



23<sup>rd</sup> February, 2017

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

**NSE CODE: GAMMONIND**

**BSE Limited**

1<sup>st</sup> Floor, New Trading Ring  
Rotunda Building,  
Phiroze Jeejeebhoy Towers  
Dalal Street,  
Mumbai - 400 001

**BSE CODE : 509550**

Dear Sir,

**Sub: Submission of Postal Ballot Notice and Form of Gammon India Limited.**

Pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find attached herewith the Postal Ballot Notice & Postal Ballot Form of the Company transacting the business as detailed in the Notice.

Please take note of the same.

Thanking you.

Yours faithfully,

**For GAMMON INDIA LIMITED**

**GITA G. BADE  
COMPANY SECRETARY**

Encl.: As above

**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





# GAMMON INDIA LIMITED

CIN: L74999MH1922PLC000997

Registered Office: 'Gammon House', Veer Savarkar Marg, Prabhadevi, Mumbai – 400 025.

Tel No: 91-22-6115 3000, Fax No: 91-22-2430 0221

Email: [investors@gammonindia.com](mailto:investors@gammonindia.com), Website: [www.gammonindia.com](http://www.gammonindia.com)

## POSTAL BALLOT NOTICE

### {Pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014}

Dear Shareholders,

Notice is hereby given pursuant to Section 110 of the Companies Act, 2013 (“the Act”) and all other applicable provisions, if any, of the Act read together with the Companies (Management and Administration) Rules, 2014 including any statutory modification or re-enactment thereof for the time being in force and further pursuant to applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the resolutions set out below are proposed to be passed as Special Resolutions by way of postal ballot /e-voting. The explanatory statement pertaining to the special resolutions setting out the material facts and the reasons thereof are annexed hereto along with a postal ballot form (the “Form”) for your consideration.

The Board of Directors (“Board”) of Gammon India Limited (“the Company”) at its meeting held on 20<sup>th</sup> February, 2017 has appointed Mr. Vidyadhar Chakradeo of M/s. V. V. Chakradeo & Co. Company Secretaries, Mumbai (Membership No: F3382) as the Scrutinizer for conducting the postal ballot process in a fair and transparent manner. You are requested to carefully read the instructions printed on the Form, record your assent (for) or dissent (against) through e-voting or by filling necessary details and affixing your signature at the designated place in the Form and return the same in original duly completed in the enclosed self-addressed, postage pre-paid envelope so as to reach the Scrutinizer not later than 5.00 p.m. on Saturday, 25<sup>th</sup> March, 2017. Upon completion of the scrutiny of the Forms, the Scrutinizer will submit his report to the Chairman and Managing Director/Executive Director.

In compliance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and pursuant to the provisions of Section 108 of the Act read with the Companies (Management and Administration) Rules, 2014, the Company has also extended e-voting facility as an alternate for its Members to enable them to cast their votes electronically instead of dispatching the Form(s). Members desiring to opt for e-voting as per facilities arranged by the Company are requested to read the notes to this Notice and instructions on the overleaf of the Form.

The results of the postal ballot will be announced by the Chairman & Managing Director / Executive Director on Monday, 27<sup>th</sup> March, 2017 on or before 6.00 pm at the registered office of the Company and will be intimated to the BSE Limited and National Stock Exchange of India Limited. The aforesaid result would also be displayed on the Notice Board at the registered office of the Company along with the Scrutinizer’s report and also on the Company’s website viz. [www.gammonindia.com](http://www.gammonindia.com) and the website of Central Depository Services (India) Limited viz. [www.cdslindia.com](http://www.cdslindia.com).

1. To consider and if thought fit, to give **ASSENT/ DISSENT** to the following resolution as a **Special Resolution**.

“RESOLVED THAT pursuant to Section 186 and all other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as “the Act”) and the Rules made thereunder, as amended from time to time, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and all amendments and modifications thereto and the Memorandum and Articles of Association of the Company and subject to the approval of the Joint Lenders, consent of the members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) to invest/acquire by way of purchase or otherwise in/upto 20% of the equity shares of Gammon Infrastructure Projects Limited (hereinafter referred to as “GIPL”) from its wholly owned subsidiary Gammon Power Limited (hereinafter referred to as “GPL”) at the prevailing market price on the date of purchase, in one or more tranches, notwithstanding that the aggregate of the investments so far made or to be made exceeds the limits/will exceed the limits laid down under Act;

RESOLVED FURTHER THAT the Board of Directors of the Company and/or any person authorized by the Board from time to time be and is hereby empowered and authorised to take such steps as may be necessary for obtaining all approvals, statutory or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and to sign and execute deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution.”

2. To consider and if thought fit, to give **ASSENT/DISSENT** to the following resolution as a **Special Resolution**.

“RESOLVED THAT in furtherance to the Special Resolution passed by Postal Ballot on 20<sup>th</sup> May, 2016 authorising sale of upto 30% of equity shares of Gammon Infrastructure Projects Limited (hereinafter referred to as “GIPL”) held by the Company’s wholly owned subsidiary Gammon Power Limited (hereinafter referred to as “GPL”) and pursuant to Section 180(1)(a) and all other applicable provisions of the Companies Act, 2013 (the “Act”) and rules made there under (including any statutory modification or amendment thereof for the time being in force and as may be enacted from time to time), Regulation 24 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time, the Memorandum and Articles of Association of the Company, approval of the Joint lenders and all such approvals and consents as may be necessary under any other laws, consent of the members of the Company be and is hereby accorded to the Company’s material unlisted wholly owned subsidiary GPL to divest/sell/dispose off further 26.06% being balance equity shares of GIPL held by GPL, such sale/transfer to be made either on the floor of the exchange or as an off market transaction at the market price prevailing on the date of sale, in one or more tranches, subject to the approval and release of the pledge of shares held by the lenders wherever necessary;

## **GAMMON INDIA LIMITED**

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorised to take from time to time all decisions and such steps as may be necessary and to execute such documents, deeds, writings, papers and/or agreements as may be required and do all such acts, deeds, matters and things, as it may in its absolute discretion, deem fit, necessary or appropriate.”

**By Order of the Board of Directors  
FOR GAMMON INDIA LIMITED**

**Sd/-  
GITA G. BADE  
COMPANY SECRETARY**

*Registered Office: 'Gammon House',  
Veer Savarkar Marg, Prabhadevi,  
Mumbai - 400 025.*

Dated: 20<sup>th</sup> February, 2017

### **Notes:**

1. The Statement pursuant to Section 102 of the Companies Act, 2013 setting out all the material facts and the reasons for the proposals is annexed hereto.
2. The Postal Ballot Notice is being sent to all the Members, whose names appear in the Register of Members/ list of Beneficial Owners, received from National Securities Depository Limited (“NSDL”)/Central Depository Services (India) Limited (“CDSL”) as on 17<sup>th</sup> February, 2017. The Postal Ballot Notice is being sent to Members in electronic form to the email addresses registered with their Depository Participants (in case of electronic shareholding)/the Company’s Registrar and Share Transfer Agents (in case of physical shareholding). For Members whose email IDs are not registered, physical copies of the Postal Ballot Notice are being sent by permitted mode alongwith a postage pre-paid self-addressed Business Reply Envelope.
3. The voting shall be reckoned in proportion to a Member’s share of voting rights on the paid-up Equity Share Capital of the Company on the cut-off date, i.e. 17<sup>th</sup> February, 2017.
4. As per Companies (Management and Administration) Rules, 2014, Notice of Postal Ballot along with Postal Ballot Form is being sent to all the Members through speed post / registered / courier and electronically by email to those shareholders who have registered their email-id with the Company / Depositories along with Postal Ballot Form.
5. In compliance with the provisions of Sections 108 and 110 and other applicable provisions of the Act, read with the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015, the Company is pleased to offer e-voting facility as an option to all the Members of the Company. The Company has entered into an agreement with CDSL for facilitating e-voting to enable the Members to cast their votes electronically instead of dispatching Postal Ballot Form. Members may please refer to the instructions below for the purpose of voting through e-voting facility.
6. The Postal Ballot Notice is placed in the ‘Investors Information’ section on the Company’s website: [www.gammonindia.com](http://www.gammonindia.com).
7. The Board of Directors has appointed Mr. Vidyadhar Chakradeo of M/s. V. V. Chakradeo & Co. Company Secretaries, Mumbai as the Scrutinizer for conducting the Postal Ballot process in accordance with the law and in a fair and transparent manner. The Postal Ballot Form and the self-addressed business reply envelope are enclosed for use of members.
8. Members are requested to carefully read the instructions printed on the attached Postal Ballot form. The Postal Ballot form, duly completed and signed, should be returned in the enclosed self-addressed, postage prepaid envelope, directly to the Scrutinizer so as to reach him on or before the close of working hours i.e. 5.00 p.m. on Saturday, 25<sup>th</sup> March, 2017. Any response received from the shareholders after 5.00 p.m. on Saturday, 25<sup>th</sup> March, 2017 shall be treated as if no response is received in terms of sub-rule 12 of Rule 22 of the Companies (Management and Administration) Rules, 2014.
9. The date of declaration of results of the postal ballot i.e. Monday, 27<sup>th</sup> March, 2017 shall be the date on which the resolutions would be deemed to have been passed, if approved by the requisite majority.
10. The Special Resolutions passed by the Members through Postal Ballot are deemed to have been passed as if they had been passed at a General Meeting of the Members.
11. Voting period commences from 9.30 a.m. (IST) on Friday, 24<sup>th</sup> February, 2017 and ends at 5.00 p.m. (IST) on Saturday, 25<sup>th</sup> March, 2017. E-voting shall not be allowed beyond the said date and time.
12. Kindly note that the Members can opt only for one mode of voting, i.e. either by physical ballot or e-voting. If you are opting for e-voting, then do not vote by physical ballot and vice versa. However, in case Members cast their vote by physical ballot as well as by e-voting, then voting done through e-voting shall prevail and voting done by physical ballot shall be treated as invalid.
13. Members who have received the Postal Ballot Notice by e-mail and wish to vote through physical Postal Ballot Form can download the Postal Ballot Form from the link or seek a duplicate Postal Ballot Form from the Registrar & Transfer Agent, Link Intime India Private Limited or Company Secretary, Gammon India Limited, ‘Gammon House’, Veer Savarkar Marg, Prabhadevi, Mumbai - 400 025, fill in the details and send the same to the Scrutinizer.
14. Members desiring to exercise their vote by physical Postal Ballot are requested to carefully read the instructions printed on the Postal Ballot Form and return the Postal Ballot Form duly completed and signed in the enclosed self-addressed Business Reply Envelope to the Scrutinizer. The postage cost will be borne by the Company. However, envelopes containing Postal Ballot, if sent by courier or registered / speed post at the expense of the Member will also be accepted.

## GAMMON INDIA LIMITED

15. A person who is not a Member as on the cut off date i.e. Friday, 17<sup>th</sup> February, 2017 should treat this Notice for information purpose only.
16. Members can contact Ms. Gita G. Bade - Company Secretary & Compliance Officer on 022-61154050 or [gita.bade@gammonindia.com](mailto:gita.bade@gammonindia.com) for any grievances relating to e-voting.
17. Instructions regarding e.-voting :-
- The voting period begins at 9.30 a.m., on Friday, 24<sup>th</sup> February, 2017 and ends at 5.00 p.m., on Saturday, 25<sup>th</sup> March, 2017. During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Friday, 17<sup>th</sup> February, 2017, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
  - The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
  - Click on Shareholders.
  - Now Enter your User ID
    - For CDSL: 16 digits beneficiary ID.
    - For NSDL: 8 Character DP ID followed by 8 Digits Client ID.
    - Members holding shares in Physical Form should enter Folio Number registered with the Company.
  - Next enter the Image Verification as displayed and Click on Login.
  - If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
  - If you are a first time user follow the steps given below:

PAN	For Members holding shares in Demat Form and Physical Form
	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"><li>Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on the Postal Ballot Form.</li></ul>
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"><li>If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).</li></ul>

- After entering these details appropriately, click on "SUBMIT" tab.
- Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- Click on the EVSN **170221002** for **GAMMON INDIA LIMITED**.
- On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/ NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- If a demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.

**(xix) Note for Non – Individual Shareholders and Custodians:-**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.

## GAMMON INDIA LIMITED

- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
  - In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
17. The Scrutinizer will submit his report on postal ballot to the Chairman and Managing Director / Executive Director of the Company after completion of the scrutiny of the Postal Ballot Forms and e-voting. The results of the Postal Ballot will be announced by the Chairman & Managing Director/Executive Director on or before 6.00 pm on Monday, 27<sup>th</sup> March, 2017 at the Registered Office of the Company. The said results will be displayed on the notice board at the Registered Office of the Company, intimated to the National Stock Exchange of India Limited and BSE Limited where the Company's shares are listed and displayed along with the Scrutinizer's report on the Company's website viz. [www.gammonindia.com](http://www.gammonindia.com).
18. All the material documents referred to in the explanatory statement will be available for inspection at the registered office of the Company during business hours from the date of dispatch of Notice till 5.00 pm on 25<sup>th</sup> March, 2017.
19. The Board of Directors has appointed Ms. Gita G. Bade - Company Secretary as the person responsible for the entire Postal Ballot process.

### ANNEXURE TO THE NOTICE

#### EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 IN RESPECT OF SPECIAL BUSINESS SET OUT IN THE NOTICE

##### Item No. 1 and 2

Members are informed that the Company holds 58.44% of the equity shares in Gammon Infrastructure Projects Limited (hereinafter referred to as “GIPL”) through two of its wholly owned subsidiaries. Members are further informed that one of the wholly owned subsidiary viz. Gammon Power Limited (hereinafter referred to as “GPL”) holds 52,80,00,000 equity shares of GIPL aggregating to 56.06% of the equity share capital of GIPL. GIPL is listed on the National Stock Exchange of India Limited and BSE Limited. Members are informed that 23,27,94,300 equity shares (24.72%) of GIPL are presently pledged with IDBI Bank Limited and 26,40,00,000 equity shares (28.03%) of GIPL are pledged with ICICI Bank Limited as security for the financial assistance provided by the said banks to the Company.

The Company vide a Special Resolution passed by Postal Ballot on 20<sup>th</sup> May, 2016 had approved sale of upto 30% of the equity shares of GIPL held by GPL in one or more tranches, at such times and in such manner as may be approved by the Board in order to repay the loans of ICICI Bank Limited and IDBI Bank Limited and the said resolution is valid and in force.

The Board of Directors in its meeting held on 20<sup>th</sup> February, 2017 has subject to members, joint lenders and all other statutory approvals, permitted GPL to further sell the balance 26.06 % of the equity shares of GIPL (presently divest not more than 5% of the equity shares of GIPL in the open market and upto 20% of the said equity shares to be sold/transferred to the Company) either on the floor of the exchange or as an off market transaction at the market price prevailing on the date of sale in one or more tranches. Further as a strategic and prudent business decision, the Board is of the opinion that since the loan facility of ICICI Bank Limited and IDBI Bank Limited is a liability of the Company, it is necessary that both the loan liability and the corresponding security viz. the equity shares of GIPL (which are currently held by GPL and pledged to the aforementioned joint lenders as security for the loan facility sanctioned to the Company), are consolidated in a single entity i.e. in the Company. Hence the Board has, subject to shareholders, joint lenders and all other statutory approvals also accorded its consent to the Company to acquire not more than 20% of the equity shares of GIPL from GPL at the market price prevailing on the date of purchase in one or more tranches and on such terms and conditions as may be mutually agreed between the parties.

The aforementioned sale of shares by GPL will be subject to joint lenders approval and release of pledges by IDBI Bank and ICICI Bank. Members' approval is being sought pursuant to Section 186 of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the Special Resolution proposed at Item no.1 for acquisition by the Company up to 20% of the equity shares of GIPL from GPL, notwithstanding that the proposed acquisition exceeds the aggregate of the limits permitted under Section 186 of the Act. The acquisition/sale of equity shares of GIPL by the Company as set out in the Resolution at Item no. 1 and 2 being related party transactions, though not material, has been approved by the Audit Committee in its meeting held on 20<sup>th</sup> February, 2017.

Members' approval is being sought pursuant to Section 180(1)(a) of the Companies Act, 2013 and Regulation 24 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for the Special Resolution proposed at Item No. 2, as the Company's unlisted material subsidiary GPL proposes to sell more than 20% of its assets on an aggregated basis during a financial year.

None of the Directors or Key Managerial Personnel of the Company or their respective relatives, is in any way concerned or interested in each of the aforementioned resolutions.

The Directors recommend the Special Resolutions at Item nos. 1 and 2 above for members approval through postal ballot.

**By Order of the Board of Directors  
FOR GAMMON INDIA LIMITED**

**Sd/-  
GITA G. BADE  
COMPANY SECRETARY**

*Registered Office: 'Gammon House',  
Veer Savarkar Marg, Prabhadevi,  
Mumbai - 400 025.*

Dated: 20<sup>th</sup> February, 2017



## GAMMON INDIA LIMITED

CIN: L74999MH1922PLC000997

Registered Office: 'Gammon House', Veer Savarkar Marg, Prabhadevi, Mumbai - 400 025.

Tel No: 91-22-6115 3000, Fax No: 91-22-2430 0221

Email: [investors@gammonindia.com](mailto:investors@gammonindia.com), Website: [www.gammonindia.com](http://www.gammonindia.com)

### POSTAL BALLOT FORM

Sr. No.:

1. Name (s) and Registered Address of the sole/first- named Shareholders :
2. Name(s) of Joint Holder(s), If any :
3. Registered Folio No./DP ID No./ Client ID No.\* :  
(\*Applicable to Investors holding shares in dematerialized form)
4. Number of shares held :

I/We hereby exercise my/our vote in respect of the Special Resolutions to be passed through postal ballot for the businesses stated in the notice by sending my/our assent or dissent to the said resolutions by placing the tick (✓) mark in the appropriate box below:

Sr. No	Description of Resolution	No. of shares for which votes cast	I/We assent to the resolution (FOR)	I/We dissent to the resolution (AGAINST)
1.	Special Resolution pursuant to Section 186 of the Companies Act, 2013 to invest/acquire by way of purchase or otherwise upto 20% of the equity shares of Gammon Infrastructure Projects Limited from its wholly owned subsidiary Gammon Power Limited.			
2.	Special Resolution pursuant to Section 180(1)(a) of the Companies Act, 2013 and Regulation 24 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 authorizing Gammon Power Limited, a wholly owned subsidiary to divest/sell/dispose off further equity shares of Gammon Infrastructure Projects Limited.			

\_\_\_\_\_  
Signature of the Member

Place:

Date:

Notes:

- i) If you opt to cast your vote by e-voting, there is no need to fill up and sign this form.
- ii) Last date for receipt of Postal Ballot Form is **Saturday, 25<sup>th</sup> March, 2017**.
- iii) Please read the instructions printed overleaf carefully before casting your vote.

### ELECTRONIC VOTING PARTICULARS

EVSN (Electronic Voting Sequence Number)	USER ID	PASSWORD / PIN
170221002		

\*Only Members who have not updated their PAN with the Company / Depository Participant shall use default PAN in the Pan field.

## INSTRUCTIONS

<b>1. GENERAL INFORMATION</b>	
a.	There will be one Postal Ballot Form/e-voting for every Client ID No./Folio No., irrespective of the number of joint holders.
b.	Members have option to vote either through Postal Ballot Form or through e-voting. If a member has opted for Physical Postal Ballot, then he/she should not vote by e-voting and vice versa. However, in case Members cast their vote through both physical postal ballot and e-voting, then vote cast through e-voting shall prevail and vote cast through Physical Postal Ballot shall be considered as invalid.
c.	Voting in the Postal ballot/e-voting cannot be exercised by a proxy. However, corporate and institutional members shall be entitled to vote through their authorised representatives with proof of their authorization as stated below.
d.	Any query in relation to the Resolutions proposed to be passed by Postal Ballot may be addressed to Ms. Gita G. Bade - Company Secretary & Compliance Officer, at the Registered Office of the Company.
e.	The Scrutinizer's decision on the validity of a Postal Ballot/E-voting shall be final and binding.
f.	The voting rights shall be reckoned on the paid up value of shares registered in the name of the shareholders as on <b>Friday, 17<sup>th</sup> February, 2017.</b>
g.	Members are requested to refer to the Postal Ballot Notice and Notes thereto for detailed instructions with respect to E-Voting.
h.	The Scrutinizer will collate the votes downloaded from e-voting system and votes received through Postal Ballot to declare the final results for the resolutions placed for voting by the Company.
<b>2. INSTRUCTIONS FOR VOTING PHYSICALLY BY POSTAL BALLOT FORM:</b>	
a.	A member desirous of exercising his/her vote by Postal Ballot may complete this Postal Ballot Form and send it to the Scrutinizer, in the attached self-addressed envelope. Postage will be borne and paid by the Company. Further, any envelopes containing postal ballot, if deposited in person or sent by courier at the expense of the Registered Member(s) will also be accepted.
b.	This Form must be completed and signed by the Member, as per specimen signature registered with the Company or Depository Participant, as the case may be. In case of joint holding, this Form must be completed and signed (as per the specimen signature registered with the Company) by the first named Member and in his/her absence, by the next named Member.
c.	In respect of shares held by corporate and institutional members (companies, trusts, societies, etc.), the completed Postal Ballot Form should be accompanied by a certified copy of the relevant Board Resolution/appropriate authorization, with the specimen signature(s) of the authorized signatory (ies) duly attested.
d.	The consent must be accorded by recording the assent in the column 'FOR' or dissent in the column 'AGAINST' by placing a tick mark (√) in the appropriate column in the Postal Ballot Form. The assent or dissent received in any other form shall not be considered valid.
e.	Members are requested to fill the Postal Ballot Form in indelible ink and avoid filling it by using erasable writing medium(s) like pencil.
f.	Duly completed Postal Ballot Form should reach the Scrutinizer not later than the close of working hours (5.00 p.m.) on <b>Saturday, 25<sup>th</sup> March, 2017.</b> All Postal Ballot Forms received after this date will be strictly treated as if no reply has been received from the Member. The Members are requested to send the duly completed Postal Ballot Forms well before <b>Saturday, 25<sup>th</sup> March, 2017</b> providing sufficient time for postal transit.
g.	Members are requested not to send any other paper along with the Postal Ballot Form. They are also requested not to write anything in the Postal Ballot Form except giving their assent or dissent and putting their signature. If any such other paper is sent, the same will be destroyed by the Scrutinizer.
h.	Incomplete, unsigned or incorrectly ticked Postal Ballot Forms will be rejected.
i.	The result of the voting on the resolutions will be announced on <b>Monday, 27<sup>th</sup> March, 2017</b> and be communicated to the stock exchanges and shall also be posted on the website of the Company viz. <a href="http://www.gammonindia.com">www.gammonindia.com</a> . and website of CDSL viz. <a href="http://www.cdslindia.com">www.cdslindia.com</a> .