



7th January, 2017

To,

The National Stock Exchange of India Ltd.,
Exchange Plaza, 5th Floor,
Plot No. C/1, G Block,
Bandra - Kurla Complex,
Bandra (East),
Mumbai - 400 051
NSE CODE: GAMMONIND

BSE Limited
1st Floor, New Trading Ring,
Rotunda Building,
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai - 400 001
BSE CODE:509550

Dear Sir,

Sub: Submission of results in respect of Court Convened Meeting of the Equity Shareholders of the Company held on 6th January, 2017 for approving the Scheme of Arrangement between Gammon India Limited and Gammon Engineers and Contractors Private Limited and their respective Shareholders and Creditors.

We wish to inform you that pursuant to the Order dated 2nd December, 2016 in the Company Summons for Direction no. 991 of 2016, by the Hon'ble High Court of Bombay, a Court Convened Meeting (CCM) of the equity shareholders of Gammon India Limited (the Company) was held on 6th January, 2017 to consider and if thought fit, approve with or without modification the proposed Scheme of Arrangement between Gammon India Limited ('GIL' or 'the Transferor Company') and Gammon Engineers and Contractors Private Limited ('GECPL' or 'the Transferee Company') and their Respective Shareholders and Creditors ('the Scheme' or 'this Scheme').

In this connection we wish to inform you that the Members of the Company have duly approved the Scheme with requisite majority, based on the Scrutinizer's report on e-voting and poll conducted at the meeting.

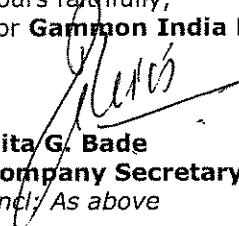
Details of the voting results are enclosed for your information and record as under:

- Voting results of remote e-voting and poll conducted at the venue as required under Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 - **Annexure 1;**
- Scrutinizer's Report dated 6th January, 2017 issued by the Scrutinizer pursuant to Section 109 of the Companies Act, 2013 and Rule 21(2) of the Companies (Management and Administration) Rules, 2014 - **Annexure 2;**

Request you to take the above on record and oblige.

If you require any further clarifications/information, we would be happy to provide the same.

Yours faithfully,
For **Gammon India Limited**


Gita G. Bade
Company Secretary
Encl: As above

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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

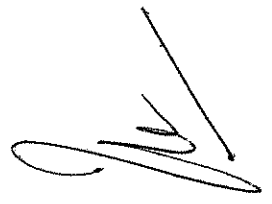


Gammon India Limited

1 - For the purpose of considering and, if thought fit, approving with or without modification(s), the proposed arrangement embodied in the Scheme of Arrangement between Gammon India Limited ('GIL' or 'the Transferor Company') and Gammon Engineers and Contractors Private Limited ('GECPL' or 'the Transferee Company') and their Respective Shareholders and Creditors ('the Scheme' or 'this Scheme')

NO

Resolution Required : (Special)		Whether promoter/ promoter group are interested in the agenda/resolution?									
Category	Mode of Voting	No. of shares held [1]	No. of votes polled [2]	% of Votes Polled on outstanding shares [3]={[2]/[1]}*100	No. of Votes – in favour [4]	No. of Votes --Against [5]	% of Votes in favour on votes polled [6]={[4]/[2]}*100	% of Votes against on votes polled [7]={([5]/[2])*100			
Promoter and Promoter Group	E-Voting	47407154	44303699	93.4536	44303699	0	100.0000	0.0000			
	Poll		0	0.0000	0	0	0.0000	0.0000			
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000			
	Total		44303699	93.4536	44303699	0	100.0000	0.0000	0.0000		
Public Institutions	E-Voting	248300322	159712974	64.3225	159712974	0	100.0000	0.0000			
	Poll		28620405	11.5265	28620405	0	100.0000	0.0000			
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000			
	Total		188333379	75.8490	188333379	0	100.0000	0.0000	0.0000		
Public Non Institutions	E-Voting	73865629	7691826	10.4133	7691826	0	100.0000	0.0000			
	Poll		27526	0.0373	27526	0	100.0000	0.0000			
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000			
	Total		7719352	10.4505	7719352	0	100.0000	0.0000	0.0000		
Total		369573105	240356430	65.0362	240356430	0	100.0000	0.0000			



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

6th January, 2017

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 6th January, 2017 at Textile Committee, P. Balu Road, Prabhadevi Chowk, Prabhadevi, Mumbai 400 025 at 2.00 pm.

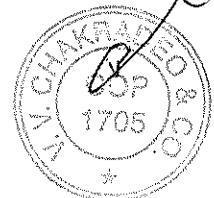
I, V. V. Chakradeo, Practising Company Secretary, having office at B-301, Matoshree Residency CHS., 65, Prarthana Samaj Road, Vile Parle East, Mumbai 400 057, being appointed as the Scrutinizer for scrutinizing the e-voting process in respect of the Court Convened Meeting of the equity shareholders of Gammon India Limited convened pursuant to the Order dated 2nd December, 2016 of the Hon'ble High Court of Bombay, on Friday, 6th January, 2017 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 3rd December, 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 14th December, 2016 in the Free Press Journal and Navshakti, the e-voting commenced at 9.00 a.m. (IST) on Tuesday, 3rd January, 2017 and concluded at 5.00 p.m. (IST) on Thursday, 5th January, 2017.
2. The equity shareholders holding shares as on 31st December, 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 3.15 p.m. (IST) on 6th January, 2017 in the presence of Ms. Pranali Mungekar and Mr. Sanket Mhatre who are not employees of the Company and who have signed below as witnessess 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 Ms. Pranali Mungekar and Mr. Sanket Mhatre and poll papers were diligently scrutinized.



V. V. CHAKRADEO & CO.

COMPANY SECRETARIES.

B - 301. MATOSHRE RESIDENCY CHS., 65, PRARTHANA SAMAJ ROAD,
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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. One poll paper representing 500 equity shares was treated as invalid due to signature mismatch.

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 Gammon Engineers and Contractors Private Limited (GECPL or Transferee Company) and their respective shareholders and creditors (the scheme or this Scheme).	Remote E-voting	211708499	0	100	0.00
		Poll	28647931	0	100	0.00
		Total	240356430	0	100	0.00

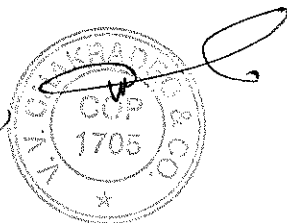
9. In view of the aforesaid voting details, I hereby state that the resolution mentioned above and set out in the Notice of Court Convened Meeting of equity shareholders has been passed with requisite majority.

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) Munjeekar
Mrs. Banali Munjeekar
1/33, Porran Niwas,
18 Coles Lane,
N.M. Joshi Marg.
Byculla West.

2) Mhatre
Mr. Sanket Mhatre
Sankrupa Society, Shivaji Nagar,
Mharal gan, Post - Varap,
Tal - Kalyan, Dist - Thane.