GAMMON INFRASTRUCTURE PROJECTS LIMITED

Date: August 25, 2018

To,
The Listing Department
National Stock Exchange of India Limited
Exchange Plaza, C-1, Block-G,
Bandra – Kurla Complex, Bandra (E),
Mumbai – 400 051
Scrip ID – GAMMNINFRA

To
Listing Department
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai – 400 001
Scrip Code – 532959

Dear Sir / Madam,

Sub: Notice of 17th Annual General Meeting

Pursuant to regulation 30 of the Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015, we attach herewith a copy of the notice dated June 13, 2018 convening the 17th Annual General Meeting of the Company to be held on Thursday, September 20, 2018 at 11.00 a.m. at Hotel Kohinoor Park, Empress Hall, 1st Floor, Kohinoor Corner, Veer Savarkar Marg, Prabhadevi, Mumbai - 400 025.

Kindly take this on your record.

For, **Gammon Infrastructure Projects Limited**

Kaushal Shah
Company Secretary and Compliance Officer

Encl: Notice of 17th Annual General Meeting

GAMMON INFRASTRUCTURE PROJECTS LIMITED
Gammon House, Veer Savarkar Marg, Prabhadevi, Mumbai - 400 025
CIN: L45203MH2001PLC131728; Website: www.gammoninfra.com
Telephone: +91 22 6748 7200; Fax: +91 22 6748 7201

NOTICE

Notice is hereby given that the Seventeenth Annual General Meeting of the members of Gammon Infrastructure Projects Limited will be held at Hotel Kohinoor Park, Empress Hall, 1st Floor, Kohinoor Corner, Veer Savarkar Marg, Prabhadevi, Mumbai - 400 025 on Thursday, September 20, 2018 at 11:00 am to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited financial statements (including the consolidated financial statements) of the Company for the financial year ended 31st March, 2018 together with the Reports of the Board of Directors and the Auditors thereon.

2. To appoint a director in place of Mr. Vardhan Dharkar (DIN: 00045622), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

3. To consider and if thought fit, to pass, with or without modifications, the following resolution as an Ordinary Resolution:

   "Resolved that, pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") and the Rules made thereunder, Mr. Chayan Bhattacharjee (DIN - 00107640), who was appointed by the Board of Directors of the Company as an Additional Director with effect from June 13, 2018, pursuant to Section 161 of the Act and the Articles of Association of the Company and who holds office as such up to the date of this Annual General Meeting, be and is hereby appointed as a Non-Executive Director of the Company, liable to retire by rotation."

4. To consider and if thought fit, to pass, with or without modifications, the following resolution as an Ordinary Resolution:

   "Resolved that, pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or re-enactment thereof for the time being in force), the remuneration of Rs. 65,000/- (Rupees Sixty Five Thousand only) plus taxes as applicable and travel and actual out-of-pocket expenses as approved by the Board of Directors, based on the recommendation of the Audit Committee of the Company, to be paid to Mr. R. Srinivasaraghavan (ICWAI Membership no. 1179), Cost Accountant, for the conduct of the Audit of the cost accounting records of the Company, for the financial year ending 31st March, 2019, be and is hereby ratified and confirmed."

5. To consider and if thought fit, to pass, with or without modifications, the following resolution as Special Resolution:

   "Resolved that, pursuant to provisions of Section 197, 198 and all other applicable provisions of the Companies Act, 2013 (the "Act"), provisions of Listing Regulations and the Articles of Association of the Company, (including any statutory modification(s), amendments thereto, or re-enactment thereof, for the time being in force), consent of the members of the Company be and is hereby accorded for payment by the Company to

its Non-Executive Directors (other than the Managing Director(s) and Whole-time Director(s) of the Company), in addition to the sitting fees for attending meetings of the Board and its Committees, such commission as the Board of Directors may from time to time determine in such manner that the overall commission shall not exceed 1% (one per cent) of the net profits of the Company in any financial year computed in the manner provided under Section 198 of the Act to be distributed amongst them in such proportion as may be determined by the Board of Directors / Nomination and Remuneration Committee from time to time."

By order of the Board,
For, **Gammon Infrastructure Projects Ltd.**

Kaushal Shah
Company Secretary & Compliance Officer

Mumbai, June 13, 2018

REGISTERED OFFICE:
Gammon House,
Veer Savarkar Marg,
Prabhadevi, Mumbai-400 025

NOTES:

(1) ANY MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND AT A POLL, VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent (10%) of the total share capital of the Company. Further, a Member holding more than ten percent (10%), of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or Member.

(2) Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of the items of Special Business and details of directors seeking appointment / reappointment as stipulated under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, are annexed hereto.

(3) Instruments of Proxy must be lodged at the Registered Office of the Company not less than 48 hours before the time for commencement of the Meeting. A Proxy form is sent herewith. Proxies submitted on behalf of the Companies, Societies etc., must be supported by an appropriate resolution/authority, as applicable.

(4) Members / Proxies are requested to hand over the attached 'Attendance Slip' duly filled in, at the entrance of the venue of the Meeting for attending the Meeting.

(5) Corporate members intending to send their authorised representatives to attend the Meeting are requested to send a certified copy of its Board resolution authorizing its representative to attend and vote on their behalf at the Meeting.

(6) All documents referred to in this Notice and accompanying explanatory statement pertaining to the matters covered by the resolutions are available for inspection of members at the registered office of the Company on any working day excluding Saturdays between 11.00 a.m. to 1.00 p.m. till the date of the 17th Annual General Meeting.

(7) Members are requested to send their queries on the Annual Report to the Company, if any, at least 10 (ten) days before the Annual General Meeting, so as to enable the Board to keep the information ready. Members are also requested to bring their copies of the Annual Report and Notice to the Meeting, as the same shall not be distributed at the Meeting.

(8) Electronic copy of the 17th Annual Report is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the 17th Annual Report are being sent through permitted mode.

(9) Voting through electronic means

I. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their right to vote at the 17th Annual General Meeting (17th AGM) by electronic means and the business may be transacted through e-Voting Services provided by Central Depository Services (India) Limited (CDSL):

The instructions for e-voting are as under:

(i) The Notice of the 17th AGM of the Company inter alia indicating the process and manner of e-Voting along with printed Attendance Slip and Proxy Form is being dispatched to all the members. Initial password is provided at the bottom of the Attendance Slip for the 17th AGM.

(ii) The voting period begins on September 17, 2018 (9.00 am) and ends on September 19, 2018 (5.00 pm). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of September 14, 2018 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.

(iii) The shareholders should log on to the e-voting website www.evotingindia.com.

(iv) Click on "Shareholders" tab

(v) Now Enter your User ID
a. For CDSL: 16 digits beneficiary ID,
b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
c. Members holding shares in Physical Form should enter Folio Number registered with the Company.

(vi) Next enter the Image Verification as displayed and Click on Login.

(vii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

(viii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)
	• Members who have not updated their PAN with the Company / Depository Participant are requested to use the sequence number which is printed on Attendance Slip indicated in the PAN field.
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.
	• 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 (v).

(ix) After entering these details appropriately, click on "SUBMIT" tab.

(x) 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.

(xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(xii) Click on the EVSN for Gammon Infrastructure Projects Limited.

(xiii) 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.

(xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xv) 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.

(xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xvii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

(xviii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xix) 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. Please follow the instructions as prompted by the mobile app while voting on your mobile.

(xx) **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 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.
- 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 and on approval of the accounts they would be able to cast their vote.
- 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.

(xxi) 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, under help section or write an email to helpdesk.evoting@cdslindia.com

II. The voting rights of Shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on September 14, 2018.

III. Members have an option to vote either through e-voting or casting a vote at the Meeting. If a Member has opted for e-voting, may also attend the meeting but shall not be entitled to cast their vote again. However, in case, a Member has cast his vote at the Meeting and also by e-voting, then voting done through e-voting shall prevail and voting done at the Meeting shall be treated as invalid.

IV. Since the Company is required to provide members facility to exercise their right to vote by electronic means, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date September 14, 2018 and not casting their vote electronically, may only cast their vote physically at the Annual General Meeting.

V. CS Veeraraghavan. N, practicing Company Secretary, has been appointed as the scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

VI. The Scrutinizer shall within a period of not exceeding three (3) working days from the conclusion of the e-Voting period unlock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favor or against, if any, to the Chairman of the meeting or a person authorised by him.

VII. The Results shall be declared on or after the 17th AGM of the Company. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.gammoninfra.com and on the website of CDSL within three (3) days of passing of the resolutions at the 17th AGM of the Company on September 20, 2018 and communicated to the BSE Limited and National Stock Exchange of India Limited.

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Explanatory Statement
(Pursuant to Section 102 of the Companies Act, 2013)

ITEM NO. 3

The Board of Directors on the recommendation of the Nomination & Remuneration Committee appointed Mr. Chayan Bhattacharjee as an Additional Director of the Company with effect from June 13, 2018 in the category of a Non-Executive. In accordance with Section 161(1) of the Companies Act, 2013, Mr. Chayan Bhattacharjee holds office up to the date of the Annual General Meeting and is eligible for appointment as a Director of the Company. The Company has received a notice under Section 160 of the Companies Act, 2013 from a Member signifying its intention to propose the candidature of Mr. Chayan Bhattacharjee as a Director of the Company.

Mr. Chayan Bhattacharjee has done Diploma in Financial Management and is a Civil Engineer with rich experience in Civil EPC Business in various sectors such as bridges, roads, cooling tower and chimneys, irrigation and pipelines. He has contributed immensely in execution of projects like New Patto Bridge, Mandovi Bridge. He has also headed many major projects like Raichur NDCT, Pata IDCT & CWTP, Gorakhpur Bypass, Guwahati Water Supply, Agra – Makhanpur Road Works, etc.

The Board considers that continued association of Mr. Chayan Bhattacharjee as a Director would be of immense benefit to the Company in view of his qualification, expertise and experience as also exposure to the corporate culture and governance.

Your Directors thus recommends the Resolution at item no. 3 of the Notice for your approval as an ordinary resolution.

Mr. Chayan Bhattacharjee is interested in the resolution pertaining to his appointment as a Director. None of the other Directors or key managerial personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution.

ITEM NO. 4

Pursuant to Section 148 of the Act, the Company is required to have the audit of its cost records conducted by a cost accountant in practice. On the recommendation of the Audit Committee of Directors, the Board of Directors has approved the appointment of Mr. R. Srinivasaraghavan (ICWAI Membership no. 1179) as the Cost Auditors of

the Company to conduct audit of cost records maintained by the Company for the Financial Year 2018-19, at a remuneration of Rs. 65,000/- plus taxes, travel and actual out-of-pocket expenses.

As per Rule 14 of Companies (Audit and Auditors) Rules 2014, the remuneration payable to the Cost Auditors is to be ratified by the shareholders. Hence, this resolution is put for the consideration of the shareholders.

Your Directors thus recommend the resolution at Item No. 4 of the Notice for your approval as an Ordinary Resolution.

None of the Directors or Key Managerial Personnel of the Company or their relatives, are, in any way, concerned or interested, financially or otherwise, in the proposed resolution.

ITEM NO.5

At the Annual General Meeting of the Company held on September 20, 2013, the Members had approved the payment of commission to Non-Executive Directors [other than the Managing Director(s) and Whole-time Director(s)] of the Company not exceeding 1% (one percent) per annum of the net profits of the Company for a period of five years which period expires on September 19, 2018. It is thus proposed to authorize the Board of Directors of the Company to pay Non-Executive Directors (other than the Managing Director(s) and Whole-time Director(s) Commission upto 1% (one percent) of the net profits of the Company. The payment of commission, if any, will be in addition to the sitting fees payable for attending the meetings of the Board of Directors/ Committee and reimbursement of expenses in relation thereto.

Section 197 of the Companies Act, 2013 (the "Act") permits payment of remuneration to the Non-Executive Directors who are neither in the Whole-time employment of the Company nor the Managing Director, by way of commission on the net profits of the Company for a financial year, computed in the manner referred to in Section 198 of the Act, after obtaining prior approval of shareholders. In case of a Company having a Managing Director or Whole-time Director, the commission amount shall not exceed 1% of the net profit of the Company.

As per provisions of the Articles of Association of the Company, the said payment can be made with the authorization of the Company in general meeting by way of a special resolution. Thus, approval of the members of the Company is being sought by way of special resolution, proposed under this item to authorise the Board of Directors to decide on the modality and quantum of distribution of the commission amongst the eligible Non-Executive Directors.

Your Directors recommend the resolution at Item No. 5 of the Notice for your approval as Special Resolution.

At present, Mr. Sushil Chandra Tripathi, Ms. Homai Daruwalla, Mr. Sanjay Sachdev, Mr. Vardhan Dharkar and Mr. Chayan Bhattacharjee are the Non-Whole-time Directors of the Company; and therefore, they are concerned and interested in the proposed resolution to the extent they may get their share in the said commission. Save and except the Non-Whole-time Directors of the Company, none of the other Directors, Key Managerial Personnel of the Company, or their relatives are, in any way concerned or interested in the said resolution.

By Order of the Board,
For, **Gammon Infrastructure Projects Ltd.**

Kaushal Shah
Company Secretary & Compliance Officer

Mumbai, June 13, 2018

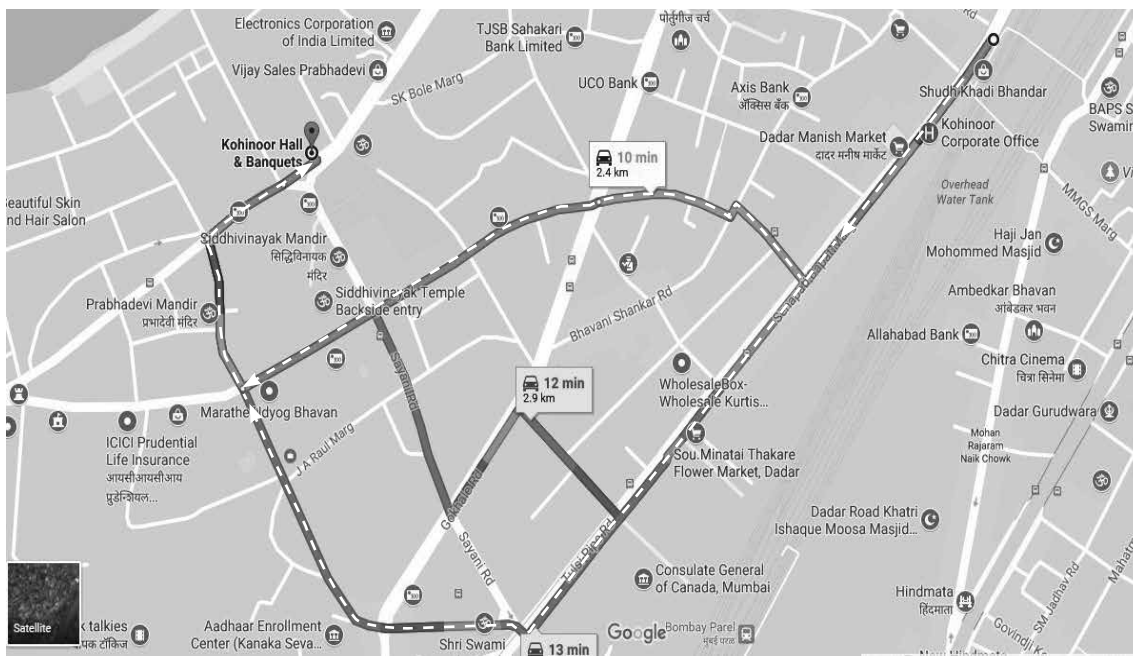
REGISTERED OFFICE:
Gammon House,
Veer Savarkar Marg,
Prabhadevi, Mumbai-400 025

(ANNEXURE)

DETAILS PURSUANT TO REGULATION 36(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 IN RESPECT OF DIRECTORS SEEKING APPOINTMENT / RE-APPOINTMENT

Name of Director	Mr. Vardhan Vasant Dharkar	Mr. Chayan Bhattacharjee
Date of Birth & Age (in years)	27th May 1962 (55 years)	1st January 1951 (67 years)
Date of First Appointment on Board	20th November 2017	13th June 2018
Qualification	Science Graduate and a Chartered Accountant	Civil Engineer and a diploma holder in Financial Management from Mumbai University
Number of shares held		
Expertise in specific functional areas	Experience in areas of Finance, Accounting, Taxation, Controls, Compliance, Risk & General Management	Experience in Civil EPC Business in various sectors such as construction of bridges, roads, cooling tower and chimneys, irrigation and pipelines
Directorships held in other listed companies	Nil	Gammon India Limited
Committee Positions held in other companies	Nil	Nil
Number of Shares held	Nil	51,342

ROUTE MAP TO THE VENUE OF THE ANNUAL GENERAL MEETING



GAMMON INFRASTRUCTURE PROJECTS LIMITED

Gammon House, Veer Savarkar Marg, Prabhadevi, Mumbai 400 025
CIN: L45203MH2001PLC131728; Website: www.gammoninfra.com
Telephone: +91 22 6748 7200; Fax: +91 22 6748 7201

Proxy form

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name & Address of Member _____

_____

Regd. Folio No.: _____ **D.P. ID / Client ID.** _____

E-mail Id: _____

I / WE, being a member(s) of _____ shares of the above named Company hereby appoint

Name: _____ Email: _____

Address: _____

_____ Signature: _____

or failing him/her

Name: _____ Email: _____

Address: _____

_____ Signature: _____

or failing him/her

Name: _____ Email: _____

Address: _____

_____ Signature: _____

as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the 17th Annual General Meeting of the Company to be held on Thursday, September 20, 2018 at Hotel Kohinoor Park, Empress Hall, 1st Floor, Kohinoor Corner, Veer Savarkar Marg, Prabhadevi, Mumbai - 400 025 at 11.00 a.m. and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution number	Resolution
Ordinary Business	
1	Adoption of Audited Financial Statements (including consolidated financial statements) for the financial year ended March 31, 2018 and Reports of the Board of Directors and Auditors thereon
2	Re-appointment of Mr. Vardhan Dharkar, Director, who retires by rotation
Special Business	
3	Appointment of Mr. Chayan Bhattacharjee as the Director of the Company
4	Ratification of the remuneration payable to Mr. R. Srinivasaraghavan, Cost Accountant, appointed as the Cost Auditors of the Company
5	Payment of commission to Non-Executive directors

Signed this _____ day of _____ 2018

_____ _____

Signature of shareholder Signature of Proxy holder(s)

Affix Revenue Stamp

Note:
This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting..