

## NOTICE

### Extract of the proceedings of the Extra-ordinary General Meeting of the Company held on 17<sup>th</sup> June, 2009.

Pursuant to clause 31 of the Listing Agreement, we reproduce below an extract of the proceedings of the Extra-ordinary General Meeting of the Company held on Wednesday, the 17<sup>th</sup> June, 2009 at 11.00 a.m. at the registered office of the Company at Gammon House, Veer Savarkar Marg, Prabhadevi, Mumbai - 400 025.

At the aforesaid time, the requisite quorum being present, the meeting was called to order. Mr. C.C.Dayal, Independent Director took the Chair and commenced proceedings of the meeting. The following Special Resolutions were passed by the Shareholders:

1. Resolution under Section 31 of the Companies Act, 1956 for alteration of Articles of Association of the Company.
2. Resolution under Section 81 (1A) of the Companies Act, 1956 read with Chapter XIII of the SEBI (Disclosure and Investor Protection) Guidelines, 2000 for issue on Preferential Basis of 1,60,00,000 (One Crore Sixty Lacs) equity warrants ('Equity Warrants') to the following entities;

Sr. No	Name of Allottee	No. of Warrants	Category
1.	Pacific Energy Pvt. Ltd ('PEPL')	30,00,000	Promoter
2.	First Asian Capital Resources Pvt .Ltd ('FACRPL')	65,00,000	Promoter
3.	Devyani Estate & Properties Pvt Ltd ('DEPPL')	65,00,000	Promoter
	(hereinafter collectively referred to as 'Warrant Allottees')		
	<b>Total</b>	<b>1,60,00,000</b>	

entitling the warrant holder from time to time in one or more tranches, at their option to convert the warrants into, and apply for, equal number of equity shares of Re 2/- each for cash at a price of Rs. 90.20 per equity share (including premium of Rs. 88.20 per equity share) in accordance with the Guidelines on Preferential Issue, aggregating to Rs. 144,32,00,000 (Rupees One Hundred Forty Four Crores Thirty Two Lacs only)

You are requested to take note of the aforesaid proceedings of the Extra-Ordinary General Meeting.

Thanking you,

**Yours faithfully,**  
**For Gammon India Limited**

Sd/-

**Gita Bade**  
**Company Secretary**

**Date : 17<sup>th</sup> June 2009**

### **GAMMON INDIA LIMITED**

**An ISO 9001 Company**

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