GAMMON
Builders to the Nation

GAMMON INDIA LIMITED

CIN: L74999MH1922PLC000997
Regd. Office: Gammon House, Veer Savarkar Marg, Prabhadevi, Mumbai-400 025.
Website: www.gammonindia.com Email: secretarial@gammonindia.com
Tel.: +91 22 61153000 Fax: +91 22 24300529

NOTICE TO SHAREHOLDERS

NOTICE is hereby given that the **Ninety Third Annual General Meeting of Gammon India Limited** will be held on Tuesday, 24th March, 2015 at 3.30 p.m. at Ravindra Natya Mandir, (P. L. Deshpande Maharashtra Kala Academy), 3rd Floor (Mini Theatre), Sayani Road, Prabhadevi, Mumbai - 400 025 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the 9 (nine) months period ended on 30th September, 2014 together with the Reports of the Board of Directors and the Auditors Reports thereon.
2. To appoint a Director in place of Mr. Digambar C. Bagde (DIN: 00122564) who retires by rotation and being eligible, offers himself for re-appointment.
3. To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

   "RESOLVED that pursuant to the provisions of Section 139 and all other applicable provisions of the Companies Act, 2013 (the "Act") read with Rule 3(7) of the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the Company hereby ratifies the appointment of M/s. Natvarlal Vepari & Co., Chartered Accountants (Firm Registration No. 106971W), as the Statutory Auditors of the Company to hold office from the conclusion of this meeting until the conclusion of the Annual General Meeting to be held for the financial year 2016-17 on such remuneration as may be determined by the Board of Directors."

SPECIAL BUSINESS:

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

   "RESOLVED that pursuant to the provisions of Section 143(8) and all other applicable provisions, if any, of the Companies Act, 2013 (the "Act") read with Rule 3(7) of the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the Company hereby ratifies the appointment of M/s. Vinod Modi & Associates, Chartered Accountants (Firm Registration No. 111515W) and M/s. M. G. Shah & Associates, Chartered Accountants (Firm Registration No. 112561W) as the Joint Branch Auditors of "Gammon India Limited – Transmission Business" at Nagpur and all other offices of Transmission and Distribution business wherever situated in India and abroad to hold office from the conclusion of this meeting until the conclusion of the Annual General Meeting to be held for the financial year 2018-19 on such remuneration as may be determined by the Board of Directors."
5. To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

   "RESOLVED that pursuant to Section 148 of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the Company hereby ratifies payment of remuneration of ₹ 60,000/- (Rupees Sixty Thousand Only) per annum to Mr. R. S. Raghavan, Cost Auditor for conducting audit of

cost accounting records maintained by the Company in respect of (a) manufacture of Power Transmission Tower Parts at the Company's factory locations at Butibori, Deoli and Baroda and (b) manufacture of Power Conductors at the Company's factory location at Silvassa for the financial year commencing on 1st October 2014;

RESOLVED FURTHER that the Board of Directors be and is hereby authorized to do all such acts, deeds, matters and things to give effect to this resolution."

6. To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

"RESOLVED that pursuant to the provisions of Sections 197,198 and all other applicable provisions, if any, of the Companies Act, 2013, read with Schedule V thereto and the Rules made thereunder, as amended from time to time and subject to the approval of the Central Government if any, approval of the Company be and is hereby accorded to the re-appointment of Mr. Rajul A. Bhansali (DIN: 00178558) as Whole-time Director of the Company designated as Executive Director – International Operations for a further period of three (3) years with effect from 30th March, 2015 upon such terms and conditions as set out in the Explanatory Statement annexed to this Notice with liberty to the Board of Directors to alter and vary the terms and conditions of the said appointment in such manner as may be agreed between the Board of Directors (the "Board") and Mr. Bhansali;

RESOLVED FURTHER that 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), be and is hereby authorised to take all such steps as may be necessary, proper and expedient to give effect to this Resolution."

7. To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED that Mr. Ajit Balubhai Desai, (DIN: 00105836) who was appointed as an Additional Director of the Company with effect from 18th December 2014 pursuant to Section 161 of the Companies Act, 2013 ("the Act") and Article 128 of the Articles of Association of the Company and who holds office only upto the date of this Annual General Meeting and in respect of whom notice under Section 160 of the Act has been received from a member signifying his intention to propose Mr. Ajit Balubhai Desai as a candidate for the office of Director of the Company, be and is hereby appointed as a Director of the Company."

8. To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

"RESOLVED that pursuant to the provisions of Sections 197, 198 read with Schedule V thereto and the Rules made thereunder, as amended from time to time and subject to the approval of the Central Government ,if any and the approval of the CDR lenders, approval of the Company be and is hereby accorded to the appointment of Mr. Ajit B. Desai as Whole-time Director of the Company, liable to retire by rotation, designated as Executive Director & Chief Executive Officer for a period of three (3) years with effect from 18th December 2014 on such terms and conditions as set out in the Explanatory Statement annexed to this Notice with liberty to the Board of Directors (the "Board") to alter and vary the terms and conditions of the said appointment in such manner as may be agreed between the Board and Mr. Desai;

RESOLVED FURTHER that 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), be and is hereby authorised to take all such steps as may be necessary, proper and expedient to give effect to this Resolution."

9. To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

"RESOLVED that pursuant to the provisions of Clause 49 of the Listing Agreement executed between the Company and the Stock Exchanges, as amended from time to time, consent of the Company be and is hereby accorded for existing material related party transactions between the Company and the following entities as per the details and on the terms and conditions as set out under Item No. 9 of the Explanatory Statement annexed to this Notice:

Sr. No.	Name of the related party	Nature of relationship	Nature of transaction	Amount (₹ in Crore)
1.	Gammon Cidade Tensacciai	Joint Venture	EPC Contract	400.59
2.	Gammon Mosmetrostroy	Joint Venture	EPC Contract	1,307.45
3.	Patel Gammon	Joint Venture	EPC Contract	987.19
4.	Jaeger Gammon	Joint Venture	EPC Contract	350.47
5.	Patna Highway Projects Limited	Subsidiary	EPC Contract	786.00
6.	Rajahmundry Godavari Bridge Limited	Subsidiary	EPC Contract	740.00
7.	Indira Container Terminal Private Limited	Subsidiary	EPC Contract	550.95

RESOLVED FURTHER that the Board of Directors (the "Board") and/or any Committee constituted by the Board be and is hereby authorized to settle any question, difficulty or doubt that may arise with regard to giving effect to the above resolution and to do all acts, deeds, things as may be deemed necessary, proper and desirable."

10. To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

"RESOLVED that pursuant to the provisions of Clause 49 of the Listing Agreement executed between the Company and the Stock Exchanges, as amended from time to time, consent of the Company be and is hereby accorded for existing material related party transactions between the Company and Metropolitan Infrahousing Private Limited as per the details and on the terms and conditions as set out under Item No. 10 of the Explanatory Statement annexed to this Notice;

RESOLVED FURTHER that the Board of Directors (the "Board") and/or any Committee constituted by the Board be and is hereby authorized to settle any question, difficulty or doubt that may arise with regard to giving effect to the above resolution and to do all acts, deeds, things as may be deemed necessary, proper and desirable."

11. To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

"RESOLVED that pursuant to the provisions of Clause 49 of the Listing Agreement executed between the Company and the Stock Exchanges, as amended from time to time, consent of the Company be and is hereby accorded for existing material related party transactions between the Company and Campo Puma Oriente S.A. as per the details and on the terms and conditions as set out under Item No. 11 of the Explanatory Statement annexed to this Notice;

RESOLVED FURTHER that the Board of Directors (the "Board") and/or any Committee constituted by the Board be and is hereby authorized to settle any question, difficulty or doubt that may arise with regard to giving effect to the above resolution and to do all acts, deeds, things as may be deemed necessary, proper and desirable."

12. To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

"RESOLVED that pursuant to the provisions of Clause 49 of the Listing Agreement executed between the Company and the Stock Exchanges, as amended from time to time, consent of the Company be and is hereby accorded for existing material related party transactions between the Company and Franco Tosi Meccanica S.p.A. as per the details and on the terms and conditions as set out under Item No. 12 of the Explanatory Statement annexed to this Notice;

RESOLVED FURTHER that the Board of Directors (the "Board") and/or any Committee constituted by the Board be and is hereby authorized to settle any question, difficulty or doubt that may arise with regard to giving effect to the above resolution and to do all acts, deeds, things as may be deemed necessary, proper and desirable."

By Order of the Board of Directors
For GAMMON INDIA LIMITED

Sd/-
GITA BADE
Company Secretary

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

Dated: 13th February 2015

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND INSTEAD OF HIMSELF / HERSELF AND THAT THE PROXY NEED NOT BE A MEMBER. A person can act as a proxy on behalf of members not exceeding fifty (50) and holding in aggregate not more than ten (10) percent of the total paid-up share capital of the Company.
2. Proxies to be effective should be deposited at the Registered Office of the Company not less than forty eight (48) hours before the commencement of the meeting.
3. The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of special businesses under Item Nos. 4 to 12 is annexed hereto.
4. The Register of Members and the Share Transfer Books of the Company will remain closed from 19th March 2015 to 24th March 2015 (both days inclusive).
5. Members who hold shares in the dematerialized form are requested to write their DP ID and Client ID and those holding shares in physical form are requested to write their folio number in the attendance slip and hand it over at the entrance of the meeting hall.
6. Voting through electronic means:
   (a) Pursuant to the 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 the facility to exercise their right to vote at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by Central Depository Services Limited (CDSL).

(b) A member may exercise his vote at any general meeting by electronic means and Company may pass any resolution by electronic voting system in accordance with Rule 20 of the Companies (Management and Administration) Rules, 2014.

(c) During the e-voting period, members of the Company, holding shares either in physical form or dematerialized form, as on the cut-off date i.e. 20th February 2015, may cast their vote electronically.

(d) **The e-voting period commences at 9:30 a.m. on Wednesday, 18th March 2015 and ends at 5:30 p.m. on Friday, 20th March 2015. The e-voting module shall be disabled by CDSL for voting thereafter.**

(e) **Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.**

(f) Voting rights shall be reckoned on the paid-up value of shares registered in the name of the members as on the date of dispatch of notice.

(g) The Board of Directors at their meeting have appointed Mr. Vidyadhar V. Chakradeo, Practicing Company Secretary as the scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

(h) **Instructions for e-voting:**

(1) **In case of Members receiving Notice of the Annual General Meeting by email and who wish to vote using the e-voting facility :**

(i) Email contains your user ID and password for e-Voting. Please note that this password is an initial password.

(ii) Open your web browser during the voting period and log on to the e-voting website www.evotingindia.com

(iii) Now click on “Shareholders” to cast your votes.

(iv) Now, select the Electronic Voting Sequence Number (“EVSN”) of “GAMMON INDIA LIMITED” from the drop down menu and click on “SUBMIT”.

(v) Now, fill up the following details in the appropriate boxes:

	For Members holding shares in Demat Form	**For Members holding shares in Physical Form**
User ID	**For NSDL:** 8 Character DP ID followed by 8 Digits Client ID **For CDSL:** 16 digits beneficiary ID	Folio Number registered with the Company
PAN*	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department when prompted by the system while e-voting (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 first two letters of their name and the 8 digits of the sequence number in the PAN field. • In case the sequence number is less than 8 digits enter the applicable number of 0’s before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.	

DOB#	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details#	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. Please enter the DOB or Dividend Bank Details in order to login. If 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 the PAN column above.

Please enter any one of the details in order to login. In case either of the details are not recorded with the depository please enter the value <Default Value> in the DOB column or the <Default Value> in the Dividend Bank details field.

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

(vii) Members holding shares in Physical form will then reach directly to the voting screen.

(viii) Members holding shares in Demat form will now reach Password Change menu wherein they are required to mandatorily change their login password in the new password field. The new password has to be minimum eight characters consisting of atleast one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character. Kindly note that this password can be used by the Demat holders for voting on 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.

(ix) You can also update your mobile number and e-mail ID in the user profile details of the folio which may be used for sending communication(s) regarding CDSL e-voting system in future. The same may be used in case the Member forgets the password and the same needs to be reset.

(x) If you are already registered with CDSL for e-voting, then you can use your existing login id and password for casting your vote.

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

(xii) On the voting page, you will see Resolution Description and against the same the option 'YES/ NO' for voting. Enter the number of shares (which represents number of votes) under YES/NO.

(xiii) Click on the Resolution File link if you wish to view the entire Notice of the Annual General Meeting.

(xiv) 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.

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

(2) **In case of Members receiving Notice of the Annual General Meeting by post and who wish to vote using the e-voting facility :**

Please follow all steps from Sr. No. (ii) to Sr. No. (xvi) above, to cast your vote.

(3) **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 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/Authority Letter which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system and shall also be forwarded to to the Scrutinizer through e-mail at gita.bade@gammonindia.com with a copy marked to helpdesk.evoting@cdslindia.com.

In case you have any queries or issues regarding e-voting, please contact helpdesk.evoting@cdslindia.com.

7. Members are requested to carefully read the instructions and in case of any queries, you may refer to the QnA on e-Voting for Members and User Manual for Shareholders to cast their votes available in the Help section of www.evotingindia.com.
8. Since the Company is required to provide facility to the members to exercise their right to vote by electronic means, shareholders of the Company, holding shares either in physical form or in dematerialized form and not casting their vote electronically, may cast their vote at the Annual General Meeting.
9. 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 favour or against, if any, forthwith to the Chairman of the Company.
10. The Results shall be declared on or after the Annual General Meeting of the Company. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.gammonindia.com and on the website of CDSL within two(2) days of passing of the resolutions at the Annual General Meeting of the Company to be held on 24th March 2015 and communicated to the NSE & BSE Limited.
11. Pursuant to Section 205A of the Companies Act, 1956, the dividend not encashed or claimed within seven (7) years from the date of its transfer to the unpaid dividend account shall be transferred to the Investor Education and Protection Fund (IEPF) established by the Central Government. Accordingly, the Company has transferred Interim Dividend amounting to ₹ 209,863/- and Final Dividend amounting to ₹ 47,094/- (both for the year 2006-07) to IEPF, which was due and payable and remained unclaimed and unpaid for a period of seven years.

    The Company will be transferring dividend to IEPF as per the following schedule:

Financial Year	Type of Dividend	Tentative date of transfer to IEPF
2007-2008	Final Dividend	28th November 2015
2008-2009	Final Dividend	17th December 2016
2010-2011	Interim Dividend	21st October 2017
2009-2010	Final Dividend	30th November 2017
2010-2011	Final Dividend	29th October 2018
2011-2012	Final Dividend	28th November 2019

12. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.

13. As per the General Circular 08/2014 No. 1/19/2013-CL-V dated 4th April 2014 issued by the Ministry of Corporate Affairs, the financial statements (and documents required to be attached thereto), auditors report and board's report in respect of financial years that commenced earlier than 1st April 2014 shall be governed by the relevant provisions/schedules/rules of the Companies Act, 1956. The Ministry of Corporate Affairs, Government of India has, vide General Circular No. 2/2011 dated 8th February, 2011 read together with General Circular No. 3/2011 dated 21st February, 2011, granted exemption under Section 212(8) of the Companies Act, 1956, for not attaching Annual Report of subsidiary companies, subject to fulfillment of certain conditions by the holding company. As stated in the said circulars, the Board of Directors, vide its resolution dated 18th December, 2014 accorded its consent for not attaching the balance sheet of the subsidiaries. Further the Company has presented in the Annual Report, the consolidated financial statements of the Company and all its subsidiaries duly audited by the statutory auditors. The consolidated financial statements have been prepared in strict compliance with the applicable Accounting Standards and, where applicable, the Listing Agreement as prescribed by the Securities and Exchange Board of India. The Company has disclosed in the consolidated balance sheet the following information in aggregate for each subsidiary including subsidiaries of subsidiaries:- (a) capital (b) reserves (c) total assets (d) total liabilities (e) details of investment (except in case of investment in the subsidiaries) (f) turnover (g) profit before taxation (h) provision for taxation (i) profit after taxation (j) proposed dividend.

    The annual accounts of the subsidiary companies and the related detailed information shall be made available to shareholders of the Company and subsidiary companies seeking such information at any point of time. The annual accounts of the subsidiary companies shall also be kept for inspection by any shareholders in the head office of the Company and of the subsidiary companies concerned and a note to the above effect has been included in the Annual Report of the Company. The Company shall furnish a hard copy of details of accounts of subsidiaries to any shareholder on demand.

14. Electronic copy of the Notice along with the 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 Annual Report are being sent in the permitted mode.

15. Members who have not registered their e-mail addresses, so far, are requested to register their e-mail addresses, in respect of their electronic holdings with the Depository through their concerned Depository Participants. Members who hold shares in physical form are requested to register their e-mail addresses with the Company's Registrar & Transfer Agents, M/s. Link Intime India Private Limited by sending an e-mail to gammonindiagogreen@linkintime.co.in along with details like Name, Folio No. etc.

16. Members are requested to send their queries, if any, at least ten (10) days before the Annual General Meeting, so as to enable the Board to keep the information ready.

17. The shareholders are requested to address their correspondence to the Registrar & Share Transfer Agent viz. M/s. Link Intime India Private Limited, C-13, Pannalal Silk Mills Compound, L. B. S. Marg, Bhandup (W), Mumbai - 400 078.

18. Members may also note that the Notice of the 93rd Annual General Meeting and the Annual Report for the nine (9) months period ended 30th September 2014 will be available on the Company's website viz. www.gammonindia.com. Physical copies of the aforesaid documents will be available at the registered office for inspection during business hours on working days.

19. Information required to be provided under the Listing Agreement entered into with various Stock Exchanges, regarding the Directors who are proposed to be appointed / re-appointed is as below:

Name of Director	**Mr. Digambar C. Bagde**	**Mr. Rajul A. Bhansali**	**Mr. Ajit B. Desai**
Age (years)	64	58	58
Qualifications	B.E. (Civil)	Chartered Accountant	B.E. (Civil)
Expertise	Vast professional experience and expertise in Designing and execution of Transmission lines and Railway Electrification.	Vast experience in diverse functional areas such as Finance, Commercial and General Management in Engineering and Construction Industry.	Vast experience in construction management.
Directorships held in other Companies (Indian companies)	1. ATSL Infrastructure Projects Ltd. 2. Transrail Lighting Ltd. 3. SAE Transmission India Ltd.	1. Gammon and Billimoria Ltd. 2. Gammon Power Ltd. 3. Franco Tosi Turbines Private Ltd.	1. Plamach Turnkeys Limited 2. Gactel Turnkey Projects Limited 3. Gammon Realty Limited 4. Freyssinet (India) Private Ltd. 5. Builcon Overseas Engineers Pvt. Ltd. 6. Metropolitan Infrahousing Pvt. Ltd. 7. Patna Water Supply Distribution Network Pvt. Ltd.
Memberships/ Chairmanships of committees of other public companies.	NIL	NIL	NIL
Shareholding (No. of shares)	817,472	NIL	4,500

ANNEXURE TO NOTICE

As required by Section 102 of the Companies Act, 2013 the following Explanatory Statement sets out the material facts relating to the businesses under Item Nos. 4 to 12 of the accompanying Notice dated 13th February 2015.

Item No. 4 :

Members had, at the 92nd Annual General Meeting held on 30th June 2014, approved the appointment of M/s. Vinod Modi & Associates, Chartered Accountants and M/s. M. G. Shah & Associates, Chartered Accountants as the Joint Branch Auditors of 'Gammon India Limited – Transmission Business Nagpur' and all other branch offices of the Transmission and Distribution Business wherever situated for the five (5) financial years 2014-2015, 2015-16, 2016-17, 2017-18 & 2018-19.

Rule 3(7) of Companies (Audit and Auditors) Rules, 2014, states that appointment of the auditor shall be subject to ratification by the members at every annual general meeting till the expiry of the term of the Auditor. In view of the above, the appointment of M/s. Vinod Modi & Associates, Chartered Accountants and M/s. M. G. Shah & Associates, Chartered Accountants as the Joint Branch Auditors of 'Gammon India Limited – Transmission Business Nagpur' and all other offices wherever situated from the conclusion of this Meeting until the conclusion of the Annual General Meeting to the held for the financial year 2018-19 is being placed for members' ratification.

The Board commends the passing of the Ordinary Resolution at Item No. 4 of the accompanying Notice for approval by the Members of the Company.

None of the Directors and Key Managerial Personnel of the Company and their respective relatives are concerned or interested in the passing of the above resolution.

Item No. 5 :

Members are hereby informed that the Audit Committee and the Board of Directors, at their respective meetings held on 4th December 2014 and 5th December 2014 have appointed Mr. R. S. Raghavan as Cost Auditor of the Company for the financial year commencing from 1st October 2014 to conduct audit of cost accounting records maintained by the Company in respect of (a) manufacture of Power Transmission Tower Parts at the Company's factory locations at Butibori, Deoli and Baroda and (b) manufacture of Power Conductors at the Company's factory location at Silvassa on a remuneration of ₹ 60,000/- (Rupees Sixty Thousand) per annum.

Pursuant to Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the remuneration proposed to be paid to the Cost Auditor is required to be ratified by the shareholders.

The Board commends the passing of the Ordinary Resolution at Item No. 5 of the accompanying Notice for approval by the Members of the Company

None of the Directors and the Key Managerial Personnel of the Company and their respective relatives are concerned or interested in the passing of the above resolution.

Item Nos. 6, 7 & 8 :

(i) **Re-appointment of Mr. Rajul Bhansali as Whole-Time Director :**

Mr. Rajul Bhansali's term as the Whole-time Director of the Company is expiring on 29th March 2015. The Board at its meeting held on 18th December 2014, has, on the recommendation of the Nomination and Remuneration Committee and subject to the approval of the Members and the Central Government, re-appointed Mr. Bhansali as the Whole time Director of the Company, designated as Executive Director – International Operations for a period of three (3) years commencing from 30th March 2015. Mr. Bhansali joined the Company as an Executive Director in 2003 in charge of finance, legal and subcontracting

portfolios. He has been in charge of overseeing the Company's international business since 2008. Mr. Bhansali is a Chartered Accountant with vast experience in diverse functional areas such as finance, commercial and general management in engineering and construction industry.

The principal terms and conditions of Mr. Bhansali's appointment as Executive Director are:

1. Term of Appointment – 3 years.
2. Period : 30th March 2015 - 29th March 2018
3. Nature of duties:
   a) The Executive Director shall devote his whole time attention to the business of the Company and carry out such duties, as may be entrusted to him by the Chairman and Managing Director from time to time and exercise such powers as may be assigned to him, subject to superintendence, control and directions of the Board in connection with and in the best interests of the business of the Company and the business of any one or more of its associated companies and/or subsidiaries, including performing duties as assigned by the Board from time to time by serving on the boards of such associated companies and/or subsidiaries or any other executive body or any committee of such a company.
   b) He shall undertake to employ the best of the skill and ability to make his utmost endeavours to promote the interests and welfare of the Company and to conform to and comply with the directions and regulations of the Company and all such orders and directions as may be given to him from time to time by the Board.
   c) He shall not at any time exceed the powers so delegated by the Board.
4. Remuneration: Mr. Rajul Bhansali shall be entitled to the following remuneration per annum**:**

Particulars	**Amount (₹)**
Salary	6,846,956
Perquisites	135,000
Retiral benefits*	1,018,044
Total	**8,000,000**

**Retiral benefits include Provident Fund, Gratuity & Superannuation.*

5. This appointment may be terminated by either party by giving to the other party advance notice of three months.

(ii) **Appointment of Mr. Ajit Desai as Whole-Time Director :**

Mr. Ajit Desai was appointed as an Additional Director of the Company with effect from 18th December 2014. In terms of Section 161 (1) of the Companies Act, 2013 and Article 128 of the Articles of Association of the Company, Mr. Desai holds office only upto the date of the forthcoming Annual General Meeting but is eligible for appointment as a Director. A Notice under Section 160(1) of the Companies Act, 2013 has been received from a member signifying his intention to propose Mr. Desai's appointment as Director of the Company.

Mr. Desai has also been appointed as a Whole Time Director of the Company designated as Executive Director & Chief Executive Officer for a period of three (3) years effective 18th December 2014.

Mr. Desai graduated in 1978 with first class distinction in Civil Engineering from VJTI, Mumbai with Construction Management as major subject. In a span of 36 years, Mr. Desai has undergone extensive training, on and off the field. He joined the Company as a Junior Engineer in 1979 and since then has been working in the Company for over 35 years. He has rich experience in executing several major projects.

The Nomination and the Remuneration committee and the Board of Directors (the "Board") is of the opinion that, with his technical expertise and acumen in the construction industry, the Company will benefit immensely by his appointment. The approval of the CDR lenders is awaited.

The principal terms and conditions of Mr. Ajit Desai's appointment as Executive Director and Chief Executive Officer (Executive Directors & CEO") are:

1 Term of Appointment – 3 years

2 Period : 18th December 2014 - 17th December 2017.

3 Remuneration :

Particulars	**Amount per annum (₹)**
Salary	6,518,720
Perquisites	851,440
Retiral benefits*	629,840
Total	**8,000,000**

**Retiral benefits include Provident Fund, Gratuity & Superannuation.*

4 Nature of duties:

a) He shall be in charge of the Company's EPC business.

b) He shall devote his whole time and attention to the business of the Company and carry out such duties, as may be entrusted to him by the Chairman and Managing Director from time to time and exercise such powers as may be assigned to him, subject to superintendence, control and directions of the Board in connection with and in the best interests of the business of the Company and the business of any one or more of its associated companies and/or subsidiaries, including performing duties as assigned by the Board from time to time by serving on the boards of such associated companies and/or subsidiaries or any other executive body or any committee of such a company.

c) He shall undertake to employ the best of the skill and ability to make his utmost endeavors to promote the interests and welfare of the Company and to conform to and comply with the directions and regulations of the Company and all such orders and directions as may be given to him from time to time by the Board.

d) He shall not at any time exceed the powers so delegated by the Board.

5 This appointment may be terminated by either party by giving to the other party advance notice of three months.

Information as required in terms of Section II of Part II of Schedule V to the Companies Act, 2013 is furnished below:

I. GENERAL INFORMATION :

1. Nature of Industry : Construction & Engineering
2. Date of commencement of commercial production : Not Applicable
3. In case of new companies, expected date of commencement of activities as per project approved by Financial Institutions appearing in the Prospectus : Not Applicable

4. Financial Performance

Financial parameters of the Company for the last five financial years:

(₹ in Crore)

Sr. No.	Particulars	Year				
		2010-11	**2011-12**	**2012-13**	**9 months period ended 31.12.2013**	**9 months period ended 30.09.2014**
(1)	Paid-up Capital	27.49	27.50	27.50	27.50	27.50
(2)	Reserves & Surplus	2,088.15	2,224.48	1,687.12	1,018.28	1,064.54
(3)	Turnover	5,636.85	5,473.23	5,100.25	3,186.49	3,842.61
(4)	Net Profit as per Section 197 of the Companies Act, 2013	186.26	161.12	(434.27)	(905.68)	(522.09)
(5)	Amount of dividend	10.63*	2.73	NIL	NIL	NIL
(6)	Rate of Dividend declared	40%	10%	NIL	NIL	NIL

Includes interim dividend @ 20% per share and final dividend @ 20% per share.

5. Foreign Investments or Collaborators, if any : The total equity shares held by Foreign Institutional Investors is 7,465,078* Equity Shares of ₹ 2/- each which constitutes 5.47% of the Paid-up Equity Share Capital of the Company.

**The no. of shares mentioned above is on the basis of latest practicable data available on the date of the Board Meeting.*

II. INFORMATION ABOUT THE APPOINTEES:

1. **MR. RAJUL A. BHANSALI :**

a. **Background Details:**

Mr. Rajul Bhansali joined the Company's Board in March 2003 as the Whole-time Director and since then has discharged various functions as a Director of the Company. He is currently Executive Director-International Operations. Mr. Rajul Bhansali, aged 58, is a Commerce graduate and a member of the Institute of Chartered Accountants of India. He has vast experience in diverse functional areas such as finance, commercial and general management in engineering and construction industry. He has 36 years of experience in manufacturing, project engineering and EPC Companies in India and overseas.

b. **Past Remuneration:**

(Amount in ₹)

Year/Period	Amount* (per annum)
2012-13	8,000,000
9 months period ended 31.12.2013	6,118,478
9 months period ended 30.09.2014	6,199,565

**including salary, perquisites and retiral benefits (PF, Gratuity & Superannuation)*

c. **Recognition / Awards: NIL**

d. **Job Profile & Suitability:**

As Executive Director - International Operations, Mr. Bhansali is responsible for overseeing Gammon's investments and safeguarding its interests in overseas ventures in the Power Equipment Manufacturing Companies in Italy and Oil Exploration Company in Ecuador. He reports to the Chairman & Managing Director of the Company. To enable him to manage the affairs of these companies in a best possible manner, Mr. Bhansali has been inducted on the Boards of all the overseas subsidiaries/ associate companies as a nominee of the Company. Since joining the Board of the Company, Mr. Bhansali has been effectively managing the domestic and overseas affairs of the Company. Considering the rich experience and expertise in diverse functional areas in engineering and construction industry, Mr. Bhansali is best suited for effectively managing the Company's business in his capacity as Director of the Company.

e. **Remuneration proposed:**

Particulars	**Amount (₹)**
Salary	6,846,956
Perquisites	135,000
Retiral benefits*	1,018,044
Total	**8,000,000**

Retirals include Provident Fund, Gratuity & Superannuation.

f. **Comparative Remuneration profile with respect to Industry, Size of the Company, Profile of the position and person:**

Mr. Rajul Bhansali is in charge of the Company's International Operations. His responsibilities include overseeing the operations of the overseas companies on a day to day basis and safeguarding the Company's interests in overseas ventures. Considering Mr. Bhansali's job responsibilities, the duties performed by him, his rich experience and expertise, the size of the Company, comparable remuneration of managerial personnel in similar industry and the industry in which it operates, the Nomination & Remuneration Committee at its meeting held on 18th December 2014 approved re-appointment of Mr. Bhansali as Whole-time Director of the Company designated as Executive Director – International Operations for a further period of three (3) years on same remuneration i.e. ₹ 80 Lacs per annum and recommended the same to the Board for its approval. Based on the recommendation of the Nomination & Remuneration Committee, the Board, at its meeting held on 18th December 2014, approved the re-appointment of Mr. Bhansali as set out in the resolution at Item No. 6 of the Notice.

g. Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any: NIL

2. **MR. AJIT B. DESAI :**

a. Background Details:

Mr. Ajit Desai graduated in 1978 with first class distinction in Civil Engineering from VJTI, Mumbai with Construction Management as major subject. He joined M/s G. L. Raheja & Associates as Junior Engineer and was involved in construction of many high rise buildings in Mumbai. Subsequently, he joined Gammon India Limited (the "Company") in 1979 as Junior Engineer and rose to the position of Assistant General Manager in span of 14 years. During this period, Mr. Desai was responsible for successful completion of many projects including Tarapur Spent Fuel Storage facility, Greenfield Wankhari TPS project and Raichur Power project,

amongst others. Appreciating his project management skills, Mr. Desai was transferred to the Head office and given the charge of contract management. Under his leadership, Mr. Desai developed a team of strong professionals and helped the Company venture into new areas such as Industrial & Residential Construction and Urban Infrastructure. Mr. Desai managed projects in various sectors such as Roads, Ports, Power, Urban Infrastructure and Industrial & Residential Construction which included Vizag Seaport, Kalpakkam Nuclear project, Parbati Hydroelectric Power Plant and many private sector power plants. The value of projects handled by Mr. Desai varied from ₹ 100 Crores to ₹ 900 Crores. In a span of 36 years, Mr. Desai has undergone extensive training, on and off the field. He has completed management courses from the Indian Institute of Management – Ahmedabad, Indore and Bangalore. Mr. Desai has also attended courses conducted by Structural Engineering Research Centre, Cement Research Institute and Cooling Tower Institute. He has also completed course on Crises Management. Mr. Desai has rich and varied experience of working with major industry players such as Bactel, Toyo, Raytons and Siemens, to name a few.

b. **Past Remuneration: Not Applicable**

c. **Recognition / Awards: NIL**

d. **Job Profile & Suitability:**

Mr. Desai is in charge of Power, Steel Industry and Residential projects with job values ranging from ₹ 300 Crore. to ₹ 600 Crore viz. Bellary Steel Plant, Tiroda Power Plant, Runwal Green project, to name a few. He is responsible for project coordination, client and vendor management, team building, resource planning, financial planning, management of projects and exploring new business opportunities. Mr. Desai has good interpersonal skills and acts as a mentor to his team of project engineers. Mr. Desai is also member of the Company's Board of Management.

e. **Remuneration proposed:**

Particulars	**Amount per annum (₹)**
Salary	6,518,720
Perquisites	851,440
Retiral benefits*	629,840
Total	**8,000,000**

Retirals include Provident Fund, Gratuity & Superannuation.

f. **Comparative Remuneration profile with respect to Industry, Size of the Company, Profile of the position and person:**

Mr. Desai oversees execution of projects on a day to day basis in multiple sectors. He is also responsible for exploring new business opportunities for the Company. Considering Mr. Desai's job responsibilities, the duties performed by him, his rich experience and expertise, the size of the Company, comparable remuneration of managerial personnel in similar industry and the industry in which it operates, the Nomination & Remuneration Committee at its meeting held on 18th December 2014 approved appointment of Mr. Desai as Whole-time Director of the Company designated as Executive Director & Chief Executive Officer for a period of three (3) years on remuneration of ₹ 80 Lacs per annum and recommended the same to the Board for its approval. Based on the recommendation of the Nomination & Remuneration Committee, the Board, at its meeting held on 18th December 2014, approved the appointment of Mr. Desai as set out in the resolution at Item No. 8 of the Notice.

g. Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any: NIL

III. OTHER INFORMATION

1. **Reasons for inadequate profits:**

Since past three years, the macro-economic environment is facing a severe slow growth trend. It has further deteriorated in this year and has a severe effect on the construction & infrastructure sector, causing distress to almost all the players. Policy indecisiveness, scarce financial resources, inflationary pressures, project delays due to unexpected developments, bureaucratic hurdles and other similar factors continued to create innumerable difficulties to both, the sector and the Company. The infrastructure segment continued to be sluggish due to policy inaction and liquidity constraints.

The Company continues to face difficulties in realising receivables/ retention and arbitration claims. The Company continued to be affected due to poor planning and implementation of projects and unavailability of resources on timely basis, thereby widening the gap between the planned outlay and actual spending.

The severe liquidity crisis continued to adversely affect project execution. Certain delays are beyond our control such as delays in land acquisition, municipal permission, approval of designby client, and over and above scarcity in availability of labour and materials and operational issues continued to drag down the performance and project profitability. The Company is under Corporate Debt Restructuring & hence interest & finance cost continued to be high.

The Company's overseas operations are characterised due to weak order booking, inflexible labour markets, paucity of working capital and uncertain political climate. Continuation of recession in the European economy, and weak Euro position against the USD has frazzled the investment of the Group.

2. **Steps taken or proposed to be taken for improvement:**

The Company has with assistance from its CDR lenders initiated several steps for improving its performance. As a step towards this the banks have released fresh funds within the overall facilities sanctioned under the CDR Package. These funds have been infused directly into projects which had been stuck up for lack of funds. Steps have been initiated to complete these projects on a fast track basis so as to reduce fixed costs and to ease working capital costs. During the period under review several projects have been completed and sites closed thereby reducing operational costs. This has also helped in recovering retention monies.

The Company is also concentrating on recovering all long pending dues and receivables and a dedicated team has been set up whose main target is to recover receivables, arbitration awards, final bills and retention money and though the recovery is slow ,nevertheless this is also helping the company in meeting its working capital needs. The Company has won many arbitration awards and steps have been taken to recover the amounts due from such awards. The Company is also in the process of monetizing its investment in land as well as of its overseas assets and to divest its non-core business, disposal of idle equipment, settlement of non-routine collection including claims and arbitration awards. Also several steps have been taken to reduce operational costs so as to reduce the burden on working capital requirements. The Company is currently concentrating on selective acquisition of value-accretive project orders and concentrating on its core competency business of construction of bridges, water supply, metro rail projects and hydro power. All these steps are aimed at improving the performance and reducing the high debt burden.

3. **Expected increase in productivity and profits in measurable terms:**

In spite of various challenges, the Company could secure new orders worth ₹ 2100 Crore during the

nine months period ended 30th September 2014. With the continued assistance from the lenders, the Company is also taking efforts to streamline its cash management so that it is in a better position to complete the existing projects on time. The Company is also aggressively pursuing divestment of its non-core assets. With a new and progressive government at the Centre, the situation is likely to improve. With the Government's helping hand and positive attitude the Company is looking forward to a phased economic revival and boosting of business confidence due to hard policy decisions. The Company is also hoping that the government will come up with a clear cut road-map for implementing the policies.

IV. DISCLOSURES:

Disclosures required to be made pursuant to point IV of Part A of Section II of Part II of Schedule V to the Companies Act, 2013 have been made in the Corporate Governance Report for the nine (9) months period ended 30th September 2014.

Except for Mr. Bhansali & Mr. Ajit Desai, being appointees, no other Directors or Key Managerial Personnel of the Company or their relatives are directly or indirectly concerned or interested in the resolutions at Item Nos. 6, 7 & 8 of this Notice.

Your Directors commend the resolutions at Item Nos. 6, 7 & 8 for your approval.

Item No. 9 :

The Securities and Exchange Board of India, vide its Circular No. CIR/CFD/POLICY CELL/2/2014 dated 17th April 2014 (the "said circular"), amended Clause 49 of the Listing Agreement and pursuant to the said circular, all existing material related party contracts or arrangements as on the date of the said circular which are likely to continue beyond March 31, 2015 shall be placed for approval of the shareholders in the first General Meeting subsequent to October 01, 2014. The related party transactions set out below are all contractual obligations entered into by the Company in its ordinary course of business and are arms' length transactions and are likely to continue beyond 31st March 2015.

Disclosures pertaining to the related party transactions, as set out in the resolution at Item No. 9 are given below:

Name of the related party	Relation with the Company	Purpose of related party transaction*	Amount (₹ in Crore.)	Tentative expiry date of contract
Gammon Cidade Tensacciai	Joint Venture	Signature Bridge Project#	400.59	31.07.2016
Gammon Mosmetrostroy	Joint Venture	Chennai Metro Rail Project#	1,307.45	30.11.2018
Patel Gammon	Joint Venture	Rampur Civil Works#	987.19	31.12.2015
Jaeger Gammon	Joint Venture	Parbati HEP#	350.47	30.09.2016

All the aforementioned projects are being executed on Engineering Construction and Procurement ("EPC") basis and are in various stages of completion.

#Notes:

(a) *Gammon Cidade Tensacciai is a joint venture between Gammon India Limited, Construtora Cidade LTDA and Tensacciai S.p.A., with Gammon India Limited as the lead partner. The joint venture was awarded the project of Construction of Bridge and its approaches over River Yamuna Downstream of Existing Bridge at Wazirabad, Delhi.*

(b) *Gammon Mosmetrostroy is a joint venture between Gammon India Limited and OJSC Mosmetrostroy. The joint venture was awarded the project of Design and Construction of underground stations at Government Estates, LIC Building and Thousand Lights and associated tunnels.*

(c) *Patel Gammon is a joint venture between Gammon India Limited and Patel Engineering Limited. The joint venture was awarded the project of Rampur Hydro Project Package - I.*

(d) *Jaeger Gammon is a joint venture between Gammon India Limited and Jaeger Bau GmbH. The joint venture was awarded the project of Contract for Construction of Part Head Race Tunnel surge shaft, pressure shaft, power house and tail race tunnel (civil works) Package III, Lot-2, Parbati Hydro Electric Project Stage III.*

Purpose of the aforementioned material related party transactions:

Gammon India Limited is a civil engineering and an EPC contractor having requisite design and construction capabilities in construction and turnkey engineering projects in various sectors such as roads, flyovers & bridges, and power projects. The Company in its ordinary course of business undertakes EPC contracts through competitive bidding. As a part of the bidding process in order to meet prequalification requirements the Company bids for certain projects in joint venture with other partners having relevant expertise and meeting the pre-qualification requirements. The joint ventures formed for the specific purpose of executing such EPC projects are unincorporated entities, functioning as such with technical and financial support from the joint venture partners in proportion to their share in the joint venture, to ensure speedy implementation of the projects. The aforementioned joint ventures have been formed specifically for executing projects as specified therein.

Name of the related party	Relation with the Company	Purpose of related party transaction*	Amount (₹ in Crore.)	Tentative expiry date of contract
Patna Highway Projects Ltd.	Subsidiary	Patna Muzaffarpur Road Project#	786.00	30.09.2016
Rajahmundry Godavari Bridge Ltd.	Subsidiary	Godavari Civil Works Project#	740.00	30.09.2016
Indira Container Terminal Private Ltd.	Subsidiary	Mumbai Port Trust Project #	550.95	30.09.2017

All the aforementioned projects are being executed on Engineering Construction and Procurement basis and are in the various stages of completion.

 # Notes:

(a) *Upgradation of Hajipur Muzaffarpur section of the existing NH-77 to Four Lane dual Carriageway configuration of the section starting From Km 0.000 (Rmeshish Chowk) to Km 46.300 and Construction of 16.870 Km. New Bypass starting at Km 46.300 and connecting NH-28 of East West Corridor at Km. 515.045 ("Construction Works") in the State of Bihar on EPC Basis.*

(b) *Construction of Major Bridge across river Godavari with approach roads, starting at 82/4 of Eluru-Gundugolanu-Kowur Road on Kowurside and joining NH-5 at KM 197/4 on Rajamundry in the State ofAndhra Pradesh.*

(c) *Construction of Offshore Container Terminal at Mumbai Port Trust.*

Purpose of the aforementioned material related party transactions:

The Company's listed subsidiary viz. Gammon Infrastructure Projects Limited ("GIPL"), through its subsidiaries, is involved in the development of Build-Operate-Transfer projects in the infrastructure sector and also undertakes projects on a public private partnership basis. The related parties referred above are subsidiaries of the Company which were set up as Special Purpose Vehicles by the Company's development arm GIPL for undertaking the projects. The EPC contracts for these projects were subcontracted to Gammon India Limited based on its merits and due to its expertise in engineering and excellence in constructing roads,

bridges, ports etc. All the projects mentioned above are nearing completion. The contracts entered into by the Company with the following aforementioned entities are in the ordinary course of business and at arms' length and are likely to extend beyond 31st March 2015.

Pursuant to Clause 49 of the Listing Agreement, all entities falling under the category of 'related parties' (as defined therein) shall abstain from voting in respect of the resolution at Item No. 9 of the Notice, irrespective of whether the related party is a party to the particular transaction or not.

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

Your Directors commend the resolution at Item No. 9 for members' approval.

Item Nos. 10 to 12:

The Securities and Exchange Board of India, vide its Circular No. CIR/CFD/POLICY CELL/2/2014 dated 17th April 2014 (the "said circular"), amended Clause 49 of the Listing Agreement and pursuant to the said circular, all existing material related party contracts or arrangements as on the date of the said circular which are likely to continue beyond March 31, 2015 shall be placed for approval of the shareholders in the first General Meeting subsequent to October 01, 2014. The related party transactions set out below are all contractual obligations entered into by the Company in its ordinary course of business and are arms' length transactions and are likely to continue beyond 31st March 2015.

Disclosures pertaining to the related party transactions, as set out in Item Nos. 10 to 12 are given below:

Name of the related party	Relation with the Company	Purpose of related party transaction*	Amount (₹ in Crore.)	Tentative expiry date of contract
Metropolitan Infrahousing Pvt. Ltd.	Subsidiary	Loans/Advances & Guarantees	759.64	31.03.2017
Campo Puma Oriente S.A.	Subsidiary	Loans/Advances & Guarantees	353.39	31.03.2017
Franco Tosi Meccanica S.p.A.	Subsidiary	Guarantees	508.22	31.03.2017

Purpose of the aforementioned material related party transactions:

(a) Metropolitan Infrahousing Private Limited ("MIPL") was set up as a Special Purpose Vehicle in 2006 for acquisition and development of land admeasuring approx. 180 acres situated at Dombivli, District Thane. As a major shareholder, the Company has granted loans to MIPL for acquisition of the said land and for meeting all expenses related thereto. MIPL, additionally, had also raised debt through issue of privately placed Non-Convertible Debentures duly secured by a first charge on the land and also a collateral security in the form of a Corporate Guarantee given by the Company. The Company charges an interest rate of 9% pa on the loans advanced. The said land, situated under the Kalyan Dombivli belt, is expected to fetch high market value considering the development currently taking place in the area. MIPL is exploring options for part sale/joint development of the land which is expected to fetch high returns. The loans and the corporate guarantee given, which is likely to continue beyond 31st March 2015, have been given with prior approval of the shareholders and in accordance with the relevant provisions of the erstwhile Companies Act, 1956.

(b) Campo Puma Oriente S.A. ("CPO") is a joint venture formed in Panama by the Company with Joshi Technologies Inc U.S.A. Currently your Company has a stake of 73.8% in Campo Puma which has a 90% stake in Consortium Pegaso.The consortium is engaged in oil exploration and exploitation business in Ecuador, Puma Marginal oil Field. This field has been awarded to the consortium for a period of 20 (twenty) years by PetroEcuador on 27th March, 2008.The contract was originally started as a production sharing contract but sometime in 2011 was modified by the Government to a service contract for a fixed

service fee per barrel.CPO currently has 11 operational wells each having an average production of 950 barrels of oil. In order to fund its operations, CPO had availed loan of upto US$ 51 Million from IDBI Bank, Dubai. The said loan was guaranteed by IDBI Bank Limited by issuing a stand by letter of credit which in turn was backed by the Company's corporate guarantee. As part of the agreement with the joint venture partner for carrying out oil exploration and development of wells, and for meeting expenses related thereto, the Company has from time to time advanced loans to CPO. The Company is exploring various options for divesting its stake in CPO which will help the Company to recover the loans given to CPO. Divestment of CPO is also one of the steps envisaged in the company's CDR Package and will be carried out in consultation with the CDR Lenders. The said loan and corporate guarantee have been given in the Company's ordinary course of business and have been given in accordance with and within the limits approved by the shareholders under the erstwhile Companies Act, 1956 and are in line with the Foreign Exchange Management Act and guidelines issued by the Reserve Bank of India from time to time.

(c) Franco Tosi Meccanica S.p.A. ("FTM") is the Company's subsidiary based in Legnano in North Italy. The product range of FTM includes Steam Turbines, Hydraulic Turbines, Pumps, Balance of Plant etc. As a holding company, the Company had advanced loans for meeting working capital requirements, and other financial obligations of FTM. The Company had also issued corporate/bank guarantees, as collateral, in connection with the loans raised by FTM from Banks. Last year, FTM has made pre-insolvency application in the court of Milan. The Commissioner appointed for this purpose has invited bid for outright sale of the operational business of FTM. Since the pre-insolvency procedure is a long drawn process, the guarantees issued by the Company to FTM, are likely to extend beyond 31st March 2015. Further, the said loans and the guarantees have been given in accordance with the limits approved by the shareholders under the erstwhile Companies Act, 1956 and are in line with the Foreign Exchange Management Act and guidelines issued by the Reserve Bank of India from time to time.

Pursuant to Clause 49 of the Listing Agreement, all entities falling under the category of 'related parties' (as defined therein) shall abstain from voting in respect of resolutions at Item Nos. 10 to 12 of the Notice, irrespective of whether the related party is a party to the particular transaction or not.

None of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolutions.

Your Directors commend the resolutions at Item Nos. 10 to 12 for the members' approval.

By Order of the Board of Directors
For GAMMON INDIA LIMITED

Sd/-
GITA BADE
Company Secretary

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

Dated: 13th February 2015

CRYSTAL +91 22 6614 0900

GAMMON
Builders to the Nation

Form No. MGT-11

PROXY FORM

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

CIN: L74999MH1922PLC000997

Name of the Company: **Gammon India Limited**

Registered Office **: 'Gammon House', Veer Savarkar Marg, Prabhadevi, Mumbai – 400025**

Name of the Member (s) :
Registered Address:
E-mail Id:
Folio No/ Client Id :
DP ID:

I/ We, being the member(s) of _____ shares of **Gammon India Limited**, hereby appoint

1. Name:
   Address:
   E- mail Id: Signature: _____, or failing him

2. Name:
   Address:
   E- mail Id: Signature: _____, or failing him

3. Name:
   Address:
   E- mail Id: Signature: _____

as my/ our proxy to attend and vote (on a poll) for me/ us and on my/ our behalf at the 93rd Annual General Meeting of the Company, to be held on the Tuesday, 24th day of March, 2015, at 3.30 P.M. **at Ravindra Natya Mandir, P. L. Deshpande Maharashtra Kala Academy, 3rd Floor (Mini Theatre), Sayani Road, Prabhadevi, Mumbai - 400 025** and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No	Resolutions
1	Adoption of Financial Statements for the nine (9) months period ended 30th September 2014.
2	Appointment of Director in place of Mr. Digambar C. Bagde – Deputy Managing Director (T&D Business) (DIN: 00122564) who retires by rotation and being eligible, offers himself for re-appointment.
3	Ratification of appointment of M/s Natvarlal Vepari & Co., Chartered Accountants (Firm Registration No. 106971W) as the Statutory Auditors of the Company.
4	Ratification of appointment of M/s. Vinod Modi & Associates Chartered Accountants (Firm Registration No. 111515W) & M/s. M. G. Shah & Associates Chartered Accountants (Firm Registration No. 112561W) as the Joint Branch Auditors of "Gammon India Limited –Transmission Business" at Nagpur.
5	Ratification of payment of remuneration to the Cost Auditor viz. Mr. R. S. Raghavan.
6	Re-appointment of Mr. Rajul A. Bhansali as Whole-time Director of the Company designated as Executive Director – International Operations.
7	Appointment of Mr. Ajit B. Desai as Director of the Company.
8	Appointment of Mr. Ajit B. Desai as Whole-time Director of the Company, designated as Executive Director & Chief Executive Officer.
9.	Approval of existing material related party transactions entered into by the Company with its subsidiaries/joint ventures for execution of infrastructure projects.
10.	Approval of existing material related party transactions entered into by the Company with its subsidiary viz. Metropolitan Infrahousing Private Limited.
11.	Approval of existing material related party transactions entered into by the Company with its subsidiary viz. Campo Puma Oriente S.A.
12.	Approval of existing material related party transactions entered into by the Company with its subsidiary viz. Franco Tosi Meccanica S.p.A.

Signed this _____ day of _____, 2015

Affix Revenue Stamp

_____ _____

Signature of shareholder **Signature of Proxy holder(s)**

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.

TEAR HERE

GAMMON
Builders to the Nation

GAMMON INDIA LIMITED

CIN: **L74999MH1922PLC000997**

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

ATTENDANCE SLIP

(To be filled in and handed over at the entrance of the meeting hall)

I hereby record my presence at the 93rd ANNUAL GENERAL MEETING of the Company to be held at Ravindra Natya Mandir, P. L. Deshpande Maharashtra Kala Academy, 3rd Floor (Mini Theatre), Sayani Road, Prabhadevi, Mumbai - 400 025 on Tuesday, 24th day of March, 2015, at 3.30 P. M.

Full Name of the *Shareholder/Proxy (in Block Letters)	
Folio No. or Client / DP ID No.:	
No. of Shares held:	

_____

Signature of Shareholder/Proxy

TEAR HERE

*Strike out whichever is not applicable

NOTE:

Members who have multiple folios/demat accounts with different joint holders may use copies of this attendance slip. Only Shareholders of the Company or their Proxies will be allowed to attend the Meeting.