

**Date: 7<sup>th</sup> June, 2019**

**The National Stock Exchange of India Ltd.,**

Exchange Plaza, 5<sup>th</sup> Floor,  
Plot No. C/1, G Block,  
Bandra - Kurla Complex,  
Bandra (East),  
Mumbai - 400 051

**BSE Limited**

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

NSE CODE: GAMMONIND

BSE CODE:509550

Dear Sir,

**Subject: Outcome of the 96<sup>th</sup> Annual General Meeting of the Company held on 7<sup>th</sup> June, 2019.**

This is to inform you that the 96<sup>th</sup> Annual General Meeting (AGM) of the Company was held on Friday, 7<sup>th</sup> June, 2019 at 3.00 p.m. at Textiles Committee, P. Balu Road, Prabhadevi Chowk, Prabhadevi, Mumbai – 400025.

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.

For **Gammon India Limited**

  
**Niki Shingade**  
**Company Secretary**

**GAMMON INDIA LIMITED**

**Registered Office:** Floor 3rd, Plot - 3/8, Hamilton House, J.N. Heredia Marg, Ballard Estate,  
Mumbai-400038, Maharashtra, India; **Telephone:** 91-22-2270 5562

**E-Mail :** gammon@gammonindia.com; **Website :** www.gammonindia.com

**CIN:** L74999MH1922PLC000997

**Annexure 1**

1 - Adoption of Audited Standalone and Consolidated Financial Statements for the Financial Year ended 31st March 2018 alongwith Report of Board of Directors and Auditors thereon.										
Resolution Required : (Ordinary)										
Whether promoter/ promoter group are interested in the agenda/resolution?										
Category	Mode of Voting	No. of shares held [1]	No. of votes polled [2]	% of Votes Polled on outstanding shares [3]=([2]/[1])*100	No. of Votes – in favour [4]	No. of Votes –Against [5]	% of Votes in favour on votes polled [6]=([4]/[2])*100	% of Votes against on votes polled [7]=([5]/[2])*100	No	
									No. of votes Invalid	[8]
Promoter and Promoter Group	E-Voting		0	0.0000	0	0	0.0000	0.0000	0	0
	Poll	42657154	39553699	92.7247	39553699	0	100.0000	0.0000	0	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000		
	<b>Total</b>		<b>39553699</b>	<b>92.7247</b>	<b>39553699</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>	<b>0.0000</b>	<b>0</b>
Public Institutions	E-Voting		52954071	22.4982	52814769	139302	99.7369	0.2631	0	0
	Poll	235370755	0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0	0
	<b>Total</b>		<b>52954071</b>	<b>22.4982</b>	<b>52814769</b>	<b>139302</b>	<b>99.7369</b>	<b>0.2631</b>	<b>0.0000</b>	<b>0</b>
Public Non Institutions	E-Voting		34490	0.0377	34323	167	99.5158	0.4842	0	0
	Poll	91545196	6161435	6.7305	6147935	13500	99.7809	0.2191	0	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0	0
	<b>Total</b>		<b>6195925</b>	<b>6.7682</b>	<b>6182258</b>	<b>13667</b>	<b>99.7794</b>	<b>0.2206</b>	<b>0.0000</b>	<b>0</b>
<b>Total</b>		<b>369573105</b>	<b>98703695</b>	<b>26.7075</b>	<b>98550726</b>	<b>152969</b>	<b>99.8450</b>	<b>0.1550</b>	<b>0</b>	<b>0</b>



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CIN: L74999MH1922PLC000997

2 - Ratification of payment of remuneration to the Cost Auditor viz. Mr. R. Srinivasaraghavan for the Financial Year ended 31st March, 2019.										
Resolution Required : (Ordinary)										
Whether promoter/ promoter group are interested in the agenda/resolution?										
Category	Mode of Voting	No. of shares held [1]	No. of votes polled [2]	% of Votes Polled on outstanding shares [3]={[2]/[1]}*100	No. of Votes - in favour [4]	No. of Votes -Against [5]	% of Votes in favour on votes polled [6]={[4]/[2]}*100	% of Votes against on votes polled [7]={[5]/[2]}*100	No. of votes Invalid [8]	
Promoter and Promoter Group	E-Voting		0	0.0000	0	0	0.0000	0.0000	0	
	Poll	42657154	39553699	92.7247	39553699	0	100.0000	0.0000	0	
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0	
	<b>Total</b>		<b>39553699</b>	<b>92.7247</b>	<b>39553699</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>	<b>0.0000</b>	<b>0</b>
Public Institutions	E-Voting		52954071	22.4982	52954071	0	100.0000	0.0000	0	
	Poll	235370755	0	0.0000	0	0	0.0000	0.0000	0	
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0	
	<b>Total</b>		<b>52954071</b>	<b>22.4982</b>	<b>52954071</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>	<b>0.0000</b>	<b>0</b>
Public Non Institutions	E-Voting		34490	0.0377	31738	2752	92.0209	7.9791	0	
	Poll	91545196	6161435	6.7305	6161435	0	100.0000	0.0000	0	
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0	
	<b>Total</b>		<b>6195925</b>	<b>6.7682</b>	<b>6193173</b>	<b>2752</b>	<b>99.9556</b>	<b>0.0444</b>	<b>0</b>	
<b>Total</b>		<b>369573105</b>	<b>98703695</b>	<b>26.7075</b>	<b>98700943</b>	<b>2752</b>	<b>99.9972</b>	<b>0.0028</b>	<b>0</b>	



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Resolution Required : (Ordinary)		3 - Appointment of Mr. Soumendra Nath Sanyal (DIN: 06485683) as an Independent Director of the Company.									
Category	Mode of Voting	Whether promoter/ promoter group are interested in the agenda/resolution?	No. of shares held [1]	No.							No. of votes Invalid [8]
				No. of votes polled [2]	% of Votes Polled on outstanding shares [3]=([2]/[1])*100	No. of Votes - in favour [4]	No. of Votes -Against [5]	% of Votes in favour on votes polled [6]=([4]/[2])*100	% of Votes against on votes polled [7]=([5]/[2])*100		
Promoter and Promoter Group	E-Voting		0	0.0000	0	0	0.0000	0.0000	0	0.0000	0
	Poll		39553699	92.7247	39553699	0	100.0000	0.0000	0	0.0000	0
	Postal Ballot	42657154	0	0.0000	0	0	0.0000	0.0000	0	0.0000	0
	<b>Total</b>		<b>39553699</b>	<b>92.7247</b>	<b>39553699</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>	<b>0.0000</b>	<b>0</b>	<b>0.0000</b>
Public Institutions	E-Voting		52954071	22.4982	52954071	0	100.0000	0.0000	0	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0.0000	0
	Postal Ballot	235370755	0	0.0000	0	0	0.0000	0.0000	0	0.0000	0
	<b>Total</b>		<b>52954071</b>	<b>22.4982</b>	<b>52954071</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>	<b>0.0000</b>	<b>0</b>	<b>0.0000</b>
Public Non Institutions	E-Voting		34490	0.0377	31738	2752	92.0209	7.9791	0	0.0000	0
	Poll		6161435	6.7305	6161435	0	100.0000	0.0000	0	0.0000	0
	Postal Ballot	91545196	0	0.0000	0	0	0.0000	0.0000	0	0.0000	0
	<b>Total</b>		<b>6195925</b>	<b>6.7682</b>	<b>6193173</b>	<b>2752</b>	<b>99.9556</b>	<b>0.0444</b>	<b>0</b>	<b>0.0000</b>	<b>0</b>
<b>Total</b>		<b>369573105</b>	<b>26.7075</b>	<b>98700943</b>	<b>2752</b>	<b>99.9972</b>	<b>0.0028</b>	<b>0</b>	<b>0.0000</b>	<b>0</b>	



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CIN: L74999MH1922PLC000997

Resolution Required : (Ordinary)		4 - Appointment of Mr. Ulhas Dharmadhikari (DIN: 02249465) as an 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	No. of votes Invalid	No.	
		[1]	[2]	[3]=([2]/[1])*100	[4]	[5]	[6]=([4]/[2])*100	[7]=([5]/[2])*100	[8]		
Promoter and Promoter Group	E-Voting		0	0.0000	0	0	0.0000	0.0000	0		
	Poll		39553699	92.7247	39553699	0	100.0000	0.0000	0		
	Postal Ballot	42657154	0	0.0000	0	0	0.0000	0.0000	0		
	<b>Total</b>		<b>39553699</b>	<b>92.7247</b>	<b>39553699</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>	<b>0.0000</b>	<b>0</b>	
Public Institutions	E-Voting		52954071	22.4982	52954071	0	100.0000	0.0000	0		
	Poll		0	0.0000	0	0	0.0000	0.0000	0		
	Postal Ballot	235370755	0	0.0000	0	0	0.0000	0.0000	0		
	<b>Total</b>		<b>52954071</b>	<b>22.4982</b>	<b>52954071</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>	<b>0.0000</b>	<b>0</b>	
Public Non Institutions	E-Voting		34490	0.0377	31738	2752	92.0209	7.9791	0		
	Poll		6161435	6.7305	6161435	0	100.0000	0.0000	0		
	Postal Ballot	91545196	0	0.0000	0	0	0.0000	0.0000	0		
	<b>Total</b>		<b>6195925</b>	<b>6.7682</b>	<b>6193173</b>	<b>2752</b>	<b>99.9556</b>	<b>0.0444</b>	<b>0</b>		
<b>Total</b>		<b>369573105</b>	<b>98703695</b>	<b>26.7075</b>	<b>98700943</b>	<b>2752</b>	<b>99.9972</b>	<b>0.0028</b>	<b>0</b>		



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CIN: L74999MH1922PLC000997

5 - Appointment of Mr. Jaysingh L. Ashar (DIN: 07015068) as a Director of the Company										
Resolution Required : (Ordinary)										
Whether promoter/ promoter group are interested in the agenda/resolution?										
Category	Mode of Voting	No. of shares held [1]	No. of votes polled [2]	% of Votes Polled on outstanding shares [3]=([2]/[1])*100	No. of Votes - in favour [4]	No. of Votes -Against [5]	% of Votes in favour on votes polled [6]=([4]/[2])*100	% of Votes against on votes polled [7]=([5]/[2])*100	No. of votes Invalid [8]	
Promoter and Promoter Group	E-Voting		0	0.0000	0	0	0.0000	0.0000	0	
	Poll	42657154	39553699	92.7247	39553699	0	100.0000	0.0000	0	
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0	
	<b>Total</b>		<b>39553699</b>	<b>92.7247</b>	<b>39553699</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>	<b>0</b>	
Public Institutions	E-Voting		52954071	22.4982	52814769	139302	99.7369	0.2631	0	
	Poll		0	0.0000	0	0	0.0000	0.0000	0	
	Postal Ballot	235370755	0	0.0000	0	0	0.0000	0.0000	0	
	<b>Total</b>		<b>52954071</b>	<b>22.4982</b>	<b>52814769</b>	<b>139302</b>	<b>99.7369</b>	<b>0.2631</b>	<b>0</b>	
Public Non Institutions	E-Voting		34490	0.0377	31738	2752	92.0209	7.9791	0	
	Poll		6161435	6.7305	6161435	0	100.0000	0.0000	0	
	Postal Ballot	91545196	0	0.0000	0	0	0.0000	0.0000	0	
	<b>Total</b>		<b>6195925</b>	<b>6.7682</b>	<b>6193173</b>	<b>2752</b>	<b>99.9556</b>	<b>0.0444</b>	<b>0</b>	
<b>Total</b>		<b>369573105</b>	<b>98703695</b>	<b>26.7075</b>	<b>98561641</b>	<b>142054</b>	<b>99.8561</b>	<b>0.1439</b>	<b>0</b>	



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Resolution Required : (Special)		6 - Special Resolution for Appointment of Mr. Jaysingh L. Ashar (DIN:07015068) as a Whole-Time Director of the Company for a period of 3(three) years w.e.f. 19th February, 2019 and to approve the remuneration of Mr. Ashar for the period.									
Whether promoter/ promoter group are interested in the agenda/resolution?		No.									
Category	Mode of Voting	No. of shares held [1]	No. of votes polled [2]	% of Votes Polled on outstanding shares [3]=([2]/[1])*100	No. of Votes - in favour [4]	No. of Votes -Against [5]	% of Votes in favour on votes polled [6]=([4]/[2])*100	% of Votes against on votes polled [7]=([5]/[2])*100	No. of votes Invalid [8]		
Promoter and Promoter Group	E-Voting		0	0.0000	0	0	0.0000	0.0000	0		
	Poll	42657154	39553699	92.7247	39553699	0	100.0000	0.0000	0		
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0		
	<b>Total</b>		<b>39553699</b>	<b>92.7247</b>	<b>39553699</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>	<b>0</b>		
Public Institutions	E-Voting		52954071	22.4982	52954071	0	100.0000	0.0000	0		
	Poll	235370755	0	0.0000	0	0	0.0000	0.0000	0		
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0		
	<b>Total</b>		<b>52954071</b>	<b>22.4982</b>	<b>52954071</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>	<b>0</b>		
Public Non Institutions	E-Voting		34490	0.0377	31708	2782	91.9339	8.0661	0		
	Poll	91545196	6161435	6.7305	6161435	0	100.0000	0.0000	0		
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0		
	<b>Total</b>		<b>6195925</b>	<b>6.7682</b>	<b>6193143</b>	<b>2782</b>	<b>99.9551</b>	<b>0.0449</b>	<b>0</b>		
<b>Total</b>		<b>369573105</b>	<b>98703695</b>	<b>26.7075</b>	<b>98700913</b>	<b>2782</b>	<b>99.9972</b>	<b>0.0028</b>	<b>0</b>		



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Resolution Required : (Special)		7 - Special Resolution pursuant to Section 196 and 197 read with Schedule V of the Companies Act, 2013 for ratification of payment of remuneration to Mr. Anurag Choudhry (DIN: 07015068) erstwhile Executive Director of the Company.										
Category	Mode of Voting	No. of shares held [1]	No.									
			No. of votes polled [2]	% of Votes Polled on outstanding shares [3] = {[2]/[1]}*100	No. of Votes - in favour [4]	No. of Votes -Against [5]	% of Votes in favour on votes polled [6] = {[4]/[2]}*100	% of Votes against on votes polled [7] = {[5]/[2]}*100	No. of votes Invalid [8]			
Promoter and Promoter Group	E-Voting		0	0.0000	0	0	0.0000	0.0000	0	0.0000	0	
	Poll		39553699	92.7247	39553699	0	100.0000	0.0000	0	0.0000	0	
	Postal Ballot	42657154	0	0.0000	0	0	0.0000	0.0000	0	0.0000	0	
	<b>Total</b>		<b>39553699</b>	<b>92.7247</b>	<b>39553699</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>	<b>0.0000</b>	<b>0</b>	<b>0.0000</b>	<b>0</b>
Public Institutions	E-Voting		52954071	22.4982	52954071	0	100.0000	0.0000	0	0.0000	0	
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0.0000	0	
	Postal Ballot	235370755	0	0.0000	0	0	0.0000	0.0000	0	0.0000	0	
	<b>Total</b>		<b>52954071</b>	<b>22.4982</b>	<b>52954071</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>	<b>0.0000</b>	<b>0</b>	<b>0.0000</b>	<b>0</b>
Public Non Institutions	E-Voting		34490	0.0377	10998	23492	31.8875	68.1125	0	0.2191	0	
	Poll		6161435	6.7305	6147935	13500	99.7809	0.2191	0	0.0000	0	
	Postal Ballot	91545196	0	0.0000	0	0	0.0000	0.0000	0	0.0000	0	
	<b>Total</b>		<b>6195925</b>	<b>6.7682</b>	<b>6158933</b>	<b>36992</b>	<b>99.4030</b>	<b>0.5970</b>	<b>0.0375</b>	<b>0</b>	<b>0.0375</b>	<b>0</b>
<b>Total</b>		<b>369573105</b>	<b>26.7075</b>	<b>98666703</b>	<b>36992</b>	<b>99.9625</b>	<b>0.0375</b>	<b>0.0375</b>	<b>0</b>	<b>0.0375</b>	<b>0</b>	



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CIN: L74999MH1922PLC000997



# V. V. CHAKRADEO & CO.

## COMPANY SECRETARIES.

B - 301, MATOSHREE RESIDENCY CHS, 65, PRARTHANA SAMAJ ROAD, VILE PARLE (EAST), MUMBAI 400 057.  
Telephone. No.: 26116821; E-mail: vvchakra@gmail.com; Mobile No: 98200 48732

### FORM MGT - 13

#### SCRUTINIZER'S REPORT COMBINED ON E-VOTING AND POLL

*(Pursuant to the Section 108 and 109 of the Companies Act, 2013 read with Rule 20 and 21 of the Companies (Management and Administration) Rules, 2014)*

Date: 7<sup>th</sup> June 2019

To  
The Chairman,  
**Gammon India Limited**  
Floor 3rd, Plot No - 3/8,  
Hamilton House, J.N. Heredia Marg,  
Ballard Estate, Mumbai 400038  
Maharashtra, India

**Subject: Scrutinizer's Report on voting through Poll including E-Voting conducted in the Annual General Meeting pursuant to the provisions of Section 108 and 109 of the Companies Act, 2013 ("the Act") read with Rule 20 and 21 of the Companies (Management and Administration) Rules, 2014**

Dear Sir,

I, V. V. Chakradeo, Practicing Company Secretary, having office at B-301, Matoshree Residency CHS., 65, Prarthana Samaj Road, Vile Parle East, Mumbai 400057, being appointed as the Scrutinizer by the Board of Directors of Gammon India Limited ("the Company") at its meeting held on 30<sup>th</sup> April, 2019 for scrutinizing the Poll and E-voting process at the 96<sup>th</sup> Annual General Meeting of the Company held on Friday, 7<sup>th</sup> June, 2019 at 3.00 p.m. at Textiles Committee, P. Balu Road, Prabhadevi Chowk, Prabhadevi, Mumbai - 400 025 for passing the below mentioned resolutions, submit my report as under:

In respect of votes cast through E-voting facility:

1. In accordance with the Notice of the 96<sup>th</sup> Annual General Meeting dated 30<sup>th</sup> April, 2019 sent to the shareholders and the Advertisement published on 17<sup>th</sup> May, 2019 in Free Press Journal in English and Navshakti in Marathi, the E-voting commenced at 9.00 a.m. on Tuesday, 4<sup>th</sup> June, 2019 and remained open upto 5.00 p.m. on Thursday, 6<sup>th</sup> June, 2019.
2. The equity shareholders holding shares as on 31<sup>st</sup> May, 2019, cut-off date, were entitled to vote on the resolutions stated in the Notice of the 96<sup>th</sup> Annual General Meeting of the Company.
3. The votes were unblocked at 5.00 p.m. on 7<sup>th</sup> June 2019 in the presence of Mr. Mishil Darji and Ms. Duhita Chakradeo who are not employees of the Company and who have signed below as witness to the unblocking of the votes.
4. The e-voting results/list of equity shareholders who have voted "For or Against" were downloaded from the e-voting website of Central Depository Services Limited (<https://www.evoting.cdslindia.com/>).

In respect of votes cast through poll at the 96<sup>th</sup> Annual General Meeting of the Company:

1. After the time fixed for the poll by the Chairman, a ballot box kept for polling was locked in the presence of Mr. Mishil Darji and Ms. Duhita Chakradeo with due identification marks duly placed.



# V. V. CHAKRADEO & CO.

## COMPANY SECRETARIES.

B - 301, MATOSHREE RESIDENCY CHS, 65, PRARTHANA SAMAJ ROAD, VILE PARLE (EAST), MUMBAI 400 057.  
Telephone. No.: 26116821; E-mail: vvchakra@gmail.com; Mobile No: 98200 48732

2. The locked ballot box was subsequently opened in the presence of Mr. Mishil Darji and Ms. Duhita Chakradeo 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/proxies lodged with the Company.
3. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.

I hereby state that I have recorded details of all the votes cast by the shareholders by poll and e-voting and have also checked and verified the same. I have also carried out full count of the votes.

I now submit the Report as under of the Poll and E-voting in respect of the said resolutions:

### ORDINARY BUSINESS:

**Item No: 1: Ordinary Resolution:** To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31<sup>st</sup> March, 2018 together with the Reports of the Board of Directors and Auditors thereon and the Audited Consolidated Financial Statements of the Company for the Financial Year ended 31<sup>st</sup> March, 2018 together with Reports of the Auditors thereon.

### VOTING RESULTS FOR THE RESOLUTION:

#### A. Poll:

Particulars	Number of Shareholders	Number of votes cast by them	Percentage (%)
Votes in favour of the Resolution	52	45701634	99.97%
Votes against the Resolution	2	13500	0.03%
Invalid Votes	1	375	0
<b>Total</b>	<b>55</b>	<b>45715509</b>	<b>100%</b>

#### B. E-Voting:

Particulars	Number of Shareholders	Number of votes cast by them	Percentage (%)
Votes in favour of the Resolution	20	52849092	99.74%
Votes against the Resolution	5	139469	0.26%
Invalid Votes	-	-	-
<b>Total</b>	<b>25</b>	<b>52988561</b>	<b>100%</b>



# V. V. CHAKRADEO & CO.

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### C. Total:

Particulars	Number of Shareholders	Number of votes cast by them	Percentage (%)
Votes in favour of the Resolution	72	98550726	99.85%
Votes against the Resolution	7	152969	0.15%
Invalid Votes	1	375	0
<b>Total</b>	<b>80</b>	<b>98704070</b>	<b>100%</b>

### 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: 1 as set out in the Notice of AGM is passed in favour of the resolution with requisite majority.

### SPECIAL BUSINESS:

**Item No: 2: Ordinary Resolution:** To ratify the payment of Rs. 1,00,000/- (Rupees One Lakh only) with re-imbursement of conveyance expenses at actuals and Service Tax/GST as applicable, as approved by the Board of Directors, to Mr. R. Srinivasa Raghvan, Cost Auditor (Reg. No: 100098) to carry out the Audit of the Company's Cost Records for the Financial Year ended 31<sup>st</sup> March, 2019.

### VOTING RESULTS FOR THE RESOLUTION:

#### A. Poll:

Particulars	Number of Shareholders	Number of votes cast by them	Percentage (%)
Votes in favour of the Resolution	54	45715134	99.99%
Votes against the Resolution	0	0	0%
Invalid Votes	1	375	0.01%
<b>Total</b>	<b>55</b>	<b>45715509</b>	<b>100%</b>

#### B. E-Voting:

Particulars	Number of Shareholders	Number of votes cast by them	Percentage (%)
Votes in favour of the Resolution	20	52985809	99.99%
Votes against the Resolution	5	2752	0.01%
Invalid Votes	-	-	-
<b>Total</b>	<b>25</b>	<b>52988561</b>	<b>100%</b>



# V. V. CHAKRADEO & CO.

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### C. Total:

Particulars	Number of Shareholders	Number of votes cast by them	Percentage (%)
Votes in favour of the Resolution	74	98700943	99.99%
Votes against the Resolution	5	2752	0.01%
Invalid Votes	1	375	0%
<b>Total</b>	<b>80</b>	<b>98704070</b>	<b>100</b>

### 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: Ordinary Resolution:** Appointment of Mr. Soumendra Nath Sanyal (DIN: 06485683) as an Independent Director of the Company.

### VOTING RESULTS FOR THE RESOLUTION:

#### A. Poll:

Particulars	Number of Shareholders	Number of votes cast by them	Percentage (%)
Votes in favour of the Resolution	54	45715134	99.99%
Votes against the Resolution	0	0	0%
Invalid Votes	1	375	0.01%
<b>Total</b>	<b>55</b>	<b>45715509</b>	<b>100%</b>

#### B. E-Voting:

Particulars	Number of Shareholders	Number of votes cast by them	Percentage (%)
Votes in favour of the Resolution	20	52985809	99.99%
Votes against the Resolution	5	2752	0.01%
Invalid Votes	-	-	-
<b>Total</b>	<b>25</b>	<b>52988561</b>	<b>100</b>

#### C. Total:

Particulars	Number of Shareholders	Number of votes cast by them	Percentage (%)
Votes in favour of the Resolution	74	98700943	100%
Votes against the Resolution	5	2752	0%
Invalid Votes	1	375	0%
<b>Total</b>	<b>80</b>	<b>98704070</b>	<b>100%</b>



# V. V. CHAKRADEO & CO.

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### 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: Ordinary Resolution:** Appointment of Mr. Ulhas Dharmadhikari (DIN: 02249465) as an Independent Director of the Company.

### VOTING RESULTS FOR THE RESOLUTION:

#### A. Poll:

Particulars	Number of Shareholders	Number of votes cast by them	Percentage (%)
Votes in favour of the Resolution	54	45715134	99.99%
Votes against the Resolution	0	0	0%
Invalid Votes	1	375	0.01%
<b>Total</b>	<b>55</b>	<b>45715509</b>	<b>100%</b>

#### B. E-Voting:

Particulars	Number of Shareholders	Number of votes cast by them	Percentage (%)
Votes in favour of the Resolution	20	52985809	99.99%
Votes against the Resolution	5	2752	0.01%
Invalid Votes	-	-	-
<b>Total</b>	<b>25</b>	<b>52988561</b>	<b>100%</b>

#### C. Total:

Particulars	Number of Shareholders	Number of votes cast by them	Percentage (%)
Votes in favour of the Resolution	74	98700943	100%
Votes against the Resolution	5	2752	0
Invalid Votes	1	375	0
<b>Total</b>	<b>80</b>	<b>98704070</b>	<b>100%</b>

### 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.



# V. V. CHAKRADEO & CO.

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**Item No: 5: Ordinary Resolution:** Appointment of Mr. Jaysingh L. Ashar (DIN: 07015068)  
as a Director of the Company.

### VOTING RESULTS FOR THE RESOLUTION:

#### A. Poll:

Particulars	Number of Shareholders	Number of votes cast by them	Percentage (%)
Votes in favour of the Resolution	54	45715134	100%
Votes against the Resolution	0	0	0%
Invalid Votes	1	375	0
<b>Total</b>	<b>55</b>	<b>45715509</b>	<b>100%</b>

#### B. E-Voting:

Particulars	Number of Shareholders	Number of votes cast by them	Percentage (%)
Votes in favour of the Resolution	19	52846507	99.73%
Votes against the Resolution	6	142054	0.27%
Invalid Votes	-	-	-
<b>Total</b>	<b>25</b>	<b>52988561</b>	<b>100</b>

#### C. Total:

Particulars	Number of Shareholders	Number of votes cast by them	Percentage (%)
Votes in favour of the Resolution	73	98561641	99.86%
Votes against the Resolution	6	142054	0.14%
Invalid Votes	1	375	0
<b>Total</b>	<b>80</b>	<b>98704070</b>	<b>100%</b>

### 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: 5 as set out in the Notice of AGM is passed in favour of the resolution with requisite majority.





# V. V. CHAKRADEO & CO.

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**Item No: 6: Special Resolution:** Appointment of Mr. Jaysingh L. Ashar (DIN: 07015068) as a Whole-Time Director of the Company for a period of 3(three) years w.e.f. 19<sup>th</sup> February, 2019 and to approve the remuneration of Mr. Ashar for the period.

### VOTING RESULTS FOR THE RESOLUTION:

#### A. Poll:

Particulars	Number of Shareholders	Number of votes cast by them	Percentage (%)
Votes in favour of the Resolution	54	45715134	100%
Votes against the Resolution	0	0	0
Invalid Votes	1	375	0
<b>Total</b>	<b>55</b>	<b>45715509</b>	<b>100%</b>

#### B. E-Voting:

Particulars	Number of Shareholders	Number of votes cast by them	Percentage (%)
Votes in favour of the Resolution	19	52985779	99.99%
Votes against the Resolution	6	2782	0.01%
Invalid Votes	-	-	-
<b>Total</b>	<b>25</b>	<b>52988561</b>	<b>100%</b>

#### C. Total:

Particulars	Number of Shareholders	Number of votes cast by them	Percentage (%)
Votes in favour of the Resolution	73	98700913	99.99%
Votes against the Resolution	6	2782	0.01%
Invalid Votes	1	375	0
<b>Total</b>	<b>80</b>	<b>98704070</b>	<b>100%</b>

### 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 Special Resolution with regard to Item No: 6 as set out in the Notice of AGM is passed in favour of the resolution with requisite majority.



# V. V. CHAKRADEO & CO.

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**Item No: 7: Special Resolution:** Ratification of payment of remuneration to Mr. Anurag Choudhry (DIN: 07015068) erstwhile Executive Director of the Company.

### VOTING RESULTS FOR THE RESOLUTION:

#### A. Poll:

Particulars	Number of Shareholders	Number of votes cast by them	Percentage (%)
Votes in favour of the Resolution	52	45701634	99.97%
Votes against the Resolution	2	13500	0.03%
Invalid Votes	1	375	0
<b>Total</b>	<b>55</b>	<b>45715509</b>	<b>100</b>

#### B. E-Voting:

Particulars	Number of Shareholders	Number of votes cast by them	Percentage (%)
Votes in favour of the Resolution	15	52965069	99.96%
Votes against the Resolution	10	23492	0.04%
Invalid Votes	-	-	-
<b>Total</b>	<b>25</b>	<b>52988561</b>	<b>100%</b>

#### C. Total:

Particulars	Number of Shareholders	Number of votes cast by them	Percentage (%)
Votes in favour of the Resolution	67	98666703	99.96%
Votes against the Resolution	12	36992	0.04%
Invalid Votes	1	375	0
<b>Total</b>	<b>80</b>	<b>98704070</b>	<b>100%</b>

### 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 Special Resolution with regard to Item No: 7 as set out in the Notice of AGM is passed in favour of the resolution with requisite majority.

All relevant records of vote casted by poll and through e-voting will remain in my custody until the Chairman considers, approves and signs the minutes of the 96<sup>th</sup> Annual General Meeting and thereafter the said records will be handed over to the Company.

Thanking you,

Signature:

For V. V. Chakradeo & Co.

V. V. Chakradeo

FCS No: 3382; COP No.: 1705

Date: 07th June 2019.

Place: Mumbai



WITNESS:-

*[Signature]*  
DUHITA CHAKRADEO

*[Signature]*  
MISHIL DARI

**Summary of Proceedings of the 96<sup>th</sup> 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 96<sup>th</sup> Annual General Meeting of Gammon India Limited (the "Company") held on Friday, 7<sup>th</sup> June, 2019 at 3.00 p.m. at Textiles Committee, P. Balu Road, Prabhadevi Chowk, Mumbai - 400025.

**Sitting on the dias:**

Mr. Abhijit Rajan	Chairman
Mr. Jaysingh L. Ashar	Executive Director
Mr. Soumendra Nath Sanyal	Independent Director
Mr. Ulhas Dharmadhikari	Independent Director
Mr. Ajit B. Desai	Chief Executive Officer
Mr. Anurag Choudhry	Chief Financial Officer
Ms. Niki Shingade	Company Secretary
Mr. KN. Padmanabhan	Statutory Auditor – M/s. Nayan Parikh & Co.

**Members Attendance**

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

Promoters and Promoter Group: 5

Public: 74

**Annual General Meeting Proceeding**

The meeting was chaired by Mr. Abhijit Rajan – Chairman of the Company.

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

The Chairman welcomed all the members present, his fellow members on the Board and also Mr. KN. Padmanabhan – Partner, at M/s. Nayan Parikh & Co., Statutory Auditor's of the Company. He introduced the Directors and other persons on the dias.

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 Hundred and Twenty shares) i.e. 10.06% of the total paid-up capital and total of 6 Proxies have been received representing 47,586 shares (Forty Seven Thousand Five Hundred and Eighty Six shares) i.e. 0.01% of the total paid-up capital.

With the permission of the members, Notice of the 96<sup>th</sup> Annual General Meeting along with the Explanatory Statement, Director's Report and the accounts for the Financial Year ended



**GAMMON INDIA LIMITED**

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**E-Mail :** gammon@gammonindia.com; **Website :** www.gammonindia.com

**CIN:** L74999MH1922PLC000997

31<sup>st</sup> March, 2018 were taken as read. The Chairman then invited the Company Secretary 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. The following members revised several questions on the accounts laid before the meeting, the state of Company's affairs and several other matters:

Sr. No.	Name of the shareholder	DP ID/Client ID
1	Mr. Yusuf Rangwala	1601010000232396
2	Mr. Hiranand Kotwani	IN30018312015804
3	Mr. Chandiramani Mohan	IN30075710443709
4	Mr. Anil Champaklal Parekh	1202700000216180
5	Mr. Ronald F Fernandes	1202700000061384
6	Mrs. Celestine Elizabeth Mascarenhas	1205140000090218
7	Mr. Jitendra Sanghavi	IN30216410009074
8	Mr. Mascarenhas Aloysius	M3115

The shareholders asked detailed questions on the Company's state of affairs, the performance of the subsidiaries, 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. Further the shareholders also requested to keep the venue of the AGM at some place convenient to the shareholders. The members also requested the Chairman to arrange for a site visit to which the Chairman informed the members that a visit to one of the project site will be arranged shortly. The shareholders also inquired at length about the land at dombivali disposed off by one of its subsidiary.

The Chairman thereafter gave detailed replies to the questions raised by the members. He informed the members about the Company's financial troubles, the reasons as to what led to the Company's financial crises, about the Company's resolved 70% debts and the steps taken in the past couple of years. He informed the members about the sale of various assets and how the proceeds were utilized to repay the debts. The Chairman also informed the members that since efforts are being taken by the Company to settle the lenders dues. He spoke at length about the resolution plan submitted to the lenders.

Mr. Rajan 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. Mr. Rajan 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. He also informed the shareholders about the proposal being given by the Company to the Lenders for restructuring.

A few shareholders also thanked the Company Secretary 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. 31<sup>st</sup> May, 2019. The e-voting period commenced at 9.00 a.m. on Tuesday, 4<sup>th</sup> June, 2019 and concluded at



## **GAMMON INDIA LIMITED**

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**CIN:** L74999MH1922PLC000997

5.00 p.m. on Thursday, 6<sup>th</sup> June, 2019. Mr. V.V. Chakradeo, 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 96<sup>th</sup> AGM which were seconded by members present at the AGM:

Sr. No.	Details of the Agenda	Resolutions Required
1.	Adoption of Audited Standalone and Consolidated Financial Statements for the Financial Year ended 31 <sup>st</sup> March 2018 alongwith Report of Board of Directors and Auditors thereon.	Ordinary
2.	Ratification of payment of remuneration to the Cost Auditor viz. Mr. R. Srinivasaraghavan for the Financial Year ended 31st March, 2019.	Ordinary
3.	Appointment of Mr. Soumendra Nath Sanyal (DIN: 06485683) as an Independent Director of the Company.	Ordinary
4.	Appointment of Mr. Ulhas Dharmadhikari (DIN: 02249465) as an Independent Director of the Company.	Ordinary
5.	Appointment of Mr. Jaysingh L. Ashar (DIN:07015068) as a Director of the Company.	Ordinary
6.	Special Resolution for appointment of Mr. Jaysingh L. Ashar (DIN:07015068) as a Whole-Time Director of the Company for a period of 3(three) years w.e.f. 19th February, 2019 and to approve the remuneration of Mr. Ashar for the period.	Special
7.	Special Resolution pursuant to Section 196 and 197 read with Schedule V of the Companies Act, 2013 for ratification of payment of remuneration to Mr. Anurag Choudhry (DIN: 07015068) erstwhile Executive Director of the Company.	Special

The Chairman thereafter invited Mr. V.V. Chakradeo 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](http://www.gammonindia.com) together with the Scrutinizer's report.

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.



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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**



**Niki Shingade**  
**Company Secretary**

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