



**GAMMON INDIA LIMITED**

**CIN: L74999MH1922PLC000997**

**Regd. Office:** Floor 3rd, Plot No - 3/8, Hamilton House, J. N. Heredia Marg, Ballard Estate, Mumbai 400038.

**Website:** www.gammonindia.com; **Email:** investors@gammonindia.com

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**ADDENDUM TO THE NOTICE OF THE 103<sup>RD</sup> ANNUAL GENERAL MEETING (AGM) OF THE MEMBERS OF GAMMON INDIA LIMITED TO BE HELD ON FRIDAY, 5<sup>TH</sup> DECEMBER 2025 AT 2.30 P.M (IST) THROUGH VIDEO CONFERENCING (“VC”) / OTHER AUDIO VISUAL MEANS (“OAVM”).**

Notice is hereby given that pursuant to Sections 149, 150, 161 of the Companies Act, 2013 (“hereinafter referred to as the ACT”) read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and all other applicable provisions of the Act, provisions of Regulation 17(1C) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), the item of special business w.r.t. appointment of Dr Lily Bhushan (DIN No 10984447) as Director designated as an Independent Woman Director of the Company is proposed to be taken up for consideration by the Members at the ensuing 103<sup>rd</sup> Annual General Meeting (AGM) of the Company scheduled to be held on Friday, 5<sup>th</sup> December 2025 at 2.30 P.M. (IST) through Video Conferencing (“VC”) /Other Audio Visual Means (“OAVM”).

As the item of business relating to the appointment of Dr Lily Bhushan as mentioned above was inadvertently omitted from the Notice of the 103<sup>rd</sup> AGM dated 24<sup>th</sup> October 2025 dispatched to the shareholders, an Addendum to the said Notice is now being circulated electronically to the Members to whom Notice of the 103<sup>rd</sup> AGM has been sent, in terms of the provisions of the Companies Act, 2013 and SEBI Listing Regulations. This Addendum shall be deemed to be an integral part of the original Notice dated 24<sup>th</sup> October 2025 and the notes provided therein. The aforesaid proposal for appointment of Dr Lily Bhushan as an Independent Woman Director will also be included in the remote e-voting facility commencing on Tuesday, 2<sup>nd</sup> December 2025 at 9:00 A.M. (IST) and ending on Thursday, 4<sup>th</sup> December 2025 at 5:00 P.M. (IST) (both days inclusive) and in the e-voting during the AGM.

The proposal for appointment of Dr. Lily Bhushan as an Independent Woman Director to the Company’s Board will be taken up for consideration by the Members of the Company in the 103<sup>rd</sup> AGM as a part of Special Business in the form of a Special Resolution as item no. 7 as set forth below:

**SPECIAL BUSINESS:**

Item No.7: To appoint Dr Lily Bhushan (DIN: 10984447) as Director designated as an Independent Woman Director of the Company.

To consider and if thought fit, to pass the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 160, 161, read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (‘Act’) and the Companies (Appointment and Qualification of Directors) Rules, 2014 as well as other Rules made thereunder and pursuant to applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’), as amended (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the provisions of the Articles of Association of the Company and based on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors of the Company Dr Lily Bhushan (DIN: 10984447), who was appointed as an Additional Director of the Company, under the category of Independent Woman Director with effect from 25<sup>th</sup> March, 2025 and who holds office upto the conclusion of the 103<sup>rd</sup> Annual General Meeting, and who has submitted a declaration that she meets the criteria of independence under Section 149(6) of the Act read with Rules framed thereunder and Regulation 16(1)(b) of the Listing Regulations and is eligible for appointment under the provisions of the Act, read with the Rules made thereunder and the applicable provisions of the listing regulations be and is hereby appointed as a Director in the category of Independent Woman Director of the Company, to hold office for a term of five consecutive years from 25<sup>th</sup> March, 2025 upto 24<sup>th</sup> March, 2030 (both days inclusive) not liable to retire by rotation.

RESOLVED FURTHER THAT any Director, Chief Financial Officer or the Chief Executive Officer be and are hereby



severally authorized to do all such acts, deeds, matters and things and execute all documents or writings as may be necessary, desirable or expedient to give effect to the above resolutions, including completing necessary filings with the relevant regulatory authorities regarding such appointment.”

**By Order of the Board of Directors**  
For **Gammon India Limited**

**Ajit Desai**  
**Chief Executive Officer**

**Date: 1<sup>st</sup> December, 2025**

**Place: Mumbai**

**Registered Office:**

Floor 3<sup>rd</sup> Plot No - 3/8, Hamilton House,  
J. N. Heredia Marg, Ballard Estate, Mumbai - 400038.



## ADDENDUM TO THE NOTICE OF THE 103<sup>RD</sup> ANNUAL GENERAL MEETING

Notes :

1. The explanatory statement pursuant to Section 102(1) of the Act and other applicable provisions, which sets out details relating to the proposed Special Business above to be transacted at the 103<sup>rd</sup> AGM, which is considered to be unavoidable by the Board of Directors of the Company, is annexed hereto.
2. In compliance with the applicable MCA Circulars and SEBI Circulars dated May 12, 2020 and May 13, 2022 read with January 05, 2023, Addendum to the Notice of the 103<sup>rd</sup> AGM is being sent only through electronic mode to those Members to whom the Notice dated 24<sup>th</sup> October 2025 were sent, on the email ids as available with the Company/ Depositories/RTA.
3. Members may note that the Addendum to the Notice of 103<sup>rd</sup> AGM will also be available on the Company's website [www.gammonindia.com](http://www.gammonindia.com) and on the website of <https://instavote.linkintime.co.in>
4. Relevant documents referred to in this Addendum to Notice of AGM are available electronically for inspection without any fees by the Members from the date of circulation of this Notice upto the date of the AGM. Members who wish to seek inspection, may send their request through an email at [investors@gammonindia.com](mailto:investors@gammonindia.com)
5. Information required under Regulation 36(3) of SEBI Listing Regulations and Para 1.2.5 of Secretarial Standard – 2 on General Meetings issued by ICSI, in respect of Director seeking appointment at the AGM is furnished as annexure to this Addendum to Notice of 103<sup>rd</sup> AGM.
6. The Director has furnished consent/declarations for her appointment as required under the Act and rules made thereunder as well as SEBI Listing Regulations.
7. All the processes, notes and instructions relating to remote e-voting and e-voting during the 103<sup>rd</sup> AGM as well as the process of attending the 103<sup>rd</sup> AGM through VC/OAVM as set out in the 103<sup>rd</sup> AGM Notice dated 24<sup>th</sup> October 2025, shall mutatis-mutandis apply to the Special Resolution proposed in this Addendum to the Notice.
8. The Scrutinizers appointed for the ensuing 103<sup>rd</sup> AGM will act as Scrutinizers for the Special Resolution proposed in this Addendum to the Notice of 103<sup>rd</sup> AGM.

**By Order of the Board of Directors**  
For **Gammon India Limited**

**Ajit Desai**  
**Chief Executive Officer**

**Date: 1<sup>st</sup> December 2025**

**Place: Mumbai**

**Registered Office:**

Floor 3<sup>rd</sup> Plot No - 3/8, Hamilton House,  
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As required by Section 102 of the Companies Act, 2013, the following Explanatory Statement sets out the material facts relating to the Special Business under Item No.7 of the accompanying Addendum to the Notice of 103<sup>rd</sup> AGM dated 24<sup>th</sup> October 2025 .

Item No. 7: To appoint Dr Lily Bhushan (DIN: 10984447) as an Independent Woman Director of the Company.

Members are informed that based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company, appointed Dr. Lily Bhushan (DIN: 10984447) as an Additional Director (Category: Non-Executive & Independent Woman Director ) of the Company to hold office as such from 25<sup>th</sup> March,2025 for a term of 5 (Five) years upto 24<sup>th</sup> March,2030 (both days inclusive).

Pursuant to the provisions of Section 161(1) of the Companies Act, 2013 (“the Act”),Dr. Lily Bhushan holds office as an Additional Director till the conclusion of the ensuing 103<sup>rd</sup> Annual General Meeting (AGM) scheduled on 5<sup>th</sup> December 2025 . Dr Lily Bhushan is not disqualified from being appointed as a Director in terms of Section 164 of the Act. The Company has received the consent and requisite declarations from Dr Lily Bhushan as per the provisions of the Act and SEBI Listing Regulations including the declaration that she meets the criteria of independence as provided under Section 149(6) of the Act and Regulation 16 of the SEBI Listing Regulations. Further, in terms of Regulation 25(8) of SEBI Listing Regulations, she has also confirmed that she is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact her ability to discharge her duties. Further, she is not debarred from holding the office of Director pursuant to any Order issued by the Securities and Exchange Board of India (SEBI) or any other authority. In the opinion of the Board,Dr Lily Bhushan fulfils the conditions for her appointment as an Independent Director, as specified in the Companies Act, 2013 and SEBI Listing Regulations and is independent of the management.

Profile of Dr Lily Bhushan :

Dr. Lily Bhushan holds Ph.D in Labour Economics from Lucknow University along with Master’s Degree in Arts (Economics) securing 2nd rank in the Lucknow University, 1983 and Bachelor’s Degree in Arts (Economics, Political Science & English Literature) from Lucknow University, 1979. Dr.Bhushan has rich experience of 41 years in teaching and is also the principal of KES’ Shroff College, Kandivali .

Dr. Bhushan has won the following awards and accolades:

- Awarded 'Naari Ratna Samman' by the National Human Rights and Social Justice Commission, 2017-18.
- CASI Community Leader Award by Govt. of Maharashtra & CASI, Global, 2019-20.
- National Education Excellence Award from Beginup Research Intelligence Pvt. Ltd., Bengaluru, 2020-21.
- 'COVID Warrior Award' from the Hon’ble Governor of Maharashtra, 2020-21.
- 'Icon of Mumbai Award' by Economic Times for excellence in higher education.
- From Brihanmumbai Municipal Corporation for commitment in the field of horticulture.

Dr. Bhushan possesses the required skills, knowledge, and experience as identified by the Board and her induction on the Company’s Board will benefit the Company. Further, Dr. Lily Bhushan possesses the integrity and expertise, for appointment as an Independent Director and is a person of high integrity and repute. Considering her expertise and knowledge, the Board considers that the appointment of Dr Lily Bhushan as an Independent Director of the Company will be in the interest of the Company, and hence, it recommends appointment of Dr Lily Bhushan as an Independent Woman Director of the Company, not liable to retire by rotation, for a term of 5 (Five) years commencing from 25<sup>th</sup> March 2025 to 24<sup>th</sup> March 2030 (both days inclusive) as set out at Item No. 7 of this Addendum to the 103<sup>rd</sup> AGM Notice for approval of the Members.



The copy of draft letter of appointment of Dr Lily Bhushan, setting out the terms and conditions of her appointment is available electronically for inspection by the Members. The same is also available for inspection at the registered office of the Company during office hours on all working days from the date of dispatch of the Notice till the date of AGM. Except Dr Lily Bhushan and her relatives, no other Director(s) and Key Managerial Personnel(s) or their relatives, are in any way, concerned or interested, financially or otherwise, in this resolution.

**By Order of the Board of Directors**  
For **Gammon India Limited**

**Ajit Desai**  
**Chief Executive Officer**

**Date: 1<sup>st</sup> December 2025**

**Place: Mumbai**

**Registered Office:**

Floor 3<sup>rd</sup> Plot No - 3/8, Hamilton House,  
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“Annexure – 1”

**ANNEXURE**

**DETAILS PURSUANT TO REGULATION 36(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 IN RESPECT OF DIRECTORS SEEKING APPOINTMENT / RE-APPOINTMENT**

<b>Name of Director</b>	Dr. Lily Bhushan
<b>Date of Birth &amp; Age (in years)</b>	3 <sup>rd</sup> July, 1961, 64 years
<b>Date of First Appointment on Board</b>	25 <sup>th</sup> March 2025
<b>Qualification</b>	Masters in Arts (Economics) and Ph.D. in Labour Economics
<b>Number of shares held</b>	Nil
<b>Expertise in specific functional areas</b>	Administration, compliance
<b>Directorships held in other listed companies</b>	Nil
<b>Committee Positions held in other companies (Audit &amp; Stakeholders Relationship) held in other companies</b>	Nil

**By Order of the Board of Directors  
For Gammon India Limited**

**Ajit Desai  
Chief Executive Officer**

**Date: 1<sup>st</sup> December 2025**

**Place: Mumbai**

**Registered Office:**

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