



22nd March, 2018

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

BSE Limited

1st Floor, New Trading Ring,
Rotunda Building,
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai - 400 001

NSE CODE: GAMMONIND

BSE CODE:509550

Dear Sir,

Subject: 95th Annual General Meeting of the Company held on 21st March, 2018.

This is to inform you that the 95th Annual General Meeting (AGM) of the Company was held on Wednesday, 21st March, 2018 at 3.30 p.m. at Textiles Committee, P. Balu Road, Prabhadevi Chowk, Prabhadevi, Mumbai – 400 025.

Please find enclosed herewith the following disclosures:

1. Voting results in respect of the business conducted at the AGM, as required under Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Annexure A);
2. Scrutinizer's Report (Annexure B);
3. Summary of proceedings of the AGM, as required under Regulation 30, Part A of Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Annexure C).

Please take the same on records.

Thanking you.

**Yours truly,
FOR GAMMON INDIA LIMITED**

**NIKI SHINGADE
COMPLIANCE OFFICER**

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



General information about company	
Scrip code	509550
Name of the company	GAMMON INDIA LIMITED
Type of meeting	AGM
Date of the meeting / Date of declaration of results (in case of Postal Ballot)	21-03-2018
Start time of the meeting	03:30 PM
End time of the meeting	05:30 PM

Voting results	
Record date	13-03-2018
Total number of shareholders on record date	43705
No. of shareholders present in the meeting either in person or through proxy	
a) Promoters and Promoter group	4
b) Public	81
No. of shareholders attended the meeting through video conferencing	
a) Promoters and Promoter group	0
b) Public	0
No. of resolution passed in the meeting	6
Disclosure of notes on voting results	

Resolution(1)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Adoption of Audited Standalone and Consolidated Financial Statements for the Financial Year ended 31st March 2017 along with Report of Board of Directors and Auditors thereon.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	42657154	31381240	73.5662	31381240	0	100	0
	Poll		8172459	19.1585	8172459	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		42657154	39553699	92.7247	39553699	0	100
Public-Institutions	E-Voting	236242291	52954071	22.4152	52814769	139302	99.7369	0.2631
	Poll		22104507	9.3567	22104507	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		236242291	75058578	31.7719	74919276	139302	99.8144
Public- Non Institutions	E-Voting	90673660	93585	0.1032	93575	10	99.9893	0.0107
	Poll		5840086	6.4408	5840086	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		90673660	5933671	6.544	5933661	10	99.9998
Total		369573105	120545948	32.6176	120406636	139312	99.8844	0.1156
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

Resolution(1)		
Category	Mode of voting	
Promoter and Promoter Group	E-Voting	
	Poll	
	Postal Ballot (if applicable)	
	Total	
Public- Institutions	E-Voting	
	Poll	
	Postal Ballot (if applicable)	
	Total	
Public- Non Institutions	E-Voting	
	Poll	
	Postal Ballot (if applicable)	
	Total	
		Total

Resolution(2)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Appointment of M/s. Nayan Parikh & Co., Chartered Accountants (Firm Registration No. 107023W) as the Statutory Auditors of the Company.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	42657154	31381240	73.5662	31381240	0	100	0
	Poll		8172459	19.1585	8172459	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		42657154	39553699	92.7247	39553699	0	100
Public-Institutions	E-Voting	236242291	52954071	22.4152	52954071	0	100	0
	Poll		22104507	9.3567	22104507	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		236242291	75058578	31.7719	75058578	0	100
Public- Non Institutions	E-Voting	90673660	93585	0.1032	56175	37410	60.0256	39.9744
	Poll		5840086	6.4408	5840086	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		90673660	5933671	6.544	5896261	37410	99.3695
Total		369573105	120545948	32.6176	120508538	37410	99.969	0.031
Whether resolution is Pass or Not.						Yes		
Disclosure of notes on resolution								

Resolution(2)		
Category	Mode of voting	
Promoter and Promoter Group	E-Voting	
	Poll	
	Postal Ballot (if applicable)	
	Total	
Public- Institutions	E-Voting	
	Poll	
	Postal Ballot (if applicable)	
	Total	
Public- Non Institutions	E-Voting	
	Poll	
	Postal Ballot (if applicable)	
	Total	
		Total

Resolution(3)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Appointment of Mr. Chayan Bhattacharjee (DIN: 00107640) as Non-Executive and Non-Independent Director of the Company.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)] *100	(7)=[(5)/(2)] *100
Promoter and Promoter Group	E-Voting	42657154	31381240	73.5662	31381240	0	100	0
	Poll		8172459	19.1585	8172459	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		42657154	39553699	92.7247	39553699	0	100
Public-Institutions	E-Voting	236242291	52954071	22.4152	52814769	139302	99.7369	0.2631
	Poll		22104507	9.3567	22104507	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		236242291	75058578	31.7719	74919276	139302	99.8144
Public- Non Institutions	E-Voting	90673660	93585	0.1032	93575	10	99.9893	0.0107
	Poll		5840086	6.4408	5840086	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		90673660	5933671	6.544	5933661	10	99.9998
Total		369573105	120545948	32.6176	120406636	139312	99.8844	0.1156
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

Resolution(3)		
Category	Mode of voting	
Promoter and Promoter Group	E-Voting	
	Poll	
	Postal Ballot (if applicable)	
	Total	
Public- Institutions	E-Voting	
	Poll	
	Postal Ballot (if applicable)	
	Total	
Public- Non Institutions	E-Voting	
	Poll	
	Postal Ballot (if applicable)	
	Total	
		Total

Resolution(4)								
Resolution required: (Ordinary / Special)					Ordinary			
Whether promoter/promoter group are interested in the agenda/resolution?					No			
Description of resolution considered					Ratification of payment of remuneration to the Cost Auditor viz. Mr. R. Srinivasaraghavan for the Financial Year ended 31st March, 2018.			
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	42657154	31381240	73.5662	31381240	0	100	0
	Poll		8172459	19.1585	8172459	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		39553699	92.7247	39553699	0	100	0
Public- Institutions	E-Voting	236242291	52954071	22.4152	52954071	0	100	0
	Poll		22104507	9.3567	22104507	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		75058578	31.7719	75058578	0	100	0
Public- Non Institutions	E-Voting	90673660	93585	0.1032	43980	49605	46.9947	53.0053
	Poll		5840086	6.4408	5840086	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		5933671	6.544	5884066	49605	99.164	0.836
Total		369573105	120545948	32.6176	120496343	49605	99.9588	0.0412
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

Resolution(4)		
Category	Mode of voting	
Promoter and Promoter Group	E-Voting	
	Poll	
	Postal Ballot (if applicable)	
	Total	
Public- Institutions	E-Voting	
	Poll	
	Postal Ballot (if applicable)	
	Total	
Public- Non Institutions	E-Voting	
	Poll	
	Postal Ballot (if applicable)	
	Total	
		Total

Resolution(5)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				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 from 1st April, 2012 to 30th September, 2014.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	42657154	31381240	73.5662	31381240	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		42657154	31381240	73.5662	31381240	0	100
Public- Institutions	E-Voting	236242291	92650618	39.2185	0	92650618	0	100
	Poll		22104507	9.3567	0	22104507	0	100
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		236242291	114755125	48.5752	0	114755125	0
Public- Non Institutions	E-Voting	90673660	93585	0.1032	23040	70545	24.6193	75.3807
	Poll		5840086	6.4408	5840086	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		90673660	5933671	6.544	5863126	70545	98.8111
Total		369573105	152070036	41.1475	37244366	114825670	24.4916	75.5084
Whether resolution is Pass or Not.							No	
Disclosure of notes on resolution								

Resolution(5)		
Category	Mode of voting	
Promoter and Promoter Group	E-Voting	
	Poll	
	Postal Ballot (if applicable)	
	Total	
Public- Institutions	E-Voting	
	Poll	
	Postal Ballot (if applicable)	
	Total	
Public- Non Institutions	E-Voting	
	Poll	
	Postal Ballot (if applicable)	
	Total	
		Total

Resolution(6)								
Resolution required: (Ordinary / Special)					Special			
Whether promoter/promoter group are interested in the agenda/resolution?					Yes			
Description of resolution considered					Special Resolution for payment of revised remuneration to Mr. Abhijit Rajan – Chairman and Managing Director of the Company.			
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)] *100	(4)	(5)	(6)=[(4)/(2)] *100	(7)=[(5)/(2)] *100
Promoter and Promoter Group	E-Voting	42657154	31381240	73.5662	31381240	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		42657154	31381240	73.5662	31381240	0	100
Public- Institutions	E-Voting	236242291	52954071	22.4152	139302	52814769	0.2631	99.7369
	Poll		22104507	9.3567	0	22104507	0	100
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		236242291	75058578	31.7719	139302	74919276	0.1856
Public- Non Institutions	E-Voting	90673660	93585	0.1032	43750	49835	46.7489	53.2511
	Poll		5840086	6.4408	5840086	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		90673660	5933671	6.544	5883836	49835	99.1601
Total		369573105	112373489	30.4063	37404378	74969111	33.2858	66.7142
Whether resolution is Pass or Not.							No	
Disclosure of notes on resolution								

Resolution(6)		
Category	Mode of voting	
Promoter and Promoter Group	E-Voting	
	Poll	
	Postal Ballot (if applicable)	
	Total	
Public- Institutions	E-Voting	
	Poll	
	Postal Ballot (if applicable)	
	Total	
Public- Non Institutions	E-Voting	
	Poll	
	Postal Ballot (if applicable)	
	Total	
		Total



MITESH J. SHAH & ASSOCIATES
C O M P A N Y S E C R E T A R I E S

Annexure B
3, Laxmi Niwas, Pannalal Ghosh Road,
Malad - West, Mumbai - 400064.
Mob. +91 9820464964, +91 9820106199
Email: csmjshah@gmail.com

SCRUTINIZER'S REPORT COMBINED ON E-VOTING & POLL

To,
The Chairman
Gammon India Limited
Gammon House,
Veer Savarkar Marg,
Prabhadevi, Mumbai - 400025.

Sub: Scrutinizer's Report on voting through Poll including E-Voting conducted in Annual General Meeting pursuant to the provisions of Section 108 & 109 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014.

Dear Sir,

I, Mitesh J. Shah, Proprietor of M/s. Mitesh J. Shah & Associates, Practicing Company Secretary, Mumbai being appointed as the Scrutinizer by the Board of Directors of Gammon India Limited at its meeting held on February 06, 2018, for scrutinizing the Poll and E-Voting process at the 95th Annual General Meeting of the Company held on Wednesday, 21st March, 2018 at 03.30 p.m. pursuant to Section 108 read with Rule 20 of Companies (Management and Administration Rules, 2014), for passing the following the Resolutions:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the Financial year ended March 31, 2017, together with Reports of Board of Directors and Auditors thereon and the Audited Consolidated Financial Statements of the Company for the Financial year ended 31st March, 2017 together with Reports of the Auditors thereon.
2. To consider the appointment of M/s. Nayan Parikh & Co., Chartered Accountants (Firm Registration No. 107023W), as the Statutory Auditors of the Company for a period of 5 (Five) Years.

SPECIAL BUSINESS:

3. To consider the appointment of Mr. Chayan Bhattacharjee as a Non- Executive and Non-Independent Director to hold office for 3 (three) years.
4. To ratify the payment of Rs. 1,00,000/- (Rupees One lakh only) with reimbursement of conveyance expenses at actuals and Service Tax/GST as applicable, as approved by the Board of Directors, to Mr. R. Srinivasa Raghavan, Cost Auditor (Reg. No: 100098).
5. To waive the recovery of excess remuneration/remuneration paid prior to approval of Central Government to Mr. Abhijit Rajan (DIN:00177173) Chairman and Managing Director of the Company, amounting to Rs. 8,12,34,400/- for the Financial Year 2012-13



(i.e. from April 1, 2012 to March 31, 2013), Rs. 4,34,88,747/- for the financial period from April 1, 2013 to December 31, 2013 and Rs. 4,71,36,693/- for the financial period from January 1, 2014 to September 30, 2014.

6. To approve the payment of remuneration amounting to Rs. 12,00,000/- (Rupees Twelve Lakhs only) per annum to Mr. Abhijit Rajan - Chairman & Managing Director (DIN: 00177173)for the period from 1st April, 2017 till the remainder of his term i.e. 16th May, 2019.

The Shareholders of the Company holding shares as on the "cut-off" date i.e. March 13th, 2018, were entitled to vote on the proposed resolution(s) as set out in the item nos. 1 to 6 in the Notice of 95th Annual General Meeting of Gammon India Limited.

The votes cast under Poll and E-voting were unblocked after the conclusion of Annual General Meeting in the presence of two witnesses Miss Sonam Agrawal and Miss Vidhi Dedhia who are not being in the employment of the Company.

Based on the Poll conducted at the AGM Venue and based on the data downloaded from the Official website of the Central Depository Services (India) Limited (CDSL) for the E-Voting process, we have scrutinized and reviewed the Poll process and votes tendered therein.

We now submit the Report as under of the Poll in respect of the said Resolutions:

Item No. 1: To receive, consider and adopt the Audited Financial Statements of the Company for the Financial year ended March 31, 2017, together with Reports of Board of Directors and Auditors thereon and the Audited Consolidated Financial Statements of the Company for the Financial year ended 31st March, 2017 together with Reports of the Auditors thereon.

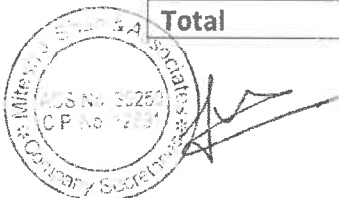
VOTING RESULTS FOR RESOLUTION:

A. Poll

	Number of Shareholders	Number of votes cast by them	Percentage (%)
Votes in favour of the Resolution	55	3,61,17,052	100
Votes against the Resolution	0	0	0
Invalid Votes	0	-	-
Total	55	3,61,17,052	100

B. E-Voting

	Number of Shareholders	Number of votes cast by them	Percentage (%)
Votes in favour of the Resolution	26	8,42,89,584	99.83
Votes against the Resolution	2	1,39,312	0.17
Invalid Votes	0	-	-
Total	28	8,44,28,896	100



C. Total

	Number of Shareholders	Number of votes cast by them	Percentage (%)
Votes in favour of the Resolution	81	120406636	99.88
Votes against the Resolution	2	1,39,312	0.12
Invalid Votes	0	-	-
Total	83	12,05,45,948	100

RESULT

As the number of votes cast in favor of the resolution are more than the number of votes cast against, we report that the Ordinary Resolution with regard to Item no. 1 as set out in the Notice of AGM is passed in favor of the resolution with requisite majority.

Item No. 2: To consider the appointment of M/s. Nayan Parikh & Co., Chartered Accountants (Firm Registration No. 107023W), as the Statutory Auditors of the Company for a period of 5 (Five) Years.

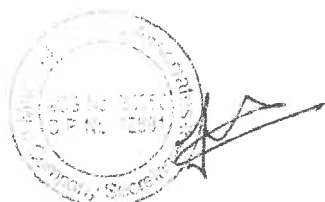
“RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’) (including any statutory modifications or re-enactments thereof from time to time) read with the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, M/s. Nayan Parikh & Co., Chartered Accountants (Firm Registration No. 107023W), be and are hereby appointed as the Statutory Auditors of the Company for a period of 5(Five) years from the conclusion of the 95th Annual General Meeting until the conclusion of the 100th Annual General Meeting in place of the retiring auditors M/s. Natvarlal Vepari & Co., Chartered Accountants (Firm Registration No. 106971W), subject to ratification of their appointment at every Annual General Meeting, as required under the Act, on such remuneration as may be decided by the Board of Directors from time to time.”

“RESOLVED FURTHER THAT to give effect to the above resolution, the Board of Directors be and are hereby authorized to take all necessary steps and to do all such acts, deeds, matters and things which may be deemed necessary in this behalf.”

VOTING RESULTS FOR RESOLUTION:

A. Polli

	Number of Shareholders	Number of votes cast by them	Percentage (%)
Votes in favour of the Resolution	55	3,61,17,052	100
Votes against the Resolution	0	0	0
Invalid Votes	0	-	-
Total	55	3,61,17,052	100



B. E-Voting

	Number of Shareholders	Number of votes cast by them	Percentage (%)
Votes in favour of the Resolution	25	8,43,91,486	99.96
Votes against the Resolution	3	37,410	0.04
Invalid Votes	0	-	-
Total	28	8,44,28,896	100

C. Total

	Number of Shareholders	Number of votes cast by them	Percentage (%)
Votes in favour of the Resolution	80	12,05,08,538	99.97
Votes against the Resolution	3	37,410	0.03
Invalid Votes	0	-	-
Total	83	12,05,45,948	100

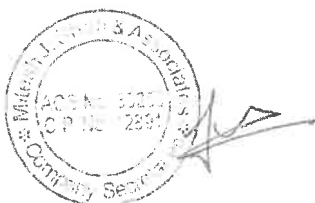
RESULT

As the number of votes cast in favour of the resolution are more than the number of votes cast against, we report that the Ordinary Resolution with regard to Item no. 2 as set out in the Notice of AGM is passed in favour of the resolution with requisite majority.

Item No. 3: To consider the appointment of Mr. Chayan Bhattacharjee as a Non- Executive and Non-Independent Director to hold office for 3 (three) years.

“RESOLVED that pursuant to the provisions of Sections 149 , 152 and all other applicable provisions of the Companies Act, 2013 (including any statutory modifications or re-enactments thereof from time to time) read with the Companies (Appointment and Qualification of Directors) Rules, 2014, Mr. Chayan Bhattacharjee (DIN: 00107640), Director of the Company who was appointed in a casual vacancy (caused by the resignation of Mr. Digambar Bagde Non- Executive and Non-Independent Director and who was liable to retire by rotation at this AGM, had he not resigned) and who holds office upto this Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director be and is hereby appointed as a Non- Executive and Non-Independent Director to hold office for 3 (three) years effective from 6th February, 2018, subject to retirement by rotation.”

“RESOLVED FURTHER THAT to give effect to the above resolution, the Board of Directors be and are hereby authorized to take all necessary steps and to do all such acts, deeds, matters and things which may be deemed necessary in this behalf.”



VOTING RESULTS FOR RESOLUTION:

A. Poll

	Number of Shareholders	Number of votes cast by them	Percentage (%)
Votes in favour of the Resolution	55	3,61,17,052	100
Votes against the Resolution	0	0	0
Invalid Votes	0	-	-
Total	55	3,61,17,052	100

B. E-Voting

	Number of Shareholders	Number of votes cast by them	Percentage (%)
Votes in favour of the Resolution	26	8,42,89,584	99.83
Votes against the Resolution	2	1,39,312	0.17
Invalid Votes	0	-	-
Total	28	8,44,28,896	100

C. Total

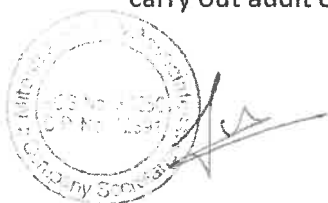
	Number of Shareholders	Number of votes cast by them	Percentage (%)
Votes in favour of the Resolution	81	12,04,06,636	99.88
Votes against the Resolution	2	1,39,312	0.12
Invalid Votes	0	-	-
Total	83	12,05,45,948	100

RESULT

As the number of votes cast in favour of the resolution are more than the number of votes cast against, we report that the Ordinary Resolution with regard to Item no. 3 as set out in the Notice of AGM is passed in favour of the resolution with requisite majority.

Item No. 4: To ratify the payment of Rs. 1,00,000/- (Rupees One lakh only) with reimbursement of conveyance expenses at actuals and Service Tax/GST as applicable, as approved by the Board of Directors, to Mr. R. Srinivasa Raghavan, Cost Auditor (Reg. No: 100098).

“RESOLVED THAT pursuant to Section 148 of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the Company hereby ratifies the payment of Rs. 1,00,000/- (Rupees One lakh only) with reimbursement of conveyance expenses at actuals and Service Tax/GST as applicable, as approved by the Board of Directors, to Mr. R. Srinivasa Raghavan, Cost Auditor (Reg. No: 100098) appointed by the Board of Directors to carry out audit of Company's Cost Records for the year ending 31st March, 2018.”



“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary to give effect to this resolution.”

VOTING RESULTS FOR RESOLUTION:

A. Poll

	Number of Shareholders	Number of votes cast by them	Percentage (%)
Votes in favour of the Resolution	55	3,61,17,052	100
Votes against the Resolution	0	0	0
Invalid Votes	0	-	-
Total	55	3,61,17,052	100

B. E-Voting

	Number of Shareholders	Number of votes cast by them	Percentage (%)
Votes in favour of the Resolution	25	8,43,79,291	99.94
Votes against the Resolution	3	49,605	0.06
Invalid Votes	0	-	-
Total	28	8,44,28,896	100

C. Total

	Number of Shareholders	Number of votes cast by them	Percentage (%)
Votes in favour of the Resolution	80	12,04,96,343	99.96
Votes against the Resolution	3	49,605	0.04
Invalid Votes	0	-	-
Total	83	12,05,45,948	100

RESULT

As the number of votes cast in favour of the resolution are more than the number of votes cast against, we report that the Ordinary Resolution with regard to Item no. 4 as set out in the Notice of AGM is passed in favour of the resolution with requisite majority.

Item No. 5: To waive the recovery of excess remuneration/remuneration paid prior to approval of Central Government to Mr. Abhijit Rajan (DIN:00177173) Chairman and Managing Director of the Company, amounting to Rs. 8,12,34,400/- for the Financial Year 2012-13 (i.e. from April 1, 2012 to March 31, 2013), Rs. 4,34,88,747/- for the financial period from April 1, 2013 to December 31, 2013 and Rs. 4,71,36,693/- for the financial period from January 1, 2014 to September 30, 2014.



“RESOLVED THAT pursuant to the provisions of Section 197 of the Companies Act, 2013 (hereinafter referred to as the “Act”) (including any statutory modifications or re-enactments thereof from time to time) read with Schedule V and all other applicable provisions, if any of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and subject to the approval of the lenders, debenture holders, Central Government and all such other approvals, if any, as may be required, the approval of the members be and is hereby accorded to the Board of Directors of the Company to waive the recovery of excess remuneration/remuneration paid prior to approval of Central Government to Mr. Abhijit Rajan (DIN:00177173) Chairman and Managing Director of the Company, amounting to Rs. 8,12,34,400/- for the Financial Year 2012-13 (i.e. from April 1, 2012 to March 31, 2013), Rs. 4,34,88,747/- for the financial period from April 1, 2013 to December 31, 2013 and Rs. 4,71,36,693/- for the financial period from January 1, 2014 to September 30, 2014 and that the remuneration paid as aforementioned be and is hereby approved.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to make such applications as may be necessary to such lenders, debenture holders, persons and authorities including the Central Government for waiver from recovery of excess remuneration paid to Mr. Abhijit Rajan as mentioned above and for the purpose of giving effect to this resolution to do all such acts, deeds, matters and things as it may, in its absolute discretion deem necessary, proper or desirable.”

VOTING RESULTS FOR RESOLUTION:

A. Poll

	Number of Shareholders	Number of votes cast by them	Percentage (%)
Votes in favour of the Resolution	53	58,40,086	20.90
Votes against the Resolution	1	2,21,04,507	79.10
Invalid Votes	0	-	-
Total	54	2,79,44,593	100

B. E-Voting

	Number of Shareholders	Number of votes cast by them	Percentage (%)
Votes in favour of the Resolution	17	3,14,04,280	25.30
Votes against the Resolution	12	9,27,21,163	74.70
Invalid Votes	0	-	-
Total	29	12,41,25,443	100



C. Total

	Number of Shareholders	Number of votes cast by them	Percentage (%)
Votes in favour of the Resolution	70	3,72,44,366	24.49
Votes against the Resolution	13	11,48,25,670	75.51
Invalid Votes	0	-	-
Total	83	15,20,70,036	100

RESULT

As the number of votes cast in favour of the resolution are less than the number of votes cast against, we report that the Special Resolution with regard to Item no. 5 as set out in the Notice of AGM was not approved.

Item No. 6: To approve the payment of remuneration amounting to Rs. 12,00,000/- (Rupees Twelve Lakhs only) per annum to Mr. Abhijit Rajan - Chairman & Managing Director (DIN: 00177173)for the period from 1st April, 2017 till the remainder of his term i.e. 16th May, 2019.

“RESOLVED THAT pursuant to the provisions of Sections 197 and 198 read with Schedule V and all other applicable provisions of the Companies Act, 2013, (“Act”) (including any statutory modifications or re-enactments thereof from time to time) read with Schedule V and subject to the approval of the lenders, Central Government if any and all other sanctions, approvals and permissions as may be required and subject to such conditions and modifications as may be imposed or prescribed by any of the authorities while granting such sanctions, approvals and permissions, the Company hereby accords its approval for the payment of remuneration amounting to Rs. 12,00,000/- (Rupees Twelve Lakhs only) per annum to Mr. Abhijit Rajan - Chairman & Managing Director (DIN: 00177173)for the period from 1st April, 2017 till the remainder of his term i.e. 16th May, 2019.”

Period	Salary (p.a.)	Perquisites & Allowances (p.a.)	Retirals (p.a.)	Total (p.a.)
01/04/2017-31/03/2018	9,42,576	1,20,000	1,37,424	12,00,000
01/04/2018-31/03/2019	9,42,576	1,20,000	1,37,424	12,00,000
01/04/2019-16/05/2019	1,19,089	15,161	17,363	1,51,613

* Explanation

- Provision of car for use on Company’s business and telephone at residence will not be considered as perquisite.
- Valuation of perquisites shall be done as per Income Tax rules wherever applicable.
- Contribution to Provident Fund, Superannuation Fund or Annuity Fund will not be included in the computation of the ceiling on perquisites to the extent these either singly or put together are not taxable under the Income Tax Act, 1961.



RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as the 'Board' which term shall be deemed to include any duly authorized Committee thereof, for the time being exercising the powers conferred on the Board by this Resolution, including the Nomination and Remuneration Committee) be and is hereby authorized to revise, amend, alter and/or vary the terms and conditions in relation to the above remuneration in such manner as may be permitted in accordance with the provisions of the Act and/or to the extent as may be required, by the lenders, Central Government or any other persons while according their approval.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion deem necessary, proper or desirable."

VOTING RESULTS FOR RESOLUTION:

A. Poll

	Number of Shareholders	Number of votes cast by them	Percentage (%)
Votes in favour of the Resolution	53	58,40,086	20.90
Votes against the Resolution	1	2,21,04,507	79.10
Invalid Votes	0	-	-
Total	54	2,79,44,593	100

B. E-Voting

	Number of Shareholders	Number of votes cast by them	Percentage (%)
Votes in favour of the Resolution	22	3,15,64,292	37.39
Votes against the Resolution	6	5,28,64,604	62.61
Invalid Votes	0	-	-
Total	28	8,44,28,896	100

C. Total

	Number of Shareholders	Number of votes cast by them	Percentage (%)
Votes in favour of the Resolution	75	3,74,04,378	33.29
Votes against the Resolution	7	7,49,69,111	66.71
Invalid Votes	0	-	-
Total	82	11,23,73,489	100

RESULT

As the number of votes cast in favour of the resolution are less than the number of votes cast against, we report that the Special Resolution with regard to Item no. 6 as set out in the Notice of AGM was not approved.



The Poll Papers which were incomplete and/or which were otherwise found defective have been treated as Invalid and kept separately.

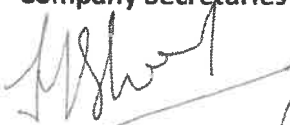
A Compact Disk (CD) containing a list of equity shareholders who voted "FOR" / "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.

The relevant records relating to E-Voting and Poll were sealed and handed over to the Company Secretary authorized by the Board for safe keeping.

Thanking you,

Yours faithfully,

**For Mitesh J Shah & Associates
Company Secretaries**



**Mitesh J. Shah
Proprietor**



**ACS No. 30250
CP No. 12891**

**Date: March 22, 2018
Place: Mumbai**

Annexure C**Summary of Proceedings of the 95th Annual General Meeting of the Company:**

Pursuant to Regulation 30, Part A of Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we reproduce below the proceedings of the 95th Annual General Meeting of Gammon India Limited (the "Company") held on Wednesday, the 21st day of March, 2018 at 3.30 p.m. at Textiles Committee, P. Balu Road, Prabhadevi Chowk, Mumbai - 400 025.

Sitting on the dias:

Mr. Abhijit Rajan	Chairman & Managing Director
Mr. Naval Choudhary	Independent Director and Audit Committee Chairman
Mr. Atul Kumar Shukla	Independent Director
Ms. Urvashi Saxena	Independent Director
Mr. Chayan Bhattacharjee	Non Executive and Non Independent Director
Mr. Ajit B. Desai	Chief Executive Officer
Mr. N. Jayendran	Partner, M/s. Natvarlal Vepari & Co., Statutory Auditors
Ms. Niki Shingade	Compliance Officer

Members Attendance

Number of shareholders present in the meeting either in person or through proxy:

Promoters and Promoter Group: 4

Public: 81

Annual General Meeting Proceeding

Mr. Abhijit Rajan Chairman of the Board chaired the Meeting.

At the requisite time, the Chairman confirmed the presence of the requisite quorum and the Chairman commenced proceedings of the meeting.

The Chairman welcomed all members present, his fellow members on the Board and also Mr. N. Jayendran, Partner - Natvarlal Vepari & Company, Statutory Auditor of the Company.

He read out the Chairman's Speech which was circulated to all the members.

The Chairman informed the members that the Audited Statement of Accounts, Directors' Report and Auditors' Report are laid on the table and the Proxy Register along with the Register of Directors' shareholding are available for inspection.

The Chairman informed the members that a total of 5 representations had been received representing 3,71,85,920 shares (Three Crore Seventy One Lacs Eighty Five Thousand Nine

**GAMMON INDIA LIMITED****An ISO 9001 Company**

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CIN: L74999MH1922PLC000997

Hundred and Twenty shares) i.e. 10.06% of the total paid-up capital and total of 7 Proxies have been received representing 84,955 shares (Eighty Four Thousand Nine Hundred and Fifty Five Shares) i.e. 0.20% of the total paid-up capital.

With the permission of the members, Notice of the 95th Annual General Meeting along with the Explanatory Statement, Director's Report and the accounts for the financial year ended 31st March, 2017 were taken as read. The Chairman then invited the Compliance Officer to read the Auditors' Report which was read by the Company Secretary.

The Chairman thereafter invited members present for their comments and queries on the financial statements and various items of business on the agenda.

(i) Mrs. Prakashini Shenoy (Client ID/DP ID 'IN30023912451107) (ii) Mrs. Smita Shah (Client ID / DP ID 130282000002514), (iii) Mr. Jitendra Sanghavi (Client ID/DP ID. IN30216410009074) (iv) Mr. Bharat Shah (Client ID/DP ID. IN30109810762665) (v) Mrs. Lekha Shah (Client ID/ DP ID - 'IN30099910044878) (vi) Mr. Ronald F Fernandes (Client ID/DP ID - 1202700000061384) (vii) Mr. Vinay Bhide (Client ID/DP ID - IN30075710176064) (viii) Mr. Kirti Shah (Client ID/DP ID - 'IN30373510001518) (ix) Mr. Chandiramani Rekha Mohan (Client ID/DP ID - 'IN30075710443792) (x) Mr. Joseph Benedict Martins (Client ID/DP ID - 1302590001333302) (xi) Mr. Jinoo Khodadad Dupetawalla (Client ID/DP ID - IN30133018749799) (xii) Mr. Anil Champaklal Parekh (Client ID/DP ID - 1202700000216180) (xiii) Mr. Harkishandas Sanghavi (Client ID/DP ID - IN30154953206103) (xiv) Mr. Dnyaneshwar Kamlakar Bhagwat (Client ID/DP ID - IN30059710293774) (xv) Mrs. Celestine Elizabeth Mascarenhas (Client ID/DP ID - 1205140000090218) were the speakers at the Annual General Meeting. They asked several questions on the Company's performance and the accounts laid before the meeting.

The shareholders asked detailed questions on the Company's state of affairs, dividend payouts, borrowings and securities created against the borrowings, suspension of trading of shares and reduced market shares, way forward for the Company, steps taken/proposed for the debt reducing, real estate with the subsidiaries and why they should not be disposed off to reduce debts, details of arbitration claims and steps taken/being taken for its recovery, problems and issues faced by the Company.

The Chairman thereafter gave detailed replies to each of the questions raised by the shareholders. He gave a complete disclosure on the state of the Company's affairs. He gave details of arbitration claims pending to be recovered, reasons for pending projects, divestment of the Company in its infra development company i.e. Gammon Infrastructure Projects Limited, steps proposed for balance debt resolution. The Chairman also explained the reasons for delay in publishing quarterly results financial statements and consequent suspension in trading. He assured the shareholders that the Company is taking necessary steps to resume trading on stock exchanges.

A few shareholders also thanked the Compliance Officer for timely receipt of annual report and for the smooth conduct of the meeting.

The Chairman further informed the members that as per the provisions of the Companies Act, 2013, the Company had provided e-voting facility to enable the members to cast their votes electronically in proportion to their shareholding as on the cut-off date i.e. 13th March, 2018. The e-voting period commenced at 9.00 a.m. on Sunday, 18th March, 2018 and concluded at



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5.00 p.m. on Tuesday, 20th March, 2018. Mr. Mitesh Shah, Practising Company Secretary, was appointed as the scrutinizer for independently carrying out the electronic voting in a fair and transparent manner and has submitted his report on e-voting. Since the Company had provided the e-voting facility to all its members, there was no voting on resolutions by show of hands at the Annual General Meeting.

To facilitate those members present who had not cast their vote earlier through e-voting, the Chairman ordered a Poll. Before commencing the poll proceedings, the Chairman proposed the following resolutions set out in the Notice of the 95th AGM which were seconded by members present at the AGM:

Sr. No.	Details of the Agenda	Resolutions Required
1	Adoption of Audited Standalone and Audited Consolidated Financial Statements, Report of Board of Directors' and Auditors for the financial year ended March 31, 2018.	Ordinary
2	Appointment of M/s. Nayan Parikh & Co., Chartered Accountants (Firm Registration No. 107023W) as the Statutory Auditors of the Company.	Ordinary
3	Appointment of Mr. Chayan Bhattacharjee (DIN: 00107640) as Non-Executive and Non-Independent Director of the Company.	Ordinary
4	Ratification of payment of remuneration to the Cost Auditor viz. Mr. R. Srinivasaraghavan for the Financial Year ended 31st March, 2018.	Ordinary
5	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 from 1st April, 2012 to 30th September, 2014.	Special
6	Special Resolution for payment of revised remuneration to Mr. Abhijit Rajan – Chairman and Managing Director of the Company.	Special

The Chairman thereafter invited Mr. Mitesh Shah to conduct the Poll proceeding. He informed the members that those members who have voted electronically are not eligible to vote.

The Chairman also informed the members that the results of voting on each resolution shall be determined by adding the votes of the poll in favour/against the resolution with the electronic votes in favour/against the same resolution.

The Chairman further informed the members that a final report will be submitted by the Scrutinizer on the same day and the results of voting shall be declared immediately on receipt of the Scrutinizer's report. The results will be uploaded on the Company's website www.gammonindia.com together with the Scrutinizer's report.



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Thereafter representatives of the scrutinizer distributed the poll papers. Members who had not voted electronically voted on the resolutions and duly dropped the poll papers in the ballot box which was locked.

After the poll was over, the Chairman thanked the members present and declared the meeting as closed. The shareholders proposed vote of thanks to the Chair.

For GAMMON INDIA LIMITED

AJIT B. DESAI
CHIEF EXECUTIVE OFFICER

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