



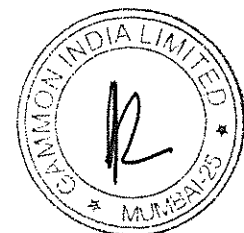
RESULTS OF POSTAL BALLOT WHICH CONCLUDED ON 25th MARCH, 2017

In accordance with the provisions of Section 110 of the Companies Act, 2013 read with The Companies (Management and Administration) Rules, 2014 and other applicable provisions (if any), the Company had sent Notice of Postal Ballot dated 20th February, 2017 to all the Shareholders holding shares on the record date i.e. 17th February, 2017 for seeking approval of the Shareholders on the Special Resolutions set out in the Postal Ballot Notice. The Postal Ballot commenced from 9.30 a.m. on 24th February, 2017 and concluded on 25th March, 2017 at 5.00 p.m.

Based on the voting results as issued by Mr. Vidhyadhar Chakradeo, of M/s. V.V. Chakradeo & Co. Company Secretaries, Mumbai (Membership No. F3382 and COP No. 1705) in his report dated 27th March, 2017 copy of which is annexed hereto I, Mr. Abhijit Rajan, Chairman and Managing Director of the Company, duly authorized, hereby declare the results of the Postal Ballot as under:

Resolution No. 1: Special Resolution pursuant to Section 186 of the Companies Act, 2013 to invest/acquire by way of purchase or otherwise upto 20% of the equity shares of Gammon Infrastructure Projects Limited from its wholly owned subsidiary Gammon Power Limited.

Particulars	No. of Ballots	No. of shares
Total number of Physical Ballot forms	106	8409360
Total number of electronic votes received	77	130576048
Total number of invalid votes		
E-voting	0	0
Postal Ballot	5	495
Total number of votes polled in favour of the resolution		
E-voting	69	129475586
Postal Ballot	100	8408858
Total number of votes polled against the resolution		
E-voting	8	1100462
Postal Ballot	1	7
Percentage of votes cast in favour of the resolution (both physical & electronic)		: 99.21%
Percentage of votes cast against the resolution (both physical & electronic)		: 0.79%



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



Resolution No. 2: Special Resolution pursuant to Section 180(1)(a) of the Companies Act, 2013 and Regulation 24 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 authorizing Gammon Power Limited, a wholly owned subsidiary to divest/sell/dispose off further equity shares of Gammon Infrastructure Projects Limited.

Particulars	No. of Ballots	No. of shares
Total number of Physical Ballot forms	106	8409360
Total number of electronic votes received	76	130575648
Total number of invalid votes		
E-voting	0	0
Postal Ballot	14	1490
Total number of votes polled in favour of the resolution		
E-voting	67	129475076
Postal Ballot	90	8407771
Total number of votes polled against the resolution		
E-voting	9	1100572
Postal Ballot	2	99
Percentage of votes cast in favour of the resolution (both physical & electronic)		: 99.21%
Percentage of votes cast against the resolution (both physical & electronic)		: 0.79%

I hereby declare that all the Special Resolutions from serial nos. 1 to 2 as aforementioned have been passed with requisite majority.

For **GAMMON INDIA LIMITED**



ABHIJIT RAJAN
CHAIRMAN & MANAGING DIRECTOR

Dated this 27th March, 2017

Encl: Scrutinizer's Report dated 27th March, 2017

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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

27th March, 2017

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

Dear Sir,

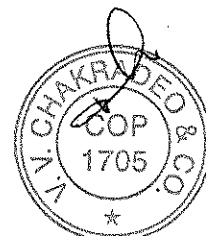
Sub: Scrutinizer's Report on Postal Ballot Results for passing of Special Resolutions proposed vide Notice of Postal Ballot dated 20th February, 2017

I, Vidyadhar V. Chakradeo, of M/s. V. V. Chakradeo & Co. Company Secretaries, Mumbai the Scrutinizer, was appointed by the Board of Directors of Gammon India Limited vide Board Resolution passed on 20th February, 2017 to conduct the Postal Ballot and E-voting process in a fair and transparent manner in respect of the Special Resolutions stated in the Notice of Postal Ballot dated 20th February, 2017 to be passed by the equity shareholders of the Company and do hereby submit my report on the same as under:

1. Pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, the Company has, on 23rd February, 2017 completed the dispatch of the Postal Ballot Notice along with the Postal Ballot Form for seeking members' consent for Special Resolutions provided in the Postal Ballot notice dated 20th February, 2017.
2. The Company has provided the e-voting facility to the Members to exercise their vote electronically through the e-voting service facility arranged by Central Depository Services (India) Limited ("CDSL") as well as facility to vote through physical Postal Ballot.
3. The members of the Company holding shares as on the "Cut-off" date of 17th February, 2017 were entitled to vote.
4. The voting, both by physical and electronic mode, had commenced on 24th February, 2017 (from 9.30 a.m.) and ended on 25th March, 2017 (at 5.00 p.m.).
5. The Postal ballot Register was prepared to record equity shareholder's assent or dissent received, mentioning the particulars of name, address, folio number or client ID of the shareholders, number of shares held by them.
6. The Ballot Papers/ e-votes received were scrutinized and reconciled with the records maintained by Registrar and Share Transfer Agent (RTA).

I have scrutinized and reviewed the Postal Ballot and e-voting process in a fair and transparent manner. Please note that one equity share of the Company represents one vote.

I hereby report that the results of the votes cast by postal ballot (E-voting and Physical) are as under:



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CELL NO. 98200 48732

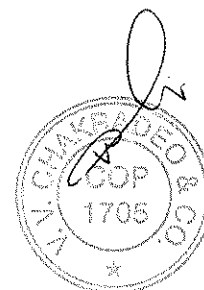
EMAIL: vvchakra@gmail.com

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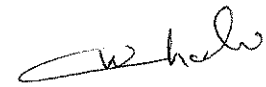
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RESULT:

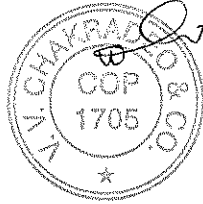
As the Special Resolutions mentioned in serial nos. 1 to 2 above are to be passed by a three fourth majority, in view of the number of votes cast in favour of both the special resolutions, the said Special Resolutions at serial nos. 1 & 2 are passed with requisite majority.

You are requested to kindly declare the aforesaid results to the shareholders of the Company on 27th March, 2017 and also intimate to National Stock Exchange of India and BSE Limited and display the same on the Company's website and on the website of CDSL.

**For V. V. Chakradeo & Co.
Company Secretaries**



**V. V. Chakradeo
Proprietor
Membership No. 3382
COP No. 1705**




Place: Mumbai
Date: 27th March, 2017

Witness 1

Name: Mrs. Parandli Mugekar


Address: 1/33, Purnan Niwas.
N. M. Jashi Marg.
Byculla west

Signature:  _____

Witness 2

Name: Sanket .D. Mhatre

Address: Saikrupa Society, Maharel go an
Post-Varap, Tal - Kalyan, Dist - Thane

Signature:  _____