

RESULTS OF POSTAL BALLOT WHICH CONCLUDED ON 19th May, 2016

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 2nd April, 2016 to all the shareholders holding shares on the record date i.e. 8th April, 2016 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 20th April, 2016 and concluded on 19th May, 2016 at 5.00 P.M.

I, Abhjit Rajan, Chairman and Managing Director duly authorized to declare the result of postal ballot, hereby declare the result as under:-

Resolution No. 1: Special Resolution under Section 62(3) of the Companies Act, 2013 providing for an option to DBS Bank for conversion of their loans into equity shares of the Company.

Particulars	No. of Postal Ballots	No. of shares
Total number of physical ballot forms received.	171	52530300
Total number of electronic ballot forms received.	55	167330626
Number of invalid physical ballot forms.	11	45735
Number of invalid electronic ballot forms.	0	0
Number of valid physical ballot forms.	160	52484565
Number of valid electronic ballot forms.	55	167330626
Number of valid votes –physical and electronic	215	219815191
Votes in favour of the resolution (both, physical & electronic)	199	219774616
Votes against the resolution (both, physical & electronic)	16	40575
Percentage of votes cast in favour of the resolution (both, physical & electronic) : 99.98		
Percentage of votes casted against the resolution (both, physical & electronic) :0.02		

Resolution No. 2: Special Resolution according approval for amendment to Business Transfer Agreement (BTA) entered into between the Company and Transrail Lighting Limited (TLL).

Particulars	No. of Postal Ballots	No. of shares
Total number of physical ballot forms received.	171	52530300
Total number of electronic ballot forms received.	55	167330626
Number of invalid physical ballot forms.	21	51813938
Number of invalid electronic ballot forms.	0	0
Number of valid physical ballot forms.	150	716362
Number of valid electronic ballot forms.	55	167330626
Number of valid votes –physical and electronic	205	168046988
Votes in favour of the resolution (both, physical & electronic)	191	168041728
Votes against the resolution (both, physical & electronic)	14	5260
Percentage of votes cast in favour of the resolution (both, physical & electronic) : 99.99		
Percentage of votes casted against the resolution (both, physical & electronic) :.0.01		

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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



Resolution No. 3: Special Resolution according approval for amendment to Investment cum Shareholders Agreement, executed between the Company, Transrail Lighting Limited (TLL) and Bilav Software Pvt Ltd (Investor)

Particulars	No. of Postal Ballots	No. of shares
Total number of physical ballot forms received.	171	52530300
Total number of electronic ballot forms received.	55	167330626
Number of invalid physical ballot forms.	12	45755
Number of invalid electronic ballot forms.	0	0
Number of valid physical ballot forms.	159	52484545
Number of valid electronic ballot forms.	55	167330626
Number of valid votes –physical and electronic	214	219815171
Votes in favour of the resolution (both, physical & electronic)	200	219809713
Votes against the resolution (both, physical & electronic)	14	5458
Percentage of votes cast in favour of the resolution (both, physical & electronic) :99.99		
Percentage of votes casted against the resolution (both, physical & electronic) :0.01		

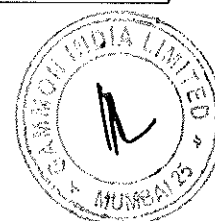
Resolution No. 4: Special Resolution pursuant to Section 180(1)(a) of the Companies Act, 2013 for creation of mortgage/charge on immovable and movable properties of the Transmission and Distribution business for securing the debts transferred to Transrail Lighting Limited.

Particulars	No. of Postal Ballots	No. of shares
Total number of physical ballot forms received.	171	52530300
Total number of electronic ballot forms received.	55	167330626
Number of invalid physical ballot forms.	21	51813938
Number of invalid electronic ballot forms.	0	0
Number of valid physical ballot forms.	150	716362
Number of valid electronic ballot forms.	55	167330626
Number of valid votes –physical and electronic	205	168046988
Votes in favour of the resolution (both, physical & electronic)	190	168009366
Votes against the resolution (both, physical & electronic)	15	37622
Percentage of votes cast in favour of the resolution (both, physical & electronic) : 99.97		
Percentage of votes casted against the resolution (both, physical & electronic) :0.03		

Resolution No. 5: Special Resolution pursuant to Section 186 of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 to provide security and corporate guarantee to the lenders of Transrail Lighting Limited (TLL).

Particulars	No. of Postal Ballots	No. of shares
Total number of physical ballot forms received.	171	52530300
Total number of electronic ballot forms received.	55	167330626
Number of invalid physical ballot forms.	21	51813938
Number of invalid electronic ballot forms.	0	0
Number of valid physical ballot forms.	150	716362
Number of valid electronic ballot forms.	55	167330626
Number of valid votes –physical and electronic	205	168046988
Votes in favour of the resolution (both, physical & electronic)	187	168008571
Votes against the resolution (both, physical & electronic)	18	38417
Percentage of votes cast in favour of the resolution (both, physical & electronic) : 99.97		
Percentage of votes casted against the resolution (both, physical & electronic) :0.03		

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Resolution No. 6: Special Resolution pursuant to Section 180(1)(a), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 for divestment of upto 30% of shares held by the Company in Gammon Infrastructure Projects Limited, through its wholly owned subsidiary, Gammon Power Limited

Particulars	No. of Postal Ballots	No. of shares
Total number of physical ballot forms received.	171	52530300
Total number of electronic ballot forms received.	55	167330626
Number of invalid physical ballot forms.	12	45755
Number of invalid electronic ballot forms.	0	0
Number of valid physical ballot forms.	159	52484545
Number of valid electronic ballot forms.	55	167330626
Number of valid votes –physical and electronic	214	219815171
Votes in favour of the resolution (both, physical & electronic)	199	219807471
Votes against the resolution (both, physical & electronic)	15	7700
Percentage of votes cast in favour of the resolution (both, physical & electronic) : 99.99		
Percentage of votes casted against the resolution (both, physical & electronic) :0.01		

Based on the aforementioned voting as issued by the Scrutinizer Mr. Vidyadhar Chakradeo of M/s. V. V. Chakradeo & Co. Company Secretaries, Mumbai (Membership No: F3382) in his Report dated 20th May, 2016 copy of which is annexed hereto, I hereby declare that all the Special Resolutions No. 1 to Special Resolutions No. 6 as aforementioned have been passed with requisite majority. Further as per the Scrutinizer's Report in respect of business transacted vide Special Resolutions at item nos. 2,4 and 5 being 'Material Related Party Transactions', no related party including promoter and promoter group has voted on the said resolutions.

For **GAMMON INDIA LIMITED**

Abhijit Rajan
Chairman and Managing Director

Dated this 20th May, 2016

Encl: Scrutinizer's Report dated 20th May, 2016

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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

20th May, 2016

To

Chairman & Managing Director/ Executive Director

Gammon India Limited

Gammon House, Veer Savarkar Marg,

Prabhadevi,

Mumbai 400 025.

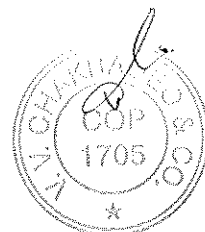
Dear Sir,

Sub: Scrutinizer's Report on Postal Ballot results for passing of Special Resolutions proposed vide Notice of Postal Ballot dated 2nd April, 2016.

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 2nd April, 2016 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 2nd April, 2016 proposed to be passed by 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 19th April, 2016 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 2nd April, 2016.
2. The Company has provided the e-voting facility as well as facility to vote through physical Postal Ballot to the Members to exercise their vote electronically through the e-voting service facility arranged by Central Depository Services (India) Limited ("CDSL") and also through physical Postal Ballot.
3. The members of the Company holding shares as on the "Cut-off" date of 8th April, 2016 were entitled to vote.
4. The voting, both by physical and electronic mode, had commenced on 20th April, 2016 (from 9.30 a.m.) and ended on 19th May, 2016 (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 represent one vote. The Company has in all received 171 physical ballot papers and 55 by electronic mode.



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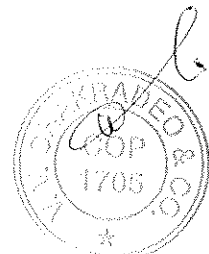
I hereby report that the results of the votes cast by postal ballot (E-voting and Physical) are as under:

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Total number of physical ballot forms received.	171	52530300
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Number of invalid electronic ballot forms.	0	0
Number of valid physical ballot forms.	160	52484565
Number of valid electronic ballot forms.	55	167330626
Number of valid votes –physical and electronic	215	219815191
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Percentage of votes cast in favour of the resolution (both, physical & electronic) : 99.98		
Percentage of votes casted against the resolution (both, physical & electronic) :0.02		

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Particulars	No. of Postal Ballots	No. of shares
Total number of physical ballot forms received.	171	52530300
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Number of invalid electronic ballot forms.	0	0
Number of valid physical ballot forms.	150	716362
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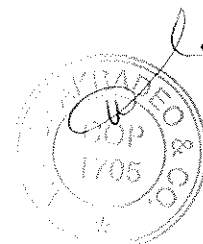
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Resolution No. 3: Special Resolution according approval for amendment to Investment cum Shareholders Agreement, executed between the Company, Transrail Lighting Limited (TLL) and Bilav Software Pvt Ltd (Investor)

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Percentage of votes cast in favour of the resolution (both, physical & electronic) :99.99		
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Resolution No. 4: Special Resolution pursuant to Section 180(1)(a) of the Companies Act, 2013 for creation of mortgage/charge on immovable and movable properties of the Transmission and Distributions business for securing the debts transferred to Transrail Lighting Limited.

Particulars	No. of Postal Ballots	No. of shares
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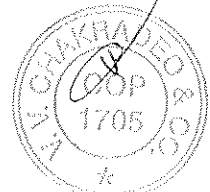
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Resolution No. 5: Special Resolution pursuant to Section 186 of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 to provide security and corporate guarantee to the lenders of Transrail Lighting Limited (TLL).

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Percentage of votes casted against the resolution (both, physical & electronic) :	0.03	

Resolution No. 6: Special Resolution pursuant to Section 180(1)(a), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 for divestment of upto 30% of shares held by the Company in Gammon Infrastructure Projects Limited, through its wholly owned subsidiary, Gammon Power Limited

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Votes against the resolution (both, physical & electronic)	15	7700
Percentage of votes cast in favour of the resolution (both, physical & electronic) :	99.99	
Percentage of votes casted against the resolution (both, physical & electronic) :	0.01	



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RESULT:

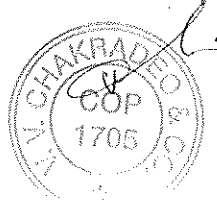
The business transacted by Special Resolutions at Item nos. 2, 4 and 5 being 'Material Related Party Transactions' no related party has voted on the said resolutions.

As the Special Resolutions mentioned in point no. 1 to 6 above are to be passed by a three fourth majority, in view of the number of votes cast in favour of all the special resolutions, the said Special Resolutions are passed with requisite majority.

You are requested to kindly declare the aforesaid results to the shareholders of the Company on 20th May, 2016 at the Notice Board at Registered Office of the Company 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. 1705**



Place: Mumbai

Date: 20th May, 2016

Witness 1

Name: RAHUL RAJAN KALE

**Address: 13/2, CENTURY MILL QTS
P.B. MARG, WORLI
MUMBAI - 400030**

Signature: _____

Witness 2

Name: Prayesh Arvind Raychure

**Address: 103- 'Avadh', Neelkamth,
Kundam, Nathani, Road,
Vidyavihar (W) Mumbai-56**

Signature: _____