

22<sup>nd</sup> September 2014

<p>The Bombay Stock Exchange Limited 1<sup>st</sup> Floor, New Trading Ring, Rotunda Building, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400 001</p>	<p>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</p>
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**Scrip Code: 509550 & Scrip ID: GAMMONIND**

Dear Sir,

**Sub: Proceedings of the Extra Ordinary General Meeting of Gammon India Limited.**

Pursuant to Clause 31 of the Listing Agreement, we reproduce below the proceedings of the Extra Ordinary General Meeting of Gammon India Limited (the "Company") held on Saturday, the 20<sup>th</sup> day of September 2014 at 11.00 a.m. at Ravindra Natya Mandir, P. L. Deshpande Maharashtra Kala Academy (Mini Theatre), Sayani Road, Prabhadevi, Mumbai – 400 025.

**Sitting on the dais**

Mr. D. C. Bagde	Deputy Managing Director (Transmission & Distribution Business)
Mr. Rajul A. Bhansali	Executive Director (International Operations)
Mr. Chandrahas C. Dayal	Director
Mr. Naval Choudhary	Director
Mr. Atul Kumar Shukla	Director
Ms. Urvashi Saxena	Director
Ms. Gita Bade	Company Secretary
Mr. Vardhan Dharkar	President - Finance

**Members Attendance**

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

Promoters and Promoter Group : 4  
Public : 47



**Extra Ordinary General Meeting Proceedings:**

Pursuant to the Articles of Association of the Company, Mr. Chandrahas C. Dayal was unanimously elected to chair the Meeting.

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

The Chairman welcomed all members present and his 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 6 representations had been received representing 39,531,240 (Three crores ninety five lakhs thirty one thousand two hundred and forty) shares i.e. 28.96% of the total paid-up capital and total of 4 valid proxies had been received representing 30,55,201 (Thirty Lakhs fifty five thousand two hundred and one) shares i.e. 2.24% of the total paid-up capital.

With the permission of the members, Notice of the Extra Ordinary General Meeting along with the Explanatory Statement were taken as read. The Chairman thereafter invited members present for their comments and queries on the various items of business on the agenda.

The following members were the speakers at the Extra Ordinary General Meeting: (1) Mr. Ghanshyam Bharucha (Client ID/DP ID: 1202300000294137), (2) Mr. Bimal Panchal (Client ID/DP ID: P3036), (3) Mr. Hiranand Kotwani (Client ID/DP ID: K2098), (4) Mrs. Smita Shah (Client ID/DP ID: 1302820000002514), (5) Mrs. Celestine E. Mascarenhas (Client ID/DP ID: 1205140000090210), (6) Mr. Bharat Shah (Client ID/DP ID: IN30109810762665), (7) Mr. Prakash Tamhane (Client ID/DP ID: IN30075710452214), (8) Mr. Yusuf (Client ID/DP ID: 1601010000232396), (9) Mr. Vinay Bhide (Client ID/DP ID: IN30075710176064), (10) Mr. Michael Martin (Client ID/DP ID: 1302590001261386), (11) Mr. Fernandes (Client ID/DP ID: 1202700000061384) and (12) Mr. Pankaj (representing HSBC Securities Services).

Mrs. Mascarenhas requested the Chairman to brief the members on the various resolutions proposed. The Chairman explained in detailed the rationale behind proposing each resolution for the members' approval. After detailed discussion on the proposed resolutions, the members expressed their satisfaction and extended their support to the Company by assenting to all the resolutions.

They thanked the Company Secretary for timely receipt of Notice of the Extra Ordinary General Meeting and for the smooth conduct of the meeting. They also informed the Chairman that the Company Secretary has been prompt in answering their queries/grievances.

All the speakers expressed their regret at not getting any dividend from the Company. They asked questions on the all the proposed items of business as set out in the Notice





of the Extra Ordinary General Meeting which were replied by the Chairman to the satisfaction of the members.

The speakers also expressed interest in visiting any one of the Company's project sites. The Chairman directed the members present to write to the Company Secretary in this regard.

There being no further questions the Chairman informed the members that as per the provisions of the Companies Act, 2013, the Company had provided 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. 22<sup>nd</sup> August 2014. The e-voting period opened at 9.30 a.m. on Monday, 15<sup>th</sup> September 2014 and concluded at 5.30 p.m. on Tuesday, 16<sup>th</sup> September 2014. Mr. Vidyadhar Chakradeo, Practising Company Secretary, was appointed as the scrutinizer for independently carrying out the electronic voting in a fair and transparent manner and has submitted his report on e-voting. Since the Company had provided the e-voting facility to all its members, there will be no voting by show of hands at the Extra Ordinary General Meeting.

To facilitate those members present who had not cast their vote earlier through e-voting, the Chairman ordered a Poll. Before commencing the poll proceedings, the Chairman proposed all resolutions from item nos. 1 to 5 as stated in the Notice of the Extra Ordinary General Meeting which were seconded by members present at the Extra Ordinary General Meeting.

The Chairman thereafter invited Mr. Vidyadhar Chakradeo to conduct the Poll proceeding. He informed the members that those members who have voted electronically are not eligible to vote.

The Chairman also informed the members that the results of voting on each resolution shall be determined by adding the votes of the poll in favour / against the resolution with the electronic votes in favour / against the same resolution.

The Chairman further informed the members that a final report will be submitted by the Scrutinizer today after the conclusion of the Extra Ordinary General Meeting and the results of voting shall be declared immediately on receipt of the Scrutinizer's report. The results will also be uploaded on the Company's website [www.gammonindia.com](http://www.gammonindia.com) together with the Scrutinizer's report.

Thereafter Mr. Chakradeo distributed the poll papers. All 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 request you to take the above proceedings on record.

**For GAMMON INDIA LIMITED**



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