



27<sup>th</sup> May, 2015

The Bombay Stock Exchange Limited  
1<sup>st</sup> Floor, New Trading Ring,  
Rotunda Building,  
Phiroze Jeejeebhoy Towers,  
Dalal Street, Mumbai – 400 001

The National Stock Exchange of India  
Limited  
The Listing Department  
Exchange Plaza, 5<sup>th</sup> Floor,  
Plot No. C/1, 'G' Block,  
Bandra- Kurla Complex, Bandra (East),  
Mumbai – 400 051

**Scrip Code: 509550 & Scrip ID: GAMMONIND**

Dear Sir,

**Sub: Proceedings of the Extraordinary General Meeting of Gammon India Limited, held on Tuesday, 26<sup>th</sup> May 2015.**

Pursuant to Clause 31 of the Listing Agreement, we reproduce below the proceedings of the Extraordinary General Meeting of Gammon India Limited (the "Company") held on Tuesday, the 26<sup>th</sup> day of May, 2015 at 3.30 p.m. at Ravindra Natya Mandir, P. L. Deshpande Maharashtra Kala Academy, 3<sup>rd</sup> Floor (Mini Theatre), Sayani Road, Prabhadevi, Mumbai – 400 025.

**Sitting on the dias**

Mr. Chandrahas. C. Dayal	Independent Director
Mr. Ajit B. Desai	Executive Director & Chief Executive Officer
Mr. Jagdish Sheth	Independent Director
Mr. Naval Choudhary	Independent Director
Ms. Urvashi Saxena	Independent Director
Ms. Gita Bade	Company Secretary
Mr. Vardhan Dharkar	President (Finance) & Chief Financial Officer

**Members Attendance**

Number of shareholders present in the meeting either in person or through proxy:

Promoters and Promoter Group : 4

Public : 73

**GAMMON INDIA LIMITED**

An ISO 9001 Company





**GAMMON**

### Extraordinary General Meeting Proceeding

Ms. Gita Bade – Company Secretary informed the shareholders that the Extraordinary General Meeting is being convened for obtaining their approval for issue of Unsecured Zero Coupon Compulsorily Convertible Debentures to the Promoters and their Affiliate, including Mr. Abhijit Rajan. Pursuant to Article 92 of the Articles of Association of the Company, in the absence of the Chairman of the Board, Mr. Chandrahas C. Dayal was unanimously elected by the Board to Chair the Meeting.

At the requisite time, the Company Secretary confirmed the presence of the requisite quorum and the Chairman commenced proceedings of the meeting.

The Chairman welcomed all members' present and fellow members on the Board.

The Chairman informed the members that the Proxy Register is available for inspection.

The Chairman informed the members that a total of 5 representations had been received representing 37,031,240 (Three crores seventy lakhs thirty one thousand two hundred and forty) shares i.e. 27.13 % of the total paid-up capital and total of 3 valid proxies had been received representing 1,314,804 (Thirteen Lakhs fourteen thousand eight hundred and four) shares i.e. 0.96% of the total paid-up capital.

As per the shareholders request Ms. Gita Bade – Company Secretary read out the Notice convening the meeting.

The Chairman thereafter invited members present for their comments and queries on the agenda item.

(1) Mr. Dinesh Bhatia (Client ID/DP ID. 1201750000083651), (3) Mr. H. P. Kotwani (Client ID/DP ID. IN30018312015804), (4) Mrs. Smita Shah (Client ID / DP ID 1302820000002514), (5) Mr. Bharat Shah (Client ID/DP ID. IN30109810762665), (6) Mr. Vinay Bhide (Client ID/DP ID. IN30075710176064), (7) Mr. Jitendra Sanghavi (Client ID/DP ID. IN30216410009074), (8) Mr. Anil Parekh (Client ID/DP ID. 1202700000216180), (9) Mr. Ronald Fernandes (Client ID / DP ID 1202700000061384), and (10) Mr. Mapara (Client ID/DP ID. 'IN30074910100503) and (11) Mr. Chandiramani (Client ID/DP ID. 'IN30075710443792) were the speakers at the Extraordinary General Meeting.

Shareholders raised various questions relating to the business to be transacted at the meeting such as purpose of the proposed issue of Zero Coupon Compulsorily Convertible Debentures (CCD's), lock – in period, why the Company is making a preferential allotment to the promoters and why does it not make a right issue to the existing shareholders, e-voting results have been declared or not and if not when the results will be declared, when will the Securities be allotted.

The Chairman replied to each of the questions put forward by the shareholders. Ms. Gita Bade on request of the Chairman briefly spoke on the purpose of the issue, the new E-voting rules prescribed by the Ministry of Corporate affairs and also informed the members that results would be declared on the same day by the Chairman.

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Except for two shareholders Mr. Jitendra Sanghavi and Mr. Panchal who objected to the resolution, all the other shareholders expressed and extended their support to the resolution.

The shareholders also acknowledged the efforts of the Company Secretary in ensuring timely receipt of Notice of EGM by the shareholders.

There being no further questions, the Chairman informed the members that as per the provisions of the Companies Act, 2013, the Company had provided remote e-voting facility to enable the members to cast their votes electronically in proportion to their shareholding as on the cut-off date i.e. 19<sup>th</sup> May 2015. The remote e-voting period commenced at 9.30 a.m. on, 22<sup>nd</sup> May, 2015 and concluded at 5.00 p.m. on Monday, 25<sup>th</sup> May, 2015. Mr. Vidyadhar Chakradeo, Practising Company Secretary, was appointed as the scrutinizer for independently carrying out the remote electronic voting in a fair and transparent manner. Since the Company had provided the remote e-voting facility to all its members, there was no voting on resolution by show of hands at the Extraordinary General Meeting.

To facilitate those members present at the meeting but who had not cast their vote earlier through remote e-voting, the Chairman proposed a poll. Before commencing the poll proceedings, the Chairman proposed the resolutions stated in the Notice of the Extraordinary General Meeting which was seconded by members present at the Extraordinary General Meeting.

The Chairman thereafter invited Mr. Vidyadhar Chakradeo to conduct the poll proceedings. He informed the members that those members who had voted electronically are not eligible to vote.

The Chairman also informed the members that the results of voting shall be determined by adding the votes of the poll in favour / against the resolution with the remote e-voting votes in favour / against the resolution.

The Chairman further informed the members that a final report will be submitted by the scrutinizer and the results of voting shall be declared on receipt of the scrutinizer's report on the same day. The results will be uploaded on the Company's website [www.gammonindia.com](http://www.gammonindia.com) together with the scrutinizer's report.

The members voted on the resolution and duly dropped the poll papers in the ballot box which was locked.

After the poll was over, the Chairman thanked the members present and declared the meeting as closed."

We are enclosing herewith results of the voting announced by the Chairman on 26<sup>th</sup> May, 2015 along with the scrutinizer report.

We request you to take the above proceedings on record.  
For **GAMMON INDIA LIMITED**

  
**GITA BADE**  
**COMPANY SECRETARY**

Encl: Scrutinizer's Report dated 26<sup>th</sup> May, 2015

**GAMMON INDIA LIMITED**

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**RESULTS OF VOTING (REMOTE EVOTING & POLL) IN RESPECT OF THE SPECIAL RESOLUTION PASSED AT THE EXTRAORDINARY GENERAL MEETING OF THE EQUITY SHAREHOLDERS OF GAMMON INDIA LIMITED HELD ON 26<sup>TH</sup> MAY, 2015.**

As per the provisions of Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies ( Management and Administration) Rules, 2015 and Clause 35B of the Listing Agreement, the Company had provided e-voting facility to all the members holding shares of the Company as on the cut-off date i.e. 19<sup>th</sup> May, 2015 to enable them to cast their votes in respect of the special resolution as set out in the Notice of the Extraordinary General Meeting ("EGM") of the members of Gammon India Limited (the "Company"). The remote e-voting period opened at 9.30 a.m. on Friday, 22<sup>nd</sup> May, 2015 and concluded at 5.00 p.m. on Monday, 25<sup>th</sup> May 2015. Mr. Vidyadhar Chakradeo, Practising Company Secretary was appointed as the Scrutinizer for independently carrying out the electronic voting in a fair and transparent manner.

In the EGM of the members held on Tuesday, 26<sup>th</sup> May, 2015, I presided as the Chairman of the meeting. To facilitate those members present at the EGM, either personally or by proxy, who had not cast their vote earlier, but who would like to vote at the EGM, were provided with polling papers to enable them to vote in respect of item of business as set out in the Notice of the EGM. Mr. Vidyadhar 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, I hereby declare the result of the voting as follows:

Sr. No.	Details of Agenda	Resolution Required (Ordinary / Special)	Mode of Voting (Show of hands / Poll / Postal Ballot / E-voting)	Remarks
1	Issue of 100 Unsecured Zero Coupon Compulsorily Convertible Debentures of face value Rs. 10,000,000/- each aggregating to Rs. 100 crore on preferential basis to the Promoters and their Affiliate namely 1) Mr. Abhijit Rajan 2) M/s. Pacific Energy Private Limited and 3) M/s. Active Agro Farming Private Limited.	Special	E-Voting and Poll	Passed by requisite majority

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

Thanking you,

Yours faithfully,

**For GAMMON INDIA LIMITED**

**C.C. DAYAL  
CHAIRMAN OF THE MEETING**

Dated this 26<sup>th</sup> May, 2015

**Encl: Scrutinizer's Report dated 26<sup>th</sup> May, 2015**



**V. V. CHAKRADEO & CO.**  
**COMPANY SECRETARIES**  
**B - 301, Matoshree Residency CHS, 65, Prarthana Samaj Road,**  
**Vile Parle (East), Mumbai 400 057.**

Tel. No. : 26116821  
Cell No. : 98200 48732

Email: vvchakra@gmail.com

26<sup>th</sup> May, 2015

To  
The Chairman of the Meeting  
Gammon India Limited  
'Gammon House', Veer Savarkar Marg,  
Prabhadevi, Mumbai 400 025

Dear Sir,

**Sub: Report of the Scrutinizer in respect of the Special resolution passed at the Extraordinary General Meeting of the Equity Shareholders of Gammon India Limited held on 26<sup>th</sup> May, 2015.**

I, Vidyadhar Chakradeo of M/s V. V. Chakradeo & Co., Practicing Company Secretaries, having office at B-301, Matoshree Residency CHS., 65, Prarthana Samaj Road, Vile Parle East, Mumbai 400 057, was appointed by the Board of Directors of Gammon India Limited (the "Company") vide board resolution dated 27<sup>th</sup> April, 2015 as the Scrutinizer to conduct the remote e-voting & poll process in respect of the resolution as set out in the Notice of the Extraordinary General Meeting ("EGM") of the Equity Shareholders of Gammon India Limited held on Tuesday, 26<sup>th</sup> May, 2015 at 3.30 p.m. at Ravindra Natya Mandir, (P. L. Deshpande Maharashtra Kala Academy), 3<sup>rd</sup> Floor Mini Theatre, Sayani Road, Prabhadevi, Mumbai - 400 025.

In respect of the remote e-voting process conducted under my supervision, I hereby report that:

1. In accordance with the Notice of the Extraordinary General Meeting dated 27<sup>th</sup> April, 2015 sent to the shareholders and the advertisement published pursuant to the Rule 20(4)(V) of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Rules, 2015 on 03<sup>rd</sup> May, 2015 in The Free Press Journal in English and Navshakti in Marathi. The remote e-voting opened at 9.30 a.m. on Friday, 22<sup>nd</sup> May, 2015 and closed at 5.00 p.m. on Monday, 25<sup>th</sup> May, 2015.
2. The equity shareholders holding shares as on 19<sup>th</sup> May, 2015, "cut-off date" were entitled to vote on the resolutions stated in the Notice of the EGM of the Company.
3. The remote E-voting facility was blocked at 5.00 p.m. on Monday, 25<sup>th</sup> May, 2015.



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4. The votes casted through remote e-voting were unblocked after the conclusion of the Extraordinary General Meeting in the presence of Mr. Ronald F. Fernandes (Client ID/DP ID: 1202700000061384) and Mrs. Smita Shah (Client ID/DP ID: 1302820000002510) who are not employees of the Company and who were witness to the unblocking of the votes.
5. The e-voting results/list of equity shareholders who have voted "for and against" were downloaded from the e-voting website of Central Depository Services (India) Limited (<https://www.evotingindia.co.in>).

At the Extraordinary General Meeting held on Tuesday, 26<sup>th</sup> May, 2015, the Chairman of the EGM had provided polling paper to enable those shareholders who had not cast their votes by the remote e-voting facility in respect of the Special resolution as set out in the EGM Notice, to cast their vote at the said EGM. I was appointed as the Scrutinizer to conduct the poll procedure at the said EGM.

In respect of the poll process conducted under my supervision, I hereby report that:

The poll box containing the poll papers was unlocked after the conclusion of the EGM in presence of Mr. Ronald F. Fernandes (Client ID/DP ID: 1202700000061384) and Mrs. Smita Shah (Client ID/DP ID: 1302820000002510), shareholders of the Company and who are not employees of the Company. The votes were counted and the results of the poll were prepared in the presence of the aforesaid shareholders and were also countersigned by them as witnesses.

I hereby state that I have recorded details of all the votes cast by the shareholders through remote e-voting and by poll and have also checked and verified the same. I have also carried out full count of the votes.

I hereby report the consolidated results of the votes cast by the shareholders through remote e-voting and by poll, as under:



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TEL. NO. 26116821  
CELL NO. 98200 48732

EMAIL vvchakra@gmail.com

**SPECIAL BUSINESS : Special Resolution**

Resolution No.	Particulars	Mode	Shares held	Votes in		Total shares	Votes Casted	
				Favour	Against		% For	% Against
1	Issue of 100 Unsecured Zero Coupon Compulsorily Convertible Debentures of face value Rs. 10,000,000/- each aggregating to Rs. 100 crore on preferential basis to the Promoters and their Affiliate namely 1) Mr. Abhijit Rajan 2) M/s. Pacific Energy Private Limited and 3) M/s. Active Agro Farming Private Limited.	<b>E-voting</b>	25,145,094	25,143,250	1,844	25,145,094	99.99	0.01
		<b>Poll</b>	44,206,944	44,154,794	49,150	44,203,944	99.89	0.11
		<b>Total</b>	<b>69,352,038</b>	<b>69,298,044</b>	<b>50,994</b>	<b>69,349,038</b>	<b>99.92</b>	<b>0.08</b>



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In view of the aforesaid voting details, I hereby state that the Special resolution set out in the EGM Notice have been passed with requisite majority.

**There were Three (3) invalid votes.**

All relevant records of the remote e-voting and poll papers will remain in my custody until the Chairman considers, approves and signs the Minutes of the Extraordinary General Meeting and thereafter the said records will be handed over to the Company.

Thanking you,

Yours faithfully,  
FOR V. V. CHAKRADEO & CO.

  
V. V. CHAKRADEO  
PROPRIETOR  
COP 1705



COUNTER SIGNED BY

  
Mr. C.C. DAYAL  
CHAIRMAN

**Witness 1**

Name: RONALD F FERNANDES  
Address: Bldg No 36 Flat No 811  
ADARSH NAGAR  
WORLI MUMBAI - 400030

**Witness 2**

Name: SMITA SHAI  
Address: 3/28, Hedarkar wadi-1  
Gokhle Road (South) Dadar(W)  
Mumbai-28.

Folio No./  
Client ID No.

12065500  
00274360

Folio No./

Client ID No. 1302820000002514

Signature: \_\_\_\_\_



Signature: \_\_\_\_\_

