



RESULT OF POSTAL BALLOT

Pursuant to the provisions of Section 192A of the Companies Act, 1956, read with the Companies (Passing of Resolution by Postal Ballot) Rules, 2011, Notice dated 25th November, 2013 was dispatched by the Company to all the Members along with the Postal Ballot form for seeking their assent/dissent to the following Resolutions:

1. Special resolution for approving CDR package.
2. Ordinary Resolution under Section 94 of the Companies Act, 1956, for increase in the Authorized Share Capital of the Company.
3. Ordinary Resolution under Section 16 of the Companies Act, 1956, for amendment to the Memorandum of Association of the Company.
4. Special Resolution under Section 31 of the Companies Act, 1956, for amendment to the Articles of Association of the Company.
5. Special Resolution under Section 81(3) of the Companies Act, 1956, providing an option for conversion of restructured debts of the Company into equity shares.
6. Special Resolution under Section 81(1A) of the Companies Act, 1956, for issue of equity shares to the CDR Lenders on preferential basis on conversion of Working Capital Term Loan and Funded Interest Term Loan.
7. Special Resolution under Section 81(1A) of the Companies Act, 1956, for issue of equity shares to the CDR Lenders on preferential basis on conversion of balance fund based facilities.
8. Special Resolution under Section 180(1)(c) of the Companies Act, 2013 authorizing the Board of Directors to borrow in excess of the aggregate of the paid-up capital and free reserves of the Company.
9. Special Resolution under Section 180(1)(a) of the Companies Act, 2013 authorizing the Board of Directors to create charge/mortgage/ hypothecation on all or any of the movable/immovable properties of the Company.

The Board of Directors had appointed Mr. V. V. Chakradeo of M/s. V. V. Chakradeo & Co., Company Secretaries, Mumbai as the Scrutinizer for conducting the Postal Ballot process. The Postal Ballots were duly scrutinized by the Scrutinizer and the Report dated 31st December, 2013 was submitted by him. As per the said report, the Company has in all received 390 physical ballot papers and 79 by electronic mode. Since some shareholders have adopted differential voting pattern to cast their votes in respect of each resolution, the number of postal ballots in respect of each resolution varies with the total postal ballots mentioned hereinbefore.

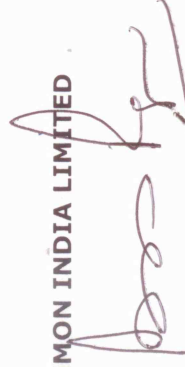
Based on the said Report of the Scrutinizer, the results of voting by Postal Ballot are declared as hereunder:

Description	Resolution No. 1		Resolution No. 2		Resolution No. 3		Resolution No. 4		Resolution No. 5	
	No. of ballot forms	No. of shares	No. of ballot forms	No. of shares	No. of ballot forms	No. of shares	No. of ballot forms	No. of shares	No. of ballot forms	No. of shares
Total number of physical ballot forms received.	315	14,594,568	387	14,625,308	382	14,624,423	381	14,624,373	382	14,624,423
Total number of electronic ballot forms received.	79	42,022,749	79	42,022,749	78	42,021,249	78	42,021,249	78	42,022,739
Number of invalid physical ballot forms.	11	406,650	13	409,457	12	408,957	12	408,957	12	408,957
Number of invalid electronic ballot forms.	2	110	2	110	2	110	2	110	1	100
Number of valid physical ballot forms.	304	14,187,918	374	14,215,851	370	14,215,466	369	14,215,166	370	14,215,116
Number of valid electronic ballot forms.	77	42,021,613	77	42,021,113	76	42,020,113	76	42,020,113	77	42,021,513
Votes in favour of the resolution (both, physical & electronic)	354	56,192,230	411	56,118,572	411	56,116,813	407	56,116,703	402	56,115,950
Votes against the resolution (both, physical & electronic)	27	17,301	40	118,892	35	118,766	38	118,101	45	120,679
Percentage of votes cast in favour of the resolution (both, physical & electronic)	99.97		99.79		99.79		99.79		99.79	

Description	Resolution No. 6		Resolution No. 7		Resolution No. 8		Resolution No. 9	
	No. of ballot forms	No. of shares	No. of ballot forms	No. of shares	No. of ballot forms	No. of shares	No. of ballot forms	No. of shares
Total number of physical ballot forms received.	383	14,624,653	383	14,624,653	382	14,624,253	384	14,626,683
Total number of electronic ballot forms received.	77	42,021,239	77	42,021,239	78	42,022,739	78	42,022,739
Number of invalid physical ballot forms.	13	409,707	13	409,707	12	408,957	12	408,957
Number of invalid electronic ballot forms.	1	100	1	100	1	100	1	100
Number of valid physical ballot forms.	370	14,214,911	370	14,214,911	370	14,215,261	372	14,217,299
Number of valid electronic ballot forms.	76	42,020,109	76	42,020,058	77	42,020,560	77	42,021,060
Votes in favour of the resolution (both, physical & electronic)	399	56,107,542	397	56,106,731	390	51,890,863	394	51,991,493
Votes against the resolution (both, physical & electronic)	47	127,478	49	128,238	57	4,344,958	55	4,246,866
Percentage of votes cast in favour of the resolution (both, physical & electronic)	99.77		99.77		92.27		92.45	

On the basis of the report submitted by the Scrutinizer, I, Abhijit Rajan - Chairman & Managing Director hereby declare that all the resolutions from Item Nos. 1 & 9 above as passed by requisite majority.

For GAMMON INDIA LIMITED



ABHIJIT RAJAN
CHAIRMAN & MANAGING DIRECTOR

Place: Mumbai

Date: 31st December, 2013

