



11<sup>th</sup> April, 2017

**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

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

NSE CODE: GAMMONIND

BSE CODE:509550

Dear Sir,

**Sub: Outcome of the Board Meeting held on 11<sup>th</sup> April, 2017.**

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, you are hereby informed that the Board of Directors ("Board") of the Company at its meeting held today on 11<sup>th</sup> April, 2017 has transacted the following businesses:

The Board has considered and approved the following restructuring proposals:

- a) To sell, dispose, hive-off and/or transfer "Gammon House", undertaking including the building, adjoining land and all appurtenances thereto together with all debts, liabilities and obligations related thereto, on a going concern basis, by way of slump sale (as defined in Section 2(42C) of the Income Tax Act, 1961) for a consideration of Rs. 10,00,000 (Rupees Ten Lacs only) to M/s Gammon Retail Infrastructure Private Limited ("hereinafter referred to as the Buyer") a wholly owned subsidiary of the Company;
- b) To sell, dispose, hive-off and/or transfer Civil EPC Business of the Company viz: identified contracts essentially comprising of the Civil Engineering, Procurement and Construction ("EPC") business carried on by the Company in Cooling towers, chimneys, buildings, roads etc. without limitation the execution capabilities in relation thereto (including all contracts, agreements, licenses, engagements, financial instruments, performance qualifications, commitments, other contractual arrangements and warranties thereunder including obligations under contracts which are surviving, relating exclusively to or in connection or forming a part of the Civil EPC Business ('Identified Business') along with all the assets and properties, whether tangible or intangible, rights, titles, interests, privileges, claims, licenses and all liabilities, debts, obligations of all nature related to the Identified Business of the Company (hereinafter referred to as the 'Seller'), including employees engaged therein, to the Company's wholly owned subsidiary "Gammon Transmission Limited" (hereinafter referred to as the 'Buyer'), on a going concern basis by way of slump sale (as defined in Section 2(42C) of the Income Tax Act, 1961) for a consideration of Rs. 10,00,000 (Rupees Ten Lacs only);
- c) To sell/transfer/dispose off upto 49% of its shareholding in its wholly owned subsidiary Gammon Power Limited (hereinafter referred to as "GPL") to Gammon Retail Infrastructure Private Limited, a wholly owned subsidiary of the Company for a consideration which would be the fair value or Rs. 5,00,000 (Rupees Five Lacs only) whichever is higher;
- d) To sell/transfer/dispose off upto 90% of its shareholding in its material subsidiary Metropolitan Infrahousing Private Limited together with identified debt to its wholly owned subsidiary M/s Franco Tosi Hydro Private Limited ('FTHPL') (hereinafter referred to as "the Buyer") for a consideration of Rs. 20,00,000 (Rupees Twenty Lacs only);
- e) To sell/transfer/or otherwise dispose off in any manner of upto 90% of its shareholding in each of the Company's subsidiaries viz (i) Gammon Transmission Limited, (ii) Franco Tosi Hydro Private Limited and (iii) Gammon Retail Infrastructure Private Limited to/in favour of one or more strategic investors, who may invest in each of the wholly owned subsidiaries aforementioned;
- f) To divest/sell/dispose off the Company's shareholding in its indirect subsidiary "Preeti Townships Private Limited" to/in favour of strategic investors at a fair value.

**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



**Rationale & Objective of the Restructuring:**

The rationale and objective of the restructuring *inter-alia* includes:

- i. To create sector focused companies;
- ii. To enable investments by strategic investor;
- iii. De-risk businesses from each other; and
- iv. Deleverage balance sheet of the company;
- v. Monetization of the assets of the Company

**Additional information as required under Annexure I, Para A of Part A of Schedule III of the Listing Regulations:**

- (a) Date on which the agreement for sale/disposal of subsidiary has been entered into:  
No agreements have been entered into for any of the proposals approved by the Board at serial nos (a) to (f). Appropriate intimations will be given to the exchanges when definitive agreements are entered into.
- (b) Expected date of completion:  
All the restructuring proposals mentioned about are expected to be completed within 12 months from the date of the approval by the Board.
- (c) Consideration received from such sale/disposal:  
The consideration to be received from the proposed sale/disposal of investments, undertakings, as approved by the Board has been mentioned above.
- (d) Brief details of buyers and whether any of the buyers belong to the promoter/promoter group/group companies, if yes, details thereof:  
The details of the buyers are mentioned in the point no. (a) to (f) above. None of the Buyers belong to any promoter/promoter group.
- (e) Whether the Investor belongs to the promoter group – No.  
The restructuring proposals mentioned in (a) to (d) are to wholly owned subsidiaries of the Company. No sale/transfer/dilution of equity stake as mentioned in serial nos. (e) and (f) above will be made to any promoter or member of any promoter group or to any party related to the promoter group.
- (f) Brief details of change in shareholding pattern (if any) of the Listed Entity:  
No change in shareholding pattern of GIL will take place post the aforementioned restructuring proposals.

The aforementioned transactions as approved by the Board are subject to the approval of the Joint Lenders, shareholders and all statutory approvals as may be necessary.

You are requested to take the aforementioned information on record.

By Order of the Board of Directors  
For **GAMMON INDIA LIMITED**



**GITA G. BADE**  
COMPANY SECRETARY

**GAMMON INDIA LIMITED**

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