GAMMON INDIA LIMITED

Registered Office: 'Gammon House',Veer Savarkar Marg, Prabhadevi, Mumbai – 400 025.
CIN: L74999MH1922PLC000997
Tel No: 91-22-6111 3000, Fax No: 91-22-2430 0221
Email: gammon@gammonindia.com, Website: www.gammonindia.com

NOTICE

Notice pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 is hereby given that the Resolution mentioned below is proposed to be passed by Postal Ballot.

1. To consider and if thought fit, to give ASSENT / DISSENT to the following resolution as a Special Resolution:

   "RESOLVED THAT pursuant to the provisions of Section 186 and any other applicable provisions of the Companies Act, 2013 (the "Act") and rules made thereunder (including any statutory modification thereof for the time being in force and as may be enacted from time to time), and subject to the provisions of the Listing Agreement (as amended from time to time) subject to the approval of the CDR Lenders and such approvals, consents, sanctions and permissions, as may be necessary, and the Articles of Association of the Company and all other provisions of applicable laws, consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise the powers conferred on the Board by this Resolution), to give loans to any subsidiary company(ies)/ give any guarantee or provide security in connection with a loan to any subsidary company(ies) and / or make investments in the securities of any subsidiary company(ies) upto an aggregate amount not exceeding Rs. 800 Crore (Rupees Eight Hundred Crores Only) notwithstanding that the aggregate of the loans or guarantees or securities so far given or to be given and/or securities so far acquired or to be acquired by the Company may collectively exceed the limits prescribed under Section 186 of the Act;

   RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of the Company be and is hereby authorised to take from time to time all decisions and such steps as may be necessary for giving loans, guarantees or providing securities or for making such investments and to execute such documents, deeds, writings, papers and/or agreements as may be required and do all such acts, deeds, matters and things, as it may in its absolute discretion, deem fit, necessary or appropriate."

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: 21st August, 2014

Notes:

1. The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 setting out all the material facts and reasons is annexed hereto.
2. The Board of Directors has appointed Mr. Vidyadhar Chakradeo of M/s V. V. Chakradeo & Co., Company Secretaries, Mumbai as the Scrutinizer for conducting the Postal Ballot process in accordance with the law and in a fair and transparent manner. The Postal Ballot Form and the self-addressed business reply envelope are enclosed for use of members.
3. Members are requested to carefully read the instructions printed on the attached Postal Ballot form. The voting period begins at 9.30 a.m., on Wednesday, 27th August 2014 and ends at 5.30 p.m. on Thursday, 25th September 2014. During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Friday, 22nd August 2014, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. **The Postal Ballot form, duly completed and signed, should be returned in the enclosed self-addressed, postage prepaid envelope, directly to the Scrutinizer so as to reach him on or before the close of working hours i.e. 5.30 p.m. on Thursday, 25th September 2014. Any response received from the shareholders after 5.30 p.m. on Thursday, 25th September 2014 shall be treated as if no response is received in terms of sub-rule 12 of Rule 22 of the Companies (Management and Administration) Rules, 2014.**

4. The shareholders are requested to exercise their voting rights by using the attached Postal Ballot form only. No other form or photocopy of the form is permitted.

5. The Company is also additionally providing its members the facility of e-voting to enable members to caste their votes electronically and separate instructions have been given for members desirous of voting through this facility.

6. Kindly note that the Members can opt for only one mode of voting, i.e., either by physical ballot or e-voting. If you are opting for e-voting, then do not vote by physical ballot and vice versa. However, in case Members cast their vote by physical ballot as well as by e-voting, then voting done through a valid physical ballot shall prevail and voting done by e-voting shall be treated as invalid.

7. Members whose IDs are registered with the Company for receipt of documents in electronic mode under the Green Initiative of the Ministry of Corporate Affairs, are being sent Notice of Postal Ballot by e-mail and others are sent by post along with the Postal Ballot Form.

8. Members who have received the Postal Ballot Notice by e-mail and wish to vote through physical Postal Ballot Form can download the Postal Ballot Form from the link www.gammonindia.com or seek a duplicate Postal Ballot Form from the Registrar & Transfer Agent, Link Intime India Private Limited or Company Secretary, Gammon India Limited, 'Gammon House', Veer Savarkar Marg, Prabhadevi, Mumbai 400 025, fill in the details and send the same to the Scrutinizer.

9. Members desiring to exercise their vote by physical Postal Ballot are requested to carefully read the instructions printed on the Postal Ballot Form and return the Postal Ballot Form duly completed and signed in the enclosed self-addressed Business Reply Envelope to the Scrutinizer. The postage cost will be borne by the Company. However, envelopes containing Postal Ballot, if sent by courier or registered / speed post at the expense of the Member will also be accepted.

10. Instructions to the Members for e-voting are as under:

(a) In case of Members receiving Postal Ballot Form by e-mail and who wish to vote using the e-voting facility :

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

(ii) Click on Shareholders.

(iii) Now Enter your User ID

a. For CDSL: 16 digits beneficiary ID,

b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,

c. Members holding shares in Physical Form should enter Folio Number registered with the Company.

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

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

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

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric "PAN" issued by Income Tax Department (Applicable for both shareholders holding shares in demat as well as physical form). 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 folio number in the PAN field. In case the folio 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 folio 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 number of shares in the Dividend Bank details field.

*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 number of shares in the Dividend Bank details field.*

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

(viii) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

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

(x) Click on the EVSN 140823018 for **GAMMON INDIA LIMITED.**

(xi) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

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

(xiii) 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.

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

(xv) You can also take printout of the voting done by you by clicking on "Click here to print" option on the Voting page.

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

(xvii) 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 they should be create a compliance user 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 (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.

(b) In case of Members receiving Postal Ballot Form by post and who wish to vote using the e-voting facility :

(i) Initial password is provided in the table given in the Postal Ballot Form.

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

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

11. 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.

12. The Scrutinizer will submit his report to the Chairman or the Company Secretary of the Company after completion of the scrutiny of the Postal Ballot Forms**. The result of the Postal Ballot will be announced at the Registered Office of the Company situated at 'Gammon House', Veer Savarkar Marg, Prabhadevi, Mumbai 400 025 on Thursday, 25th September 2014.** The result of the Postal Ballot will be displayed at the Registered Office of the Company and posted on the Company's website www.gammonindia.com and communicated to the stock exchanges where the Company's shares are listed. The result of the Postal Ballot will be published in one English newspaper and one Marathi newspaper.

13. The Board of Directors has appointed Ms. Gita Bade - Company Secretary as the person responsible for the entire Postal Ballot process.

ANNEXURE TO THE NOTICE

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013.

Item No. 1:

The Company is in the process of rationalizing and reorganizing its business operations and with a view to achieve greater financial flexibility, approval of the members is being sought to give powers to the Board of Directors or any duly constituted Committee thereof for giving loans / guarantee to / provide security in connection with loans to subsidiary company(ies) or for making investments in subsidiary company(ies) for an amount not exceeding Rs. 800 crores.

In terms of the provisions of Section 186 of the Companies Act, 2013 ('the Act'), where giving of any loan or guarantee or providing any security or the acquisition of securities exceeds (a) sixty percent of the aggregate of the paid-up capital and free reserves and securities premium account, or (b) hundred percent of its free reserves and securities premium account, whichever is more, prior approval of the shareholders is required by means of passing a special resolution. Further, the giving of loan/guarantee or providing of security or investments in the subsidiaries may qualify as 'Related Party Transaction' pursuant to revised Clause 49 of the Listing Agreement.

In view of the above, shareholders' approval is being sought pursuant to Section 186 of the Act and Clause 49 of the Listing Agreement for giving loans / guarantee to / provide security in connection with loans to subsidiary company(ies) or making investments in the Company's subsidiaries upto an amount not exceeding Rs. 800 crores.

Members are further informed that pursuant to Section 186(7) of the Act, no loan shall be given to any of the subsidiaries at a rate below the prevailing yield of one year, three years, five years or ten years Government Security closest to the tenor of the loan.

Your Directors commend passing of the special resolution for your approval through Postal Ballot.

None of the Directors and key managerial personnel of the Company are interested or concerned in the passing of the above resolution.

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: 21st August, 2014

GAMMON INDIA LIMITED
[CIN:L74999MH1922PLC000997]
Regd. Office: Gammon House, Veer Savarkar Marg, Prabhadevi, Mumbai, 400 025
Website: www.gammonindia.com Tel: +91 22 61153000 Fax: +91 22 24300529

GAMMON

Postal Ballot Form

Serial No.:

(1) Name and Registered address of the sole/first named shareholder :

(2) Name(s) of Joint Shareholder(s) :

(3) Registered Folio No. / DP ID No./Client ID No.* (*applicable to investors holding shares in dematerialised form) :

(4) Number of Shares held :

(5) I/We hereby exercise my/our vote in respect of the Resolutions to be passed through postal ballot for the businesses stated in the notice by sending my/our assent or dissent to the said resolution by placing the tick (✔) mark in the appropriate box below:

Item No.	Description	No of Equity Shares	I / We assent to the resolution	I / We dissent to the resolution
1	Special Resolution authorizing the Board of Directors to give loans / guarantee to / provide securities to / make investments in the Company's subsidiary(ies) upto an aggregate amount not exceeding Rs. 800 Crore.			

Place : Mumbai
Date : .....

Signature of Shareholder

Instructions :

1. A member desiring to exercise vote by postal ballot may complete this Postal Ballot Form and send it to the Scrutinizer in the attached pre-paid self-addressed envelope. However, envelopes containing postal ballots, if sent by courier at the expense of the registered Shareholder, will also be accepted.

2. The self-addressed envelope bears the address of the Scrutinizer appointed by the Board of Directors of the Company.

3. This form should be completed and signed by the Shareholder. In case of joint holding, this form should be completed and signed (as per the specimen signature registered with the Company) by the first named Shareholder and in his absence, by the next named Shareholder.

4. The assent / dissent must be recorded by placing a tick mark in the appropriate column.

5. Incomplete or Unsigned Postal Ballot Form will be rejected. The Scrutinizer's decisions on the validity of the Postal Ballot shall be final and binding.

6. Duly completed Postal Ballot Form should reach the Company not later than the close of working hours on Thursday, 25th September, 2014. Postal Ballot Form received after this date will be strictly treated as if the reply from the Member has not been received.

7. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the Shareholders on the date of dispatch of the Notice.

8. There will be 1 Postal Ballot form for every Folio/Client ID irrespective of the number of joint holders.