

# **GAMMON INDIA LIMITED**

CIN: L74999MH1922PLC000997

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

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

Tel.: +91 22 22705562

# NOTICE TO SHAREHOLDERS

Notice is hereby given that the **One Hundred and First Annual General Meeting** of Gammon India Limited will be held on Thursday, 28th day of March, 2024 at 2.30 pm via Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM") to transact the following business:

## **ORDINARY BUSINESS:**

- To consider and adopt the Audited Standalone Financial Statements of the Company for the Financial Year ended 31<sup>st</sup> March, 2023, the Audited Consolidated Financial Statements for the said Financial Year and the Reports of the Board of Directors and Auditors thereon.
- 2. To appoint a director in place of Mr. Sandeep Sheth (DIN: 08781589), who retires by rotation and being eligible, offers himself for re-appointment.

#### SPECIAL BUSINESS:

3. To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

"Resolved that, pursuant to Section 149, 152 and other applicable provisions, if any, of Companies Act, 2013 ('Act') and the rules made thereunder read with Schedule IV of the Act and SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015 (including any statutory modifications or re-enactment thereof and any rules made thereunder, for the time being in force) and as per the recommendation of Nomination & Remuneration Committee which was approved by the Board, Mr. Radhakrishnan Nair (DIN: 10521532) who meets the criteria for independence as provided in Section 149(6) of the Act, be and is hereby appointed as an Independent Director to hold office for a period of 5 (five) years with effect from 28th March, 2024, not liable to retire by rotation;

Resolved further that, the Board of Directors, the Chief Executive Officer, the Chief Financial Officer and the Company Secretary be and are hereby severally authorised to do all such acts, deeds, matters and things as may be considered necessary appropriate, expedient or desirable to give effect to above resolution."

4. To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

"Resolved that, pursuant to Section 149, 152 and other applicable provisions, if any, of Companies Act, 2013 ('Act') and the rules made thereunder read with Schedule IV of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modifications or re-enactment thereof and any rules made thereunder, for the time being in force) and as per the recommendation of Nomination & Remuneration Committee which was approved by the Board, Mr. Mahendra Ujamshi Shah (DIN: 05359127), who meets the criteria for independence as provided in Section 149(6) of the Act, be and is hereby appointed as an Independent Director to hold office for a period of 5 (five) years with effect from 28th March, 2024, not liable to retire by rotation;

Resolved further that, the Board of Directors, the Chief Executive Officer, the Chief Financial Officer and the Company Secretary be and are hereby severally authorised to do all such acts, deeds, matters and things as may be considered necessary appropriate, expedient or desirable to give effect to above resolution."

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

"Resolved that, pursuant to Section 149, 152 and other applicable provisions, if any, of Companies Act, 2013 ('Act') and the rules made thereunder read with Regulation 17A and Schedule IV of the Act and SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015 (including any statutory modifications or re-enactment thereof and any rules made thereunder, for the time being in force) and as per the recommendation of Nomination & Remuneration Committee which was approved by the Board, Mr. Kashi Nath Chatterjee (DIN: 09160384) who was appointed as an additional director in the category of Independent Director of the Company by the Board of Directors with effect from 3<sup>rd</sup> May, 2021 and appointed by the shareholders at the Annual General Meeting held on 30<sup>th</sup> September, 2021, approval of the members of the Company be and is hereby given to Mr. Kashi Nath Chatterjee to continue as an Independent Director of the Company on the same terms and conditions of such appointment as aforesaid ever after attaining the age of 75 years;

Resolved further that, the Board of Directors, the Chief Executive Officer, the Chief Financial Officer and the Company Secretary be and are hereby severally authorised to do all such acts, deeds, matters and things as may be considered necessary appropriate, expedient or desirable to give effect to above resolution."



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

"Resolved that, pursuant to the provisions of Sections 196, 197, 198, 203 and all other applicable provisions, if any, of the Companies Act, 2013 read with Schedule V thereto ("Act") and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and as per the recommendation and approval of the Nomination And Remuneration Committee, consent of the members of the Company be and is hereby accorded to the revision in the remuneration payable to Mr. Sandeep Sheth, Executive Director of the Company on the terms and conditions as set out in the Explanatory Statement annexed to this Notice ("Terms of Remuneration"), with liberty to the Board of the Company to alter and vary the Terms of Remuneration within the overall limits specified therein;

Resolved further that, the Board of Directors, the Chief Executive Officer, the Chief Financial Officer and the Company Secretary be and are hereby severally authorized to do all such acts, deeds, matters and things as in its absolute discretion, it may consider necessary, expedient or desirable and to settle any question or doubt that may arise in relation thereto and in order to give effect to the foregoing resolution, or as may be otherwise considered fit by it in the best interests of the Company."

7. To consider and if thought fit, to pass the following resolution as an Ordinary Resolution;

"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.70,000/- (Rupees Seventy Thousand only) (exclusive of reimbursement of conveyance expenses at actuals and Service Tax/GST as applicable) as approved by the Board of Directors to Mr. Pradip Damania, Cost Auditor (Regn. No: 101607) appointed by the Board of Directors in order to carry out audit of Company's Cost Records for the Financial Year ending 31<sup>st</sup> March, 2023."

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."

By Order of the Board of Directors For Gammon India Limited

> Sandeep Sheth Executive Director (DIN: 08781589)

Date: 20th February, 2024 Place: Mumbai

## **Registered Office:**

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



# **EXPLANATORY STATEMENT**

## (Pursuant to Section 102 of the Companies Act, 2013)

## Item No. 3

Mr. Radhakrishnan Nair has done Diploma in Civil Engineering from Kerala Technical Education Board (1980). Mr. Nair has an experience of 35 years in planning, executing & spearheading construction projects involving method engineering, development, contract administration, resource planning, adopting modern construction methodologies. Mr. Nair has expertise in liaison with external agencies, clients, architects & consultants on determining technical specifications, approvals for smooth execution, negotiation, award & review of contracts, interpretation of contractual obligations & rights and evaluation of technical / financial problems for management reporting.

At their meetings held on 27<sup>th</sup> December, 2023, the Nomination And Remuneration Committee and the Board of Directors had recommended appointment of Mr. Radhakrishnan Nair as an Independent Director of the Company at the upcoming Annual General Meeting of the Company.

The Company has received from Mr. Nair, consent in writing to act as director and declaration to the effect that he is not disqualified under Section 164(2) of the Companies Act, 2013 in prescribed Form DIR - 2 and DIR - 8 respectively.

Further, in terms of Sections 149, 152 read with Schedule IV of the Companies Act, 2013, the Board of Directors has reviewed the declaration made by Mr. Nair that he meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 and the Board is of opinion that he fulfills the conditions specified in the Companies Act, 2013 and the Rules made thereunder and is independent of the management.

The Board considers that appointment of Mr. Nair would be of immense benefit to the Company in view of his qualifications, expertise and experience as also exposure to the corporate culture and governance. The Board of Directors is of the opinion that he is person of integrity; possess relevant expertise and vast experience. His association as Independent Director will be beneficial and in the best interest of the Company. His presence on the Board of the Company enhances value and gives confidence to the Board in its decisions. Further, his association supports a good balance in the composition of the Board. It is desirable to avail services of Mr. Nair as an Independent Director.

In the opinion of the Board, Mr. Nair fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder for his appointment as an Independent Director of the Company and is independent of the management.

Copy of the letter for appointment of Mr. Nair as an Independent Director setting out the terms and conditions would be available for inspection at the registered office of the Company during normal business hours on any working day, excluding public holidays and Sundays.

Accordingly, your approval by way of a ordinary resolution is being sought for Mr. Nair's appointment as Independent Director.

Mr. Radhakrishnan Nair is interested in the resolution pertaining to his appointment as an Independent Director. Relatives of Mr. Nair may be deemed to be concerned or interested in the said resolution to the extent of their shareholding interest, if any, in the Company. None of the other Directors or key managerial personnel of the Company or their relatives is, in any way, concerned or interested, financially or otherwise, in the said resolution.

#### Item No. 4

Mr. Mahendra Shah is a civil engineering graduate with multiple post-graduate Diplomas having over 40 years of enriched domestic and international top management level experience in Infrastructure and real estate segments of the construction industry in EPC and BOT modes. Mr. Shah's illustrious journey as a professional has been full of outstanding and exemplary achievements. A dynamic, result-oriented, hard-core professional leader and being commercially savvy; has an insatiable quest to continually engineer sustainable growth in top and bottom lines through strategic Business Development and shouldering profit center responsibility and mentoring the team. Mr. Shah does not hold any equity shares of the Company.

At their meetings held on 27<sup>th</sup> December, 2023, the Nomination And Remuneration Committee & the Board of Directors had recommended appointment of Mr. Mahendra Shah as an Independent Director of the Company at the upcoming Annual General Meeting of the Company.

The Company has received from Mr. Shah, consent in writing to act as director and declaration to the effect that he is not disqualified under Section 164(2) of the Companies Act, 2013 in prescribed Form DIR - 2 and DIR – 8 respectively. Further, in terms of Sections 149, 152 read with Schedule IV of the Companies Act, 2013, the Board of Directors has reviewed the declaration made by Mr. Shah that he meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 and the Board is of opinion that he fulfills the conditions specified in the Companies Act, 2013 and the Rules made thereunder and is independent of the management.

The Board considers that appointment of Mr. Shah would be of immense benefit to the Company in view of his qualifications, expertise and experience as also exposure to the corporate culture and governance. The Board of Directors is of the opinion that he is person of integrity; possess relevant expertise and vast experience. His association as Independent Director will be beneficial and in the best interest of the Company. His presence on the Board of the Company enhances value and gives confidence to the



Board in its decisions. Further, his association supports a good balance in the composition of the Board. It is desirable to avail services of Mr. Shah as an Independent Director.

In the opinion of the Board, Mr. Shah fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder for his appointment as an Independent Director of the Company and is independent of the management.

Copy of the letter for appointment of Mr. Shah as an Independent Director setting out the terms and conditions would be available for inspection at the registered office of the Company during normal business hours on any working day, excluding public holidays and Sundays.

Accordingly, your approval by way of an ordinary resolution is being sought for Mr. Shah's appointment as Independent Director.

Mr. Mahendra Shah is interested in the resolution pertaining to his appointment as an Independent Director. Relatives of Mr. Mahendra Shah may be deemed to be concerned or interested in the said resolution to the extent of their shareholding interest, if any, in the Company. None of the other Directors or key managerial personnel of the Company or their relatives is, in any way, concerned or interested, financially or otherwise, in the said resolution.

## Item No. 5

On the recommendation of the Nomination And Remuneration Committee, the Board of Directors had appointed Mr. Kashi Nath Chatterjee (DIN: 09160384) as an Additional Director in the category of an Independent of the Company, not liable to retire by rotation, with effect from 3<sup>rd</sup> May, 2021 and appointed by the shareholders at the Annual General Meeting held on 30<sup>th</sup> September, 2021 for a period from 3<sup>rd</sup> May, 2021 upto 2<sup>nd</sup> May, 2026.

As per Regulation 17(1A) of the SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015, no listed company shall appoint or continue the Directorship of a Non-Executive Director who has attained the age of 75 years, unless a special resolution is passed to that effect and justification thereof is indicated in the explanatory statement annexed to the Notice for such appointment.

Accordingly, your approval by way of a special resolution is being sought for Mr. Chatterjee's continuation as Independent Director.

Mr. Chatterjee is interested in the resolution pertaining to his appointment as an Independent Director. Relatives of Mr. Chatterjee may be deemed to be concerned or interested in the said resolution to the extent of their shareholding interest, if any, in the Company. None of the other Directors or key managerial personnel of the Company or their relatives is, in any way, concerned or interested, financially or otherwise, in the said resolution.

#### Item No. 6

Mr. Sandeep Sheth was re-appointed as the Executive Director of the Company for a period of three years w.e.f. 10<sup>th</sup> August, 2022, by the shareholders at the Annual General Meeting held on 30<sup>th</sup> September, 2022.

Mr. Sandeep Sheth is an eminent Chartered Accountant having post graduate degrees of Chartered Accountant (ICAI), Company Secretary (ICSI) and Masters in Finance (ICFAI). He has 26 years of rich experience in various industries, post qualification of CA and is associated with the Gammon group since last 15 years. He has also acted as the member of the management team for the Company's strategy, growth, and execution.

He has worked closely with the Board & top management in devising a financial strategy that supported the company's business strategy. He also has in depth knowledge in Accounts, Finance and various laws.

Taking into consideration the roles and responsibilities entrusted to Mr. Sheth and his performance, the Board, based on the recommendation of the Nomination & Remuneration Committee, had at their meeting held on 27<sup>th</sup> December, 2023, approved the revision in the remuneration payable to Mr. Sandeep Sheth as detailed below:

(Amount in Rs.)

Particulars	Existing Remuneration		Revised Remuneration		
	Per month	Per Annum	Per month	Per Annum	
Assumed Basic	1,51,800	18,21,600	1,51,800	18,21,600	
HRA	1,51,800	18,21,600	1,51,800	18,21,600	
Education Allowance	200	2,400	200	2,400	
Special Allowance	66,782	8,01,384	66,782	8,01,384	
Sub-Total A	3,70,582	44,46,984	3,70,582	44,46,984	
Conveyance Allowance	25,000	3,00,000	25,000	3,00,000	
Medical Allowance	1,250	15,000	1,250	15,000	
Maintenance Allowance	25,000	3,00,000	71,000	8,52,000	
Sub-Total B	51,250	6,15,000	97,250	11,67,000	



Particulars	ars Existing Remuneration		Revised Remuneration	
	Per month	Per Annum	Per month	Per Annum
Annual Benefits				
LTA	12,650	1,51,800	12,650	1,51,800
Bonus / Ex-gratia	-	-	-	-
Sub-Total C	12,650	1,51,800	12,650	1,51,800
Retirement Benefits				
Provident Fund	18,216	2,18,592	18,216	2,18,592
Gratuity	7,302	87,624	7,302	87,624
Sub-Total D	25,518	3,06,216	25,518	3,06,216
Grand Total (A + B + C + D)	4,60,000	55,20,000	5,06,000	60,72,000

## PART A:

- (i) Perquisites shall be valued and taxed as per the provisions of the Income Tax Act, 1961.
- (ii) Contribution to the Provident Fund, Superannuation Fund or Annuity Fund will not be included in the computation of the ceiling on remuneration as per Section 197 read with Schedule V of the Companies Act, 2013.

## PART B:

## (i) Reimbursement of expenses:

Reimbursement of all expenses actually and properly incurred by him in the course of discharging official duties of the Company.

## Other terms:

Job Profile	:	1	ring the period of his service with the Company, the Whole-Time Director designated as Executive Director ance shall:
	:	a)	perform, observe and conform to such orders and instructions as may from time to time be reasonably given or communicated to him by the Board of Directors of the Company;
	:	b)	in all respects carry out and use his best endeavors in carrying out the objects of the Company diligently and faithfully serve the Company, promote and protect its interest in all things to the best of his ability and judgment, and use his best endeavors to further its interests and to increase its business; and
	:	c)	devote the whole of his time and attention to the business of the Company during the normal office and/ or working hours of the Company and otherwise as in the opinion of the Board of Directors may be reasonably necessary for the diligent performance of his duties, and shall not in any way be engaged in, concerned directly or indirectly with any other company, business or trade (subsidiaries and associate companies excepted and otherwise than as the holder of shares or debentures in any company) without the consent of the Board of Directors of the Company
Other Terms	:	a)	So long as Mr. Sandeep Sheth functions as the Whole-Time Director designated as Executive Director Finance he shall not be paid any sitting fees for attending the Meetings of the Board of Directors or the Committee(s) thereof
	:	b)	He shall be liable to retire by rotation
	:	c)	He shall be entitled to be compensated for loss of office to the extent permissible under the Companies Act, 2013 if, during the currency of this Agreement, the tenure of his office be determined for reasons other than due to change in the management or necessitated by Strategic Debt Restructuring or those specified in Section 202 of the Companies Act, 2013.
	:	d)	His appointment, re-appointment, duties, responsibilities and remuneration shall be in conformity with the Companies Act, 2013 (including any amendment thereto), SEBI (Listing Obligations and Disclosures Requirements) Regulations 2015 and all such other applicable laws.
		e)	Such other terms and conditions as may be recommended by the Nomination and Remuneration Committee and as may be approved by the Board.

The aggregate of the remuneration and perquisites / benefits, including contributions towards Provident Fund, Superannuation Fund and Gratuity Fund, payable to the Whole-time Directors of the Company taken together, shall be within the limit prescribed under the Companies Act, 2013, or any amendment thereto or modification thereof ('the **Act**').



Additional Disclosure as per Part II Section II (B) para (iv) of second proviso of Schedule V of the Companies Act, 2013 are as under:

## I. General Information:

- 1. Nature of Industry: Infrastructure Developer
- 2. Date of commencement of Commercial production: Not Applicable
- 3. In case of new companies, expected date of commencement of activities as per project of activities as per project approved by Financial Institutions appearing in the Prospectus: Not Applicable
- 4. Financial Performance based on given indicators:

(Rs. In Crores)

(Rs. In Lakhs)

Sr. no.	Particulars	2022-23	2021-22	2020-21
1	Total Income	238.31	41.46	175.24
2	Profit (Loss) before Tax	(907.65)	(1,179.28)	(795.47)
3	Profit (Loss) after Tax	(897.18)	(1,180.51)	(794.72)

5. Foreign Investments or Collaborations, if any:

## II. Information About Mr. Sandeep Sheth As Executive Director:

1. Background details:

Mr. Sandeep Sheth is an eminent Chartered Accountant having post graduate degrees of Chartered Accountant (ICAI), Company Secretary (ICSI) and Masters in Finance (ICFAI). He has 26 years of rich experience in various industries, post qualification of CA and is associated with the Gammon group since last 15 years.

2. Past remuneration:

Financial Year	Remuneration Paid
2022-23	34.27

- 3. Recognition or awards: Nil
- 4. Job profile and his suitability: He has worked closely with the Board & top management in devising a financial strategy that supported the company's business strategy. He also has in depth knowledge in Accounts, Finance and various laws. He has also acted as the member of the management team for the Company's strategy, growth, and execution.
- 5. Remuneration proposed: The remuneration payable to Mr. Sheth is revised from Rs.55.20 Lakhs per annum to Rs.60.72 Lakhs per annum.
- 6. The remuneration paid / proposed to be paid is comparable and competitive, considering the industry size of the Company, the managerial position and taking into account his performance and the role and responsibilities entrusted to him.
- 7. Pecuniary relationship directly or indirectly with the Company or relationship with the Managerial Personnel, if any: Except the remuneration and perquisites as stated above, he has no other direct or indirect pecuniary relationship with the Company or Managerial Personnel. Mr. Sheth does not hold any equity shares of the Company.

#### III. Other Information:

- 1. Reasons of loss or inadequate profits: The Company's operations have been affected in the last few years by various factors including liquidity crunch, unavailability of resources on timely basis, delays in execution of projects, delays in land acquisition, operational issues etc. The Company's overseas operations are characterized due to weak order booking, paucity of working capital and uncertain business environment. The facilities of the Company with the Secured lenders are presently marked as NPA since June 2017. The liquidity crunch has resulted in several winding up petitions being filed against the Company by various stakeholders for recovery of the debts which the Company has been settling as per the mutually agreed repayment terms. The liquidity crunch is affecting the Company's operation with increasing severity. The Secured lenders have recalled the various facilities, initiated recovery suits in the Debt Recovery Tribunals as well as filing a winding up petition with the National Company Law Tribunal, Mumbai bench under the Insolvency and Bankruptcy code. However the secured lenders who had invoked winding up petition has withdrawn the said petition from the Hon'ble National Company Law Tribunal, Mumbai Bench.
- 2. Steps taken or proposed to be taken for improvement: The Company is in its advanced stage of resolution process and is confident to receive the majority sanction of the consortium of lenders shortly. Further post sanction of resolution plan and subsequent to the investor infusing further funds in the company, the company is sure to revive as an EPC Company. Although realization of the arbitration awards continues to remain a big challenge the company and its management strives its best to obtain the awards proceeds expeditiously to enable the lenders and its other customer endevour its faith back in the company.



- 3. Expected increase in productivity and profits in measurable terms: During the Financial Year 2022-23, the turnover of the Company on a Standalone basis stood at Rs.101.48 Crores (PY Rs.27.66 Crores). During the Financial Year 2022-23, the Company posted a Net Loss after Tax of Rs.1,540.08 Crores (PY Rs.1,085.75 Crores). On a Consolidated basis, the turnover of Gammon Group during the FY 2022-23 stood at Rs.115.05 Crores (PY Rs.27.85 Crores) and the Group posted a Net Loss after Tax of Rs.897.18 Crores (PY Rs.1,180.51 Crores).
- 4. Since Mr. Sheth shall draw remuneration from the Company, prior approval of the lenders of the Company has been obtained before obtaining the approval in the general meeting in compliance of Schedule V to the Companies Act, 2013.

Accordingly, your approval by way of a special resolution is being sought for revision in remuneration of Mr. Sheth as Executive Director.

Mr. Sheth is interested in the resolution pertaining to revision of his remuneration as an Executive Director. Relatives of Mr. Sheth may be deemed to be concerned or interested in the said resolution to the extent of their shareholding interest, if any, in the Company. None of the other Directors or key managerial personnel of the Company or their relatives is, in any way, concerned or interested, financially or otherwise, in the said resolution.

## Item No. 7

Members are hereby informed that the Board on the recommendation of the Audit Committee appointed Mr. Pradip Damania, Cost Accountant (Membership No. 101607) as the Cost Auditor of the Company for the Financial Year 2022-23 in order to conduct audit of Cost Accounting Records maintained by the Company in respect of the Company's Civil Engineering, Procurement and Construction business at a remuneration of Rs.70,000/- (Rupees Seventy Thousand only) per annum exclusive of reimbursement of conveyance expenses at actuals and Service Tax/GST as applicable.

Pursuant to Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the remuneration proposed to be paid to the Cost Auditor is required to be ratified by the shareholders.

The Board recommends the passing of the Ordinary Resolution at Item No. 7 of the accompanying Notice for Members approval. None of the Directors and / or Key Managerial Personnel of the Company or their respective relatives are concerned or interested in the passing of the above resolution.

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

> > Sandeep Sheth Executive Director (DIN: 08781589)

Date: 20th February, 2024 Place: Mumbai

## **Registered Office:**

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



# ANNEXURE

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

Name of Director	Mr. Radhakrishnan Nair	Mr. Mahendra Shah	Mr. Kashi Nath Chatterjee
Date of Birth & Age (in years)	18/05/1959 (64 years)	06/12/1955 (68 years)	11/08/1949 (74 years)
Date of First Appointment on Board			3 <sup>rd</sup> May, 2021
Qualification	Mr. Radhakrishnan Nair has done Diploma in Civil Engineering from Kerala Technical Education Board (1980)	B.E. (CIVIL), Gujarat University Diploma in Finance Management and Operations Research for Management, Bombay University PG Diploma in Construction Management, NICMAR Adv. Diploma in EKS from Baroda Productivity Council Diploma in Basic Finance, ICFAI	B. Tech from IIT, Kanpur Civil Engineering, Kolkata
Number of shares held	Nil	Nil	Nil
Expertise in specific functional areas	Management, Contract Administration & Management, Site & Construction Management / Resource Planning	Construction of Bridges & Marine Structures, High Rise Buildings & Real Estate integrated townships, Roads and Infrastructure Projects, Business Development & Tender Negotiation, Corporate Strategic Planning & Finance Management, Procurement of High-Value Materials and Equipment from domestic and international market, Contract Administration, Claim Management and Arbitration	Profound knowledge and high professional expertise and experience in the construction & management of bridges, highways, arbitration references & DRB in contracts, handling arbitrations in engineering contracts
Directorships held in other listed companies	Nil	Nil	Nil
Committee Positions held in other companies (Audit & Stakeholders Relationship) held in other companies	Nil	Nil	Nil

## NOTES:

## 1. VIRTUAL MEETING

In view of circulars issued by the Ministry of Corporate Affairs ("**MCA**") vide General Circular nos. 14/2020, 17/2020, 39/2020, 20/2021, 3/2022 and 09/2023 dated April 8, 2020, April 13, 2020, December 31, 2020, December 8, 2021, May 5, 2022 and September 25, 2023 respectively, the forthcoming Annual General Meeting ('**AGM**') will be held through video conferencing ('**VC**') or other audio visual means ('**OAVM**'). Hence, members can attend and participate in the ensuing AGM through VC / OAVM.

Further, the Securities and Exchange Board of India ("**SEBI**") *vide* its Circular no. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 ("**SEBI Circular**") has granted further relaxations to ensure the AGM is conducted effectively. In compliance with the provisions of the Act, SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**") and MCA Circulars, the AGM of the Company is being held through VC/ OAVM.

The deemed venue for the AGM will be place from where the Chairman of the Board conducts the meeting. Since the AGM will be held through VC / OAVM, the route map of the venue of the Meeting is not annexed hereto.



# 2. ELECTRONIC COPY OF ANNUAL REPORT AND NOTICE OF ANNUAL GENERAL MEETING

- a) The AGM has been convened through VC / OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA General Circular nos. 14/2020, 17/2020, 39/2020, 20/2021, 3/2022 and 09/2023 dated April 8, 2020, April 13, 2020, December 31, 2020, December 8, 2021, May 5, 2022 and September 25, 2023, respectively. In view of the afore-mentioned general circulars, the Notice of the AGM is being sent to the members of the Company only by email. It is clarified that if a member fails to provide or update relevant e-mail address to the Company or to the depository participant, as the case may be the Company will not be in default for not delivering the notice via e-mail.
- b) Members may note that the Notice and Annual Report 2022-23 will also be available on the Company's website www. gammonindia.com websites of the Stock Exchanges, i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and website of Link Intime India Private Limited ("LIIPL") i.e. www.instavote.linkintime.co.in.

## 3. STATEMENT UNDER SECTION 102 OF THE ACT

The Explanatory Statement in terms of the provisions of Section 102(1) of the Act, which sets out details relating to special business to be transacted at the meeting forms part of this notice.

## 4. PROXY

The AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM. Hence, the Proxy Form and Attendance Slip are not annexed to this Notice.

# 5. AUTHORISED REPRESENTATIVE

Institutional / Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/ JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the AGM through VC / OAVM on its behalf and to vote through remote e-voting.

The said Resolution / Authorization shall be sent to the Scrutinizer by e-mail through its registered e-mail address to Mr. Mitesh Shah at <u>team@mjshah.com</u> with a copy marked to the Company Secretary at <u>investors@gammonindia.com</u>, not less than 48 (forty eight) hours before the commencement of the AGM i.e. by 2:30 p.m. on Tuesday, 26th March, 2024.

## 6. DOCUMENTS OPEN FOR INSPECTION

Relevant documents referred to in the accompanying notice and the statement pursuant to Section 102(1) of the Act, are uploaded on the website of the Company at: www.gammonindia.com.

Documents required to be kept open for inspection by the Members at the AGM in terms of the applicable laws, shall be made available on <u>www.instameet.linkintime.co.in.</u>

## 7. E-VOTING

Pursuant to Section 108 of the Act, rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, Regulation 44 of SEBI Listing Regulations and the MCA Circulars, the Company is pleased to provide the facility to Members to exercise their right to vote, on the resolutions proposed to be passed at AGM, by electronic means.

The Company has engaged the services of LIIPL to provide the remote e-voting facility on InstaVote and the e-voting system on the date of the AGM on InstaMeet.

The Company has appointed Mr. Mitesh Shah, Company Secretaries (FCS No. 10070), to act as the Scrutinizer and to scrutinize the entire e-voting process (i.e. remote e-voting and e-voting at the AGM) in a fair and transparent manner.

#### 8. TRANSFER OF UNPAID / UNCLAIMED DIVIDEND AND RELATED SHARES TO IEPF

The Company did not pay any amount as dividend since the financial year 2012-13 onwards. Hence there is no pending dividend which is outstanding to be transferred to IEPF authorities pursuant to the provisions of Section 124 of the Companies Act, 2013.



9. E-VOTING

## **REMOTE E-VOTING: IMPORTANT DATES**

Cut-off date :	
For determining the Members entitled to vote on the resolutions set forth in this notice.	Thursday, 21st March, 2024
Remote e-voting period	Commence from:
During this period shareholders' of the Company, holding shares, as on the cut-off	Monday, 25th March, 2024
date (record date) of 9th February, 2024 may cast their vote electronically. The e-voting	End at
module shall be disabled by LIIPL for voting thereafter.	Wednesday, 27th March, 2024
URL for remote e-voting	https://instavote.linkintime.co.in

Remote E-Voting for shareholders post change in the Login mechanism for Individual shareholders holding securities in demat mode, pursuant to SEBI circular dated December 9, 2020:

As per the SEBI circular dated December 9, 2020, individual shareholders holding securities in demat mode can register directly with the depository or will have the option of accessing various ESP portals directly from their demat accounts.

## Login method for Individual shareholders holding securities in demat mode is given below:

## **METHOD 1 - If registered with NSDL IDeAS facility**

## Users who have registered for NSDL IDeAS facility:

- a) Visit URL: https://eservices.nsdl.com\_and click on "Beneficial Owner" icon under "Login".
- b) Enter user id and password. Post successful authentication, click on "Access to e-voting".
- c) Click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

## OR

## User who have not registered for NSDL IDeAS facility:

- a) To register, visit URL: <u>https://eservices.nsdl.com</u> and select "Register Online for IDeAS Portal" or click on <u>https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</u>."
- b) Proceed with updating the required fields.
- c) Post registration, user will be provided with Login ID and password.
- d) After successful login, click on "Access to e-voting".
- e) Click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

## METHOD 2 - By directly visiting the e-voting website of NSDL:

- a) Visit URL: <u>https://www.evoting.nsdl.com/</u>
- b) Click on the "Login" tab available under 'Shareholder/Member' section.
- c) Enter User ID (i.e., your sixteen-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen.
- d) Post successful authentication, you will be re-directed to NSDL depository website wherein you can see "Access to e-voting".
- e) Click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

#### Individual Shareholders holding securities in demat mode with CDSL:

## METHOD 1 - If registered with CDSL Easi/Easiest facility

#### Users who have registered for CDSL Easi/Easiest facility.

- a) Visit URL: https://web.cdslindia.com/myeasitoken/home/login or www.cdslindia.com.
- b) Click on New System Myeasi
- c) Login with user id and password
- d) After successful login, user will be able to see e-voting menu. The menu will have links of e-voting service providers i.e., LINKINTIME, for voting during the remote e-voting period.
- e) Click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.



## OR

# Users who have not registered for CDSL Easi/Easiest facility.

- a) To register, visit URL: https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration
- b) Proceed with updating the required fields.
- c) Post registration, user will be provided Login ID and password.
- d) After successful login, user able to see e-voting menu.
- e) Click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

# METHOD 2 - By directly visiting the e-voting website of CDSL.

- a) Visit URL: https://www.cdslindia.com/
- b) Go to e-voting tab.
- c) Enter Demat Account Number (BO ID) and PAN No. and click on "Submit".
- d) System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account
- e) After successful authentication, click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

## Individual Shareholders holding securities in demat mode with Depository Participant:

Individual shareholders can also login using the login credentials of your demat account through your depository participant registered with NSDL/CDSL for e-voting facility.

- a) Login to DP website
- b) After Successful login, members shall navigate through "e-voting" tab under Stocks option.
- c) Click on e-voting option, members will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-voting menu.
- d) After successful authentication, click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

## Login method for Individual shareholders holding securities in physical form is given below:

Individual Shareholders of the company, holding shares in physical form as on the cut-off date for e-voting may register for e-Voting facility of Link Intime as under:

- 1. Open the internet browser and launch the URL: https://instavote.linkintime.co.in
- 2. Click on "Sign Up" under 'SHARE HOLDER' tab and register with your following details: -
- A. User ID: Shareholders holding shares in physical form shall provide Event No + Folio Number registered with the Company.
- **B. PAN:** Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.
- C. DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company in DD/MM/ YYYY format)
- D. Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company.

\*Shareholders/ members holding shares in **physical form** but have not recorded 'C' and 'D', shall provide their Folio number in 'D' above

- 1. Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$&\*), at least one numeral, at least one alphabet and at least one capital letter).
- 2. Click "confirm" (Your password is now generated).
- 3. Click on 'Login' under 'SHARE HOLDER' tab.
- 4. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on 'Submit'.

## Cast your vote electronically:

- 1. After successful login, you will be able to see the notification for e-voting. Select 'View' icon.
- 2. E-voting page will appear.
- 3. Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the 'View Resolution' file link).



4. After selecting the desired option i.e. Favour / Against, click on **'Submit'**. A confirmation box will be displayed. If you wish to confirm your vote, click on **'Yes'**, else to change your vote, click on **'No'** and accordingly modify your vote.

## **Guidelines for Institutional shareholders:**

## STEP 1 – Registration

- a) Visit URL: https://instavote.linkintime.co.in
- b) Click on Sign up under "Corporate Body/ Custodian/Mutual Fund"
- c) Fill up your entity details and submit the form.
- d) A declaration form and organization ID is generated and sent to the Primary contact person email ID (which is filled at the time of sign up at Sr.No. 2 above). The said form is to be signed by the Authorised Signatory, Director, Company Secretary of the entity & stamped and sent to insta.vote@linkintime.co.in.
- e) Thereafter, Login credentials (User ID; Organisation ID; Password) will be sent to Primary contact person's email ID.
- f) While first login, entity will be directed to change the password and login process is completed.

## STEP 2 –Investor Mapping

- a) Visit URL: <u>https://instavote.linkintime.co.in</u> and login with credentials as received in Step 1 above.
- b) Click on "Investor Mapping" tab under the Menu Section
- c) Map the Investor with the following details:
- a. 'Investor ID'
  - *i.* Members holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678
  - ii. Members holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.
- b. 'Investor's Name Enter full name of the entity.
- c. 'Investor PAN' Enter your 10-digit PAN issued by Income Tax Department.
- d. 'Power of Attorney' Attach Board resolution or Power of Attorney. File Name for the Board resolution/Power of Attorney shall be DP ID and Client ID. Further, Custodians and Mutual Funds shall also upload specimen signature card.
- d) Click on Submit button and investor will be mapped now.
- e) The same can be viewed under the "Report Section".

## STEP 3 – Voting through remote e-voting.

The corporate shareholder can vote by two methods, once remote e-voting is activated:

## **METHOD 1 - VOTES ENTRY**

- a) Visit URL: <u>https://instavote.linkintime.co.in</u> and login with credentials as received in Step 1 above.
- b) Click on 'Votes Entry' tab under the Menu section.
- c) Enter Event No. for which you want to cast vote. Event No. will be available on the home page of Instavote before the start of remote evoting.
- d) Enter '16-digit Demat Account No.' for which you want to cast vote.
- e) Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the 'View Resolution' file link).
- f) After selecting the desired option i.e., Favour / Against, click on 'Submit'.
- g) A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote. (Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

## OR

## VOTES UPLOAD:

- a) Visit URL: <u>https://instavote.linkintime.co.in</u> and login with credentials as received in Step 1 above.
- b) You will be able to see the notification for e-voting in inbox.
- c) Select 'View' icon for 'Company's Name / Event number '. E-voting page will appear.
- d) Download sample vote file from 'Download Sample Vote File' option.



- cast your vote by selecting your desired option 'Favour / Against' in excel and upload the same under 'Upload Vote File' option.
- f) Click on 'Submit'. 'Data uploaded successfully' message will be displayed. (Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

## Helpdesk for Individual Shareholders holding securities in physical mode/ Institutional shareholders:

Shareholders facing any technical issue in login may contact Link Intime INSTAVOTE helpdesk by sending a request at <u>enotices@</u> <u>linkintime.co.in</u> or contact on: - Tel: 022 – 4918 6000.

## Helpdesk for Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode may contact the respective helpdesk for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 22- 23058542-43.

#### Individual Shareholders holding securities in Physical mode has forgotten the password:

If an Individual Shareholders holding securities in Physical mode has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on the e-Voting website of Link Intime: <u>https://instavote.linkintime.co.in</u>

- o Click on 'Login' under 'SHARE HOLDER' tab and further Click 'forgot password?'
- o Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on "SUBMIT".

In case shareholders are having valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above. The password should contain minimum 8 characters, at least one special character (@!#\$&\*), at least one numeral, at least one alphabet and at least one capital letter.

<u>User ID for Shareholders holding shares in Physical Form (i.e. Share Certificate)</u>: Your User ID is Event No + Folio Number registered with the Company

#### Individual Shareholders holding securities in demat mode with NSDL/ CDSL has forgotten the password:

Shareholders who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned depository/ depository participants website.

- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular "Event".



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# InstaVote Support Desk

# Link Intime India Private Limited

# Process and manner for attending the Annual General Meeting through InstaMeet:

Open the internet browser and launch the URL: https://instameet.linkintime.co.in & Click on "Login".

- · Select the "Company" and 'Event Date' and register with your following details: -
- A. Demat Account No. or Folio No: Enter your 16 digit Demat Account No. or Folio No
- · Shareholders/ members holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID
- Shareholders/ members holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID
- · Shareholders/ members holding shares in physical form shall provide Folio Number registered with the Company
- **B. PAN:** Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.
- C. Mobile No.: Enter your mobile number.
- D. Email ID: Enter your email id, as recorded with your DP/Company.
  - Click "Go to Meeting" (You are now registered for InstaMeet and your attendance is marked for the meeting).

<u>Please refer the instructions (annexure) for the software requirements and kindly ensure to install the same on the device which would be used to attend the meeting. Please read the instructions carefully and participate in the meeting. You may also call upon the InstaMeet Support Desk for any support on the dedicated number provided to you in the instruction/ InstaMEET website.</u>

## Instructions for Shareholders/ Members to Speak during the Annual General Meeting through InstaMeet:

- 1. Shareholders who would like to speak during the meeting must register their request 3 days in advance with the company on investors@gammonindia.com .
- 2. Shareholders will get confirmation on first cum first basis depending upon the provision made by the client.
- 3. Shareholders will receive "speaking serial number" once they mark attendance for the meeting.
- 4. Other shareholder may ask questions to the panellist, via active chat-board during the meeting.
- 5. Please remember speaking serial number and start your conversation with panellist by switching on video mode and audio of your device.

Shareholders are requested to speak only when moderator of the meeting/ management will announce the name and serial number for speaking.

## Instructions for Shareholders/ Members to Vote during the Annual General Meeting through InstaMeet:

Once the electronic voting is activated by the scrutinizer/ moderator during the meeting, shareholders/ members who have not exercised their vote through the remote e-voting can cast the vote as under:

- 1. On the Shareholders VC page, click on the link for e-Voting "Cast your vote"
- 2. Enter your 16 digit Demat Account No. / Folio No. and OTP (received on the registered mobile number/ registered email Id) received during registration for InstaMEET and click on 'Submit'.
- 3. After successful login, you will see "Resolution Description" and against the same the option "Favour/ Against" for voting.
- 4. Cast your vote by selecting appropriate option i.e. "Favour/Against" as desired. Enter the number of shares (which represents no. of votes) as on the cut-off date under 'Favour/Against'.
- After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on "Save". A confirmation box will be displayed. If you wish to confirm your vote, click on "Confirm", else to change your vote, click on "Back" and accordingly modify your vote.
- 6. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

**Note**: Shareholders/ Members, who will be present in the Annual General Meeting through InstaMeet facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting facility during the meeting. Shareholders/ Members who have voted through Remote e-Voting prior to the Annual General Meeting will be eligible to attend/ participate in the Annual General Meeting through InstaMeet. However, they will not be eligible to vote again during the meeting.

Shareholders/ Members are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for better experience.



Shareholders/ Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

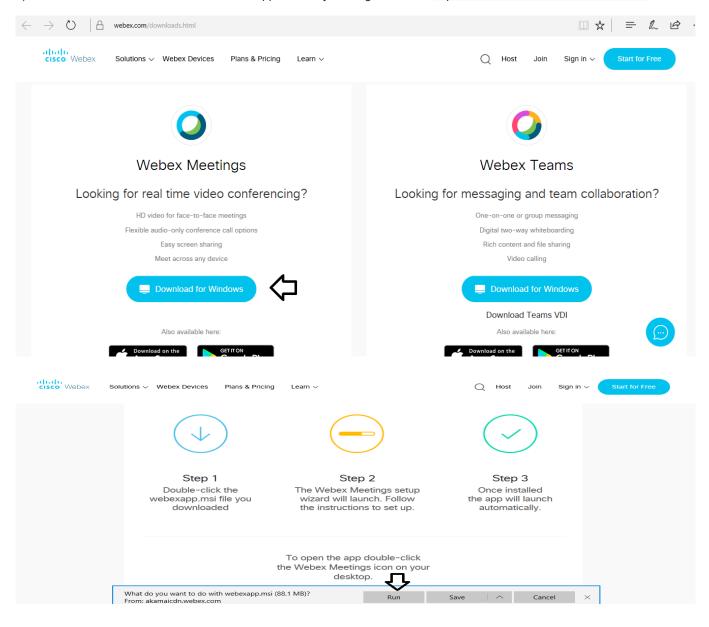
Please note that Shareholders/ Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-FI or LAN connection to mitigate any kind of aforesaid glitches.

In case shareholders/ members have any queries regarding login/ e-voting, they may send an email to <u>instameet@linkintime.co.in</u> or contact on: - Tel: 022-49186175.

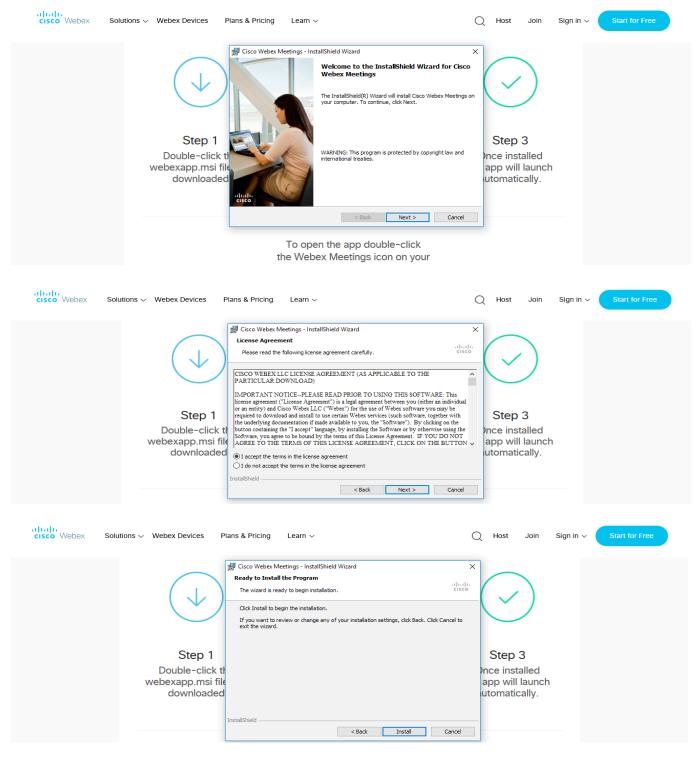
#### Guidelines to attend the AGM proceedings of Link Intime India Pvt. Ltd.: InstaMEET

For a smooth experience of viewing the AGM proceedings of Link Intime India Pvt. Ltd. InstaMEET, shareholders/ members who are registered as speakers for the event are requested to download and install the Webex application in advance by following the instructions as under:

a) Please download and install the Webex application by clicking on the link https://www.webex.com/downloads.html/









## or

If you do not want to download and install the Webex application, you may join the meeting by following the process mentioned as under: b)

Step 1	Enter your First Name, Last Name and Email ID and click on Join Now.
1 (A)	If you have already installed the Webex application on your device, join the meeting by clicking on Join Now
1 (B)	If Webex application is not installed, a new page will appear giving you an option to either Add Webex to chrome or <u>Run a temporary application</u> . Click on <u>Run a temporary application</u> , an exe file will be downloaded. Click on this exe file to run the application and join the meeting by clicking on Join Now

cisco Webex

Event Information:			English : Mumbai Time
Event status:	Join Event Now		
Date and time:	You cannot join the ev	ent now because it has not started.	
Duration:	First name:		Mention your First
Description:	Last name:		name, Last name and
	Email address:		email address
	Event password:		
By joining this event, you are accepting the Cisco Webex <u>Terms of Service</u> and <u>Privacy</u> <u>Statement</u> .			
		Join Now	
		If you are the host, start your event.	

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