

RESULTS OF VOTING (EVOTING & POLL) IN RESPECT OF THE RESOLUTIONS PASSED AT THE EXTRA ORDINARY GENERAL MEETING OF THE EQUITY SHAREHOLDERS OF GAMMONINDIA LIMITED HELD ON 20TH SEPTEMBER 2014.

As per the provisions of the Companies (Management and Administration) Rules, 2014 and Clause 35B of the Listing Agreement, the Company had provided e-voting facility to all the members holding shares of the Company as on the cut-off date i.e. 22nd August 2014 to enable them to cast their votes in respect of the resolutions as set out in the Notice of the Extra Ordinary General Meeting ("EGM") of the members of Gammon India Limited (the "Company"). The e-voting period opened at 9.30 a.m. on Monday, 15th September 2014 and concluded at 5.30 p.m. on Tuesday, 16th September 2014. Mr. Vidyadhar Chakradeo, Practising Company Secretary, who was appointed as the Scrutinizer for independently carrying out the electronic voting in a fair and transparent manner submitted his report on e-voting.

In the EGM of the members held on Saturday, 20th September 2014, I presided as the Chairman of the meeting. To facilitate those members present at the EGM, either personally or by proxy, who had not cast their vote earlier, but who would like to vote at the EGM, I ordered a poll in respect of all items of business from 1 to 5 as set out in the Notice of the EGM. Mr. Vidyadhar Chakradeo was appointed as Scrutinizer for conducting the poll.

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

Sr. No.	Details of Agenda	Resolution Required (Ordinary / Special)	Mode of Voting (Show of hands / Poll / Postal Ballot / E-voting)	Remarks
1	Change in the terms of appointment of Mr. Digambar C. Bagde - Deputy Managing Director (Transmission & Distribution Division) so as to make his office liable to retire by rotation.	Special	E-Voting and Poll	Passed by requisite majority
2	Increase in the remuneration of Mr. Digambar C. Bagde - Deputy Managing Director (Transmission & Distribution Division) to Rs. 1.25 Crores per annum.	Special	E-Voting and Poll	Passed by requisite majority
3	Sale of 528,000,000 (Fifty Two Crores & Eighty Lacs) equity shares held by the Company in its subsidiary viz. Gammon Infrastructure Projects Limited to its another subsidiary viz. Gammon Power Limited.	Special	E-Voting and Poll	Passed by requisite majority

4	Contributions to various charitable and other institutions for an amount not exceeding Rs. 2 Crores in a single financial year.	Special	E-Voting and Poll	Passed by requisite majority
5	Divestment of the Company's shareholding in its overseas subsidiaries.	Special	E-Voting and Poll	Passed by requisite majority

You are requested to take note of the aforesaid proceedings of the Extra Ordinary General Meeting.

Thanking you,

Yours faithfully,
For **GAMMON INDIA LIMITED**



CHANDRAHAS C. DAYAL
DIRECTOR

Dated this 22nd day of September 2014

Encl: Scrutinizer's Report dated 20th September 2014

V. V. CHAKRADEO & CO.

COMPANY SECRETARIES

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

TEL. NO. 26116821
CELL NO. 98200 48732

EMAIL vvchakra@gmail.com

20th September, 2014

To
The Chairman
Gammon India Limited
'Gammon House', Veer Savarkar Marg,
Prabhadevi, Mumbai 400 025

Dear Sir,

Sub: Report of the Scrutinizer in respect of the resolutions passed at the Extra Ordinary General Meeting of the Equity Shareholders of Gammon India Limited scheduled to be held on 20th September 2014.

I, Vidyadhar Chakradeo of M/s V. V. Chakradeo & Co., Practicing Company Secretaries, having office at B-301, Matoshree Residency CHS., 65, Prarthana Samaj Road, Vile Parle East, Mumbai 400 057, was appointed by the Board of Directors of Gammon India Limited (the "Company") vide board resolution dated 21st August 2014 as the Scrutinizer to conduct the e-voting process in respect of the resolutions as set out in the Notice of the Extra Ordinary General Meeting ("EGM") of the Equity Shareholders of Gammon India Limited held on Saturday, 20th September 2014 at 11.00 a.m. at Ravindra Natya Mandir, P. L. Deshpande Maharashtra Kala Academy (Mini Theatre), Sayani Road, Prabhadevi, Mumbai - 400 025. In respect of the e-voting process conducted under my supervision, I hereby report that:

1. In accordance with the Notice of the Extra Ordinary General Meeting dated 21st August 2014 sent to the shareholders and the advertisement published pursuant to the Rule 20(3)(V) of the Companies (Management and Administration) Rules, 2014 on 28th August 2014 in The Free Press Journal in English and Navshakti in Marathi, the e-voting opened at 9.30 a.m on Monday, 15th September 2014 and remained open upto 5.30 p.m. on Tuesday, 16th September 2014.



V. V. CHAKRADEO & CO.
COMPANY SECRETARIES

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

TEL. NO. 26116821
CELL NO. 98200 48732

EMAIL vvchakra@gmail.com

2. The equity shareholders holding shares as on 22nd August 2014, "cut off date " were entitled to vote on the resolutions stated in the Notice of the EGM of the Company.
3. The votes were unblocked at 5.40 p.m. on 16th September 2014 in the presence of Ms. Duhita Chakradeo and Mrs. Vrushali Godbole who are not employees of the Company and who were witness to the unblocking of the votes.
4. The e-voting results/list of equity shareholders who have voted "for and against" were downloaded from the e-voting website of Central Depository Services (India) Limited (<https://www.evotingindia.co.in>) and the same were handed over to the Chairman & Managing Director.

At the EGM held on Saturday, 20th September 2014, the Chairman of the EGM had ordered a poll in respect of all the resolutions as set out in the Notice of the EGM to enable those shareholders who had not cast their vote electronically, to cast their vote at the said EGM. I was appointed as the Scrutinizer to conduct the poll procedure at the said EGM.

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

1. The poll box containing the poll papers was unlocked after the conclusion of the EGM in presence of Mr. Ronald F. Fernandes (Client ID/DP ID: 1202700000061384) and Mr. Shobha Suresh Shenoy (Client ID/DP ID: IN30260310017546), shareholders of the Company and who are not employees of the Company. The votes were counted and the results of the poll were prepared in the presence of the aforesaid shareholders and were also countersigned by them as witnesses.
2. I hereby state that I have recorded details of all the votes cast by the shareholders, electronically and by poll and have also checked and verified the same. I have also carried out full count of the votes.
3. I hereby report the results of the votes cast by the shareholders, electronically and by poll, as under:



V. V. CHAKRADEO & CO.**COMPANY SECRETARIES****B - 301, Matoshree Residency CHS, 65, Prarthana Samaj Road,
Vile Parle (East), Mumbai 400 057.**

TEL. NO. 26116821

EMAIL vvchakra@gmail.com

Resolution No.	Particulars	Mode	Shares held	Votes in		Total shares	Votes Casted	
				Favour	Against		% For	% Against
1	To approve change in the terms of appointment of Mr. Digambar C. Bagde - Deputy Managing Director (Transmission & Distribution Division) so as to make his office liable to retire by rotation.	E-voting	19,905,024	199,05,013	11	19,905,024	100	0
		Ballot	45,916,768	45,914,768	0	45,914,768	100	0
		Total	65,821,792	65,819,781	11	65,819,792		
2	To approve increase in the remuneration of Mr. Digambar C. Bagde - Deputy Managing Director (Transmission & Distribution Division) to Rs. 1.25 Crores per annum.	E-voting	19,905,024	19,687,864	217,160	19,905,024	98.91	1.09
		Ballot	45,916,768	43,347,399	2,567,369	45,914,768	94.41	5.59
		Total	65,821,792	63,035,263	2,784,529	65,819,792		
3	To authorize the Board of Directors to sell 528,000,000 equity shares held by the Company in its subsidiary viz. Gammon Infrastructure Projects Limited to its another subsidiary viz. Gammon Power Limited.	E-voting	19,905,024	19,905,013	11	19,905,024	100	0
		Ballot	46,734,240	46,730,090	2,150	46,732,240	99.99	0.01
		Total	66639264	66635103	2161	66,637,264		



V. V. CHAKRADEO & CO.
COMPANY SECRETARIES

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

TEL. NO. 26116821

CELL. NO. 98200 48732

EMAIL vvchakra@gmail.com

Resolution No.	Particulars	Mode	Shares held	Votes in		Total shares	Votes Casted	
				Favour	Against		% For	% Against
4	To authorize the Board of Directors for making contributions to various charitable and other institutions for an amount not exceeding Rs. 2 Crores in a single financial year.	E-voting	19,905,024	19,687,964	217,060	19,905,024	98.91	1.09
		Ballot	46,734,240	46,708,103	24,137	46,732,240	99.94	0.06
		Total	66,639,264	66,396,067	241,197	66,637,264		
5	To approve divestment of the Company's shareholding in its overseas subsidiaries.	E-voting	19,905,024	19,905,013	11	19,905,024	100	0
		Ballot	46,734,240	46,732,240	0	46,732,240	100	0
		Total	66,639,264	66,637,253	11	66,637,264		



V. V. CHAKRADEO & CO.

COMPANY SECRETARIES

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

TEL. NO. 26116821
CELL NO. 98200 48732

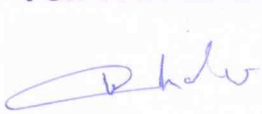
EMAIL vvchakra@gmail.com

4. In view of the aforesaid voting details, I hereby state that all the resolutions from Item No. 1 to 5 as set out in the Notice of the EGM have been passed with requisite majority.
5. **There were two (2) invalid poll papers in respect of above mentioned resolutions.**
6. All relevant records of the e-voting and poll papers will remain in my custody until the Chairman considers, approves and signs the Minutes of the Extra Ordinary General Meeting and thereafter the said records will be handed over to the Company.

Thanking you,

Yours faithfully,

FOR V. V. CHAKRADEO & CO.



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