream of Existing Bridge at Wazirabad, Delhi
25.	Improvement/ Upgradation of Dumuria - Imamganj-Sherghati - Karamain-Mathurapur - Guraru - Ahiyapur - Tikari - Mau - Kurtha - Kinjar - Paligunj - Ranitalab Road
26.	Improvement/ Upgradation of Birpur - Balua - Jadia Mirgun - Muligunj - Udaikishangunj Road SH - 91
27.	Design & Construction of Complete new 107 MLD Capacity Potable Water Supply Infrastructure Project, Guwahati City (South Guwahati Western Part)
28.	Construction of Coffor Dams, Diversion Tunnel, Concrete Dam- Bajoli Holi HEP, Lot 1, Himachal Pradesh
29.	Santacruz Chembur Link Flyover , Mumbai
30.	Civil & Structural Steel works for 2 X 600 MW Thermal Power Project near Tuticorin, Tamil Nadu
31.	Construction of Head Race Tunnel work of Mangdechhu Hydroelectric Project, Bhutan.
32.	Construction of part Head Race Tunnel works : Parbati H.E. Project, Stage III
33.	800 KV HVDC Transmission line from Champa - Kuruksheetra
34.	Civil works and Architectural Finishes for high-rise Building "NATHANI HEIGHTS", Mumbai Central, Mumbai
35.	New Garia - Airport Metro Corridor & Station, at Kolkata Metro
36.	Jawai Water Supply Project
37.	Civil works at Vyasi HE Project (120MW) in District Dehradun, Uttarakhand
38.	Andhra Pradesh Irrigation Works, Cudappah

## B. PLANT LOCATION

1. **Delhi Workshop :**  
Gammon India Limited  
Opp. Gurudwara Balasahib, Bhagwan Nagar, New Delhi- 110 014
2. **Taloja Workshop :**  
Gammon India Limited  
Plot no. 7 MIDC - Taloja, Dist. Raigad - 410 208
3. **Butibori Workshop :**  
Gammon India Limited  
Central Workshop, Plot no. G-56 M.I.D.C., Butibori Nagpur - 441 122
4. **Ranchi Workshop :**  
Gammon India Limited  
8/137,1<sup>st</sup> Floor opp. Sundarm Apartment, Doranda Ranchi - 843 002

### 16. ADDRESS FOR CORRESPONDENCE:

Registered Office:

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

Telephone : 022 - 61153000.

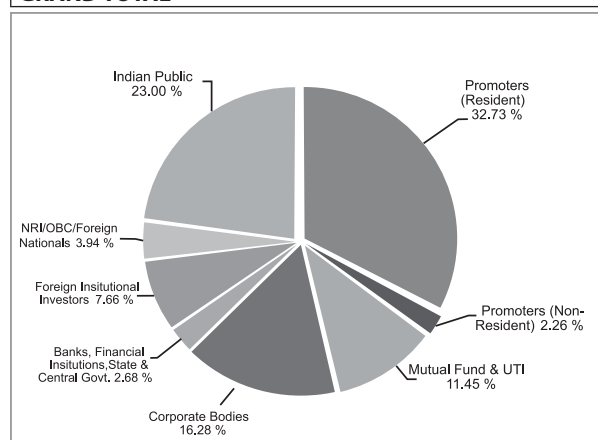
Facsimile : 022 - 2430 0221.

Website : [www.gammonindia.com](http://www.gammonindia.com)

Email : [secretarial@gammonindia.com](mailto:secretarial@gammonindia.com)

### 17. CATEGORIES OF SHAREHOLDERS: (AS ON 30<sup>TH</sup> SEPTEMBER, 2014)

CATEGORY	NO OF SHARES	PERCENTAGE
<b>Promoters Holdings</b>		
Resident	44,670,719	32.73 %
Non - Resident	3,086,435	2.26%
<b>Non-Promoter Holdings</b>		
Mutual Fund & UTI	15,625,521	11.45%
Corporate Bodies	22,219,223	16.28 %
Banks, Financial Institutions, State & Central Govt	3,659,054	2.68 %
Foreign Institutional Investors	10,460,283	7.66 %
NRIs /OCBs/Foreign Nationals/GDRs	5,379,414	3.94 %
Indian Public	31,399,819	23.00 %
<b>GRAND TOTAL</b>	<b>136,500,468</b>	<b>100.00%</b>



# AUDITORS' CERTIFICATE

## ON CORPORATE GOVERNANCE

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To  
The Board of Directors  
**GAMMON INDIA LIMITED**

1. We have examined the compliance of conditions of Corporate Governance by **GAMMON INDIA LIMITED** for the 9 (nine) months period ended on 30<sup>th</sup> September, 2014 as stipulated in clause 49 of the Listing Agreement of the said Company with stock exchanges.
2. The compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.
3. In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied in all material respects with the other conditions of Corporate Governance as stipulated in the above mentioned Listing Agreement. The minutes of the unlisted subsidiary companies however needs to be placed regularly before the board of the holding Company.
4. We state that no investor grievance is pending for a period exceeding one month against the Company from the date of receipt of the grievance by the Company as per the records and other documents maintained by the Stakeholders Relationship Committee.
5. We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

**For Natvarial Vepari & Co.**  
Chartered Accountants  
Firm Registration No 106971W

N. Jayendran  
Partner  
M.No. 40441

Mumbai, Dated : 18<sup>th</sup> December, 2014

# CEO / CFO CERTIFICATION

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To  
The Board of Directors  
**GAMMON INDIA LIMITED**

We, Abhijit Rajan, Chairman & Managing Director and Vardhan Dharkar, President – Finance & Chief Financial Officer of Gammon India Limited, to the best of our knowledge and belief, certify that:

- (a) We have reviewed financial statements and the cash flow statement for the 9 (nine) months period ended 30<sup>th</sup> September, 2014 and that to the best of our knowledge and belief state that:
  - (i) these statements do not contain any materially untrue statements or omit any material fact or contain statements that might be misleading.
  - (ii) these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- (b) There are, to the best of our knowledge and belief, no transactions entered into by the Company during the 9 (nine) months period ended 30<sup>th</sup> September, 2014 which are fraudulent, illegal or violative of the Company's code of conduct.
- (c) We accept responsibility for establishing and maintaining internal controls and that we have evaluated the effectiveness of the internal control systems of the Company and we have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- (d) We have indicated to the Auditors and the Audit Committee:
  - (i) Significant changes in internal control during the 9 (nine) months period ended 30<sup>th</sup> September, 2014;
  - (ii) Significant changes in accounting policies during the 9 (nine) months period ended 30<sup>th</sup> September, 2014 and that the same have been disclosed in the notes to the financial statements; and
  - (iii) Instances of significant fraud of which they have become aware and that the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control systems.

**ABHIJIT RAJAN**  
Chairman & Managing Director

**VARDHAN DHARKAR**  
President – Finance & Chief Financial Officer

Place : Mumbai

Date : 18<sup>th</sup> December 2014

# DECLARATION BY THE MANAGING DIRECTOR

## UNDER CLAUSE 49 OF THE LISTING AGREEMENT

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To  
The Members of  
**GAMMON INDIA LIMITED**

### **DECLARATION**

I, Abhijit Rajan, Chairman & Managing Director of Gammon India Limited hereby declare that all the members of the Board of Directors and the senior management personnel have affirmed compliance with the Code of Conduct of the Company for the Nine Months Period ended 30<sup>th</sup> September, 2014.

**For GAMMON INDIA LIMITED**

**ABHIJIT RAJAN**  
**Chairman & Managing Director**

Place : Mumbai

Date :18<sup>th</sup> December, 2014

# INDEPENDENT AUDITOR'S REPORT

To  
The Members of  
**Gammon India Limited**

## **Report on Financial Statements**

We have audited the accompanying Financial Statements of Gammon India Limited ("the Company"), which comprises the Balance Sheet as at 30 September 2014 and the Statement of Profit and Loss and the Cash Flow Statement for the period 1 January 2014 to 30 September 2014 ("period") and a summary of significant accounting policies and other explanatory notes on that date in which are incorporated the returns of the Nagpur branch including the overseas branches at Algeria, Nigeria, Kenya, Bhutan, Ethiopia, Rwanda, Yemen & Italy audited by branch auditors.

## **Management's Responsibility for the Financial Statements**

Management is responsible for the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting standards referred to in Sub-Section (3C) of Section 211 of the Companies Act 1956 ("the Act") read with the General Circular 15/2013 dated 13 September 2013 of the Ministry of Corporate Affairs in respect of Section 133 of the Companies Act 2013 read with General Circular 8/2014 dated 4 April 2014. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and fair presentation of the financial statements that are free from material misstatement, whether due to fraud or error.

## **Auditor's Responsibility**

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a reasonable basis for our qualified opinion.

## **Basis For Qualified Opinion**

- a. *We invite attention to Note 33 (c) (i) and (ii) relating to the accounts of one of the subsidiaries M/s Franco Tosi Meccanica S.p.A (FTM) which have not been audited since December 2011 and the details of the application for pre-insolvency composition agreement including the plans to sell the business of the subsidiary. In view of the non-availability of the financial statements for reasons detailed in the aforesaid notes we are unable to comment on the adjustments to be made in the financials in respect thereof. The Company's exposure in the said subsidiary (net of provisions and credit balance in Foreign Exchange Translation Reserve) is ₹ 1162.87 Crore which includes the loans made and Investments made (net of provisions) of ₹ 268.06 Crore, the exposure of corporate guarantee towards the borrowing made by the overseas SPV through which the step down subsidiary is held of ₹ 302.94 Crore and corporate guarantee exposures in respect of the said FTM by way of corporate guarantee issued by the Company towards the non-fund based limits granted to the said FTM based on which guarantees were given to the projects of the said subsidiary of ₹ 591.87 Crore. In the absence of the financial statements and any indication of the outcome of the pre-insolvency composition agreement we are unable to comment on the adequacy of the provision towards diminution in the value of investments and loans resulting in the net carrying value as aforesaid.*
- b. *In respect of the corporate guarantees issued towards the jobs of FTM as detailed in Note 33(c)(iii) the Company has received fresh demand for Euro 21.84 Million (₹ 170.80 Crore) against which the Company has made a provision of Euro 4.04 Million (₹ 31.59 Crore) towards liabilities arising from demand against some of the corporate guarantees. In respect of the other demand of Euro 17.80 Million (₹ 139.21 Crore) in respect of another project no provision is made as the Company is in active negotiation with the clients of the subsidiary for the cancellation of the demand. In view of the uncertainties involved in the negotiation settling in favour of the Company and the future of the business of FTM we are unable to comment upon possible further liabilities arising from such corporate guarantees.*
- c. *The Auditors of M/s SAE Powerlines S.r.l, Italy (SAE), a subsidiary of the Company have expressed their inability to opine on the financial statements in view of the said SAE's ability to operate as a going concern being at risk and the directors of the said SAE have highlighted the liquidity crisis. The total exposure of the Company in SAE and ATSL Holdings B.V., Netherlands the Holding Company of SAE towards investments including guarantees towards the acquisition loan taken by SPV and guarantees towards the operating business of SAE is ₹ 328.06 Crore. The Company has made provision for impairment of investments and loan of ₹ 110.45 Crore and provision for risk and contingencies towards corporate guarantees for acquisition loan of the SPV of ₹ 88.29 Crore resulting in the net exposure of the Company at ₹ 129.32 Crore. Attention is invited to Note 33 (e) where the Company contends that the carrying value of ₹ 129.32 Crore does not need any provision despite the valuation of the business of SAE by independent valuers indicating an excess carrying value of ₹ 55.02 Crore that has not been provided for.*
- d. *The Company's application for managerial remuneration aggregating to ₹ 14.32 Crore for the Chairman and Managing Director has been rejected for the accounting years 2011-2012, 2012-2013 and 9 month period ended December 2013. The Company has preferred appeals for review of the matters with the Central Government for all the years for which the same is rejected. The Chairman and Managing Director has pending disposal of the review during the year refunded an amount of ₹ 1.85 Crore being the excess remuneration for the year ended 2011-2012. The remuneration for the period ended September 2014 of the Chairman and Managing Director is ₹ 4.71 Crore, of which an amount of ₹ 0.94 Crore is pending payment, for which application is being made. Pending the review and appeal of the Company for the accounting periods 2011-2012, 2012-2013, 9 month period ended December 2013 and 30 September 2014 no adjustments have been made for an amount of ₹ 17.18 Crore.*
- e. *The Company has during the year after 1 April 2014 granted unsecured loans to one of its Joint Ventures beyond the limits specified in Section 186 of the Companies Act 2013 without the prior approval of the members in general meeting.*

### Qualified Opinion

In our opinion and to the best of our information and according to the explanations given to us, *except for the possible effects of the matters described in our basis for qualified opinion paragraph*, the financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

- (a) In the case of the Balance Sheet, of the state of affairs of the Company as at 30 September 2014;
- (b) In the case of the Statement of Profit and Loss of the profit for the period 1 January 2014 to 30 September 2014; and
- (c) In the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

### Emphasis of Matter

#### Without qualifying our report we invite attention to

- (a) We draw attention to Note 35 of the explanatory notes relating to recoverability of an amount of ₹ 167.23 Crore as at September 2014 under trade receivables in respect of contract revenue where the Company has received arbitration awards in its favour in respect of which the client has preferred an appeal for setting aside the said arbitration awards, recognition of claims while evaluating the jobs of ₹ 451.56 Crore towards work done on account of cost overruns arising due to client delays, changes of scope, deviation in design and other charges recoverable from the client which are pending approval or certification by the client and ₹ 123.80 Crore where the Company is confident of recovery based on advanced stage of negotiation and discussion. The recoverability is dependent upon the final outcome of the appeals & negotiations getting resolved in favour of the Company.
- (b) The Company has cash losses from operations after reducing the interest payments and has unabsorbed losses to the tune of ₹ 775.32 Crore. These conditions, along with other matters as set forth in Note 36 of the financial statements, indicate the existence of an uncertainty as to timing and realisation of cash flow.
- (c) Note 33(b) relating to the exposure of ₹ 197.16 Crore which includes non-fund based guarantees of ₹ 110.90 Crore towards acquisition of further stake of 35% in Sofinter. The transfer of shares to be done as detailed in the aforesaid note is essential to support the exposure of the Company towards the funded and non-funded exposure towards M/s Gammon Holdings (Mauritius) Limited for the additional 35% equity stake in Sofinter. Further the management has made assertions about the investment and reasons why the same does not require any provision towards diminution in the value of investment and loans provided. Relying on the assertions and on the further acquisition of interest in M/s Sofinter as detailed in the aforesaid note no adjustments have been made in the financials towards possible impairment.
- (d) We also invite attention to Note 12(iv) & Note 12(v) in case of Gactel Turnkey Projects Limited & G&B Contracting LLC where the management has made assertions about the investment and reasons why the same does not require any provision towards diminution in the value of investment and loans provided. Relying on the assertions as detailed in Note 12(iv) and (v) no adjustments have been made in the financials towards possible impairment.

#### Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2003 issued by the Central Government of India in terms of Sub-Section (4A) of Section 227 of the Companies Act 1956, we enclose in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the said Order. As detailed in the annexure the statement has been prepared with reference to the various sections of the Companies Act 1956, till its applicable date i.e. upto 31 March 2014
2. As required by Section 227(3) of the Companies Act 1956, we report that:
  - i) We have obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purpose of our audit.
  - ii) In our opinion, proper books of accounts as required by law have been kept by the Company so far as it appears from our examination of the books and proper returns adequate for the purposes of our audit have been received from the branches not visited by us.
  - iii) The reports on accounts of the branches audited by the other auditors have been forwarded to us as required by clause (c) of Sub-Section (3) of Section 228 and have been appropriately dealt with by us in preparing our report.
  - iv) The Balance Sheet, Statement of Profit & Loss Account and Cash Flow Statement dealt with by this report are in agreement with the books of accounts and with the returns received from the branches not visited by us.
  - v) In our opinion, *except for the possible effects of the matters described in our basis for qualified opinion paragraph*, the Balance Sheet, Statement of Profit and Loss Account and the Cash Flow Statement dealt with by this report comply with the accounting standards referred to in Sub-Section (3C) of Section 211 of the Companies Act 1956 read with the General Circular 15/2013 dated 13 September 2013 of the Ministry of Corporate Affairs and read with General Circular 8/2014 dated 4 April 2014 issued by the Ministry of Corporate Affairs in respect of Section 133 of the Companies Act 2013.
  - vi) On the basis of the written representation received from the Directors and taken on record by the Board of Directors, we report that none of the Directors is disqualified as on 30 September 2014 from being appointed as a Director in terms of Sub-Section (2) of Section 164 of the Companies Act 2013 (corresponding to clause (g) of Sub-Section (1) of Section 274 of the Companies Act 1956).

For Natvarlal Vepari & Co.

Chartered Accountants

Firm Registration No 106971W

N Jayendran

Partner

M. No. 40441

Mumbai, Dated: 5 December 2014



# ANNEXURE TO THE AUDITOR'S REPORT

## Gammon India Limited

(Referred to in our report of even date)

- (i) (a) The Company is maintaining proper records showing particulars, including quantitative details and situation of fixed assets;
- (b) The Company has a program for physical verification of its fixed assets at periodic intervals. In our opinion, the period of verification is reasonable having regard to the size of the Company and the nature of its assets and operations. The discrepancies reported on such verification are not material and have been properly dealt with in the books of account.
- (c) The fixed assets disposed off during the year, in our opinion, do not constitute a substantial part of the fixed assets of the Company and such disposal has, in our opinion, not affected the going concern status of the Company.
- (ii) (a) Inventories, being project materials have been physically verified by the management at reasonable intervals during the year. In our opinion, the frequency of such verification is reasonable.
- (b) In our opinion and according to the information and explanations given to us, the procedure of physical verification of stock followed by the management is reasonable and adequate in relation to the size of the Company and the nature of its business.
- (c) The discrepancies noticed between the physical stocks and books stocks were not material and the valuation of stock has been done on the basis of physically verified quantity. Therefore Shortage / Excess automatically get adjusted and the same is properly dealt in the books of accounts.
- (iii) (a) The Company has during the year granted unsecured loans to six parties covered in the register maintained under Section 301 of the Companies Act 1956. The maximum amount involved during the year was ₹ 1130.62 Crore and at the end of the year balance of loans granted to such parties was ₹ 1116.91 Crore.
- (b) In our opinion the rate of interest, wherever charged, and the other terms and conditions of such loans are not prima-facie prejudicial to the interest of the Company.
- (c) There are no stipulations for the repayment of principal and the interest, wherever charged. *The outstanding overdue interest receivable as at 30 September 2014 was ₹ 57.76 Crore.*
- (d) *Most of these parties are subsidiaries of the Company and therefore are being monitored for the recovery.*
- (e) The Company has not taken any fresh loans during the year from parties covered in the register maintained under Section 301 of the Companies Act 1956. In respect of the existing loans, taken from promoter group as part of the CDR agreement, the maximum amount involved during the year was ₹ 100 Crore and the end of the year balance of loans was ₹ 100 Crore.
- (f) In our opinion and according to the information and explanations given to us, the rate of interest, wherever charged and other terms and conditions for such loans are not prima-facie prejudicial to the interest of the Company.
- (g) Based on the terms of the Master Restructuring Agreement signed with the CDR lenders the promoter loans are subordinate to the restructured facilities and hence there are no repayments stipulated.
- (iv) In our opinion and according to the information and explanations given to us, the implementation of the *internal control procedure and assessment of risks in respect of the sub-contract and other site expenditure, material reconciliations, purchases needs strengthening to make it commensurate with the size and nature of its operations.* In respect of the purchase of fixed assets and sale of goods and services the internal control procedures are commensurate with the size of the Company and the nature of its business. *The weakness with respect to the adherence to the Internal control procedures for above referred activities are still continuing as at the Balance Sheet date which were reported upon in the previous audit reports.*
- (v) (a) In our opinion and according to the information and explanations given to us the transactions that need to be entered into a register in pursuance of Section 301 of the Act have been so entered.
- (b) All the transactions have been made at prices which are reasonable having regard to the prevailing market prices at the relevant time and the nature of services rendered by such parties.
- (vi) The Company has not accepted any deposits from the public during the year under review and consequently the directives issued by the Reserve Bank of India and the provisions of Sections 58A and 58AA of the Act and the rules framed there under are not applicable. We are further informed that no orders have been passed by the Company Law Board in the case of the Company requiring compliances.
- (vii) In our opinion the internal audit system is presently commensurate with the size and nature of its business.
- (viii) We have broadly reviewed the cost records maintained by the Company pursuant to the Companies (Cost Accounting Records) Rules 2011 prescribed by the Company under 209(1)(d) of the Companies Act 1956 and are of the opinion that *prima-facie* the prescribed records have been maintained. We have however not made a detailed examination of the cost records with a view to determine whether they are accurate or complete.

- (ix) (a) *The Company has several instances of delay in depositing undisputed statutory dues including Provident Fund, Professional Tax, Employees State Insurance, Works Contract Tax, Service Tax/VAT, Cess and Sales Tax dues with the appropriate authorities observed on a test check basis.*
- (b) *On the basis of the audit procedures followed, test checks of the transaction and the representation from the Management there are arrears amounting to ₹ 0.25 Crore to be deposited with Investor Education and Protection Fund , 0.68 Crore in case of Service Tax ,Income Tax of ₹ 0.06 Crore, ₹ 0.16 Crore in case of Provident Fund, ₹ 0.13 Crore in case of Works Contract Tax, ₹ 1.08 Crore in case of Road Tax, ₹ 0.08 Crore in case of Value Added Tax, ₹ 0.22 Crore in case of Professional Tax, ₹ 0.01 Crore in case of Deposit Linked Insurance Scheme, ₹ 0.14 Crore in case of Pension Fund, ₹ 0.01 Crore in case of Labour Welfare Fund , ₹ 0.07 Crore in case of Employee's State Insurance Scheme and ₹ 5.32 Crore in case of Royalty which were outstanding as at the last day of the financial year for a period of more than six months from the date they became payable.*
- (c) *According to the information and explanation given to us, the details of Sales Tax, Income Tax, Service Tax and Excise Duty that have not been deposited on account of dispute are stated in the statement of statutory dues outstanding attached herewith.*
- (x) *The accumulated losses of the Company are in excess of 50% of the net worth of the Company. The Company has incurred cash losses in the current year and in the previous year.*
- (xi) *According to the information and explanations given to us, the Company has defaulted in payment of interest dues to debenture holders, financial institution and Banks. The amounts of delays in interest servicing in respect of Rupee Term Loan, FITL, Priority Loan and Working Capital Term Loan were ₹ 270.76 Crore for a period ranging from 1 days to 78 days. The amounts of default in payment of interest and amounts overdrawn on cash credit facility was ₹ 24.09 Crore as at September 2014. The amount of default in payment of interest on Debentures was 19.14 Crore ranging from 1 days to 118 days. The amounts include the continuing default as at Balance Sheet date on repayment of interest which is annexed to the financial statements.*
- (xii) *According to the information and explanations given to us and based on the documents and records produced before us, the Company has not granted any loans or advances on the basis of security by way of pledge of shares, debentures or other securities. Accordingly the provisions of clause 4(xii) of the Companies (Auditor's Report) Order, 2003 (as amended) are not applicable to the Company.*
- (xiii) *The Company is not a nidhi / mutual benefit fund / societies. Accordingly the provisions of clause 4(xiii) of the Companies (Auditor's Report) Order, 2003 (as amended) are not applicable to the Company.*
- (xiv) *In our opinion, the Company is not dealing in or trading in shares, securities, debentures and other investments. Accordingly, the provisions of clause 4(xiv) of the Companies (Auditor's Report) Order, 2003 (as amended) are not applicable to the Company.*
- (xv) *According to the information and explanations the Company has given corporate guarantee for loans taken by other companies being subsidiary companies of this Company from banks or financial institutions. The other terms and conditions are not prima-facie prejudicial to the interest of the Company.*
- (xvi) *Based on the information and explanation given by the management the terms loans during the year were taken for funding the cash flow mismatches and for working capital thereby the term loans taken during the year have been applied for the purpose for which the loans were obtained.*
- (xvii) *In our opinion and according to the information and explanation given to us and on an overall examination of the Balance Sheet of the Company as at 30 September 2014, we report that no short terms funds were used for long-term purposes.*
- (xviii) *The Company during the year has not made any preferential allotment of shares to any parties or companies covered in the register maintained under Section 301 of the Companies Act 1956. Accordingly, the provisions of clause 4(xviii) of the Companies (Auditor's Report) Order, 2003 (as amended) are not applicable to the Company.*
- (xix) *The Company has not issued any debentures during the year. Accordingly, the provisions of clause 4(xix) of the Companies (Auditor's Report) Order, 2003 (as amended) are not applicable to the Company.*
- (xx) *The Company has not raised any money by public issues during the year. Accordingly, the provisions of clause 4(xx) of the Companies (Auditor's Report) Order, 2003 (as amended) are not applicable to the Company.*
- (xxi) *Based on the audit procedures performed and the information and explanation given by the management we report that no fraud on or by the Company has been noticed or reported during the year except for instances of malafide conduct by certain employees resulting in their dismissal from the employment from the Company.*

For Natvarlal Vepari & Co.  
Chartered Accountants  
Firm Registration No 106971W

N Jayendran  
Partner  
M. No. 40441

Mumbai, Dated: 5 December 2014

STATEMENT OF STATUTORY DUES OUTSTANDING ON ACCOUNT OF DISPUTES, AS ON 30 SEPTEMBER 2014, REFERRED TO IN PARA (ix)(c) OF THE ANNEXURE TO AUDITOR'S REPORT

Name of the Statute	State	Nature of the dues	Amount in Crore	Period to which it relates	Forum where Dispute is pending
Sales Tax	Andhra Pradesh	Reassessment matter	0.19	2001-02	High Court
	Andhra Pradesh	Tax levied on value of material instead of purchase price Rule 6(3)(i)	2.10	2002-03	Tribunal / High Court
	Andhra Pradesh	Tax levied on value of material instead of purchase price Rule 6(3)(i)	1.64	2003-04	Tribunal / High Court
	Andhra Pradesh	Disallowance of Interstate purchase	0.24	2005-07	High Court
	Andhra Pradesh	Levy of Penalty	1.89	2005-07	High Court
Sales Tax	Gujarat	Levy of Penalty under Amnesty	0.00	2001-02	J C Appeal
	Gujarat	Levy of Penalty under Amnesty	0.22	2003-04	J C Appeal
	Gujarat	Disallowance of Labour Contract Deduction	0.24	2007-08	J C Appeal
	Gujarat	Disallowance of Concessional Sales	0.51	2008-09	Tribunal Ahmedabad
Sales Tax	Madhya Pradesh	Entry Tax	0.06	2009-10	D C Appeal
Sales Tax	Madhya Pradesh	Entry Tax	0.36	2010-11	Audit
Sales Tax	Madhya Pradesh	Vat-EI/II transaction disallow	1.34	2011-12	Appeal
Sales Tax	Bihar	Penalty	44.89	2008-09 & 2009-10	J C Appeal
Sales Tax	Uttar Pradesh	ITC of Sand & Grit not allowed and Complete allowable deductions are not allowed	1.64	2008-09 & 2009-10	A C Appeal
Sales Tax	Delhi	Disallowance on deduction claimed on Subcontractor TO and Labour & Service	19.60	2011-12	Objection has to be filled before J C
Sales Tax	Kerla	Interest payment against tax dues	0.38	1999-2000 to 2001-02	D C Sales Tax
Sales Tax	Maharashtra	Denial of deduction on pre cost component	0.79	1993-94 to 1997-98	Tribunal / A C Appeal
		Disallowance of WCT & BST	5.84	2000 to 2002	Jt. Appeal / Tribunal
		Lease Matter	0.19	1998-99 to 2001-02	Bombay High Court / Jt. Appeal
		Disallowance of TO	3.89	2009-10	J C Appeal
		Lease Matter	0.10	2005-06	Jt. Appeal II
Sales Tax	Orissa	Lab. and Service Charges disallowed	0.11	1992-93 to 1999-00	A C Appeal
		Various disallowance	0.25	2001-02	A C Appeal
Sales Tax	West Bengal	Arbitrary demand	11.84	2010-11	Sr. JCT (Appellate)
		Arbitrary demand	5.45	2008-09	Revision Board
		Arbitrary demand	4.98	2007-08	Tribunal
		Arbitrary order	1.31	2007-08 (CST)	Tribunal
		Deemed assessment reopened	0.00	2005-06 & 2006-07	High Court
		Arbitrary demand	1.14	2011-12	Sr. JCT (Appellate)
Sales Tax	Jharkhand	Non Receipt of F Form	0.04	2001-02	CT
Sales Tax	Chattisgarh	Entry Tax, Sales Tax on Boulders & Sand/ Dispute over Applicability of VAT Rate	0.38	1979-80 to 2007-08	Tribunal/ D C Appeal
Sales Tax	Assam	Arbitrary demand	1.07	2004-05 & 2006-07	Board of Revenue (GHC Ordered) / Appeal

Name of the Statute	State	Nature of the dues	Amount in Crore	Period to which it relates	Forum where Dispute is pending
Sales Tax	Rajasthan	Increase in EC Fees	0.02	2008-09	D C Appeal
	Rajasthan	Increase in EC Fees	0.22	2007-08	Tax Law Board - Ajmer
	Rajasthan	Increase in EC Fees	0.22	2006-07	Tax Law Board - Ajmer
	Rajasthan	Increase in EC Fees	0.14	2005-06	Tax Law Board – Ajmer
Service Tax	Mumbai / Jaigarh	Construction of port service is exempted only if it is construction of new port. Whereas GIL has rendered services in port which are already exit, hence tax is applicable.	20.49	2008 to 2011	DGCEI
Service Tax	Karnataka	Tax payable on Import of Service and Consulting Engineering Service	1.92	2004 to 2009	DGCEI
Service Tax	Various	Tax payable on Advance Received	0.97	2008 to 2013	ST-1/ MUM / DIV-III.
Service Tax	Himachal Pradesh	Non registration under Public Relation Service	0.11	2008 to 2011	ST-1/ MUM / DIV-III.
Direct Tax		Income Tax Assessment Order	305.81	A.Y. 2006-07 to A.Y. 2011-12	
Direct Tax		TDS Intimation U/s 200A	33.91	A.Y. 2007-08 to A.Y. 2013-14	
Direct Tax		Joint Venture Assessment	14.63	A.Y. 2006-07 to A.Y. 2010-11	CIT Appeal
Indirect Tax	Gujarat	CST	0.04	Apr 2009 to Jun 2009	GVAT, Tribunal, Ahmedabad
Indirect Tax	Gujarat	CST	6.94	2008-09	GVAT, Tribunal, Ahmedabad
Indirect Tax	Gujarat	Service Tax	0.19	Apr 2006 to Mar 2007	CESAT, Western Region, Ahmedabad
Indirect Tax	Gujarat	VAT & CST	0.30	2007-08	GVAT, Tribunal, Ahmedabad
Indirect Tax	Jharkhand	VAT	1.48	2009-10	Commissioner of VAT Ranchi
Indirect Tax	Jharkhand	CST	0.77	2009-10	Commissioner of VAT Ranchi
Indirect Tax	Jharkhand	VAT	2.56	2009-10	Commissioner of VAT Ranchi
Indirect Tax	Jharkhand	VAT	1.03	2010-11	Commissioner of VAT Ranchi
Indirect Tax	Jharkhand	CST	0.31	2010-11	Commissioner of VAT Ranchi
Indirect Tax	Maharashtra	CST	2.59	Apr 2008 to Mar 2009	J C – MVAT, Nagpur
Indirect Tax	Maharashtra	VAT/CST	9.24	Apr 2005 to Mar 2006	D C – MVAT, Nagpur
<b>TOTAL</b>			<b>516.57</b>		

# BALANCE SHEET

AS AT 30 SEPTEMBER 2014

(₹ in Crore)

Particulars	Note No.	As At 30 Sep 2014	As At 31 Dec 2013
<b>EQUITY AND LIABILITIES</b>			
<b>Shareholders' Funds</b>			
Share Capital	1	27.50	27.50
Reserves and Surplus	2	1,064.54	1,018.28
		<b>1,092.04</b>	1,045.78
<b>Non-Current Liabilities</b>			
Long Term Borrowings	3	3,568.97	3,258.48
Deferred Tax Liabilities (Net)	4	-	-
Other Long Term Liabilities	5	381.20	434.43
Long Term Provisions	6	253.49	193.77
		<b>4,203.66</b>	3,886.68
<b>Current Liabilities</b>			
Short Term Borrowings	7	1,177.13	1,151.06
Trade Payables	8	1,442.67	1,511.77
Other Current Liabilities	9	1,140.52	891.13
Short Term Provisions	6	11.82	10.34
		<b>3,772.14</b>	3,564.30
<b>TOTAL</b>		<b>9,067.84</b>	8,496.76
<b>ASSETS</b>			
<b>Non-Current Assets</b>			
Fixed Assets	10		
- Tangible Assets		1,070.06	1,126.42
- Intangible Assets		0.33	1.25
- Capital Work in Progress		22.25	29.90
		<b>1,092.64</b>	1,157.57
Non-Current Investments	11 A	76.27	181.88
Deferred Tax Assets (Net)	4	82.69	77.37
Long Term Loans and Advances	12	2,225.85	2,185.69
Long Term Trade Receivable	15	848.42	869.90
Other Non-Current Assets	13	109.71	89.08
		<b>4,435.58</b>	4,561.49
<b>Current Assets</b>			
Current Investments	11 B	2.50	2.14
Inventories	14	1,722.51	1,751.95
Trade Receivables	15	1,352.20	1,282.63
Cash and Cash Equivalents	16	90.71	90.45
Short Term Loan and Advances	12	431.53	454.54
Other Current Assets	13	1,032.81	353.56
		<b>4,632.26</b>	3,935.27
<b>TOTAL</b>		<b>9,067.84</b>	8,496.76

**Statement of significant accounting policies and explanatory notes forms an integral part of the financial statements**

As per our report of even date

For and on behalf of the Board of Directors

For Natvarlal Vepari & Co.  
Chartered Accountants  
Firm Registration No. 106971W

ABHIJIT RAJAN  
Chairman & Managing Director

VARDHAN DHARKAR  
Chief Financial Officer

N Jayendran  
Partner  
M.No. 40441

CHANDRAHAS C. DAYAL  
Director

GITA BADE  
Company Secretary

Mumbai, Dated : 5 December 2014

Mumbai, Dated : 5 December 2014

# STATEMENT OF PROFIT AND LOSS

FOR 9 MONTH PERIOD ENDED 30 SEPTEMBER 2014

(₹ in Crore)

Particulars	Note No.	Jan - Sep 2014	Apr - Dec 2013
<b>Revenue</b>			
Revenue from Operations (Net)	17	2,908.63	3,186.49
Other Operating Revenue	18	58.36	92.82
Other Income	19	708.46	84.77
Foreign Exchange Gain / (Loss)	20	(7.71)	13.46
		<b>3,667.74</b>	<b>3,377.54</b>
<b>Expenses</b>			
Cost of Material Consumed	21	1,295.77	1,405.82
Purchase of Stock in Trade	22	164.37	132.91
Change in Inventory - WIP & FG	23	46.24	182.65
Subcontracting Expenses		625.67	775.31
Employee Benefit Expenses	24	336.65	328.16
Finance Cost	25	452.72	402.48
Depreciation & Amortisation	26	81.85	83.30
Other Expenses	27	587.03	707.05
		<b>3,590.30</b>	<b>4,017.68</b>
<b>Profit / (Loss) Before Exceptional and Extraordinary Items</b>		<b>77.44</b>	<b>(640.14)</b>
Exceptional Items	28	-	270.88
<b>Profit / (Loss) Before Tax</b>		<b>77.44</b>	<b>(911.02)</b>
<b>Tax Expenses</b>			
Current Income Tax		14.95	4.08
Deferred Tax		(5.31)	(149.19)
		<b>9.64</b>	<b>(145.11)</b>
<b>Profit / (Loss) After Tax For The Period</b>		<b>67.80</b>	<b>(765.91)</b>
<b>Earning Per Equity Share</b>			
Face Value Per Share	37	2.00	2.00
Basic EPS		4.99	(56.41)
Diluted EPS		4.97	(56.41)

**Statement of significant accounting policies and explanatory notes forms an integral part of the financial statements**

As per our report of even date

For Natvarlal Vepari & Co.  
Chartered Accountants  
Firm Registration No. 106971W

N Jayendran  
Partner  
M.No. 40441

Mumbai, Dated : 5 December 2014

For and on behalf of the Board of Directors

ABHIJIT RAJAN  
Chairman & Managing Director

CHANDRAHAS C. DAYAL  
Director

Mumbai, Dated : 5 December 2014

VARDHAN DHARKAR  
Chief Financial Officer

GITA BADE  
Company Secretary



# CASH FLOW STATEMENT

## FOR 9 MONTH PERIOD ENDED 30 SEPTEMBER 2014

(₹ in Crore)

Particulars	Jan - Sep 2014	Apr - Dec 2013
<b>A CASH FLOW FROM OPERATING ACTIVITIES</b>		
Net Profit Before Tax and Extraordinary Items	77.44	(911.02)
Adjustments for :		
Depreciation	81.85	83.30
(Profit) / Loss on Sale of Assets	(20.47)	(0.65)
(Profit) / Loss on Sale of Investments	(605.92)	(0.20)
Employees Compensation Expenses	(0.22)	-
Dividend Income	(0.10)	(0.13)
Interest Income	(78.43)	(79.38)
Interest Expenses	452.72	402.15
Foreign Exchange Loss / (Gain)	(0.80)	6.12
Exceptional Items	-	270.88
Bad Debts Written off	2.77	9.78
Provision for Diminution in the Value of Investments	-	0.13
Provision for Doubtful Debts / Advances / Contingency	68.55	151.63
	(100.05)	843.63
<b>Operating Profit Before Working Capital Changes</b>	(22.61)	(67.39)
Trade and Other Receivables	(51.65)	(6.30)
Inventories	29.44	250.03
Trade Payables	(30.33)	(267.33)
Other Receivables	86.14	53.26
Loan and Advances	27.92	(164.79)
	61.52	(135.13)
<b>CASH GENERATED FROM THE OPERATIONS</b>	38.91	(202.52)
Direct Taxes Paid	(59.94)	(62.28)
<b>Net Cash from Operating Activities</b>	(21.03)	(264.80)
<b>B CASH FLOW FROM INVESTMENT ACTIVITIES</b>		
Purchase of Fixed Assets	(36.80)	(86.64)
Sale of Fixed Assets	37.99	6.08
Loans Given to Subsidiaries, Associates and Others	(52.53)	(153.33)
Loans Refund from Subsidiaries, Associates and Others	15.45	12.77
Other Bank Balances	20.11	4.32
Purchase of Investments :		
Others	(0.36)	(1.20)
Sale of Investments :		
Subsidiary, Joint Ventures & Associates	711.53	-
Receivable from Subsidiary against Sale of Shares	(712.80)	-
Others	-	1.46
Interest Received	5.21	24.68
Dividend Received	0.10	0.13
<b>Net Cash from Investment Activities</b>	(12.10)	(191.73)
<b>C CASH FLOW FROM FINANCING ACTIVITIES</b>		
Interest Paid	(339.94)	(199.95)
Dividend Paid (Including Tax)	(0.02)	(0.03)
Proceeds from Promoter Contribution	-	100.00
Proceeds from Long Term Borrowings	366.59	517.17
Proceeds from / (Repayment of) Short Term Borrowings	26.99	56.02
<b>Net Cash from Financing Activities</b>	53.62	473.21
<b>NET INCREASE IN CASH AND CASH EQUIVALENTS</b>	20.49	16.68
Balance as at 31 Dec 2013	61.58	44.82
Balance as at 30 Sep 2014	82.07	61.50
<b>NET INCREASE IN CASH AND CASH EQUIVALENTS</b>	20.49	16.68
Note: Figure in brackets denote outflows		
	<b>As at 30 Sep 2014</b>	<b>As at 30 Dec 2013</b>
Cash and Cash Equivalents	81.95	61.58
Effect of Exchange Rate Changes	0.12	(0.08)
Balance Restated Above	82.07	61.50

### Statement of significant accounting policies and explanatory notes forms an integral part of the financial statements

As per our report of even date

For and on behalf of the Board of Directors

For Natvarlal Vepari & Co.  
Chartered Accountants  
Firm Registration No. 106971W

ABHJIT RAJAN  
Chairman & Managing Director

VARDHAN DHARKAR  
Chief Financial Officer

N Jayendran  
Partner  
M.No. 40441

CHANDRAHAS C. DAYAL  
Director

GITA BADE  
Company Secretary

Mumbai, Dated : 5 December 2014

Mumbai, Dated : 5 December 2014

# SIGNIFICANT ACCOUNTING POLICIES

## AND EXPLANATORY NOTES

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### A Significant Accounting Policies :

#### 1 Basis of preparation of Financial Statements :

- (a) The financial statements have been prepared to comply in all material respects with the notified accounting standards by the Companies Accounting Standards Rules, 2006 and the relevant provisions of the Companies Act, 1956 read with the General Circular 15/2013 dated 13 September 2013 of the Ministry of Corporate Affairs in respect of Section 133 of the Companies Act, 2013. The financial statements have been prepared under the historical cost convention, on an accrual basis of accounting.
- (b) The classification of assets and liabilities of the Company is done into current and non-current based on the criterion specified in the Revised Schedule VI notified under the Companies Act, 1956.
- (c) The accounting policies discussed more fully below, are consistent with those used in the previous year.

#### 2 Use of Estimates :

The preparation of financial statements requires estimates and assumptions to be made that affect the reported amount of assets and liabilities on the date of financial statements and the reported amount of revenues and expenses during the reporting period. Difference between the actual results and estimates are recognized in the period in which the results are known.

#### 3 Revenue Recognition :

- (a) On Construction Contracts :

Long term contracts including Joint Ventures are progressively evaluated at the end of each accounting period. On contracts under execution which have reasonably progressed, profit is recognised by evaluation of the percentage of work completed at the end of the accounting period, whereas, foreseeable losses are fully provided for in the respective accounting period. The percentage of work completed is determined by the expenditure incurred on the job till each review date to total expected expenditure of the job.

Additional claims (including for escalation), which in the opinion of the management are recoverable on the contract, are recognised at the time of evaluating the job.

- (b) On supply of materials related to the transmission towers, revenue is recognized upon the delivery of goods to the client in accordance with the terms of contract. Sales include Excise Duty & other receivable from the customers but exclude VAT, wherever applicable.
- (c) Insurance claims are accounted for on cash basis.
- (d) Interest income is recognised on time proportion method basis taking into account the amounts outstanding and the rate applicable.
- (e) Dividend Income is accounted when the right to receive the same is established.

#### 4 Turnover :

Turnover represents work certified upto and after taking into consideration the actual cost incurred and profit evaluated by adopting the percentage of the work completion method of accounting.

Turnover also includes the revenue from the supply of material in the transmission tower contracts in accordance with the terms of contract.

#### 5 Joint Venture :

- (a) Joint Venture Contracts under Consortium are accounted as independent contracts to the extent of work completion.
- (b) In Joint Venture Contracts under Profit Sharing Arrangement, services rendered to Joint Ventures are accounted as income on accrual basis, profit or loss is accounted as and when determined by the Joint Venture and net investment in Joint Venture is reflected as investments or loans & advances or current liabilities.

#### 6 Research and Development Expenses :

All expenditure of revenue nature is charged to the Statement of Profit and Loss of the period. All expenditure of capital nature is capitalised and depreciation provided thereon, at the rates as applied to other assets of similar nature.



## 7 Employee Retirement Benefits :

Retirement benefits in the form of provident fund and superannuation is a defined contribution scheme and contributions are charged to the Statement of Profit and Loss for the year / period when the contributions are due.

Gratuity a defined benefit obligation is provided on the basis of an actuarial valuation made at the end of each year / period on projected Unit Credit Method.

Leave encashment is recognised on the basis of an actuarial valuation made at the end of each year on projected Unit Credit Method.

Actuarial gains / losses are immediately taken to Statement of Profit and Loss and are not deferred.

## 8 Fixed Assets and Depreciation :

Fixed Assets are valued and stated at cost of acquisition less accumulated depreciation thereon. Revalued Assets are stated at the revalued amount. Cost comprises the purchase price and any attributable cost of bringing the asset to its working condition of its intended use.

Depreciation for the accounting period is provided on :

- (a) Straight Line Method, for assets purchased after 2 April 1987, at the rates and in the manner specified in Schedule XIV to the Companies Act, 1956.
- (b) Written Down Value Method, for assets acquired on or prior to 2 April 1987, at the rates as specified in Schedule XIV to the Companies Act, 1956.
- (c) Depreciation on revalued component of the assets is withdrawn from the Revaluation Reserve.
- (d) Depreciation on assets used for construction has been treated as period cost.
- (e) Depreciation on assets situated in countries outside India are accounted at the rates of depreciation prescribed as per the relevant local laws of such countries which are as follows :

Assets Category	Ethiopia	Kenya	Nigeria	Rwanda	Algeria	Bhutan
Computers	25%	30%	-	50%	15%	15%
Computers Software	25%	-	-	-	-	-
Furniture and Fittings	20%	13%	10%	25%	15%	15%
Plant and Machineries	-	-	15%	-	15%	15%
Office Equipments	20%	-	15%	50%	15%	15%
Electrical Fittings	-	-	15%	-	-	-
SPC Tools	20%	-	-	-	15%	15%
Vehicles	20%	-	-	-	20%	20%
Building / Store Cabin	-	-	-	-	5%	5%

- (f) Intangible Assets are amortised uniformly over three years.

## 9 Impairment of Assets :

On annual basis the Company makes an assessment of any indicator that may lead to impairment of assets. An asset is treated as impaired when the carrying cost of asset exceeds its recoverable value. Recoverable amount is higher of an asset's net selling price and its value in use. Value in use is the present value of estimated future cash flows expected to arise from the continuing use of an asset and from its disposal at the end of its useful life.

An impairment loss is charged to the Statement of Profit and Loss in the year in which an asset is identified as impaired.

The impairment loss recognized in prior accounting period is reversed if there has been a change in the estimate of recoverable amount.

## 10 Investments :

Investments that are readily realisable and intended to be held for not more than a year are classified as current investments. All other investments are classified as long term investments. Current investments are carried at lower of cost and fair value determined on an individual investment basis. Long term investments are carried at cost. However, provision for diminution in value is made to recognise a decline other than temporary in the value of long term investments.

## **11 Cash and Cash Equivalents :**

Cash and Cash Equivalents in the Balance Sheet comprise cash at bank and in hand and short term investments with an original maturity of three months or less.

## **12 Inventories :**

- (a) Raw materials are valued at cost, net of Excise duty and Value Added Tax, wherever applicable. Stores and spares, loose tools are valued at cost except unserviceable and obsolete items that are valued at estimated realizable value thereof. Costs are determined on Weighted Average Method.
- (b) Stores and spares and material at construction site are valued and stated at lower of cost or net realisable value. The Weighted Average Method of inventory valuation is used to determine the cost.
- (c) Work In Progress on construction contracts reflects value of material inputs and expenses incurred on contracts including estimated profits in evaluated jobs.
- (d) Work In Progress from manufacturing operation is valued at cost and costs are determined on Weighted Average Method.
- (e) Finished Goods are valued at cost or net realizable value, whichever is lower. Costs are determined on Weighted Average Method.

## **13 Foreign Currency Translation :**

- (a) Transactions in foreign currencies are recorded at the exchange rate prevailing on the date of transactions.
- (b) Current Assets and Current Liabilities are translated at the year end rate or forward contract rate.
- (c) Any gain or loss on account of exchange difference either on settlement or translation is recognized in the Statement Profit and Loss.
- (d) Fixed Assets acquired in foreign currencies are translated at the rate prevailing on the date of Bill of Lading.
- (e) The transactions of branches at Kenya, Nigeria Algeria, Bhutan & Italy are accounted as integral operation.
- (f) The exchange gain / loss on long term loans to non integral operations being Subsidiaries are restated to Foreign Exchange Translation Reserve Account and will be transferred to the Statement of Profit & Loss in the year when the disposal or otherwise transfer of the operations are done.

## **14 Borrowing Cost :**

Borrowing costs directly attributable to the acquisition or construction of qualifying assets are capitalized. Other borrowing costs are recognized as expenses in the period in which they are incurred. In determining the amount of borrowing costs eligible for capitalization during a period, any income earned on the temporary investment of those borrowings is deducted from the borrowing costs incurred.

## **15 Employee Stock Option Scheme :**

Employee stock options are evaluated and accounted on intrinsic value method as per the accounting treatment prescribed under Guidance Note on "Accounting for Employee Share-based Payments" issued by the ICAI read with SEBI (Employee Stock Option Scheme & Employee Stock Purchase Scheme) Guidelines, 1999 issued by Securities and Exchange Board of India. Accordingly the excess of market value of the stock options as on the date of grant over the exercise price of the options is recognized as deferred employee compensation and is charged to Statement of Profit and Loss on graded vesting basis over the vesting period of the options. The un-amortized portion of the deferred employee compensation is reduced from Employee Stock Option Outstanding which is shown under Reserves and Surplus.

## **16 Taxation :**

Tax expenses comprise Current Tax and Deferred Tax. Current income tax is measured at the amount expected to be paid to the tax authorities in accordance with the Indian Income Tax Act.

Deferred income taxes reflects the impact of current year timing differences between taxable income and accounting income for the year and reversal of timing differences of earlier years. Deferred tax is measured based on the tax rates and the tax laws enacted or substantively enacted at the balance sheet date. Deferred Tax Assets and Deferred Tax Liabilities are offset, if a legally

enforceable right exists to set-off current tax assets against current tax liabilities and the Deferred Tax Assets and the Deferred Tax Liabilities related to the taxes on income levied by same governing taxation laws. Deferred Tax Assets are recognised only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which such Deferred Tax Assets can be realised. In situations where the Company has unabsorbed depreciation or carry forward tax losses, all Deferred Tax Assets are recognised only if there is virtual certainty supported by convincing evidence that they can be realised against future taxable profits.

At each balance sheet date the Company re-assesses unrecognised Deferred Tax Assets. It recognises unrecognised Deferred Tax Assets to the extent that it has become reasonably certain or virtually certain, as the case may be, that sufficient future taxable income will be available against which such Deferred Tax Assets can be realised.

The carrying amount of Deferred Tax Assets are reviewed at each balance sheet date. The Company writes down the carrying amount of a Deferred Tax Asset to the extent that it is no longer reasonably certain or virtually certain, as the case may be, that sufficient future taxable income will be available against which Deferred Tax Asset can be realized. Any such write-down is reversed to the extent that it becomes reasonably certain or virtually certain, as the case may be, that sufficient future taxable income will be available.

#### **17 Sales Tax / Cenvat Credit / VAT / WCT :**

Sales Tax / VAT / Works Contract Tax on construction contracts are accounted on payment basis. The Cost of Material (inputs) is accounted at purchase cost net of Excise Duty and Value Added Tax, wherever applicable. The Excise Duty elements of materials (inputs) is debited to "Modvat Credit Receivable A/c" and Value Added Tax element of materials (inputs) is debited to "VAT Credit Receivable A/c", under the head "Loans & Advances". The Excise Duty and Value Added Tax payable on dispatch of goods are credited to "Modvat Credit Receivable A/c" and "VAT Credit Receivable A/c" by debiting the same to Excise Duty and Value Added Tax (Sales Tax), respectively in Statement of Profit & Loss.

#### **18 Provision, Contingent Liabilities and Contingent Assets :**

Provisions involving substantial degree of estimation in measurement are recognised when an enterprise has a present obligation as a result of past event. it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. Provisions are not discounted to its present value and are determined based on best estimate required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates.

Contingent Liabilities are not recognized but are disclosed in the notes to accounts. Disputed demands in respect of Central Excise, Customs, Income tax and Sales Tax are disclosed as Contingent Liabilities. Payment in respect of such demands, if any, is shown as advance, till the final outcome of the matter.

Contingent Assets are neither recognized nor disclosed in the financial statements.

#### **19 Earning Per Share :**

Basic & Diluted earning per share is calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period.

For the purpose of calculating diluted earning per share, the net profit or loss for the period attributable to equity shareholders and weighted average number of equity shares outstanding during the period is adjusted for the effects of all dilutive potential equity shares.

#### **20 Prior Period Items :**

Prior period items are included in the respective head of accounts and material items are disclosed by way of notes to accounts.

## B EXPLANATORY NOTES

### 1 Share Capital

#### (a) Authorised, Issued, Subscribed and Fully Paid up : (₹ in Crore)

Particulars	As at 30 Sep 2014		As at 31 Dec 2013	
	No of Shares	Amount	No of Shares	Amount
<b>Authorised Capital :</b>				
Equity Shares of ₹ 2/- each	74,710,000,000	14,942.00	74,710,000,000	14,942.00
6% Optionally Convertible Preference Shares of ₹ 350/- each	3,000,000	105.00	3,000,000	105.00
<b>Issued, Subscribed and Fully Paid up Capital :</b>				
<b>Issued Capital</b>				
Equity Shares of ₹ 2/- each, fully paid	137,355,208	27.47	137,355,208	27.47
<b>Subscribed and Fully Paid up Capital</b>				
Equity Shares of ₹ 2/- each, fully paid	135,774,668	27.16	135,774,668	27.16
<b>Share Forfeiture Account</b>				
Money received in respect of Right Shares of ₹ 10/- each forfeited	170,948	0.34	170,948	0.34
<b>TOTAL</b>		<b>27.50</b>		<b>27.50</b>

- Issued Share Capital includes 725,800 shares of ₹ 2/- each kept in abeyance.
- Share Forfeiture Account includes ₹ 0.26 Crore of Share Premium collected on application in respect of forfeited shares.
- In terms of the MRA the lenders have a right to convert outstanding loan into equity under certain terms & conditions. During the previous period the authorised capital has been accordingly increased by ₹ 14,871 Crore.

#### (b) Reconciliation of Number of Shares Outstanding (₹ in Crore)

Particulars	As at 30 Sep 2014		As at 31 Dec 2013	
	No of Shares	Amount	No of Shares	Amount
As at the beginning of the year	135,774,668	27.16	135,774,668	27.16
Add : Issued during the year - ESOP	-	-	-	-
As at the end of the year	135,774,668	27.16	135,774,668	27.16

#### (c) Details of Shareholding in Excess of 5%

Name of Shareholder	As at 30 Sep 2014		As at 31 Dec 2013	
	No of Shares	%	No of Shares	%
Pacific Energy Private Limited	18,013,015	13.20%	18,013,015	13.20%
Warhol Limited	-	0.00%	13,437,359	9.84%
Devyani Estate and Properties Private Limited	12,182,805	8.93%	12,182,805	8.93%
HDFC Trustee Company Limited - HDFC Infrastructure Fund	12,114,310	8.87%	-	0.00%
Abhijit Rajan	8,172,459	5.99%	8,172,459	5.99%

#### (d) Shares reserved under options to be given

NIL (Previous Period 17,400) Equity Shares have been reserved for issue as ESOP. Refer Note No. 34 for details of the ESOP Shares and Scheme.

#### (e) Terms / rights attached to Equity Shares

The Company has only one class of equity shares having a par value of ₹ 2/- each. Each holder of equity share is entitled to one vote per share. The distribution will be in proportion to the number of equity shares held by the shareholders.

In the event of liquidation of the Company, the holders of equity shares will be entitled to receive any of the remaining assets of the Company, after distribution of all preferential amounts. However, no such preferential amounts exist currently. The distribution will be in proportion to the number of equity shares held by the shareholders.

## 2 Reserves & Surplus

(₹ in Crore)

Particulars	As at 30 Sep 2014	As at 31 Dec 2013
<b>(i) Capital Redemption Reserve</b>	<b>105.00</b>	105.00
<b>(ii) Securities Premium Account</b>	<b>1,031.69</b>	1,031.69
<b>(iii) Debenture Redemption Reserves</b>		
As per last Balance Sheet	81.00	81.00
Less : Transferred to General Reserve	-	-
	<b>81.00</b>	81.00
<b>(iv) Revaluation Reserves</b>		
As per last Balance Sheet	111.02	113.40
Less : Depreciation on revalued assets	2.36	2.38
	<b>108.66</b>	111.02
<b>(v) Share Options Outstanding Account</b>		
Employee Stock Option Outstanding	2.66	2.66
Less : For lapse of ESOP	1.20	0.98
Less : Transfer to Securities Premium on exercise of ESOP	1.46	1.46
(Refer Note 34 for details)	-	0.22
<b>(vi) Other Reserves</b>		
<b>a) General Reserve</b>		
As per last Balance Sheet	313.06	313.06
Add : Transferred from Special Contingency Reserve	50.00	-
	<b>363.06</b>	313.06
<b>b) Foreign Currency Translation Reserve</b>		
As per last Balance Sheet	169.41	69.96
Add / (Less) : Arising out of current period	(28.76)	121.12
Less / (Add) : Reversed against provisions made	(9.80)	21.67
	<b>150.45</b>	169.41
<b>c) Special Contingency Reserve</b>		
As per last Balance Sheet	50.00	50.00
Less : Transferred to General Reserve (Refer Note 2(c))	50.00	-
	-	50.00
<b>d) Surplus / (Deficit)</b>		
Profit brought forward from last year	(843.12)	(77.21)
Add : Profit for the year	67.80	(765.91)
Add : Dividend from Own Shares (Refer Note 19)	-	-
	<b>(775.32)</b>	(843.12)
<b>TOTAL</b>	<b>1,064.54</b>	1,018.28

- (a) The General Reserve is created to comply with the The Companies (Transfer of Profit and Reserve rules 1975).
- (b) The Foreign Currency Translation Reserve is created in terms of Accounting Standard 11 "The effect of changes in foreign exchange rates" issued under the Companies Accounting Standard Rules 2006.
- (c) Based on significant evaluation & progress of projects the management is of the opinion that amount kept under Special Contingency Reserve is no longer required and hence transferred to General Reserve.
- (d) In accordance with Circular issued by Ministry of Corporate Affairs No. 04/2013 dated 11.02.2013 the Company is maintaining the Debenture Redemption Reserve to the extent of 25% of the outstanding debentures. The excess balance of the Debenture Redemption Reserve as at the year end has been transferred to General Reserve. The Company has however not set aside or earmarked liquid assets of ₹ 0.82 Crore being 15% of the amount of Debenture due for redemption before 30 September 2015 as required by the aforesaid Circular.

### 3 Long Term Borrowings

(₹ in Crore)

Particulars	Non Current		Current Maturities	
	30 Sep 2014	31 Dec 2013	30 Sep 2014	31 Dec 2013
<b>Non Convertible Debentures</b>				
Placed with Banks and Financial Institutions	318.52	324.00	5.48	-
<b>Term Loans</b>				
Priority Loan	682.74	366.69	51.39	-
Rupee Term Loan (RTL) - 1	771.19	786.91	15.74	-
Rupee Term Loan (RTL) - 2	465.48	475.00	9.50	-
Rupee Term Loan (RTL) - 3	343.00	350.00	7.00	-
Funded Interest Term Loan (FITL)	254.60	208.66	5.19	-
Working Capital Term Loan (WCTL)	633.44	647.22	12.93	-
<b>Loans from Related Parties</b>				
Promoters	100.00	100.00	-	-
<b>TOTAL</b>	<b>3,568.97</b>	<b>3,258.48</b>	<b>107.23</b>	<b>-</b>
<b>The above amount includes</b>				
Secured Borrowings	3,468.97	3,158.48	107.23	-
Unsecured Borrowings	100.00	100.00	-	-
Amount disclosed under the head "Other Current Liabilities" (note 9)			107.23	-

- (a) The Company's Corporate Debt Restructuring (CDR) package was approved by the CDR Empowered Group (EG) in its meeting held on 24 June 2013 and communicated to the Company vide its letter of approval dated 29 June 2013. The Company executed the Master Restructuring Agreement (MRA) with the CDR lenders on 24 September 2013. Substantial securities have been created in favour of the CDR lenders.

#### Key features of the CDR proposal are as follows :

- Reschedulement of Short Term Loans & Term Loans (RTL) and NCD payable over a period of ten years.
- Repayment of Rupee Term Loans (RTL) after moratorium of 27 months from cut off date being 1 January 2013 in structured quarterly instalments commencing from April 2015.
- Conversion of various irregular / outstanding / devolved financial facilities into Working Capital Term Loan (WCTL).
- Repayment of WCTL after moratorium of 27 Months from cut off date in structured quarterly instalments commencing from April 2015, subject to mandatory prepayment obligation on realisation of proceeds from certain asset sale and capital infusion.
- Restructuring of existing and fresh fund based and non fund based financial facilities, subject to renewal and reassessment every year.

- Interest accrued but not paid on certain financial facilities till March 2014 is converted into Funded Interest Term Loan (FITL).
- Waiver of existing events of defaults, penal interest and charges etc in accordance with MRA.
- Right of Recompense to CDR Lenders for the relief and sacrifice extended, subject to provisions of CDR Guidelines and MRA.
- Contribution of ₹ 100 Crore in the Company by promoters, in lieu of bank sacrifice, in the form of Promoters Contribution which can be converted to equity.

**(b) Securities for Term Loans and NCD :**

**Rupee Term Loan (RTL) - 1 and FITL thereon -**

- 1) 1<sup>st</sup> pari-passu charge on the entire Fixed Assets (movable and immovable), both present and future of the Company, including the pari-passu security with Non Convertible Debenture but excluding the exclusive security for Non Convertible Debenture and the Gammon House.
- 2) 2<sup>nd</sup> pari-passu charge on the Gammon House, entire Current Assets, Loans and Advances, Long Term Trade Receivables and other assets of the Company.
- 3) For Canara Bank 1<sup>st</sup> pari-passu charge on land parcel of Metropolitan Infrahousing Private Limited (MIPL) along with their NCD holders.

**Rupee Term Loan (RTL) - 2 and FITL thereon -**

- 1) 1<sup>st</sup> pari-passu charge on Gammon House.
- 2) 2<sup>nd</sup> pari-passu charge on the entire Fixed Assets (movable and immovable), both present and future of the Company, including the pari-passu security with Non Convertible Debenture but excluding the exclusive security for Non Convertible Debenture and the Gammon House.
- 3) 2<sup>nd</sup> pari-passu charge on entire Current Assets, Loans and Advances, Long Term Trade Receivables and other assets of the Company.

**Rupee Term Loan (RTL) - 3 and FITL thereon -**

- 1) 3<sup>rd</sup> pari-passu charge over the entire Fixed Assets (movable and immovable) and Current Assets of the Company excluding the Gammon House.
- 2) 3<sup>rd</sup> pari-passu charge on the Gammon house.

**Working Capital Term Loan (WCTL) -**

- 1) 1<sup>st</sup> pari-passu charge on the entire Fixed Assets (movable and immovable), both present and future of the Company, including the pari-passu security with Non Convertible Debenture but excluding the exclusive security for Non Convertible Debenture and the Gammon House.
- 2) 2<sup>nd</sup> pari-passu charge on the Gammon House, entire Current Assets, Loans and Advances, Long Term Trade Receivables and other assets of the Company.

**Priority Loan -**

- 1) 1<sup>st</sup> pari-passu charge on the entire Fixed Assets (movable and immovable), both present and future of the Company, including the pari-passu security with Non Convertible Debenture but excluding the exclusive security for Non Convertible Debenture and the Gammon House.
- 2) 2<sup>nd</sup> pari-passu charge on the Gammon House, entire Current Assets, Loans and Advances, Long Term Trade Receivables and other assets of the Company.

**Non Convertible Debentures (NCD) and FITL thereon -**

- 1) 1<sup>st</sup> pari-passu charge by mortgage of Gujarat Property and hypothecation over the pari-passu security with the Non Convertible Debentures.
- 2) 3<sup>rd</sup> pari-passu charge over the entire Fixed Assets (movable and immovable) and Current Assets of the Company excluding the Gammon House.
- 3) 3<sup>rd</sup> pari-passu charge on the Gammon house.



(c) **Funded Interest Term Loan (FITL) -**

The interest amount on RTL - 1, RTL - 2, RTL - 3 and NCDs for the initial period of 15 months i.e. from cut off date till 31 March 2014 will be converted to FITL.

(d) **Interest on Term Loans -**

The above mention term loans carry an interest rate which is MI base rate + 175 bps except in case of NCD which are as follows -

<b>Non Convertible Debenture</b>	(Amount in Crore)	<b>As at 30 Sep 2014</b>	As at 31 Dec 2013
	100.00	<b>11.05%</b>	11.05%
	100.00	<b>9.50%</b>	9.50%
	74.00	<b>10.50%</b>	10.50%
	50.00	<b>9.95%</b>	9.95%
<b>TOTAL</b>	<b>324.00</b>		

(e) **Repayment Term**

<b>Type of Loan</b>	<b>Repayment Schedule</b>
RTL - 1, RTL - 2, RTL - 3, NCD, WCTL & FITL	Repayable in 31 quarterly instalments commencing 15 April 2015 and ending on 15 October 2022.
Priority Loan	Repayable in 20 quarterly ballooning instalments commencing 15 April 2015 and ending on 15 January 2020.

(f) **Collateral security pari-passu with all CDR lenders**

- Pledge of entire unencumbered equity shares (present and future) of GIL held by Promoters subject to Section 19(2) & 19(3) of Banking Regulation Act including pledge of encumbered equity shares as and when such shares are released by the respective existing lenders.
- Personal guarantee of Mr Abhijit Rajan, Chairman & Managing Director.
- Undertaking to create pledge over the resultant shares of Metropolitan Infrahousing Private Limited (MIPL) after signing the JV agreement with developer.
- Undertaking to create pledge over shares of GACTEL Turnkey Projects Limited (currently pledged to lenders of Gactel), as and when they are released in the future.
- Pledge over the following shares -
  - 23% of Deepmala Infrastructure Private Limited
  - 100% of SEZ Adityapur Limited
  - 24% of Ansaldocaldaie Boilers India Private Limited
  - 100% of Transrail Lighting Limited

(g) **Maturity profile of Term Loans and NCD**

(₹ in Crore)

<b>Period</b>	<b>As at 30 Sep 2014</b>	As at 31 Dec 2013
2 - 3 years	<b>674.73</b>	374.52
4 - 5 years	<b>1,030.68</b>	818.89
6 - 10 years	<b>1,763.56</b>	1,965.07
<b>TOTAL</b>	<b>3,468.97</b>	3,158.48

- For details of continuing defaults as at 30 September 2014 and 31 December 2013, Refer Annexure 1.
- During the previous period, the Promoters have infused an amount of ₹100 Crore in terms of the CDR agreement repayment of which shall, till the final settlement date, be subordinate to the restructured facility.



**4 Deferred Tax Liabilities / (Assets) (Net)** (₹ in Crore)

Particulars	As at 30 Sep 2014	As at 31 Dec 2013
<b>Deferred Tax Liability</b>		
Depreciation	<b>99.29</b>	104.03
<b>Deferred Tax Asset</b>		
Provision for Gratuity / Leave Salary	<b>6.70</b>	5.66
Disallowances u/s 43B including interest on bank loans	<b>85.10</b>	70.92
Foreign Exchange Translation Reserve	<b>46.49</b>	57.58
Provision for Doubtful Debts	<b>43.69</b>	47.24
	<b>181.98</b>	181.40
<b>Deferred Tax Liabilities / (Assets) (Net)</b>	<b>(82.69)</b>	(77.37)

**5 Other Long Term Liabilities** (₹ in Crore)

Particulars	As at 30 Sep 2014	As at 31 Dec 2013
<b>Trade Payables</b>		
Micro, Small & Medium Enterprises (Note 8(i) & 8(ii))	-	-
Retention / Deposits	<b>93.60</b>	69.08
	<b>93.60</b>	69.08
<b>Others</b>		
Advances from Clients & Others	<b>261.60</b>	339.35
Margin Money Received	<b>12.00</b>	12.00
Others	<b>14.00</b>	14.00
	<b>287.60</b>	365.35
<b>TOTAL</b>	<b>381.20</b>	434.43

**6 Provisions** (₹ in Crore)

Particulars	Long Term		Short Term	
	30 Sep 2014	31 Dec 2013	30 Sep 2014	31 Dec 2013
<b>Provision for Employee Benefits</b>				
Provision for Gratuity	<b>1.49</b>	0.44	<b>3.50</b>	2.61
Provision for Leave Encashment	<b>11.73</b>	8.95	<b>5.25</b>	4.65
<b>Others</b>				
Provision for Taxation Net of Taxes Paid	-	-	<b>3.07</b>	3.08
Provision for Risks & Contingencies	<b>240.27</b>	184.38	-	-
<b>TOTAL</b>	<b>253.49</b>	<b>193.77</b>	<b>11.82</b>	<b>10.34</b>

a) Provision for Risks and Contingencies represents provisions made towards probable encashment of guarantees where recovery thereof is remote (Refer Note 33) and towards expected losses in a contract.

b) Disclosure under Accounting Standard AS 29 - "Provisions, Contingent Liabilities and Contingent Assets" is as under -

Particulars	Balance as on 1 Jan 2014	Addition During the period	Paid / Reversed During the period	Balance as on 30 Sep 2014
Provision for Risks & Contingencies	184.38	55.89	-	<b>240.27</b>
	(-)	(184.38)	(-)	<b>(184.38)</b>

c) Disclosure relating to Employee Benefits as per Revised AS - 15

(₹ in Crore)

Particulars	As at 30 Sep 2014	As at 31 Dec 2013
<b>(i) Change in Benefit Obligation</b>		
Liability at the beginning of the year	9.30	9.10
Interest Cost	0.65	0.55
Current Service Cost	1.77	0.85
Past Service Cost (Non Vested Benefit)	-	-
Past Service Cost (Vested Benefit)	-	-
Benefit Paid	(1.73)	(0.10)
Actuarial (gain) / loss on obligations	0.86	(1.10)
Curtailements and Settlements	-	-
<b>Liability at the end of the year</b>	<b>10.85</b>	<b>9.30</b>
<b>(ii) Fair Value of Plan Assets</b>		
Fair Value of Plan Assets at the beginning of the year	6.25	6.19
Expected Return on Plan Assets	0.40	0.39
Contributions	0.94	-
Benefit Paid	(1.73)	(0.10)
Actuarial gain / (loss) on Plan Assets	-	(0.23)
<b>Fair Value of Plan Assets at the end of the year</b>	<b>5.86</b>	<b>6.25</b>
<b>Total Actuarial (gain) / loss to be Recognised</b>	<b>0.86</b>	<b>(0.87)</b>
<b>(iii) Actual Return on Plan Assets</b>		
Expected Return on Plan Assets	0.40	0.39
Actuarial gain / (loss) on Plan Assets	-	(0.23)
<b>Actual Return on Plan Assets</b>	<b>0.40</b>	<b>0.16</b>
<b>(iv) Amount Recognised in the Balance Sheet</b>		
Liability at the end of the year	10.85	9.30
Fair Value of Plan Assets at the end of the year	(5.86)	(6.25)
<b>Amount Recognised in the Balance Sheet</b>	<b>4.99</b>	<b>3.05</b>
<b>(v) Expenses Recognised in the Income Statement</b>		
Current Service cost	1.77	0.85
Interest Cost	0.65	0.55
Expected Return on Plan Assets	(0.40)	(0.39)
Net Actuarial gain / (loss) to be Recognised	0.86	(0.87)
Past Service Cost (Non Vested Benefit) Recognised	-	-
Past Service Cost (Vested Benefit) Recognised	-	-
Effect of Curtailment or Settlements	-	-
<b>Expense Recognised in the Profit &amp; Loss Account</b>	<b>2.88</b>	<b>0.14</b>
<b>(vi) Balance Sheet Reconciliation</b>		
Opening Net Liability	3.05	2.91
Expenses as above	2.88	0.14
Employers Contribution	(0.94)	-
Effect of Curtailment or settlements	-	-
<b>Amount Recognised in the Balance Sheet</b>	<b>4.99</b>	<b>3.05</b>
<b>(vii) Actuarial Assumptions</b>		
Discount Rate Current	8.89%	9.50%
<b>(viii) Investment Details</b>		
Government Securities	43.50%	43.50%
Debentures and Bonds	37.66%	37.66%
Equity Shares	4.67%	4.67%
Fixed Deposits	14.17%	14.17%
	<b>100.00%</b>	<b>100.00%</b>

**Note :**

- (a) Employer's contribution includes payments made by the Company directly to its past employees.
- (b) The estimates of future salary increases, considered in actuarial valuation, take account of inflation, seniority, promotion and other relevant factors, such as supply and demand in the employment market.
- (c) The Company's Gratuity Fund is managed by Life Insurance Corporation of India. The plan assets under the fund are deposited under approved securities. The Company's Gratuity Liability is entirely funded except LMR employees.
- (d) In the absence of data of experience adjustments, the same is not disclosed.
- (e) The Company's Leave Encashment Liability is entirely unfunded.

**7 Short Term Borrowings**

The borrowings are analysed as follows :

(₹ in Crore)

Particulars	As at 30 Sep 2014	As at 31 Dec 2013
<b>Loans Repayable on Demand :</b>		
Cash Credit from Consortium Bankers	1,060.77	956.17
<b>Loans and Advances from Related Parties :</b>	22.97	23.10
<b>Other Loans and Advances :</b>		
Buyers Credit	87.89	126.45
From Banks	-	39.84
Bill Discounting	5.50	5.50
	93.39	171.79
<b>TOTAL</b>	<b>1,177.13</b>	<b>1,151.06</b>
<b>The above amount includes</b>		
Secured Borrowings	1,060.77	996.01
Unsecured Borrowings	116.36	155.05

(i) **Securities** - Cash Credit from Consortium Bankers :

- a) 1<sup>st</sup> pari-passu charge on the entire Current Assets, Loans and Advances, Long Term Trade Receivables and other assets of the Company.
- b) 2<sup>nd</sup> pari-passu charge over the entire Fixed Assets (immovable and movable) of the Company, including the pari-passu security with Non Convertible Debenture but excluding the exclusive security for Non Convertible Debenture and the Gammon House.
- c) 2<sup>nd</sup> pari-passu charge on Gammon House.
- (ii) The rate of interest on above loan is linked to MI base rate + 175 bps.
- (iii) Buyers Credit are secured by guarantee of consortium bankers.
- (iv) For details of continuing defaults as at 30 September 2014 and 31 December 2013, Refer Annexure 1.
- (v) Buyer's Credit facility includes an amount of ₹ 42.11 Crore (*Previous Period ₹ 66.03 Crore*) being the buyers credit availed on behalf of the Joint Venture on the strength of the underlying invoices of a Joint Venture, where the Company is a lead partner, for onward utilization of the Joint Venture. The entire Liability of such buyer's credit is represented by loan to the Joint venture. All costs including exchange rate fluctuation on account of the buyers credit are to the account of the Joint venture. The outstanding balance as at 31 December 2013 has also been recast as aforesaid.

**8 Trade Payables** (₹ in Crore)

Particulars	As at 30 Sep 2014	As at 31 Dec 2013
<b>Trade Payables</b>		
Micro Small and Medium Enterprises	-	-
Retentions & Deposit	128.90	145.63
Others	1,313.77	1,366.14
<b>TOTAL</b>	<b>1,442.67</b>	<b>1,511.77</b>

- (i) As per the intimation available with the Company, there are no Micro, Small and Medium Enterprises, as defined in the Micro, Small, and Medium Enterprises Development Act, 2006, to whom the Company owes dues on account of principal amount together with interest and accordingly no additional disclosures have been made.
- (ii) The above information regarding Micro, Small and Medium Enterprises have been determined to the extent such parties have been identified on the basis of information available with the Company. This has been relied upon by the Auditors.
- (iii) The balances of the trade payables are subject to confirmation and consequent reconciliation, if any.

**9 Other Current Liabilities** (₹ in Crore)

Particulars	As at 30 Sep 2014	As at 31 Dec 2013
Current Maturities of Term Loan (Refer Note 3)	107.23	-
Advances from Clients	678.86	632.77
Interest Accrued and Due	91.78	26.83
Interest Accrued But Not Due	27.22	30.52
Unpaid Dividends	0.71	0.73
Payables for Capital Goods	21.25	16.63
Other Payables		
- Duties and Taxes Payable	68.28	71.34
- Related Party	10.45	7.63
- Others	134.74	104.68
	213.47	183.65
<b>TOTAL</b>	<b>1,140.52</b>	<b>891.13</b>

- (i) Unpaid dividend includes ₹ 0.25 Crore (Previous Period ₹ 0.25 Crore) to be transferred to the Investor Education & Protection Fund.
- (ii) The continuing default on interest obligation is detailed in Annexure 1.

Note 10 Detailed Asset Class Wise Addition, Adjustment, Depreciation, Changes at Net Block  
Tangible Assets

(₹ in Crore)

Particulars	Leasehold Land	Freehold Property	Plant & Machinery	Motor Vehicles	Office Equipments	Furniture & Fixtures	Wind Mill	Electric Installation	Total
<b>GROSS BLOCK</b>									
As at 1 April 2013	6.07	247.40	1,346.32	91.98	19.70	36.82	26.95	4.90	1,780.14
Additions	-	0.79	82.15	3.01	0.66	0.15	-	-	86.76
Disposals/Adjustments	-	0.14	6.03	4.18	-	-	-	-	10.35
<b>As at 31 December 2013</b>	<b>6.07</b>	<b>248.05</b>	<b>1,422.44</b>	<b>90.81</b>	<b>20.36</b>	<b>36.97</b>	<b>26.95</b>	<b>4.90</b>	<b>1,856.55</b>
Additions	-	0.03	38.84	2.17	1.27	0.02	-	-	42.33
Disposals/Adjustments	-	-	62.09	5.46	1.54	0.01	-	-	69.10
<b>As at 30 September 2014</b>	<b>6.07</b>	<b>248.08</b>	<b>1,399.19</b>	<b>87.52</b>	<b>20.09</b>	<b>36.98</b>	<b>26.95</b>	<b>4.90</b>	<b>1,829.78</b>
<b>DEPRECIATION</b>									
As at 1 April 2013	0.16	43.61	507.23	61.89	8.49	15.00	16.80	1.00	654.18
Charge for the Year	0.02	4.31	68.65	5.75	3.01	0.69	2.10	0.18	84.71
Disposals/Adjustments	-	-	5.02	3.74	-	-	-	-	8.76
<b>As at 31 December 2013</b>	<b>0.18</b>	<b>47.92</b>	<b>570.86</b>	<b>63.90</b>	<b>11.50</b>	<b>15.69</b>	<b>18.90</b>	<b>1.18</b>	<b>730.13</b>
Charge for the Year	0.18	4.28	67.78	5.26	3.22	0.29	2.08	0.17	83.26
Disposals/Adjustments	-	-	48.05	5.15	0.47	-	-	-	53.67
<b>As at 30 September 2014</b>	<b>0.36</b>	<b>52.20</b>	<b>590.59</b>	<b>64.01</b>	<b>14.25</b>	<b>15.98</b>	<b>20.98</b>	<b>1.35</b>	<b>759.72</b>
<b>NET BLOCK</b>									
<b>As at 31 December 2013</b>	<b>5.89</b>	<b>200.13</b>	<b>851.58</b>	<b>26.91</b>	<b>8.86</b>	<b>21.28</b>	<b>8.05</b>	<b>3.72</b>	<b>1,126.42</b>
<b>As at 30 September 2014</b>	<b>5.71</b>	<b>195.88</b>	<b>808.60</b>	<b>23.51</b>	<b>5.84</b>	<b>21.00</b>	<b>5.97</b>	<b>3.55</b>	<b>1,070.06</b>

**Intangible Assets** (₹ in Crore)

Particulars	Computer Software	Tower Design	Total
<b>GROSS BLOCK</b>			
As at 1 April 2013	4.10	3.47	7.57
Additions	-	-	-
Disposals/Adjustments	-	-	-
<b>As at 31 December 2013</b>	<b>4.10</b>	<b>3.47</b>	<b>7.57</b>
Additions	0.03	-	0.03
Disposals/Adjustments	-	-	-
<b>As at 30 September 2014</b>	<b>4.13</b>	<b>3.47</b>	<b>7.60</b>
<b>AMORTISATION</b>			
As at 1 April 2013	1.94	3.41	5.35
Charge for the Year	0.97	-	0.97
Disposals/Adjustments	-	-	-
<b>As at 31 December 2013</b>	<b>2.91</b>	<b>3.41</b>	<b>6.32</b>
Charge for the Year	0.95	-	0.95
Disposals/Adjustments	-	-	-
<b>As at 30 September 2014</b>	<b>3.86</b>	<b>3.41</b>	<b>7.27</b>
<b>NET BLOCK</b>			
<b>As at 31 December 2013</b>	<b>1.19</b>	<b>0.06</b>	<b>1.25</b>
<b>As at 30 September 2014</b>	<b>0.27</b>	<b>0.06</b>	<b>0.33</b>

**NOTES:**

- 1) Freehold Property includes cost of Freehold Land ₹ 3.86 Crore (Previous Period ₹ 3.86 Crore) including the revaluation portion.
- 2) Leasehold Land is at cost less amount written off.
- 3) The Company has once again revalued on 31 March 2007 all its Freehold Property, most of which were revalued earlier on 31 March 1999 by Approved valuers.
- 4) The consequent increase in the value of Fixed Assets pursuant to the second revaluation amounted to ₹ 186.89 Crore and had been credited to the Revaluation Reserve A/c.
- 5) Depreciation for the Year amounts to ₹ 84.21 Crore (Previous Period ₹ 85.68 Crore) from which has been deducted a sum of ₹ 2.36 Crore (Previous Period ₹ 2.38 Crore) being the depreciation in respect of Revaluation of Fixed Assets which had been drawn from the Revaluation Reserve.

**Note - 11 A**

Particulars	Face Value	Nos. as on	Nos. as on	30 Sep 2014	31 Dec 2013
	₹	30 Sep 2014	31 Dec 2013	₹ In Crore	₹ In Crore
<b>NON CURRENT INVESTMENTS (AT BOOK VALUE)</b>					
<b>1. TRADE INVESTMENTS :</b>					
<b>a) INVESTMENT IN EQUITY INSTRUMENTS (INDIAN)</b>					
<i>(Fully paid-up unless otherwise stated)</i>					
Ordinary Shares : (Unquoted unless otherwise stated)					
Subsidiaries :					
Gammon Infrastructure Projects Limited (Quoted)	2	-	528,000,000	-	105.60
Ansaldocaldaie Boilers India Private Limited #	10	<b>36,700,000</b>	36,700,000	<b>37.15</b>	37.15
ATSL Infrastructure Project Limited	10	<b>25,500</b>	25,500	<b>0.03</b>	0.03
Deepmala Infrastructure Private Limited	10	<b>5,100</b>	5,100	<b>0.01</b>	0.01
Franco Tosi Hydro Private Limited	10	<b>10,000</b>	10,000	<b>0.01</b>	0.01
Franco Tosi Turbines Private Limited	10	<b>10,000</b>	10,000	<b>0.01</b>	0.01
Gactel Turnkey Projects Limited	10	<b>5,050,000</b>	5,050,000	<b>5.05</b>	5.05
Gammon & Billimoria Limited	10	<b>51,000</b>	51,000	<b>0.05</b>	0.05
Gammon Power Limited	10	<b>45,000</b>	50,000	<b>0.04</b>	0.05
Gammon Realty Limited	10	<b>15,049,940</b>	15,049,940	<b>15.05</b>	15.05
Gammon Retail Infra Private Limited	10	<b>10,000</b>	10,000	<b>0.01</b>	0.01
Metropolitan Infrahousing Private Limited	10	<b>8,416</b>	8,416	<b>0.01</b>	0.01
Patna Water Supply Distribution Network Private Limited	10	<b>7,399</b>	7,399	<b>0.01</b>	0.01
Rajahmundry Godavari Bridge Limited	10	<b>441,250</b>	441,250	<b>0.44</b>	0.44
SAE Transmission India Limited	10	<b>50,000</b>	50,000	<b>0.05</b>	0.05
Tidong Hydro Power Limited	10	<b>25,500</b>	25,500	<b>0.03</b>	0.03
Transrail Lighting Limited	10	<b>31,000,000</b>	31,000,000	<b>31.00</b>	31.00
Gorakhpur Infrastructure Company Limited	10	<b>16,828,987</b>	16,828,987	<b>16.83</b>	16.83
Kosi Bridge Infrastructure Company Limited	10	<b>12,562,831</b>	12,562,831	<b>12.56</b>	12.56
Rajahmundry Expressway Limited (REL) *	10	<b>5,655,000</b>	5,655,000	<b>5.65</b>	5.65
Andhra Expressway Limited (AEL) *	10	<b>5,655,000</b>	5,655,000	<b>5.65</b>	5.65
				<b>129.64</b>	235.25
Add : Acquisition of Beneficial Interest in REL & AEL in lieu of Deposit paid (Refer note 11A 3(c))				<b>5.66</b>	5.66
				<b>135.30</b>	240.91
Less : Transfer of Beneficial Interest in SPV's in lieu of Deposit received (Refer note 11A 3(c))				<b>44.50</b>	44.50
				<b>90.80</b>	196.41
<b>(A)</b>					
Others :					
Airscrew (India) Limited (₹ 5 paid up) #	100	<b>200</b>	200	-	-
Alpine Environmental Engineers Limited	100	<b>204</b>	204	-	-
Bhagirathi Bridge Construction Company Limited #	100	<b>300</b>	300	-	-
Modern Flats Limited (Unquoted)	10	<b>2,040</b>	2,040	-	-
Neptune Tower Properties Private Limited	10	<b>100</b>	100	-	-
Plamach Turnkeys Limited	100	<b>600</b>	600	<b>0.01</b>	0.01
Shah Gammon Limited #	100	<b>835</b>	835	<b>0.01</b>	0.01
STFA Piling (India) Limited (Fully Provided) #	10	<b>217,321</b>	217,321	<b>0.22</b>	0.22
Indira Container Terminal Private Limited *	10	<b>26,407,160</b>	26,407,160	<b>26.41</b>	26.41
Less : Transfer of Beneficial Interest in SPV in lieu of Deposit received (Refer note 11A 3(c))				<b>(26.41)</b>	(26.41)
				<b>0.24</b>	0.24
<b>(B)</b>					

Particulars	Face Value	Nos. as on	Nos. as on	30 Sep 2014	31 Dec 2013
	₹	30 Sep 2014	31 Dec 2013	₹ In Crore	₹ In Crore
<b>b) INVESTMENT IN EQUITY INSTRUMENTS (FOREIGN)</b> (Fully paid-up unless otherwise stated)					
Ordinary Shares : (Unquoted, fully paid up)					
Subsidiaries :					
Associated Transrail Structure Limited Nigeria	Naira 1	10,000,000	10,000,000	0.36	0.36
ATSL Holdings B.V. (Netherland) * #	€ 100	180	180	0.12	0.12
Campo Puma Oriente S.A.	\$ 1	6,441	6,441	0.03	0.03
Gammon Holdings (Mauritius) Limited *	\$ 1	15,000	15,000	0.07	0.07
Gammon Holdings B.V. *	€ 100	180	180	0.12	0.12
Gammon International B.V. *	€ 100	180	180	0.12	0.12
Gammon International FZE	AED 150000	1	1	0.17	0.17
PVan Eerd Beheersmaatschappij B.V. * #	€ 453.78	35	35	0.05	0.05
	(C)			1.04	1.04
Others :					
Gammon Mideast Limited, Dhs.1,000 each					
Dhs.7,85,000 #		1,142	1,142	0.18	0.18
(under Liquidation) (Fully Provided)					
Finest S.p.A, Italy (Associate)	€ 1	780,000	780,000	19.52	19.52
	(D)			19.70	19.70
<b>TOTAL TRADE INVESTMENTS (A+B+C+D)</b>				<b>111.78</b>	<b>217.39</b>
<b>2. OTHER INVESTMENTS :</b>					
a) <b>INVESTMENT IN EQUITY INSTRUMENTS</b>					
Investments through Gammon India Trust (E)				1.68	1.68
(Company's own shares)(Refer Note 11A 3(a))					
b) <b>INVESTMENT IN GOVERNMENT SECURITIES :</b>					
Government Securities Lodged with Contractees as Deposit :					
Unquoted :					
Sardar Sarovar Narmada Nigam Limited - Bonds				0.30	0.30
Others				0.12	0.12
Government Securities Others - Unquoted				0.12	0.12
(Indira Vikas Patras and National Savings Certificates)					
	(F)			0.54	0.54
c) <b>INVESTMENT IN PARTNERSHIP FIRM - CAPITAL CONTRIBUTION</b>					
Gammon Shah (Fully Provided) #	(G)			-	-
<b>TOTAL OTHER INVESTMENTS (E+F+G)</b>				<b>2.22</b>	<b>2.22</b>
<b>TOTAL (A+B+C+D+E+F+G)</b>				<b>114.00</b>	<b>219.61</b>
Less : Provisions for diminution in the value of investment #		Amount	Amount		
Airscrew (India) Limited		0.00	0.00		
Bhagirathi Bridge Construction Company Limited		0.00	0.00		
Shah Gammon Limited		0.01	0.01		
STFA Piling (India) Limited		0.22	0.22		
Gammon Mideast Limited		0.18	0.18		
Gammon Shah		0.00	0.00		
PVan Eerd Beheersmaatschappij B.V.		0.05	0.05		
ATSL Holdings B.V. (Netherland)		0.12	0.12		
Ansaldocaldaie Boilers India Private Limited		37.15	37.15		
				<b>37.73</b>	<b>37.73</b>
<b>TOTAL NON CURRENT INVESTMENTS</b>				<b>76.27</b>	<b>181.88</b>
* These shares are pledged					



Particulars	Face Value	Nos. as on	Nos. as on	30 Sep 2014	31 Dec 2013
	₹	30 Sep 2014	31 Dec 2013	₹ In Crore	₹ In Crore
<b>SUMMARY OF NON CURRENT INVESTMENTS :</b>					
<b>Unquoted</b>					
Aggregate Book Value of Foreign Investments				<b>20.74</b>	20.74
Aggregate Book Value of Indian Investments				<b>91.58</b>	91.59
				<b>112.32</b>	112.33
<b>Quoted</b>					
Aggregate Book Value of Indian Investments				<b>1.69</b>	107.28
Market Value of Quoted Investments				<b>20.87</b>	433.16

### 3) Note :

- (a) Pursuant to the Scheme of Amalgamation, the Company owns 58,04,620 Equity Shares of itself through Gammon India Trust which was allotted the shares against the Company's holding in erstwhile ATSL in terms of the order of the Hon'ble High Court of Mumbai and Gujarat.
- (b) During the period the Company has pledged the Equity Shares of the following Companies -
- 12,000,000 Ansaldoaldiae Boilers India Private Limited
  - 2,300 Deepmala Infrastructure Private Limited
  - 5,049,940 Gactel Turnkey Projects Limited
  - 30,999,940 Transrail Lighting Limited
- (c) The details of Beneficial & Contractual Interest acquired and transferred in favour of it's subsidiary M/s Gammon Infrastructure Projects Limited is detailed herein below -

#### ACQUIRED (₹ in Crore)

Name of the Company	As At 30 Sep 2014		As At 30 Sep 2013	
	No of Shares	Deposit Received	No of Shares	Deposit Received
Rajahmundry Expressway Limited	<b>4,360,500</b>	<b>2.77</b>	4,360,500	2.77
Andhra Expressway Limited	<b>4,564,500</b>	<b>2.89</b>	4,564,500	2.89
<b>TOTAL</b>		<b>5.66</b>		5.66

#### TRANSFERRED (₹ in Crore)

Name of the Company	As At 30 Sep 2014		As At 30 Sep 2013	
	No of Shares	Deposit Received	No of Shares	Deposit Received
Rajahmundry Expressway Limited	<b>5,655,000</b>	<b>8.48</b>	5,655,000	8.48
Andhra Expressway Limited	<b>5,655,000</b>	<b>8.49</b>	5,655,000	8.49
Kosi Bridge Infrastructure Company Limited	<b>12,562,831</b>	<b>12.56</b>	12,562,831	12.56
Gorakhpur Infrastructure Company Limited	<b>14,947,238</b>	<b>14.95</b>	14,947,238	14.95
Indira Containers Terminal Private Limited	<b>26,407,160</b>	<b>26.40</b>	26,407,160	26.40
Tidong Hydro Power Limited	<b>25,500</b>	<b>0.03</b>	25,500	0.03
<b>TOTAL</b>		<b>70.91</b>		70.91

In respect of these shares where the voting rights and beneficial rights are so transferred the holder continues to be the original allottee as per the record of the respective Company.



**Note - 11 B****CURRENT INVESTMENTS (AT BOOK VALUE)**

1. INVESTMENT IN EQUITY INSTRUMENTS : (Fully paid-up unless otherwise stated)	Face Value	Nos. as on	Nos. as on	₹ In Crore	₹ In Crore
	₹	30 Sep 2014	31 Dec 2013	30 Sep 2014	31 Dec 2013
Ordinary Shares : (Quoted)					
Bank of Baroda	10	4,200	4,200	0.04	0.04
Cords Cable Industries Limited	10	33,502	33,502	0.45	0.45
Gujarat State Financial Corporation	10	4,600	4,600	0.01	0.01
HDFC Bank Limited	2	5,345	5,345	0.02	0.02
Housing Development Finance Corporation Limited	2	40,000	40,000	0.18	0.18
ICICI Bank Limited	10	2,500	2,500	0.04	0.04
Infosys Limited	5	400	400	0.03	0.03
Larsen & Toubro Limited	2	12,000	12,000	0.05	0.05
Sadbhav Engineering Limited	1	11,240	11,240	0.02	0.02
Technofab Engineering Limited	10	175,000	175,000	0.47	0.47
Ultratech Cement Limited	10	1,600	1,600	0.04	0.04
<b>(A)</b>				<b>1.35</b>	<b>1.35</b>
2. MUTUAL FUND (Quoted)					
HDFC Mutual Fund - Floating Rate Income Fund (Refer Note 47(ii))		2,048	2,048	-	-
Investments through Gammon India Trust					
SBI Dynamic Bond Fund		667,967	667,967	1.00	1.00
ICICI Liquid Plan		18,478	-	0.36	-
ICICI Prudential FMP		200,000	200,000	0.20	0.20
<b>(B)</b>				<b>1.56</b>	<b>1.20</b>
<b>TOTAL (A+B)</b>				<b>2.91</b>	<b>2.55</b>
Less : Provisions for diminution in the value of Investment					
Cords Cable Industries Limited				0.41	0.41
<b>TOTAL CURRENT INVESTMENT</b>				<b>2.50</b>	<b>2.14</b>
<b>SUMMARY OF CURRENT INVESTMENTS :</b>					
<b>Unquoted</b>					
Aggregate Book Value of Foreign Investments				-	-
Aggregate Book Value of Indian Investments				-	-
				-	-
<b>Quoted</b>					
Aggregate Book Value of Indian Investments				2.91	2.55
Market Value of Quoted Investments				10.20	7.22

**12 Loans and Advances : (Unsecured, Considered Good unless otherwise stated)**

(₹ in Crore)

Particulars	Non Current		Current	
	30 Sep 2014	31 Dec 2013	30 Sep 2014	31 Dec 2013
<b>Capital Advance</b>	<b>0.72</b>	2.48	-	-
<b>Loans and Advances to Related Parties :</b>				
Considered Good	<b>1,719.41</b>	1,705.86	<b>122.22</b>	142.83
Considered Doubtful	<b>160.14</b>	166.81	<b>21.56</b>	20.39
Less : Provision for Doubtful Loans	<b>(160.14)</b>	(166.81)	<b>(21.56)</b>	(20.39)
<b>Deposits :</b>				
Considered Good	<b>38.66</b>	35.32	<b>25.97</b>	31.89
Considered Doubtful	-	-	<b>3.60</b>	3.60
Less : Provision for Doubtful Deposit	-	-	<b>(3.60)</b>	(3.60)
<b>Other Loans and Advances :</b>				
Taxes Paid Net of Provisions	<b>347.13</b>	308.30	-	-
Indirect Taxes and Duties recoverable	<b>51.96</b>	57.02	<b>24.37</b>	25.92
Staff Advances	-	-	<b>5.16</b>	4.29
Prepaid Expenses	<b>1.65</b>	1.07	<b>5.56</b>	7.14
Advance to Creditors / Sub Contractor				
Unsecured and Considered Good	<b>50.94</b>	56.38	<b>180.79</b>	174.83
Unsecured and Considered Doubtful	-	-	<b>7.18</b>	1.24
Less : Provision for Doubtful	-	-	<b>(7.18)</b>	(1.24)
Other Advances	<b>15.38</b>	19.26	<b>11.15</b>	11.33
Unsecured and Considered Doubtful	<b>3.31</b>	1.07	<b>4.94</b>	4.94
Less : Provision for Doubtful	<b>(3.31)</b>	(1.07)	<b>(4.94)</b>	(4.94)
Deposits with Joint Stock Companies :				
Unsecured and Considered Good	-	-	<b>56.31</b>	56.31
Unsecured and Considered Doubtful	-	-	<b>6.40</b>	6.40
Less : Provision for Doubtful	-	-	<b>(6.40)</b>	(6.40)
<b>TOTAL</b>	<b>2,225.85</b>	2,185.69	<b>431.53</b>	454.54

## (i) Detail of Loans &amp; Advances given to Related Parties

(₹ in Crore)

Name of the Related Party	Non Current		Current	
	30 Sep 2014	31 Dec 2013	30 Sep 2014	31 Dec 2013
<b>Unsecured and Considered Good</b>				
Gammon International FZE	69.26	69.87	-	-
P.Van Eerd Beheersmaatschappij B.V.	-	-	-	-
Gammon International B.V.	307.77	304.30	-	-
Campo Puma Oriente S.A.	26.76	23.77	-	-
Gammon Holdings (Mauritius) Limited	93.99	88.93	-	-
Gammon Holdings B.V.	235.70	231.23	-	-
Finest S.p.A	0.59	0.64	-	-
ATSL Holding B.V. (Netherland)	92.03	104.09	-	-
SAE Power Lines S.r.l	-	-	11.08	12.29
RAS Cities and Township Private Limited	12.00	12.00	-	-
Transrail Lighting Limited	-	-	47.80	44.72
Associated Transrail Structure Limited Nigeria	-	-	2.15	1.95
JV Gammon-FECP, Nigeria	-	-	-	-
Franco Tosi Turbines Private Limited	-	-	0.42	0.41
Deepmala Infrastructure Private Limited	195.45	195.73	-	-
Gammon Cidade Tensacciai Joint Venture	-	-	51.92	74.89
Gammon & Billimoria Limited	32.11	33.58	-	-
Gammon Realty Limited	110.35	111.98	-	-
Kosi Bridge Infrastructure Company	-	-	0.61	0.61
Haryana Biomass Projects Limited	0.07	0.07	-	-
Rajahmundry Godavari Bridge Limited	-	-	0.35	0.35
Ansaldocaldaie Boilers India Private Limited	8.46	6.35	-	-
Gammon Power Limited	-	-	1.30	0.01
Gammon Progressive JV	0.61	0.61	-	-
Gammon Rizzani JV	0.44	0.44	-	-
Mumbai Nasik Expressway Limited	-	-	0.01	0.01
Jaeger Gammon Joint Venture	2.09	2.04	-	-
Gammon Archirodon Joint Venture	0.03	0.03	-	-
Gammon Eence JV	4.85	4.85	-	-
Gammon CMC Joint Venture	-	-	-	0.36
GIPL GIL Joint Venture	-	-	5.81	5.93
OSE Gammon Joint Venture	0.14	0.14	-	-
Atlanta India Limited Gammon JV	0.06	-	-	-
Gammon Sew Joint Venture	-	-	-	0.06
BBJ Gammon JV	1.35	1.26	-	-
Gactel Turnkey Projects Limited	35.96	35.88	-	-
Rajahmundry Expressway Limited	-	-	0.12	0.12
Andhra Expressway Limited	-	-	0.43	0.43
Metropolitan Infrahousing Private Limited	489.34	478.07	-	-
Sofinter S.p.A	-	-	-	0.47
SAE Transmission India Limited	-	-	0.20	0.20
Tidong Hydro Power Limited	-	-	0.02	0.02
<b>TOTAL (A)</b>	<b>1,719.41</b>	<b>1,705.86</b>	<b>122.22</b>	<b>142.83</b>
<b>Unsecured and Considered Doubtful (Refer Note 33)</b>				
Gammon International FZE	17.64	19.26	-	-
P.Van Eerd Beheersmaatschappij B.V.	7.78	6.75	-	-
Gammon International B.V.	0.78	0.85	-	-
Gammon Holdings B.V.	80.08	87.99	-	-
ATSL Holding B.V. (Netherland)	22.78	18.04	-	-
JV Gammon-FECP, Nigeria	-	-	13.62	12.45
SAE Power Lines S.r.l	31.08	33.92	7.94	7.94
<b>TOTAL (B)</b>	<b>160.14</b>	<b>166.81</b>	<b>21.56</b>	<b>20.39</b>
<b>TOTAL (A + B)</b>	<b>1,879.55</b>	<b>1,872.67</b>	<b>143.78</b>	<b>163.22</b>

(ii) **Detail of Loans & Advances in the nature of loans**

Disclosure of amounts outstanding at period end as per Clause 32 of the Listing Agreement (₹ in Crore)

Name of the Related Party	Amount Outstanding		Maximum Outstanding	
	30 Sep 2014	31 Dec 2013	30 Sep 2014	31 Dec 2013
<b>Subsidiaries / Fellow Subsidiaries : Interest Bearing</b>				
P.Van Eerd Beheersmaatschappij B.V.	1.07	-	1.07	-
Gammon International B.V.	10.19	-	10.19	-
Gammon Holdings (Mauritius) Limited	5.46	-	5.46	-
Gammon Holdings B.V.	2.92	-	2.92	-
Campo Puma Oriente S.A.	26.76	23.77	26.76	23.77
ATSL Holding B.V. (Netherlands)	-	122.13	-	122.13
Transrail Lighting Limited	47.80	44.72	47.80	45.56
ATSL, Nigeria Company	2.15	1.95	2.15	1.98
Deepmala Infrastructure Private Limited	195.45	195.73	195.74	196.73
Gammon & Billimoria Limited	32.11	33.58	33.58	39.37
Gammon Realty Limited	110.35	111.98	111.98	111.98
Ansaldocaldaie Boilers India Private Limited	8.46	6.35	8.46	6.38
Gammon Power Limited	1.30	0.01	1.30	0.01
Metropolitan Infrahousing Private Limited	489.34	478.07	489.34	478.07
<b>Subsidiaries / Fellow Subsidiaries : Interest Free</b>				
Gammon International FZE	86.90	89.13	89.13	89.13
P.Van Eerd Beheersmaatschappij B.V.	6.71	6.75	6.71	6.75
Gammon International B.V.	298.36	305.15	298.36	305.15
Gammon Holdings (Mauritius) Limited	88.53	88.93	88.53	88.93
Gammon Holdings B.V.	312.86	319.22	312.86	319.22
ATSL Holding B.V. (Netherlands)	114.81	-	122.13	-
SAE Power Lines S.r.l	50.10	54.15	52.63	56.98
Gactel Turnkey Projects Limited	35.96	35.88	35.95	47.83
Franco Tosi Turbines Private Limited	0.42	0.41	0.42	0.42
<b>Associates Companies : Interest Bearing</b>				
Finest S.p.A	0.59	0.64	0.59	0.64

Note - None of the above loanees have invested in shares of the Company.

- (iii) The balances of the project advances are subject to confirmation and consequent reconciliation, if any.
- (iv) The Company has invested an amount of ₹ 43.00 Crore by way of loans and investments in Gactel Turnkeys Projects Limited (Gactel) as on 30 September 2014. The net worth of Gactel as on 30 September 2014 is ₹ (41.99) Crore. Considering the intrinsic value of the assets and the business of Gactel, the net worth of Gactel does not represent its true market value. The diminution is of temporary nature and the loans together with interest accrued thereon are good and recoverable.
- (v) Based on the discussion with client, potential upside in the business opportunity and change in the economic scenario in Middle East region the Company is confident of recovery of amount of ₹ 50 Crore given as loan including to its subsidiary through its SPV Company 'Gammon & Billimoria Limited'. Hence, the management is of the opinion that no provision is required in books.
- (vi) Considering the business requirement and as a lead partner to Joint Venture the Company has during the year after 1 April 2014 granted unsecured loan to one of its Joint Venture being the facility provided by the bankers for the purposes of the Joint Venture out of the limits of the Company. The Company will ratify this transaction U/s 186 of the Companies Act 2013 in forthcoming shareholders meeting. (Refer Note 7(v))

**13 Other Assets**

(₹ in Crore)

Particulars	Non Current		Current	
	30 Sep 2014	31 Dec 2013	30 Sep 2014	31 Dec 2013
Unbilled Revenue	-	-	100.32	174.70
Interest Accrued Receivable	108.06	87.42	213.91	161.33
Receivable against Sale of Investment - Related Party	-	-	712.80	-
Other Receivable	1.65	1.66	5.78	17.53
<b>TOTAL</b>	<b>109.71</b>	<b>89.08</b>	<b>1,032.81</b>	<b>353.56</b>

**14 Inventories**

(₹ in Crore)

Particulars	As at 30 Sep 2014	As at 31 Dec 2013
Raw Material	23.36	41.50
Material at Construction Site	451.96	416.70
Stores and Spares	8.63	8.77
Work In Progress - Real Estate	21.53	21.71
Work In Progress	1,183.19	1,189.04
Finished Goods	33.84	74.23
<b>TOTAL</b>	<b>1,722.51</b>	<b>1,751.95</b>

**(i) Valuation Methodology :**

Raw Material	Raw materials are valued at cost, net of Excise duty and Value Added Tax, wherever applicable. Stores and spares, loose tools are valued at cost except unserviceable and obsolete items that are valued at estimated realizable value thereof. Costs are determined on Weighted Average Method.
Work In Progress	Work In Progress on construction contracts reflects value of material inputs and expenses incurred on contracts including estimated profits in evaluated jobs. Work in progress from manufacturing operation is valued at cost and Costs are determined on Weighted Average Method.
Finished Goods	Finished Goods are valued at lower of cost and net realizable value. Costs are determined on Weighted Average Method.
Stores & Spares Materials of Construction Site	Stores and Construction Materials are valued and stated at lower of cost and net realisable value. The Weighted Average Method of inventory valuation is used to determine the cost.
Work In Progress - Real Estate	Work In Progress on construction contracts reflects value of land, material inputs and project expenses.
Other Scrap Material	At net realisable value.

**15 Trade Receivables**

(₹ in Crore)

Particulars	Non Current		Current	
	30 Sep 2014	31 Dec 2013	30 Sep 2014	31 Dec 2013
<b>Trade Receivables :</b> <i>(Unsecured, considered good unless otherwise stated)</i>				
<b>Long Term Trade Receivables :</b>	848.42	869.90	-	-
<b>Short Term Trade Receivables :</b>				
Outstanding for a period exceeding six months	-	-	700.79	689.73
Other Debts	-	-	651.41	592.90
Doubtful Debts	-	-	136.88	134.46
Provision for Doubtful Debts	-	-	(136.88)	(134.46)
<b>TOTAL</b>	<b>848.42</b>	<b>869.90</b>	<b>1,352.20</b>	<b>1,282.63</b>

(a) Trade Receivable include the following amount from Related Parties :

(₹ in Crore)

<b>Name of the party</b>	<b>As at 30 Sep 2014</b>	<b>As at 31 Dec 2013</b>
Deepmala Infrastructure Private Limited	8.58	8.56
Gammon Archirodon	2.44	3.07
Gammon Cidade Tensacciai Joint Venture	16.79	-
Gammon OJSC Mosmetrostroy Joint Venture	53.13	53.90
Gammon OSE	1.55	1.92
Gammon Pratibha	2.58	7.69
Gammon Progressive	0.14	0.14
Gammon Sew	0.49	0.49
Gammon Srinivasa	1.63	7.01
GIL JMC	6.62	12.40
Hyundai Gammon	-	0.67
Indira Container Terminal Private Limited (Joint Venture)	6.54	6.27
Jaeger Gammon	1.61	2.27
Kosi Bridge Infrastructures Company Limited	66.20	66.13
Mumbai Nasik Expressway Limited	22.38	22.42
OSE Gammon	51.40	51.44
Patel Gammon	50.55	60.43
Patna Highway Project Limited	12.41	8.15
Pravara Renewable Energy Limited	28.45	20.84
Rajahmundry Godavari Bridge Limited	1.83	1.83
Transrail Lighting Limited	11.60	5.41
SAE Power lines S.r.l	154.70	149.19
Less : Provision made against SAE Power lines S.r.l receivable	(50.43)	(52.49)
<b>TOTAL</b>	<b>451.19</b>	<b>437.74</b>

## 16 Cash and Bank Balances

(₹ in Crore)

<b>Particulars</b>	<b>Current</b>	
	<b>As at 30 Sep 2014</b>	<b>As at 31 Dec 2013</b>
<b>Cash and Cash Equivalent</b>		
Cash Balances	5.52	9.35
Funds In Transit	-	4.07
Bank Balances	76.43	48.16
	<b>81.95</b>	<b>61.58</b>
<b>Others</b>		
Unpaid Dividend	0.71	0.73
Other Bank Balances	5.28	6.53
Bank Deposits (On Margin Account)	2.77	21.61
	<b>8.76</b>	<b>28.87</b>
<b>TOTAL</b>	<b>90.71</b>	<b>90.45</b>

(a) Other bank balances include ₹ 5.28 Crore (Previous Period ₹ 6.53 Crore) with bank branches in foreign countries relating to certain foreign projects which are not readily available for use by the Company and are subject to exchange control regulation of the respective countries.

(b) Balances in Foreign Bank Accounts are as per ledger and in case of some of the banks are subject to reconciliation.

**17 Revenue from Operations**

(₹ in Crore)

Particulars	Jan - Sep 2014	Apr - Dec 2013
Turnover	2,968.39	3,234.11
Less : Excise Duty	(59.76)	(47.62)
	2,908.63	3,186.49
<b>TOTAL</b>	<b>2,908.63</b>	<b>3,186.49</b>

**(a) Breakup of Turnover**

(₹ in Crore)

Particulars	Jan - Sep 2014	Apr - Dec 2013
<b>Sale of products</b>		
(i) Towers Sale	359.39	326.90
(ii) Conductor Sale	231.74	168.28
(iii) Wind mill	2.18	1.90
(iii) Brought out Sale	200.79	155.24
Less : Excise duty	(59.76)	(47.62)
<b>SUB TOTAL</b>	<b>734.35</b>	<b>604.70</b>
<b>Sale of services</b>		
(i) Construction / Erection Services	2,169.03	2,565.77
(ii) Testing Charges	5.26	16.02
<b>SUB TOTAL</b>	<b>2,174.29</b>	<b>2,581.79</b>
<b>TOTAL</b>	<b>2,908.63</b>	<b>3,186.49</b>

**(b) Disclosure in accordance with Accounting Standard - 7 (Revised), in respect of contracts entered into on or after 1 April 2003 :**

(₹ in Crore)

Particulars	Jan - Sep 2014	Apr - Dec 2013
Turnover for the period	2,043.09	2,333.26
Aggregate Expenditure (Net of inventory adjustments) for contracts existing as at the year end	24,105.88	21,759.15
Aggregate Contract Profits / Losses recognized for contracts existing as at the year end	1,989.68	2,182.82
Contract Advances (Net)	703.07	684.13
Gross amount due from customers for contract work	679.41	631.82
Retention amount due from customers	702.85	661.00
Gross amount due to customers for contract work	61.78	72.32

**18 Other Operating Revenue**

(₹ in Crore)

Particulars	Jan - Sep 2014	Apr - Dec 2013
Export Incentive	0.67	0.43
Sale of Scrap	14.69	17.56
Freight Charges	37.89	26.66
Compensation on Foreclosure of Contract with Sub Contractor	-	36.00
Miscellaneous Operating Income	5.11	11.85
Share of Profit on Joint Venture	-	0.32
Other Contractual Revenue	15.85	15.23
Less : Sub Contract Cost	(15.85)	(15.23)
	-	-
<b>TOTAL</b>	<b>58.36</b>	<b>92.82</b>



**19 Other Income** (₹ in Crore)

Particulars	Jan - Sep 2014	Apr - Dec 2013
Interest Income	78.43	79.71
Miscellaneous Income	1.81	3.76
Prior Period Income	1.69	0.29
Profit on Sale of Assets	20.51	0.68
Profit on Sale of Investments	605.92	0.20
Dividend Received From Current Investments	0.10	0.13
<b>TOTAL</b>	<b>708.46</b>	<b>84.77</b>

The Company has during the period sold its entire stake in its subsidiary M/s Gammon Infrastructure Projects Limited to its subsidiary M/s Gammon Power Limited. The excess of the consideration over the book value of the investments amounting to ₹ 605.92 Crore has been shown under Profit on Sale of Investments.

**20 Foreign Exchange Gain / (Loss)** (₹ in Crore)

Particulars	Jan - Sep 2014	Apr - Dec 2013
Exchange Gain / (Loss)	(4.28)	13.14
Mark to Market on Fx Transactions	(3.43)	0.32
<b>TOTAL</b>	<b>(7.71)</b>	<b>13.46</b>

**21 Cost of Materials Consumed** (₹ in Crore)

Particulars	Jan - Sep 2014	Apr - Dec 2013
Opening Stock	458.20	527.30
Add : Purchases (Net of Discount)	1,312.89	1,336.72
Less : Closing Stock	475.32	458.20
<b>TOTAL</b>	<b>1,295.77</b>	<b>1,405.82</b>

(a) **Breakup of material consumed** (₹ in Crore)

Particulars	Jan - Sep 2014	Apr - Dec 2013
Project Materials Consumed	919.08	1,036.04
Raw Material Consumed - Manufacturing	376.69	369.78
<b>TOTAL</b>	<b>1,295.77</b>	<b>1,405.82</b>

(b) **Raw Material Consumed - Manufacturing** (₹ in Crore)

Particulars	Jan - Sep 2014		Apr - Dec 2013	
	Amount	%	Amount	%
<b>Raw Materials :</b>				
Imported	5.34	1.42%	42.33	11.45%
Indigenous	371.35	98.58%	327.45	88.55%
<b>TOTAL</b>	<b>376.69</b>	<b>100.00%</b>	<b>369.78</b>	<b>100.00%</b>

(c) **Consumption of Raw Material - Manufacturing** (₹ in Crore)

Particulars	Jan - Sep 2014	Apr - Dec 2013
<b>Transmission Line Towers &amp; Parts</b>		
Steel	199.79	233.64
Zinc	24.64	23.85
<b>Conductor</b>		
Aluminum Ingots	42.63	74.42
Aluminum / EC Wire Rod	94.25	25.18
GI Wire	15.38	12.69
<b>TOTAL</b>	<b>376.69</b>	<b>369.78</b>



<b>22 Purchase of Stock in Trade</b> (₹ in Crore)		
<b>Particulars</b>	<b>Jan - Sep 2014</b>	<b>Apr - Dec 2013</b>
Traded Item - Brought Out Material (Conductor, Insulators & Hardware Item)	<b>164.37</b>	132.91
<b>TOTAL</b>	<b>164.37</b>	132.91

<b>23 Changes in Inventories of Finished Goods and Work In Progress</b> (₹ in Crore)		
<b>Particulars</b>	<b>Jan - Sep 2014</b>	<b>Apr - Dec 2013</b>
<b>Inventory Adjustments - WIP</b>		
Opening - Construction	<b>1,180.51</b>	1,386.11
- Manufacturing	<b>8.53</b>	17.60
	<b>1,189.04</b>	1,403.71
Less : Closing		
- Construction	<b>(1,180.47)</b>	(1,180.51)
- Manufacturing	<b>(2.72)</b>	(8.53)
	<b>(1,183.19)</b>	(1,189.04)
<b>Inventory Adjustments - FG</b>		
Stock at Commencement	<b>74.23</b>	42.21
Less : Stock at Closing	<b>(33.84)</b>	(74.23)
	<b>40.39</b>	(32.02)
<b>TOTAL</b>	<b>46.24</b>	182.65

<b>24 Employee Benefits</b> (₹ in Crore)		
<b>Particulars</b>	<b>Jan - Sep 2014</b>	<b>Apr - Dec 2013</b>
Salaries, Bonus, Perquisites etc.	<b>310.10</b>	306.31
Contribution to Employees Welfare Funds, Gratuity and Leave Encashment	<b>16.25</b>	13.18
Staff Welfare Expenses	<b>10.52</b>	8.67
ESOP Compensation Cost	<b>(0.22)</b>	-
<b>TOTAL</b>	<b>336.65</b>	328.16

(a) The Company's application for approval of remuneration to its chairman and managing director has been rejected for the period up to 31 March 2014. Since the Company has preferred an appeal against the rejection no effects has been given in accounts.

The total amount of remuneration rejected pending appeal and its effect is ₹ 6.00 Crore for the year 2013-14 and ₹ 8.12 Crore for the year 2012-13.

The Company's application for payment of remuneration to Mr Himanshu Parikh for year 2012-13 has been approved for ₹ 1.66 Crore as against proposed remuneration of ₹1.71 Crore. The review of this part approval is also pending with the CG.

<b>25 Finance Cost</b> (₹ in Crore)		
<b>Particulars</b>	<b>Jan - Sep 2014</b>	<b>Apr - Dec 2013</b>
Interest Expense	<b>450.90</b>	397.55
Other Borrowing Costs	<b>1.82</b>	4.93
<b>TOTAL</b>	<b>452.72</b>	402.48

<b>26 Depreciation &amp; Amortisation</b> (₹ in Crore)		
<b>Particulars</b>	<b>Jan - Sep 2014</b>	<b>Apr - Dec 2013</b>
Depreciation	<b>83.26</b>	84.71
Less : Depreciation on Revalued Assets	<b>(2.36)</b>	(2.38)
Amortisation	<b>0.95</b>	0.97
<b>TOTAL</b>	<b>81.85</b>	83.30

## 27 Other Expenses

(₹ in Crore)

Particulars	Jan - Sep 2014	Apr - Dec 2013
Plant Hire Charges	29.60	31.39
Consumption of Stores and Spares	50.42	50.27
Outward Freight	38.31	34.25
Sales Tax	17.99	40.00
Service Tax	67.01	63.50
Power & Fuel	90.43	89.84
Fees & Consultations	32.57	33.68
Rent	23.44	22.47
Rates & Taxes	3.46	9.71
Travelling Expenses	25.31	24.36
Communication	4.60	5.73
Insurance	16.03	26.23
Repairs to Plant & Machinery	0.76	0.53
Repairs to Building	0.08	0.13
Other Repairs & Maintenance	9.33	9.57
Bank Charges & Commission	26.04	23.57
Other Site Expenses	34.80	23.89
Sundry Expenses	39.26	46.70
Prior Period Expenses	2.30	8.07
Bad Debts Written Off	2.77	9.78
Provision for Doubtful Debts / Advances	12.67	151.63
Provision for Risks & Contingencies	55.88	-
Provision for Diminution in Value of Investments - Subsidiary	-	0.11
Provision for Diminution in Value of Investments - Others	-	0.02
Loss on Sale of Assets	0.04	0.03
Share of Loss on Joint Venture	2.56	-
Branch Audit Fees	0.61	0.58
Remuneration to Tax Auditors	-	0.13
Remuneration to Statutory Auditors	0.76	0.88
<b>TOTAL</b>	<b>587.03</b>	<b>707.05</b>

### (a) Remuneration to Statutory Auditors

(₹ in Crore)

Particulars	Jan - Sep 2014	Apr - Dec 2013
Audit Fees including Consolidation	0.59	0.59
Limited Review	0.06	0.09
Certification	0.01	0.03
Other Services	0.09	0.15
Reimbursement of Out of Pocket Expenses	0.01	0.02
<b>TOTAL</b>	<b>0.76</b>	<b>0.88</b>

### (b) Consumption of Stores and Spares

(₹ in Crore)

Particulars	Jan - Sep 2014	Apr - Dec 2013
Project Site	27.98	22.34
Manufacturing	22.44	27.93
<b>TOTAL</b>	<b>50.42</b>	<b>50.27</b>

### (c)

(₹ in Crore)

Particulars	Jan - Sep 2014		Apr - Dec 2013	
	Amount	%	Amount	%
<b>Stores &amp; Spare Parts (Manufacturing)</b>				
Imported	0.07	0.31%	0.02	0.07%
Indigenous	22.37	99.69%	27.91	99.93%
<b>TOTAL</b>	<b>22.44</b>	<b>100.00%</b>	<b>27.93</b>	<b>100.00%</b>

<b>28 Exceptional Items</b> (₹ in Crore)		
<b>Particulars</b>	<b>Jan - Sep 2014</b>	<b>Apr - Dec 2013</b>
Provision towards impairment in ACBI (Refer Note 33)	-	37.15
Provision towards impairment related to SAE S.r.l	-	57.85
Provision for risks and contingencies (Refer Note 33)	-	184.38
Reversal of interest cost due to reduction in interest rate as per CDR	-	(12.47)
Fees and costs in connection with the CDR implementation process	-	3.97
<b>TOTAL</b>	<b>-</b>	<b>270.88</b>

<b>29 CIF Value of Imports</b> (₹ in Crore)		
<b>Particulars</b>	<b>Jan - Sep 2014</b>	<b>Apr - Dec 2013</b>
Raw Materials	<b>15.73</b>	60.25
<i>Including Traded Goods ₹ NIL (Previous Period ₹ 9.44 Crore)</i>		
Machinery	<b>10.13</b>	10.60
Stores & Spares	<b>14.53</b>	7.42
<b>TOTAL</b>	<b>40.39</b>	<b>78.27</b>

<b>30 Earnings in Foreign Exchange</b> (₹ in Crore)		
<b>Particulars</b>	<b>Jan - Sep 2014</b>	<b>Apr - Dec 2013</b>
FOB Value of Exports	<b>84.37</b>	92.66
Revenue from Overseas Project and receipts from World Bank aided Projects in Foreign Currency	<b>42.11</b>	84.80
Interest	<b>1.37</b>	4.16
Tower Testing Charges	<b>1.70</b>	5.01
Profit on Sale of Fixed Assets	<b>16.42</b>	-
<b>TOTAL</b>	<b>145.97</b>	<b>186.63</b>

<b>31 Expenditure in Foreign Currency</b> (₹ in Crore)		
<b>Particulars</b>	<b>Jan - Sep 2014</b>	<b>Apr - Dec 2013</b>
Travelling	<b>0.34</b>	0.65
Interest Paid	<b>0.40</b>	1.44
Expenditure at Foreign Sites / Branch	<b>64.35</b>	74.71
Professional, Technical & Consultancy	<b>3.86</b>	4.41
Bank Charges & Commission	<b>3.49</b>	2.31
Other Matters (Books, Periodicals, Subscription etc.)	<b>0.21</b>	0.81
<b>TOTAL</b>	<b>72.65</b>	<b>84.33</b>

### **32 Remittance of Dividend in Foreign Currency**

During the period the Company has not remitted any amount of dividend in foreign currency.

### **33 Foreign Venture**

(a) The Company through its Special Purpose Investment Vehicle holds the following stakes :

- Franco Tosi Mecannica S.p.A, Italy (FTM)
- Sofinter S.p.A, Italy
- Sadelmi S.p.A, Italy
- SAE Power Line S.r.l, Italy

- (b) The Company's exposure towards investment in Sofinter Group is ₹ 563.62 Crore including investments, loans and guarantees towards the acquisition loan taken by the SPV, M/s Gammon International B.V. The Company has carried out valuation of Sofinter Group through an independent valuer considering business plan of all companies within the Sofinter Group, order book position and economic environment where the Company is operating. The carrying value as at September 2014 is higher compared to the valuation by ₹159.49 Crore. The management is of the view that valuation carried out is based on current European scenario whereas growth option to various sub-continent in future cannot be ruled out. The management asserts that the valuation does not factor future growth when the world economies including those in Russia/CIS and USA improve and therefore considering the long term commitment of the management and its business plan, the management does not expect any provision towards diminution in the value of investment in Sofinter.

The Company had in 2011, issued Guarantees, including Corporate Guarantees, for an amount of USD 35.00 million on behalf of Gammon Holdings Mauritius Limited (GHML), a wholly owned subsidiary, to Guarantee its contractual commitment under a Put Option Agreement with BT Global Investors Limited (BT) who was a holder of shares and convertible bonds (the Sofinter Securities) in Sofinter S.p.A. The Put was to be exercised within February 2014 and on all the Sofinter Securities. Consequent upon the conversion of the bonds into additional shares in Sofinter on 18 December 2013, BT has become the holder of 35% shares in Sofinter, thereby diluting the holding of Gammon International B.V. in Sofinter to 32.5%. Prior to the date of this conversion, BT also exercised its Put Option on GHML for all the Sofinter securities, for an amount of USD 32.00 Million (₹197.16 Crore). The Put Option was duly honored by GHML by drawing on debt raised from Export Import Bank of India Limited (Exim) for USD 18.00 Million (₹110.90 Crore) and balance against the funded exposure by the parent Company for ₹ 93.99 Crore. Pending transfer of the shares by BT in favour of GHML, since certain pre-conditions in the bye-laws of Sofinter and the Shareholders Agreement are in the process of being fulfilled, without which the transfer cannot be recorded by Sofinter, BT has committed to pledge the Shares to Exim on behalf of GHML. Further pending the transfer of 35%, Sofinter continues to be an 'Associate Company'.

Considering the valuation report issued by external agency and pending transfer of shares from BT Global increasing the stake to 67.5%, the carrying value of investment in Sofinter group will not require any impairment.

- (c) i) The Board of Franco Tosi Meccanica S.p.A (FTM) filed on May 30th with the court of Milan (and with the Companies Registry) a "preliminary" request for admission to the procedure of pre-insolvency composition agreement with creditors and restructuring debts ("concordato preventivo"), under Articles 161 Clause 6, Italian Government Publication dated 10 March 1942 No 267 – further amended in September 2012 in light of acute financial stress being faced by the Company due to several extraneous reasons.

The said application was admitted by the Court on 7 June 2013 and the court soon thereafter appointed a Judicial Commissioner to evaluate the possibility of FTM continuing its operations and, if this was established, to set out a procedure to continue and manage the Company for a period of at least two years. On 31 July 2013, the presiding Judge of the Court of Milan having received confirmation of the possibility of continuity of FTM called for bids for the lease of the business of FTM. Four bidders have submitted compliant bids for the lease.

However, instead of finalizing the lease, the commissioner announced a revised procedure by which, instead of lease of the business interested bidders will have to place an offer for the outright purchase of the operational business of FTM. One of the pre-conditions of the bidding offer is for the bidders to takeover and substitute all the bank guarantees issued by FTM in favour of its clients of its ongoing projects. The date of bid submission was fixed for 7 October 2014. Only two bids have been received by the commissioner, who after evaluation has concluded that both bids were defective. Accordingly, a fresh bid is being called to encourage large participation and the new date of submission of bid is 22 December 2014. The entire procedure is expected to be completed within 60 days thereafter.

The continuous delay in final closure has put the ongoing projects of Franco Tosi in Congo, Nicaragua and Bolivia at risk of cancellation with consequences thereof, unless immediate steps are taken to scale up the execution with intent to meet the existing project schedules.

However in light of the ongoing procedure the commissioner has not released any financial statements of the Company to date and it is expected that this will not be released until the entire process is complete.

- ii) The Company's exposure towards Franco Tosi Mecannica S.p.A group is ₹1162.87 Crore (net of provisions and credit balances in foreign exchange translation reserve) which includes the loans and investments of ₹ 268.06 Crore and exposure of corporate guarantee towards the borrowings made by the overseas SPV through which the step down subsidiary is held of ₹ 302.94 Crore. Further there are guarantee exposures towards the non-fund based guarantees given to the projects of the said subsidiary of ₹ 591.87 Crore outstanding as at September 2014. The application for a pre-insolvency procedure filed by FTM was admitted by the court of Milan on 7 June 2013 after having received confirmation of the possibility of continuity of the Company, by calling for bids for the lease of its business. The successful bidder for the lease was foreseen to be finalized by early December 2013. However the commissioner has revised the procedure by which, instead of lease of a business the bidder will have to place an offer for outright sale of operational business to prospective bidders. The date of bid submission was to be finalized as December 2014, however the same is delayed and not yet finalized. In light of the ongoing procedure no financial statements of the Company have been released to date and it is expected that this will not be released until the entire process is complete.
- iii) During the period the clients of the said FTM have encashed the bank guarantees to a total amount of ₹170.80 Crore (Euro 21.84 Million). The guarantees encashed includes an amount of (Euro 17.80 Million) ₹ 139.21 Crore relating to a project in Nicaragua of which, based on the agreement with the bankers and the client, an amount of Euro 12.00 Million would be reinstated by way of release of the amounts from the client to the bankers and hence the net exposure for Nicaragua would remain at Euro 5.80 Million for which the Company is negotiating to cancel the demand, for the remaining Euro 4.04 Million (₹ 31.59 Crore) the Company has made a provision against the possible liability arising out of the said encashment to the Company.
- (d) The Company through its step down subsidiary P. Van Eerd Beheersmaatschappij B.V., Netherlands (PVAN) held a 50% shareholding in Sadelmi S.p.A for Euro 7.50 Million, Italy (Sadelmi) with the remaining 50% held by Busi Impianti S.p.A, Italy since April 2008. Due to the economic conditions prevailing in different parts of the world where Sadelmi was present some of the projects under execution encountered serious contractual problems. Sadelmi therefore sought creditors' protection through a Court in Italy and simultaneously, as part of scheme, applied for transferring the remaining projects and leased all references standing in its name since inception to a new Company Busi Power S.r.l wholly held by Busi Group.
- The above procedure however has not yet been completed as the decision in the Court is still awaited. The delay is on account of objections raised by some creditors among other reasons.
- In view of the uncertainties prevailing in Europe and the delay in the outcome of the Court process in respect of the creditors' protection sought by M/s Sadelmi in its application in connection therewith, the Company has, on prudent basis, made full provision towards its funded exposures in connection with the Investment in Sadelmi of ₹ 25.72 Crore and has charged the same as an exceptional item. The Company has exposure in respect of Corporate Guarantee for acquisition loan by its SPV.
- The Company has made provision as risks and contingencies of ₹ 69.46 Crore towards the guarantees issued to the banker of its wholly owned SPV PVAN, in respect of loans taken by the said subsidiary for making investment into Sadelmi, in accordance with AS-29 Provisions, Contingent Liabilities and Contingent Assets considering the net worth and operations of the said Sadelmi.
- (e) The Auditors of M/s SAE Powerlines S.r.l, Italy (SAE), a subsidiary of the Company have expressed their inability to opine on the financial statements in view of the said SAE's ability to operate as a going concern being at risk and the directors of the said SAE have highlighted the liquidity crisis. The total exposure of the Company in SAE and ATSL Netherlands B.V., the holding Company of SAE towards investments including guarantees towards the acquisition loan taken by SPV is ₹ 328.06 Crore. The Company has made provision for impairment of investments and loan of ₹ 110.45 Crore and provision for ₹ 88.29 Crore for risk and contingencies for corporate guarantees for acquisition loan of the SPV and the net exposure of the Company is ₹ 129.32 Crore. The management is of the opinion that considering the order book position and adequate references and strengths in international markets the provision made by it for impairment of its investment, loans and trade receivable is adequate notwithstanding the valuation carried out by an independent valuer for bankers specifying the value ₹ 72.76 Crore.
- (f) Considering the losses in one of its subsidiary M/s Ansaldoaldaie Boilers India Private Limited (ACBI) of ₹ 37.15 Crore, the Company has carried out an impairment test of its investments in ACBI. On the basis of the impairment test carried out during the previous the Management has made full provision towards the impairment of its investment in ACBI of ₹ 37.15 Crore.
- (g) In respect of outstanding balance of one the subsidiary, the accounts of the said subsidiary for the period up to December 2013 and later have not been finalized and therefore the balance outstanding of ₹ 29.24 Crore has not been confirmed and is subject to reconciliation thereof.

### 34 ESOP Scheme

Pursuant to the amalgamation of ATSL with the Company, the outstanding options of the employees of the erstwhile ATSL outstanding as on 1 April 2008 have been taken up as an obligation by the Company in accordance with the Scheme approved by the court. Accordingly the Company has accounted for the grant of 1,06,300 options to such employees at an exercise prize of ₹ 80 per share. The Company will issue two equity shares against each option in terms of the scheme of amalgamation approved by the Courts.

The options were granted by the erstwhile ATSL on 27 March 2007. The options vest in a graded manner over the period of four years and are exercisable during a period of three years from the date of vesting thereof.

Since the assets and liabilities of the erstwhile ATSL has been accounted at the book value, the accounting effect in the accounts are continued at the same value.

The fair value of the option however has been computed under the Black Scholes Method considering the data of the Company as on the date of grant of option for the purpose of disclosure as required under Guidance Note on Employee Share Based Payments detailed hereunder.

Options Granted on 27 March 2007 :

Vesting Date	No of Options	Exercise Period	Intrinsic Value on the date of grant of options	Fair Value of options as on date of grant of option
28 September 2008	21,260	28.09.2008 to 27.09.2011	250.00	677.65
28 September 2009	26,575	28.09.2009 to 27.09.2012	250.00	677.65
28 March 2010	26,575	28.03.2010 to 27.03.2013	250.00	677.65
28 March 2011	31,890	28.03.2011 to 27.03.2014	250.00	677.65
	<b>106,300</b>			

Had the compensation cost been accounted under the Fair Value Method, the Company's net profit would have changed as follows :

Particulars	Jan - Sep 2014	Apr - Dec 2013
Net Income as reported (₹ In Crore)	67.80	(765.91)
Add : ESOP Compensation Cost as accounted on Intrinsic Value Method (₹ In Crore)	-	-
Less : ESOP Compensation Cost as accounted on Fair Value Method (₹ In Crore)	-	-
Net Profit Adjusted (₹ In Crore)	67.80	(765.91)
Basic Earnings Per Share - As Reported	4.99	(56.41)
Basic Earning Per Share – Adjusted	4.99	(56.41)
Diluted Earnings Per Share - As Reported	4.97	(56.41)
Diluted Earning Per Share – Adjusted	4.97	(56.41)

The fair value of options accounted pursuant to the scheme of amalgamation was determined as at the date of grant of the options using the Black Scholes Option Pricing Model with the following assumptions :

Risk Free Interest Rate	7.50%
Expected Dividend Yield	0.39%
Expected Life of the Option	3 Years
Expected Volatility of Share Price	52.64%

The status of Employees stock options is as under :

Particulars	Jan - Sep 2014	Apr - Dec 2013
Option Shares Outstanding at the beginning of the year	8,700	8,700
Option Exercised during the year	-	-
Option Shares Granted during the year	-	-
Option Shares Lapsed during the year	8,700	-
Option Shares Outstanding at the end of the year	-	8,700

During the period NIL (*Previous Period NIL*) options were exercised by the employees against which NIL equity shares (*Previous Period NIL*) were allotted and 8700 (*Previous Period NIL*) options were lapsed during the period on account of cessation of employment. None of the options outstanding have been forfeited during the period.



**35** In respect of the projects undertaken by the Company -

- i) The Company in evaluating its jobs has considered an amount of ₹ 451.56 Crore arising out of claims for work done on account of cost overruns arising due to client delays, changes of scope, escalation claims, variation orders, deviation in design and other charges recoverable from the client which are pending acceptance or certification by the client or referred the matter to the dispute resolution board / arbitration panel.
- ii) In furtherance to the recommendation of the Dispute Resolution Board (DRB) and Arbitration Awards in the Company's favour, the Company has recognized income to the extent of ₹167.23 Crore which is part of Long Term Trade Receivable. The Company contends that such awards have reached finality for the determination of the amounts of such claims and are reasonably confident of recovery of such claims although the client has moved the court to set aside the awards. Considering the fact that the Company has received favourable awards from the DRB and the Arbitration Tribunal, the management is reasonably certain that the claims will get favourable verdict from the courts.
- iii) Trade Receivables includes ₹123.80 Crore in respect of two of its project based on advanced negotiation and discussion with the client and is confident of realising the same, pending the final revision in contract value.

**36** The Company's CDR package was approved by the CDR EG in its meeting held on 24 June 2013 and communicated to the Company vide its letter of approval dated 29 June 2013. The Company executed the Master Restructuring Agreement (MRA) with the CDR lenders on 24 September 2013. Substantial securities have been created in favour of the CDR Lenders.

Based on robust order in hand of ₹12800.00 Crore and additional order inflow based on optimistic factors towards growth in infrastructure industry in India, the management is exploring various options to overcome the liquidity crunch such as sale of non-core and idle assets, pursuing rigorous austerity measure across all levels, downsizing its staff and actively exploring partnerships for its real estate projects. Company is also pursuing aggressively to realise non routine collection including claims and arbitration awards. After detailed evaluation of current situation, annual operating plan, expected cash flow and implementation of CDR package towards continuous support to the Company by bankers, the management is confident about continuation of operations of the Company. In view of this assessment by the management the going concern assumption is appropriate.

**37 Earning Per Share**

Earnings Per Share (EPS) = Net Profit attributable to Shareholders / Weighted Number of Shares Outstanding

Particulars	Jan - Sep 2014	Apr - Dec 2013
Net Profit attributable to the Equity Share holders (₹ in Crore)	67.80	(765.91)
Outstanding Number of Equity Shares at the end of the year	135,774,668	135,774,668
Weighted Number of Shares during the period – Basic	135,774,668	135,774,668
Weighted Number of Shares during the period – Diluted	136,500,468	136,515,084
Earning Per Share – Basic (₹)	4.99	(56.41)
Earning Per Share – Diluted (₹)	4.97	(56.41)

- Since the options granted are anti dilutive hence diluted EPS is not computed.

Reconciliation of weighted number of outstanding during the year :

Particulars	Jan - Sep 2014	Apr - Dec 2013
Nominal Value of Equity Shares (₹ Per Share)	2.00	2.00
<b>For Basic EPS :</b>		
Number of Equity Shares at the beginning	135,774,668	135,774,668
Add : Issue of shares under ESOP	-	-
Number of Equity Shares at the end	135,774,668	135,774,668
Weighted Average of Equity Shares at the end	135,774,668	135,774,668
<b>For Dilutive EPS :</b>		
Weighted Average no. of shares in calculating Basic EPS	135,774,668	135,774,668
Add : Shares kept in abeyance	725,800	725,800
Add : On grant of stock option under ESOP	-	14,616
Weighted Average no. of shares in calculating Dilutive EPS	136,500,468	136,515,084

### 38 Disclosure under Accounting Standard – 19 “Leases” of the Companies (Accounting Standards) Rule, 2006

The Company has taken various residential / godowns / offices premises (including Furniture and Fittings, if any) under lease and license agreements for periods which generally range between 11 months to 3 years. These arrangements are renewable by mutual consent on mutually agreed terms. Under some of these arrangements the Company has given refundable security deposits. The lease payments are recognized in Statement of Profit and Loss under Rent Expenses.

The Company has taken certain equipment on an operating lease and the future minimum committed lease rentals are given as follows on the basis of current usage -

Particulars	(₹ in Crore)	
	As at 30 Sep 2014	As at 31 Dec 2013
Payable not later than one year	3.35	3.92
Payable between one to five years	3.94	5.96
Payable after five years	-	-

### 39 Contingent Liability

Particulars	(₹ in Crore)	
	30 Sep 2014	31 Dec 2013
a) Liability on contracts remaining to be executed on Capital Account	23.89	6.68
b) Counter Guarantees given to Bankers for Guarantees given by them and Corporate Guarantees, on behalf of Subsidiary, erstwhile Subsidiary, Associate Companies	4,517.43	4,670.91
c) Corporate Guarantees and Counter Guarantees given to Bankers towards Company's share in the Joint Ventures for Guarantees given by them to the Joint Venture Project Clients	89.22	99.92
d) Disputed Sales Tax Liability for which the Company has gone into appeal	113.26	90.57
e) Claims against the Company not acknowledged as debts	220.73	126.39
f) Disputed Excise Duty Liability	0.02	0.05
g) Disputed Service Tax Liability	23.49	31.81
h) Outstanding Letters of Credit Pending Acceptance	164.77	144.16
i) On Partly Paid Shares (Refer Note 47(iii))	-	-
j) In respect of Income Tax Matters of Company and its Joint Ventures	364.09	185.09
k) Commitment towards capital contribution in subsidiary under contractual obligation	47.36	47.36
l) Disputed stamp duty liability for assets acquired during amalgamation with erstwhile Associated Transrail Structures Limited	4.93	4.93
m) Right to recompense in favour of CDR Lenders in accordance with the terms of MRA	504.96	504.96
n) There is a disputed demand of UCO Bank pending since 1986, of USD 436251 i.e. ₹ 1.72 Crore. Against this, UCO Bank has unilaterally adjusted the Company's Fixed Deposit of USD 30584 i.e. ₹ 0.12 Crore, which adjustment has not been accepted by the Company.		
o) Counter Claims in arbitration matters referred by the Company – liability unascertainable.		
p) The Disputed Service Tax Liability disclosed above is after considering legal advice on the probability of the liability materialising being remote.		

### 40 Segment Reporting

The Company is engaged mainly in “Construction and Engineering” segment. During the previous years, the Company has started Real Estate Business which is a different segment of “Real Estate Development” and additionally the Company has revenue from Windmills. Revenue from such activities is not significant and accounts for less than 10% of the total revenue and total assets of the Company. Therefore no disclosure of separate segment reporting as required in terms of Accounting Standard AS -17 “Segment Reporting” is done. The Company also primarily operates under one geographical segment namely India.



#### 41 Quantitative information of Derivative Instruments entered into by the Company and outstanding as at Balance Sheet date

##### (a) For Un-hedged Foreign Currency Exposures :

Unhedged Foreign Currency Exposure as at 30 September 2014 is ₹ 1363.54 Crore (Previous Period ₹ 1,383.66 Crore) receivables and ₹ 224.04 Crore (Previous Period ₹ 235.29 Crore) payables. Currency wise unhedged amounts are as follows -

Currency	As at 30 Sep 2014		As at 31 Dec 2013	
	Receivables	Payables	Receivables	Payables
USD - US Dollar	150,415,453	22,677,449	148,425,669	28,206,546
EUR - Euro	44,385,166	3,777,550	44,246,077	1,433,005
GBP - British Pound	95,560	-	-	3,892
AED - UAE Dirham	-	945,203	95,560	-
SEK - Swedish Krona	-	17,106	-	863,450
DZD - Algerian Dinar	174,270,203	271,770,853	128,754,639	209,576,576
NGN - Nigerian Naira	1,170,092	6,213,707	1,170,092	6,213,707
KES - Kenyan Shilling	43,455,513	5,404,297	128,784,924	4,858,971
BTN - Bhutan Ngultrum	432,226,688	175,942,428	443,763,462	221,009,610
CAD - Canadian Dollar	2,789,531	-	3,170,833	-
ETB - Ethiopian Birr	48,882,591	49,277,493	46,561,281	25,414,134
RWF - Rwandan Franc	16,491,940	52,447,226	13,928,547	85,724,313
YER - Yemeni Rial	2,596,365	-	-	-

42 The balance with The Freyssinet Prestressed Concrete Company Limited is as per books of accounts and subject to reconciliation.

#### 43 Joint Venture

##### (a) Details of Joint Ventures entered into by the Company :

Name of Joint Venture	Description of Interest	% of involvement
1 Afghanistan ATSL AEPC Consortium	Jointly Controlled Operation	75.00%
2 BBJ Gammon	Jointly Controlled Operation	49.00%
3 CMC - Gammon JV	Jointly Controlled Operation	50.00%
4 Consortium between SAE Powerlines S.r.l and ATSL	Jointly Controlled Operation	NIL
5 Consortium SAE - GAMMON	Jointly Controlled Operation	37.03%
6 Gammon - CMC JV	Jointly Controlled Operation	60.00%
7 Gammon - FCEP - Joint Venture - Nigeria	Jointly Controlled Operation	80.13%
8 Gammon AG JV	Jointly Controlled Operation	51.00%
9 GAMMON ARCHIRODON	Jointly Controlled Operation	98.50%
10 Gammon Atlanta	Jointly Controlled Operation	50.00%
11 Gammon BBJ	Jointly Controlled Operation	50.00%
12 GAMMON LIMAK	Jointly Controlled Operation	51.00%
13 Gammon OSE	Jointly Controlled Operation	50.00%
14 Gammon Pratibha (BWSSB)	Jointly Controlled Operation	70.00%
15 Gammon Progressive	Jointly Controlled Operation	50.00%
16 GAMMON RIZZANI	Jointly Controlled Operation	50.00%
17 GAMMON SEW	Jointly Controlled Operation	90.00%

Name of Joint Venture		Description of Interest	% of involvement
18	Gammon Srinivasa	Jointly Controlled Operation	80.00%
19	GIL JMC	Jointly Controlled Operation	70.00%
20	Hyundai Gammon	Jointly Controlled Operation	49.00%
21	JFE - Gammon Joint Venture	Jointly Controlled Operation	40.00%
22	Gammon -SINGLA JV	Jointly Controlled Operation	55.00%
23	Gammon Ozkar JV	Jointly Controlled Operation	51.00%
24	JV Siemens Limited And ATSL, Kenya	Jointly Controlled Operation	NIL
25	OSE GIL	Jointly Controlled Operation	50.00%
26	Patel Gammon	Jointly Controlled Operation	49.00%
27	SAE - Gammon Consortium - Togo Benin	Jointly Controlled Operation	85.46%
28	SAE - Gammon Consortium - Togo Benin	Jointly Controlled Operation	40.00%
29	SAE - GAMMON Consortium	Jointly Controlled Operation	51.56%
30	SAE - GIL Consortium	Jointly Controlled Operation	33.91%
31	Bhutan Consortium Jyoti Structures Limited & Gammon India Limited	Jointly Controlled Entity	50.00%
32	Gammon Encee Consortium	Jointly Controlled Entity	51.00%
33	Jaeger Gammon	Jointly Controlled Entity	90.00%
34	Gammon Construtora Cidade Tensaccia Joint Venture	Jointly Controlled Entity	60.00%
35	Gammon OJSC Mosmetrostroy Joint Venture	Jointly Controlled Entity	51.00%
36	Gammon - CMC JV	Jointly Controlled Entity	50.00%
37	GIPL GIL Joint Venture	Jointly Controlled Entity	5.00%

(b) Details of Income & Expenditure and Assets & Liabilities of Jointly Controlled Entities as per the audited accounts of the Joint Venture Entity are as under-

Particulars of JV with share		Share of Assets	Share of Liabilities	Share of Income	Share of Expenditure
1	Gammon Encee Consortium (51%)*	<b>4.76</b> (4.76)	<b>1.40</b> (1.40)	- -	- -
2	Jaeger Gammon (90%)	<b>9.37</b> (9.20)	<b>9.21</b> (9.08)	<b>0.51</b> (4.38)	<b>0.48</b> (4.39)
3	Gammon Construtora Cidade Tensaccia Joint Venture (60%)*	<b>69.83</b> (95.04)	<b>63.67</b> (89.20)	<b>78.91</b> (81.79)	<b>79.67</b> (80.21)
4	Gammon OJSC Mosmetrostroy Joint Venture (51%)*	<b>74.73</b> (92.21)	<b>99.02</b> (110.82)	<b>192.86</b> (142.69)	<b>195.56</b> (143.04)
5	Bhutan Consortium Jyoti Structures Limited & Gammon India Limited (50%)	<b>43.13</b> (53.31)	<b>43.13</b> (53.31)	<b>43.47</b> (60.41)	<b>43.47</b> (60.41)
6	Gammon CMC Joint Venture (50%)*	<b>23.25</b> (0.63)	<b>23.01</b> (0.63)	<b>0.78</b> -	<b>0.55</b> (0.90)
7	GIPL GIL Joint Venture (5%)*	<b>0.36</b> (0.36)	<b>0.36</b> (0.36)	<b>0.01</b> (0.43)	<b>0.01</b> (0.43)

(Previous period figures are in brackets)

\* Based on Management Accounts.

44 Disclosure of transactions with Related Parties, as required by Accounting Standard - 18 "Related Party Disclosures" has been set out in a separate Annexure - 2.

45 The current period is from 1 January 2014 to 30 September 2014. The comparative figures for the previous period are for the period from 1 April 2013 to 31 December 2013. The figures for both these periods are therefore not strictly comparable.

46 Previous period figures are regrouped and rearranged with those of the current period.

**47 Details of Rounded Off Amounts**

The Financial Statements are represented in ₹ Crore. Those items which were not represented in the financial statement due to rounding off to the nearest ₹ Crore are given below :

	As at 30 Sep 2014	As at 31 Dec 2013
<b>(i) Non Current Investment</b>		
Airscrew (India) Limited	1,000	1,000
Alpine Environmental Engineers Limited	20,000	20,000
Bhagirathi Bridge Construction Company Limited	30,000	30,000
Modern Flats Limited (Unquoted)	22,100	22,100
Neptune Tower Properties Private Limited	1,000	1,000
Investment In Partnership - Capital Contribution - Gammon Shah	25,000	25,000
<b>(ii) Current Investment</b>		
HDFC Mutual Fund - Floating Rate Income Fund	21,673	20,646
<b>(iii) Contingent Liability</b>		
Contingent Liability on Partly Paid Shares	19,000	19,000

As per our report of even date

For and on behalf of the Board of Directors

For Natvarlal Vepari & Co.  
Chartered Accountants  
Firm Registration No. 106971W

ABHIJIT RAJAN  
Chairman & Managing Director

VARDHAN DHARKAR  
Chief Financial Officer

N Jayendran  
Partner  
M.No. 40441

CHANDRAHAS C. DAYAL  
Director

GITA BADE  
Company Secretary

Mumbai, Dated : 5 December 2014

Mumbai, Dated : 5 December 2014

**Annexure 1****Details of Continuing default as on 30 September 2014**

(₹ in Crore)

<b>Bank / Party Name</b>	<b>Facility</b>	<b>Amount</b>	<b>Due On</b>	<b>Type</b>
LIC of India	NCD	0.37	Mar-14	Interest
LIC of India	NCD	0.41	Apr-14	Interest
LIC of India	NCD	0.41	May-14	Interest
LIC of India	NCD	0.41	Jun-14	Interest
LIC of India	NCD	0.41	Jul-14	Interest
LIC of India	NCD	0.41	Aug-14	Interest
LIC of India	NCD	0.41	Sep-14	Interest
LIC of India	NCD	0.86	Jun-14	Interest
LIC of India	NCD	0.94	Jul-14	Interest
LIC of India	NCD	0.94	Aug-14	Interest
LIC of India	NCD	0.91	Sep-14	Interest
Central Bank of India	NCD	0.18	Aug-14	Interest
Central Bank of India	NCD	0.17	Sep-14	Interest
GIC India	NCD	0.13	Jul-14	Interest
GIC India	NCD	0.13	Aug-14	Interest
GIC India	NCD	0.13	Sep-14	Interest
Allahabad Bank	NCD	0.04	Aug-14	Interest
Allahabad Bank	NCD	0.04	Sep-14	Interest
Indian Bank	NCD	0.09	Jul-14	Interest
Indian Bank	NCD	0.09	Aug-14	Interest
Indian Bank	NCD	0.09	Sep-14	Interest
Karnataka Bank	NCD	0.09	Aug-14	Interest
Karnataka Bank	NCD	0.09	Sep-14	Interest
Bank of Maharashtra	NCD	0.09	Jul-14	Interest
Bank of Maharashtra	NCD	0.09	Aug-14	Interest
Bank of Maharashtra	NCD	0.09	Sep-14	Interest
Oriental Bank of Commerce	NCD	0.04	Aug-14	Interest
Oriental Bank of Commerce	NCD	0.03	Sep-14	Interest
United India Insurance	NCD	0.16	Jul-14	Interest
United India Insurance	NCD	0.16	Aug-14	Interest
United India Insurance	NCD	0.16	Sep-14	Interest
Allahabad Bank	NCD	0.08	Aug-14	Interest
Allahabad Bank	NCD	0.08	Sep-14	Interest
GIC India	NCD	0.16	Jul-14	Interest
GIC India	NCD	0.16	Aug-14	Interest
GIC India	NCD	0.16	Sep-14	Interest
LIC of India	NCD	0.37	Jun-14	Interest
LIC of India	NCD	0.40	Jul-14	Interest
LIC of India	NCD	0.40	Aug-14	Interest
LIC of India	NCD	0.39	Sep-14	Interest
Franco Tosi Turbines Private Limited	ICD	1.30	Mar-13	Interest
Franco Tosi Turbines Private Limited	ICD	0.46	Dec-13	Interest
Franco Tosi Turbines Private Limited	ICD	0.52	Sep-14	Interest
GACTEL Turnkeys Project Limited	ICD	0.03	Mar-13	Interest
Gammon Road Infrastructure Limited	ICD	0.00	Mar-13	Interest

(₹ in Crore)

Bank / Party Name	Facility	Amount	Due On	Type
Gammon Road Infrastructure Limited	ICD	0.01	Dec-13	Interest
Gammon Road Infrastructure Limited	ICD	0.01	Sep-14	Interest
IDBI Bank	Cash Credit	0.64	Sep-14	Interest
Syndicate Bank	WCDL	0.02	Sep-14	Interest
Canara Bank	WCTL	1.22	Aug-14	Interest
Canara Bank	WCTL	1.19	Sep-14	Interest
Bank of Baroda	WCTL	0.58	Jul-14	Interest
Bank of Baroda	WCTL	0.58	Aug-14	Interest
Bank of Baroda	WCTL	0.56	Sep-14	Interest
ICICI Bank	WCTL	0.93	Sep-14	Interest
Syndicate Bank	WCTL	0.34	Jul-14	Interest
Syndicate Bank	WCTL	0.35	Aug-14	Interest
Syndicate Bank	WCTL	0.34	Sep-14	Interest
Syndicate Bank	WCTL	0.15	Jul-14	Interest
Syndicate Bank	WCTL	0.15	Aug-14	Interest
Syndicate Bank	WCTL	0.15	Sep-14	Interest
Punjab National Bank	WCTL	0.55	Sep-14	Interest
IDBI Bank	WCTL	1.13	Jul-14	Interest
IDBI Bank	WCTL	1.14	Aug-14	Interest
IDBI Bank	WCTL	1.12	Sep-14	Interest
Allahabad Bank	WCTL	0.71	Sep-14	Interest
Canara Bank	Priority Loan	1.78	Aug-14	Interest
Canara Bank	Priority Loan	1.73	Sep-14	Interest
IDBI Bank	Priority Loan	0.92	Jul-14	Interest
IDBI Bank	Priority Loan	0.93	Aug-14	Interest
IDBI Bank	Priority Loan	0.90	Sep-14	Interest
Development Bank of Singapore	Priority Loan	0.53	Aug-14	Interest
Development Bank of Singapore	Priority Loan	0.51	Sep-14	Interest
Bank of Baroda	Priority Loan	0.62	Jul-14	Interest
Bank of Baroda	Priority Loan	0.63	Aug-14	Interest
Bank of Baroda	Priority Loan	0.61	Sep-14	Interest
Syndicate Bank	Priority Loan	0.17	Jul-14	Interest
Syndicate Bank	Priority Loan	0.52	Aug-14	Interest
Syndicate Bank	Priority Loan	0.51	Sep-14	Interest
Punjab National Bank	Priority Loan	0.85	Sep-14	Interest
Allahabad Bank	Priority Loan	0.63	Sep-14	Interest
ICICI Bank	Priority Loan	1.17	Aug-14	Interest
ICICI Bank	Priority Loan	1.28	Sep-14	Interest
Canara Bank	Rupee Term Loan	2.11	Aug-14	Interest
Canara Bank	Rupee Term Loan	2.05	Sep-14	Interest
Bank of Baroda	Rupee Term Loan	2.02	Jul-14	Interest
Bank of Baroda	Rupee Term Loan	2.04	Aug-14	Interest
Bank of Baroda	Rupee Term Loan	1.98	Sep-14	Interest
Union Bank	Rupee Term Loan	2.19	Jul-14	Interest
Union Bank	Rupee Term Loan	2.27	Aug-14	Interest
Union Bank	Rupee Term Loan	2.29	Sep-14	Interest

(₹ in Crore)

Bank / Party Name	Facility	Amount	Due On	Type
United Bank	Rupee Term Loan	2.34	Jul-14	Interest
United Bank	Rupee Term Loan	2.47	Aug-14	Interest
United Bank	Rupee Term Loan	2.41	Sep-14	Interest
UCO Bank	Rupee Term Loan	2.01	Jul-14	Interest
UCO Bank	Rupee Term Loan	2.02	Aug-14	Interest
UCO Bank	Rupee Term Loan	1.97	Sep-14	Interest
Syndicate Bank	Rupee Term Loan	1.00	Jul-14	Interest
Syndicate Bank	Rupee Term Loan	1.01	Aug-14	Interest
Syndicate Bank	Rupee Term Loan	0.99	Sep-14	Interest
Syndicate Bank	Rupee Term Loan	1.00	Jul-14	Interest
Syndicate Bank	Rupee Term Loan	1.01	Aug-14	Interest
Syndicate Bank	Rupee Term Loan	0.99	Sep-14	Interest
Canara Bank	FITL	0.29	Aug-14	Interest
Canara Bank	FITL	0.28	Sep-14	Interest
Syndicate Bank	FITL	0.30	Jul-14	Interest
Syndicate Bank	FITL	0.31	Aug-14	Interest
Syndicate Bank	FITL	0.30	Sep-14	Interest
Bank of Baroda	FITL	0.27	Jul-14	Interest
Bank of Baroda	FITL	0.28	Aug-14	Interest
Bank of Baroda	FITL	0.27	Sep-14	Interest
UCO Bank	FITL	0.29	Jul-14	Interest
UCO Bank	FITL	0.29	Aug-14	Interest
UCO Bank	FITL	0.28	Sep-14	Interest
Union Bank	FITL	0.32	Aug-14	Interest
Union Bank	FITL	0.32	Sep-14	Interest
United Bank	FITL	0.21	Jul-14	Interest
United Bank	FITL	0.35	Aug-14	Interest
United Bank	FITL	0.34	Sep-14	Interest
LIC of India	FITL NCD	0.13	Jun-14	Interest
LIC of India	FITL NCD	0.14	Jul-14	Interest
LIC of India	FITL NCD	0.14	Aug-14	Interest
LIC of India	FITL NCD	0.13	Sep-14	Interest
Central Bank of India	FITL NCD	0.02	Jul-14	Interest
Central Bank of India	FITL NCD	0.03	Aug-14	Interest
Central Bank of India	FITL NCD	0.03	Sep-14	Interest
GIC India	FITL NCD	0.02	Jun-14	Interest
GIC India	FITL NCD	0.02	Jul-14	Interest
GIC India	FITL NCD	0.02	Aug-14	Interest
GIC India	FITL NCD	0.02	Sep-14	Interest
GIC India	FITL NCD	0.02	Jun-14	Interest
GIC India	FITL NCD	0.02	Jul-14	Interest
GIC India	FITL NCD	0.02	Aug-14	Interest
GIC India	FITL NCD	0.02	Sep-14	Interest
Indian Bank	FITL NCD	0.01	Jun-14	Interest
Indian Bank	FITL NCD	0.01	Jul-14	Interest
Indian Bank	FITL NCD	0.01	Aug-14	Interest

(₹ in Crore)

Bank / Party Name	Facility	Amount	Due On	Type
Indian Bank	FITL NCD	0.01	Sep-14	Interest
Karnataka Bank	FITL NCD	0.01	Jul-14	Interest
Karnataka Bank	FITL NCD	0.01	Aug-14	Interest
Karnataka Bank	FITL NCD	0.01	Sep-14	Interest
Bank of Maharashtra	FITL NCD	0.01	Jun-14	Interest
Bank of Maharashtra	FITL NCD	0.01	Jul-14	Interest
Bank of Maharashtra	FITL NCD	0.01	Aug-14	Interest
Bank of Maharashtra	FITL NCD	0.01	Sep-14	Interest
Oriental Bank of Commerce	FITL NCD	0.00	Sep-14	Interest
Allahabad Bank	FITL NCD	0.01	Sep-14	Interest
United India Insurance	FITL NCD	0.02	Jun-14	Interest
United India Insurance	FITL NCD	0.02	Jul-14	Interest
United India Insurance	FITL NCD	0.02	Aug-14	Interest
United India Insurance	FITL NCD	0.02	Sep-14	Interest
LIC of India	FITL NCD	0.05	Jun-14	Interest
LIC of India	FITL NCD	0.06	Jul-14	Interest
LIC of India	FITL NCD	0.06	Aug-14	Interest
LIC of India	FITL NCD	0.06	Sep-14	Interest
Canara Bank	Cash Credit	11.02	Sep-14	Overdrawn
ICICI Bank	Cash Credit	1.09	Sep-14	Overdrawn
Bank of Baroda	Cash Credit	0.90	Sep-14	Overdrawn
Syndicate Bank	Cash Credit	0.14	Sep-14	Overdrawn
Allahabad Bank	Cash Credit	2.29	Sep-14	Overdrawn
Development Bank of Singapore	Cash Credit	1.06	Sep-14	Overdrawn
Punjab National Bank	Cash Credit	6.95	Sep-14	Overdrawn
Oriental Bank of Commerce	WCTL	0.25	Sep-14	Interest
Oriental Bank of Commerce	WCTL	0.28	Sep-14	Interest
Bank of Baroda	Rupee Term Loan	0.34	Jul-14	Interest
Bank of Baroda	Rupee Term Loan	2.03	Aug-14	Interest
Bank of Baroda	Rupee Term Loan	1.98	Sep-14	Interest
Bank of Baroda	FITL	0.24	Jul-14	Interest
Bank of Baroda	FITL	0.24	Aug-14	Interest
Bank of Baroda	FITL	0.23	Sep-14	Interest
Bank of Maharashtra	Rupee Term Loan	1.32	Jul-14	Interest
Bank of Maharashtra	Rupee Term Loan	1.33	Aug-14	Interest
Bank of Maharashtra	Rupee Term Loan	1.29	Sep-14	Interest
IDBI Bank	Rupee Term Loan	0.05	Sep-14	Interest
IDBI Bank	FITL	0.01	Jul-14	Interest
IDBI Bank	FITL	0.01	Aug-14	Interest
IDBI Bank	FITL	0.01	Sep-14	Interest
Oriental Bank of Commerce	Priority Loan	0.24	Sep-14	Interest
Development Bank of Singapore	WCTL	0.11	Aug-14	Interest
Bank of Maharashtra	FITL	0.05	Jul-14	Interest
Bank of Maharashtra	FITL	0.20	Aug-14	Interest
Bank of Maharashtra	FITL	0.19	Sep-14	Interest



**Details of Continuing default as on 31 December 2013**

(₹ in Crore)

Bank / Party Name	Facility	Amount	Due On	Type
Bank of Baroda	FITL	0.17	Nov-13	Interest
Bank of Baroda	FITL	0.18	Dec-13	Interest
Canara Bank	FITL	0.21	Dec-13	Interest
Syndicate Bank	FITL	0.22	Dec-13	Interest
Syndicate Bank	FITL	0.27	Jun-13	Interest
United Bank	FITL	0.26	Dec-13	Interest
GACTEL Turnkeys Project Limited	ICD	0.03	Mar-13	Interest
Gammon Road Infrstructure Limited	ICD	0.01	Mar-13	Interest
Franco Tosi Turbines Private Limited	ICD	1.30	Mar-13	Interest
Franco Tosi Turbines Private Limited	ICD	0.46	Dec-13	Interest
Central Bank of India	FITL NCD	0.02	Dec-13	Interest
Allahabad Bank	FITL NCD	0.01	Dec-13	Interest
Indian Bank	FITL NCD	0.01	Dec-13	Interest
Karnataka Bank	FITL NCD	0.01	Dec-13	Interest
Bank of Maharashtra	FITL NCD	0.01	Dec-13	Interest
United India Insurance	FITL NCD	0.01	Dec-13	Interest
GIC India	FITL NCD	0.01	Dec-13	Interest
GIC India	FITL NCD	0.02	Dec-13	Interest
LIC of India	FITL NCD	0.01	Mar-13	Interest
LIC of India	FITL NCD	0.01	Apr-13	Interest
LIC of India	FITL NCD	0.02	May-13	Interest
LIC of India	FITL NCD	0.02	Jun-13	Interest
LIC of India	FITL NCD	0.02	Jul-13	Interest
LIC of India	FITL NCD	0.02	Aug-13	Interest
LIC of India	FITL NCD	0.01	Sep-13	Interest
LIC of India	FITL NCD	0.03	Oct-13	Interest
LIC of India	FITL NCD	0.03	Nov-13	Interest
LIC of India	FITL NCD	0.04	Nov-13	Interest
LIC of India	FITL NCD	0.04	Dec-13	Interest
LIC of India	FITL NCD	0.01	Feb-13	Interest
LIC of India	FITL NCD	0.02	Mar-13	Interest
LIC of India	FITL NCD	0.03	Apr-13	Interest
LIC of India	FITL NCD	0.04	May-13	Interest
LIC of India	FITL NCD	0.04	Jun-13	Interest
LIC of India	FITL NCD	0.05	Jul-13	Interest
LIC of India	FITL NCD	0.04	Aug-13	Interest
LIC of India	FITL NCD	0.02	Sep-13	Interest
LIC of India	FITL NCD	0.07	Oct-13	Interest
LIC of India	FITL NCD	0.08	Nov-13	Interest
LIC of India	FITL NCD	0.09	Nov-13	Interest
LIC of India	FITL NCD	0.10	Dec-13	Interest
LIC of India	NCD	3.47	Mar-13	Interest
LIC of India	NCD	1.56	Mar-13	Interest
LIC of India	NCD	1.54	Sep-13	Interest
Canara Bank	Cash Credit	2.31	Dec-13	Overdrawn
IDBI Bank	Cash Credit	6.71	Dec-13	Overdrawn



(₹ in Crore)

Bank / Party Name	Facility	Amount	Due On	Type
Bank of Baroda	Cash Credit	0.78	Dec-13	Overdrawn
Bank of Baroda	Priority Loan	0.59	Nov-13	Interest
Bank of Baroda	Priority Loan	0.62	Dec-13	Interest
Canara Bank	Priority Loan	0.43	Dec-13	Interest
Syndicate Bank	Priority Loan	0.22	Dec-13	Interest
Punjab National Bank	Priority Loan	0.01	Dec-13	Interest
ICICI Bank	Priority Loan	0.30	Dec-13	Interest
Allahabad Bank	Priority Loan	0.01	Dec-13	Interest
IDBI Bank	Priority Loan	0.02	Oct-13	Interest
IDBI Bank	Priority Loan	0.04	Nov-13	Interest
IDBI Bank	Priority Loan	0.08	Dec-13	Interest
Development Bank of Singapore	Priority Loan	0.53	Dec-13	Interest
Development Bank of Singapore	Short Term Loan	0.05	Dec-13	Interest
Development Bank of Singapore	Short Term Loan	0.34	Dec-13	Interest
Syndicate Bank	WCDL	0.56	Dec-13	Interest
Bank of Baroda	WCTL	0.58	Nov-13	Interest
Bank of Baroda	WCTL	0.58	Dec-13	Interest
Canara Bank	WCTL	1.21	Dec-13	Interest
Syndicate Bank	WCTL	0.34	Dec-13	Interest
Syndicate Bank	WCTL	0.15	Dec-13	Interest
Punjab National Bank	WCTL	0.57	Dec-13	Interest
ICICI Bank	WCTL	0.86	Dec-13	Interest
Allahabad Bank	WCTL	0.73	Dec-13	Interest
IDBI Bank	Cash Credit	0.66	Dec-13	Interest
IDBI Bank	WCTL	0.85	Dec-13	Overdrawn
IDBI Bank	WCTL	0.60	Oct-13	Interest
IDBI Bank	WCTL	0.58	Nov-13	Interest
IDBI Bank	WCTL	0.61	Dec-13	Interest
ICICI Bank	Professional Fees	1.38	Oct-13	Professional Fees
Oriental Bank of Commerce	WCTL	0.27	Dec-13	Interest
Oriental Bank of Commerce	WCTL	0.29	Dec-13	Interest
Bank of Baroda	FITL	0.15	Dec-13	Interest
Bank of Maharashtra	FITL	0.05	Dec-13	Interest
IDBI Bank	Priority Loan	0.18	Oct-13	Interest
IDBI Bank	Priority Loan	0.42	Nov-13	Interest
IDBI Bank	Priority Loan	0.83	Dec-13	Interest
IDBI Bank	WCTL	0.54	Oct-13	Interest
IDBI Bank	WCTL	0.52	Nov-13	Interest
IDBI Bank	WCTL	0.54	Dec-13	Interest
IDBI Bank	FITL	0.04	Dec-13	Interest
Development Bank of Singapore	Short Term Loan	0.50	Nov-13	Interest
Development Bank of Singapore	Short Term Loan	0.40	Dec-13	Interest
Bank of Maharashtra	FITL	0.08	Dec-13	Interest
Export Import Bank of India	Demand Loan	7.42	Dec-13	Principal
Export Import Bank of India	Demand Loan	0.08	Dec-13	Interest

## Annexure 2

### A Related Party Disclosure (AS - 18)

<b>SUBSIDIARIES</b>	
1	Ansaldoaldai Boilers India Private Limited
2	ATSL B.V., Netherland
3	ATSL Infrastructure Projects Limited
4	Associated Transrail Structures Limited, Nigeria
5	Campo Puma Oriente S.A.
6	Deepmala Infrastructure Private Limited
7	Franco Tosi Hydro Private Limited
8	Franco Tosi Turbines Private Limited
9	Gactel Turnkey Projects Limited
10	Gammon & Billimoria Limited
11	Gammon Holdings (Mauritius) Limited
12	Gammon Holdings B.V.
13	Gammon Infrastructure Projects Limited
14	Gammon International B.V.
15	Gammon International FZE
16	Gammon Power Limited
17	Gammon Realty Limited
18	Gammon Retail Infrastructure Private Limited
19	Metropolitan Infrahousing Private Limited
20	P.Van Eerd Beheersmaatschappij B.V.
21	Patna Water Supply Distribution Network Private Limited
22	SAE Transmission India Limited
23	Transrail Lighting Limited
<b>STEPDOWN SUBSIDIARIES</b>	
24	Andhra Expressway Limited
25	Aparna Infraenergy India Private Limited
26	Birmitrapur Barkote Highway Private Limited
27	Chitoor Infra Company Private Limited
28	Cochin Bridge Infrastructure Company Limited
29	Dohan Renewable Energy Private Limited
30	Earthlink Infrastructure Projects Private Limited
31	Franco Tosi Meccanica S.p.A
32	Gammon & Billimoria LLC
33	Gammon Italy S.r.l
34	Gammon Logistics Limited
35	Gammon Projects Developers Limited
36	Gammon Renewable Energy Infrastructure Limited
37	Gammon Renewable Energy Private Limited
38	Gammon Road Infrastructure Limited
39	Gammon Seaport Infrastructure Limited
40	Ghaggar Renewable Energy Private Limited
41	Gorakhpur Infrastructure Company Limited
42	Haryana Biomass Power Limited
43	Indori Renewable Energy Private Limited
44	Jaguar Projects Developers Limited
45	Kasavati Renewable Energy Private Limited
46	Kosi Bridge Infrastructure Company Limited
47	Lilac Infrastructure Developers Limited
48	Marine Projects Services Limited
49	Markanda Renewable Energy Private Limited
50	Mormugao Terminal Limited
51	Mumbai Nasik Expressway Limited
52	Pataliputra Highway Limited
53	Patna Buxar Highways Limited
54	Patna Highway Projects Limited
55	Pravara Renewable Energy Limited
56	Preeti Township Private Limited
57	Rajahmundry Expressway Limited
58	Rajahmundry Godavari Bridge Limited
59	Ras Cities And Townships Private Limited
60	SAE Powerlines S.r.l
61	Satluj Renewable Energy Private Limited
62	Sidhi Singrauli Road Project Limited
63	Segue Infrastructure Projects Private Limited
64	Sikkim Hydro Power Ventures Limited
65	Sirsa Renewable Energy Private Limited
66	Tada Infra Development Company Limited
67	Tangri Renewable Energy Private Limited
68	Tidong Hydro Power Limited
69	Vijaywada Gundugolanu Road Projects Private Limited
70	Vizag Seaport Private Limited
71	Yamuna Minor Minerals Private Limited
72	Yamunanagar Panchkula Highway Private Limited
73	Youngthang Power Ventures Limited
<b>JOINT VENTURE</b>	
1	Gammon Atlanta
2	Gammon Archirodon
3	Gammon BBJ
4	Gammon Construtora Cidade Tensaccia
5	Gammon Encee Consortium
6	Gammon OJSC Mosmetrostroy
7	Gammon OSE
8	Gammon Pratibha
9	Gammon Progressive
10	Gammon Rizzani
11	Gammon SEW
12	Gammon SEW
13	Gammon Srinivasa
14	GIL JMC
15	Haryana Bio Mass Power Limited
16	Hyundai Gammon
17	Indira Container Terminal Private Limited
18	Jaeger Gammon
19	OSE Gammon
20	Patel Gammon
21	Sofinter S.p.A
22	Gammon FECP JV Naigeria
23	Consortium of Jyoti Structure & GIL
24	GIPL GIL
25	Gammon CMC
<b>ASSOCIATES</b>	
1	Eversun Sparkle Maritime Services Private Limited
2	Modern Toll Roads Limited
3	Finest S.p.A Italy
<b>KEY MANAGERIAL PERSONNEL</b>	
1	Mr Abhijit Rajan
2	Mr Rajul A Bhansali
3	Mr D C Bagde
<b>RELATIVES OF KEY MANAGERIAL PERSONNEL</b>	
1	Mr Harshit Rajan
2	Mrs Sandhya Bagde
3	Ms Ruchi Bagde
<b>ASSOCIATE OF KEY MANAGERIAL PERSONNEL</b>	
1	Active Agro Farming Private Limited
2	Pacific Energy Private Limited

**B) Related Parties transactions during the year in normal course of business :**

(₹ In Crore)

Nature of Transactions / relationship / major parties	Current Period Jan - Sep 2014		Previous Period Apr - Dec 2013	
	Amounts	Amounts from Major Parties	Amounts	Amounts from Major Parties
<b>SUBSIDIARIES</b>				
<b>Subcontracting Income</b>	<b>101.38</b>		206.12	
Deepmala Infrastructure Private Limited		<b>9.48</b>		15.11
Patna Highway Projects Limited		<b>25.66</b>		76.67
Pravara Renewable Energy Limited		<b>34.73</b>		96.71
Rajahmundry Godavari Bridge Limited		<b>23.30</b>		13.34
<b>Subcontracting Expenditure</b>	-		3.69	
Transrail Lighting Limited		-		3.69
<b>Operating And Maintenance Income</b>	<b>15.85</b>		15.23	
Andhra Expressway Limited		<b>7.71</b>		7.41
Rajahmundry Expressway Limited		<b>8.14</b>		7.82
<b>Operating And Maintenance Expenses</b>	<b>15.85</b>		15.23	
Gammon Infrastructure Projects Limited		<b>15.85</b>		15.23
<b>Purchase of Goods</b>	<b>8.02</b>		11.55	
GACTEL Turnkey Project Limited		<b>2.39</b>		10.57
Transrail Lighting Limited		<b>5.63</b>		0.98
<b>Sale of Goods</b>	<b>9.39</b>		19.85	
Deepmala Infrastructure Private Limited		-		9.45
SAE Power Lines S.r.l		<b>3.79</b>		7.62
Transrail Lighting Limited		<b>5.60</b>		2.78
<b>Sale of Investment</b>	<b>712.80</b>		-	
Gammon Power Limited		<b>712.80</b>		-
<b>Receiving of Services</b>	<b>10.33</b>		13.94	
GACTEL Turnkey Project Limited		<b>3.38</b>		6.96
SAE Power Lines S.r.l		<b>6.84</b>		6.98
<b>Finance provided (incl. Loans and equity contribution in cash or in kind)</b>	<b>39.12</b>		78.83	
Ansaldo Caldaie Boilers India Private Limited		<b>1.73</b>		-
ATSL Holding B.V., Netherlands		<b>3.07</b>		24.45
Deepmala Infrastructure Private Limited		-		2.70
GACTEL Turnkey Project Limited		-		3.75
Gammon International B.V.		<b>10.19</b>		8.64
Metropolitan Infrahousing Private Limited		<b>11.27</b>		14.40
<b>Finance provided for expenses &amp; on a/c payments</b>	<b>11.43</b>		110.71	
Ansaldo Caldaie Boilers India Private Limited		<b>0.39</b>		0.02
Campo Puma Oriente S.A.		-		3.14
Deepmala Infrastructure Private Limited		<b>0.70</b>		0.15
GACTEL Turnkey Project Limited		<b>0.04</b>		0.11
Gammon CMC		<b>8.43</b>		-
Gammon Holdings (Mauritius) Limited		-		90.40
Gammon Power Limited		<b>1.28</b>		-
SAE Power Lines S.r.l		-		15.86
<b>Amount liquidated towards the finance provided</b>	<b>34.09</b>		13.03	
ATSL Holding B.V., Netherlands		<b>10.39</b>		-
Deepmala Infrastructure Private Limited		<b>0.98</b>		3.70
GACTEL Turnkey Project Limited		-		3.42
Gammon & Billimoria Limited		<b>0.00</b>		5.78
Gammon CMC		<b>11.25</b>		-
Gammon Realty Limited		<b>1.63</b>		-
Metropolitan Infrahousing Private Limited		<b>0.00</b>		0.12
Patna Water Supply Distribution Network Private Limited		<b>6.98</b>		-
SAE Power Lines S.r.l		<b>2.84</b>		-

Nature of Transactions / relationship / major parties	Current Period Jan - Sep 2014		Previous Period Apr - Dec 2013	
	Amounts	Amounts from Major Parties	Amounts	Amounts from Major Parties
<b>Interest Income during the year</b>	<b>61.95</b>		63.62	
Campo Puma Oriente S.A.		1.13		0.85
Deepmala Infrastructure Private Limited		13.15		13.33
Gammon & Billimoria Limited		3.29		3.47
Gammon Realty Limited		7.48		7.59
Metropolitan Infrahousing Private Limited		32.61		31.86
<b>Finance received (incl. Loans and equity contribution in cash or in kind)</b>	<b>0.15</b>		1.30	
Franco Tosi Turbines Private Limited		0.15		1.30
<b>Finance received for expenses &amp; on a/c payments</b>	<b>0.11</b>		0.01	
GIPL		0.10		-
Gammon & Billimoria Limited		0.01		0.01
<b>Amount liquidated towards the above finance</b>	<b>4.30</b>		0.29	
Transrail Lighting Limited		3.85		0.29
<b>Interest Paid</b>	<b>2.33</b>		2.90	
Franco Tosi Turbines Private Limited		0.58		0.51
Patna Water Supply Distribution Network Private Limited		1.75		2.38
<b>Contract Advance received</b>	<b>11.34</b>		5.01	
Gorakhpur Infrastructure Company Limited		9.34		-
Patna Highway Projects Limited		2.00		3.64
Pravara Renewable Energy Limited		-		0.57
SAE Power Lines S.r.l		-		0.79
<b>Refund against Contract advance</b>	<b>16.55</b>		29.15	
Deepmala Infrastructure Private Limited		9.68		14.60
Pravara Renewable Energy Limited		0.07		12.95
SAE Power Lines S.r.l		2.17		1.59
Sikkim Hydro Power Venture Limited		4.65		-
<b>Guarantees and Collaterals Outstanding</b>	<b>3,331.31</b>		3,353.53	
Ansaldo Caldaie Boilers India Private Limited		252.90		252.90
Deepmala Infrastructure Private Limited		33.80		33.80
Franco Tosi Meccanica S.p.A		504.30		441.78
Gammon Holding B.V.		706.13		728.35
Gammon International B.V.		492.51		523.38
Metropolitan Infrahousing Private Limited		175.00		175.00
<b>Pledge of Shares (Number of shares)</b>				
Ansaldo Caldaie Boilers India Private Limited		12,000,000		-
Deepmala Infrastructure Private Limited		2,300		-
GACTEL Turnkey Project Limited		5,049,940		-
Transrail Lighting Limited		30,999,940		-
<b>Provision made for Doubtful Debts</b>	<b>0.00</b>		110.33	
ATSL Holding B.V., Netherlands		-		15.99
SAE Power Lines S.r.l		-		94.35
<b>Provision made for Investment</b>	<b>0.00</b>		37.27	
Ansaldo Caldaie Boilers India Private Limited		-		37.15
<b>Outstanding Balances Receivables</b>				
<b>Loans and Advances</b>	<b>1,757.54</b>		1,685.51	
ATSL Holding B.V., Netherlands		92.04		104.09
Deepmala Infrastructure Private Limited		195.45		195.73
Gammon Holding B.V.		235.70		231.24
Gammon International B.V.		307.77		304.30
Gammon Realty Limited		110.34		111.97
Metropolitan Infrahousing Private Limited		489.22		477.95

Nature of Transactions / relationship / major parties	Current Period Jan - Sep 2014		Previous Period Apr - Dec 2013	
	Amounts	Amounts from Major Parties	Amounts	Amounts from Major Parties
<b>Interest Receivable</b>	<b>282.70</b>		224.31	
Deepmala Infrastructure Private Limited		<b>54.70</b>		41.55
Gammon Realty Limited		<b>53.36</b>		45.87
Metropolitan Infrahousing Private Limited		<b>150.12</b>		117.51
<b>Trade &amp; Other Receivable</b>	<b>1,009.92</b>		278.56	
Kosi Bridge Infrastructure Company Limited		<b>66.80</b>		66.74
Mumbai Nasik Expressway Limited		<b>22.38</b>		22.43
Gammon Power Limited		<b>714.10</b>		-
SAE Power Lines S.r.l		<b>104.27</b>		111.82
<b>Outstanding Balances Payable</b>				
<b>Trade &amp; Other Payable</b>	<b>87.77</b>		96.85	
Deepmala Infrastructure Private Limited		<b>6.82</b>		10.00
Franco Tosi Turbines Private Limited		<b>8.73</b>		8.06
Gorakhpur Infrstructure Company Limited		<b>27.26</b>		17.93
Patna Water Supply Distribution Network Private Limited		<b>16.41</b>		16.69
Pravara Renewable Energy Limited		<b>0.89</b>		2.78
Rajahmundry Godavari Bridge Limited		<b>7.12</b>		10.09
<b>ASSOCIATES</b>				
<b>Interest Income during the year</b>	<b>0.04</b>		0.04	
Finest S.p.A		<b>0.04</b>		0.04
<b>Outstanding Balances Receivables</b>	<b>1.94</b>		2.02	
Finest S.p.A		<b>1.94</b>		2.02
<b>ASSOCIATE OF KEY MANAGERIAL PERSONNEL</b>				
<b>Loan &amp; Advances Received</b>	-		17.00	
Active Agro Farming Private Limited		-		11.00
Pacific Energy Private Limited		-		6.00
<b>KEY MANAGERIAL PERSONNEL</b>				
<b>Remuneration paid</b>	<b>6.30</b>		5.48	
Mr Abhijit Rajan		<b>4.72</b>		4.14
Mr D C Bagde		<b>0.96</b>		0.78
Mr R A Bhansali		<b>0.62</b>		0.56
<b>Loan &amp; Advances Received</b>	-		83.00	
Mr Abhijit Rajan		-		83.00
<b>RELATIVES OF KEY MANAGERIAL PERSONNEL</b>				
<b>Remuneration paid</b>	<b>0.49</b>		0.48	
Mr Harshit Rajan		<b>0.49</b>		0.46
Ms Ruchi Bagde		-		0.02
<b>Sale of Flat</b>	<b>0.94</b>		-	
Mr Harshit Rajan		<b>0.94</b>		-
<b>JOINT VENTURE</b>				
<b>Subcontracting Income</b>	<b>276.88</b>		389.22	
Consortium of Jyoti Structure & GIL		<b>19.56</b>		40.88
Gammon Cidade Tensacciai		<b>74.85</b>		42.36
Gammon OJSC Mosmetrostroy		<b>131.98</b>		154.16
Indira Container Terminal Private Limited		<b>3.34</b>		10.32
Jaeger Gammon		<b>0.33</b>		5.14
Patel Gammon		<b>38.64</b>		119.76



Nature of Transactions / relationship / major parties	Current Period Jan - Sep 2014		Previous Period Apr - Dec 2013	
	Amounts	Amounts from Major Parties	Amounts	Amounts from Major Parties
<b>Sale of Goods</b>	<b>32.76</b>		23.20	
Consortium of Jyoti Structure & GIL		<b>32.76</b>		23.20
<b>Finance provided for expenses &amp; on a/c payments</b>	<b>117.21</b>		25.02	
Gammon FECP JV Naigeria		<b>1.18</b>		1.56
Gammon Cidade Tensacciai		<b>109.38</b>		-
Gammon OJSC Mosmetrostroy		<b>6.18</b>		9.46
Gammon SEW		<b>0.07</b>		0.04
<b>Amount liquidated towards the finance provided</b>	<b>83.32</b>		16.91	
Gammon Cidade Tensacciai		<b>64.32</b>		5.89
Gammon OJSC Mosmetrostroy		<b>18.65</b>		10.85
Gammon SEW		<b>0.16</b>		0.04
<b>Interest income during the year</b>	<b>0.77</b>		-	
Gammon Cidade Tensacciai		<b>0.77</b>		-
<b>Interest paid during the year</b>	<b>2.22</b>		1.47	
Gammon Cidade Tensacciai		<b>0.70</b>		1.43
Gammon OJSC Mosmetrostroy		<b>1.52</b>		-
<b>Contract Advance received</b>	<b>17.41</b>		78.33	
Gammon Cidade Tensacciai		<b>6.23</b>		0.50
Gammon OJSC Mosmetrostroy		-		41.51
Jaeger Gammon		-		0.30
Patel Gammon		<b>11.18</b>		36.03
<b>Refund received against Contract Advance</b>	<b>88.41</b>		87.79	
Gammon Cidade Tensacciai		<b>11.82</b>		7.77
Gammon OJSC Mosmetrostroy		<b>48.41</b>		15.82
Indira Container Terminal Private Limited		<b>8.40</b>		10.64
Jaeger Gammon		-		0.30
Patel Gammon		<b>14.10</b>		48.66
<b>Guarantees and Collaterals Outstanding</b>	<b>467.31</b>		518.70	
Consortium of Jyoti Structure & GIL		-		9.50
Gammon Cidade Tensacciai		<b>121.76</b>		162.03
Gammon FECP JV Naigeria		<b>10.79</b>		10.82
Gammon OJSC Mosmetrostroy		<b>212.10</b>		212.10
Jaeger Gammon		<b>32.94</b>		32.95
<b>Outstanding Balances Receivables</b>				
<b>Trade &amp; Other Receivable</b>	<b>297.49</b>		278.22	
Consortium of Jyoti Structure & GIL		<b>39.15</b>		39.85
Gammon Cidade Tensacciai		<b>69.08</b>		8.86
Gammon OJSC Mosmetrostroy		<b>53.13</b>		53.90
OSE Gammon		<b>51.54</b>		51.58
Patel Gammon		<b>50.55</b>		60.43
<b>Outstanding Balances Payable</b>				
<b>Trade &amp; Other Payable</b>	<b>80.90</b>		178.98	
Consortium of Jyoti Structure & GIL		<b>7.94</b>		13.15
Gammon Cidade Tensacciai		<b>6.95</b>		41.62
Gammon OJSC Mosmetrostroy		<b>58.58</b>		107.95
Indira Container Terminal Private Limited		<b>5.00</b>		5.00
Patel Gammon		<b>0.00</b>		6.15

**DETAILS OF SUBSIDIARIES OF GAMMON INDIA LIMITED**  
(Pursuant to the Central Government Order under Section 212(8) of the Companies Act, 1956)

Sr. No.	Particulars	ATSL Infrastructure Projects Limited	Deepmala Infrastructure Private Limited	Gactel Turnkey Projects Limited	Gammon & Billimoria Limited	Gammon Infrastructure Projects Limited	Gammon Power Limited	Gammon Realty Limited	Gammon Retail Infrastructure Private Limited	Transrail Lighting Limited
	<b>Financial Period ending on</b>	30 Sept 2014	30 Sept 2014	30 Sept 2014	30 Sept 2014	30 Sept 2014	30 Sept 2014	30 Sept 2014	30 Sept 2014	30 Sept 2014
1	Share Capital (including share application money pending allotment)	500,000	100,000	50,500,000	1,000,000	1,884,503,948	500,000	200,500,000	100,000	310,000,000
2	Reserves	(172,389)	(736,625)	(504,180,369)	17,824,743	6,288,520,389	409,617	(599,925,391)	(193,074)	(304,607,636)
3	Liabilities	165,029,585	8,380,539,995	2,534,402,319	986,640,598	8,754,253,199	7,162,481,145	1,637,700,074	215,029	1,097,384,876
4	Total Liabilities	165,357,196	8,379,903,370	2,080,721,950	1,005,465,341	16,927,277,536	7,163,390,762	1,238,274,683	121,955	1,102,777,240
5	Total Assets	165,357,196	8,379,903,370	2,080,721,950	1,005,465,341	16,927,277,536	7,163,390,762	1,238,274,683	121,955	1,102,777,240
6	Investments (excluding Subsidiary Companies)	-	-	52,239	-	622,466,780	-	-	-	-
7	Turnover	-	-	217,814,886	-	1,627,111,701	-	-	-	631,276,708
8	Profit Before Taxation	(21,224)	(168,874)	(111,238,848)	2,482,521	(710,530,645)	923,102	(47,587,740)	(42,807)	(8,862,683)
9	Provision for Taxation	-	-	(1,663,831)	767,099	(17,159,503)	1,476,401	-	-	68,241
10	Profit After Taxation	(21,224)	(168,874)	(109,575,017)	1,715,422	(693,371,142)	(553,299)	(47,587,740)	(42,807)	(8,930,924)
11	Dividend - Equity	-	-	-	-	-	-	-	-	-
12	Dividend - Preference	-	-	-	-	-	-	-	-	-
13	Proposed Dividend - Equity	-	-	-	-	-	-	-	-	-
14	Proposed Dividend - Preference	-	-	-	-	-	-	-	-	-

Sr. No.	Particulars	Metropolitan Infrahousing Private Limited	SAE Transmission India Limited (SAET)	Franco Tosi Hydro Private Limited	Franco Tosi Turbines Private Limited**	Preeti Township Private Limited	Patna Water Supply Distribution Networks Private Limited	Ansaldoaldiaie boilers India Private Limited	Andhra Expressway Limited*	Aparna Infraenergy India Private Limited*
	<b>Financial Period ending on</b>	30 Sept 2014	30 Sept 2014	30 Sept 2014	30 Sept 2014	30 Sept 2014	30 Sept 2014	30 Sept 2014	30 Sept 2014	30 Sept 2014
1	Share Capital (including share application money pending allotment)	100,000	500,000	100,000	-	1,000,000	100,000	500,000,000	290,000,000	500,000
2	Reserves	858,372,582	(2,806,127)	(118,218)	-	(1,354,738)	(167,465,483)	(674,021,591)	407,158,091	(322,257)
3	Liabilities	10,293,645,390	24,063,342	62,564	-	86,580,366	473,551,617	120,470,116,689	1,254,890,327	395,739,836
4	Total Liabilities	11,152,067,972	21,757,215	44,346	-	86,225,628	306,186,134	1,030,679,578	1,952,048,418	395,917,579
5	Total Assets	11,152,067,972	21,757,215	44,346	-	86,225,628	306,186,134	1,030,679,578	1,952,048,418	395,917,579
6	Investments (excluding Subsidiary Companies)	-	-	-	-	-	-	200,000,000	63,374,164	-
7	Turnover	-	-	-	-	-	229,736,812	66,361,468	418,680,000	-
8	Profit Before Taxation	(12,891,100)	76,619	(39,164)	-	(211,062)	(125,177,249)	(110,588,106)	57,043,167	(88,650)
9	Provision for Taxation	2,529,890	20,000	-	-	100,062	-	-	(3,745,882)	-
10	Profit After Taxation	(15,420,990)	56,619	(39,164)	-	(211,062)	(125,277,311)	(110,588,106)	60,789,049	(88,650)
11	Dividend - Equity	-	-	-	-	-	-	-	-	-
12	Dividend - Preference	-	-	-	-	-	-	-	-	-
13	Proposed Dividend - Equity	-	-	-	-	-	-	-	-	-
14	Proposed Dividend - Preference	-	-	-	-	-	-	-	-	-

**DETAILS OF SUBSIDIARIES OF GAMMON INDIA LIMITED**  
(Pursuant to the Central Government Order under Section 212(8) of the Companies Act, 1956)

Sr. No.	Particulars	Birmatrapur Barkote Highway Private Limited*	Cochin Bridge Infrastructure Company Limited*	Chittoor Infrastructure Company Private Limited*	Dohan Renewable Energy Private Limited*	Earthlink Infrastructure Projects Private Limited*	Gammon Logistics Limited*	Gammon Projects Developers Limited*	Gammon Renewable Energy Infrastructure Projects Limited*	Gammon Road Infrastructure Limited*
	<b>Financial Period ending on</b>	<b>30 Sept 2014</b>	<b>30 Sept 2014</b>	<b>30 Sept 2014</b>	<b>30 Sept 2014</b>	<b>30 Sept 2014</b>	<b>30 Sept 2014</b>	<b>30 Sept 2014</b>	<b>30 Sept 2014</b>	<b>30 Sept 2014</b>
1	Share Capital (including share application money pending allotment)	100,000	64,000,700	100,000	100,000	100,000	25,500,000	2,500,000	500,000	500,000
2	Reserves	(108,784,356)	31,646,050	(1,052,710)	(100,000)	(6,332,880)	(48,869,002)	(3,579,021)	(1,527,643)	(9,117,461)
3	Liabilities	109,675,446	174,501,289	41,875,497	-	159,088,838	23,710,069	4,291,931	52,887,643	23,447,128
4	Total Liabilities	991,090	270,148,039	40,922,787	-	152,855,958	341,067	3,212,910	51,860,000	14,829,667
5	Total Assets	991,090	270,148,039	40,922,787	-	152,855,958	341,067	3,212,910	51,860,000	14,829,667
6	Investments (excluding Subsidiary Companies)	-	-	-	-	-	-	-	-	50,000
7	Turnover	-	11,067,330	-	-	-	-	-	-	-
8	Profit Before Taxation	(108,406,812)	(7,890,913)	(993,604)	4,500	(6,263,700)	(8,392,513)	(203,735)	(249,884)	(172,944)
9	Provision for Taxation	-	-	-	-	-	(1,900,000)	-	-	(25,000)
10	Profit After Taxation	(108,406,812)	(7,890,913)	(993,604)	4,500	(6,263,700)	(6,492,513)	(203,735)	(249,884)	(147,944)
11	Dividend - Equity	-	-	-	-	-	-	-	-	-
12	Dividend - Preference	-	-	-	-	-	-	-	-	-
13	Proposed Dividend - Equity	-	-	-	-	-	-	-	-	-
14	Proposed Dividend - Preference	-	-	-	-	-	-	-	-	-

Sr. No.	Particulars	Gammon Seaport Infrastructure Limited*	Ghaggar Renewable Energy Private Limited*	Gorakhpur Infrastructure Company Limited*	Haryana Biomass Power Limited*	Indori Renewable Energy Private Limited*	Jaguar Projects Developers Limited*	Kasavati Renewable Energy Private Limited*	Kosi Bridge Infrastructure Company Limited*	Lilac Infraprojects Developers Limited*
	<b>Financial Period ending on</b>	<b>30 Sept 2014</b>	<b>30 Sept 2014</b>	<b>30 Sept 2014</b>	<b>30 Sept 2014</b>	<b>30 Sept 2014</b>	<b>30 Sept 2014</b>	<b>30 Sept 2014</b>	<b>30 Sept 2014</b>	<b>30 Sept 2014</b>
1	Share Capital (including share application money pending allotment)	500,000	100,000	542,870,500	500,000	100,000	500,000	100,000	483,000,000	500,000
2	Reserves	(208,851)	(882,581)	(458,164,863)	(13,374,239)	(100,000)	625,928	(100,000)	(44,947,941)	(189,731)
3	Liabilities	4,500	905,058	7,237,432,361	13,024,480	-	4,500	-	3,867,206,505	89,500
4	Total Liabilities	295,649	122,477	7,322,137,998	150,241	-	1,130,428	-	4,305,258,564	399,769
5	Total Assets	295,649	122,477	7,322,137,998	150,241	-	1,130,428	-	4,305,258,564	399,769
6	Investments (excluding Subsidiary Companies)	-	-	130,344,494	-	-	-	-	4,128,051	-
7	Turnover	-	-	729,000,000	-	-	-	-	1,149,759,513	-
8	Profit Before Taxation	(136,032)	(16,936)	(91,615,959)	(12,976)	(9,521)	(10,233)	4,500	144,378,224	(96,032)
9	Provision for Taxation	-	-	(204,697,805)	-	-	-	-	(2,674,315)	-
10	Profit After Taxation	(136,032)	(16,936)	113,081,846	(12,976)	(9,521)	(10,233)	4,500	147,052,539	(96,032)
11	Dividend - Equity	-	-	-	-	-	-	-	-	-
12	Dividend - Preference	-	-	-	-	-	-	-	-	-
13	Proposed Dividend - Equity	-	-	-	-	-	-	-	-	-
14	Proposed Dividend - Preference	-	-	-	-	-	-	-	-	-



**DETAILS OF SUBSIDIARIES OF GAMMON INDIA LIMITED**  
(Pursuant to the Central Government Order under Section 212(8) of the Companies Act, 1956)

Sr. No.	Particulars	Markanda Renewable Energy Private Limited*	Marine Project Services Limited*	Mumbai Nasik Expressway Limited*	Mormugao Terminal Limited*	Patna Buxar Highways Limited*	Pataliputra Highway Limited*	Patna Highway Projects Limited*	Pravara Renewable Energy Limited*	Ras Cities and Townships Private Limited*
	Financial Period ending on	30 Sept 2014	30 Sept 2014	30 Sept 2014	30 Sept 2014	30 Sept 2014	30 Sept 2014	30 Sept 2014	30 Sept 2014	30 Sept 2014
1	Share Capital (including share application money pending allotment)	100,000	500,000	520,000,000	500,000	561,147,030	1,500,000	25,000,000	174,000,000	100,000
2	Reserves	(100,000)	2,104,429	993,689,458	(127,038)	(55,715,159)	(133,131,095)	(6,466,954)	(3,932,996)	(1,560,535)
3	Liabilities	-	4,500	8,349,385,314	57,176,363	259,966,870	585,007,902	9,505,011,657	2,410,197,280	320,005,250
4	Total Liabilities	-	2,608,929	9,863,074,772	57,549,325	765,398,741	453,376,807	9,523,544,703	2,580,264,284	318,544,715
5	Total Assets	-	2,608,929	9,863,074,772	57,549,325	765,398,741	453,376,807	9,523,544,703	2,580,264,284	318,544,715
6	Investments (excluding Subsidiary Companies)	-	-	-	-	-	-	-	-	-
7	Turnover	-	-	1,093,562,112	-	-	-	-	-	-
8	Profit Before Taxation	(3,130)	(10,768)	(22,461,234)	(20,174)	(39,685,566)	(350,626)	(671,971)	(186,595)	(2,199,893)
9	Provision for Taxation	-	-	(9,749,539)	-	-	-	-	-	-
10	Profit After Taxation	(3,130)	(10,768)	(12,711,695)	(20,174)	(39,685,566)	(350,626)	(671,971)	(186,595)	(2,199,893)
11	Dividend - Equity	-	-	-	-	-	-	-	-	-
12	Dividend - Preference	-	-	-	-	-	-	-	-	-
13	Proposed Dividend - Equity	-	-	-	-	-	-	-	-	-
14	Proposed Dividend - Preference	-	-	-	-	-	-	-	-	-

Sr. No.	Particulars	Rajahmundry Expressway Limited*	Rajahmundry Godavari Bridge Limited*	Satluj Renewable Energy Private Limited*	Sikkim Hydro Power Ventures Limited*	Segue Infrastructure Projects Private Limited*	Sirsa Renewable Energy Private Limited*	Sidhi Singrauli Road Project Limited*	Tada Infra Development Company Limited*	Tangri Renewable Energy Private Limited*
	Financial Period ending on	30 Sept 2014	30 Sept 2014	30 Sept 2014	30 Sept 2014	30 Sept 2014	30 Sept 2014	30 Sept 2014	30 Sept 2014	30 Sept 2014
1	Share Capital (including share application money pending allotment)	290,000,000	1,765,000,000	100,000	627,359,420	100,000	100,000	1,704,100,000	500,000	100,000
2	Reserves	479,056,682	1,830,368,399	(2,090,489)	(5,769,689)	(2,518,994)	(100,000)	(15,123,621)	(1,829,215)	(107,958)
3	Liabilities	1,448,621,688	5,836,653,931	4,759,500	584,857,294	2,449,533	-	1,562,369,160	1,802,383	15,927
4	Total Liabilities	2,217,678,370	9,432,022,330	2,769,011	1,206,447,025	30,539	-	3,251,345,539	473,168	7,969
5	Total Assets	2,217,678,370	9,432,022,330	2,769,011	1,206,447,025	30,539	-	3,251,345,539	473,168	7,969
6	Investments (excluding Subsidiary Companies)	72,445,229	-	-	-	-	-	-	-	-
7	Turnover	445,382,430	-	-	-	-	-	18,766,541	-	-
8	Profit Before Taxation	63,779,549	(104,083)	(30,166)	(88,099)	(2,450,743)	(11,138)	(7,177,687)	(12,037)	(17,160)
9	Provision for Taxation	596,989	885,735	-	(88,099)	-	-	-	-	-
10	Profit After Taxation	63,182,560	(989,818)	(30,166)	(88,099)	(2,450,743)	(11,138)	(7,177,687)	(12,037)	(17,160)
11	Dividend - Equity	-	-	-	-	-	-	-	-	-
12	Dividend - Preference	-	-	-	-	-	-	-	-	-
13	Proposed Dividend - Equity	-	-	-	-	-	-	-	-	-
14	Proposed Dividend - Preference	-	-	-	-	-	-	-	-	-

**DETAILS OF SUBSIDIARIES OF GAMMON INDIA LIMITED**  
(Pursuant to the Central Government Order under Section 212(8) of the Companies Act, 1956)

Sr. No.	Particulars	Tidong Hydro Power Limited*	Vijayawada Gunduglanu Road Project Private Limited*	Vizag Seaport Private Limited*	Yamuna Minor Minerals Private Limited*	Yamanagar Panchkula Highway Private Limited*	Youngthang Power Ventures Limited*
	Financial Period ending on	30 Sept 2014	30 Sept 2014	30 Sept 2014	30 Sept 2014	30 Sept 2014	30 Sept 2014
1	Share Capital (including share application money pending allotment)	500,000	100,000	871,912,640	100,000	190,500,000	144,500,000
2	Reserves	(125,607)	(5,128,709)	63,319,762	(903,433)	(279,649,379)	(27,816,622)
3	Liabilities	19,700,324	39,964,655,171	3,142,212,582	803,544	92,381,595	580,877,255
4	Total Liabilities	20,074,717	39,959,626,462	4,077,444,983	111	3,232,216	697,560,633
5	Total Assets	20,074,717	39,959,626,462	4,077,444,983	111	3,232,216	697,560,633
6	Investments (excluding Subsidiary Companies)	-	-	-	-	-	-
7	Turnover	-	60,653,810	849,938,154	-	-	-
8	Profit Before Taxation	(5,927)	3,786,106	57,277,317	(14,950)	(276,804,164)	(1,161,807)
9	Provision for Taxation	-	2,004,445	20,749,553	-	-	-
10	Profit After Taxation	(5,927)	1,781,662	36,527,764	(14,950)	(276,804,164)	(1,161,807)
11	Dividend - Equity	-	-	-	-	-	-
12	Dividend - Preference	-	-	-	-	-	-
13	Proposed Dividend - Equity	-	-	-	-	-	-
14	Proposed Dividend - Preference	-	-	-	-	-	-

\* Subsidiaries of Gammon Infrastructure Projects Limited, a subsidiary of Gammon India Limited ("the Company")

\*\*Following Subsidiary has not been considered in Consolidation

For and on behalf of the Board of Directors

ABHIJIT RAJAN  
Chairman & Managing Director

RAJUL A. BHANSALI  
Executive Director

CHANDRAHAS C. DAYAL  
Director

VARDHAN DHARKAR  
Chief Financial Officer

GITA BADE  
Company Secretary

Mumbai, Dated : 18 December 2014

**DETAILS OF SUBSIDIARIES OF GAMMON INDIA LIMITED**  
(Pursuant to the Central Government Order under Section 212(8) of the Companies Act, 1956)

Sr. No.	Particulars	Gammon Italy Srl	SAE Powerlines Srl	Gammon & Billimoria LLC	P.Van Eerd Beheersmaatschappij B.V., Netherlands	ATSL Holdings BV, Netherlands	Associated Transrail Structures Limited, Nigeria
	<b>Financial Period ending on</b>	<b>31 Dec 2013</b>	<b>30 Sept 2014</b>	<b>30 Sept 2014</b>	<b>30 Sept 2014</b>	<b>30 Sept 2014</b>	<b>30 Sept 2014</b>
	Currency	EURO	EURO	AED	EURO	EURO	Naira
	Exchange rate on the last day of financial year	85.36	78.21	16.74	78.21	78.21	0.37
1	Share Capital (including share application money pending allotment)	853600	1,012,567,429	16740000	1,242,131	1,407,780	3,704,000
2	Reserves	(1,935,965)	-1,062,388,419	(709,032,496.92)	(1,040,044,606)	(453,065,654)	(25,314,269)
3	Liabilities	1480398.48	2,725,114,473	1424368423.59	1,038,835,991.59	2,045,086,889	21,671,637
4	Total Liabilities	398,034	2,675,293,483	732,075,927	33,516	1,593,429,014	61,368
5	Total Assets	398,034	2,675,293,483	732,075,927	33,516	1,593,429,014	61,368
6	Investments (excluding Subsidiary Companies)	-	-	-	586,982,678	-	-
7	Turnover	-	911,515,795	344,860,616.95	-	-	-
8	Profit Before Taxation	(261,255)	-239,327,963	(70,921,408.80)	(44,243,847)	(677,879)	(2,143,888)
9	Provision for Taxation	-	3,318,278	-	-	-	-
10	Profit After Taxation	(261,255)	(242,646,241)	(70,921,409)	(44,243,847)	(677,879)	(2,143,888)
11	Dividend - Equity	-	-	-	-	-	-
12	Dividend - Preference	-	-	-	-	-	-
13	Proposed Dividend - Equity	-	-	-	-	-	-
14	Proposed Dividend - Preference	-	-	-	-	-	-

Sr. No.	Particulars	Campo Puma Oriente S.A.	Gammon Holdings B.V., Netherlands	Gammon International B.V., Netherlands	Gammon International FZE	Franco Tosi Meccanica SPA**	Gammon Holdings (Mauritius) Limited
	<b>Financial Period ending on</b>	<b>30 Sept 2014</b>	<b>30 Sept 2014</b>	<b>30 Sept 2014</b>	<b>30 Sept 2014</b>	<b>30 Sept 2014</b>	<b>30 Sept 2014</b>
	Currency	USD	EURO	EURO	AED	-	USD
	Exchange rate on the last day of financial year	61.61	78.21	78.21	16.74	-	61.61
1	Share Capital (including share application money pending allotment)	739,320	1,407,780	1,407,780	2,511,000	-	929,571.68
2	Reserves	(2,192,719,099)	(3,119,284,558)	(2,026,833,362)	(221,433,556)	-	(131,756,337)
3	Liabilities	5,793,982,023	6,896,113,137	6,514,504,465	882,028,713	-	2,103,517,453
4	Total Liabilities	3,602,002,244	3,778,236,359	4,489,078,884	663,106,157	-	1,972,690,688
5	Total Assets	3,602,002,244	3,778,236,359	4,489,078,884	663,106,157	-	1,972,690,688
6	Investments (excluding Subsidiary Companies)	2,883,856,081	-	4,305,460,500	-	-	-
7	Turnover	346,282,222	-	-	-	-	-
8	Profit Before Taxation	(393,707,978)	(341,264,614)	(282,574,821)	(7,024,256)	-	(77,759,705)
9	Provision for Taxation	-	-	-	-	-	-
10	Profit After Taxation	(393,707,978)	(341,264,614)	(282,574,821)	(7,024,256)	-	(77,759,705)
11	Dividend - Equity	-	-	-	-	-	-
12	Dividend - Preference	-	-	-	-	-	-
13	Proposed Dividend - Equity	-	-	-	-	-	-
14	Proposed Dividend - Preference	-	-	-	-	-	-

\*\*Following Subsidiary has not been considered in Consolidation

For and on behalf of the Board of Directors

ABHIJIT RAJAN  
Chairman & Managing Director

RAJUL A. BHANSALI  
Executive Director

CHANDRAHAS C. DAYAL  
Director

VARDHAN DHARKAR  
Chief Financial Officer

GITA BADE  
Company Secretary

Mumbai, Dated : 18 December 2014

**Annexure to Information regarding Subsidiary Companies  
Details of Investments as at 30-09-2014**

Sr. No.	Particulars	No. of shares/ Units/ Bonds	Face value	Book value	Quoted / Unquoted
<b>1</b>	<b>Gammon Infrastructure Projects Limited</b>				
	<b>Non Current investment (at cost) :</b>				
	<b>Jointly controlled entity :</b>				
	<b>Fully paid equity shares :</b>				
	SEZ Adityapur Limited	19,000	10	190,000	Unquoted
	Indira Container Terminal Private Limited	50,783,000	10	507,830,000	Unquoted
	Blue Water Iron Ore Terminal Private Limited	3,051,808	10	30,518,080	Unquoted
	Maa Durga Expressway Private Limited	4,900,000	10	49,000,000	Unquoted
	<b>TOTAL</b>			<b>587,538,080</b>	
	<b>Non Current investment (at cost) :</b>				
	<b>Associates Companies :</b>				
	<b>Fully paid equity shares :</b>				
	Eversun Sparkle Maritimes Services Private Limited	2,143,950	10	21,439,500	Unquoted
	Modern Toll Roads	24,470	10	244,700	Unquoted
	Aparna Infraenergy India Private Limited	24,450	10	244,500	Unquoted
	<b>TOTAL</b>			<b>21,928,700</b>	
	<b>Current Investment (at cost)</b>				
	<b>Other Companies</b>				
	ICICI Prudential Liquid - Regular Plan - Growth	65,772	10	13,000,000	Unquoted
<b>2</b>	<b>Gactel Turnkey Projects Limited</b>				
	<b>Current Investment (at cost)</b>				
	<b>Other Companies</b>				
	ING Liquid Fund - Daily Dividend Option	324	10	3,240	Unquoted
	<b>Non Current investment (at cost) :</b>				
	<b>Other Companies</b>				
	National Saving Certificate	7	5000	35,000	Unquoted
	National Saving Certificate	4	1000	4,000	Unquoted
	National Saving Certificate	1	10000	10,000	Unquoted
	<b>TOTAL</b>			<b>52,240</b>	
<b>3</b>	<b>Ansaldoaldiaie boilers India Private Limited</b>				
	<b>Non Current investment (at cost) :</b>				
	<b>Associates Companies :</b>				
	<b>Fully paid equity shares :</b>				
	Ansaldoaldiaie GB Engineering Private Limited	20,000,000	10	200,000,000	Unquoted
<b>4</b>	<b>Campo Puma Oriente S.A.</b>				
	<b>Non Current investment (at cost) :</b>				
	<b>Other Companies</b>				
	Oil Exploration Assets			2,883,856,081	Unquoted
<b>5</b>	<b>P.Van Eerd Beheersmaatsc happij B.V., Netherland</b>				
	<b>Non Current investment (at cost) :</b>				
	<b>Other Companies</b>				
	Fully paid equity shares :				
	Sadelmi S.p.A.			586,982,678	Unquoted
<b>6</b>	<b>Andhra Expressway Limited</b>				
	<b>Current Investment (at cost)</b>				
	<b>Other Companies</b>				
	Birla Mutual Fund - Growth schemes	305,467	10	63,374,164	Unquoted
<b>7</b>	<b>Gammon Road Infrastructure Limited</b>				
	<b>Current Investment (at cost)</b>				
	<b>Other Companies - IHMCL</b>	5,000	10	50,000	Unquoted
<b>8</b>	<b>Rajahmundry Expressway Limited</b>				
	<b>Current Investment (at cost)</b>				
	<b>Other Companies</b>				
	Birla Mutual Fund - Growth schemes	349,104	10	72,445,229	Unquoted
<b>9</b>	<b>Gorakhpur Infrastructure Company Limited</b>				
	<b>Current Investment (at cost)</b>				
	<b>Other Companies</b>				
	ICICI Prudential Liquid - Regular Plan - Growth	667,016	10	130,344,494	Unquoted
<b>10</b>	<b>Kosi Bridge Infrastructure Company Limited</b>				
	<b>Current Investment (at cost)</b>				
	<b>Other Companies</b>				
	HDFC Liquid Fund - Growth scheme	158,917	10	4,128,051	Unquoted
<b>11</b>	<b>Gammon International B.V., Netherland</b>				
	<b>Non Current investment (at cost) :</b>				
	<b>Associates Companies :</b>				
	Fully paid equity shares :				
	Sofinter S.p.A.	78,682,127		4,305,460,500	Unquoted

# INDEPENDENT AUDITOR'S REPORT

To

## **THE BOARD OF DIRECTORS, GAMMON INDIA LIMITED.**

We have audited the accompanying consolidated financial statements of Gammon India Limited ('GIL' or 'the Company') and its Subsidiaries, Joint Ventures and Associates (Gammon Group), which comprise the consolidated Balance Sheet as at 30 September 2014, and the consolidated Statement of Profit and Loss and the consolidated Cash Flow Statement for the period 1 January 2014 to 30 September 2014, and a summary of significant accounting policies and other explanatory information.

### **Management's Responsibility for the Consolidated Financial Statements**

Management is responsible for the preparation of these consolidated financial statements that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Company in accordance with accounting principles generally accepted in India. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

### **Auditor's Responsibility**

Our responsibility is to express an opinion on these consolidated financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by The Institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained and unavailability of audited financial statements and information of material Subsidiaries / Joint Venture detailed hereinafter provides sufficient and appropriate basis for our qualified audit opinion.

### **Basis of Qualified Opinion**

- a. *The accounts of one of the Subsidiaries M/s Franco Tosi Meccanica S.p.A, Italy (FTM) have not been audited since December 2011 for reasons mentioned in note 1(a)(ii) of the financial statements which inter-alia covers the application for pre-insolvency composition agreement with creditors in Italian court and continuous postponement of dates and delays in conclusion of the process of restructuring. In the light of the on-going procedure the Commissioner in charge of the restructuring procedure has not released any financials. The said Subsidiary has not been consolidated in accordance with para 11.b of ('AS-21') "Consolidated Financial Statements" as the management contends that considering the status as detailed in the above referred note the Subsidiary operates under severe restrictions, which significantly impairs its ability to transfer funds to its parent. The said Subsidiary has therefore been accounted as per ('AS-13') "Accounting for Investments". The management has made significant provisions towards diminution in value of investments and the net carrying value of the Investments and the advances towards the said Subsidiary is at ₹ 54.71 Crore. In the absence of financial statements and any indications of the value arising out of the disposal or otherwise on completion of the composition agreement in the Italian courts we are unable to comment upon the adequacy of the provision for diminution in the value of Investment resulting in a net carrying value as aforesaid.*
- b. *In respect of the corporate guarantees issued towards the jobs of FTM as detailed in note 1(a)(ii)(b) the Company has received fresh demand for Euro 21.84 Million ( ₹ 170.80 Crore) against which the Company has made a provision of Euro 4.04 Million ( ₹ 31.59 Crore) towards liabilities arising from demand against some of the corporate guarantees. In respect of the other demand of Euro 17.80 Million ( ₹ 139.21 Crore) in respect of another project no provision is made as the Company is in active negotiation with the clients of the Subsidiary for the cancellation of the demand. In view of the uncertainties involved in the negotiation settling in favour of the Company and the future of the business of FTM we are unable to comment upon possible further liabilities arising from such corporate guarantees.*



- c. *The Auditors of M/s SAE Powerlines S.r.L, Italy (SAE ), a Subsidiary of the Company have expressed their inability to opine on the financial statements in view of the said SAE's ability to operate as a going concern being at risk and the Directors of the said SAE have highlighted the liquidity crisis. The total exposure of the Company in SAE and Atsl Holdings B.V., Netherlands, the Holding Company of SAE towards investments including guarantees towards the acquisition loan taken by SPV and guarantees towards the operating business of SAE is ₹ 328.06 Crore. The Company has made provision for impairment of investments and Loan of ₹ 110.45 Crore and provision for risk and contingencies towards corporate guarantees for acquisition loan of the SPV of ₹ 88.29 Crore resulting in the net exposure of the Company at ₹ 129.32 Crore. Attention is invited to note 1(a)(v) where the Company contends that the carrying value of ₹ 129.32 does not need any provision despite the valuation of the business of SAE by independent valuers indicating an excess carrying value of ₹ 55.02 Crore.*
- d. *The financial statements of the following Associate, Subsidiaries and Joint Ventures are based on un-audited management prepared financial statements as follows.*
- i. *M/s Sofinter S.p.A, Italy, a material Associate whose consolidated financial statements reflect the group's share of loss being ₹ 49.41 Crore,*
  - ii. *M/s Campo Puma Oriente S.A, Panama, a Subsidiary of the Company, whose financial statements reflect Total Assets of ₹ 360.20 Crore, Revenue of ₹ 34.63 Crore and Net Cash Flows of ₹ (1.58) Crore. These financials are signed by one of the Director representing GIL on account of differences between the Group Company and the other Shareholder.*
  - iii. *M/s Ansaldoaldaie Boilers (India) Private Limited, a Subsidiary of the Company, whose financial statements reflect Total Assets of ₹ 103.07 Crore, Revenue of ₹ 6.95 Crore and Net Cash Flows of ₹ (0.34) Crore.*
  - iv. *M/s Gammon Holdings (Mauritius) Limited, a Subsidiary of the Company, whose financial statements reflect Total Assets of ₹ 197.27 Crore, Revenue of ₹ Nil and Net Cash Flows of ₹ (0.13) Crore.*
  - v. *M/s Ansaldoaldaie GB Engineering Private Limited, a Joint Venture of the group, whose financial statements reflect Total Assets of ₹ 65.29 Crore, Revenue of ₹ 3.93 Crore and Net Cash Flows of ₹ (0.38) Crore, the groups share in the Total Assets being ₹ 32.64 Crore, Revenue being ₹ 1.97 Crore and Net Cash Flow being ₹ (0.19) Crore.*
  - vi. *M/s Gammon OJSC Mosmetrostroy, a Joint Venture of the group whose financial statements reflect Total Assets of ₹ 194.15 Crore, Revenue of ₹ 378.16 Crore and Net Cash Flows of ₹ (2.47) Crore, the groups share in the Total Assets being ₹ 99.02 Crore, Revenue being ₹ 192.86 Crore and Net Cash Flow being ₹ 1.26 Crore.*

*Since the Subsidiaries, Joint Ventures and Associates mentioned above are material, the Assets, Revenue and Cash Flow represented in those financial statements are subject to audit.*

*In the absence of audited financial results of the Associate M/s Sofinter detailed above, we reiterate the qualified opinions to the financial statements for the year ended 31 December 2013 of the auditors of the said Sofinter which is referred to in para 1(c)(i) for an amount of Euro 3.00 Million .i.e. ₹ 23.46 Crore regarding recognition of possible claims resulting in trade receivables being overstated by the same amount and consequent effect on profits recognized of Euro 2.10 Million .i.e. ₹ 17.92 Crore as qualified by the said auditors.*

*The auditors of one of the Subsidiaries M/s Gammon & Billimoria LLC, Dubai have qualified their audit opinion regarding receivables of AED 2.70 Million ( ₹ 4.54 Crore) (31 December 2013 AED 2.70 Million ( ₹ 3.93 Crore)), which is due to the Company as a sub-contractor. Since the said Company has back to back terms with the main contractor, the recoverability of the said amounts is dependent on successful outcome of the main contractor's dispute with the client, the auditors are of the opinion that substantial portion of the same should be considered as impaired.*

- e. *The Company's application for managerial remuneration aggregating to ₹ 14.32 Crore for the Chairman and Managing Director has been rejected for the accounting years 2011-2012, 2012-2013 and 9 month period ended December 2013. The Company has preferred appeals for review of the matters with the Central Government for all the years for which the application is rejected. The Chairman and Managing Director has, pending disposal of the review, during the year refunded an amount of ₹ 1.85 Crore, being the excess remuneration for the year ended 2011-2012. The remuneration for the period ended September 2014 of the Chairman and Managing Director is ₹ 4.71 Crore, of which an amount of ₹ 0.94 Crore is pending payment, for which application is being made. Pending the review and appeal of the Company for the accounting periods 2011-2012, 2012-2013, 9 month period ended December 2013 and 30 September 2014 no adjustments have been made for an amount of ₹ 17.18 Crore.*

The auditors of one of the Subsidiaries of the Company, Gammon Infrastructure Projects Limited have qualified their report with respect to two projects where the authorities have unilaterally terminated the Concession Agreement against which these Project SPVs' are taking steps to claim compensation/relief as per the Concession Agreement. The Group's exposure to these projects is ₹ 81.27 Crore. As the outcome of these matters is uncertain, the Auditors are unable to determine the recoverability of said amounts and its consequential impact on the Consolidated Financial Statements.

- f. Attention is invited to Note no 14(e) to the consolidated financial statements where the client of one of the Subsidiary has sought to terminate the contract and also encashed the Bank Guarantees for a total amount of ₹ 65.85 Crore. The liability towards mobilisation advance and interest thereon is ₹ 41.80 Crore. The Company is taking legal advice on the matter including seeking compensation towards the amount spent and recovery of Bank Guarantee. No effects for the same are given in the consolidated financial statements. The Auditors of the Subsidiary have qualified their report on this account.

### Qualified Opinion

In our opinion and to the best of our information and according to the explanations given to us, *except for the possible effects of the matters described in our basis for qualified opinion paragraph*, the consolidated financial statements give a true and fair view in conformity with the accounting principles generally accepted in India:

- A. in the case of the consolidated Balance Sheet, of the state of affairs of the Company as at 30 September 2014;
- B. in the case of the consolidated Statement of Profit and Loss, of the loss for the period from 1 January 2014 to 30 September 2014; and
- C. in the case of the consolidated Cash Flow Statement, of the cash flows for the period from 1 January 2014 to 30 September 2014.

### Emphasis of Matter

- (a) We draw attention to Note no 16(i), (ii) and (iii) of the explanatory notes relating to recoverability of an amount of ₹ 167.23 Crore as at September 2014 under trade receivables in respect of contract revenue where the Company has received arbitration awards in its favour in respect of which the client has preferred an appeal for setting aside the said arbitration awards, recognition of claims while evaluating the jobs of ₹ 451.56 Crore towards work done on account of cost overruns arising due to client delays, changes of scope, deviation in design and other charges recoverable from the client which are pending approval or certification by the client and ₹ 123.80 Crore where the Company is confident of recovery based on advanced stage of negotiation and discussion. The recoverability is dependent upon the final outcome of the appeals and negotiations getting resolved in favour of the Company.

The Company has cash losses from operations after reducing the interest payments and has unabsorbed losses as per consolidated financial statements to the tune of ₹ 2,591.25 Crore. These conditions, along with other matters as set forth in Note 32 of the Consolidated Financial Statements, indicate the existence of an uncertainty as to timing and realisation of cash flow. The auditors of six of the Subsidiaries and one of the Joint Ventures of the Group have also made an emphasis of matter on similar lines.

We draw attention to Note No 1(c)(i)(b) relating to the exposure of ₹ 197.16 Crore towards acquisition of further stake of 35% in Sofinter. The transfer of shares to be done as detailed in the aforesaid note is essential to support the exposure of the Company towards the funded and non-funded exposure for the additional 35% equity stake in Sofinter.

We also invite attention to Note 1(c)(i) in case of Sofinter S.p.A. where the management has made assertions about the investment and reasons why the same does not require any provision towards diminution in the value of investment and loans provided. Relying on the assertions and on the further acquisition of interest in M/s Sofinter as detailed in the aforesaid note no adjustments have been made in the financials towards possible impairment.

- (b) The auditors of one of the Subsidiary Gammon Infrastructure Projects Limited (GIPL) have made an Emphasis of Matter regarding
- (i) unilateral termination and closure of Concession in a project, which is subject to pending litigations / arbitrations at various forums which may impact the carrying value of assets of the project assets. The GIPL Group's exposure towards the said project is of ₹ 17.87 Crore and a corporate guarantee of ₹ 7.97 Crore,
- (ii) In relation to intention to exit one of the hydro power projects in Himachal Pradesh and seeking a claim of an amount against the amount spent on the project. The GIPL Group's project has cited reasons for non-continuance on account of reasons beyond its control. The GIPL Group is negotiating with its client for an amicable settlement on beneficial terms. The GIPL Group's exposure towards the said project is of ₹ 67.31 Crore and

- (iii) regarding the excess remuneration to the extent of ₹ 2.09 Crore, paid to the managerial persons beyond the limits specified in schedule XIII to the Companies Act 1956 / Schedule V to the Companies Act 2013. The said amount has been charged to statement of profit and loss for the period. The excess amount is subject to approval from the Central Government.

Pending conclusion of the matters, no adjustments have been made in the Consolidated Financial Statements.

- (c) The auditors of one of the Associates which forms a material component had qualified their report for the 12 month period ended 31 December 2013 relating to certain receivables from one of the affiliates of the said Associate. Subsequently the said Associate has received a binding offer as detailed in note no 1(c)(i)(d) for the sale of the affiliate, which is subject to certain clearances. Pending the sale materialising the Associate has retained the aforesaid receivable to the extent of the offer made and has charged off the balance receivables to its income statement.

#### **Other Matters**

- (a) We did not audit the financial statement of Nagpur branch included in the standalone financial statements of the Company whose financial statements reflect Total Assets of ₹ 1751.16 Crore as at 30 September 2014 and Total Revenues of ₹ 1051.74 Crore for the year ended on that date, as considered in the standalone financial statements. The financial statements of these branches have been audited by the branch auditors whose reports have been furnished to us, and our opinion in so far as it relates to the amounts and disclosures included in respect of these branches, is based solely on the report of such branch auditors.

- (b) We did not audit the financial statements of

- (i) Certain Subsidiaries whose financial statements reflect Total Assets of ₹ 7285.43 Crore as at 30 September 2014, Total Revenue of ₹ 490.59 Crore and Cash Flows of ₹ 72.97 Crore for the 9 month period from 1 January 2014 to 30 September 2014;

Certain Joint Venture Companies whose financial statements reflect Total Assets of ₹ 796.95 Crore as at 30 September 2014, Total Revenue of ₹ 133.08 Crore and Cash Flows amounting to ₹ 11.77 Crore for the 9 month period from 1 January 2014 to 30 September 2014, the Company's share of such Assets, Total Revenue and Total Cash Flows being ₹ 411.79 Crore, ₹ 79.69 Crore and ₹ 7.03 Crore respectively and

- (ii) Certain Associates, the Company's share in the profit of such Associates being ₹ 0.06 Crore for the 9 month period from 1 January 2014 to 30 September 2014.

The above-mentioned financial statements have been audited by other auditors whose reports have been furnished to us, and our opinion is based solely on the report of other auditors. The Subsidiaries referred in para (a)(i) above do not include the standalone financial statements of Gammon Infrastructure Projects Limited where the audit has been conducted by us as the Joint Auditors.

- (c) The financial statements of certain Subsidiaries whose financial statements reflect Total Assets of ₹ 660.58 Crore as at 30 September 2014, Total Revenue of ₹ 41.58 Crore and Cash Flows of ₹ (1.39) Crore for the 9 month period from 1 January 2014 to 30 September 2014, certain Joint Ventures whose financial statements reflect Total Assets of ₹ 275.26 Crore as at 30 September 2014, Total Revenue of ₹ 385.29 Crore and Cash Flows of ₹ 2.16 Crore for the 9 month period from 1 January 2014 to 30 September 2014, the Company's share of such Assets, Revenue and Cash Flows being ₹ 142.25 Crore, ₹ 197.71 Crore and ₹ 1.13 Crore respectively, Associates in which the Company's share in the profit of such Associates being ₹ (49.58) Crore are based on unaudited financial statements are based on unaudited financial statements certified by the respective Managements or Director of the said entities as detailed in our basis of qualified opinion.

For **Natvarlal Vepari & Co.**

Firm Registration Number:106971W

Chartered Accountants

**N Jayendran**

M. No. 40441

Partner

Mumbai, Dated : 18 December 2014



# CONSOLIDATED BALANCE SHEET

AS AT 30 SEPTEMBER 2014

(₹ in Crore)

Particulars	Note No.	As At 30 Sep 2014	As At 31 Dec 2013
<b>EQUITY AND LIABILITIES</b>			
<b>Shareholders' Funds</b>			
Share Capital	2	27.50	27.50
Reserves and Surplus	3	(351.65)	245.88
		(324.15)	273.38
<b>Minority Interest</b>			
		455.05	258.34
<b>Non-Current Liabilities</b>			
Long Term Borrowings	4	8,318.01	8,399.36
Deferred Tax Liabilities (Net)	5	4.04	130.00
Other Long Term Liabilities	6	4,401.44	756.70
Long Term Provisions	7	48.90	306.73
		12,772.39	9,592.79
<b>Current Liabilities</b>			
Short Term Borrowings	8	1,988.18	2,020.66
Trade Payables	9	1,668.55	1,973.24
Other Current Liabilities	10	2,374.30	2,157.81
Short Term Provisions	7	257.37	296.28
		6,288.40	6,447.99
<b>TOTAL</b>		<b>19,191.69</b>	<b>16,572.50</b>
<b>ASSETS</b>			
<b>Non-Current Assets</b>			
<b>Fixed Assets</b>			
Tangible Assets	11	1,296.31	2,238.28
Intangible Assets	11	5,951.35	2,221.56
Capital Work In Progress	11A	247.86	210.91
Intangible Assets under Development	11B	2,427.31	2,207.49
		9,922.83	6,878.24
Goodwill on Consolidation	11C	145.69	138.99
Non-Current Investments	12	768.47	818.75
Long Term Loans and Advances	13	753.88	818.80
Long Term Trade Receivable	16	812.84	867.30
Deferred Tax Assets	5	179.36	135.54
Other Non-Current Assets	14	156.29	150.91
		12,739.36	9,808.52
<b>Current Assets</b>			
Current Investments	12	35.73	26.14
Inventories	15	1,966.95	2,100.48
Property Development	15A	1,752.74	1,619.32
Trade Receivables	16	1,384.13	1,592.70
Cash and Cash Equivalents	17	278.62	248.81
Short Term Loan and Advances	13	740.76	912.75
Other Current Assets	14	293.40	263.78
		6,452.33	6,763.98
<b>TOTAL</b>		<b>19,191.69</b>	<b>16,572.50</b>

**Statement of significant accounting policies and explanatory notes forms an integral part of the Consolidated Financial Statements**

As per our report of even date  
For Natvarlal Vepari & Co.  
Chartered Accountants  
Firm Registration No. 106971W

N Jayendran  
Partner  
M.No. 40441

Mumbai, Dated : 18 December 2014

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For and on behalf of the Board of Directors

ABHIJIT RAJAN  
Chairman & Managing Director  
CHANDRAHAS C. DAYAL  
Director

RAJUL A. BHANSALI  
Executive Director  
VARDHAN DHARKAR  
Chief Financial Officer

GITA BADE  
Company Secretary

Mumbai, Dated : 18 December 2014

# CONSOLIDATED STATEMENT OF PROFIT AND LOSS

## FOR NINE MONTHS ENDED 30 SEPTEMBER 2014

(₹ in Crore)

Particulars	Note No.	Jan - Sep 2014	Apr - Dec 2013
<b>Total Revenue</b>			
Revenue from Operations (Net)	18	3,763.25	4,820.08
Other Operating Revenue	19	79.36	112.34
Other Income	20	58.32	46.34
		<b>3,900.93</b>	<b>4,978.76</b>
<b>Expenses</b>			
Cost of Material Consumed	21	1,361.74	1,669.46
Purchase of Stock in Trade	22	166.48	146.51
Change in Inventory - WIP and FG	23	15.17	395.95
Subcontracting Expenses		887.43	1,043.30
Employee Benefit Expenses	24	429.85	577.72
Foreign Exchange (Gain) / Loss	25	29.58	(27.31)
Finance Costs	26	699.25	683.54
Depreciation and Amortisation	27	275.17	273.01
Other Expenses	28	759.15	1,134.62
		<b>4,623.82</b>	<b>5,896.80</b>
<b>Profit / (Loss) Before Exceptional and Extraordinary Items</b>		<b>(722.89)</b>	<b>(918.04)</b>
Exceptional Items	38	-	(18.50)
<b>Profit / (Loss) Before Tax and Share in Associates</b>		<b>(722.89)</b>	<b>(936.54)</b>
<b>Tax Expenses</b>			
Current Income Tax		21.32	21.58
Mat Credit Entitlement		11.46	(2.29)
Deferred Tax		(45.03)	(143.59)
Prior year Tax Adjustments		0.11	1.01
		<b>(12.14)</b>	<b>(123.29)</b>
<b>Profit / (Loss) before Minority Interest and Share in Associates</b>		<b>(710.75)</b>	<b>(813.25)</b>
Profit / (Loss) in Associates		(49.47)	(3.68)
Transferred to Minority Interest		31.34	55.07
Profit / (Loss) of Sale / Dilution of Investments		-	-
<b>Profit / (Loss) After Tax For The Year</b>		<b>(728.88)</b>	<b>(761.86)</b>
<b>Earning Per Equity Share</b>	<b>31</b>		
Face Value per Share		2.00	2.00
Basic EPS		(53.68)	(56.11)
Diluted EPS		(53.68)	(56.11)

**Statement of significant accounting policies and explanatory notes forms an integral part of the Consolidated Financial Statements**

As per our report of even date  
For Natvarlal Vepari & Co.  
Chartered Accountants  
Firm Registration No. 106971W

N Jayendran  
Partner  
M.No. 40441

Mumbai, Dated : 18 December 2014

For and on behalf of the Board of Directors

ABHIJIT RAJAN  
Chairman & Managing Director  
CHANDRAHAS C. DAYAL  
Director

RAJUL A. BHANSALI  
Executive Director  
VARDHAN DHARKAR  
Chief Financial Officer

GITA BADE  
Company Secretary

Mumbai, Dated : 18 December 2014

# CASH FLOW STATEMENT

FOR THE NINE MONTHS ENDED 30 SEPTEMBER 2014

(₹ in Crore)

	Jan - Sep 2014	Apr - Dec 2013
<b>A CASH FLOW FROM OPERATING ACTIVITIES</b>		
<b>Net Profit Before Tax and Extraordinary Items</b>	<b>(722.89)</b>	<b>(936.54)</b>
Adjustments for :		
Depreciation	275.17	273.01
(Profit) / Loss on Sale of Assets	(20.81)	(1.73)
(Profit) / Loss on Sale of Investments	(1.49)	(2.28)
Dividend Income	(0.10)	(0.21)
Interest Income	(21.62)	(20.93)
Interest Expenses	699.25	683.54
Foreign Exchange loss / gain	36.60	3.39
Provision for Periodic Maintenance	35.16	37.53
Provision for Diminution in value of Investment	-	0.21
Provision towards Investments in Intangible Assets	(2.71)	40.69
Exceptional Items	-	18.50
Provision for Doubtful Debt	11.76	103.88
Bad Debts Written off	2.88	9.92
Provision for Contingency	55.88	-
	<b>1,069.97</b>	<b>1,145.51</b>
<b>Operating Profit Before Working Capital Changes</b>	<b>347.08</b>	<b>208.98</b>
Effect of Foreign Currency Translation of Cash Flows	0.01	(3.16)
Trade and Other Receivables	15.55	70.49
Inventories	(110.51)	57.72
Trade Payables and Working Capital Finance	206.89	(111.84)
Loan and Advances	7.24	(104.31)
	<b>119.17</b>	<b>(91.11)</b>
Cash Generated From The Operations	<b>466.25</b>	<b>117.87</b>
Direct Taxes paid	<b>(281.17)</b>	<b>(112.54)</b>
<b>Net Cash from Operating Activities</b>	<b>185.08</b>	<b>5.32</b>
<b>B CASH FLOW FROM INVESTMENT ACTIVITIES</b>		
Purchase of Fixed Assets	(256.11)	(471.44)
Sale of Fixed Assets	37.99	7.31
Cash and Bank balance reduced due to Stake Change	(19.11)	(212.34)
Loans Given to Subsidiaries, Associates and Others	(13.03)	(23.05)
Loans Refund from Subsidiaries, Associates and Others	3.26	2.21
Other Bank Balances	35.81	61.42
Purchase of Investments :		
Subsidiary, Joint Ventures and Associates	(8.09)	(119.94)
Others	(281.59)	(566.39)
Sale of Investments :		
Subsidiary, Joint Ventures and Associates	-	-
Others	217.63	489.99
(Acquisition) / Reduction of Stake in Subsidiaries	(6.71)	26.45
Interest received	73.08	27.63
Dividend received	0.10	0.21
<b>Net Cash from Investment Activities</b>	<b>(216.77)</b>	<b>(777.95)</b>

	Jan - Sep 2014	Apr - Dec 2013
<b>C CASH FLOW FROM FINANCING ACTIVITIES</b>		
Interest Paid	(502.52)	(474.97)
Minority Interest Contribution	138.34	(19.16)
Dividend Paid (Including Tax)	(0.02)	(3.79)
Proceeds from Promoter Contribution	-	100.00
Proceeds from Long Term Borrowings	447.34	920.22
Repayment of Long Term Borrowings	(229.80)	(12.79)
Proceeds from / (Repayment of) Short Term Borrowings	(36.42)	215.75
Foreign Currency Translation Reserve	7.65	(2.91)
Movement in Other Reserves	22.40	(93.14)
Proceeds from issue of Share Capital and Share Premium	250.48	0.25
<b>Net Cash from Financing Activities</b>	<b>97.43</b>	<b>629.46</b>
<b>NET INCREASE IN CASH AND CASH EQUIVALENTS</b>	<b>65.74</b>	<b>(143.17)</b>
Balance as on 31 Dec 2013 / 31 March 2013	189.71	332.96
Balance as on 30 Sep 2014 / 31 Dec 2013	255.45	189.79
<b>NET INCREASE IN CASH AND CASH EQUIVALENTS</b>	<b>65.74</b>	<b>(143.17)</b>
<i>Note: Figure in brackets denote outflows</i>		
	<b>As at 30 Sep 2014</b>	<b>As at 31 Dec 2013</b>
Cash and Cash Equivalents	255.33	189.71
Effect of Exchange Rate Changes	0.12	0.08
Balance Restated above	255.45	189.79

**Statement of significant accounting policies and explanatory notes forms an integral part of the Consolidated Financial Statements**

As per our report of even date  
For Natvarlal Vepari & Co.  
Chartered Accountants  
Firm Registration No. 106971W

N Jayendran  
Partner  
M.No. 40441

Mumbai, Dated : 18 December 2014

For and on behalf of the Board of Directors

ABHIJIT RAJAN  
Chairman & Managing Director  
CHANDRAHAS C. DAYAL  
Director

RAJUL A. BHANSALI  
Executive Director  
VARDHAN DHARKAR  
Chief Financial Officer

GITA BADE  
Company Secretary

Mumbai, Dated : 18 December 2014

# SIGNIFICANT ACCOUNTING POLICIES

## AND NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### A ACCOUNTING POLICIES

#### 1 Principles of Consolidation :

The Consolidated Financial Statements have been prepared to comply in all material respects with the notified accounting standards by the Companies Accounting Standards Rules, 2006 and the relevant provisions of the Companies Act, 1956 read with the General Circular 15/2013 dated 13 September 2013 of The Ministry of Corporate Affairs in respect of Section 133 of the Companies Act, 2013. The Consolidated Financial Statements have been prepared under the historical cost convention, on an accrual basis of accounting. The Consolidated Financial Statements comprise the financial statements of GAMMON INDIA LTD. ("the Company") and its Subsidiary Companies (the Company and its Subsidiaries are hereinafter referred to as 'the Group'), Associates and Joint Ventures in the form of jointly controlled entities. The Consolidated Financial Statement has been prepared on the following basis:

##### (a) Interests in Subsidiaries :

The Financial Statements of the Company and its Subsidiary Companies have been combined on a line by line basis by adding the book values of like items of assets, liabilities, income and expenses, after fully eliminating intra-group balances and intra-group transactions resulting in unrealized profits or losses as per Accounting Standard ('AS-21') "Consolidated Financial Statements" issued by The Institute of Chartered Accountants of India.

The Consolidated Financial Statements have been prepared using uniform policies for like transactions and other events in similar circumstances and are presented to the extent possible in the same manner as the Company's separate financial statements.

The excess of cost of investments of the Company over its share of equity in the Subsidiary is recognised as goodwill. The excess of share of equity of Subsidiary over the cost of investments is recognised as capital reserve.

The revenue related to construction services in respect of the BOT contracts, which are governed by Service concession agreements with government authorities (grantor), is considered as exchanged with the grantor against toll collection rights / annuities receivable, profit from such contracts is considered as realized. Accordingly, BOT contracts awarded where work is subcontracted within the group, the inter group transactions on BOT contracts and the profits arising thereon are taken as realised and not eliminated.

##### (b) Interests in Joint Ventures :

The Company's interests in Joint Ventures in the nature of Jointly controlled entities are included in these Consolidated Financial Statements using the proportionate consolidation method as per the Accounting Standard ('AS-27') "Financial Reporting of Interests in Joint Ventures" issued by The Institute of Chartered Accountants of India. The group combines its share of each of the assets, liabilities, income and expenses of the Joint Venture with similar items, on a line by line basis.

##### (c) Investment in Associates :

Investments in Associate Companies are accounted under the equity method as per the Accounting Standard ('AS -23') "Accounting for Investments in Associates in Consolidated Financial Statements" issued by The Institute of Chartered Accountants of India.

Under the equity method, the Investment in Associates is carried in the balance sheet at cost plus post acquisition changes in the Group's share of Net Assets of the Associate. The income statement reflects the Group's share of the results of operations of the Associates.

The excess of the Company's cost of investment over its share of Net Assets in the Associate on the date of acquisition of investment is accounted for as goodwill. The excess of the Company's share of Net Assets in the Associate over the cost of its investment is accounted for as capital reserve.

Goodwill / Capital Reserve is included / adjusted in the carrying amount of the investment.

#### 2 Use of Estimates :

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions to be made that affect the reported amount of assets and liabilities and disclosure of contingent liabilities on the date of financial statements and the reported amount of revenues and expenses during the reporting period. Difference between the actual results and estimates are recognized in the period in which the results are known.

### 3 Revenue Recognition :

(a) On Construction Contracts :

Long-term contracts including Joint Ventures are progressively evaluated at the end of each accounting period. On contracts under execution which have reasonably progressed, profit is recognised by evaluation of the percentage of work completed at the end of the accounting period, whereas, foreseeable losses are fully provided for in the respective accounting period. The percentage of work completed is determined by the expenditure incurred on the job till each review date to total expected expenditure of the job.

Additional claims (including for escalation), which in the opinion of the Management are recoverable on the contract, are recognised at the time of evaluating the job.

- (b) In case of certain high end boilers the milestones method is used for the measurement of the stage of completion, so as to ensure greater compliance of the valuation in the financial statements with respect to the effective stage of completion of the activities
- (c) On supply of materials related to the transmission towers, revenue is recognized upon the delivery of goods to the client in accordance with the terms of contract. Sales include excise duty and other receivable from the customers but exclude VAT, wherever applicable.
- (d) Revenue from providing services are recognized in income statement at the moment said services are completed. As for works in progress, they are measured based on the status of completion of work. Whenever the results of the agreement cannot be reliably evaluated, revenues are recognized only to the extent that costs are deemed to be recoverable.
- (e) Insurance claims are accounted for on cash basis.
- (f) On Infrastructure Development Business :

(i) Annuity and Toll Receipts :

The toll fees collection from the users is accounted when the amount is due and recovered.

The cash compensation on account of multiple entries of cars has been accounted on accrual basis as per the order of Government of Kerala for which Supplementary Concession Agreement is being worked out between the Government of Kerala, Greater Cochin Development Authority and Cochin Bridge Infrastructure Company Limited (a Subsidiary of the Company).

The annuity income earned from Build, Operate, Transfer ('BOT') projects is recognised on a time basis over the period during which the annuity is earned. Revenues from bonus and other claims are recognised upon acceptance from customer /counterparty.

(ii) Berth Operations :

Revenue by way of berth hire charges, dust suppression charges, cargo handling charges, plot rent, wharf age, barge freight, other charges etc. are recognised on an accrual basis and is billed as per the terms of the contract with the customers at the rates approved by Tariff Authority for Marine Ports (TAMP) as the related services are performed.

Other operating income is recognised on an accrual basis when the same is due.

(g) Cargo freight income :

Cargo freight income is recognized at the time of booking of the consignment and is being accounted net of rebates, discounts and booking commission.

- (h) Revenue for design and assemblies are recognized on the basis of work progress reports provided for each contract.
- (i) Interest income is recognised on time proportion method basis taking into account the amounts outstanding and the rate applicable.
- (j) Dividend Income is accounted when the right to receive the same is established.

#### **4 Turnover :**

Turnover represents work certified upto and after taking into consideration the actual cost incurred and profit evaluated by adopting the percentage of the work completion method of accounting.

Turnover in respect of the BOT contracts, governed by Service concession agreements with government authorities (grantor), is considered as exchanged with the grantor against toll collection rights / annuities receivable and not eliminated.

Turnover also includes the revenue from the supply of material in the transmission tower contracts in accordance with the terms of contract and revenues in respect of the infrastructure development business.

#### **5 Research and Development Expenses :**

The Costs of research are charged at the moment they are borne.

The Costs for development in relation to a specific project are capitalized only when the Company is able to show the technical possibility of carrying out the intangible asset in order to make it available for use and sale, its intention to make it available for use and sale, the modalities the activity can provide for future economic benefits, the availability of technical, financial, as well as any other kind of resources in order to carry out development and its capacity to reliably assess the cost attributable to the activity during its development.

After the original recognition, the costs of development are assessed net of the corresponding quotas of amortization and of the impairment loss. Further capitalized costs for development are amortized with reference to the period of time where it is expected that the project thereof will produce revenue for the Company.

#### **6 Joint Venture :**

- (a) Joint Venture Contracts under Consortium are accounted as independent contracts to the extent of work completion.
- (b) In Joint Venture Contracts under Profit Sharing Arrangement, services rendered to Joint Ventures are accounted as income on accrual basis, profit or loss is accounted as and when determined by the Joint Venture and net Investment in Joint Venture is reflected as investments or loans and advances or current liabilities.

#### **7 Employee Retirement Benefits :**

The Companies of the Group have both defined contribution plans and defined benefit plans.

Retirement benefits in the form of provident fund and superannuation is a defined contribution scheme and contributions are charged to the Profit and Loss Account for the year / period when the contributions are due.

Gratuity a defined benefit obligation is provided on the basis of an actuarial valuation made at the end of each year / period on projected Unit Credit Method.

Leave encashment is recognised on the basis of an actuarial valuation made at the end of each year on projected Unit Credit Method.

Actuarial gains / losses are immediately taken to Profit and Loss account and are not deferred.

In case of certain Subsidiaries and a Joint Venture the entitlement of employee's retirement benefit is based upon the employee's final salary and length of service, subject to the completion of a minimum service period based on the laws of the respective country. The expected costs of these benefits are accrued over the period of employment. The terminal benefits are paid to employees' on their termination or leaving employment. Accordingly, the Company does not expect settlement against terminal benefit obligation in the near future.

#### **8 Fixed Assets**

Fixed Assets are valued and stated at cost of acquisition less accumulated depreciation thereon. Revalued assets are stated at the revalued amount. Cost comprises the purchase price and any attributable cost of bringing the asset to its working condition of its intended use. Borrowing costs relating to acquisition of fixed assets which take a substantial period of time to get ready for its intended use are also included to the extent they relate to the period till such assets are ready to be put to use.



Assets held by virtue of financial lease agreements, through which the risks and benefits associated with ownership thereof are essentially transferred to the Group, are recognised as Group assets and accounted for at their current value or, if lower, the current value of the minimum payments due for the leasing, including any sum to be paid for exercising the purchase option. The corresponding liability to the lessor is represented in the accounts under financial payables.

Capital Work In Progress represents the costs incurred on project activity till completion of the project. It includes all direct material, labour and sub-contracting costs and those indirect costs related to constructions that are identifiable with or allocable to the project including borrowing costs.

#### **Depreciation and Amortization :**

##### **Indian Operations**

Depreciation for the accounting period is provided on :

- (a) Straight Line Method, for assets purchased after 2-4-1987, at the rates and in the manner specified in Schedule XIV to the Companies Act, 1956.
- (b) Written down Value Method, for assets acquired on or prior to 2-4-1987, at the rates as specified in Schedule XIV to the Companies Act, 1956.
- (c) Depreciation on revalued component of the assets is withdrawn from the Revaluation Reserve.
- (d) The depreciation on assets used for construction has been treated as period cost.
- (e) The Infrastructure Projects Assets are amortized over a period of the rights given under the various Concession Agreements to which they relate.
- (f) Expenses incurred by the Company on periodic maintenance (required to be incurred by it in the 5<sup>th</sup>, 10<sup>th</sup> and 15<sup>th</sup> year as per the Contract with NHAI) are capitalised on the completion of said activity as the same enhances the useful life of the project. These costs are amortised over the period up to which the next periodic maintenance is due. The periodic maintenance of 15<sup>th</sup> year is written off over the balance concession period.

##### **Overseas Operations**

Depreciation is charged on a straight line basis over the useful life of the assets or as prescribed as per the relevant local laws of such country. Where the asset being depreciated is made up of distinctly identifiable elements, whose useful life significantly differs from that of the other parts the depreciation is provided separately in accordance with the component approach.

The estimated useful lives of the assets for calculating depreciation are as follows :

<b>Asset</b>	<b>From</b>	<b>To</b>
Building	20 Years	40 Years
Plant and Machinery	3 Years	20 Years
Computer	3 Years	7 Years
Furniture and Fixtures	3 Years	10 Years
Office Equipment	2 Years	15 Years
Motor Vehicles	3 Years	8 Years
Temporary Site Office	2 Years	8 Years

##### **Intangible Assets :**

Intangible assets are amortised over the period of the useful life of the rights and it begins when the asset is available for use. Intangible assets of infinite useful lives are not amortized but subject to impairment test, on an annual basis.

Intangible assets are represented by non-monetary elements, identifiable and lacking physical consistency, controllable and capable of generating future economic benefits. These elements are recorded at purchase and / or production cost, inclusive of any directly attributable expenses for preparing the asset for use, net of accumulated amortisation and any impairment losses.



Intangible assets also represents the concession rights in relation to toll roads to collect toll fees for improvement, operations and maintenance, rehabilitation and strengthening of existing 2 lane road and widening to 4 lane divided carriageway from Km. 539.500 to Km. 440.000 (Vadape-Gonde Section) of NH-3 on Build, Operate and Transfer (BOT) basis in the State of Maharashtra. Such costs include all construction costs including sub-contract costs and other costs attributable to the said project asset including borrowing costs and the proportionate cash payout (negative grant) at the end of concession period to NHAI.

Hitherto the amortisation of intangible assets arising out of service concession agreements was based on units of usage method i.e. on the number of vehicles expected to use the project facility over the concession period as estimated by the management. During the year, based on notification dated 17 April 2012 issued by The Ministry of Corporate Affairs, the Company has changed the method of amortisation of intangible assets arising out of service concession agreement prospectively. Effective 1 April 2012 the amortisation is in proportion to the revenue earned for the period to the total estimated toll and annuity revenue i.e. expected to be collected over the balance concession period. Had the Company followed the earlier method, the amortisation would have been higher by ₹ 1.85 Crore.

#### **9 Impairment of Assets :**

On annual basis Company makes an assessment of any indicator that may lead to impairment of assets. An asset is treated as impaired when the carrying cost of asset exceeds its recoverable value. Recoverable amount is higher of an asset's net selling price and its value in use. Value in use is the present value of estimated future cash flows expected to arise from the continuing use of an asset and from its disposal at the end of its useful life.

An impairment loss is charged to the Profit and Loss Account in the year in which an asset is identified as impaired. The impairment loss recognized in prior accounting period is reversed if there has been a change in the estimate of recoverable amount.

#### **10 Investments :**

Investments are classified as current and long term investments. Investments that are readily realisable and intended to be held for not more than a year are classified as current investments. All other investments are classified as long-term investments. Current investments are carried at lower of cost and fair value determined on an individual investment basis. Long-term investments are carried at cost. However, provision for diminution in value is made to recognise a decline other than temporary in the value of long term investments.

Investments in Associates are accounted under Equity Method as per Accounting Standard ('AS 23') "Accounting for Investments in Associates in Consolidated Financial Statements" issued by The Institute of Chartered Accountants of India.

#### **11 Inventories :**

- (a) In case of the Indian Operations, the Stores and Construction Materials are valued and stated at lower of cost or net realisable value. The Weighted Average method of inventory valuation is used to determine the cost. Raw materials are valued at cost, net of Excise duty and Value Added Tax, wherever applicable. Stores and spares, loose tools are valued at cost except unserviceable and obsolete items that are valued at estimated realizable value thereof.
- (b) Work In Progress on construction contracts reflects value of material inputs and expenses incurred on contracts including estimated profit in evaluated jobs.
- (c) Work in progress from manufacturing operation is valued at cost and Costs are determined on Weighted Average method.
- (d) Finished Goods are valued at cost or net realizable value, whichever is lower. Costs are determined on Weighted Average method except in case of overseas operations and an Indian Subsidiary where the finished goods are valued on Weighted Average Cost basis.
- (e) In case of the overseas Operations and an Indian Subsidiary, the Stores and spares and Construction materials are valued at Weighted Average Cost basis.
- (f) Works in progress for service contracts are measured based on the status of completion of work. Whenever the results of the agreement cannot be reliably evaluated, revenues are recognized only to the extent that costs are deemed to be recoverable. The costs for purchasing goods and services are recognized in the income statement on accrual basis and develop into decreases in economic benefits, which occur in the form of cash outflows, or of impairment of assets or incurring liabilities.

## 12 Foreign Currency Translation :

### Initial Recognition :

Transactions in foreign currencies are recorded at the exchange rate prevailing on the date of transactions. Fixed Assets acquired in foreign currencies are translated at the rate prevailing on the date of Bill of Lading.

### Conversion :

Current Assets and Current Liabilities are translated at the year end rate or forward contract rate.

### Exchange Differences :

- (a) Any Gain or Loss on account of exchange difference either on settlement or translation is recognized in the Profit and Loss Account.
- (b) The exchange gain / loss on long term loans to non integral operations being Subsidiaries are restated to Foreign Exchange Translation Reserve Account and will be transferred to the profit and loss account in the year when the disposal of or otherwise transfer of the operations are done.

### Translation :

- (a) The transactions of Oman branch are accounted as a non-integral operation. The related exchange difference on conversion is accounted under Foreign Currency Translation Reserve Account.
- (b) The transactions of branches at Kenya, Nigeria, Bhutan and Algeria are accounted as integral operation.
- (c) The conversion of component financial statements expressed in foreign currency are as follows:
  - (i) the assets and liabilities are converted using the exchange rates in effect as of the balance sheet date;
  - (ii) the income and expenditure are converted using the average exchange rate for the period / year;
  - (iii) the "Foreign Exchange Translation Reserve" comprises both the exchange differences generated by the conversion of the economic quantities using a rate other than the closing one and those generated by the conversion of the opening shareholders' equities at an exchange rate other than the closing one for the reporting period;
  - (iv) goodwill and adjustments deriving from the fair value linked to the acquisition of a foreign entity are treated as assets and liabilities of the foreign entity and converted using the period end exchange rate.
- (d) In line with notification of the Companies (Accounting Standards) Amendment Rules 2011 issued by Ministry of Corporate Affairs on 31 March 2011 amending Accounting Standard ('AS - 11') "The Effects of Changes in Foreign Exchange Rates (revised 2003)", the Company has chosen to exercise the option under para 46 inserted in the standard by the notification. Accordingly, exchange differences on all long term monetary items, with retrospective effect from 01 April 2007, are :
  - (i) To the extent such items are used for the acquisition of a depreciable capital asset are added to / deducted from the cost of the asset and depreciated over the balance life of the asset.
  - (ii) In other cases accumulated in the "Foreign Currency Monetary Item Translation Difference Account" and amortised to the Profit and Loss account over the balance life of the long term monetary item but not beyond March 31, 2012

## 13 Borrowing Cost :

Borrowing costs directly attributable to the acquisition or construction of qualifying assets are capitalized. Other borrowing costs are recognized as expenses in the period in which they are incurred. In determining the amount of borrowing costs eligible for capitalization during a period, any income earned on the temporary investment of those borrowings is deducted from the borrowing costs incurred.

## 14 Employee Stock Option Scheme :

Employee stock options are evaluated and accounted on intrinsic value method as per the accounting treatment prescribed under Guidance Note on "Accounting for Employee Share-based Payments" issued by the ICAI read with SEBI (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 issued by Securities and Exchange Board of India.

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Accordingly the excess of market value of the stock options as on the date of grant over the exercise price of the options is recognized as deferred employee compensation and is charged to Profit and Loss account on graded vesting basis over the vesting period of the options. The unamortised portion of the deferred employee compensation is reduced from Employee Stock Option Outstanding which is shown under Reserves and Surplus.

## **15 Taxation :**

Tax expenses comprise Current Tax and Deferred Tax. Current Income Tax is measured at the amount expected to be paid to the tax authorities in accordance with the Indian Income Tax Act.

Deferred income taxes reflects the impact of current year timing differences between taxable income and accounting income for the year and reversal of timing differences of earlier years. Deferred Tax is measured based on the tax rates and the tax laws enacted or substantively enacted at the balance sheet date. Deferred Tax Assets and Deferred Tax Liabilities are offset, if a legally enforceable right exists to set-off Current Tax Assets against Current Tax Liabilities and the Deferred Tax Assets and the Deferred Tax Liabilities related to the taxes on income levied by same governing taxation laws. Deferred Tax Assets are recognised only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realised. In situations where the Company has unabsorbed depreciation or carry forward tax losses, all deferred tax assets are recognised only if there is virtual certainty supported by convincing evidence that they can be realised against future taxable profits.

At each balance sheet date the Company re-assesses unrecognised deferred tax assets. It recognises unrecognised Deferred Tax Assets to the extent that it has become reasonably certain or virtually certain, as the case may be, that sufficient future taxable income will be available against which such Deferred Tax Assets can be realised.

Few Subsidiaries are eligible for 100% tax holiday under Section 80-IA of the Income Tax Act, 1961. As a result, timing differences arising and reversing during the tax holiday period are not recognized by the Company.

Minimum Alternative Tax ('MAT') credit is recognised as an asset only when and to the extent there is convincing evidence that the Company will pay normal income tax during the specified period. In the year in which the MAT credit becomes eligible to be recognized as an asset in accordance with the recommendations contained in Guidance Note issued by The Institute of Chartered Accountants of India, the said asset is created by way of a credit to the Profit and Loss account and shown as MAT Credit Entitlement. The Company reviews the same at each balance sheet date and writes down the carrying amount of MAT Credit Entitlement to the extent there is no longer convincing evidence to the effect that Company will pay normal Income Tax during the specified period.

The carrying amount of deferred tax assets are reviewed at each balance sheet date. The Company writes down the carrying amount of a deferred tax asset to the extent that it is no longer reasonably certain or virtually certain, as the case may be, that sufficient future taxable income will be available against which deferred tax asset can be realized. Any such write-down is reversed to the extent that it becomes reasonably certain or virtually certain, as the case may be, that sufficient future taxable income will be available.

In case of overseas Subsidiaries and Joint Ventures, current taxes are calculated on the basis of the taxable income for the year, applying the tax rate in force, in those countries, as of the balance sheet date.

## **16 Provision, Contingent Liabilities and Contingent Assets :**

Provisions involving substantial degree of estimation in measurement are recognised when an enterprise has a present obligation as a result of past event; it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. Provisions are not discounted to its present value and are determined based on best estimate required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates. Provisions for risks and charges are recognized for losses and liabilities whose existence is certain or probable but the timing or amount of the obligation is uncertain as of the financial year end date.

Contingent Liabilities are not recognized but are disclosed in the notes to accounts. Disputed demands in respect of Central Excise, Customs, Income tax and Sales Tax are disclosed as Contingent Liabilities. Payment in respect of such demands, if any, is shown as advance, till the final outcome of the matter.

Contingent Assets are neither recognized nor disclosed in the financial statements.

## **17 Earnings per share :**

Basic and diluted earning per share is calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period. The weighted average number of equity shares outstanding during the period is adjusted for events of share split.

For the purpose of calculating diluted earning per share, the net profit or loss for the period attributable to equity shareholders and weighted average number of equity shares outstanding during the period is adjusted for the effects of all dilutive potential equity shares.

## **18 Operating Lease :**

Leases where the lessor effectively retains substantially all the risks and benefits of ownership of the leased term are classified as operating leases. Operating lease payments are recognized as an expense in the Profit and Loss Account on a straight line basis over the lease term.

## **19 Derivatives :**

As of the date the contract is entered into, the derivative instruments are recorded at fair value and, if the derivative instruments do not qualify for being recorded as hedging instruments, the changes in the fair value recorded after initial statement as handled as components of the operating result for the year if they relate to forward transactions (sales or purchases) and the financial result for the year if relating to interest rate swaps. If instead the derivative instruments satisfy the requirements for being classified as hedging instruments, the subsequent changes in the fair value are recorded following the specific criteria indicated below. With regard to each financial derivative qualified for recording as a hedging instrument, its relationship with the hedged item is documented, along with the risk management objectives, the hedging strategy and the methods for checking the effectiveness. The effectiveness of each hedge is checked both at the time of initiating each derivative instrument, and over its duration. As a rule, a hedge is considered highly effective if, both at the start and over its duration, the changes in the fair value in the event of a fair value hedge or in the cash flows expected in the future in the event of a cash flow hedge of the hedged element, are essentially offset by the changes in the fair value of the cash flows of the hedging instrument.

When the hedge concerns the fair value changes of assets or liabilities recorded in the financial statements (fair value hedge), both the changes in the fair value of the hedging instruments and the changes in the hedged item are charged to the income statement. If the hedge is not perfectly effective, or differences are noted between the aforementioned changes, the "ineffective" part represents financial expense / income recorded among the negative / positive components of the profit for the year.

In the event of hedging aimed at neutralising the risk of the changes in cash flows originated by the future execution of obligations contractually defined at the balance sheet date (cash flow hedge), the changes in the fair value of the derivative instrument registered after the initial statement are recorded, solely in relation to the effective part, under the item "Cash flow reserve" as part of the shareholders' equity. When the economic effects originated by the hedged item occur, the reserve is transferred to the income statement. If the hedge is not perfectly effective, the fair value change of the hedging instrument, referring to the ineffective portion of it is immediately recorded in the income statement. If, over the duration of a derivative instrument, the occurrence of the expected cash flows and the hedged item is no longer considered highly probable, the portion of the "cash flow reserve" relating to this instrument is immediately transferred to the income statement for the year. Vice versa, in the event that a derivative instrument is transferred or can no longer be qualified as an effective hedging instrument, the portion of the "cash flow reserve" representative of the fair value changes of the instrument, recorded up to that moment, is maintained as a component of shareholders' equity and transferred to the income statement following the classification approach described above, at the same time as the manifestation of the transaction originally hedged.

The fair value of financial instruments listed on an active market is based on the market prices as of the balance sheet date. The fair value of instruments which are not listed on an organised market is determined by using valuation techniques based on a series of methods and assumptions linked to market conditions as of the balance sheet date. Other techniques, such as the estimation of the discounted cash flows, are used for the purpose of determining the fair value of the other financial instruments. The fair value of interest rate swaps is calculated using the average rate at maturity as of the balance sheet date.

Given the short-term characteristics of trade receivables and payables, it is deemed that the book values, net of any bad debts provisions for doubtful receivables, represent a good approximation of the fair value.

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**20 Grant :**

Public Grants, in the presence of a formal allocation resolution, and in any event, when the right to their disbursement is considered definitive since reasonably certainty exists that the Group will observe the conditions envisaged for perception thereof and that the grants will be collected, are recorded on an accrual basis in direct correlation with the costs incurred. The public grants provided for investments are therefore booked against the purchase price or the production costs of the asset. Other operating grants are credited to the income statement under the item "Other revenues and income".

The SPV on receipt of grant as equity support from NHAI accounts the same under Shareholders funds under Reserves and Surplus, in accordance with the terms of the concession granted to the Company. The grant related to operations not forming part of equity support will be credited to the Profit and Loss account.

**21 Deferred Payment Liability :**

The deferred payment liability represents the cash payout (Negative grant) payable to the NHAI as per the terms of the Concession agreement at the end of the Concession period. The said deferred payment liability does not carry any interest thereon.

**22 Minority Interest :**

Minority interest comprises of amount of equity attributable to the minority shareholders at the date on which investments are made by the Company in the Subsidiaries and further movements in their share in the equity, subsequent to the date of the investments.

## B OTHER NOTES

1 The consolidated financial statements comprise the financial statements of **GAMMON INDIA LIMITED (GIL)** (the Holding Company), its Subsidiary Companies, Joint Ventures and Associates consolidated on the basis of the relevant accounting standards.

### a. Subsidiaries :

The following Subsidiary Companies have been consolidated in the financial statement as per ('AS-21') as on 30 September 2014.

Name of the Subsidiaries	Country of Incorporation	Sep - 2014		Dec - 2013	
		Ownership Interest	Effective Interest	Ownership Interest	Effective Interest
Gammon Infrastructure Projects Limited	India	58.67%	58.67%	74.98%	74.98%
Andhra Expressway Limited ('AEL')	India	100.00%	58.67%	100.00%	74.98%
Aparna Infraenergy India Private Limited ('AIPL')	India	100.00%	58.67%	100.00%	74.98%
Cochin Bridge Infrastructure Company Limited ('CBICL')	India	97.66%	57.30%	97.66%	73.23%
Chittoor Infra Company Private Limited ('CICPL')	India	100.00%	58.67%	100.00%	74.98%
Dohan Renewable Energy Private Limited ('DREPL')	India	100.00%	58.67%	100.00%	74.98%
Earthlink Infrastructure Projects Private Limited ('EIPPL')	India	100.00%	58.67%	100.00%	74.98%
Gammon Logistics Limited ('GLL')	India	100.00%	58.67%	100.00%	74.98%
Gammon Projects Developers Limited ('GPDL')	India	100.00%	58.67%	100.00%	74.98%
Gammon Renewable Energy Infrastructure Projects Limited ('GREIL')	India	100.00%	58.67%	100.00%	74.98%
Gammon Road Infrastructure Limited ('GRIL')	India	100.00%	58.67%	100.00%	74.98%
Gammon Seaport Infrastructure Limited ('GSIL')	India	100.00%	58.67%	100.00%	74.98%
Ghaggar Renewable Energy Private Limited ('GREPL')	India	100.00%	58.67%	100.00%	74.98%
Gorakhpur Infrastructure Company Limited ('GICL')	India	100.00%	60.10%	100.00%	75.85%
Haryana Biomass Power Limited ('HBPL')	India	100.00%	58.67%	100.00%	74.98%
Indori Renewable Energy Private Limited ('IREPL')	India	100.00%	58.67%	100.00%	74.98%
Jaguar Projects Developers Limited ('JPDL')	India	100.00%	58.67%	100.00%	74.98%
Kasavati Renewable Energy Private Limited ('KREPL')	India	100.00%	58.67%	100.00%	74.98%
Kosi Bridge Infrastructure Company Limited ('KBICL')	India	100.00%	58.67%	100.00%	74.98%
Lilac Infracore Developers Limited ('LIDL')	India	100.00%	58.67%	100.00%	74.98%
Markanda Renewable Energy Private Limited ('MREPL')	India	100.00%	58.67%	100.00%	74.98%
Marine Project Services Limited ('MPSL')	India	100.00%	58.67%	100.00%	74.98%
Mumbai Nasik Expressway Limited ('MNEL')	India	79.99%	46.93%	79.99%	59.98%
Patna Buxar Highways Limited ('PBHL')	India	100.00%	58.67%	100.00%	74.98%
Pataliputra Highways Limited ('PHL')	India	100.00%	58.67%	100.00%	74.98%
Patna Highway Projects Limited ('PHPL')	India	100.00%	58.67%	100.00%	74.98%
Pravara Renewable Energy Limited ('PREL')	India	100.00%	58.67%	100.00%	74.98%
Ras Cities and Townships Private Limited ('RCTPL')	India	100.00%	58.67%	100.00%	74.98%
Rajahmundry Expressway Limited ('REL')	India	100.00%	58.67%	100.00%	74.98%
Rajahmundry Godavari Bridge Limited ('RGBL')	India	63.00%	36.96%	63.00%	47.24%
Satluj Renewable Energy Private Limited ('SREPL')	India	100.00%	58.67%	100.00%	74.98%
Sikkim Hydro Power Ventures Limited ('SHPVL')	India	100.00%	58.67%	100.00%	74.98%
Segue Infrastructure Projects Private Limited ('SIPPL')	India	100.00%	58.67%	100.00%	74.98%
Sirsa Renewable Energy Private Limited ('Sirsa REPL')	India	100.00%	58.67%	100.00%	74.98%
Tada Infra Development Company Limited ('TIDCL')	India	100.00%	58.67%	100.00%	74.98%
Tangri Renewable Energy Private Limited ('TREPL')	India	100.00%	58.67%	100.00%	74.98%
Tidong Hydro Power Limited ('THPL')	India	51.00%	29.92%	51.00%	38.24%
Vijaywada Gundugolanu Road Project Private Limited ('VGRPPL')	India	100.00%	58.67%	100.00%	74.98%
Vizag Seaport Private Limited ('VSPL')	India	73.76%	43.28%	73.76%	55.31%
Yamuna Minor Minerals Private Limited ('YMMPL')	India	100.00%	58.67%	100.00%	74.98%



Name of the Subsidiaries	Country of Incorporation	Sep - 2014		Dec - 2013	
		Ownership Interest	Effective Interest	Ownership Interest	Effective Interest
Youngthang Power Ventures Limited ('YPVL')	India	100.00%	58.67%	100.00%	74.98%
Birmitrapur Barkote Highway Private Limited ('BBHPL')	India	100.00%	58.67%	100.00%	74.98%
Mormugao Terminal Limited ('MTL')	India	100.00%	58.67%	100.00%	74.98%
Sidhi Singrauli Road Project Limited ('SSRPL')	India	100.00%	58.67%	100.00%	74.98%
Yamunanagar Panchkula Highway Private Limited ('YPHPL')	India	100.00%	58.67%	100.00%	74.98%
ATSL Infrastructure Projects Limited	India	100.00%	79.75%	100.00%	87.74%
Gactel Turnkey Projects Limited ('GACTEL')	India	100.00%	100.00%	100.00%	100.00%
Gammon & Billimoria Limited ('GB')	India	50.94%	50.94%	50.94%	50.94%
G & B Contracting LLC ('GBLLC')	Dubai	49.00%	49.00%	49.00%	49.00%
Gammon International FZE ('GIFZE')	Dubai	100.00%	100.00%	100.00%	100.00%
P.Van Eerd Beheersmaatschappij B.V. Netherlands ('PVAN')	Netherlands	100.00%	100.00%	100.00%	100.00%
Deepmala Infrastructure Private Limited ('DIPL')	India	51.00%	70.52%	51.00%	70.52%
Gammon Retail Infrastructure Private Limited ('GRIPL')	India	99.00%	99.00%	99.00%	99.00%
Gammon Power Limited ('GPL')	India	90.00%	100.00%	100.00%	100.00%
Campo Puma Oriente S.A.	Panama	73.76%	66.39%	73.76%	66.39%
ATSL Holding B.V. Netherlands	Netherlands	100.00%	100.00%	100.00%	100.00%
SAE Powerlines S.r.L ( Subsidiary of ATSL Holdings B.V.)	Italy	100.00%	100.00%	100.00%	100.00%
Transrail Lighting Limited ('TLL')	India	100.00%	100.00%	100.00%	100.00%
Associated Transrail Structures Limited, Nigeria	Nigeria	100.00%	100.00%	100.00%	100.00%
Gammon Realty Limited ('GRL')	India	75.06%	75.06%	75.06%	75.06%
Gammon Holdings B.V., Netherlands ('GHBV')	Netherlands	100.00%	100.00%	100.00%	100.00%
Franco Tosi Meccanica S.p.A (Refer Note 1(a)(ii))	Italy	-	-	83.94%	83.94%
Gammon Italy S.r.L	Italy	100.00%	100.00%	100.00%	100.00%
Gammon International B.V., Netherlands ('GIBV')	Netherlands	100.00%	100.00%	100.00%	100.00%
Metropolitan Infrahousing Private Limited ('MIPL')	India	84.16%	84.16%	84.16%	84.16%
SAE Transmission India Limited ('SAET')	India	100.00%	100.00%	100.00%	100.00%
Franco Tosi Hydro Private Limited ('FTH')	India	100.00%	100.00%	100.00%	100.00%
Franco Tosi Turbines Private Limited ('FTT') (Refer Note 1(a)(ii))	India	-	-	100.00%	85.63%
Preeti Townships Private Limited	India	60.00%	45.04%	60.00%	45.04%
Ansaldoaldai Boilers India Private Limited ('ACB')	India	73.40%	85.37%	73.40%	85.37%
Gammon Holdings (Mauritius) Limited ('GHM')	Mauritius	100.00%	100.00%	100.00%	100.00%
Patna Water Supply Distribution Network Private Limited ('PWS')	India	73.99%	73.99%	73.99%	73.99%

- (i) (a) The results of Campo Puma Oriente SA for the period January to September 2014 are consolidated based on unaudited accounts which are signed by one of the Directors representing Gammon India Limited, since there are differences between the Shareholders of the Company. The financial statements of Campo Puma are not audited since December 2012.
- (b) The results of Ansaldoaldai Boilers India Private Limited and Gammon Holdings (Mauritius) Limited are consolidated based on unaudited accounts which are signed by one of the Directors of the Company.
- (ii) (a) The Board of Franco Tosi Mecanica S.p.A (FTM) filed on 30 May 2013 with the court of Milan (and with the Companies Registry) a "preliminary" request for admission to the procedure of pre-insolvency composition agreement with creditors and restructuring debts ("concordato preventivo"), under Articles 161 Clause 6, Italian Government Publication dated 10 March 1942 No 267 – further amended in September 2012 in light of acute financial stress being faced by the Company due to several extraneous reasons.
- The said application was admitted by the Court on 7 June 2013 and the court soon thereafter appointed a Judicial Commissioner to evaluate the possibility of FTM continuing its operations and, if this was established, to set out a procedure to continue and manage the Company for a period of at least two years. On 31 July 2013, the presiding Judge of the Court of Milan having received confirmation of the possibility of continuity of FTM called for bids for the lease of the business of FTM. Four bidders had submitted compliant bids for the lease.

However, instead of finalizing the lease, the Commissioner announced a revised procedure by which, instead of lease of the business, interested bidders were asked to place an offer for the outright purchase of the operational business of FTM. One of the pre-conditions of the bidding offer is for the bidders to takeover and substitute all the bank guarantees issued by FTM in favour of its clients of its ongoing projects. The date of bid submission was fixed for 7 October 2014. Only two bids were received by the Commissioner, who after evaluation has concluded that both bids were defective. Accordingly, fresh bids are being called to encourage large participation and the new date of submission of bid is 22 December 2014. The entire procedure is expected to be completed within 60 days thereafter.

The continuous delay in final closure has put the ongoing projects of Franco Tosi in Congo, Nicaragua and Bolivia at risk of cancellation with consequences thereof, unless immediate steps are taken to scale up the execution with intent to meet the existing project schedules.

However in light of the ongoing procedure the Commissioner has not released any financial statements of the Company to date and it is expected that this will not be released until the entire process is complete.

On account of the above facts and the absence of financial statements of the said FTM, FTM functions under serve long term restrictions which impair its ability to transfer funds to its parent. The Management of the Company and the Board of FTM have no say in the matter and have no access to records which are with the Commissioner. Therefore, as per para 11(b) of ('AS-21') "Consolidated Financial statements" of the Company (Accounting Standard) Rules, 2006, the said FTM is to be excluded from Consolidation. Accordingly FTM has been accounted as per Accounting Standards ('AS-13'), Accounting for Investments. The losses of the said FTM already accounted in the past of ₹ 184.55 Core, the provision for impairment of goodwill made in the past of ₹ 109.13 Core and the provision for risks and contingencies of ₹ 50.61 Core already made which are part of opening retained earnings are considered as provision for diminution in the value of Investment and no adjustments are made in the opening retained earnings on account of deconsolidation. The carrying amount of investment in FTM and loans to FTM net of provision of diminution in the value of instruments is ₹ 54.69 Core. The Management contends that after the completion of the aforesaid composition arrangement, the group will be able to recover an amount not less than the aforesaid net carrying amount considering the order book and references. Therefore no further provision is required towards diminution in the value of investments. The figures of the previous year of FTM are accounted as per Accounting Standard ('AS-21') and have not been recast.

- b) During the period the clients of the said FTM have encashed the bank guarantees to a total amount of ₹ 170.80 Crore (Euro 21.84 Million). The guarantees encashed includes an amount of (Euro 17.80 Million) ₹ 139.21 Crore relating to a project in Nicaragua of which, based on the agreement with the bankers and the client, an amount of Euro 12.00 Million would be reinstated by way of release of the amounts from the client to the bankers and hence the net exposure for Nicaragua would remain at Euro 5.80 Million for which the Company is negotiating to cancel the demand, for the remaining Euro 4.04 Million ( ₹ 31.59 Crore) the Company has made a provision against the possible liability arising out of the said encashment to the Company.
- (iii) Gammon & Billimoria Limited holds 49.00% of the equity of G&B Contracting LLC ( previously known as Gammon & Billimoria LLC), a Limited Liability Company registered in Dubai hereafter referred as G&B LLC. Since the Management and Operational control of G&B LLC is with Gammon & Billimoria Limited, G&B LLC is being consolidated as a Subsidiary under Accounting Standard ('AS-21') of Companies Accounting Standard Rules 2006.
- (iv) During the current period five Subsidiaries of GIPL have been wound up.
- (v) The Auditors of M/s SAE Powerlines S.r.L, Italy (SAE), a Subsidiary of the Company have expressed their inability to opine on the financial statements in view of the said SAE's ability to operate as a going concern being at risk and the Directors of the said SAE have highlighted the liquidity crisis. The total exposure of the Company in SAE and Atsl Holdings B.V.,Netherlands, the Holding Company of SAE towards investments including guarantees towards the acquisition loan taken by SPV is ₹ 328.06 Crore. The Company has made provision for impairment of investment and loan of ₹ 110.45 Crore and provision for risk and contingencies towards corporate guarantees for acquisition loan of the SPV of ₹ 88.29 Crore resulting in the net exposure of ₹ 129.32 Crore. Management is of the opinion that considering the order book position and adequate references and strengths in international markets, notwithstanding the valuation carried out by an independent valuer for bankers indicating an excess value of ₹ 55.02 Crore no further provision is required. Following principle of conservatism and on prudent basis, the Company has made provision towards impairment of entire Goodwill.



- (vi) M/s Ansaldo Caldaie Boilers India Private Limited had received amounts as Share Application Money of ₹ 16.64 Crore for further allotment of shares which were to be issued on terms and conditions to be decided by the Board and in line with the extend regulation of the RBI. The Company was to receive an proportionate amount from its Holding Company in order to issue such equity shares to the shareholders. Since the same was not received the said amounts were not converted into equity shares of the Company. The Company had made an application for / to RBI to either refund the said amounts or convert the same into compulsory convertible preference shares, which shall be converted when the Holding Company infuses its portion of the equity. The Reserve Bank of India had on 29 January 2014 directed the Company to refund the said amounts to Ansaldo Caldaie S.p.A. The Company has subsequently applied to RBI vide letter dated 28 February 2014 to convert the share application money as ECB Loan which has also been approved by the Board of Ansaldo Caldaie S.p.A. However on 25 June 2014 RBI had turned down the Companies request to convert the share application money in to loan and directed to allot the share or refund the money within one year. The Company proposes to refund the money out of advances for projects that it is expected to receive.

The Company has during the year incurred substantial cash losses in its operations. The Company has prepared its business plans as approved by the Board of Directors, which envisages receipts of orders from bids that are been placed where the Company is the preferred bidder or projects secured which is presently under suspension / hold and the Company is in the process of executing certain jobs to be received from M/s Ansaldo Caldaie S.p.A and the adequate references in that context. The ability of the Company to continue as a going concern is dependent on the outcome of such bids and securing of projects and the fructification of the business plan. The management of the Company is confident of achieving cash flows in order to fulfill its cash flow commitments through various options. The management is hopeful of receipt of certain orders by March 2015 and restart of projects under hold which would ensure adequate cash flows. Further the Company has also restructured its debt with its lenders by which the repayments of principal has been deferred and the interest servicing would be taken care by a fresh disbursement of loans.

- (vii) The Company through its step down Subsidiary P. Van Eerd Beheersmaatschappij B.V., Netherlands (PVAN) held a 50.00% shareholding in Sadelmi S.p.A for Euro 7.50 Million., Italy (Sadelmi) with the remaining 50% held by Busi Impianti S.p.A, Italy since April 2008. Due to the economic conditions prevailing in different parts of the world where Sadelmi was present some of the projects under execution encountered serious contractual problems. Sadelmi therefore sought creditors' protection through a Court in Italy and simultaneously, as part of scheme, applied for transferring the remaining projects and leased all references standing in its name since inception to a new Company Busi Power S.r.L. wholly held by Busi Group. The above procedure however has not yet been completed as the decision in the Court is still awaited. The delay is on account of objections raised by some creditors among other reasons. In view of the uncertainties prevailing in Europe and the delay in the outcome of the Court process in respect of the creditors' protection sought by M/s Sadelmi in its application in connection therewith, the Company has, on prudent basis, made full provision towards the Investment in Sadelmi in FY 2012-2013. While Commissioner has released the financial for the period ended December 2012 which showed heavy losses in excess of the equity infused by the said Company. The management is confident that no further commitment is required to be infused by the Company and all losses have been recorded.

#### b. Jointly Controlled Entities

The following Jointly Controlled Entities have been considered applying ('AS-27') on the basis of audited accounts (except stated otherwise) for the year ended 30 September 2014.

- (i) Details of Joint Ventures entered into by the Company :

Name of the Joint Venture	Country of Incorporation	Sep - 2014		Dec - 2013	
		Ownership Interest	Effective Interest	Ownership Interest	Effective Interest
Blue Water Iron Ore Terminal Private Limited ('BWIOTPL')*	India	10.12%	5.94%	10.12%	7.59%
Indira Container Terminal Private Limited ('ICTPL')	India	50.00%	29.34%	50.00%	37.49%
SEZ Adityapur Limited ('SEZAL')*	India	38.00%	22.29%	38.00%	28.49%
GIPL - GIL JV	India	100.00%	60.74%	100.00%	76.23%
Gammon Encee Rail (Consortium) ('GEC')*	India	51.00%	51.00%	51.00%	51.00%
Gammon - Cons - Tensaccia - JV('GCT')	India	60.00%	60.00%	60.00%	60.00%
Gammon - Ojsc Mosmetrostroy - JV('GOM')*	India	51.00%	51.00%	51.00%	51.00%
Jaeger Gammon ('JG')	India	90.00%	90.00%	90.00%	90.00%
Ansaldo Caldaie-GB Engineering Private Limited ('ACGB')*	India	50.00%	36.70%	50.00%	36.70%
Gammon SEW('GSEW')*	India	90.00%	90.00%	90.00%	90.00%
Gammon CMC JV('CMC')	India	50.00%	50.00%	-	-
Gammon Jyoti Bhutan Consortium	India	50.00%	50.00%	50.00%	50.00%

\* Based on the un-audited management accounts for the period ended 30 September 2014.

- (ii) The proportionate share of Assets, Liabilities, Income and Expenditure of the Joint Ventures consolidated in the accounts is tabulated hereunder. (₹ in Crore)

Particulars	As at 30 Sep 2014	As at 31 Dec 2013
<b>Assets</b>		
<b>Non-current assets</b>		
Fixed assets :		
Tangible assets (Net)	35.42	32.61
Intangible assets (Net)	12.50	12.50
Capital work in progress	6.93	-
Intangible assets under development	285.26	250.23
Goodwill on Consolidation	-	-
Non-current investments	-	-
Deferred Tax Assets	-	-
Long-term loans and advances	17.43	16.28
Other Non Current Assets	1.63	12.75
<b>Current assets</b>		
Current investments	-	-
Inventories	62.55	43.79
Trade receivables	28.10	35.50
Cash and Bank Balances	11.32	3.08
Short-term loans and advances	70.39	17.79
Other current assets	3.17	2.82
	<b>534.70</b>	<b>427.33</b>
<b>Liabilities</b>		
<b>Non-current liabilities</b>		
Long-term borrowings	208.00	216.12
Deferred Tax liabilities (net)	0.47	1.69
Trade payables, non-current	-	-
Deferred payment liability	-	-
Other long-term liabilities	23.50	10.97
Long-term provisions	0.09	0.04
Share Application Money Pending Allotment	1.00	1.00
Minority Interest	-	(1.57)
<b>Current Liabilities</b>		
Short-term borrowings	5.58	39.62
Trade payables, current	78.27	58.16
Other current liabilities	162.27	103.21
Short-term provisions	0.12	0.04
<b>Reserves and surplus</b>		
Surplus / (deficit) in the statement of profit and loss :	-	-
Opening balance	(29.09)	(12.29)
During the current year	(4.65)	109.91
<b>Total reserves, surplus and liabilities</b>	<b>445.56</b>	<b>526.89</b>
<b>Income</b>		
Revenue from operations	274.72	1,146.43
Other income	2.80	6.72
Total income	<b>277.51</b>	<b>1,153.16</b>
<b>Expenses</b>		
Cost of Material Consumed	24.99	287.56
Change in Inventory and FG	(16.77)	246.62
Subcontracting expenses	240.20	164.21
Employee benefit expenses	1.75	122.31
Other expenses	30.32	174.57
Exceptional items	-	-
Finance Cost	2.92	16.00
Depreciation and amortisation	1.13	12.36
<b>Total expenses</b>	<b>284.54</b>	<b>1,023.63</b>
Profit before Tax	(7.02)	129.53
Provision for Tax	(0.86)	19.61
Profit after Tax	<b>(6.16)</b>	<b>109.91</b>

- (iii) The above figures pertaining to the Joint Venture Companies are based on the audited accounts for the period ended 30 September 2014 except for BWIOTPL, SEZAL, GEC, ACGB, GSEW and Gammon OJSC Mosmetrostroy JV which are based on the un-audited management accounts.
- (iv) One of the Joint Venture SPV of the Company namely Indra Container Terminal Private Limited is engaged in the development of a container terminal in the Mumbai port. The commencement of this project has been delayed due to non-fulfilment of certain conditions by the Mumbai Port Trust ('Licensor'). This has led to cost overruns and default in payment of debt obligations. The SPV has defaulted in meeting its debt obligations amounting to ₹ 37.60 Crore. Further, the SPV has incurred a loss of ₹ 3.04 Crore during the period. These conditions indicate existence of significant doubt and material uncertainty regarding the SPV's ability to continue as going concern and its ability to realise its assets and discharge its liabilities in the normal course. To address these issues, the management has taken various steps comprising of rescheduling of the loan (which has already been appraised by the Lead banker and recommended for sanction), temporary utilisation of constructed berths and claim for cost overruns on the Licensor. The management is confident of addressing financial crunch and viability of the project.

### c. Associates

The following Associates have been accounted for on one line basis applying the equity method in accordance with the Accounting Standard ('AS-23') "Accounting for Investment in Associates in Consolidated Financial Statements".

(₹ in Crore)

Name of Company	% Share Held	Original Cost of Investments	Goodwill / (Capital Reserve)	Adjusted / Accumulated Profit / (Loss) upto previous period	Profit for the Current Period
ESMSPL**	18.13%	1.70	-	(0.44)	(0.06)
	23.27%	1.70	-	(0.32)	(0.12)
MTL**	28.75%	0.02	-	(0.01)	(0.00)
	36.93%	0.02	-	(0.00)	(0.00)
Fin est Spa*	50.00%	19.52	7.57	1.28	-
	50.00%	19.52	7.57	1.27	(0.17)
Sofinter S.p.A*	32.50%	430.55	300.13	17.27	(49.41)
	32.50%	469.91	327.57	-	2.08
<b>TOTAL</b>		<b>451.79</b>	<b>307.70</b>	<b>18.10</b>	<b>(49.47)</b>
		491.15	335.14	0.95	1.79

\* Based on the un-audited management accounts for the period ended 30 September 2014.

\*\*Marked Companies are Associates of Subsidiary GIPL.

### (i) Sofinter

- a. The Company's exposure towards investment in Sofinter Group is ₹ 563.62 Crore including investments, loans and guarantees towards the acquisition loan taken by the SPV, M/s Gammon International B.V. The Company has carried out valuation of Sofinter Group through an independent valuer considering business plan of all Companies within the Sofinter Group, order book position and economic environment where the Company is operating. The carrying value as at September 2014 is higher compared to the valuation by ₹ 159.49 Crore. The management is of the view that valuation carried out is based on current European scenario whereas growth option to various sub-continent in future cannot be ruled out. The management asserts that the valuation does not factor future growth when the world economies including those in Russia / CIS and USA improve and therefore considering the long term commitment of the management and its business plan, the management does not expect any provision towards diminution in the value of investment in Sofinter.
- b. The Company had in 2011, issued Guarantees, including Corporate Guarantees, for an amount of USD 35.00 Million on behalf of Gammon Holdings (Mauritius) Limited (GHML), a wholly owned Subsidiary, to Guarantee its contractual commitment under a Put Option Agreement with BT Global Investors Limited (BT) who was a holder of shares and convertible bonds (the Sofinter Securities) in Sofinter S.p.A. The Put was to be exercised within February 2014 and on all the Sofinter Securities. Consequent upon the conversion of the bonds into additional shares in Sofinter on 18 December 2013, BT has become the holder of 35% shares in Sofinter, thereby diluting the holding of Gammon International B.V. in Sofinter to 32.5%. Prior to the date of this conversion, BT also exercised its Put Option on GHML for all the Sofinter securities, for an amount of USD 32.00 Million (₹ 197.16 Crore). The Put Option was duly honoured by GHML by drawing on debt raised from Export Import Bank of India Limited (Exim) for USD 18.00 Million (₹ 110.90 Crore) and balance against the funded exposure by the parent Company for ₹ 93.99 Crore. Pending transfer of the shares by BT in favour of GHML, since certain pre-conditions in the bye-

laws of Sofinter and the Shareholders Agreement are in the process of being fulfilled, without which the transfer cannot be recorded by Sofinter, BT has committed to pledge the Shares to Exim on behalf of GHML. Further pending the transfer of 35%, Sofinter continues to be an 'Associate Company'.

Considering the valuation report issued by external agency and pending transfer of shares from BT Global, increasing the stake to 67.50%, the carrying value of investment in Sofinter group will not require any impairment.

- c. Trade Receivables of Euro 3.00 Million ( ₹ 23.46 Crore), related to possible recharges to a supplier of the costs incurred for repairs to plant. The amount was estimated on the basis of the expected recovery of the claims following legal actions brought against the supplier. Under the applicable accounting standards the proceeds from the claims should have been recognised in the year when their occurrence and quantification are reasonably certain.
- d. Sofinter had received a binding offer to acquire the entire share capital of one of the affiliate Company, ITRO, for an amount equal to 8.00 Million SGD ( ₹ 38.58 Crore). The above offer, originally expiring on 14 July 2014, was subject to two conditions: the acceptance of the offer by all shareholders of Ithro Limited., so that at the end of the transaction the acquirer comes to hold 100% of the share capital of the Company, and the waiver by the shareholders of all existing financial and commercial receivables in respect of the Associate. The purchase price offered is in line with the value of the Associate's equity remaining after the waiver of claims by shareholders and the write-down of fixed assets. The shareholders have expressed their willingness to sell the shares of Ithro Limited. During the negotiations with the buyer a problem has emerged relating to the Taxation of the waiver of shareholder loans which could be considered by the local financial authorities as a capital gain, and for which the buyer asked a full indemnity. It was agreed between the parties to submit to the competent authorities in Singapore, a Tax ruling putting the success of the same as a conditions precedent to the transaction. In the light of the above, the Sofinter Group Associate reported the value of financial and trade receivables due from Ithro Limited by adjusting Euro 8.80 Million as not recoverable based on the value offered by the buyer.

## 2 Share Capital

### (a) Authorised, Issued, Subscribed and Fully Paid - Up :

( ₹ in Crore)

Particulars	As at 30 Sep 2014		As at 31 Dec 2013	
	No of Shares	Amount	No of Shares	Amount
<b>Authorised Capital:</b>				
Equity Shares of ₹ 2/- each	74,710,000,000	14,942.00	74,710,000,000	14,942.00
6% Optionally Convertible Preference Shares of ₹ 350/- each	3,000,000	105.00	3,000,000	105.00
<b>Issued, Subscribed and Fully Paid up Capital:</b>				
<b>Issued:</b>				
Equity Shares of ₹ 2/- each, fully paid	137,355,208	27.47	137,355,208	27.47
<b>Subscribed and Fully Paid up Capital:</b>				
Equity Shares of ₹ 2/- each, fully paid	135,774,668	27.16	135,774,668	27.16
<b>Share Forfeiture Account</b>				
Money received in respect of Right Shares of ₹ 10/- each forfeited	170,948	0.34	170,948	0.34
<b>TOTAL</b>		<b>27.50</b>		<b>27.50</b>

- (i) Issued Share Capital includes 725,800 shares of ₹ 2/- each kept in abeyance.
- (ii) Share Forfeiture Account includes ₹ 0.26 Crore of Share Premium collected on application in respect of forfeited shares.
- (iii) In terms of the MRA the lenders have a right to convert outstanding loan into equity under certain terms and conditions. During the previous period the authorised capital has been accordingly increased by ₹14,871 Crore.

### (b) Reconciliation of number of shares outstanding

( ₹ in Crore)

Particulars	As at 30 Sep 2014		As at 31 Dec 2013	
	No of Shares	Amount	No of Shares	Amount
As at the beginning of the year	135,774,668	27.16	135,774,668	27.16
Add : Issued during the year - ESOP	-	-	-	-
As at the end of the year	135,774,668	27.16	135,774,668	27.16

**(c) Details of Shareholding in excess of 5%**

Name of Shareholder	As at 30 Sep 2014		As at 31 Dec 2013	
	No of Shares	%	No of Shares	%
Pacific Energy Private Limited	18,013,015	13.20	18,013,015	13.20
Warhol Limited	-	-	13,437,359	9.84
Devyani Estate and Properties Private Limited	12,182,805	8.93	12,182,805	8.93
HDFC Trustee Company Limited - HDFC Infrastructure Fund	12,114,310	8.87	-	-
Abhijit Rajan	8,172,459	5.99	8,172,459	5.99

**(d) Shares reserved under options to be given**

Nil (Previous Period 17,400) Equity shares have been reserved for issue as ESOP.

**(e) Terms / rights attached to equity shares**

The Company has only one class of equity shares having a par value of ₹ 2.00 each. Each holder of equity share is entitled to one vote per share. The distribution will be in proportion to the number of equity shares held by the shareholders.

In the event of liquidation of the Company, the holders of equity shares will be entitled to receive any of the remaining assets of the Company, after distribution of all preferential amounts. However, no such preferential amounts exist currently. The distribution will be in proportion to the number of equity shares held by the shareholders.

**3 Reserves and Surplus**

(₹ in Crore)

Particulars	As at 30 Sep 2014	As at 31 Dec 2013
<b>(i) Capital Reserve</b>		
As per Last Balance Sheet	83.20	76.32
Add : Fresh receipts	80.32	-
Add : Transfer from Minority Interest	8.89	11.95
Less : Reduction	-	(2.06)
Less : Transfer to Minority Interest	(68.13)	(3.01)
	104.28	83.20
<b>(ii) Capital Redemption Reserve</b>	105.00	105.00
<b>(iii) Securities Premium Account</b>		
As per last Balance Sheet	1,293.94	1,293.94
Add : On issue of equity shares through QIP of a Subsidiary	218.06	-
Add / (Less) : Share premium transferred from (to) Minority Interest	(144.75)	-
Add / (Less) : Share issue expenses during the year	(5.86)	-
	1,361.39	1,293.94
<b>(iv) Debenture Redemption Reserves</b>	81.00	81.00
<b>(v) Revaluation Reserves</b>		
As per last Balance Sheet	132.77	135.15
Add / (Less) : On account of De-consolidation of Subsidiary	(21.75)	-
Add / (Less) : Depreciation on Revalued Assets	(2.36)	(2.38)
	108.66	132.77
<b>(vi) Share Options Outstanding Account</b>		
As per Last Balance Sheet	3.63	3.63
Add : Addition during the period	4.50	2.96
Less : Employee stock options exercised	(0.02)	(0.02)
Less : Forfeiture of employee stock options offered	(0.84)	(0.74)
	7.27	5.83



Particulars	As at 30 Sep 2014	As at 31 Dec 2013
Less : Deferred employee compensation outstanding	(2.00)	(2.00)
Add : Short accounting of ESOP's in prior years	0.03	0.03
Less : Employee Stock Option Forfeited	(0.40)	(0.40)
Less : Transfer to General Reserve on Lapse of ESOP's	(1.44)	(1.22)
Less : Transfer to Securities Premium A/c on Exercise of ESOP's	(1.46)	(1.46)
	<b>1.99</b>	<b>0.77</b>
<b>(vii) Other Reserves</b>		
<b>General Reserve</b>		
As per last Balance Sheet	<b>344.38</b>	344.38
Add / (Less) : Transferred to Minority interest	(12.94)	-
Add : Transferred from Special Contingency Reserve	50.00	-
	<b>381.44</b>	<b>344.38</b>
<b>Foreign Currency Translation Reserve</b>		
As per last Balance Sheet	<b>43.10</b>	98.88
Add / (Less) : arising out of current year	82.00	(55.78)
	<b>125.10</b>	<b>43.10</b>
<b>Foreign Currency Monetary Item Translation Difference Reserve</b>		
As per last Balance Sheet	<b>24.15</b>	(52.65)
Add / (Less) : arising out of current year	(89.13)	85.44
Add / (Less) : Amount recognised in the statement of Profit and Loss	36.48	3.34
Add / (Less) : Translation Difference	(2.02)	(11.98)
	<b>(30.52)</b>	<b>24.15</b>
<b>Special Contingency Reserve</b>		
As per last Balance Sheet	<b>50.00</b>	50.00
Add / (Less) : Transferred to General Reserve	(50.00)	-
	<b>-</b>	<b>50.00</b>
<b>Other Reserves</b>	<b>1.26</b>	<b>1.43</b>
<b>Surplus / (Deficit)</b>		
Profit brought forward from last year	<b>(1,913.86)</b>	(1,051.74)
Less : Loss for the year	(728.88)	(761.86)
Transfer to Other Reserve	-	(0.34)
Transferred to Foreign Currency Translation Reserve	45.71	(120.64)
Adjustments due to changes of stake in Sofinter	-	18.29
Adjustments to Minority Interest	5.64	2.41
Other Adjustments	0.14	0.01
Sub-Total	<b>(677.39)</b>	<b>(862.13)</b>
<b>TOTAL</b>	<b>(2,591.25)</b>	<b>(1,913.86)</b>
	<b>(351.65)</b>	<b>245.88</b>

- The General reserve is created to comply with the "The Companies (transfer of Profit and Reserve rules) 1975".
- The Foreign Currency Translation Reserve is created in terms of Accounting Standard ('AS-11') "The effect of changes in foreign exchange rates" issued under the Companies Accounting Standard Rules 2006.
- Based on significant evaluation and progress of projects the management is of the opinion that amount kept under Special Contingency Reserve is no longer required and hence transferred to General Reserve.
- Capital reserve includes grant of received by two SPV's of the Group, from NHAI and the Government of Andhra Pradesh in the nature of equity support of the grantor.
- In accordance with Circular issued by Ministry of Corporate Affairs No. 04/2013 dated 11 February 2013 the Company is maintaining the Debenture Redemption Reserve to the extent of 25% of the outstanding debentures. The excess balance of the Debenture Redemption Reserve as at the year end has been transferred to General Reserve. The Company has however not set aside or earmarked liquid assets of ₹ 0.82 Crore being 15% of the amount of Debenture due for redemption before 30 September 2015 as required by the aforesaid Circular.

- (f) In line with notification of the Companies (Accounting standards) Amendment Rules 2009 issued by Ministry of Corporate Affairs on 31 March 2009 amending Accounting Standard ('AS - 11') "The Effects of Changes in Foreign Exchange Rates (revised 2003)", some of the overseas Subsidiaries who have prepared the accounts as per Indian GAAP for the purposes of consolidation have chosen to exercise the option under para 46 inserted in the standard by the notification.

During the year ₹ 36.48 Crore (*Previous Period Credit of ₹ 3.34 Crore*) amortisation cost charged to the profit and loss account out of "Foreign Currency Monetary Item Translation Difference Account".

₹ 30.52 Crore Debit (*Previous Period Credit of ₹ 24.15 Crore Credit*) accumulated in the "Foreign Currency Monetary Item Translation Difference Account", being the amount remaining to be realised as at 30 September 2014.

#### 4 Long Term Borrowings

(₹ in Crore)

Particulars	Non Current		Current Maturities	
	30 Sep 2014	31 Dec 2013	30 Sep 2014	31 Dec 2013
<b>Loan taken by Holding Company</b>				
<b>Non Convertible Debentures</b>				
Placed with Banks and Financial Institutions	318.52	324.00	5.48	-
<b>Term Loans</b>				
Priority Loan	682.74	366.69	51.39	-
Rupee Term Loan - 1 (RTL-1)	771.19	786.91	15.74	-
Rupee Term Loan - 2 (RTL-2)	465.48	475.00	9.50	-
Rupee Term Loan - 3 (RTL-3)	343	350.00	7.00	-
Funded Interest Term Loan (FITL)	254.6	208.66	5.19	-
Working Capital Term Loan (WCTL)	633.44	647.22	12.93	-
<b>Loan taken for Public Private Partnership</b>				
From banks	2593.56	2,683.11	193.01	100.00
From financial institutions	894.91	913.34	129.42	313.45
From others	12.78	13.72	4.93	25.00
<b>Loan taken for Foreign Companies</b>				
Term Loan from Banks	628.36	762.26	117.88	-
<b>Loan taken Other Companies</b>				
From banks	423.34	436.88	27.45	124.98
From financial institutions	-	43.48	-	-
From others	196.09	195.34	-	-
Non Convertible Debentures	-	75.00	175.00	100.00
Finance Lease Obligations	-	17.75	-	2.60
<b>Loans from Related Parties</b>				
Promoters Contribution	100.00	100.00	-	-
<b>TOTAL</b>	<b>8,318.01</b>	<b>8,399.36</b>	<b>754.92</b>	<b>666.03</b>
<b>The above amount includes</b>				
Secured Borrowings	7,911.02	7,961.13	754.92	663.43
Unsecured Borrowings	406.99	438.23	-	2.60
Amount disclosed under the head "Other Current Liabilities" (note 10)			754.92	666.03

#### (i) Loan taken by Holding Company :

- (a) The Company's Corporate Debt Restructuring (CDR) package was approved by the CDR Empowered Group (EG) in its meeting held on 24 June 2013 and communicated to the Company vide its letter of approval dated 29 June 2013. The Company executed the Master Restructuring Agreement (MRA) with the CDR lenders on 24 September 2013. Substantial securities have been created in favour of the CDR lenders.

**Key features of the CDR proposal are as follows :**

- Reschedulement of Short Term Loans and Term Loans (RTL) and NCD payable over a period of ten years.
- Repayment of Rupee Term Loans (RTL) after moratorium of 27 months from cut off date being 1 January 2013 in structured quarterly installments commencing from April 2015.
- Conversion of various irregular / outstanding / devolved financial facilities into Working Capital Term Loan (WCTL).
- Repayment of WCTL after moratorium of 27 Months from cut off date in structured quarterly installments commencing from April 2015, subject to mandatory prepayment obligation on realisation of proceeds from certain asset sale and capital infusion.
- Restructuring of existing and fresh fund based and non fund based financial facilities, subject to renewal and reassessment every year.
- Interest accrued but not paid on certain financial facilities till March 2014 is converted into Funded Interest Term Loan (FITL).
- Waiver of existing events of defaults, penal interest and charges etc in accordance with MRA.
- Right of Recompense to CDR Lenders for the relief and sacrifice extended, subject to provisions of CDR Guidelines and MRA.
- Contribution of ₹100 Crore in the Company by Promoters, in lieu of bank sacrifice, in the form of Promoters Contribution.

**(b) Securities for Term Loans and NCD :**

**Rupee Term Loan (RTL) - 1 and FITL thereon -**

- (1) 1<sup>st</sup> pari-passu charge on the entire Fixed Assets (movable and immovable), both present and future of the Company, including the pari-passu security with Non Convertible Debenture but excluding the exclusive security for Non Convertible Debenture and the Gammon House.
- (2) 2<sup>nd</sup> pari-passu charge on the Gammon House, entire Current Assets, Loans and Advances, Long Term Trade Receivables and other assets of the Company.
- (3) For Canara Bank 1<sup>st</sup> pari-passu charge on land parcel of Metropolitan Infrahousing Private Limited (MIPL) along with their NCD holders.

**Rupee Term Loan (RTL) - 2 and FITL thereon -**

- (1) 1<sup>st</sup> pari-passu charge on Gammon House.
- (2) 2<sup>nd</sup> pari-passu charge on the entire Fixed Assets (movable and immovable), both present and future of the Company, including the pari-passu security with Non Convertible Debenture but excluding the exclusive security for Non Convertible Debenture and the Gammon House.
- (3) 2<sup>nd</sup> pari-passu charge on entire Current Assets, Loans and Advances, Long Term Trade Receivables and other assets of the Company.

**Rupee Term Loan (RTL) - 3 and FITL thereon -**

- (1) 3<sup>rd</sup> pari-passu charge over the entire Fixed Assets (movable and immovable) and Current Assets of the Company excluding the Gammon House.
- (2) 3<sup>rd</sup> pari-passu charge on the Gammon House.

**Working Capital Term Loan (WCTL) -**

- (1) 1<sup>st</sup> pari-passu charge on the entire Fixed Assets (movable and immovable), both present and future of the Company, including the pari-passu security with Non Convertible Debenture but excluding the exclusive security for Non Convertible Debenture and the Gammon House.
- (2) 2<sup>nd</sup> pari-passu charge on the Gammon House, entire Current Assets, Loans and Advances, Long Term Trade Receivables and other assets of the Company.

**Priority Loan -**

- (1) 1<sup>st</sup> pari-passu charge on the entire Fixed Assets (movable and immovable), both present and future of the Company, including the pari-passu security with Non Convertible Debenture but excluding the exclusive security for Non Convertible Debenture and the Gammon House.
- (2) 2<sup>nd</sup> pari-passu charge on the Gammon House, entire Current Assets, Loans and Advances, Long Term Trade Receivables and other assets of the Company.



**Non Convertible Debentures (NCD) and FITL thereon -**

- (1) 1<sup>st</sup> pari-passu charge by mortgage of Gujarat Property and hypothecation over the pari-passu security with the Non Convertible Debentures.
- (2) 3<sup>rd</sup> pari-passu charge over the entire Fixed Assets (movable and immovable) and Current Assets of the Company excluding the Gammon House.
- (3) 3<sup>rd</sup> pari-passu charge on the Gammon House.

**(c) Funded Interest Term Loan (FITL) -**

The interest amount on RTL - 1, RTL - 2, RTL - 3 and NCDs for the initial period of 15 months i.e. from cut off date till 31 March 2014 will be converted to FITL.

**(d) Interest on Term Loans -**

The above mention term loans carry an interest rate which is MI base rate + 175 bps except in case of NCD which are as follows -

Non Convertible Debenture	₹ In Crore	As at 30 Sep 2014	As at 31 Dec 2013
	100.00	11.05%	11.05%
	100.00	9.50%	9.50%
	74.00	10.50%	10.50%
	50.00	9.95%	9.95%
<b>TOTAL</b>	<b>324.00</b>		

**(e) Repayment Term**

Type of Loan	Repayment Schedule
RTL - 1, RTL - 2, RTL - 3, NCD, WCTL and FITL	Repayable in 31 quarterly installments commencing 15 April 2015 and ending on 15 October 2022.
Priority Loan	Repayable in 20 quarterly ballooning installments commencing 15 April 2015 and ending on 15 January 2020.

**(f) Collateral security pari-passu with all CDR lenders -**

- (a) Pledge of entire unencumbered equity shares (present and future) of GIL held by Promoters subject to Section 19(2) and 19(3) of Banking Regulation Act including pledge of encumbered equity shares as and when such shares are released by the respective existing lenders.
- (b) Personal guarantee of Mr. Abhijit Rajan, Chairman and Managing Director.
- (c) Undertaking to create pledge over the resultant shares of Metropolitan Infrahousing Private Limited (MIPL) after signing the JV agreement with developer.
- (d) Undertaking to create pledge over shares of Gactel Turnkey Projects Limited (currently pledged to lenders of Gactel), as and when they are released in the future.
- (e) Pledge over the following shares -
  - 23% of Deepmala Infrastructure Private Limited
  - 100% of SEZ Adityapur Limited
  - 24% of Ansaldoaldiae Boilers India Private Limited
  - 100% of Transrail Lighting Limited

**(ii) Project loans - Public Private Partnership Projects :**

The term loans from banks and financial institutions are primarily taken by various project executing entities of the GIPL Group for the execution of the projects. These loans are secured by a first mortgage and charge on all the movable properties, immovable properties, tangible assets, intangible assets, future receivables and all bank accounts (including escrow bank accounts) save and except the project assets of each individual borrowing Company in the Group. Further in few of the SPVs' a corporate guarantee of GIPL is given guaranteeing the repayment of the secured obligations in the event of termination of the Concession Agreement pursuant to occurrence of any Concessionaire Default during the construction period, which shall stand discharged upon occurrence of the COD.

Loans from others are secured by first charge on proceeds / receivables to be received from the National Highways Authority of India (NHAI) towards annuities to be received for the period between the Scheduled Commercial Operation Date and the actual Commercial Operations Date (COD) and securitisation of income from operation and maintenance of road projects.

The above mentioned long-term loans carry an interest rate which is at a spread above / below the bank's base rate or bank prime lending rate or G-sec rate or at a negotiated rate. The spread ranges from 50 to 300 basis points. In case of a consortium of lenders the rate applicable is the highest rate charged by any one member of the consortium thereof.

Loans from others, carries interest rates in the range of 12% p.a. to 15% p.a.

(iii) **Investment SPVs' ( GIBV, GHBV, PVAN, ATSL BV, GHM) :**

The Loan is secured by charge over DSRA A/c of the Company. The Parent Company has also pledged its entire shareholding of the Company with the Bank and also provided Corporate Guarantee.

During the previous year Term Loan from ICICI Bank has been reshuffled by which the same are to be repaid by 1 April 2015 by sale of Investments. In case sale does not occur or the proceeds are insufficient, the same is repayable by the Parent Company in quarterly installments from 1 April 2015. The applicable interest rate is equal to 3 months LIBOR plus 275 bps for GIBV and PVAN, and 3 months LIBOR plus 250 bps for GHBV and ATSL B.V. Interest and installment is due and paid on Quarterly basis. The interest rate will increase by 100 bps for GIBV and PVAN while 125 bps for GHBV and ATSL BV, if not repaid before 30 April 2015 with retrospective effect from 1 October 2012. Provision has been made for such additional amounts by the respective SPVs'.

During the previous year Term Loan from ICICI Bank, UK PLC has been rescheduled by which the same are to be repaid by 1 April 2015 by sale of Investments. In case sale does not occur or the proceeds are insufficient, the same is repayable by the Parent Company in quarterly installments from 1 April 2015. The applicable interest rate is equal to 3 months EUROLIBOR plus 360 bps for GIBV, Interest and installment is due and paid on Quarterly basis. The interest rate will increase by 100 bps if not repaid before 30 April 2015 with retrospective effect from 1 October 2012. Provision has been made for such additional amounts by the respective SPVs'.

(iv) **Others :**

(1) **ACBI :**

(a) The Company has entered into Corporate Debt Restructuring package with IDBI Bank with effect from 01 April 2014.

**Key features of the CDR proposal are as follows :**

- Reschedulement of existing Term Loans (RTL) of ₹ 6.75 Crore payable over a period of ten years.
- Funding of interest on WCTL and existing rupee term loan (RTL) by way of a fresh rupee term loan (RTL 2) of ₹ 3.75 Crore. This loan is further split into two loans a) ₹ 2.81 Crore and b) ₹ 0.94 Crore.
- Conversion of various irregular in working capital limits into Working Capital Term Loan (WCTL).
- IDBI shall have the right to recompense the relief / sacrifices / waivers extended.

(b) **Securities for Term Loans :**

**Rupee Term Loan (RTL) - 1 -**

- (1) 1<sup>st</sup> charge by way of hypothecation over all the stocks and book debts and other current assets present and future except for the specifically charged assets, if any.
- (2) 1<sup>st</sup> charge over all the fixed assets of the Company both present and future.
- (3) Corporate Guarantee of Gammon India Limited.

**Rupee Term Loan (RTL) - 2 (a) -**

- (1) 1<sup>st</sup> charge by way of hypothecation over all the stocks and book debts and other current assets present and future except for the specifically charged assets, if any.
- (2) 1<sup>st</sup> charge over all the fixed assets of the Company both present and future.
- (3) Corporate Guarantee of Gammon India Limited.

**Rupee Term Loan (RTL) - 2 (b) -**

- (1) 1<sup>st</sup> charge by way of hypothecation over all the stocks and book debts and other current assets present and future except for the specifically charged assets, if any.
- (2) 1<sup>st</sup> charge over all the fixed assets of the Company both present and future.
- (3) Corporate Guarantee of Gammon India Limited.

**Working Capital Term Loan (WCTL) -**

- (1) 1<sup>st</sup> charge by way of hypothecation over all the stocks and book debts and other current assets present and future except for the specifically charged assets, if any.
- (2) 1<sup>st</sup> charge over all the fixed assets of the Company both present and future.
- (3) Corporate Guarantee of Gammon India Limited.

**(c) Interest on Term Loans -**

The above mention term loans carry an interest rate which is @BBR + 250 bps payable on 1<sup>st</sup> day of each month. Currently IDBI bank's BBR is at 10.25% p.a.

**(d) Repayment Term -**

Type of Loan	Repayment Schedule
RTL - 1	Repayable in 32 quarterly installments commencing from 1 May 2016 after monotorium period of 2 years as mentioned below : a) 31 <sup>st</sup> installments of ₹ 0.21 Crore each ; b) 32 <sup>nd</sup> installment of ₹ 0.24 Crore
RTL - 2 (a)	Repayable in 12 quarterly installments commencing from 1 May 2016 after monotorium period of 1 year as mentioned below : a) 11 <sup>th</sup> installments of ₹ 0.23 Crore each ; b) 12 <sup>th</sup> installment of ₹ 0.28 Crore
RTL - 2 (b)	Repayable in 12 quarterly installments commencing from 1 May 2016 after monotorium period of 1 year as mentioned below : a) 11 <sup>th</sup> installments of ₹ 0.08 Crore each ; b) 12 <sup>th</sup> installment of ₹ 0.06 Crore
WCTL	Repayable in 32 quarterly installments commencing from 1 May 2016 after monotorium period of 2 years as mentioned below : a) 31 <sup>st</sup> installments of ₹ 0.69 Crore each ; b) 32 <sup>nd</sup> installment of ₹ 0.61 Crore

**(2) ACGB :****Security for Loans and Terms of Payment -**

Primary Security - Equitable Mortgage of Land and Building and hypothecation of Plant and Machinery and Assets Purchase put of Bank finance. Interest is payable @ Base Rate plus 3.20% ( current base rate is 10%).

Secondary Security:- Charge over Current Assets of the Company.

Collateral :- Corporate Guarantee has been given by Ansaldoaldie Boilers India Private Limited and GB Engineering Private Limited.

- (3) The Term loan for TLL is secured by First charge on all Fixed Assets and Current Assets of the Company and Corporate Guarantee of the Holding Company. The loan is repayable in monthly installment of ₹ 0.88 Crore for 24 months and ₹ 0.62 Crore for 9 months. The applicable rate of interest is @14.25% p.a.
- (4) The Term Loan for Gactel is secured by Hypothecation of Fixed Assets and Current Assets of the Company and negative lien on 75% of land at Bhopal and construction thereon standing In the name of DIPL and corporate guarantee of GL.
- (5) The term Loan for DIPL is secured by first charge on 75% of total Plot of Land ad measuring 14.88 acres situated at South TT nagar in Bhopal (Madhya Pradesh) and are repayable in 8 equal quarterly installment after a moratorium of 24 months.
- (6) 13.65% Non-Convertible Debentures for MIPL is secured by first charge on mortgage of Immovable properties redeemable in March 2015.

(v) **Pledge of Shares -**

The equity shares held by the Company and / or GIL in a Subsidiary and / or Joint Venture Company of the Group are pledged with respective lenders or consortium of lenders for the individual secured loan availed by the said Subsidiary and / or Joint Venture Company from their respective lenders or consortium of lenders.

Company Name	Rate	Number of Equity Shares Pledged	
		As At 30 Sep 2014	As At 31 Dec 2013
Andhra Expressway Limited ('AEL')	₹ 10/-	13,175,970	13,175,970
Birmitrapur Barkote Highway Private Limited ('BBHPL')	₹ 10/-	2,600	2,600
Cochin Bridge Infrastructure Company Limited ('CBICL')	₹ 10/-	1,664,019	1,664,019
Gorakhpur Infrastructure Company Limited ('GICL')	₹ 10/-	27,686,396	27,686,396
Kosi Bridge Infrastructure Company Limited ('KBICL')	₹ 10/-	20,767,040	20,767,040
Mumbai Nasik Expressway Limited ('MNEL')	₹ 10/-	38,942,800	38,942,800
Patna Buxar Highways Limited ('PBHL')	₹ 10/-	14,589,823	14,589,823
Pataliputra Highways Limited ('PHL')	₹ 100/-	7,350	7,350
Patna Highway Projects Limited ('PHPL')	₹ 10/-	750,000	750,000
Rajahmundry Expressway Limited ('REL')	₹ 10/-	14,744,579	14,744,579
Rajahmundry Godavari Bridge Limited ('RGL')	₹ 10/-	118,967,215	89,573,750
Sidhi Singrauli Road Project Limited ('SSRPL')	₹ 10/-	98,820,560	26,236,600
Sikkim Hydro Power Ventures Limited ('SHPVL')	₹ 10/-	31,995,331	-
Vizag Seaport Private Limited ('VSPL')	₹ 10/-	63,770,015	63,770,015
Indira Container Terminal Private Limited ('ICTPL')	₹ 10/-	16,500,000	16,500,000
Punjab Biomass Power Limited ('PBPL')	₹ 1/-	22,500,000	22,500,000
Gammon Holdings B.V., Netherlands ('GHBV')	€ 100	180	180
Gammon International B.V., Netherlands ('GIBV')	€ 100	180	180
P.Van Eerd Beheersmaatschappij B.V., Netherlands ('PVAN')	€ 454	35	35
ATSL Holding B.V., Netherlands	€ 100	180	180
Gactel Turnkey Projects Limited ('GACTEL')	₹ 10/-	5,049,940	-
Deepmala Infrastructure Private Limited ('DIPL')	₹ 10/-	2,300	-
Transrail Lighting Limited ('TLL')	₹ 10/-	30,999,940	-
Ansaldocaldaie Boilers India Private Limited ('ACB')	₹ 10/-	12,000,000	-
SEZ Adityapur Limited ('SEZAL')	₹ 10/-	50,000	-
Gammon Infrastructure Projects Limited	₹ 2/-	430,286,305	430,286,305
<b>TOTAL</b>		<b>963,272,758</b>	<b>781,197,822</b>

(vi) **Maturity Profile -**

(₹ in Crore)

Period	30 Sep 2014	31 Dec 2013
Installments payable within one year	754.92	666.03
Installments payable between 1 to 5 years	4,389.38	3,973.38
Installments payable beyond 5 years	3,828.63	4,325.98
<b>TOTAL</b>	<b>8,972.93</b>	<b>8,965.39</b>

- (i) In some of the SPVs sanctions / appraisal for rescheduling of loans have been received. Accordingly the current maturities and the installments payable have been recomputed.
- (ii) During the previous period, the Promoters have infused an amount of ₹100 Crore in terms of the CDR agreement repayment of which shall, till the final settlement date, be subordinate to the restructured facility.

## 5. Deferred Tax Liabilities and Deferred Tax Assets

(₹ in Crore)

Particulars	As at 30 Sep 2014		As at 31 Dec 2013	
<b>Deferred Tax Liabilities</b>	<b>4.04</b>		130.00	
<b>Deferred Tax Assets</b>	<b>179.36</b>		135.54	
<b>Breakup of the same</b>	<b>DTL</b>	<b>DTA</b>	<b>DTL</b>	<b>DTA</b>
<b>Deferred Tax Liabilities</b>				
Depreciation	6.12	247.44	144.29	139.76
On Account of Lease	-	-	0.53	-
Others	-	-	20.26	-
Sub-Total	6.12	247.44	165.08	139.76
<b>Deferred Tax Assets</b>				
On Account of Gratuity / Leave Encashment Provision	0.04	7.42	0.12	8.00
Risk and Contingencies	-	-	16.22	-
On Account of Tax losses	-	75.74	18.43	30.85
On Account of unabsorbed Depreciation	2.04	168.36	-	60.63
On account of disallowances	-	46.49	-	70.92
Foreign Exchange Translation Reserve	-	85.10	-	57.58
Others	-	43.69	0.31	47.32
Sub-Total	2.08	426.80	35.08	275.30
Deferred Tax Liabilities	4.04		130.00	
Deferred Tax Assets		179.36		135.54

- (a) Few of the SPVs' have unabsorbed depreciation as per Tax returns which is available for set off against Taxable income. These SPVs' have recognised the deferred tax asset credit estimating its future Taxable income which satisfies the test of virtual certainty supported by convincing evidence for recognising the deferred tax asset on the unabsorbed depreciation as per the Tax returns. The deferred tax asset recognised amounts to ₹ 168.07 Crore (*Previous Period ₹ 60.34 Crore*) on the unabsorbed depreciation as per the Tax returns available for set off from future Taxable income.
- (b) The Central Board of Direct Taxes (CBDT), vide circular no. 09/2014 dated 23 April 2014, has clarified that the cost of construction on development of infrastructure facility of roads / highways under BOT projects is allowable as a deduction by amortizing and claiming the same as allowable business expenditure under the Income Tax Act. The amortization allowable is to be computed at the rate, which ensures that the whole of the cost incurred on creation of infrastructural facility of road / highways is amortized evenly over the period of concessionaire agreement after excluding the time taken for creation of such facility. The deferred tax asset and liability are computed after considering this circular.

## 6 Other Long Term Liabilities

(₹ in Crore)

Particulars	As at 30 Sep 2014		As at 31 Dec 2013	
<b>Trade Payables</b>				
Micro, Small and Medium Enterprises	-	-	-	-
Retention / Security Deposits	121.22		76.50	
		121.22		76.50
<b>Deferred Payment Liabilities (Refer Note 6(a))</b>		<b>3,965.80</b>		120.00
<b>Others</b>				
Advances from Clients	262.91		360.30	
Margin Money Received	0.50		0.50	
Interest Accrued but not Due	-		16.45	
Other Long Term Liabilities	51.01		182.94	
		314.42		560.19
<b>TOTAL</b>		<b>4,401.44</b>		756.70

- (a) (i) As per the terms of the concession agreement between MNEL and NHAI, MNEL is required to make a cash payout ('Negative Grant') of ₹ 120.00 Crore in the last year of the concession period. The same is capitalised as toll concession rights and is represented as deferred payment liability in the financial statements.
- (ii) VGRPPL has commenced toll operations from 1 September 2014, being the appointed date as per the terms of the concession agreement for the project. As per the terms of the said agreement VGRPPL is required to pay an amount of ₹ 57.57 Crore as additional concession fee on an annual basis which is to be increased by an annual escalation factor upto the end of the concession period. It has recognized the total additional concession fees payable over the concession period as a part of Intangible Assets - 'Toll Collection rights' and is amortising it over the period of the concession agreement in terms of Schedule XIV of the Companies Act 1956 for BOT contracts and a corresponding obligation has been recorded as Deferred payment liabilities under Long term liabilities.

## 7 Provisions

(₹ in Crore)

Particulars	Long Term		Short Term	
	30 Sep 2014	31 Dec 2013	30 Sep 2014	31 Dec 2013
<b>Provision for Employee Benefits</b>				
Provision for Gratuity				
- India Companies	3.12	0.98	3.77	3.77
- Overseas Companies	1.81	79.67	11.60	4.85
Provision for Leave Benefits	12.65	11.28	7.36	5.31
Provision for Cash Compensation	-	-	-	-
Other Provisions	-	-	-	0.12
<b>Others</b>				
Provision for Periodic Maintenance	31.32	53.18	113.77	56.75
Provision for Risk and Contingencies	-	-	82.51	141.77
Proposed Dividend	-	-	-	-
Corporate Tax on Dividend	-	-	-	-
Provision for Taxation Net of Taxes Paid	-	161.63	30.96	76.02
Other Provisions	-	-	7.40	7.69
<b>TOTAL</b>	<b>48.90</b>	<b>306.73</b>	<b>257.37</b>	<b>296.28</b>

## (A) Disclosure relating to Employee Benefits As per Revised ('AS - 15')

(₹ in Crore)

Particulars	As at 30 Sep 2014	As at 31 Dec 2013
<b>(i) Change in Benefit Obligation</b>		
Liability at the beginning of the year	11.16	10.70
Interest Cost	1.10	0.76
Current Service cost	1.91	1.07
Benefit Paid	(1.87)	(0.10)
Actuarial (gain) / loss on obligations	0.57	(1.07)
<b>Liability at the end of the year</b>	<b>12.85</b>	<b>11.36</b>
<b>(ii) Fair Value of Plan Assets</b>		
Fair Value of Plan Assets at the beginning of the year	6.45	6.58
Expected Return on Plan Assets	0.42	0.42
Contributions	0.91	(0.04)
Benefit Paid	0.04	0.02
Actuarial gain / (loss) on Plan Assets	(1.79)	(0.02)
<b>Fair Value of Plan Assets at the end of the year</b>	<b>6.03</b>	<b>6.94</b>
<b>Total Actuarial (gain) / loss to be Recognised</b>	<b>0.57</b>	<b>(1.07)</b>

Particulars	As at 30 Sep 2014	As at 31 Dec 2013
<b>(iii) Actual Return on Plan Assets</b>		
Expected Return on Plan Assets	0.42	0.42
Actuarial gain / (loss) on Plan Assets	0.01	(0.28)
<b>Actual Return on Plan Assets</b>	<b>0.43</b>	0.14
<b>(iv) Amount Recognised in the Balance Sheet</b>		
Liability at the end of the year	12.85	11.36
Fair Value of Plan Assets at the end of the year	6.04	6.64
Difference	6.81	4.75
Un-recognised Past Service Cost	-	-
<b>Amount Recognised in the Balance Sheet</b>	<b>6.81</b>	4.75
<b>(v) Expenses Recognised in the Income Statement</b>		
Current Service cost	2.23	1.20
Interest Cost	0.78	0.65
Expected Return on Plan Assets	(0.42)	(0.41)
Net Actuarial gain / (loss) to be Recognised	0.58	(0.81)
Effect of Curtailment or Settlements	(0.07)	(0.04)
<b>Expense Recognised in the Profit and Loss Account</b>	<b>3.10</b>	0.59
<b>(vi) Balance Sheet Reconciliation</b>		
Opening Net Liability	4.71	4.16
Expenses as above	3.10	0.59
Employers Contribution	(0.91)	0.04
Liability Transferred in	(0.02)	-
Effect of Curtailment or settlements	(0.07)	-
<b>Amount Recognised in the Balance Sheet</b>	<b>6.81</b>	4.75
<b>(vii) Actuarial Assumptions</b>		
Discount Rate Current	8.89%	9.20%

**Note :**

- Employer's contribution includes payments made by the Company directly to its past employees.
- The estimates of future salary increases, considered in actuarial valuation, take account of inflation, seniority, promotion and other relevant factors, such as supply and demand in the employment market.
- The Company's Gratuity fund is managed by Life Insurance Corporation of India. The plan assets under the fund are deposited under approved securities
- The Company's Leave Encashment liability is entirely unfunded.
- The above information is presented only to the extent of the information available for the Indian Companies including the Holding Company.

**(B) Disclosure relating to Provisions As per Revised ('AS - 29')**

(₹ in Crore)

Account Head	Opening Balance	Provisions Made	Reversed during the year	Paid / Utilisations	Closing Balance
Provisions for Risk and Contingencies	141.77	55.88	(115.14)	-	82.51
	162.41	27.13	-	(47.77)	141.77
Provisions for Periodic Maintenance	109.93	35.16	-	-	145.09
	72.40	37.53	-	-	109.93
Cash Compensation Scheme	-	-	-	-	-
	0.17	-	-	(0.17)	-



## 8 Short-term Borrowings

(₹ in Crore)

Particulars	As at 30 Sep 2014	As at 31 Dec 2013
<b>Loans repayable on demand :</b>		
Working Capital Facilities from Bankers	<b>1,160.25</b>	1,176.63
<b>Loans and Advances from Minority Shareholders :</b>	<b>207.92</b>	261.91
<b>Other Loans and Advances :</b>		
Buyers Credit	<b>87.89</b>	60.42
Short Term Loans -		
From Banks	<b>399.78</b>	431.31
From Financial Institutions	-	14.33
From Others	<b>132.34</b>	76.07
	<b>620.01</b>	582.12
<b>TOTAL</b>	<b>1,988.18</b>	2,020.66
<b>The above amount includes</b>		
Secured Borrowings	<b>1,191.31</b>	1,158.32
Unsecured Borrowings	<b>796.87</b>	862.35

- (i) Securities - Working Capital From Bankers :
- 1<sup>st</sup> pari-passu charge on the entire current assets, loans and advances, long term trade receivables and other assets of the Company.
  - 2<sup>nd</sup> pari-passu charge over the entire fixed assets (immovable and movable) of the Company, including the pari-passu security with Non Convertible Debenture but excluding the exclusive security for Non Convertible Debenture and the Gammon House.
  - 2<sup>nd</sup> pari-passu charge on Gammon House.
- (ii) The rate of interest on above loan is linked to MI base rate + 175 bps.
- (iii) Buyers Credit are secured by guarantee of consortium bankers.
- (iv) Buyer's Credit facility includes an amount of ₹ 42.11 Crore (*Previous Period ₹ 66.03 Crore*) being the buyers credit availed on behalf of the Joint Venture on the strength of the underlying invoices of a Joint Venture, where the Company is a lead partner, for onward utilization of the Joint Venture. The entire Liability of such buyer's credit is represented by loan to the Joint venture. All costs including exchange rate fluctuation on account of the buyers credit are to the account of the Joint venture. The outstanding balance as at 31 December 2013 has also been recast as aforesaid.
- (v) Cash Credit of ACBI from IDBI for its working capital limits including CC is renewed at reduced level of ₹ 10.00 Crore and enhancement in Non fund based limit to ₹ 30.00 Crore.

Securities - Cash Credit from IDBI Bank :

- 1<sup>st</sup> charge on current assets of the Company both present and future.
- 1<sup>st</sup> Mortgage and charge on all the immovable and movable assets of the Company, both present and future.
- Unconditional and irrevocable Corporate Guarantee of Gammon India Limited.

The above mention term loans carry an interest rate which is @BBR + 250 bps payable on 1<sup>st</sup> day of each month. Currently IDBI bank's BBR is at 10.25% p.a.

- (vi) Cash Credit Loans repayable on demand of ACGB :-

Security Primary - Equitable Mortgage of Land and Building and hypothecation of Plant and Machinery and Assets Purchase put of Bank finance. Interest is payable @ Base Rate plus 3% ( current base rate is 10%)

Secondary Security:- Charge over Fixed Assets of the Company.

Collateral :- Corporate Guarantee has been given by Ansaldocaldie Boilers India Private Limited and GB Engineering Private Limited.



(vii) Cash Credit of TLL from banks is secured by First charge over entire current assets of the Company, First charge over entire fixed assets of the Company and Corporate Guarantee of GIL, the Holding Company.

**9 Trade Payables**

(₹ in Crore)

Particulars	As at 30 Sep 2014	As at 31 Dec 2013
Trade Payables	1,668.55	1,973.24
<b>TOTAL</b>	<b>1,668.55</b>	<b>1,973.24</b>

**10 Other Current Liabilities**

(₹ in Crore)

Particulars	As at 30 Sep 2014	As at 31 Dec 2013
Current Maturities of Term Loan (Refer Note 4)	754.92	666.03
Advances from Clients	887.45	996.29
Interest accrued but not due	43.62	33.22
Interest accrued and Due	195.60	60.40
Unpaid Dividends	0.71	0.73
Share Application Money	21.54	22.54
Payables for Capital Goods	49.62	29.32
Other Payables -		
Duties and Taxes Payable	83.33	111.99
Others	337.51	237.29
<b>TOTAL</b>	<b>420.84</b>	<b>349.28</b>
<b>TOTAL</b>	<b>2,374.30</b>	<b>2,157.81</b>

(i) Unpaid dividend includes ₹ 0.25 Crore (Previous Period ₹ 0.25 Crore) to be transferred to the Investor Education and Protection Fund.

**Note 11**  
**Detailed Asset Class Wise Addition, Adjustment, Depreciation, Changes at Net Block**

Tangible Assets										
(₹ in Crore)										
Particulars	Leasehold Land	Freshhold Property	Plant & Machinery	Motor Vehicles	Office Equipments	Furniture And Fixtures	Wind Mill	Electric Installation	Electric Installation	Total
<b>Cost</b>										
As at 1 April 2013	190.74	974.44	2,342.07	126.07	60.71	47.58	26.95	5.00	5.00	3,773.56
Additions	0.48	0.79	85.46	10.18	1.36	1.34	-	-	-	99.61
Disposals / Adjustments	(0.50)	(0.14)	(6.57)	(4.50)	(0.88)	(1.63)	-	-	0.04	(14.18)
Foreign Translation Adjustments	0.46	0.04	8.52	4.60	0.59	0.32	-	-	0.01	14.54
On Account of proportion Change	(163.59)	(19.90)	(151.18)	(1.70)	(14.38)	(2.22)	-	-	-	(352.97)
<b>As at 31 December 2013</b>	<b>27.59</b>	<b>955.23</b>	<b>2,278.30</b>	<b>134.65</b>	<b>47.40</b>	<b>45.39</b>	<b>26.95</b>	<b>5.05</b>	<b>5.05</b>	<b>3,520.56</b>
Additions	-	2.54	47.53	2.36	1.81	0.14	-	-	-	54.38
Disposals / Adjustments	(0.15)	(636.39)	(710.12)	(8.37)	(11.86)	(0.39)	-	-	-	(1,367.28)
Foreign Translation Adjustments	(0.23)	-	(3.71)	(2.74)	(0.02)	(0.01)	-	-	-	(6.71)
On Account of proportion Change	-	-	-	-	-	-	-	-	-	-
<b>As at 30 September 2014</b>	<b>27.21</b>	<b>321.38</b>	<b>1,612.00</b>	<b>125.90</b>	<b>37.33</b>	<b>45.13</b>	<b>26.95</b>	<b>5.05</b>	<b>5.05</b>	<b>2,200.95</b>
<b>Depreciation</b>										
As at 1 April 2013	31.18	188.31	986.43	84.95	39.37	20.75	16.79	1.02	1.02	1,368.80
Charge for the Year	0.25	5.20	76.10	8.74	4.34	1.19	2.10	0.19	0.19	98.11
Disposals / Adjustments	(0.12)	-	(5.35)	(3.91)	(0.45)	(0.51)	-	-	0.04	(10.30)
Foreign Translation Adjustments	0.19	0.04	7.26	3.38	0.47	0.30	-	-	-	11.64
On Account of proportion Change	(30.03)	(7.37)	(132.85)	(1.48)	(12.99)	(1.23)	-	-	-	(185.95)
<b>As at 31 December 2013</b>	<b>1.47</b>	<b>186.18</b>	<b>931.59</b>	<b>91.68</b>	<b>30.75</b>	<b>20.50</b>	<b>18.89</b>	<b>1.25</b>	<b>1.25</b>	<b>1,282.30</b>
Charge for the Year	0.36	5.15	76.18	7.39	4.40	1.07	2.08	0.19	0.19	96.82
Disposals	(0.08)	(133.08)	(318.75)	(8.04)	(9.25)	(0.28)	-	-	-	(469.48)
Foreign Translation Adjustments	(0.11)	-	(2.89)	(1.92)	(0.02)	(0.01)	-	-	-	(4.95)
On Account of proportion Change	-	-	-	-	-	-	-	-	-	-
<b>As at 30 September 2014</b>	<b>1.63</b>	<b>58.25</b>	<b>686.13</b>	<b>89.11</b>	<b>25.88</b>	<b>21.28</b>	<b>20.97</b>	<b>1.44</b>	<b>1.44</b>	<b>904.69</b>
<b>Net Block</b>										
As at 31 December 2013	26.12	769.05	1,346.71	42.97	16.65	24.89	8.06	3.80	3.80	2,238.26
As at 30 September 2014	25.58	263.13	925.87	36.79	11.45	23.85	5.98	3.61	3.61	1,296.26

Intangible Assets		( ₹ in Crore)						
Particulars	BOT concession Assets	Computer Software	Licenses & Trade Marks & Similar Right	Development Cost	License Fees	Others	Total	
Cost								
As at 1 April 2013	2,785.28	10.03	34.11	64.62	12.50	42.18	2,948.72	
Additions	-	0.32	-	-	-	0.12	0.45	
Disposals / Adjustments	-	0.15	1.44	-	-	-	1.59	
Foreign Translation Adjustments	-	0.31	0.71	0.45	-	0.74	2.21	
On Account of proportion Change	-	-	(17.47)	(55.33)	-	(27.10)	(99.90)	
<b>As at 31 December 2013</b>	<b>2,785.28</b>	<b>10.81</b>	<b>18.80</b>	<b>9.74</b>	<b>12.50</b>	<b>15.94</b>	<b>2,853.07</b>	
Additions	3,904.57	0.03	-	-	-	-	3,904.60	
Disposals / Adjustments	(25.74)	-	(10.75)	(9.74)	-	(15.94)	(62.17)	
Foreign Translation Adjustments	-	(0.12)	(0.12)	-	-	-	(0.24)	
On Account of proportion Change	-	-	-	-	-	-	-	
<b>As at 30 September 2014</b>	<b>6,664.11</b>	<b>10.72</b>	<b>7.93</b>	<b>0.00</b>	<b>12.50</b>	<b>(0.00)</b>	<b>6,695.26</b>	
<b>Depreciation</b>								
As at 1 April 2013	457.47	5.82	25.79	47.52	-	39.79	576.39	
Charge for the Year	109.16	2.12	1.94	0.02	-	0.11	113.35	
Disposals / Adjustments	18.99	0.15	0.56	-	-	-	19.70	
Foreign Translation Adjustments	-	0.23	0.46	0.45	-	0.72	1.86	
On Account of proportion Change	-	-	(16.48)	(38.26)	-	(25.06)	(79.80)	
<b>As at 31 December 2013</b>	<b>585.62</b>	<b>8.32</b>	<b>12.27</b>	<b>9.73</b>	-	<b>15.56</b>	<b>631.50</b>	
Charge for the Year	162.58	1.71	0.79	-	-	-	165.08	
Disposals	(21.70)	-	(5.47)	(9.72)	-	(15.57)	(52.46)	
Foreign Translation Adjustments	-	(0.09)	(0.13)	-	-	-	(0.22)	
On Account of proportion Change	-	-	-	-	-	-	-	
<b>As at 30 September 2014</b>	<b>726.50</b>	<b>9.94</b>	<b>7.46</b>	<b>0.01</b>	-	<b>(0.01)</b>	<b>743.90</b>	
<b>Net Block</b>								
<b>As at 31 December 2013</b>	<b>2,199.66</b>	<b>2.49</b>	<b>6.53</b>	<b>0.01</b>	<b>12.50</b>	<b>0.38</b>	<b>2,221.57</b>	
<b>As at 30 September 2014</b>	<b>5,937.61</b>	<b>0.78</b>	<b>0.47</b>	<b>(0.01)</b>	<b>12.50</b>	<b>0.01</b>	<b>5,951.36</b>	

- Leasehold Land is at cost less amount written off.
- The Company has once again revalued on 31 March, 2007 all its Freehold Property, most of which were revalued earlier on 31 March, 1999 by Approved valuers. The consequent increase in the value of Fixed Assets pursuant to the second revaluation amounted to ₹ 186.89 Crore and has been credited to the Revaluation Reserve A/c.
- Depreciation for the Year amount to ₹ 275.17 Crore (Previous Period ₹ 273.01 Crore) from which has been deducted a sum of ₹ 2.36 Crore (Previous Period ₹ 2.38 Crore) being the depreciation in respect of Revaluation of Fixed Assets which has been drawn from the Revaluation Reserve. Depreciation for the year ended 30 September 2014 amount to ₹ 0.02 Crore (Previous Period ₹ 0.03 Crore) has been transferred to Project Development Cost.
- Depreciation and Amortisation includes amortisation on Investment Property amounting to ₹ 21.03 Crore (Previous Period ₹ 53.84 Crore).
- Depreciation charge for the year includes an amount of ₹ 5.08 Crore (Previous Period ₹ 0.08 Crore) capitalised to Intangible asset under development and ₹ 0.03 Crore (Previous Period ₹ 0.01 Crore) has been transferred to Capital WIP.
- Land to the extent of 36.515 acres out of a total of 66.458 acres and buildings standing on the said lands, taken over by one of the Joint Venture from G B Engineering Pvt Ltd is yet to be registered in the name of the Company.
- Project bridges pertains to the costs for construction of separate bridge projects by the two SPVs of the Company CBICL and KBICL. During the current period, the Greater Cochin Development Authority has sought to end / obstruct the toll collection by unilaterally sealing the toll booth of CBICL. CBICL believes it has the right to collect toll at the bridge upto 27 April 2020. Necessary legal recourse has been initiated. The unamortised project costs of ₹ 8.43 Crore along with the unrealised profit of the Group amounting to ₹ 0.46 Crore is transferred to other current assets under Project expenses pending settlement. Pending the outcome of the legal proceeding, no adjustments have been made in the financial statements.
- VGRPPL had achieved financial closure for the project on 10 April 2013. However since the drawdowns did not commence within the specified time limit, for which it has sought for revvaluation of the sanction and the same is awaited. Pending which, the toll concession rights are being amortised over the revenues projected by VGRPPL considering normal traffic between 1 September 2014 and 30 September 2014 after adjusting for escalation of prices as per the provisions of the concession agreement. The effect of the financial closure model for the amortization of the toll collection rights would be given once the same is revaluated.
- License fees pertains to the fees paid by a SPV of the Company, ICTPL to Mumbai Port Trust (MPT) as per the concession agreement signed between them for providing the license to construct, operate and maintain a offshore container terminal in the Mumbai Port. The said intangible will provide the right to the SPV to charge the users of the offshore container terminal when it commences operations. The intangible will be amortised from the date the commercial operations commences.

**11A Capital work-in-progress**

(₹ in Crore)

Particulars	30 Sep 2014	31 Dec 2013
Expenses incurred on construction, acquisition of self owned asset	209.47	189.89
Developer fees	1.36	-
Borrowing costs	30.20	14.83
Employee benefit expenses	2.22	1.78
Other expenses	4.66	4.47
Depreciation	0.06	0.05
	247.97	211.02
Less : Capital work-in-progress written off	(0.11)	(0.11)
<b>TOTAL</b>	<b>247.86</b>	<b>210.91</b>

- (i) Capital Work in progress includes amounts in respect of one of the step down Subsidiaries wherein the Company had achieved all milestones as required under Letter of Arrangement (LOA) for the purpose of the coal linkage for its thermal power project in Nagpur. However Western Coal Fields Limited (WCL) had raised an issue that change of the status from Partnership Firm to a Company amounts to "Assignment" which is prohibited as per LOA. The Company has represented the matter to Standing Linkage Committee, which has upheld the contention of WCL. However the Company approached the High Court for an interpretation in this regard and pending its decision in the matter the court has stayed the matter and directed that no action be taken till further orders. The Company expects a favorable response on the same.

**11B Intangible Assets under Development**

(₹ in Crore)

Particulars	30 Sep 2014	31 Dec 2013
Contract expenditure	1,675.63	1,551.69
Developer fees	164.97	164.48
Concession fees	9.82	9.78
Borrowing costs	602.43	448.63
Employee benefit expenses	19.12	15.13
Other expenses	69.34	59.38
Depreciation	0.77	0.56
	2,542.08	2,249.65
Less : Miscellaneous income	(1.24)	(0.76)
Capitalised during the period	-	(0.71)
Assets Written off (Refer Note 11B(iii))	(37.97)	(40.69)
Transferred to Project Expenses pending settlement	(75.56)	-
<b>TOTAL</b>	<b>2,427.31</b>	<b>2,207.49</b>

- (i) During the period, the Mormugao Port Trust ("MPT"), a Subsidiary Company of GIPL has unilaterally sought to terminate the concession agreement with one of the wholly owned Subsidiary namely Mormugao Terminal Limited citing non-compliance with certain terms of the concession agreement. MPT also encashed the bid security bank guarantee for ₹ 2.00 Crore. The Subsidiary has taken legal action in the matter including filing of arbitration. The Group's exposure towards the project is ₹ 5.71 Crore (including guarantees of ₹ 2.00 Crore). Pending outcome of the legal proceedings, no adjustments have been made to the consolidated financial statements. The management believes that it has a strong case in this matter.
- (ii) During the period, one of the wholly owned Subsidiary namely Youngthang Power Ventures Limited which has a license to develop a hydro power project in Himachal Pradesh has initiated correspondence with the State Government for exiting from the project primarily due to inability of the state government in resolving the local agitations related to environmental issues because of which the Subsidiary was forced to stop its geological studies at the project site. The Subsidiary has paid an upfront premium of ₹ 52.85 Crore to the State Government and the Group's exposure towards the project excluding the upfront premium is ₹ 17.95 Crore. The Subsidiary has made a claim against the amounts spent on the project till date. The management believes that it has a strong case in this matter.

(iii) During the period, two wholly owned Subsidiaries namely Birmitrapur Barkote Highway Private Limited and Yamunanagar Panchkula Highway Private Limited have terminated the contracts with NHA on mutually acceptable terms primarily due to non-availability of Right of Way to the site and Environment and Forest clearances and on cessation of the operations, accounts of these two Subsidiaries were not prepared on the going concern basis.

#### 11C Goodwill / Capital Reserve on Consolidation

(₹ in Crore)

Particulars	As at 30 Sep 2014	As at 31 Dec 2013
Goodwill on Consolidation	276.38	716.92
Add : arising out of Current year	4.98	7.90
Less : Transfer of Goodwill to Investment in Associates	(109.13)	(448.44)
Less : Capital Reserve on Consolidation	(7.76)	(7.76)
	<b>164.47</b>	268.62
Less : Provision for Impairment of Goodwill	(18.78)	(129.62)
<b>TOTAL</b>	<b>145.69</b>	<b>138.99</b>

(i) Provision for Impairment of Goodwill Consists of :-

(₹ in Crore)

Particulars	As at 30 Sep 2014	As at 31 Dec 2013
Franco Tosi Meccanica S.p.A (Refer Note 1(a)(ii))	-	109.12
SAE Powerlines S.r.L	18.78	20.50
<b>TOTAL</b>	<b>18.78</b>	<b>129.62</b>

#### 12 Investments

(₹ in Crore)

Particulars	Non Current		Current	
	30 Sep 2014	31 Dec 2013	30 Sep 2014	31 Dec 2013
Investment Properties				
Oil Exploration Assets	288.39	306.59	-	-
Investments in Shares and Debentures				
Associates as per AS-23 (Refer Note 1(c)(i)(b))	423.87	509.26	-	-
Other Investments				
Quoted	-	-	1.35	1.35
Unquoted				
Sadelmi S.p.A	58.70	64.06	-	-
Franco Tosi Meccanica S.p.A (Refer Note 1(a)(ii))	398.98	-	-	-
Other	0.20	1.90	4.90	4.90
Investment in Partnership	-	-	-	-
Investments in Mutual Funds	-	-	29.89	20.30
Investment in Government Securities	0.55	0.55	-	-
Investment in Own Shares through GIL Trust	1.69	1.68	-	-
Grand Total	<b>1,172.38</b>	884.03	<b>36.14</b>	26.55
Less : Provision for Diminution in value of investment	(403.91)	(65.29)	(0.41)	(0.41)
<b>TOTAL</b>	<b>768.47</b>	818.75	<b>35.73</b>	26.14

(a) Breakup of Provision for Diminution in Value of Investment

(₹ in Crore)

Particulars	Non Current		Current	
	30 Sep 2014	31 Dec 2013	30 Sep 2014	31 Dec 2013
Sadelmi S.p.A	58.70	64.06	-	-
ESMSPL	0.56	0.56	-	-
Franco Tosi Meccanica	344.27	-	-	-
Other	0.38	0.67	0.41	0.41
<b>TOTAL</b>	<b>403.91</b>	65.29	<b>0.41</b>	0.41

(b) **OIL Exploration Assets**

**INVESTMENT IN CAMPO PUMA ORIENTE S.A AND CONSORSIO PEGASO**

- (i) CONSORCIO PEGASO (Pegaso) was established in Quito – Ecuador on 31 October 2006 comprising of several Companies making it an independent economic unit in order to carry out in partnership agreements for exploration and exploitation oil. During the year 2010, on 1 July one of the members of the consortium transferred the rights and obligations to the extent 67% in favor of the Company Campo Puma Oriente S.A., The Ministry had on 30 December 2009 authorized the change of the Operator of the Contract for the Exploitation of Crude Oil and Additional Exploration of Hydrocarbons of Campo Marginal PUMA, to CPO.
- (ii) CPO entered into a New Contract negotiated in December, 2010 and signed on 21 January 2011. The Consortium contemplates a rise in crude oil production for the year 2011 with which will obtain revenues which will allow it to continue operating as an going concern. Significantly it is projected to have net income that allows it to absorb the generated losses and it is estimated to carry the corresponding amortization of accumulated deficit in three years as from 2011, drilling of two wells, purchase and installation of additional production facilities and acquisition of other support equipment.
- (iii) The contract has been modified to a Service Contract with effective date at 1 February 2011 with a view to lend services to The Ministry of Hydrocarbons by the Contractor, with its own resources and at its risk, for exploration and exploitation of hydrocarbons, including crude oil, in the area of the Contract, in accordance with the terms and conditions set in the Amending Contract and established under the Applicable Law.

(iv) Breakup of Investments in Campo Puma Oriente S.A. (₹ in Crore)

<b>Particulars</b>	<b>30 Sep 2014</b>	<b>31 Dec 2013</b>
Capitalised Investment	<b>353.77</b>	316.22
Capitalised Administration Expense	-	2.00
Drilling Investment	<b>2.12</b>	34.66
Work In Progress	<b>31.16</b>	31.30
Facilities Investment	<b>1.26</b>	2.64
Exploration investment	<b>45.00</b>	40.35
Secondary Recovery	<b>4.45</b>	3.05
Less : Amortisation of Capitalised Investment	<b>(136.60)</b>	(117.68)
Less : Amortisation of Precontract expenses	<b>(12.77)</b>	(10.95)
Others	-	5.00
<b>TOTAL</b>	<b>288.39</b>	306.59

- (v) Drilling Investment : This represents the 100% of share of the rights and obligations that Consortium Pegaso maintains ( 100% in 2011). There were three wells drilled during previous year.
- (vi) Capitalised Investment represents the 100% of share of rights and obligations that Consortium Pegaso maintains( 100% in 2011).The values of investments in Development and executed and completed production by December 2012 on which it is performed the corresponding amortisation and capitalised expenses administration
- (vii) Work in progress represents precontract expenses of CPO until entered as member of Consortium Pegaso and the percentage of share of Consortium pegaso's expenses.
- (viii) Amortisation of Capitalised Investment is based on the method applicable to the marginal contracts based on the accounting regulation for service contracts in the respective country.
- (ix) On 15 march 2012, Campo Puma Oriente S.A. as member of Consorcio Pegaso made a formal request to The Ministry of Non-Renewable Natural Resources asking for their approval for a transfer of 7.38% of shares from Joshi Technologies International, Inc. in favor of Gammon India Limited. Until the date of this report, this process still pending to be approve.
- (c) For disclosure under Accounting Standard ('AS- 23') "Accounting for Investment in Associates in Consolidated Financial Statements" refer Note 1(c).



**13 Loans and Advances (Unsecured, Considered Good unless otherwise stated)**

(₹ in Crore)

Particulars	Non Current		Current	
	30 Sep 2014	31 Dec 2013	30 Sep 2014	31 Dec 2013
<b>Loans and Advances</b>				
Capital Advance	51.36	82.08	-	-
Loans and Advances to related parties				
Considered Good	22.65	16.19	57.40	24.01
Considered Doubtful	78.10	-	-	12.45
Less : Provision for doubtful advances	(78.10)	-	-	(12.45)
Security and Other Deposits	44.60	41.04	26.13	31.94
Short Term Loans and Advances	-	-	54.08	54.08
<b>Advances recoverable in cash or kind</b>				
Prepaid Expenses	2.50	50.68	10.38	49.22
Advance for purchase of securities (Refer Note 1c(i)(a))	-	-	197.15	198.08
Advance to Creditors / Sub Contractor	121.30	140.34	211.52	261.14
<b>Other Loans And Advances</b>				
Taxes Paid Net of Provisions	412.49	379.85	17.85	6.73
Staff Advances	-	-	5.50	4.56
Indirect Taxes and Duties recoverable	70.34	65.06	34.57	121.73
Others	23.43	38.46	126.18	161.26
<b>Deposits with Joint Stock Companies</b>				
Unsecured and Considered good	5.21	5.10	-	-
Unsecured and Considered doubtful	0.39	0.39	6.40	6.40
Less : Provision for doubtful deposits	(0.39)	(0.39)	(6.40)	(6.40)
<b>TOTAL</b>	<b>753.88</b>	<b>818.80</b>	<b>740.76</b>	<b>912.75</b>

- (a) During the previous period, some of the Group Companies have entered into an agreement for cancellation of purchase of land. An amount of ₹ 47.92 Crore (Previous period ₹ 75.00 Crore) is receivable towards this cancellation by these Group Companies over a period of 6 months.

**14 Other Assets**

(₹ in Crore)

Particulars	Non Current		Current	
	30 Sep 2014	31 Dec 2013	30 Sep 2014	31 Dec 2013
Balances in Escrow Bank Accounts	5.97	5.51	9.16	20.55
Unbilled revenue	-	-	100.32	174.70
Interest Accrued Receivable	1.43	93.94	41.06	0.00
Accrued Income	-	-	123.76	62.22
Mat Credit Entitlement	10.40	21.86	-	-
Project Expenses Pending Settlement ( Refer Note 14(c ) and (d))	75.56	-	8.89	-
Other Receivable	62.93	29.59	10.21	6.30
<b>TOTAL</b>	<b>156.29</b>	<b>150.91</b>	<b>293.40</b>	<b>263.78</b>

- (a) Accrued income includes amounts of ₹ 116.96 Crore (Previous Period ₹ 49.34 Crore) receivable from NHAI against the annuities, ₹ 6.01 Crore (Previous Period ₹ 12.34 Crore) towards grant from NHAI, ₹ 0.79 Crore (Previous Period ₹ 0.55 Crore) from a client and balance from others. These are unbilled revenues accrued as on 30 September 2014.
- (b) Some of the eligible SPVs' of the Group have availed the tax holiday period under Section 80 IA of the Income-Tax Act, 1962. As such the eligible SPVs' Group during this period of tax holiday have to pay the Minimum Alternate Tax ('MAT') based on the profits as per their profits in the financial statements during the tax holiday period. The MAT paid by these SPVs during the said tax holiday period is available for adjustment against the normal tax payable by the said SPVs' after the tax holiday period.

- (c) During the period, one of the wholly owned Subsidiary of GIPL namely Patna Buxar Highways Limited has initiated correspondence with NHAI towards closure of its project on mutually acceptable terms primarily due to non-availability of Right of Way to the site and Forest clearances. Subsequently vide its letter dated 29 August 2014, the NHAI unilaterally terminated the concession agreement and also invoked the bank guarantee of ₹ 11.29 Crore. The Subsidiary has since, on 22 October 2014 referred the dispute to a conciliation procedure, contemplated in the terms of the concession arrangement by which it has sought to claim compensation towards the project related expenses and also the repayment against the invocation of the guarantee. The Group's total exposure to this project including guarantees invoked and project expenses is ₹ 75.56 Crore which is transferred to other current assets under project expenditure pending settlement. Pending conclusion of the conciliation procedure and reliefs under the terms of the concession agreement, no adjustments have been made to the consolidated financial statement. The management believes that it has a strong case in this matter.
- (d) During the period, the Greater Cochin Development Authority has sought to end / obstruct the toll collection by unilaterally sealing the toll booth of one of the Subsidiary namely Cochin Bridge Infrastructure Company Limited. The Subsidiary believes it has the right to collect toll at the bridge upto 27 April 2020. Further necessary legal recourse is being initiated. The Group's total exposure towards the project includes ₹ 7.97 Crore towards the unamortised project costs and ₹ 17.87 Crore towards trade receivables. Pending outcome of the legal proceedings, no adjustments have been made to the consolidated financial statements. The management believes that it has a strong case in this matter.
- (e) Since the Balance Sheet date, the client Bihar Urban Infrastructure Co ('BUIDCO') had unilaterally sought to terminate the contract of one of the Subsidiaries, citing non-compliance with certain terms of the agreement on the part of the Subsidiary. BUIDCO has encashed all the bank guarantees towards the interest, mobilisation advance, and performance guarantee for an total amount of ₹ 65.85 Crore. Out of the said encashment the liability towards the mobilization advance and interest payable thereon in the books of the accounts is ₹ 41.80 Crore. For the balance amount the Company is in the process of taking necessary action including seeking legal advice for action in the matter. The Subsidiary is also contemplating to seek compensation towards the amounts spent on the project till date and recovery of the bank guarantees in lieu of exit. The Company believes that it has a strong case in this matter and will not eventually have any financial loss. The Subsidiary has nevertheless recognized the costs spent in excess of billing in the statement of profit and loss. Further effects pursuant to the aforesaid encashment of guarantee and the legal recourse taken by the Company would be given in the following year.

## 15 Inventories

(₹ in Crore)

Particulars	As at 30 Sep 2014	As at 31 Dec 2013
Raw Material	47.86	82.35
Material at Construction Site	455.49	420.23
Stores and Spares	12.08	15.81
Work In Progress	1,400.26	1,490.47
Finished Goods	51.26	91.62
<b>TOTAL</b>	<b>1,966.95</b>	2,100.48

### (i) Valuation methodology :

Raw Material	Raw materials are valued at cost, net of Excise duty and Value Added Tax, wherever applicable. Stores and spares, loose tools are valued at cost except unserviceable and obsolete items that are valued at estimated realizable value thereof. Costs are determined on weighted average method.
Work In Progress	Work In Progress on construction contracts reflects value of material inputs and expenses incurred on contracts including estimated profits in evaluated jobs. Work in progress from manufacturing operation is valued at cost and Costs are determined on weighted average method.
Finished Goods	Finished Goods are valued at cost or net realizable value, whichever is lower. Costs are determined on weighted average method.
Stores and Spares Materials of Construction Site	Stores and Construction Materials are valued and stated at lower of cost or net realisable value. The weighted average method of inventory valuation is used to determine the cost.
Other Scrap Material	At realisable value



**15A Property Development**

(₹ in Crore)

Particulars	30 Sep 2014	31 Dec 2013
Balance at the beginning of the year	1,619.32	1,491.50
Add : expenses incurred during the year and directly charged to the project		
Cost of Material Consumed	27.57	24.00
Finance Costs	100.82	102.44
Other Expenses	5.03	1.38
<b>TOTAL</b>	<b>1,752.74</b>	<b>1,619.32</b>

Project Development includes expenses incurred under the following broad heads (₹ in Crore)

Particulars	30 Sep 2014	31 Dec 2013
Cost of Leasehold Land	343.56	343.56
Cost of Freehold land	763.83	763.83
Land Development Expenses	103.22	75.65
Finance Cost	513.00	412.18
Other Expenses	29.13	24.09
<b>TOTAL</b>	<b>1,752.74</b>	<b>1,619.32</b>

**16 Trade receivables**

(₹ in Crore)

Particulars	Non Current		Current	
	30 Sep 2014	31 Dec 2013	30 Sep 2014	31 Dec 2013
Long Term Trade Receivable	812.84	867.30	-	-
<b>Trade Receivables :</b>				
Outstanding for a period exceeding six months	-	-	936.31	942.63
Other Debts	-	-	447.82	650.07
<i>(Unsecured, considered doubtful)</i>				
Doubtful Debts	-	-	85.98	126.58
Provision for doubtful debts	-	-	(85.98)	(126.58)
<b>TOTAL</b>	<b>812.84</b>	<b>867.30</b>	<b>1,384.13</b>	<b>1,592.70</b>

In respect of the projects undertaken by the Company -

- (i) The Company in evaluating its jobs has considered an amount of ₹ 451.56 Crore arising out of claims for work done on account of cost overruns arising due to client delays, changes of scope, escalation claims, variation orders, deviation in design and other charges recoverable from the client which are pending acceptance or certification by the client or referred the matter to the dispute resolution board / arbitration panel.
- (ii) In furtherance to the recommendation of the Dispute Resolution Board (DRB) and Arbitration Awards in the Company's favour, the Company has recognized income to the extent of ₹ 167.23 Crore which is part of Long Term Trade Receivable. The Company contends that such awards have reached finality for the determination of the amounts of such claims and are reasonably confident of recovery of such claims although the client has moved the court to set aside the awards. Considering the fact that the Company has received favourable awards from the DRB and the Arbitration Tribunal, the management is reasonably certain that the claims will get favourable verdict from the courts.
- (iii) Trade Receivables includes ₹ 123.80 Crore in respect of two of its project based on advanced negotiation and discussion with the client and is confident of realising the same, pending the final revision in contract value.
- (iv) In case of one of the Subsidiary G & B Contracting LLC ('GBLLC') in Dubai amount is due from a Debtor of GBLLC which includes retention money aggregating to AED 2.70 Million ( ₹ 4.54 Crore) due to GBLLC acting as a sub-contractor. The management of the said Subsidiary is of the opinion that the amount is contractually recoverable and the Subsidiary Company is in negotiations with the principal client and in the Company's opinion no provision is required to be made towards the same.

**17 Cash and Bank Balances**

(₹ in Crore)

Particulars	Current	
	As at 30 Sep 2014	As at 31 Dec 2013
<b>Cash and Cash Equivalent</b>		
Cash Balances	7.83	11.10
Funds In Transit	0.03	4.58
Bank Balances	247.47	174.03
	<b>255.33</b>	189.71
<b>Others</b>		
Unpaid Dividend	0.71	0.73
Other Bank Balances	14.40	6.53
Fixed Deposit Account (On Margin Account)	8.18	51.84
	<b>23.29</b>	59.10
<b>TOTAL</b>	<b>278.62</b>	248.81

(a) Other bank balances include ₹ 5.28 Crore (Previous Period ₹ 6.53 Crore) with bank branches in foreign countries relating to certain foreign projects which are not readily available for use by the Company and are subject to exchange control regulation of the respective countries.

(b) Balances in Foreign Bank Accounts are as per ledger and in case of some of the banks are subject to reconciliation.

**18 Revenue from Operations (Gross)**

(₹ in Crore)

Particulars	Jan 14 - Sep 14	April 13 - Dec 13
Turnover	3,826.45	4,871.39
Less : Excise Duty	(63.20)	(51.31)
	<b>3,763.25</b>	4,820.08
<b>TOTAL</b>	<b>3,763.25</b>	4,820.08

(a) Disclosure in accordance with Accounting Standard ('AS-7') (Revised), in respect of contracts entered into on or after 1 April 2003 :

(₹ in Crore)

Particulars	Jan 14 - Sep 14	April 13 - Dec 13
Turnover for the year	2,409.87	2,640.99
Aggregate Expenditure (Net of inventory adjustments) for contracts existing as at the year end,	25,996.52	23,284.33
Aggregate Contract Profits / Losses recognized for contracts existing as at the year end,	2,111.91	2,285.72
Contract Advances (Net)	843.01	853.01
Gross Amount due from Customers for contract work	1,505.21	1,435.06
Gross Amount due to Customers for contract work	76.59	87.03

Disclosure under ('AS-7') has been done only for the Holding Company and the Indian Subsidiaries in the absence of similar disclosure information being available from the other component Companies in these financial statements especially the overseas Subsidiaries and Joint Ventures.

(b) The Group undertakes various projects on build-operate-transfer basis as per the service concession agreements with the government authorities. During the current period, expenses on construction activity and developer fees incurred by the operator on the project with the Group were considered as exchanged with the grantor against toll collection / annuity rights from such agreements and therefore the revenue from such contracts were considered realised by the Group and not eliminated for consolidation under ('AS-21') Consolidated Financial Statements. The revenue and contract profit during the current year from such contracts are not eliminated to the extent of ₹ 102.65 Crore (Previous Period ₹ 134.73 Crore) and ₹ 9.30 Crore ( Previous Period ₹ 44.56 Crore).

(c) During the current period, one of the SPV had received bunched up annuity amounting to ₹ 67.34 Crore (Previous Period ₹ 22.31 Crore) on account of the delay caused not on account of the SPV. The SPV has amortised the intangible asset proportionately for the portion related to the bunched up annuity.

<b>19 Other Operating Income</b> (₹ in Crore)		
<b>Particulars</b>	<b>Jan 14 - Sep 14</b>	<b>April 13 - Dec 13</b>
Operating Grant Received	14.11	10.54
Export Incentive	0.67	0.43
Sale of Scrap	18.20	19.83
Freight Charges	39.07	27.34
Compensation on foreclosure of contract with Sub-contractor	-	36.00
Fees and Miscellaneous Receipts	5.25	10.30
Revenue from O and M activities	2.06	7.91
<b>TOTAL</b>	<b>79.36</b>	<b>112.34</b>
<b>20 Other Income</b> (₹ in Crore)		
<b>Particulars</b>	<b>Jan 14 - Sep 14</b>	<b>April 13 - Dec 13</b>
Interest Income	21.62	20.93
Miscellaneous Income	14.25	19.45
Profit on sale of Assets	20.86	2.23
Profit on sale of Investments	1.49	2.37
Dividend Received From Current Investments	0.10	0.21
Insurance Claim Received	-	1.14
<b>TOTAL</b>	<b>58.32</b>	<b>46.34</b>
<b>21 Cost of Materials Consumed</b> (₹ in Crore)		
<b>Particulars</b>	<b>Jan 14 - Sep 14</b>	<b>April 13 - Dec 13</b>
Opening Stock	508.56	617.99
Less : Reduction of Stake in Subsidiary	(25.13)	-
Add : Purchases ( Net of Discount )	1,384.48	1,560.03
Less : Closing Stock	(506.17)	(508.56)
<b>TOTAL</b>	<b>1,361.74</b>	<b>1,669.46</b>
<b>22 Purchase of Stock in Trade</b> (₹ in Crore)		
<b>Particulars</b>	<b>Jan 14 - Sep 14</b>	<b>April 13 - Dec 13</b>
Brought out material	166.48	146.51
<b>TOTAL</b>	<b>166.48</b>	<b>146.51</b>
<b>23 Changes in inventories of finished goods Work-In-Progress</b> (₹ in Crore)		
<b>Particulars</b>	<b>Jan 14 - Sep 14</b>	<b>April 13 - Dec 13</b>
Inventory Adjustments - WIP	(23.12)	433.62
Inventory Adjustments - FG	38.29	(37.67)
<b>TOTAL</b>	<b>15.17</b>	<b>395.95</b>
<b>24 Employee Benefits</b> (₹ in Crore)		
<b>Particulars</b>	<b>Jan 14 - Sep 14</b>	<b>April 13 - Dec 13</b>
Salaries, Bonus, Perquisites etc.	386.47	498.22
Contribution to Employees welfare funds, gratuity and leave encashment	26.30	59.05
Staff Welfare expenses	17.08	20.45
<b>TOTAL</b>	<b>429.85</b>	<b>577.72</b>

- (i) The Company's application for approval of remuneration to its chairman and managing Director has been rejected for the period up to 31 March 2014. Since the Company has preferred an appeal against the rejection no effects has been given in accounts.

- (ii) The total amount of remuneration rejected pending appeal and its effect is ₹ 6.00 Crore for the year 2013-2014 and ₹ 8.12 Crore for the year 2012-2013.
- (iii) The Company's application for payment of remuneration to Mr. Himanshu Parikh for year 2012-2013 has been approved for ₹ 1.66 Crore as against proposed remuneration of ₹ 1.71 Crore. The review of this part approval is also pending with the Central Government.
- (iv) During the period on account of inadequacy of profits, one of the Subsidiary Company has paid managerial remuneration in excess of the limits specified under Schedule XIII of the Companies Act 1956 and Schedule V of the Companies Act 2013 wherever applicable. The total amount paid in excess of the limits as computed under the respective regulations is ₹ 2.08 Crore. The Company is in the process of making an application to the Central Government for approval of the same.

**25 Foreign Exchange (Gain) / Loss** (₹ in Crore)

Particulars	Jan 14 - Sep 14	April 13 - Dec 13
Exchange (Gain) / Loss	29.58	(27.31)
<b>TOTAL</b>	<b>29.58</b>	<b>(27.31)</b>

**26 Finance Cost** (₹ in Crore)

Particulars	Jan 14 - Sep 14	April 13 - Dec 13
Interest Expense	684.27	661.15
Other Financial Charges	14.98	22.39
<b>TOTAL</b>	<b>699.25</b>	<b>683.54</b>

**27 Depreciation and Amortisation** (₹ in Crore)

Particulars	Jan 14 - Sep 14	April 13 - Dec 13
Depreciation on Tangible Assets	96.26	105.09
Less : Depreciation on Revalued Assets	(2.36)	(2.38)
Amortisation on Intangible Assets	160.24	116.45
Amortisation on Investment Properties	21.03	53.85
<b>TOTAL</b>	<b>275.17</b>	<b>273.01</b>

**28 Other Expenses** (₹ in Crore)

Particulars	Jan 14 - Sep 14	April 13 - Dec 13
Plant Hire Charges	40.06	43.42
Consumption of Stores and Spares	53.20	55.62
Outward Freight	46.12	67.27
Sales Tax	17.83	41.22
Service Tax	67.47	63.60
Power and Fuel	105.25	114.30
Fees and Consultations	48.38	119.24
Rent, Rates and Taxes	48.87	72.05
Travelling Expenses	28.87	40.48
Communication	8.17	11.11
Insurance	21.72	36.97
Repairs to Plant and Machinery	13.74	46.79
Bank Charges and Commission	27.96	37.46
Bad Debts Written off	2.88	9.92
Loss on sale of Assets	0.05	0.51
Provision for Doubtful Debts	11.76	103.88
Remuneration to Auditors (Note 29)	0.76	0.88
Remuneration to Tax Auditors	-	0.13
Loss on Joint Venture	4.08	1.55
Loss on sale of investments	-	0.09
Prior Period Expense	0.80	27.06
Provision towards Investments in Intangible Assets	(2.71)	40.69
Provision for diminution in value of investments	-	0.21
Sundry Expenses (None of which is more than 1% of total revenue individually)	213.89	200.19
<b>TOTAL</b>	<b>759.15</b>	<b>1,134.62</b>

**29 Remuneration to Auditors**

(₹ in Crore)

Particulars	Jan 14 - Sep 14	April 13 - Dec 13
Audit Fees including Consolidation	0.59	0.59
Limited Review	0.06	0.09
Certification	0.01	0.03
Other Services	0.09	0.15
Reimbursement of Out of Pocket Expenses	0.01	0.02
<b>TOTAL</b>	<b>0.76</b>	<b>0.88</b>

Remuneration to auditor of components are merged with fees and consultations.

**30** Due to inherent diversities in the legal and regulatory environment governing accounting principles, the accounting policies would be better understood when referred from the individual financial Statements. However, the following are instances of diverse accounting policies followed by the Subsidiaries, which may materially vary with these Consolidated Financial Statements.

- In case of SAE the Work In Progress has been recorded on the basis of the criterion of the completion or the status of progress; the revenues and the job margin are recognized according to the progress of the productive activity as against the method of computing the percentage of work completed is determined by the expenditure incurred on the job till each review date to total expenditure of the job.
- In the absence of disclosures made in the accounts of one of the overseas Joint Venture Company regarding effect of acquisition and disposal of Subsidiaries, no such disclosure is possible to be made in the Consolidated Account.
- Disclosures relating to the employee benefits for the overseas components have not been given in the absence of data in the required format.

**31 Earning Per Share**

Earnings per share (EPS) = Net Profit attributable to shareholders / Weighted Number of Shares Outstanding :

Particulars	Jan 14 - Sep 14	April 13 - Dec 13
Net profit attributable to the Equity Share holders (₹ in Crore)	(728.88)	(761.86)
Outstanding equity shares at the end of the year	135,774,668	135,774,668
Weighted Number of Shares during the period – Basic	135,774,668	135,774,668
Weighted Number of Shares during the period – Diluted	136,500,468	136,515,084
Earning Per Share – Basic (₹)	(53.68)	(56.11)
Earning Per Share – Diluted (₹)	(53.68)	(56.11)

\*Since the effect on the Diluted EPS is anti-dilutive, no effect for the same has been given

Reconciliation of weighted number of outstanding during the year :

Particulars	Jan 14 - Sep 14	April 13 - Dec 13
Nominal Value of Equity Shares (₹ per share)	2.00	2.00
<b>For Basic EPS :</b>		
Number of Equity Shares at the beginning	135,774,668	135,774,668
Add : Issue of shares under ESOP	-	-
Number of Equity Shares at the end	135,774,668	135,774,668
Weighted average of equity shares at the end	135,774,668	135,774,668
<b>For Dilutive EPS :</b>		
Weighted average no. of shares in calculating basic EPS	135,774,668	135,774,668
Add : Shares kept in abeyance	725,800	725,800
Add : On grant of stock option under ESOP	-	14,616
Weighted average no. of shares in calculating dilutive EPS	136,500,468	136,515,084

**32** The Company's CDR package was approved by the CDR EG in its meeting held on 24 June 2013 and communicated to the Company vide its letter of approval dated 29 June 2013. The Company executed the Master Restructuring Agreement (MRA) with the CDR lenders on 24 September 2013. Substantial securities have been created in favour of the CDR Lenders.

Based on robust order in hand of ₹ 12,800.00 Crore and additional order inflow based on optimistic factors towards growth in infrastructure industry in India, the management is exploring various options to overcome the liquidity crunch such as sale of non-core and idle assets, pursuing rigorous austerity measure across all levels, downsizing its staff and actively exploring partnerships for its real estate projects. Company is also pursuing aggressively to realise non routine collection including claims and arbitration awards.

After detailed evaluation of current situation, annual operating plan, expected cash flow and implementation of CDR package towards continuous support to the Company by bankers, the management is confident about continuation of operations of the Company. In view of this assessment by the management the going concern assumption is appropriate.

### 33 Disclosure under Accounting Standard ('AS-19') "Leases" of the Companies (Accounting Standards) Rule, 2006

The Company has taken various residential / godowns / offices premises (including Furniture and Fittings if any) under lease and license agreements for periods which generally range between 11 months to 3 years. These arrangements are renewable by mutual consent on mutually agreed terms. Under some of these arrangements the Company has given refundable security deposits. The lease payments are recognized in Profit and Loss Account under Rent, Rates and Taxes.

DIPL, one of the Subsidiary has taken 15 acres of land on lease basis for a period of 30 years renewable for each period of 30 years at a time without any additional cost to the Company. The land is to be used for development of reality facilities such as retail mall, commercial offices and hotel etc. Therefore, the cost of leased land and expenditure during development stage has been directly debited to "Project Work In Progress", which is shown under Current Assets.

One of the SPV has taken land on lease from Visakhapatnam Port Trust under non-cancellable operating lease agreements and temporary housing from others under cancellable operating lease agreements. Total rental expense under non-cancellable operating lease was ₹ 0.44 Crore (Previous Period ₹ 0.44 Crore) and under cancellable operating leases was ₹ 0.07 Crore (Previous Period ₹ 0.07 Crore) which has been disclosed as lease rentals in the statement of profit and loss.

Further, another SPV has also taken an office premises on a non-cancellable operating lease. The monthly lease rents amounts to ₹ 0.10 Crore (Previous Period ₹ 0.10 Crore).

A detailed break up of amount payable to leasing Companies is as follows -

(₹ in Crore)

Particulars	Amount payable to Leasing Companies	
	Sep-14	Dec-13
Within 1 Year	4.66	7.83
Between 1 and 5 Years	4.27	25.02
Beyond 5 Years	-	-

### 34 Contingent Liabilities

(₹ in Crore)

Particulars	As at 30 Sep 2014	As at 31 Dec 2013
i Liability on contracts remaining to be executed on Capital Accounts	28.03	185.64
ii The capital commitments in respect of projects where the concession agreements have been signed and does not include projects where only Letters of Intents are held.	3,652.58	7,881.82
iii Counter Guarantees given to Bankers for Guarantees given by them and Corporate Guarantees, on behalf of Subsidiary, erstwhile Subsidiary, Associate Companies	3,064.10	3,270.91
iv Corporate Guarantees and Counter Guarantees given to Bankers towards Company's share in the Joint Ventures for guarantees given by them to the Joint Venture Project clients	343.74	268.60
v Corporate Guarantees and Counter Guarantees given to Bankers by a step down Subsidiary and Joint Venture for their projects	89.81	122.22
vi Disputed Sales Tax liability for which the Company has gone into Appeal	122.36	91.47
vii Claims against the Company not acknowledged as debts	232.81	148.52
viii Disputed Excise Duty Liability	0.02	0.05
ix Disputed Service Tax Liability	23.49	31.81
x Against bill discounting	-	-
xi Disputed Stamp Duty	17.77	17.77
xii In respect of Income Tax Matters	441.35	301.97
xiii Commitment towards capital contribution in Subsidiary under contractual obligation	47.36	47.36
xiv Letter of Credit	164.77	144.16
xv Disputed stamp duty liability for assets acquired during amalgamation with erstwhile Associated Transrail Structures Limited	4.93	4.93
xvi Right to recompense in favour of CDR lenders in the terms of the MRA	504.96	504.96



xvii There is a disputed demand of UCO Bank pending since 1986, of USD 4,36,251 i.e. ₹ 1.72 Crore. Against this, UCO Bank has unilaterally adjusted the Company's Fixed Deposit of USD 30,584 i.e. ₹ 0.12 Crore, which adjustment has not been accepted by the Company.

xviii Counter claims in arbitration matters referred by the Company – liability unascertainable.

xix The disputed service Tax liability disclosed above is after considering legal advice on the probability of the liability materialising being remote.

(a) Claims against the Company not acknowledged as debt includes :

(i) A winding up petition against a Subsidiary of the Group, has been filed by a creditor for recovery of ₹ 1.41 Crore. The Subsidiary is disputing the said amount and has recognised ₹ 0.17 Crore payable as there are claims and counter claims by both parties. Pending the final outcome of such proceeding, the claim from the trade payable is disclosed as a contingent liability. The management of the said is of the view that the same would be settled and does not expect any additional liabilities towards the same.

(b) Export obligation under EPCG scheme by a Subsidiary of group Company amounts to ₹ 22.90 Crore (Previous Period ₹ 22.90 Crore).

(c) In terms of the individual Contracts signed by SPV's they are required to carry major periodic maintenance of the roads they are operating as a part of commitment against receipt of Tolling Rights and / or Annuities. The said SPV's have made provisions towards the same in their respective financial statements.

(d) One of the SPV's engaged in generating power from a bagasse power plant has committed to purchase bagasse when the power plant becomes operational. The total commitment to purchase the bagasse, upto 30 September 2014, is ₹ 6.50 Crore (Previous Period ₹ 6.50 Crore).

(e) In case of one of the Subsidiary, the Company is subject to a claim for damages amounting to AED 600,000 relating to a project. The Management do not consider that any liability will arise for the Company because the damage arose from work carried out by a subcontractor who, under the terms of the subcontract agreement, would be ultimately liable.

### 35 Segment Reporting

The Company is engaged in three segments - Construction and Engineering, Oil exploration and Realty Development including businesses acquired on account of new acquisitions. The revenue / assets from oil exploration and realty development are less than threshold limit of 10% and hence no disclosure of separate segment reporting is made in terms of Accounting Standard ('AS-17'). Similarly although the Group operates on a worldwide basis across the globe, they operate in two principal geographical areas of the world in India and the other countries. However during the period the overseas segment does not constitute more than 10% of total revenue and total assets and hence the segment-wise reporting is not disclosed in terms of Accounting Standard ('AS-17').

### 36 Quantitative information of Derivative instruments entered into by the Company and outstanding as at balance sheet date For Un-hedged Foreign Currency Exposures for the Holding Company:

Unhedged Foreign Currency Exposure as at 30 September 2014 is ₹ 1368.90 Crore (Previous Period ₹ 1399.97 Crore) receivables and ₹ 397.65 Crore (Previous Period ₹ 313.00 Crore) payables. Currency wise unhedged amounts are as follows -

Currency	Sep-14		Dec-13	
	Receivables	Payables	Receivables	Payables
USD - US Dollar	150,674,633	29,506,963	148,954,873	37,451,264
EUR - Euro	44,765,213	20,507,594	44,636,690	3,784,207
GBP - British Pound	95,560	-	-	3,892
AED - UAE Dirham	-	945,203	95,560	-
SEK - Swedish Krona	-	17,106	-	863,450
DZD - Algerian Dinar	174,270,203	271,770,853	128,754,639	209,576,576
NGN - Nigerian Naira	1,170,092	6,213,707	1,170,092	6,213,707
KES - Kenyan Shilling	43,455,513	5,404,297	128,784,924	4,858,971
BTN - Bhutan Ngultrum	432,226,688	175,942,428	443,763,462	221,009,610
CAD - Canadian Dollar	2,789,531	26,201	3,174,403	8,415
ETB - Ethiopian Birr	48,882,591	49,277,493	46,561,281	25,414,134
RWF - Rwandan Franc	16,491,940	52,447,226	13,928,547	85,724,313
YER - Yemeni Rial	2,596,365	-	-	-

### 37 Joint Venture

#### (a) Details of Joint Ventures entered into by the Company :

Name of Joint Venture		Description of Interest	% of involvement
1	Afghanistan ATSL AEPC Consortium	Jointly Controlled Operation	75.00%
2	BBJ Gammon	Jointly Controlled Operation	49.00%
3	CMC - Gammon JV	Jointly Controlled Operation	50.00%
4	Consortium between SAE Powerlines S.r.L and ATSL	Jointly Controlled Operation	NIL
5	Consortium SAE - GAMMON	Jointly Controlled Operation	37.03%
6	Gammon - CMC JV	Jointly Controlled Operation	60.00%
7	Gammon - FCEP - Joint Venture - Nigeria	Jointly Controlled Operation	80.13%
8	Gammon AG JV	Jointly Controlled Operation	51.00%
9	GAMMON ARCHIRODON	Jointly Controlled Operation	98.50%
10	Gammon Atlanta	Jointly Controlled Operation	50.00%
11	Gammon BBJ	Jointly Controlled Operation	50.00%
12	GAMMON LIMAK	Jointly Controlled Operation	51.00%
13	Gammon OSE	Jointly Controlled Operation	50.00%
14	Gammon Pratibha (BWSSB)	Jointly Controlled Operation	70.00%
15	Gammon Progressive	Jointly Controlled Operation	50.00%
16	GAMMON RIZZANI	Jointly Controlled Operation	50.00%
17	GAMMON SEW	Jointly Controlled Operation	90.00%
18	Gammon Srinivasa	Jointly Controlled Operation	80.00%
19	GIL JMC	Jointly Controlled Operation	70.00%
20	Hyundai Gammon	Jointly Controlled Operation	49.00%
21	JFE - Gammon Joint Venture	Jointly Controlled Operation	40.00%
22	Gammon -SINGLA JV	Jointly Controlled Operation	55.00%
23	Gammon Ozkar JV	Jointly Controlled Operation	51.00%
24	JV Siemens Limited And ATSL, Kenya	Jointly Controlled Operation	NIL
25	OSE GIL	Jointly Controlled Operation	50.00%
26	Patel Gammon	Jointly Controlled Operation	49.00%
27	SAE - Gammon Consortium - Togo Benin	Jointly Controlled Operation	85.46%
28	SAE - Gammon Consortium - Togo Benin	Jointly Controlled Operation	40.00%
29	SAE - GAMMON Consortium	Jointly Controlled Operation	51.56%
30	SAE - GIL Consortium	Jointly Controlled Operation	33.91%
31	Bhutan Consortium Jyoti Structures Limited and Gammon India Limited	Jointly Controlled Entity	50.00%
32	Gammon Enee Consortium	Jointly Controlled Entity	51.00%
33	Jaeger Gammon	Jointly Controlled Entity	90.00%
34	Gammon Cons Cidade Tensacciai Joint Venture	Jointly Controlled Entity	60.00%
35	Gammon OJSC Mosmetrostroy Joint Venture	Jointly Controlled Entity	51.00%
36	Gammon - CMC JV	Jointly Controlled Entity	50.00%
37	GIPL GIL Joint Venture	Jointly Controlled Entity	5.00%



**38 Exceptional Items**

(₹ in Crore)

Particulars	Jan - Sep 2014	Apr - Dec 2013
Provision for risks and contingencies	-	27.00
Reversal of interest cost due to reduction in interest rate as per CDR	-	(12.47)
Fees and costs in connection with the CDR implementation process	-	3.97
<b>TOTAL</b>	<b>-</b>	<b>18.50</b>

- 39** In respect of one of the Subsidiary GIPL, as at 30 September 2014, the current liabilities exceed current assets by ₹ 627.34 Crore (31 December 2013 - ₹ 608.97 Crore). The GIPL Group is taking various steps to meet its commitments, both, short term and long term in nature. The Group intends to monetise some of its mature assets, securitise some of its future receivables and raise funds through capital market. Based on detailed evaluation of the current situation, plans formulated and active discussions underway with various stakeholders, management is confident that the going concern assumption and the carrying values of the assets and liabilities in the consolidated financial statements are appropriate. Accordingly the consolidated financial statements do not include any adjustments that may result from these uncertainties.
- 40** Disclosure of transactions with Related Parties, as required by Accounting Standard ('AS-18') "Related Party Disclosures" has been set out in a separate statement - 1 annexed to this schedule.
- 41** The current period is from 1 January 2014 to 30 September 2014. The comparative figures for the previous period are for the period from 1 April 2013 to 31 December 2013. The figures for both these periods are therefore not strictly comparable.
- 42** Previous Period figures are regrouped and rearranged with those of the current period.

As per our report of even date  
For Natvarlal Vepari & Co.  
*Chartered Accountants*  
Firm Registration No. 106971W

N Jayendran  
*Partner*  
M.No. 40441

Mumbai, Dated : 18 December 2014

For and on behalf of the Board of Directors

ABHIJIT RAJAN                      RAJUL A. BHANSALI  
*Chairman & Managing Director*      *Executive Director*

CHANDRAHAS C. DAYAL              VARDHAN DHARKAR  
*Director*                                      *Chief Financial Officer*

GITA BADE  
*Company Secretary*

Mumbai, Dated : 18 December 2014

**Statement - 1****Related Party Disclosure ('AS - 18')**

(A)	Relationship
<b>Joint Venture</b>	
1	Gammon Atlanta
2	Gammon Archirodon
3	Gammon BBJ
4	Gammon OSE
5	Gammon Pratibha
6	Gammon Progressive
7	Gammon Rizzani
8	Gammon Srinivasa
9	GIL JMC
10	Haryana Bio Mass Power Limited
11	Hyundai Gammon
12	Jaeger Gammon
13	OSE Gammon
14	Patel Gammon
15	Gammon FECP JV Nigeria
16	Consortium of Jyoti Structure and GIL
17	Gammon SEW

<b>Associates</b>	
1	Eversun Sparkle Maritime Services Private Limited
2	Modern Toll Roads Limited
3	Finest S.p.A Italy
<b>Key Managerial Personnel</b>	
1	Mr. Abhijit Rajan
2	Mr. Rajul A Bhansali
3	Mr. D C Bagde
<b>Relatives of Key Managerial Personnel</b>	
1	Mr. Harshit Rajan
2	Mrs. Sandhya Bagde
3	Ms. Ruchi Bagde
<b>Associate of Key Managerial Personnel</b>	
1	Active Agro Farming Private Limited
2	Pacific Energy Private Limited

**(B) Related Parties transactions during the period in normal course of business :**

(₹ In Crore)

Nature of Transactions / Relationship / Major Parties	Current Period Jan - Sep 2014		Previous Period Apr - Dec 2013	
	Amounts	Amounts from Major Parties	Amounts	Amounts from Major Parties
<b>Associates</b>				
<b>Sale of goods and services</b>	<b>0.34</b>		0.25	
Sofinter S.p.A		<b>0.34</b>		0.25
<b>Amount liquidated towards the finance provided</b>	<b>0.47</b>		0.30	
Sofinter S.p.A		<b>0.47</b>		0.30
<b>Interest Income during the year</b>	<b>0.04</b>		0.04	
Finest S.p.A		<b>0.04</b>		0.04
<b>Outstanding Balances Receivables</b>	<b>1.94</b>		2.49	
Sofinter S.p.A		-		0.47
Finest S.p.A		<b>1.94</b>		2.02
<b>Outstanding Balances Payable</b>	<b>30.42</b>		31.44	
Sofinter S.p.A		<b>30.42</b>		31.44
<b>Associate of Key Managerial Personnel</b>				
Loans and Advances Received	-		17.00	
Active Agro Farming Private Limited		-		11.00
Pacific Energy Private Limited		-		6.00
<b>Key Managerial Personnel</b>				
<b>Remuneration paid</b>	<b>6.30</b>		5.48	
Mr. Abhijit Rajan		<b>4.72</b>		4.14
Mr. D C Bagde		<b>0.96</b>		0.78
Mr. R A Bhansali		<b>0.62</b>		0.56
<b>Loans and Advances Received</b>	-		83.00	
Mr. Abhijit Rajan		-		83.00
<b>Relatives of Key Managerial Personnel</b>				
<b>Remuneration paid</b>	<b>0.49</b>		0.48	
Mr. Harshit Rajan		<b>0.49</b>		0.46
<b>Sale of Flat</b>	<b>0.94</b>		-	
Mr. Harshit Rajan		<b>0.94</b>		-
<b>Joint Venture</b>				
<b>Subcontracting Income</b>	<b>66.70</b>		177.24	
Consortium of Jyoti Structure and GIL		<b>19.56</b>		40.88
Patel Gammon		<b>38.64</b>		119.76
<b>Sale of Goods</b>	<b>32.76</b>		23.20	
Consortium of Jyoti Structure and GIL		<b>32.76</b>		23.20

Nature of Transactions / Relationship / Major Parties	Current Period Jan - Sep 2014		Previous Period Apr - Dec 2013	
	Amounts	Amounts from Major Parties	Amounts	Amounts from Major Parties
<b>Finance provided for expenses and on a/c payments</b>	<b>1.57</b>		2.70	
Gammon FECP JV Nigeria		<b>1.18</b>		1.56
Gammon BBJ		<b>0.30</b>		1.00
<b>Amount liquidated towards the finance provided</b>	<b>0.20</b>		1.07	
Gammon JMC		-		0.62
Gammon BBJ		<b>0.20</b>		0.45
<b>Interest paid during the year</b>	-		0.04	
GIL Archirodon		-		-
Hyundai Gammon		-		0.04
<b>Contract Advance received</b>	<b>11.18</b>		36.03	
Patel Gammon		<b>11.18</b>		36.03
<b>Refund received against Contract Advance</b>	<b>19.77</b>		53.25	
Consortium of Jyoti Structure and GIL		<b>5.19</b>		-
Patel Gammon		<b>14.10</b>		48.66
<b>Guarantees and Collaterals Outstanding</b>	<b>133.44</b>		111.62	
OSE Gammon		-		4.35
Gammon Atlanta		<b>8.95</b>		8.95
Patel Gammon		<b>39.70</b>		36.93
Hyundai Gammon		<b>13.09</b>		13.09
Gammon Pratibha		<b>14.22</b>		14.22
Gammon FECP JV Nigeria		<b>10.79</b>		10.82
Jaeger Gammon		<b>32.94</b>		-
<b>Outstanding Balances Receivables</b>				
Trade and Other Receivable	<b>163.71</b>		199.56	
Consortium of Jyoti Structure and GIL		<b>39.15</b>		39.85
OSE Gammon		<b>51.54</b>		51.58
Patel Gammon		<b>50.55</b>		60.43
<b>Outstanding Balances Payables</b>				
Trade and Other Payable	<b>10.35</b>		22.32	
Consortium of Jyoti Structure and GIL		<b>7.94</b>		13.15
Hyundai Gammon		-		2.46
Gammon Sew		<b>1.42</b>		-
Patel Gammon		<b>0.00</b>		6.15





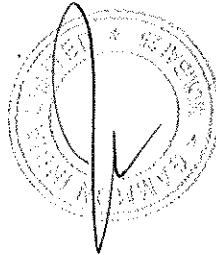


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**LIST OF DIRECTORS OF GAMMON INDIA LIMITED**

1. Name : Mr. Abhijit Rajan  
(Chairman & Managing Director)  
Address : Rituraj, 1, Military Road, 2, Mittal Park,  
Juhu, Mumbai - 400 049.  
DIN : 00177173
2. Name : Mr. Rajul A. Bhansali  
(Executive Director – International  
Operations)  
Address : 401, Heritage,  
Shirley Rajan Road,  
Bandra (West),  
Mumbai - 400 050.  
DIN : 00178558
3. Name : Mr. Digambar C. Bagde  
(Deputy Managing Director – Transmission  
& Distribution Division)  
Address : Samruddhi, Plot No. 31,  
Lok Seva Naggar, Bhamti Lay Out,  
Nagpur – 440 022.  
DIN : 00122564
4. Name : Mr. Ajit B. Desai  
(Executive Director & Chief Executive  
Officer)  
Address : E-103, Gokul Tower,  
Thakur Complex, Kandivali East, ,  
Mumbai - 400101  
DIN : 00105836
5. Name : Mr. Chandrahas C. Dayal  
(Independent Director)  
Address : Arun, B-7,  
Narayan Dabholkar Road,  
Mumbai - 400 006.  
DIN : 00178583
6. Name : Mr. Atul Dayal  
(Independent Director)  
Address : 21, Valentina, 2<sup>nd</sup> Floor,  
N. Gamadia Road,  
Mumbai - 400 026.  
DIN : 00005021



**GAMMON INDIA LIMITED**

**An ISO 9001 Company**

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E-Mail : gammon@gammonindia.com • Website : www.gammonindia.com

CIN: L74999MH1922PLC000997





7. Name : Mr. Jagdish C. Sheth  
(Independent Director)  
Address : 28, Jaldarshan,  
51, Lady Jagmohandas Marg,  
Mumbai - 400 036.  
DIN : 00675344
8. Name : Mrs. Urvashi Saxena  
(Independent Director)  
Address : 2602, Light Bridge,  
Hiranandani Meadows,  
Gladys Alwares Road,  
Thane - 400 610.  
DIN : 02021303
9. Name : Mr. Naval Choudhary  
(Independent Director)  
Address : B 63 / 64, Kalumal Estate  
A. B. Nair Road,  
Opp. Juhu Post Office, Juhu,  
Mumbai - 400 049.  
DIN : 00192164
10. Name : Mr. Atul Kumar Shukla  
(Independent Director)  
Address : 2310-12, Samartha Aangan III B,  
Indra Darshan Sector-III,  
Off Walawalkar Marg, Oshiwara,  
Andheri (West), Mumbai - 400053.  
DIN : 00121601

**CERTIFIED TRUE COPY**  
For **GAMMON INDIA LIMITED**

  
**GITA BADE**  
**COMPANY SECRETARY**

**Dated the 22<sup>nd</sup> day of March, 2016**

**GAMMON INDIA LIMITED**

**An ISO 9001 Company**

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CIN: L74999MH1922PLC000997



**LIST OF DIRECTORS OF TRANSRAIL LIGHTING LIMITED**

1. Name : Mr. Digambar Bagde  
(Director)  
Address : Smruddhi, 31, Loksewa Nagar,  
Bhamti Layout, Nagpur, 440022.  
DIN : 00122564
2. Name : Mr. Naval Choudhary  
(Director)  
Address : B/63/64 Kalumal Estate,  
A.B.Nair Road, Mumbai - 400049.  
DIN : 00192164
3. Name : Mr. Nirmal Jain  
(Director)  
Address : 162 Park Plaza, A wing CTS 1213,  
New Yari Road, Versova,  
Andheri (W),  
Mumbai - 400058  
DIN : 00060311
4. Name : Mr. Srikant Chaturvedi  
(Director)  
Address : 110, Magnum Tower,  
Lokhandwala Complex,  
Andheri (W),  
Mumbai - 400053  
DIN : 00651133

**CERTIFIED TRUE COPY  
FOR TRANSRAIL LIGHTING LIMITED**



**COMPANY SECRETARY**

Dated the 22<sup>nd</sup> day of March, 2016



# GAMMON

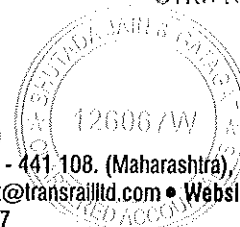
## GAMMON INDIA LTD. T & D BUSINESS

Statement of Assets & Liabilities under Scheme as at 31.12.2015

Rs in Crores

Particulars		Amount
<b>I EQUITY &amp; LIABILITIES</b>		
<b>1 Shareholders' Funds</b>		
(a)	Share Capital	-
(b)	Reserves & Surplus	(791.28)
(c)	Money Received Against Share Warrants	-
1 (A)	Head Office Control Account	794.52
	<b>Sub Total</b>	<b>3.25</b>
<b>2 Share Application Money Pending Allotment</b>		
<b>3 Non-Current Liabilities</b>		
(a)	Long-Term Borrowings	93.21
(b)	Deferred Tax Liabilities (net)	-
(c)	Other Long Term Liabilities	116.74
(d)	Long Term Provisions	1.53
	<b>Sub Total</b>	<b>211.48</b>
<b>4 Current Liabilities</b>		
(a)	Short-Term Borrowings	181.79
	Short-Term Borrowings - Devolvement	10.54
(b)	Long Term Loan - Current Maturity	-
(c)	Trade Payables	119.49
(d)	Other Current Liabilities	163.35
	Other Current Liabilities- Gammon Advance	45.00
(e)	Short-Term Provisions	0.79
	<b>Sub Total</b>	<b>520.96</b>
	<b>Grand Total</b>	<b>735.69</b>
<b>II ASSETS</b>		
<b>Non-Current Assets</b>		
1 (a)	<b>Fixed Assets</b>	
	Tangible Assets	113.68
	Intangible Assets	0.16
	Capital work in Progress	-
	<b>Sub Total</b>	<b>113.84</b>
(b)	Non-Current Investments	0.00
(c)	Deferred Tax Assets (net)	-
(d)	Long-Term Loans & Advances	31.33
	Long Term Trade Receivable	-
(e)	Other Non-Current Assets	132.90
	<b>Sub Total</b>	<b>164.23</b>
<b>2 Current Assets</b>		
(a)	Current Investments	0.23
(b)	Inventories	68.49
(c)	Trade Receivables	285.99
(d)	Cash and Bank Balances	9.33
(e)	Short-term loans and advances	32.50
(f)	Other current assets	61.08
	<b>Sub Total</b>	<b>457.61</b>
	<b>Grand Total</b>	<b>735.69</b>

For Shareholders' Joint & Co. Chartered Accountants



Rajesh K. Gataqat  
Partner  
M. No. 118814

GAMMON INDIA LIMITED

T & D Business Headquarters : G - 55, MIDC, Butibori, Nagpur - 441 108. (Maharashtra), India

Phone : + 91 - 7104 - 265761 - 63, Fax : + 91 - 7104 - 265765, • Email : contact@transrailttd.com • Website : www.transrailttd.com

CIN : L74999MH1922PLC000997

**GAMMON****GAMMON INDIA LTD. T & D BUSINESS****Statement of Assets & Liabilities under BTA as at 31.12.2015****Rs in Crores**

Particulars		Amount
<b>I EQUITY &amp; LIABILITIES</b>		
<b>1 Shareholders' Funds</b>		
(a)	Share Capital	-
(b)	Reserves & Surplus	141.35
(c)	Money Received Against Share Warrants	-
1 (A)	Head Office Control Account	(143.11)
	<b>Sub Total</b>	<b>(1.76)</b>
<b>2 Share Application Money Pending Allotment</b>		
<b>3 Non-Current Liabilities</b>		
(a)	Long-Term Borrowings	200.00
(b)	Deferred Tax Liabilities (net)	-
(c)	Other Long Term Liabilities	9.95
(d)	Long Term Provisions	-
	<b>Sub Total</b>	<b>209.95</b>
<b>4 Current Liabilities</b>		
(a)	Short-Term Borrowings	30.00
	Short-Term Borrowings - Devolvement	71.27
(b)	Long Term Loan - Current Maturity	-
(c)	Trade Payables	131.94
(d)	Other Current Liabilities	27.48
	Other Current Liabilities- Gammon Advance	-
(e)	Short-Term Provisions	-
	<b>Sub Total</b>	<b>260.69</b>
	<b>Grand Total</b>	<b>468.88</b>
<b>II ASSETS</b>		
<b>Non-Current Assets</b>		
<b>1 (a) Fixed Assets</b>		
	Tangible Assets	78.37
	Intangible Assets	-
	Capital work in Progress	-
	<b>Sub Total</b>	<b>78.37</b>
(b)	Non-Current Investments	-
(c)	Deferred Tax Assets (net)	-
(d)	Long-Term Loans & Advances	7.18
	Long Term Trade Receivable	-
(e)	Other Non-Current Assets	70.91
	<b>Sub Total</b>	<b>78.09</b>
<b>2 Current Assets</b>		
(a)	Current Investments	-
(b)	Inventories	68.26
(c)	Trade Receivables	173.61
(d)	Cash and Bank Balances	0.19
(e)	Short-term loans and advances	56.15
(f)	Other current assets	14.20
	<b>Sub Total</b>	<b>312.42</b>
	<b>Grand Total</b>	<b>468.88</b>

For Bhutendra Jain & Gatagat  
Chartered AccountantsRajesh K. Gatagat  
Partner  
M. No. 118814**GAMMON INDIA LIMITED**

T &amp; D Business Headquarters : G - 55, MIDC, Butibori, Nagpur - 441 108, (Maharashtra), India

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CIN : L74999MH1922PLC000997



# GAMMON

## GAMMON INDIA LTD. T & D BUSINESS

Statement of Assets & Liabilities under Scheme as at 31.12.2015

Rs in Crores

Particulars		Amount
<b>I EQUITY &amp; LIABILITIES</b>		
<b>1 Shareholders' Funds</b>		
(a)	Share Capital	-
(b)	Reserves & Surplus	(791.28)
(c)	Money Received Against Share Warrants	-
1 (A)	Head Office Control Account	794.52
	<b>Sub Total</b>	<b>3.25</b>
<b>2 Share Application Money Pending Allotment</b>		
<b>3 Non-Current Liabilities</b>		
(a)	Long-Term Borrowings	93.21
(b)	Deferred Tax Liabilities (net)	-
(c)	Other Long Term Liabilities	116.74
(d)	Long Term Provisions	1.53
	<b>Sub Total</b>	<b>211.48</b>
<b>4 Current Liabilities</b>		
(a)	Short-Term Borrowings	181.79
	Short-Term Borrowings - Devolvement	10.54
(b)	Long Term Loan - Current Maturity	-
(c)	Trade Payables	119.49
(d)	Other Current Liabilities	163.35
	Other Current Liabilities- Gammon Advance	45.00
(e)	Short-Term Provisions	0.79
	<b>Sub Total</b>	<b>520.96</b>
	<b>Grand Total</b>	<b>735.69</b>
<b>II ASSETS</b>		
<b>Non-Current Assets</b>		
1 (a)	<b>Fixed Assets</b>	
	Tangible Assets	113.68
	Intangible Assets	0.16
	Capital work in Progress	-
	<b>Sub Total</b>	<b>113.84</b>
(b)	Non-Current Investments	0.00
(c)	Deferred Tax Assets (net)	-
(d)	Long-Term Loans & Advances	31.33
	Long Term Trade Receivable	-
(e)	Other Non-Current Assets	132.90
	<b>Sub Total</b>	<b>164.23</b>
<b>2 Current Assets</b>		
(a)	Current Investments	0.23
(b)	Inventories	68.49
(c)	Trade Receivables	285.99
(d)	Cash and Bank Balances	9.33
(e)	Short-term loans and advances	32.50
(f)	Other current assets	61.08
	<b>Sub Total</b>	<b>457.61</b>
	<b>Grand Total</b>	<b>735.69</b>

For Shareholders' Jointly Chartered Accountants



Rajesh K. Gataqat  
Partner  
M. No. 118814

GAMMON INDIA LIMITED

T & D Business Headquarters : G - 55, MIDC, Butibori, Nagpur - 441 108. (Maharashtra), India

Phone : + 91 - 7104 - 265761 - 63, Fax : + 91 - 7104 - 265765, • Email : contact@transrailttd.com • Website : www.transrailttd.com

CIN : L74999MH1922PLC000997

**GAMMON****GAMMON INDIA LTD. T & D BUSINESS****Statement of Assets & Liabilities under BTA as at 31.12.2015****Rs in Crores**

Particulars		Amount
<b>I EQUITY &amp; LIABILITIES</b>		
<b>1 Shareholders' Funds</b>		
(a)	Share Capital	-
(b)	Reserves & Surplus	141.35
(c)	Money Received Against Share Warrants	-
1 (A)	Head Office Control Account	(143.11)
		<b>Sub Total</b>
		<b>(1.76)</b>
<b>2 Share Application Money Pending Allotment</b>		
<b>3 Non-Current Liabilities</b>		
(a)	Long-Term Borrowings	200.00
(b)	Deferred Tax Liabilities (net)	-
(c)	Other Long Term Liabilities	9.95
(d)	Long Term Provisions	-
		<b>Sub Total</b>
		<b>209.95</b>
<b>4 Current Liabilities</b>		
(a)	Short-Term Borrowings	30.00
	Short-Term Borrowings - Devolvement	71.27
(b)	Long Term Loan - Current Maturity	-
(c)	Trade Payables	131.94
(d)	Other Current Liabilities	27.48
	Other Current Liabilities- Gammon Advance	-
(e)	Short-Term Provisions	-
		<b>Sub Total</b>
		<b>260.69</b>
		<b>Grand Total</b>
		<b>468.88</b>
<b>II ASSETS</b>		
<b>Non-Current Assets</b>		
<b>1 (a) Fixed Assets</b>		
	Tangible Assets	78.37
	Intangible Assets	-
	Capital work in Progress	-
		<b>Sub Total</b>
		<b>78.37</b>
(b)	Non-Current Investments	-
(c)	Deferred Tax Assets (net)	-
(d)	Long-Term Loans & Advances	7.18
	Long Term Trade Receivable	-
(e)	Other Non-Current Assets	70.91
		<b>Sub Total</b>
		<b>78.09</b>
<b>2 Current Assets</b>		
(a)	Current Investments	-
(b)	Inventories	68.26
(c)	Trade Receivables	173.61
(d)	Cash and Bank Balances	0.19
(e)	Short-term loans and advances	56.15
(f)	Other current assets	14.20
		<b>Sub Total</b>
		<b>312.42</b>
		<b>Grand Total</b>
		<b>468.88</b>

For Bhutendra Jain & Gatagat  
Chartered AccountantsRajesh K. Gatagat  
Partner

M. No. 118814

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**Details of processing fee remitted to BSE:**

Processing Fee (including service tax)	1,14,500/-
TDS, if any	11,450/-
Net amount remitted after TDS	1,03,050
UTR No./Cheque/Demand Draft No.	000009598003
Dated	21 <sup>st</sup> March, 2016
Drawn on	--
Name of the Bank	ICICI Bank
Name of the Branch	Churchgate
Branch Code	0393
Address	ICICI centre, 163 S.T Parekh Marg Reclamation Churchgate.
City Name	Mumbai - 400020
IFSC Code No.	ICIC0000393
Account No.(As appearing on cheque Book)	039305005798



**GAMMON INDIA LIMITED**

**An ISO 9001 Company**

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