

RESULTS OF VOTING (EVOTING & POLL) IN RESPECT OF THE RESOLUTIONS PASSED AT THE EXTRAORDINARY GENERAL MEETING OF THE EQUITY SHAREHOLDERS OF GAMMON INDIA LIMITED HELD ON 29th JUNE, 2017.

As per the provisions of Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company had provided e-voting facility to all the members holding shares of the Company as on the cut-off date i.e. 22nd June, 2017 to enable them to cast their votes in respect of the resolutions as set out in the Notice of the Extraordinary General Meeting ("EGM") of the members of Gammon India Limited (the "Company"). The e-voting period commenced at 9.00 a.m. on Monday, 26th June, 2017 and concluded at 5.00 p.m. on Wednesday, 28th June, 2017. Mr. Vidyadhar Chakradeo, Practising Company Secretary, who was appointed as the Scrutinizer for independently carrying out the electronic voting in a fair and transparent manner submitted his report on e-voting.

At the EGM of the members held today i.e. Thursday, 29th June, 2017, Mr. Abhijit Rajan, Chairman and Managing Director presided as the Chairman of the meeting and ordered a poll in respect of Item nos. 1 and 2 as set out in the Notice of the EGM, whereas, being interested Director in Item No.3 of Notice of EGM, Mr. C.C. Dayal was unanimously elected Chairman of the meeting who ordered poll in respect of Item No. 3.

Mr. Vidyadhar Chakradeo was appointed as Scrutinizer for conducting the poll.

On the basis of the report submitted by the Scrutinizer, copy of which is annexed hereto, I, Ajit B. Desai, Executive Director & CEO hereby declare the result of the voting as follows:

Sr. No.	Details of Agenda	Resolution Required (Ordinary/Special)	Mode of Voting (Show of hands/ Poll/ Postal Ballot/ E-voting)	Remarks
1	Approving <i>inter-alia</i> the terms in the Facility Agreements, providing lenders with an option to convert loans into equity shares of the Company pursuant to Section 62(3) of the Companies Act, 2013.	Special	E-Voting and Poll	Assented by requisite majority
2	Changing the name of the Company and consequent amendments to the Memorandum and Articles of Association of the Company.	Special	E-Voting and Poll	Assented by requisite majority
3	Seeking waiver from recovery of excess remuneration paid/ remuneration paid without Central Government approval to Mr. Abhijit Rajan, Chairman and Managing Director for the period 1st April, 2012 to 30th September, 2014 pursuant to Section 197 of the Companies Act, 2013.*	Special	E-Voting and Poll	Dissented

*Mr. Abhijit Rajan being interested in the resolution at Item No. 3 did not vote on the same.



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





You are requested to take note of the aforesaid proceedings of the Extraordinary General Meeting.

Thanking you,

Yours faithfully,
For GAMMON INDIA LIMITED

AJIT B. DESAI
EXECUTIVE DIRECTOR & CEO

Dated this 29th June, 2017, Mumbai

Encl: Scrutinizer's Report dated 29th June, 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

29th June, 2017

To
The Chairman of the Meeting
Gammon India Limited
'Gammon House', Veer Savarkar Marg,
Prabhadevi, Mumbai 400 025

Dear Sir,

Sub: Report of the Scrutinizer in respect of the Special Resolutions passed at the Extraordinary General Meeting of the Equity Shareholders of Gammon India Limited held on 29th June, 2017.

I, Vidyadhar Chakradeo of M/s V. V. Chakradeo & Co., Practicing Company Secretaries, having office at B-301, Matoshree Residency CHS., 65, Prarthana Samaj Road, Vile Parle East, Mumbai 400 057, was appointed by the Board of Directors of Gammon India Limited (the "Company") vide circular resolution dated 5th June, 2017 as the Scrutinizer to conduct the remote e-voting & poll process in respect of the resolution as set out in the Notice of the Extraordinary General Meeting ("EGM") of the Equity Shareholders of Gammon India Limited held on Thursday, 29th June, 2017 at 3.00 p.m. at Textile Committee, P. Balu Road, Prabhadevi Chowk, Prabhadevi, Mumbai - 400 025.

In respect of the remote e-voting process conducted under my supervision, I hereby report that:

1. In accordance with the Notice of the Extraordinary General Meeting dated 5th June, 2017 sent to the shareholders and the newspaper advertisement published pursuant to the Rule 20(4)(V) of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Rules, 2015 on 8th June, 2017 in The Free Press Journal in English and Navshakti in Marathi. The remote e-voting commenced at 9.00 a.m. on Monday, 26th June, 2017 and ended at 5.00 p.m. on Wednesday, 28th June, 2017.
2. The equity shareholders holding shares as on 22nd June 2017, "cut-off date" were entitled to vote on the resolutions stated in the Notice of the EGM of the Company.
3. The remote E-voting facility was blocked at 5.00 p.m. on Wednesday, 28th June, 2017.
4. The votes casted through remote e-voting were unblocked after the conclusion of the Extraordinary General Meeting in the presence of Mr. Sanket Mhatre and Ms. Pranali Mungekar who are not employees of the Company and who were witness to the unblocking of the votes.
5. The e-voting results/list of equity shareholders who have voted "For and Against" were downloaded from the e-voting website of Central Depository Services (India) Limited (<https://www.evotingindia.co.in>).

In respect of the poll process conducted under my supervision, I hereby report that:

1. After the time fixed for the poll by the Chairman, a ballot box kept for polling was locked in the presence of Mr. Sanket Mhatre and Ms. Pranali Mungekar with due identification marks duly placed.
2. The locked ballot box was subsequently opened in the presence of Mr. Sanket Mhatre and Ms. Pranali Mungekar and poll papers were diligently scrutinized. 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.



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3. 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.
4. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.

I hereby report the consolidated results of the votes cast by the shareholders through remote e-voting and by poll, as under:

Item No.	Particulars/ Heading of the resolution	Mode	No. of Votes Cast		% of Votes Cast	
			Favour	Against	Favour (%)	Against (%)
1.	Special Resolution pursuant to Section 62(3) of the Companies Act, 2013 approving <i>inter-alia</i> the terms in the Facility Agreements, providing lenders with an option to convert loans into equity shares of the Company.	Remote E-voting	108754204	18510	99.99	0.01
		Poll	45384416	1	100	0.00
		Total	154138620	18511	99.99	0.01
2.	Special Resolution for changing the name of the Company and consequent amendments to the Memorandum and Articles of Association of the Company.	Remote E-voting	108753224	18510	99.99	0.01
		Poll	45384416	1	100	0.00
		Total	154137640	18511	99.99	0.01
3.	Special Resolution pursuant to Section 197 of the Companies Act, 2013 seeking waiver from recovery of excess remuneration paid/ remuneration paid without Central Government approval to Mr. Abhijit Rajan, Chairman and Managing Director for the period 1st April, 2012 to 30th September, 2014.	Remote E-voting	1097063	67759997	1.59	98.41
		Poll	37211957	1	100	0.00
		Total	38309020	67759998	36.12	63.88



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In view of the aforesaid voting details I hereby state that:

1. the Special Resolutions set out in the EGM Notice at Item no. 1 & 2 have been passed with requisite majority.
2. the Special Resolution at Item no. 3 has been dissented by the shareholders, hence the resolution is not passed.

All relevant records of the remote e-voting and poll papers will remain in my custody until the Chairman considers, approves and signs the Minutes of the Extraordinary General Meeting and thereafter the said records will be handed over to the Company.

Thanking you,

Yours faithfully,
FOR V. V. CHAKRADEO & CO.



V. V. CHAKRADEO
PROPRIETOR
COP 1705



COUNTER SIGNED BY



AJIT B. DESAI
EXECUTIVE DIRECTOR & CEO

Witness 1

Name: Mr. Sanket Mhatre

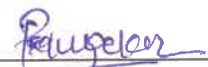
Address: Saijnopa Society
Mharel goan, Post - Varap
Tal - Kalyan, Dist - Thane.

Signature:  _____

Witness 2

Name: Ms. Pranali Mungekar

Address: 1/33, Pomau N. W. E.
1st Cross Lane, N. N. Jomirpally
Byculla - West.

Signature:  _____