GAMMON INFRASTRUCTURE PROJECTS LIMITED
Gammon House, Veer Savarkar Marg, Prabhadevi, Mumbai 400 025
CIN: L45203MH2001PLC131728

Notice

Notice is hereby given that the Fourteenth Annual General Meeting of the members of Gammon Infrastructure Projects Limited will be held at Kohinoor Hall, 3rd Floor, Opp. Siddhivinayak Mandir, Veer Savarkar Marg, Prabhadevi, Mumbai 400025 on Tuesday, the 31st day of March, 2015 at 11.00 a.m. to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Statement of Profit & Loss Account for the financial year ended 30th September, 2014 and the Balance Sheet as at that date, together with the Reports of the Board of Directors and the Auditors thereon.

2. To appoint Auditors and to fix their remuneration.

SPECIAL BUSINESS:

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

   "**Resolved** that, the vacancy on the Board, caused by the retirement by rotation of Mr. Himanshu Parikh, Vice Chairman of the Company, be not filled up."

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

   "**Resolved** that, in modification of the resolution passed by the members at the 13th Annual General Meeting of the Company held on June 30, 2014, Mr. Naresh Chandra, Chairman of the Company, be and is hereby designated as a director of the Company liable to retire by rotation."

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

   "**Resolved** that, pursuant to the provisions of Clause 49 (VII) of the Listing Agreement entered into by the Company with the National Stock Exchange of India Ltd. and with the BSE Ltd., as amended from time to time, the members hereby ratify the placement by the Company of inter corporate deposits aggregating to ₹ 2,454,072,721/-, outstanding as on 30th September, 2014, with Gorakhpur Infrastructure Company Ltd. (GICL) at nil rate of interest and repayable by GICL by March 31, 2018."

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

   "**Resolved** that, pursuant to the provisions of Clause 49 (VII) of the Listing Agreement entered into by the Company with the National Stock Exchange of India Ltd. and with the BSE Ltd., as amended from time to time, the members hereby ratify the placement of inter corporate deposits aggregating to ₹ 1,048,738,687/-, outstanding as on 30th September, 2014, by Mumbai Nasik Expressway Limited with the Company, at 12.30% p.a. interest and repayable by the Company in 36 monthly installments by March, 2021."

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

   "**Resolved** that, pursuant to the provisions of Clause 49 (VII) of the Listing Agreement entered into by the Company with the National Stock Exchange of India Ltd. and with the BSE Ltd., as amended from time to time, the members hereby ratify the issue of a bank guarantee for ₹ 555,000,000/- by the Company in favor of Mumbai Nasik Expressway Limited from Bank of India, the Company's bankers."

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

   "**Resolved** that, pursuant to the provisions of Clause 49 (VII) of the Listing Agreement entered into by the Company with the National Stock Exchange of India Ltd. and with the BSE Ltd., as amended from time to time, the members hereby ratify the placement of an inter corporate deposit of ₹ 1,180,000,000/- (outstanding as on 30th September, 2014

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is ₹ 1,115,100,000/-) placed with the Company by Vizag Seaport Private Limited at 12.35% interest and repayable by the Company in 13 quarterly installments by July, 2015."

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

"**Resolved** that, pursuant to the provisions of Section 61 and 64 and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) and the rules framed there under, the Authorized Share Capital of the Company be and is hereby increased from the existing ₹ 2,000,000,000/- (Rupees Two Hundred crores) divided into 1,000,000,000 (One Hundred Crore) Equity Shares of ₹ 2/- (Rupees Two) each to ₹ 2,500,000,000/- (Rupees Two Hundred and Fifty Crores) divided into 1,250,000,000 (One Hundred and Twenty Five Crores) Equity Shares of ₹ 2/- (Rupees Two) each by creation of additional 250,000,000 (Twenty Five Crores) Equity Shares of ₹ 2/- (Rupees Two) each;

Resolved further that, pursuant to the provisions of Section 13 and 61 and other applicable provisions of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) and the rules framed thereunder the consent of the Members be and is hereby accorded for substituting Clause V (a) of the Memorandum of Association of the Company with the following clause:

V. a) The Authorised Share Capital of the Company is ₹ 2,500,000,000/- (Rupees Two Hundred and Fifty Crores) divided into 1,250,000,000 (One Hundred and Twenty Five Crores) equity shares of ₹ 2/- (Rupees Two only) with rights, privileges and conditions attached thereto as are provided by the Articles of Association of the Company for time being with the power to increase and reduce the Capital of the Company and to divide the shares in the Capital for the time being into several classes and to attach thereto respectively such preferential, deferred, qualified or special rights, privileges or conditions as may be determined by or in accordance with the Articles of Association of the Company, and to vary, modify or abrogate any such rights, privileges or conditions in such manner as may for the time being be provided in the Articles of Association of the Company subject to the provisions of law."

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

Mumbai,
February 14, 2015

G. Sathis Chandran
Company Secretary

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.

(2) Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 is 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.

(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) The retiring joint Auditor, M/s. Natvarlal Vepari & Co. has given the requisite consent and certificate under Section 139 of the Companies Act, 2013 for their re-appointment as auditors of the Company. The other joint Auditor M/s. S. R. Batliboi & Co. LLP has not given its consent and certificate under Section 139 of the Companies Act, 2013 for their re-appointment.

(7) Members are requested to send their queries on the Annual Report to the Company, if any, at least 10 (ten) days before the

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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) The Register of Members and Transfer Books of the Company will be closed on March 31, 2015 for the purpose of the Annual General Meeting.

(9) Electronic copy of the 14th 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 14th Annual Report is being sent in the permitted mode.

(10) **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 14th Annual General Meeting (14th AGM) by electronic means and the business may be transacted through e-Voting Services provided by National Securities Depository Limited (NSDL):

The instructions for e-voting are as under:

(i) The Notice of the 14th 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 14th AGM.

(ii) NSDL shall also be sending the User-ID and Password, to those members whose shareholding is in the dematerialized format and whose email addresses are registered with the Company/Depository Participants(s).

(iii) Launch internet browser by typing the following URL: https://www.evoting.nsdl.com/

(iv) Click on Shareholder – Login

(v) Put user ID and password as initial password noted in step (i) above. Click Login.

(vi) Password change menu appears. Change the password with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(vii) Home page of e-Voting opens. Click on e-Voting: Active Voting Cycles.

(viii) Select "EVEN" of Gammon Infrastructure Projects Limited

(ix) Now you are ready for e-Voting as Cast Vote page opens

(x) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.

(xi) Upon confirmation, the message "Vote cast successfully" will be displayed

(xii) Once you have voted on the resolution, you will not be allowed to modify your vote

(xiii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail nvr54@rediffmail.com or compliances@gammoninfra.com with a copy marked to evoting@nsdl.co.in.

II. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the Downloads section of www.evoting.nsdl.com.

III. If you are already registered with NSDL for e-voting then you can use your existing user ID and password for casting your vote.

IV. 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 future communication(s).

V. The e-voting period commences on Monday, March 23, 2015 (10:00 am) and ends on Wednesday March 25, 2015 (6:00 pm). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of February 20, 2015 may cast their vote electronically. The e-voting module

shall also be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.

VI. The voting rights of Shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on February 20, 2015.

VII. 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 (record date) of February 20, 2015 and not casting their vote electronically, may only cast their vote physically at the Annual General Meeting.

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

IX. 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, forthwith to the Chairman / Managing Director of the Company.

X. The results shall be declared at or after the 14th 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 NSDL within two (2) days of passing of the resolutions at the 14th AGM of the Company on 31st March 2015 and communicated to the BSE Limited and National Stock Exchange of India Limited.

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

ITEM NO. 2
The Company has received the consent and certificate of M/s. Natvarlal Vepari & Co., one of the two retiring joint auditors, under Section 139 of the Companies Act, 2013 for their re-appointment as auditors of the Company. No such consent and certificate has been received from the other joint auditor M/s. S. R. Batliboi & Co. LLP.

Accordingly, it is proposed to re-appoint M/s. Natvarlal Vepari & Co. as the auditor of the Company for the period commencing from the conclusion of the 14th Annual General Meeting to the conclusion of the 15th Annual General Meeting.

The Board recommends the re-appointment of M/s. Natvarlal Vepari & Co. as the auditors of the Company. None of the directors or key managerial personnel of the Company or their relatives is / are, in any way concerned or interested in the said re-appointment.

ITEM NO. 3
Mr. Himanshu Parikh is the Vice Chairman of the Company. He retires by rotation at the 14th Annual General Meeting. However, he has expressed his desire not to seek re-appointment at the meeting due to personal reasons. The Board has decided not to fill the vacancy caused by Mr. Parikh's retirement.

Accordingly, the approval of members is sought not to fill the vacancy caused by the retirement by rotation of Mr. Himanshu Parikh.

The Board recommends the resolution no.3 for the approval of members.

None of the directors or key managerial personnel of the Company or their relatives is / are, in any way concerned or interested in the proposed resolution.

ITEM NO. 4
Mr. Naresh Chandra, Chairman of the Company, was appointed by the members at the 13th Annual General Meeting as an independent director of the Company for a period of five years. However, Mr. Chandra had informed the Company that due to his increased involvement with the Company as Chairman he should no longer be treated as an independent director of the

Company. The Company has since then classified him as a director liable to retire by rotation.

Since the law / procedure for changing the designation of a director appointed as an independent director under Section 149 of the Companies Act, 2013 is yet to develop the approval of members is sought, by way of abundant caution for Mr. Naresh Chandra's appointment / change in designation from an independent director to a director liable to retire by rotation.

Mr. Naresh Chandra was born on 1st August, 1934 and is over 80 years old. He has a masters' degree in Mathematics. He is an expert in administration, management and corporate legal affairs, which he gained during his long association with the Indian Administrative Service till 1992 and thereafter as a member of the India-US Sub-Commission on Economic Affairs and Commerce, as the co-chairman of India-US Working Group on Technology Transfer, as a Senior Advisor to the Prime Minister of India, as the Governor of Gujarat, as the Ambassador of India to the United States of America and as the chairman of the Central Government Committees on 'Corporate Governance', on 'Private Companies and Limited Liability Partnership' and on 'Civil Aviation Policy'. He is also on the Board of Avtec Ltd., Bajaj Auto Ltd., Bajaj Finserv Ltd., Bajaj Holdings & Investments Ltd., Balrampur Chini Mills Ltd., Cairn India Ltd., Electrosteel Castings Ltd., Eros International Media Ltd. and Sesa Sterlite Ltd.

The Board recommends the resolution no.4 for the approval of members.

None of the directors or key managerial personnel of the Company or their relatives, except Mr. Naresh Chandra himself, is / are, in any way concerned or interested in the proposed resolution.

ITEM NO. 5 TO 8

As the members are aware, we are an infrastructure developer in the public–private- participation projects ("**PPP Projects**"). We bid for government and semi-government projects offered for private participation. The scheme of PPP Projects, as framed by the Central Government and followed by all governments and its agencies envisages formation of a special purpose vehicle ("**SPV**") to implement the project as and when the tender is won. The scheme of PPP Projects also envisages bidding to be made by a single entity or a consortium of more than one entity. The scheme also envisages equity support / financial support by the bidder / consortium of bidders to the SPV for implementing the project.

A substantial part of the project cost for the PPP Project is raised by the SPV by way of loans from term lenders. The successful bidder / consortium of bidders ("**Promoter**") bring in the equity part of the project by infusion of capital in the SPV. The Promoter is also called upon to give collateral support for the project loan of the SPV by way of bank guarantees / corporate guarantees and / or undertakings / pledge of equity stake etc. The Promoter may also be required to give undertakings to meet project cost overrun, shortfall in working capital, shortfall in terminal payments etc. The concession agreements and loan agreements the SPV enter into contain these requirements.

Transactions between the Promoter and the SPVs like the infusion of equity, giving and taking of loan and financial guarantees and securities etc. are in the ordinary course of business of the Promoter, though they may be classified as related party transactions. These transactions should also be considered as at arm's length as these are entered into after hard negotiations with term lenders who are generally in a much stronger bargaining position than the Promoter.

In the opinion of the Company's Board, such related party transactions entered into by the Company with the Company's SPVs do not require members' approval under Section 188 of the Companies Act, 2013.

However, the monetary value of the transactions enumerated in the resolution no.5 to 8 exceed 10% of the annual consolidated turnover of the Company as per the audited financial statements of the Company for the financial year ended September 30, 2014 and have been entered into with SPVs which are not wholly owned by the Company. These transactions are deemed to be 'material related party transactions' under Clause 49 of the listing agreement.

SEBI has by its circular dated April 17, 2014 (**SEBI Circular**) provided that all existing material related party contracts which are likely to continue beyond March 31, 2015 should be placed for approval of members in a general meeting.

As the members are aware, the infrastructure industry has been going through a period of depression, mainly on account of government and regulatory inaction and lack of coordination. Most of the projects have got delayed mainly on account of land acquisition and environmental issues. The delays have inflated the cost of construction and have adversely affected the financial health of infrastructure developers.

Gorakhpur Infrastructure Company Ltd. ("**GICL**") is the SPV promoted by the Company to construct and operate a four lane bypass to the Gorakhpur town on National Highway 28 in the State of Uttar Pradesh. Mumbai Nasik Expressway Ltd. ("**MNEL**")

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is the SPV promoted by the Company for four laning and operating the Vadape - Gonde stretch of the National Highway 3 between Mumbai and Nashik in the State of Maharashtra. Vizag Seaport Pvt. Ltd. ("**VSPL**") is the SPV promoted by the Company to construct and operate two multipurpose berths in the inner harbor of the Visakhapatnam Port.

MNEL and VSPL are two of the stronger SPVs with projects in operational phase. The GICL project, though in operation, faced inordinate delays on account of land acquisition issues leading to cost overrun and has been financially supported by the Company by inter corporate deposits aggregating to over ₹ 245 Crores. To support the weak projects, the Company may, at times take support from stronger projects like MNEL and VSPL. MNEL, VSPL and GICL have minority interest (being consortium partners). The minority interest in GICL is held by the holding company, Gammon India Ltd. The Company has ensured the protection of minority interest in MNEL and VSPL by paying interest at above the borrowing cost of these SPVs.

The Bank Guarantee issued by the Company on behalf of MNEL from Bank of India, the Company's bankers is a collateral support given by the Company in favour of lenders for the MNEL project.

The agreements / arrangements pertaining to the matters covered by the resolutions are available for inspection of members at the registered office of the Company at any time during business hours from 9.30 a.m. to 5.00 pm till the date of the 14th Annual General Meeting.

The day to day operation of the Company should normally vest with the Board of Directors with the members in general meeting exercising only supervisory powers. However, we are compelled by the SEBI Circular to place the past transactions, which have already been acted upon, referred to in resolution no. 5 to 8 for your approval. The Company will be put to severe financial strain if any of the resolutions is not approved by the members. Accordingly, the Board strongly commends the resolution no. 5 to 8 for your acceptance.

Some of the directors / key managerial personnel of the Company are also directors in MNEL / GICL / VSPL and may be considered as interested to that extent.

ITEM NO. 9

In order to enable the Company to raise additional long-term finance by issue of equity shares and / or other equity linked securities in the domestic/international markets, as and when required, it is proposed to take an enabling resolution to increase the Authorised Share Capital of the Company from the existing ₹ 200 crores to ₹ 250 crores with the consequential alterations in the Capital Clause of the Memorandum of Association of the Company.

The provisions of the Companies Act, 2013 require the Company to seek the approval of the members for increasing the Authorised Share Capital and for altering the Capital Clause of the Memorandum of Association.

The Memorandum of Association shall be available for inspection of members at the registered office of the Company at any time during business hours from 9.30 a.m. to 5.00 pm till the date of the 14th Annual General Meeting.

The Board accordingly recommends resolution no. 9 for the approval of members.

None of the directors or key managerial personnel of the Company or their relatives is / are, in any way concerned or interested in the proposed resolution.

By Order of the Board of Directors
For Gammon Infrastructure Projects Limited

Mumbai
February 14, 2015

G. Sathis Chandran
Company Secretary

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

GAMMON INFRASTRUCTURE PROJECTS LIMITED

Registered Office: Gammon House, Veer Savarkar Marg, Prabhadevi, Mumbai - 400 025.
CIN: L45203MH2001PLC131728

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 14th Annual General Meeting of the Company to be held on Tuesday, the 31st March, 2015 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 Balance sheet, Statement of Profit and Loss account, Report of Board of Directors and Auditors for the financial year ended September 30, 2014
2	To appoint the Auditors of the Company.
Special Business	
3	Resolution not to fill up the vacancy caused by the retirement by rotation of Mr. Himanshu Parikh
4	Resolution to designate Mr. Naresh Chandra as a Director liable to retire by rotation
5	Resolution to ratify placement of inter corporate deposit by the Company with Gorakhpur Infrastructure Company Limited
6	Resolution to ratify placement of inter corporate deposit by Mumbai Nasik Expressway Limited with the Company
7	Resolution to ratify issue of bank guarantee by the Company in favour of Mumbai Nasik Expressway Limited
8	Resolution to ratify placement of inter corporate deposit by Vizag Seaport Private Limited with the Company
9	Resolution to increase the authorized share capital of the Company

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