

**RESULTS OF VOTING (EVOTING & POLL) IN RESPECT OF THE RESOLUTIONS PASSED AT THE 96<sup>th</sup> ANNUAL GENERAL MEETING OF THE EQUITY SHAREHOLDERS OF GAMMON INDIA LIMITED HELD ON 7<sup>th</sup> JUNE, 2019.**

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. 31<sup>st</sup> May, 2019 to enable them to cast their votes in respect of the resolutions as set out in the Notice of the 96<sup>th</sup> Annual General Meeting ("AGM") of the members of Gammon India Limited (the "Company"). The e-voting period commenced at 9.00 a.m. on Tuesday, 4<sup>th</sup> June, 2019 and concluded at 5.00 p.m. on Thursday, 6<sup>th</sup> June, 2019. Mr. V. V. 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.

In the AGM of the members held on Friday, 7<sup>th</sup> June, 2019, Mr. Abhijit Rajan presided as the Chairman of the meeting. To facilitate those members present at the AGM, either personally or by proxy, who had not cast their vote earlier, but who would like to vote at the AGM, a poll was ordered in respect of all items of business from 1 to 7 as set out in the Notice of the AGM. Mr. V. V. 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, the voting results of the 96<sup>th</sup> AGM as follows:

Sr. No.	Details of Agenda	Resolution Required (Ordinary /Special)	Mode of Voting (Show of hands / Poll/Postal Ballot/ E-voting)	Remarks
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	E-Voting and Poll	Passed by requisite majority
2	Ratification of payment of remuneration to the Cost Auditor viz. Mr. R. Srinivasaraghavan for the Financial Year ended 31 <sup>st</sup> March, 2019.	Ordinary	E-Voting and Poll	Passed by requisite majority
3	Appointment of Mr. Soumendra Nath Sanyal (DIN: 06485683) as an Independent Director of the Company.	Ordinary	E-Voting and Poll	Passed by requisite majority
4	Appointment of Mr. Ulhas Dharmadhikari (DIN: 02249465) as an Independent Director of the Company.	Ordinary	E-Voting and Poll	Passed by requisite majority
5	Appointment of Mr. Jaysingh L. Ashar (DIN:07015068) as a Director of the Company.	Ordinary	E-Voting and Poll	Passed by requisite majority
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. 19 <sup>th</sup> February, 2019 and to approve the remuneration of Mr. Ashar for the period.	Special	E-Voting and Poll	Passed by requisite majority



**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

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	E-Voting and Poll	Passed by requisite majority
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You are requested to take note of the aforesaid proceedings of the 96<sup>th</sup> Annual General Meeting.

Thanking you,

Yours faithfully,

**For GAMMON INDIA LIMITED**



**AJIT B. DESAI**  
**CHIEF EXECUTIVE OFFICER**



Dated this 7<sup>th</sup> June, 2019

**Encl: Scrutinizer's Report dated 7<sup>th</sup> June, 2019**

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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.



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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>



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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>



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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>





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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:-

*[Handwritten Signature]*

DUHITA CHAKRADEO

*[Handwritten Signature]*

MISHIL DARJI