



3<sup>rd</sup> December, 2016

To,

**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,

**Sub: Submission of results in respect of Court Convened Meeting of the Equity Shareholders of the Company held on 2<sup>nd</sup> December, 2016 for approving the Scheme of Arrangement between Gammon India Limited and Transrail Lighting Limited and their respective Shareholders and Creditors.**

We wish to inform you that pursuant to the Order dated 27<sup>th</sup> October, 2016 in the Company Summons for Direction no. 835 of 2016, by the Hon'ble High Court of Bombay, a Court Convened Meeting (CCM) of the equity shareholders of Gammon India Limited (the Company) was held on 2<sup>nd</sup> December, 2016 to consider and if thought fit, approve with or without modification the proposed Scheme of Arrangement between Gammon India Limited ('GIL' or 'the Transferor Company') and Transrail Lighting Limited ('TLL' or 'the Transferee Company') and their Respective Shareholders and Creditors ('the Scheme' or 'this Scheme').

In this connection we wish to inform you that the Members of the Company have duly approved the Scheme with requisite majority, based on the Scrutinizer's report on e-voting and poll conducted at the meeting.

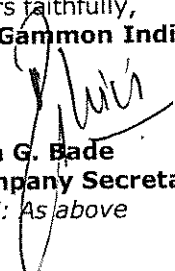
Details of the voting results are enclosed for your information and record as under:

- Voting results of remote e-voting and poll conducted at the venue as required under Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 - **Annexure 1;**
- Scrutinizer's Report dated 3<sup>rd</sup> December, 2016 issued by the Scrutinizer pursuant to Section 109 of the Companies Act, 2013 and Rule 21(2) of the Companies (Management and Administration) Rules, 2014 - **Annexure 2;**

Request you to take the above on record and oblige.

If you require any further clarifications/information, we would be happy to provide the same.

Yours faithfully,  
For **Gammon India Limited**

  
**Gita G. Bade**  
**Company Secretary**  
Encl: As above

1

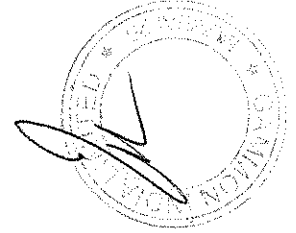
**GAMMON INDIA LIMITED**

**An ISO 9001 Company**

GAMMON HOUSE, VEER SAVARKAR MARG, P. O. BOX NO. 9129, PRABHADEVI, MUMBAI-400 025. INDIA.  
Telephone : 91- 22 - 6111 4000 • 2430 6761 • Fax : 91 - 22 - 2430 0221 • 2430 0529  
E-Mail : gammon@gammonindia.com • Website : www.gammonindia.com

CIN: L74999MH1922PLC000997





<b>Gammon India Limited</b>									
Court Convened Meeting of the Equity Shareholders of Gammon India Limited held on 2nd December 2016 at Textile Committee, P. Balu Road, Prabhadevi Chowk, Prabhadevi, Mumbai 400 025 at 2.00 pm.									
Whether promoter/ promoter group are interested in the agenda/resolution? <b>NO</b>									
Resolution Required : (Special)	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
Promoter and Promoter Group	E-Voting			44303699	93.4536	44303699	0	100.0000	0.0000
	Poll		47407154	0	0.0000	0	0	0.0000	0.0000
	Postal Ballot			0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>			<b>44303699</b>	<b>93.4536</b>	<b>44303699</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting			193984055	77.8832	192884055	1100000	99.4329	0.5671
	Poll		249070332	31971456	12.8363	31971456	0	100.0000	0.0000
	Postal Ballot			0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>			<b>225955511</b>	<b>90.7195</b>	<b>224855511</b>	<b>1100000</b>	<b>99.5132</b>	<b>0.4868</b>
Public Non Institutions	E-Voting			7760404	10.6168	7760379	25	99.9997	0.0003
	Poll		73095619	573380	0.7844	573370	10	99.9983	0.0017
	Postal Ballot			0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>			<b>8333784</b>	<b>11.4012</b>	<b>8333749</b>	<b>35</b>	<b>99.9996</b>	<b>0.0004</b>
<b>Total</b>			<b>369573105</b>	<b>278592994</b>	<b>75.3824</b>	<b>277492959</b>	<b>1100035</b>	<b>99.6051</b>	<b>0.3949</b>

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**V. V. CHAKRADEO & CO.**

COMPANY SECRETARIES.

B – 301. MATOSHRE RESIDENCY CHS., 65, PRARTHANA SAMAJ ROAD,  
VILE PARLE EAST, MUMBAI 400 057.

TEL 26116821

EMAIL [vvchakra@gmail.com](mailto:vvchakra@gmail.com)

CELL NO. 98200 48732

**Report of Scrutinizer**

**(pursuant to the Section 108 of the Companies Act, 2013 and Rule 20(4)(xii) of the Companies (Management and Administration) Rules, 2014**

3<sup>rd</sup> December, 2016

To

Chairman & Managing Director  
Gammon India Limited  
Gammon House, Veer Savarkar Marg,  
Prabhadevi, Mumbai 400 025.

Dear Sir,

**Sub: Report of Scrutinizer of e-voting in respect of the resolution passed at the Court Convened Meeting of the Equity Shareholders of Gammon India Limited held on 2<sup>nd</sup> December 2016 at Textile Committee, P. Balu Road, Prabhadevi Chowk, Prabhadevi, Mumbai 400 025 at 2.00 pm.**

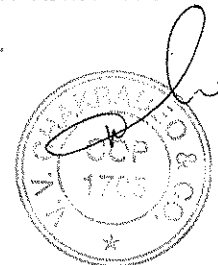
I, V. V. Chakradeo, Practising Company Secretary, having office at B-301, Matoshree Residency CHS., 65, Prarthana Samaj Road, Vile Parle East, Mumbai 400 057, being appointed as the Scrutinizer for scrutinizing the e-voting process in respect of the Court Convened Meeting of the equity shareholders of Gammon India Limited convened pursuant to the Order dated 27<sup>th</sup> October, 2016 of the Hon'ble High Court of Bombay, on Friday, 2<sup>nd</sup> December 2016 at 2.00 p.m. at Textile Committee, P. Balu Road, Prabhadevi Chowk, Prabhadevi, Mumbai 400 025 as well as for scrutinizing the poll taken thereat on the below mentioned resolution, do hereby submit my report as under:

**In respect of votes cast through E-voting facility:**

1. In accordance with the Notice of the Court Convened Meeting of equity shareholders, dated 1<sup>st</sup> November, 2016 sent to the shareholders and the advertisement published pursuant to the Rule 20 (3) (v) of the Companies (Management and Administration) Rules, 2014 (amendment rules 2015) on 9<sup>th</sup> November, 2016 in the Free Press Journal and Navshakti, the e-voting commenced at 9.00 a.m. on Tuesday, 29<sup>th</sup> November 2016 and concluded at 5.00 p.m. on Thursday, 1<sup>st</sup> December 2016.
2. The equity shareholders holding shares as on 26<sup>th</sup> November, 2016, cut-off date, were entitled to vote on the resolution stated in the Notice of the Court Convened Meeting of equity shareholders.
3. The votes were unblocked at 3.00 p. m. on 2<sup>nd</sup> December, 2016 in the presence of Mr. Riddhi Shah and Mr. Rahul Kale who are not employees of the Company and who have signed below as witnesses 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.cdslindia.com/>).

**In respect of votes cast through poll conducted at the Court Convened Meeting of the Company:**

5. On the announcement of commencement of poll by the Chairman, a ballot box kept for polling was locked in my presence and in the presence of all shareholders who were present, with due identification marks placed by me.
6. After the conclusion of the meeting, the locked ballot box was subsequently opened in my presence and in the presence of Mr. Riddhi Shah and Mr. Rahul Kale and poll papers were diligently scrutinized.



# V. V. CHAKRADEO & CO.

COMPANY SECRETARIES.

B - 301. MATOSHRE RESIDENCY CHS., 65, PRARTHANA SAMAJ ROAD,  
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EMAIL vvchakra@gmail.com

CELL NO. 98200 48732

The poll papers were reconciled with the records maintained by the Company/ Registrar and Transfer Agents of the Company and the authorizations lodged with the Company.

7. I hereby state that I have recorded details of all the votes cast by the shareholders by poll and have also checked and verified the same. I have also carried out full count of the votes.
8. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.

The combined results of the votes cast through e-voting and poll are as under:

Item No.	Particulars	Mode	No. of Votes Cast		% of Votes Cast	
			Favour	Against	Favour (%)	Against (%)
1.	To consider and if thought fit, approve with or without modification(s) the proposed arrangement embodied in the scheme of arrangement between Gammon India Limited (GIL or the Transferor Company) and Transrail Lighting Limited (TLL or Transferee Company) and their respective shareholders and creditors (the scheme or this Scheme).	Remote E-voting	244948133	1100025	99.55	0.45
		Poll	32544826	10	100	0
		<b>Total</b>	<b>277492959</b>	<b>1100035</b>	<b>99.61</b>	<b>0.39</b>

9. In view of the aforesaid voting details, I hereby state that the resolution mentioned above and set out in the Notice of Court Convened Meeting of equity shareholders has been passed with requisite majority.

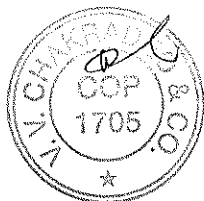
10. All relevant records of votes cast by poll and through e-voting will remain in my custody until the Chairman considers, approves and signs the minutes of the Court Convened Meeting and thereafter the said records will be handed over to the Company.

Thanking you,

Yours faithfully,



V. V. Chakradeo  
COP 1705



Witnesses:

1) RIDDHI SHAH,  
3/28, HEDAVKAR WADINGI,  
OPP. MAHARASHTRA SCHOOL,  
GORHALERD (SOUTH),  
DADAR (WEST),  
MUMBAI - 28.

2) RAHUL KALE  
13/2, CENTURY QTS,  
P. B. MARG, WORLI  
MUMBAI - 400 030

