



RESULTS OF COURT CONVENED MEETING OF EQUITY SHAREHOLDERS OF GAMMON INDI LIMITED HELD ON FRIDAY, 2ND DAY OF DECEMBER, 2016

Pursuant to an Order of the Hon'ble High Court of Judicature at Bombay dated 27th October, 2016, a Court Convened Meeting of the Equity Shareholders of Gammon India Limited was held on Friday, 2nd day of December, 2016 at 2.00 pm at Textiles Committee, P. Balu Road, Prabhadevi Chowk, Prabhadevi, Mumbai – 400 025.

I, Mr. Abhijit Rajan – Chairman & Managing Director of the Company was appointed as the Chairman to preside over the Court Convened Meeting of the Equity Shareholders of the Company. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with The Companies (Management & Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, the Company had also provided e-voting to its shareholders. The e-voting commenced at 9.00 am on Tuesday, 29th November, 2016 and concluded at 5.00 pm on Thursday, 1st December, 2016.

I, Mr. Abhijit Rajan, duly authorized to declare the results of e-voting, hereby declare the results as under based on the Scrutinizer's report dated 3rd December, 2016:

Resolution Proposed: To consider and if thought fit, approve with or without modification(s) the proposed arrangement embodied in the Scheme of Arrangement between Gammon India Limited (GIL or the Transferor Company) and Transrail Lighting Limited (TLL or Transferee Company) and their respective shareholders and creditors (the Scheme or this Scheme).

Particulars	No. of polls	No. of shares
Total number of polls received.	25	32544836
Total number of electronic votes received.	53	246048158
Number of invalid polls.	0	0
Number of invalid electronic votes.	0	0
Number of electronic votes not cast	0	0
Number of valid polls received.	25	32544836
Number of valid electronic votes received.	53	246048158
Total Number of valid votes –physical and electronic	78	278592994
Votes in favour of the resolution (both, physical & electronic)	74	277492959
Votes against the resolution (both, physical & electronic)	4	1100035
Percentage of votes cast in favour of the resolution (both, physical & electronic): 99.61		
Percentage of votes cast against the resolution (both, physical & electronic) : 0.39		

Based on the aforementioned voting as per report issued by the Scrutinizer Mr. Vidyadhar Chakradeo of M/s. V.V. Chakradeo & Co. Company Secretaries, Mumbai (Membership No. F3382) in his Report dated 3rd December, 2016, copy of which is annexed hereto, I hereby declare that Resolution as mentioned above and as set out in the Notice of the

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





Court Convened Meeting of the Equity shareholders of the Company dated 1st November, 2016 is passed with the requisite majority.

For GAMMON INDIA LIMITED

**ABHIJIT RAJAN
CHAIRMAN & MANAGING DIRECTOR
CHAIRMAN OF THE COURT CONVENED MEETING**

Dated this 3rd day of December, 2016

Encl: Scrutinizer's Report dated 3rd December, 2016

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V. V. CHAKRADEO & CO.

COMPANY SECRETARIES.

B – 301. MATOSHRE RESIDENCY CHS., 65, PRARTHANA SAMAJ ROAD,
VILE PARLE EAST, MUMBAI 400 057.

TEL 26116821

EMAIL vvchakra@gmail.com

CELL NO. 98200 48732

Report of Scrutinizer

(pursuant to the Section 108 of the Companies Act, 2013 and Rule 20(4)(xii) of the
Companies (Management and Administration) Rules, 2014

3rd December, 2016

To

Chairman & Managing Director
Gammon India Limited
Gammon House, Veer Savarkar Marg,
Prabhadevi, Mumbai 400 025.

Dear Sir,

Sub: Report of Scrutinizer of e-voting in respect of the resolution passed at the Court Convened Meeting of the Equity Shareholders of Gammon India Limited held on 2nd December 2016 at Textile Committee, P. Balu Road, Prabhadevi Chowk, Prabhadevi, Mumbai 400 025 at 2.00 pm.

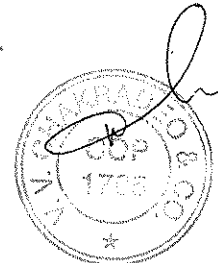
I, V. V. Chakradeo, Practising Company Secretary, having office at B-301, Matoshree Residency CHS., 65, Prarthana Samaj Road, Vile Parle East, Mumbai 400 057, being appointed as the Scrutinizer for scrutinizing the e-voting process in respect of the Court Convened Meeting of the equity shareholders of Gammon India Limited convened pursuant to the Order dated 27th October, 2016 of the Hon'ble High Court of Bombay, on Friday, 2nd December 2016 at 2.00 p.m. at Textile Committee, P. Balu Road, Prabhadevi Chowk, Prabhadevi, Mumbai 400 025 as well as for scrutinizing the poll taken thereat on the below mentioned resolution, do hereby submit my report as under:

In respect of votes cast through E-voting facility:

1. In accordance with the Notice of the Court Convened Meeting of equity shareholders, dated 1st November, 2016 sent to the shareholders and the advertisement published pursuant to the Rule 20 (3) (v) of the Companies (Management and Administration) Rules, 2014 (amendment rules 2015) on 9th November, 2016 in the Free Press Journal and Navshakti, the e-voting commenced at 9.00 a.m. on Tuesday, 29th November 2016 and concluded at 5.00 p.m. on Thursday, 1st December 2016.
2. The equity shareholders holding shares as on 26th November, 2016, cut-off date, were entitled to vote on the resolution stated in the Notice of the Court Convened Meeting of equity shareholders.
3. The votes were unblocked at 3.00 p. m. on 2nd December, 2016 in the presence of Mr. Riddhi Shah and Mr. Rahul Kale who are not employees of the Company and who have signed below as witnesses to the unblocking of the votes.
4. The e-voting results/list of equity shareholders who have voted "For or Against" were downloaded from the e-voting website of Central Depository Services Limited (<https://www.cdslindia.com/>).

In respect of votes cast through poll conducted at the Court Convened Meeting of the Company:

5. On the announcement of commencement of poll by the Chairman, a ballot box kept for polling was locked in my presence and in the presence of all shareholders who were present, with due identification marks placed by me.
6. After the conclusion of the meeting, the locked ballot box was subsequently opened in my presence and in the presence of Mr. Riddhi Shah and Mr. Rahul Kale and poll papers were diligently scrutinized.



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The poll papers were reconciled with the records maintained by the Company/ Registrar and Transfer Agents of the Company and the authorizations lodged with the Company.

7. I hereby state that I have recorded details of all the votes cast by the shareholders by poll and have also checked and verified the same. I have also carried out full count of the votes.
8. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.

The combined results of the votes cast through e-voting and poll are as under:

Item No.	Particulars	Mode	No. of Votes Cast		% of Votes Cast	
			Favour	Against	Favour (%)	Against (%)
1.	To consider and if thought fit, approve with or without modification(s) the proposed arrangement embodied in the scheme of arrangement between Gammon India Limited (GIL or the Transferor Company) and Transrail Lighting Limited (TLL or Transferee Company) and their respective shareholders and creditors (the scheme or this Scheme).	Remote E-voting	244948133	1100025	99.55	0.45
		Poll	32544826	10	100	0
		Total	277492959	1100035	99.61	0.39

9. In view of the aforesaid voting details, I hereby state that the resolution mentioned above and set out in the Notice of Court Convened Meeting of equity shareholders has been passed with requisite majority.

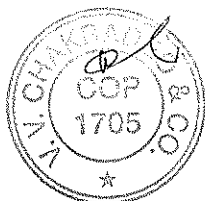
10. All relevant records of votes cast by poll and through e-voting will remain in my custody until the Chairman considers, approves and signs the minutes of the Court Convened Meeting and thereafter the said records will be handed over to the Company.

Thanking you,

Yours faithfully,



V. V. Chakradeo
COP 1705



Witnesses:

1) RIDDHI SHAH,
3/28, HEDAVKAR WADIND.1,
OPP. MAHARASHTRA SCHOOL,
GORHALERD (SOUTH),
DADAR (WEST),
MUMBAI - 28.

2) RAHUL KALE
13/2, CENTURY QTS,
P.B. MARG, WORLI
MUMBAI - 400 030

