GAMMON INFRASTRUCTURE PROJECTS LIMITED

Date: August 27, 2015

To
The Listing Department
National Stock Exchange of India Limited
Exchange Plaza, C-1, Block –G, Bandra - Kurla Complex,
Bandra (E), Mumbai – 400051

Dear Sir,

Sub: Outcome of Board Meeting

Ref : Scrip Code - 532959, Scrip ID - GAMMNINFRA

The Board of Directors of the Company at its meeting held on August 27, 2015, inter alia, has transacted the following:

1. The current financial year of the Company shall be for a period of 18 (Eighteen) months i.e. from October 01, 2014 to March 31, 2016, to align and comply with the provisions of the Companies Act, 2013, subject to the approval of the Registrar of Companies, Mumbai.

2. The Board has approved disinvestment of the Company's entire shareholding held directly and/or through nominees in the following Nine project Companies (project SPVs) to BIF India Holdings Pte Ltd. jointly held by funds managed by Brookfield Asset Management and its affiliates ('Brookfield') and Core Infrastructure India Fund Pte Ltd.

Project Company	Project Description
Aparna Infraenergy India Private Limited (100% subsidiary)	250 MW coal fired plant in Chandrapur, State of Maharashtra located at Nagpur. Construction on the project is at pre development stage.
Sikkim Hydro Power Ventures Limited (100% subsidiary)	Build, own, operate and transfer of a 66 MW "run of the river" hydropower project at Rimbi Khola, a tributary of Rangit River, in the State of Sikkim. Project is under development.
Pravara Renewable Energy Limited (100% subsidiary)	Build, own, operate and transfer of a 30 MW co-generation power plant in Ahmednagar District, State of Maharashtra. Project is completed expected to be operational soon.
Andhra Expressway Limited (100% subsidiary)	Strengthening of existing 2 lane 47kms road from KM 253 to 300 and widening thereof to a four lane on a build own transfer basis under concession from NHAI in the Dharmavaram Tuni section on NH-5 Andhra Pradesh. Project is already operational.

Corporate Office : Orbit Plaza, 5th Floor, Plot No. 952/954, New Prabhadevi Road, Prabhadevi, Mumbai - 400 025, INDIA
Tel. : 91 - 22 - 6748 7200 • Fax : 91 - 22 - 6748 7201• E-mail : info@gammoninfra.com
Website : www.gammoninfra.com • CIN : L45203MH2001PLC131728
Registered Office : Gammon House, Veer Savarkar Marg, Prabhadevi, Mumbai - 400 025. INDIA.

Rajahmundry Expressway Limited (100% subsidiary)	Strengthening of existing 2 lane from KM 200 to 253 and widening of 4 lane dual carriageway on build, operate and transfer basis from Vijaywada to Vishakhapatnam on NH-5 in the State of Andhra Pradesh under concession from NHAI. Project is already operational.
Kosi Bridge Infrastructure Company Limited (100% subsidiary)	Design, construction, finance and management of 4 lane bridge across Kosi river including approaches from 155 km to 165 km on NH-57 in the State of Bihar under concession from NHAI. Project is already operational.
Gorakhpur Infrastructure Company Limited (100% subsidiary)	Design, construction, finance and maintenance of highway from 0km to 32km at Gorakhpur bypass on NH28 in the State of Uttar Pradesh under concession from NHAI. Project is already operational.
Mumbai Nasik Expressway Limited (approx. 80% subsidiary)	Strengthening of existing 2 lane road and widening it into four lane divided highway from Vadape to Gonde on NH-3 from 440 km to 539 km under concession from NHAI. Project also included construction of a new road i.e. Kasara bypass for Mumbai bound traffic movement. Project is already operational.
Vijayawada Gundugolanu Road Project Private Limited (100% subsidiary)	Six laning of four lane Vijayawada- Gundugolanu section of NH5 from km 1076.48 to km 1022.48 including new construction of new six lane Hanuman junction bypass and 4 lane Vijayawada bypass in State of Andhra Pradesh under NHDP Phase V. Project is under expansion.

Key terms of the transaction:

- The consideration towards equity comprises of cash consideration of approx. Rs. 192 crore and a waiver of advances to GIPL of Rs. 285 crore;

- The project SPVs being taken over will repay the inter corporate deposits of approx. Rs. 371 crore given by GIPL to the Project SPVs;

- Aggregate cash inflows for GIPL on account of divestment would be approx. Rs. 563 crore subject to closing adjustments;

- Additional cash inflow of upto Rs. 100 crore may be realized by GIPL upon crystallization of certain milestones in future.

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- GIPL will also benefit further from:
    - The outstanding liabilities to the tune of Rs. 87 crore will stand reduced

      and
    - 75% of past contingent receivable may also be received by the Company when realized.

The transaction is subject to necessary shareholders, lenders and regulatory approvals and satisfaction of certain contractual conditions.

3. The Board has also recommended divestment of 50% shareholding of Vizag Seaport Private Limited for a consideration of Rs 62.5 crore in favor of Lastin Infrastructure Projects Limited, an affiliate of an existing shareholder, Lastin Group. The Company will continue to hold 23.76% shareholding.

The transaction is subject to necessary shareholders, lenders and regulatory approvals.

4. The Board has accorded its consent to obtain approval of the shareholders for the proposed divestments by means of a Postal Ballot in accordance with the due process of law.

Yours truly,

For **Gammon Infrastructure Projects Limited**

Kishor Kumar Mohanty
Managing Director

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