25th March, 2015

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

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

Scrip Code: 509550 & Scrip ID: GAMMONIND

Dear Sir,

Sub: Proceedings of the 93rd Annual General Meeting of Gammon India Limited.

Pursuant to Clause 31 of the Listing Agreement, we reproduce below the proceedings of the 93rd Annual General Meeting of Gammon India Limited (the "Company") held on Tuesday, the 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.

Sitting on the dias

Mr. Abhijit Rajan	Chairman & Managing Director
Mr. D. C. Bagde	Executive Director
Mr. Rajul A. Bhansali	Executive Director
Mr. Ajit B. Desai	Executive Director & Chief Executive Officer
Mr. C. C. Dayal	Independent Director & Chairman – Audit Committee
Mr. Atul Kumar Shukla	Independent Director
Mr. Jagdish Sheth	Independent Director
Ms. Urvashi Saxena	Independent Director
Ms. Gita Bade	Company Secretary
Mr. Vardhan Dharkar	President (Finance) & Chief Financial Officer
Mr. N. Jayendran	Partner, M/s. Natvarlal Vepari & Co., Statutory Auditors

Members Attendance

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

Promoters and Promoter Group : 5

Public : 87

GAMMON

Annual General Meeting Proceeding

"Mr. Abhijit Rajan Chairman of the Board chaired the Meeting.

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

The Chairman welcomed all members present, his fellow members on the Board and also Mr. N. Jayendran, Partner - Natvarlal Vepari & Company, Statutory Auditor of the Company.

He read out the Chairman speech which was circulated to all the members and which was also published in the Annual Report.

The Chairman informed the members that the Audited Statement of Accounts, Directors' Report and Auditors' Report are laid on the table and the Proxy Register along with the Register of Directors' shareholding are available for inspection.

The Chairman informed the members that a total of 6 representations had been received representing 37,828,740 (Three Crores Seventy Eight Lacs Twenty Eight Thousand Seven Hundred and Forty) shares i.e. 27.71 % of the total paid-up capital and total of 2 valid proxies had been received representing 487,882 (Four Lacs Eighty Seven Thousand Eight Hundred and Eighty Two) shares i.e. 0.36 % of the total paid-up capital.

With the permission of the members, Notice of the 93rd Annual General Meeting along with the Explanatory Statement, Director's Report and the accounts for the nine (9) months period ended 30th September 2014 were taken as read. The Chairman then invited the Company Secretary to read the Auditors' Report which was read by the Company Secretary.

The Chairman thereafter invited members present for their comments and queries on the financial statements and various items of business on the agenda.

Mrs. Celestine E. Mascarenhas (Client ID/DP ID. 1205140000090210), (2) Mr. Dinesh Bhatia (Client ID/DP ID. 1201750000083651), (3) Mr. H. P. Kotwani (Client ID/DP ID. IN30018312015804), (4) Mrs. Smita Shah (Client ID / DP ID 1302820000002514), (5) Mr. Prakash Tamhane (Client ID/DP ID. 1201060002548066), (6) Mr. Bharat Shah (Client ID/DP ID. IN30109810762665), (7) Mr. Vinay Bhide (Client ID/DP ID. IN30075710176064), (8) Mr. Michael Martin (Client ID/DP ID. 1302590001261386), (9) Mr. Jitendra Sanghavi (Client ID/DP ID. IN30216410009074), (10) Mr. Anil Parekh (Client ID/DP ID. 1202700000216180), (11) Mr. Ronald Fernandes (Client ID / DP ID 1202700000061384), (12) Mr. Bimal Panchal (Folio No. P3036) and (13) Mr. Yusuf Rangwala (Client ID/DP ID. 1601010000232396) (14) Saurabh Sudhir Vartak (Client ID/DP ID. IN30154950661186) were the speakers at the Annual General Meeting.

All the Shareholders thanked the Company Secretary for timely receipt of annual report and for the smooth conduct of the meeting. They also informed the Chairman that the Company Secretary has been prompt in answering their queries/ grievances.

The shareholders congratulated the Company and the management for the awards and accolades received for the various projects from clients. The shareholders expressed their concern on the losses, poor financial performance, high interest costs and high debt burden. They asked the Chairman to outline management strategy to improve the financial performance and to tackle the debt burden. They also asked the Chairman to outline the concrete steps currently being taken by the Company in this direction. All the shareholders felt that the Company is in the 93rd year and should show positive improvement in the years to come. Some shareholders made several observations on the Company's accounts, the audit qualifications and also the explanations given to these qualifications in the Directors' Report.

Mrs. Mascarenhas was happy to know that the Company has complied with corporate governance norms with respect to the appointment of Mrs. Urvashi Saxena as an Independent Woman Director on its Board.

Mr. Anil Parikh expressed his displeasure on the Company's performance.

Mr. Vinay Bhide requested the Chairman to update the shareholders on the Company's plans for divestment of its overseas subsidiaries for which it had sought shareholders' approval earlier.

Responding to the shareholders' queries, the Chairman gave a detailed explanation about the Company's contracting business, the major sectors that it operates in viz. power & transport sector, both of which are currently facing severe constraints in project execution. He also explained the various reasons for the Company's high debt burden and increasing finance costs, details of the CDR Package and the payment details, various projects currently under execution, difficulties faced in dispute resolutions, the arbitration awards won by the Company and the amounts to be collected.

Responding to the query raised by Mr. Yusuf Rangwala, the Chairman said that the Company is currently executing a building construction project namely, high rise tower at Nathani Heights.

Responding to the query raised by Mr. Vinay Bhide and other shareholders regarding divestment of overseas subsidiaries, the Chairman said that the divestment process is going on under the supervision of the CDR Lenders.

The Chairman informed the shareholders that the Company has healthy order book position of Rs. 12,800 Crores and hopes to increase it in future. He also assured the shareholders that the management at each level is working hard to ensure that the Company's financial condition improves.

There being no further questions, the Chairman informed the members that as per the provisions of the Companies Act, 2013, the Company had provided e-voting facility to enable the members to cast their votes electronically in proportion to their shareholding as on the cut-off date i.e. 20th February 2015. The e-voting period opened at 9.30 a.m. on Wednesday, 18th March, 2015 and concluded at 5.30 p.m. on Friday, 20th March, 2015. Mr. Vidyadhar Chakradeo, Practising Company Secretary, was appointed as the scrutinizer for independently carrying out the electronic voting in a fair and transparent

manner and has submitted his report on e-voting. Since the Company had provided the e-voting facility to all its members, there was no voting on resolutions by show of hands at the Annual General Meeting.

To facilitate those members present who had not cast their vote earlier through e-voting, the Chairman ordered a Poll. Before commencing the poll proceedings, the Chairman proposed all resolutions from item nos. 1 to 12 as stated in the Notice of the 93rd Annual General Meeting which were seconded by members present at the Annual General Meeting.

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

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

The Chairman further informed the members that a final report will be submitted by the Scrutinizer on the same day and the results of voting shall be declared immediately on receipt of the Scrutinizer's report. The results will be uploaded on the Company's website www.gammonindia.com together with the Scrutinizer's report.

Thereafter Mr. Chakradeo distributed the poll papers. All the members voted on the resolution and duly dropped the poll papers in the ballot box which was locked.

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

We are enclosing herewith results of the voting announced by the Chairman on 24th March, 2015 along with the scrutinizer Report.

We request you to take the above proceedings on record

For GAMMON INDIA LIMITED

GITA BADE
COMPANY SECRETARY

RESULTS OF VOTING (EVOTING & POLL) IN RESPECT OF THE RESOLUTIONS PASSED AT THE 93rd ANNUAL GENERAL MEETING OF THE EQUITY SHAREHOLDERS OF GAMMON INDIA LIMITED HELD ON 24TH MARCH, 2015.

As per the provisions of Rule 20 of the Companies (Management and Administration) Rules, 2014 and Clause 35B of the Listing Agreement, the Company had provided e-voting facility to all the members holding shares of the Company as on the cut-off date i.e. 20th February, 2015 to enable them to cast their votes in respect of the resolutions as set out in the Notice of the 93rd Annual General Meeting ("AGM") of the members of Gammon India Limited (the "Company"). The e-voting period opened at 9.30 a.m. on Wednesday, 18th March, 2015 and concluded at 5.30 p.m. on Friday, 20th March 2015. Mr. Vidyadhar Chakradeo, Practising Company Secretary, who was appointed as the Scrutinizer for independently carrying out the electronic voting in a fair and transparent manner submitted his report on e-voting.

In the AGM of the members held on Tuesday, 24th March, 2015, I presided as the Chairman of the meeting. To facilitate those members present at the AGM, either personally or by proxy, who had not cast their vote earlier, but who would like to vote at the AGM, I ordered a poll in respect of all items of business from 1 to 12 as set out in the Notice of the AGM. Mr. Vidyadhar Chakradeo was appointed as Scrutinizer for conducting the poll.

On the basis of the report submitted by the Scrutinizer, copy of which is annexed hereto, I hereby declare the result of the voting as follows:

Sr. No.	Details of Agenda	Resolution Required (Ordinary / Special)	Mode of Voting (Show of hands / Poll / Postal Ballot / E-voting)	Remarks
1	Adoption of the Audited financial statement of the company for the nine (9) months period ended 30th September,2014 and the reports of the Board of Directors and Auditors thereon.	Ordinary	E-Voting and Poll	Passed by requisite majority
2	Appointment of a 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.	Ordinary	E-Voting and Poll	Passed by requisite majority
3	Ratification of appointment of M/s. Natvarlal Vepari & Co., Chartered Accountants as Statutory Auditors of the Company.	Ordinary	E-Voting and Poll	Passed by requisite majority
4	Ratification of appointment of M/s Vinod Modi & Associates, Chartered Accountants & M/s M.G. Shah & Associates Chartered Accountants as Joint Branch Auditors of "Gammon India Limited – Transmission Business" at Nagpur.	Ordinary	E-Voting and Poll	Passed by requisite majority

5	Ratification of payment of remuneration to Cost Auditor - Mr R. S. Raghavan.	Ordinary	E-Voting and Poll	Passed by requisite majority
6	Re-appointment of Mr Rajul A. Bhansali as Whole time Director of the Company designated as Executive Director, International Business.	Special	E-Voting and Poll	Passed by requisite majority
7	Appointment of Mr Ajit B. Desai as Director of the Company.	Ordinary	E-Voting and Poll	Passed by requisite majority
8	Appointment of Mr Ajit B. Desai as Whole-time Director of the Company designated as Executive Director & Chief Executive Officer.	Special	E-Voting and Poll	Passed by requisite majority
9	Approval of existing material related party transaction entered into by the Company with its subsidiaries/joint ventures for execution of infrastructure projects.	Special	E-Voting and Poll	Passed by requisite majority
10	Approval of existing material related party transaction entered into by the Company with its subsidiaries Metropolitan Infrahousing Private Limited.	Special	E-Voting and Poll	Passed by requisite majority
11	Approval of existing material related party transactions entered into by the Company with its subsidiary Campo Puma Oriente S.A.	Special	E-Voting and Poll	Passed by requisite majority
12	Approval of existing material related party transactions entered into by the Company with its subsidiary Franco Tosi Meccanica S.p.A.	Special	E-Voting and Poll	Passed by requisite majority

Note: Related Parties have not voted in respect of resolution at Sr.No. 9 to12.

You are requested to take note of the aforesaid proceedings of the 93rd Annual General Meeting.

Thanking you,

Yours faithfully,
For GAMMON INDIA LIMITED

ABHIJIT RAJAN
CHAIRMAN & MANAGING DIRECTOR

Dated this 24th day of March 2015

Encl: Scrutinizer's Report dated 24th March 2015

V. V. CHAKRADEO & CO.

COMPANY SECRETARIES

B - 301, Matoshree Residency CHS, 65, Prarthana Samaj Road,
Vile Parle (East), Mumbai 400 057.

TEL. NO. 26116821
CELL NO. 98200 48732
EMAIL vvchakra@gmail.com

24th March, 2015

To
The Chairman & Managing Director
Gammon India Limited
'Gammon House', Veer Savarkar Marg,
Prabhadevi, Mumbai 400 025

Dear Sir,

Sub: Report of the Scrutinizer in respect of the resolutions passed at the 93rd Annual General Meeting of the Equity Shareholders of Gammon India Limited held on 24th March, 2015.

I, Vidyadhar Chakradeo of M/s V. V. Chakradeo & Co., Practicing Company Secretaries, having office at B-301, Matoshree Residency CHS., 65, Prarthana Samaj Road, Vile Parle East, Mumbai 400 057, was appointed by the Board of Directors of Gammon India Limited (the "Company") vide board resolution dated 18th December, 2014 as the Scrutinizer to conduct the e-voting & poll process in respect of the resolutions as set out in the Notice of the 93rd Annual General Meeting ("AGM") of the Equity Shareholders of Gammon India Limited 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.

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

1. In accordance with the Notice of the 93rd Annual General Meeting dated 13th February, 2015 sent to the shareholders and the advertisement published pursuant to the Rule 20(3)(V) of the Companies (Management and Administration) Rules, 2014 on 03rd March,2015 in The Free Press Journal in English and Navshakti in Marathi. The e-voting opened at 9.30 a.m. on Wednesday, 18th March, 2015 and remained open upto 5.30 p.m. on Friday, 20th March, 2015.
2. The equity shareholders holding shares as on 20th February, 2015, "cut off date" were entitled to vote on the resolutions stated in the Notice of the 93rd AGM of the Company.
3. The votes were unblocked at 5.40 p.m. on 20th March, 2015 in the presence of Ms. Duhita Chakradeo and Mrs. Vrushali Godbole who are not employees of the Company and who were witness to the unblocking of the votes.

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V. V. CHAKRADEO & CO.

COMPANY SECRETARIES

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4. The e-voting results/list of equity shareholders who have voted "for and against" were downloaded from the e-voting website of Central Depository Services (India) Limited (https//www.evotingindia.co.in) and the same were handed over to the Chairman & Managing Director of the Company.

At the 93rd AGM held on Tuesday, 24th March, 2015, the Chairman of the AGM had ordered a poll in respect of all the resolutions as set out in the Notice of the 93rd AGM to enable those shareholders who had not cast their vote electronically, to cast their vote at the said AGM. I was appointed as the Scrutinizer to conduct the poll procedure at the said AGM.
In respect of the poll process conducted under my supervision, I hereby report that:

1. The poll box containing the poll papers was unlocked after the conclusion of the 93rd AGM in presence of Mr. Ronald F. Fernandes (Client ID/DP ID: 1202700000061384) and Mrs. Smita Shah (Client ID/DP ID: 1302820000002510), shareholders of the Company and who are not employees of the Company. The votes were counted and the results of the poll were prepared in the presence of the aforesaid shareholders and were also countersigned by them as witnesses.

I hereby state that I have recorded details of all the votes casted by the shareholders, electronically and by poll and have also checked and verified the same. I have also carried out full count of the votes.

I hereby report the results of the votes cast by the shareholders, electronically and by poll, as under:

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V. V. CHAKRADEO & CO.
COMPANY SECRETARIES
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CELL NO. 98200 48732
EMAIL vvchakra@gmail.com

ORDINARY BUSINESS :

Resolution No.	Particulars	Mode	Shares held	Votes in		Total shares	Votes Casted	
				Favour	Against		% For	% Against
1	Adoption of the audited Balance Sheet and Profit & Loss Account for the nine (9) months period ended 30th September,2014 and the reports of the Board of Directors and Auditors thereon.	**E-voting**	43,711,816	39,954,235	3,757,581	43,711,816	91.40	8.60
		Ballot	26,405,771	26,403,621	2,150	26,405,771	99.99	0.01
		Total	**70,117,587**	**66,357,856**	**3,759,731**	**70,117,587**	**94.64**	**5.36**
2	Appointment of a 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.	**E-voting**	43,711,816	43,706,165	5,651	43,711,816	99.99	0.01
		Ballot	25,100,467	25,100,467	Nil	25,100,467	100	Nil
		Total	**68,812,283**	**68,806,632**	**5,651**	**68,812,283**	**99.99**	**0.01**
3	Ratification of appointment of M/s. Natvarlal Vepari & Co., Chartered Accountants as Statutory Auditors of the Company.	**E-voting**	43,711,816	43,711,815	1	43,711,816	100	Nil
		Ballot	26,405,396	26,405,396	Nil	26,405,396	100	Nil

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		Total	**70,117,212**	**70,117,211**	**1**	**70,117,212**	**100**	
4	Ratification of appointment of M/s Vinod Modi & Associates, Chartered Accountants & M/s M.G. Shah & Associates Chartered Accountants as Joint Branch Auditors of "Gammon India Limited – Transmission Business" at Nagpur.	**E-voting**	43,711,816	43,711,816	Nil	43,711,816	100	Nil
		Ballot	26,405,771	26,405,771	Nil	26,405,771	100	Nil
		Total	**70,117,587**	**70,117,587**	**Nil**	**70,117,587**	**100**	

SPECIAL BUSINESS :

Resolution No.	Particulars	Mode	Shares held	Votes in		Total shares	Votes Casted	
				Favour	Against		% For	% Against
5	Ordinary Resolution under Section 148 of the Companies Act, 2013 for ratification of payment of remuneration to Cost Auditor - Mr. R. S. Raghavan.	**E-voting**	43,711,816	43,711,816	Nil	43,711,816	100	Nil
		Ballot	26,405,396	26,405,396	Nil	26,405,396	100	Nil
		Total	**70,117,212**	**70,117,212**	**Nil**	**70,117,212**	**100**	
6	Special Resolution pursuant to section 197,198 & schedule V for re-appointment of Mr. Rajul A. Bhansali as Whole time Director of the Company designated	**E-voting**	43,711,816	43,708,066	3,750	43,711,816	99.99	0.01

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V. V. CHAKRADEO & CO.

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	as Executive Director,International Business.							
		Ballot	26,405,771	26,405,771	Nil	26,405,771	100	Nil
		Total	**70,117,587**	**70,113,837**	**3,750**	**70,117,587**	**99.99**	**0.005**
7	Ordinary Resolution for appointment of Mr. Ajit B. Desai as Director of the Company.	**E-voting**	43,711,816	43,708,066	3,750	43,711,816	99.99	0.01
		Ballot	26,400,896	26,400,896	Nil	26,400,896	**100**	Nil
		Total	**70,112,712**	**70,108,862**	**3,750**	**70,112,712**	**99.99**	**0.01**
8	Special Resolution pursuant to section 197,198 & schedule V for appointment of Mr. Ajit B. Desai as Whole-time Director of the Company designated as Executive Director & Chief Executive Officer.	**E-voting**	43,711,816	43,708,066	3,750	43,711,816	99.99	0.01
		Ballot	26,401,271	26,401,271	Nil	26,401,271	100	Nil
		Total	**70,113,087**	**70,109,337**	**3,750**	**70,113,087**	**99.99**	**0.01**
9	Special resolution pursuant to clause 49 of the listing Agreement for approval of existing material related party transaction entered into by the Company with its subsidiaries/joint ventures for execution of infrastructure projects.	**E-voting**	17,526,342	17,526,342	Nil	17,526,342	100	Nil
		Ballot	6,626,242	6,626,242	Nil	6,626,242	100	Nil
		Total	**24,152,584**	**24,152,584**	**Nil**	**24,152,584**	**100**	

V.V. CHAKRADEO & CO. 1705

V. V. CHAKRADEO & CO.
COMPANY SECRETARIES
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10	Special Resolution pursuant to clause 49 of the listing agreement for approval of existing material related party transaction entered into by the Company with its subsidiaries Metropolitan Infrahousing Private Limited.	**E-voting**	17,526,342	17,526,342	Nil	17,526,342	100	Nil
		Ballot	6,626,242	6,626,242	Nil	6,626,242	100	Nil
		Total	**24,152,584**	**24,152,584**	**Nil**	**24,152,584**	**100**	
11	Special Resolution pursuant to clause 49 of the listing agreement for approval of existing material related party transactions entered into by the Company with its subsidiary Campo Puma Oriente S.A.	**E-voting**	17,526,342	17,520,691	5,651	17,526,342	99.97	0.03
		Ballot	6,626,242	6,626,242	Nil	6,626,242	100	Nil
		Total	**24,152,584**	**24,146,933**	**5,651**	**24,152,584**	**99.97**	**0.03**
12	Special Resolution pursuant to clause 49 of the listing agreement for approval of existing material related party transactions entered into by the Company with its subsidiary Franco Tosi Meccanica S.p.A.	**E-voting**	17,526,342	17,520,691	5,651	17,526,342	99.97	0.03
		Ballot	6,626,242	6,626,242	Nil	6,626,242	100	Nil
		Total	**24,152,584**	**24,146,933**	**5,651**	**24,152,584**	**99.97**	**0.03**

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In view of the aforesaid voting details, I hereby state that all the resolutions from Item No. 1 to 12 as set out in the Notice of the 93rd AGM have been passed with requisite majority.

There were Nine (9) invalid votes representing 7743 equity shares in respect of above mentioned resolutions.

Related Parties have not voted in respective resolutions in which they are interested.

All relevant records of the e-voting and poll papers will remain in my custody until the Chairman considers, approves and signs the Minutes of the 93rd Annual General Meeting and thereafter the said records will be handed over to the Company.

Thanking you,

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

V. V. CHAKRADEO & CO. COP 1705

V. V. CHAKRADEO
PROPRIETOR
COP 1705