11th July, 2016

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

NSE CODE: GAMMONIND

BSE Limited
1st Floor, New Trading Ring
Rotunda Building,
Phiroze Jeejeebhoy Towers
Dalal Street,
Mumbai – 400 001

BSE CODE : 509550

Dear Sir,

Sub: Submission of Notice of Postal Ballot alongwith explanatory statement.

Pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find attached herewith the Postal Ballot Notice & Postal Ballot Form of the Company transacting the business as detailed in the Notice.

Please take note of the same.

Thanking you.

Yours faithfully,
For GAMMON INDIA LIMITED

GITA BADE
COMPANY SECRETARY

Encl.: As above

GAMMON INDIA LIMITED

CIN: L74999MH1922PLC000997
Registered Office: 'Gammon House', Veer Savarkar Marg, Prabhadevi, Mumbai – 400 025.
Tel No: 91 - 22 - 6115 3000, Fax No: 91-22-2430 0221
Email: investors@gammonindia.com, Website: www.gammonindia.com

POSTAL BALLOT NOTICE

{Pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies Management and Administration) Rules, 2014}

Dear Shareholders,

Notice is hereby given pursuant to Section 110 of the Companies Act, 2013 ("the Act") and all other applicable provisions, if any, of the Act read together with the Companies (Management and Administration) Rules, 2014 including any statutory modification or re-enactment thereof for the time being in force the resolutions set out below are proposed to be passed as Special Resolutions by way of postal ballot/e-voting. The explanatory statement pertaining to the resolutions setting out the material facts and the reasons thereof are annexed hereto along with a postal ballot form (the "Form") for your consideration.

The Board of Directors of the Company ("Board") at its meeting held on 17th June, 2016 has appointed Mr. Vidyadhar Chakradeo of M/s V. V. Chakradeo & Co. Company Secretaries, Mumbai (Membership No: F3382) as the Scrutinizer for conducting the postal ballot process in a fair and transparent manner. You are requested to carefully read the instructions printed on the Form, record your assent (for) or dissent (against) through e-voting or by filling necessary details and affixing your signature at the designated place in the Form and return the same in original duly completed in the enclosed self-addressed, postage pre-paid envelope so as to reach the Scrutinizer not later than **5.00 p.m.** on **Tuesday, 9th August, 2016**. Upon completion of the scrutiny of the Forms, the Scrutinizer will submit his report to the Chairman and Managing Director/Executive Director.

In compliance with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and pursuant to the provisions of Section 108 of the Act read with the Companies (Management and Administration) Rules, 2014, the Company has also extended e-voting facility as an alternate, for its Members to enable them to cast their votes electronically instead of dispatching the Form(s). Members desiring to opt for e-voting as per facilities arranged by the Company are requested to read the notes to this Notice and instructions on the overleaf of the Form.

The results of the postal ballot will be announced by the Chairman & Managing Director/ Executive Director on **Wednesday, 10th August, 2016** on or before **6.00 pm** at the registered office of the Company, and will be intimated to the BSE Limited and National Stock Exchange of India Limited. The aforesaid result would also be displayed on the Notice Board at the registered office of the Company along with the Scrutinizer's report, on the Company's website viz. www.gammonindia.com and the website of Central Depository Services (India) Limited viz. www.cdslindia.com.

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

   "RESOLVED THAT on the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company and pursuant to the provisions of Sections 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013 (hereinafter referred to as the "Act") and the rules made thereunder (including any statutory modifications or re-enactment thereof) read with Schedule V of the Act and Article 157 of the Articles of Association of the Company, and subject to the approval of the Central Government and CDR lenders (for payment of remuneration) as may be required, consent of the members of the Company be and is hereby accorded to the re-appointment of Mr. Abhijit Rajan (DIN: 00177173) as the Chairman & Managing Director of the Company for a period of 3 (three) years, with effect from 17th May, 2016 upon the terms and conditions as set out in the explanatory statement annexed to the notice pursuant to Section 102(1) of the Act and on the remuneration payable as follows:

Remuneration:

(i) Salary : *Rs.4,00,00,000/- (Rupees Four Crores only) per annum including perquisites payable as follows:-*

(Amount in Rs.)

Financial year	Salary (p.a.)	Perquisites & allowance	Retirals	Total
2016-17*	3,04,04,830	1,18,033	44,49,815	3,49,72,678
2017-18	3,47,75,524	1,35,000	50,89,476	4,00,00,000
2018-19	3,47,75,524	1,35,000	50,89,476	4,00,00,000

**On a pro-rata basis for the period May 17, 2016 to March 31, 2017.*

(ii) Commission : *An amount by way of commission, payable annually in addition to the salary, calculated with reference to the net profits of the Company if any, in a particular financial year, at the absolute discretion of and as maybe determined by the Board of Directors at the end of each financial year.*

(iii) Perquisites : *Subject to the limits contained in Section IV of Part II of Schedule V to the Companies Act, 2013, Perquisites shall be payable as set out in Parts A, B and C as applicable.*

Mr. Rajan shall not be paid sitting fees for attending meetings of the Board or any Committee thereof.

PART A:

(i) Mr. Rajan shall also be entitled to perquisites like furnished/unfurnished accommodation or HRA, gas, electricity, water, medical re-imbursement, Leave Travel Concession for self and family, club fees, personal accident insurance etc. in accordance with the rules of the Company.

(ii) Valuation of perquisites shall be done as per the Income-Tax rules, wherever applicable.

PART B:

(i) Contribution to the Provident Fund, Superannuation Fund or Annuity Fund will not be included in the computation of the ceiling on perquisites to the extent these either singly or put together are not taxable under the Income-tax Act, 1961.

(ii) Gratuity not exceeding half a month's salary for each completed year of service subject to a maximum limit as specified in Payment of Gratuity Act, 1972 as amended from time to time.

(iii) Encashment of leave at the end of the tenure as per the rules of the Company.

PART C:

(i) Car & Telephone:

Provision of car for use on Company's business and telephone at residence will not be considered perquisites. Personal long distance calls and use of car for private purposes shall be billed by the Company to Mr. Rajan.

(ii) Reimbursement of expenses:

Reimbursement of all expenses actually and properly incurred by him in the course of discharging official duties of the Company.

RESOLVED FURTHER THAT the Board of Directors is hereby authorized to alter and vary the terms and conditions of the said re-appointment in such manner as may be agreed to between the Board of Directors and Mr. Abhijit Rajan or as may be imposed or directed by the CDR lenders or the Central Government ;

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things as may be usual, proper and expedient to give effect to this resolution."

2. 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 197 of the Companies Act, 2013 (hereinafter referred to as the "Act") read with Schedule V and all other applicable provisions, if any of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and subject to the approval of the Central Government and all such other approvals, if any, as may be required, approval of the Members be and is hereby accorded to the Board of Directors

of the Company to waive the recovery of excess remuneration paid to Mr. Himanshu Parikh (DIN:00760181) (erstwhile) Executive Director of the Company, amounting to Rs. 34,19,436/- during the period 1st April, 2012 to 31st March, 2013 and Rs. 25,66,013/- during the period 1st April, 2011 to 31st March, 2012 and as directed by the Ministry of Corporate Affairs vide its letter No. SRN C64854896/1/2015-CL-VII dated 5th February, 2016 and that subject to the approval of the Central Government, the excess remuneration paid to Mr. Himanshu Parikh as mentioned above be and is hereby approved;

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to make an application to the Central Government for waiver of excess remuneration paid to Mr. Himanshu Parikh as mentioned above and for the purpose of giving effect to this resolution to do all such acts, deeds, matters and things as it may, in its absolute discretion deem necessary, proper or desirable."

By Order of the Board of Directors
FOR GAMMON INDIA LIMITED

GITA BADE
COMPANY SECRETARY

Registered Office:
'Gammon House', Veer Savarkar Marg,
Prabhadevi,
Mumbai – 400 025.
Dated: 17th June, 2016

Notes:

1. The Statement pursuant to Section 102 of the Companies Act, 2013 setting out all the material facts and the reasons for the proposals is annexed hereto.
2. The Postal Ballot Notice is being sent to all the Members, whose names appear in the Register of Members/list of Beneficial Owners, received from National Securities Depository Limited ("NSDL")/Central Depository Services (India) Limited ("CDSL") as on 24th June, 2016. The Postal Ballot Notice is being sent to Members in electronic form to the email addresses registered with their Depository Participants (in case of electronic shareholding)/the Company's Registrar and Share Transfer Agents (in case of physical shareholding). For Members whose email IDs are not registered, physical copies of the Postal Ballot Notice are being sent by permitted mode alongwith a postage pre-paid self-addressed Business Reply envelope.
3. The voting shall be reckoned in proportion to a Member's share of voting rights on the paid-up Equity Share Capital of the Company on the cut-off date, i.e. 24th June, 2016.
4. As per the Companies (Management and Administration) Rules, 2014, Notice of Postal Ballot along with Postal Ballot Form is being sent to all the Members through courier and electronically by email to those shareholders who have registered their email-id with the Company / Depositories along with Postal Ballot Form.
5. In compliance with the provisions of Sections 108 and 110 and other applicable provisions of the Act, read with the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligation and Disclosure Requirements), Regulations, 2015, the Company is pleased to offer e-voting facility as an option to all the Members of the Company. The Company has entered into an agreement with CDSL for facilitating e-voting to enable the Members to cast their votes electronically instead of dispatching Postal Ballot Form. Members may please refer to the instructions below for the purpose of voting through e-voting facility.
6. The Postal Ballot Notice is placed in the 'Investors Information' section on the Company's website: www.gammonindia.com.
7. 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.
8. Members are requested to carefully read the instructions printed on the attached Postal Ballot form. 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. **5.00 p.m. on Tuesday, 9th August , 2016.** Any response received from the shareholders after **5.00 p.m. on Tuesday, 9th August, 2016** 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.

9. The date of declaration of results of the postal ballot i.e. **Wednesday, 10th August, 2016** shall be the date on which the resolutions would be deemed to have been passed, if approved by the requisite majority.

10. The Special Resolutions passed by the Members through Postal Ballot are deemed to have been passed as if they had been passed at a General Meeting of the Members.

11. Voting period commences from **9.30 a.m.** (IST) on **Monday, 11th July, 2016** and ends at **5.00 p.m**. (IST) on **Tuesday, 9th August, 2016.** E-voting shall not be allowed beyond the said date and time.

12. Kindly note that the Members can opt only for 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 e-voting shall prevail and voting done by physical ballot shall be treated as invalid**.**

13. 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 website of the Company viz. 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.

14. Members desirous of exercising 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.

15. A person who is not a Member as on date of the record date i.e. 24th June, 2016 should treat this Notice for information purpose only.

16. Members can contact Ms. Gita Bade – Company Secretary & Compliance Officer on 022-61154050 or gita.bade@gammonindia.com for any grievances relating to e-voting.

17. Instructions regarding e.-voting **:-**

    (i) The voting period begins at 9.30 a.m., on Monday, 11th July, 2016 and ends at 5.00 p.m., on Tuesday, 9th August, 2016**.** 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, 24th June, 2016, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

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

    (iii) Click on Shareholders.

    (iv) 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.

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

    (vi) 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.

    (vii) 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 demat shareholders as well as physical shareholders) • Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on the Postal Ballot Form.
Dividend Bank Details **OR** Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. • If both 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 instruction (iv).

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

(ix) 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.

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

(xi) Click on the **EVSN 160706006 for GAMMON INDIA LIMITED**.

(xii) 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.

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

(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.

(xvi) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

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

(xviii) 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 linked in the login 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.

18. The Scrutinizer will submit his report on postal ballot to the Chairman and Managing Director/Executive Director of the Company after completion of the scrutiny of the Postal Ballot Forms and e-voting. The results of the Postal Ballot will be announced by the Chairman & Managing Director/Executive Director on or before 6.00 p.m. on 10th August, 2016 at the Registered Office of the Company. The said results will be displayed on the Notice Board at the Registered Office of the Company, intimated to the National Stock Exchange of India Limited and BSE Limited where the Company's shares are listed and displayed along with the Scrutinizer's report on the Company's website viz. www.gammonindia.com and CDSL website viz. www.cdslindia.com.

19. All material documents referred to in the explanatory statement above would be available for inspection at the registered office of the Company during business hours from the date of dispatch of Notice till 5.00 pm on Tuesday, 9th August, 2016.

20. 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 IN RESPECT OF SPECIAL RESOLUTIONS SET OUT IN THE NOTICE.

Item No.1

Members are informed that the term of office of Mr. Abhijit Rajan (DIN:00177173) as the Chairman & Managing Director of the Company expired on 16th May, 2016. The Board of Directors at their meeting held on 13th May, 2016 on the recommendation of the Nomination and Remuneration Committee re-appointed Mr. Abhijit Rajan as the Chairman & Managing Director of the Company for a further period of 3 (three) years w.e.f. 17th May, 2016 subject to the approval of the Central Government and CDR lenders (for payment of remuneration).

Mr. Abhijit Rajan aged 55 years is a Promoter Director with over 25 years of experience in the construction industry. He has completed his graduation in India and pursued management studies in Europe. Mr. Rajan was appointed as the Managing Director of the Company in 1991. He was elevated as the Chairman of the Company in 1996 and since then has been re-appointed as the Chairman and Managing Director of the Company from time to time.

Taking into consideration the duties and responsibilities of the Chairman and Managing Director, the prevailing managerial remuneration in similar industry, the challenging business environment and in recognition of the contribution and efforts of Mr. Rajan and on the recommendation of the Nomination and Remuneration Committee, the Board has approved the following terms and conditions including payment of remuneration to Mr. Abhijit Rajan, the details of which are given below;

1. ***Term** : 3 (Three) years with effect from 17th May, 2016 to 16th May, 2019.*

2. ***Remuneration:***

(i) Salary : *Rs. 4,00,00,000/- (Rupees Four Crores) only per annum including perquisites payable as follows:*

(Amount in Rs.)

Financial year	Salary (p.a.)	Perquisites & allowances	Retirals	Total
2016-17*	3,04,04,830	1,18,033	44,49,815	3,49,72,678
2017-18	3,47,75,524	1,35,000	50,89,476	4,00,00,000
2018-19	3,47,75,524	1,35,000	50,89,476	4,00,00,000

**On a pro-rata basis for the period May 17, 2016 to March 31, 2017.*

(ii) Commission : *An amount by way of commission, payable annually in addition to the salary, calculated with reference to the net profits of the Company, if any, in a particular financial year, at the absolute discretion of and as may be determined by the Board of Directors at the end of each financial year.*

(iii) Perquisites : *Subject to the limits contained in Section IV of Part II of Schedule V to the Companies Act, 2013, Perquisites shall be payable as set out in Parts A, B and C as applicable.*

Mr. Rajan shall not be paid sitting fees for attending meetings of the Board or any Committee thereof.

PART A:

(i) Mr. Rajan shall also be entitled to perquisites like furnished / unfurnished accommodation or HRA, gas, electricity, water, medical re-imbursement, Leave Travel Concession for self and family, club fees, personal accident insurance etc. in accordance with the rules of the Company.

(ii) Valuation of perquisites shall be done as per the Income-Tax rules, wherever applicable.

PART B:

(i) Contribution to the Provident Fund, Superannuation Fund or Annuity Fund will not be included in the computation of the ceiling on perquisites to the extent these either singly or put together are not taxable under the Income-tax Act, 1961.

(ii) Gratuity not exceeding half a month's salary for each completed year of service subject to a maximum limit as specified in Payment of Gratuity Act, 1972 as amended from time to time.

(iii) Encashment of leave at the end of the tenure as per the rules of the Company.

PART C:

(i) Car & Telephone:

Provision of car for use on Company's business and telephone at residence will not be considered perquisites. Personal long distance calls and use of car for private purposes shall be billed by the Company to Mr. Rajan.

(ii) Reimbursement of expenses:

Reimbursement of all expenses actually and properly incurred by him in the course of discharging official duties of the Company.

3. Other terms:

Job Profile	:	(i) During the period of his service with the Company, the Chairman & Managing Director shall: (a) perform, observe and conform to such orders and instructions as may from time to time be reasonably given or communicated to him by the Board of Directors of the Company; (b) in all respects carry out and use his best endeavors in carrying out the objects of the Company diligently and faithfully serve the Company, promote and protect its interest in all things to the best of his ability and judgment, and use his best endeavors to further its interests and to increase its business; and (c) devote the whole of his time and attention to the business of the Company during the normal office and / or working hours of the Company and otherwise as in the opinion of the Board of Directors may be reasonably necessary for the diligent performance of his duties and shall not in any way be engaged in, concerned directly or indirectly with any other company, business of (subsidiaries and associate companies and joint ventures excepted) without the consent of the Board of Directors of the Company.
Other terms	:	1. So long as Mr. Abhijit Rajan functions as Chairman & Managing Director, he shall not be paid any sitting fees for attending the Meetings of the Board of Directors or the Committee(s) thereof. 2. The headquarters of the Chairman & Managing Director shall, unless otherwise specified, be at Mumbai. 3. In the event of loss or inadequacy of profits in any financial year, the Chairman & Managing Director shall be paid remuneration by way of salary and perquisites as specified above but subject to the provisions of Schedule V to the Companies Act, 2013. 4. The Chairman & Managing Director shall not be liable to retire by rotation as per Article 172 of the Articles of Association of the Company. 5. The Chairman & Managing Director shall be entitled to be compensated for loss of office to the extent permissible under the Companies Act, 2013 if, during the currency of this Agreement the tenure of the office of the Chairman & Managing Director be determined for reasons other than due to change in the management that may be necessitated by the Strategic Debt Restructuring invoked in the Company or for reasons specified in Section 202 of the Companies Act, 2013. 6. His appointment, re-appointment, duties, responsibilities shall be in conformity with the Companies Act, 2013 (including any amendment thereto), SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 and all such other applicable laws.

Additional Information as required pursuant to Section II of Part II of Schedule V to the Companies Act, 2013:

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:

(Rs. in Crores)

Sr. No.	Particulars	Year				
		2011-12	**2012-13**	**9 months period ended 31.12.2013**	**9 months period ended 30.09.2014**	**18 months period ended 31.03.2016**
(1)	Paid-up Capital	27.50	27.50	27.50	27.50	72.94
(2)	Reserves & Surplus	2,224.48	1,687.12	1,018.28	1,064.54	1,354.76
(3)	Turnover	5,533.12	5,197.36	3,279.31	2,966.99	6,147.00
(4)	Net Profit as per Section 198 of the Companies Act, 2013	161.12	(434.20)	(905.68)	(522.08)	50.28
(5)	Amount of dividend	2.73	NIL	NIL	NIL	NIL
(6)	Rate of Dividend declared	10%	NIL	NIL	NIL	NIL

5. Foreign Investments or Collaborators, if any : The total equity shares held by Foreign Institutional Investors is 15,89,217 Equity Shares of Rs. 2/- each which constitutes 0.43% of the Paid-up Equity Share Capital of the Company as on March 31, 2016.

II INFORMATION ABOUT THE APPOINTEE:

1. MR. ABHIJIT RAJAN:

a. Background Details:

Mr. Abhijit Rajan (DIN: 00177173) aged 55 years has completed his graduation in India and pursued management studies in Europe. Mr. Rajan a Promoter Director, was appointed as the Managing Director of the Company in 1991. He was elevated as the Chairman of the Company in 1996 and since then has been re-appointed as the Chairman and Managing Director of the Company from time to time. He has over 25 years of experience in strategic planning and management in the construction industry. As an industrialist he has built his reputation on the basis of good stewardship of the Gammon group.

b. Past Remuneration: The Shareholders in the 90th Annual General Meeting held on 25th September, 2012 and the 92nd Annual General Meeting held on 30th June, 2014 approved remuneration of Rs. 6 crores per annum as follows:

(Amount in Rs.)

Financial Year/ Period	Salary, Perquistes, Allowances and Retirals*
2013-2014	6,00,00,000
1.1.2014 - 31.03.2015	7,49,96,245
2015 - 2016	6,00,00,000
1.04.2016 - 16.05.2016	75,80,644

In view of the change in the previous three financial years i.e 1st October, 2014 to 31st March, 2016 (18 months period), 1st January, 2014 to 30th September, 2014 and 1st April, 2013 to 31st December, 2013 (9 month period each), the remuneration paid/payable to Mr. Rajan for each of the preceding three financial years has been allocated proportionately on a pro-rata basis within the aforementioned limits of Rs. 6 crores per annum as approved by the shareholders and is pending Central Government approval;

****The remuneration aforementioned includes perquisites & retiral benefits (PF, Gratuity & Superannuation).***

c. Recognition / Awards: NIL

d. Job Profile & Suitability:

Mr. Abhijit Rajan is a Promoter Director, on the Company's Board since 1991. He works under the supervision and guidance of the Board of Directors. As an industrialist, he has built his reputation on the basis of good stewardship of the Gammon Group. With his sharp business acumen, his leadership skills, and his rich experience in the construction and contracting business the Company has grown manifold and has diversified from contracting business into infrastructure development, realty business, power transmission and energy business. Since the past two years due to the slow-down in the construction industry, the Company has been facing several challenges on all fronts. The Company continues to be guided by Mr. Rajan's vast experience and business leadership. His re-appointment as the Chairman and Managing Director is necessary for formulating and implementing various strategies aimed at improving the performance of the Company during such challenging times. In the present industry scenario and competitive business environment the duties and responsibilities of Mr. Rajan has grown manifold. He continues to guide and manage the Company's affairs to ensure revival, promote growth and stability aimed at securing the interests of all stakeholders.

e. Remuneration proposed:

Details of the total remuneration comprising, inter-alia, salary, perquisites and allowances and other benefits/ perquisites which is proposed to be paid to Mr. Abhijit Rajan - Chairman & Managing Director for the period of three years commencing from 17th May, 2016 has been fully set out in the resolution at Item no.1 of the Notice .

f. Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person:

Mr. Abhijit Rajan, as the Chairman & Managing Director of the Company, has today made Gammon one of the largest construction and engineering companies in India. Under his leadership the Gammon group diversified from various sectors of civil engineering, design and construction business to infrastructure development, realty business, power and energy sector and even oil exploration. Considering Mr. Rajan's contribution, his job profile and responsibilities, role played by him in managing the Company's affairs for over two and half decade, his experience, acumen and continued efforts in reviving and steering the Company through a competitive and challenging business environment, the size of the industry in which the Company operates, comparable remuneration of managerial personnel in the similar industry in which the Company operates, the Nomination & Remuneration Committee, at its meeting held on 13th May, 2016, recommended to the Board his re-appointment as Chairman and Managing Director of the Company for a further period of 3 (three) years with effect from 17th May, 2016 on the terms including payment of remuneration of Rs. 4,00,00,000 (Rupees Four Crores only) per annum to Mr. Rajan as set out in the resolution at Item no.1 of the Notice.

As the profits of the Company for the period ended 31st March, 2016 as computed under Section 198 of the Companies Act, 2013 are inadequate to pay the proposed remuneration, the said remuneration is being paid as per Part II of Schedule V to the Companies Act, 2013 and is subject to the approval of the CDR Lenders and the Central Government.

g. Pecuniary relationship, directly or indirectly with the Company or relationship with the Managerial Personnel, if any:

Mr. Abhijit Rajan, Chairman & Managing Director is not related to any managerial personnel in the Company. He does not have any pecuniary relationship, directly or indirectly with the Company or with any managerial personnel besides the remuneration set out in resolution at Item No. 1 and except to the extent of his shareholding as a Promoter in the Equity Share Capital of the Company.

III. OTHER INFORMATION

1. Company Background

Gammon India Limited ("GIL" or "the company") incorporated in 1922, is an engineering, procurement and construction company with presence across all sectors of civil engineering, design and construction. It is one of the largest physical infrastructure construction companies in India with a prominent presence across all sectors of civil engineering, design and construction covering transportation engineering (highways, bridges, roads), Power Generation (thermal, hydro, industrial, nuclear energy, cooling towers and chimneys) Transmission and Distribution projects, Environmental engineering, high rise buildings, irrigation, Oil exploration and production, PP projects and real estate development.

REASONS FOR INADEQUATE PROFITS :

The overall slowdown in the construction industry over the past few years has greatly impacted the Company's performance. The construction industry in India continues to be plagued by inadequate capital, slow and delayed projects, sticky receivables, lack of proper dispute resolution mechanism, slow moving or stalled projects, bureaucratic delays in awarding projects, delays in land acquisition, higher working capital cycles, highly leveraged balance sheets, policy indecisiveness of the previous government which has adversely affected the construction industry. Almost all the companies in the construction industry have been affected by the slow-down.

GIL has been continuously growing in the past, but due to elongated recessionary pressures after the slowdown in global and Indian economy post FY 2008, the Company has been experiencing reduction in revenues and negative growth in Net Profit. The Company has made a Profit of Rs. 14.64 crores during the financial year (18 months) period ended 31st March, 2016. However the profits are inadequate to pay the proposed remuneration to Mr. Abhijit Rajan.

The major reasons for the inadequate profits are primarily due to delay in receiving payments from clients in respect of completed jobs,thereby resulting in liquidity crisis leading to increased debt and subsequently higher interests costs which have eroded the profits, delays in project execution primarily due to delay in getting approvals from various authorities and non availability of timely finances, slowdown in the construction industry and aggressive bidding resulting in reduced order booking, increase in outstanding receivables due to non settlement of legitimate claims for works completed, decline in revenues and operating margins, delayed and sticky receivables, delays in land acquisition, approval of design etc. by client, scarcity in availability of labour & materials and other operational issues. The working capital cycle of GIL was also stretched due to non-achievement of milestones and elongated recovery of receivables. Also expansion in the overseas operations in the previous years and slowdown in the european economies largely increased the interest burden on the Company.

3. STEPS TAKEN TO IMPROVE PERFORMANCE AND PRODUCTIVITY

The Company has been focusing on realising long pending receivables, arbitration awards, retention moneys. The Company has been successful in recovering certain arbitration claims. The Company is also concentrating on efficient completion and execution of existing projects and has also successfully completed several stalled projects. The receivables from these completed projects is expected to be received in the current financial year. The Company has also been optimizing working capital and establishment costs and is concentrating on faster project execution and priorities have been set with improved systems. The Company is also focusing on reinforcing job selection filters and procedures to ensure positive cash flows and generate quality EBIDTA margins with higher bottom line contribution. Moreover, some prolonged job-related issues are being addressed with speed to close them at the earliest. The Company continues to negotiate with vendors for settlement, improved commercial terms and better credit facility and is in process of arranging additional working capital finance to improve short term liquidity position. The Company is evaluating and exploring various courses of action for raising funds for Company's operations, including options for strategic restructuring. The Company has undertaken several measures for re-structuring the Company's several businesses with a view to attract strategic investors, reduce debt levels, derisk the businesses to make them more sustainable and ensure its growth in the interests of all stakeholders. The Company is also making efforts of disposing of its non-core assets to ensure liquidity in the system.

4. EXPECTED INCREASE IN PRODUCTIVITY AND PROFITS IN MEASURABLE TERMS;

The Company has outstanding arbitration claims more than Rs. 5,000 crores as on 31st March, 2016 and is focusing on recovering arbitration claims. The Company also hopes to recover retention moneys currently outstanding with the clients. Recovery of these long outstanding claims and receivables will ease liquidity pressure. Also with the various restructuring exercises presently being undertaken by the Company, the operations will be streamlined. As specified above the Company's performance has been greatly affected by external factors. The Company hopes that the various initiatives taken by the present government in reviving the infrastructure and construction sector will give a boost to the Company's efforts in improving its performance. In our efforts to re-structure the business and its operations the Company's lenders have been extending their support.

IV. DISCLOSURES:

Disclosures required to be made pursuant to clause IV of Part A of Section II of Part II of Schedule V to the Act shall be made in the Directors Report under the heading Corporate Governance to be attached to the financial statements for the period ended 31st March, 2016.

Additional information on directors recommended for appointment/reappointment as required under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:

a) A brief resume of the director:

Brief resume of the Chairman and Managing Director has been given in the explanatory statement above.

b) Nature of his expertise in specific functional areas:

Strategic planning and management in the construction industry.

c) Disclosure of relationships between directors inter-se:

Nil

d) Names of listed entities (other than Gammon India Limited) in which the person also holds the directorship and the membership of Committees of the Board:

Directorship - Gammon Infrastructure Projects Limited

Chairperson of Board committees - Nil

Member of Board committees - Nil

e) Shareholding of Mr. Rajan in the Company

8,172,459 equity shares aggregating to 2.21% of the total equity capital of the Company.

No Director, Key Managerial Personnel or their relatives, except Mr. Abhijit Rajan to whom the resolution relates, is interested in or concerned with the resolution.

The Board recommends passing of the Special Resolution at Item No. 1 for approval of the members.

Item No. 2

Mr. Himanshu Parikh was appointed as an Executive Director by the shareholders by way of a Postal Ballot, results of which were declared on 23rd September, 2011, to hold office as such for a period of 3 years effective from 1st July, 2011. Subsequently the shareholders in the 90th Annual General Meeting held on 25th September, 2012 approved payment of revised remuneration of Rs. 16,983,895 for the period 1/7/2011 to 31/3/2012 and Rs. 20,000,002 for the financial year 2012-2013, subject to Central Government approval.

Members are hereby informed that the Company has received a Notice dated 5th February, 2016 from the Ministry of Corporate Affairs (MCA) for recovery of excess remuneration paid to Mr. Himanshu Parikh, erstwhile Executive Director of the Company for the financial years 2012-13 and 2011-12 as detailed below:-

(Amount in Rs.)

Financial year	Excess remuneration paid
2012-13	34,19,436
2011-12	25,66,013

Members are further informed that Mr. Himanshu Parikh joined the Company's Board in April, 2000 and since then was re-appointed as Executive Director from time to time. He resigned as a Director of the Company w.e.f 13th March 2013.

During his tenure as an Executive Director, Mr. Parikh was instrumental in setting up various systems and procedures in the Company. He was in charge of domestic operations especially strategic functions viz. tendering, marketing, procurement, sub-contracting, work survey section and support function such as accounts, legal, finance. Under his valuable guidance, the company has won various arbitral awards and claims. Considering Mr. Parikh's valuable contributions and role played by him in effective management of various domestic operations of the Company during his tenure as an Executive Director of the Company, the Board of Directors of the Company on recommendation of the Nomination and Remuneration Committee, at their meeting held on 12th February 2016, subject to members approval and approval of the Central Government, pursuant to the provisions of Section 197 of the Companies Act, 2013 has proposed to seek waiver of excess remuneration paid to Mr. Himanshu Parikh as set out above.

None of the Directors, Key Managerial Personnel or their relatives are concerned or interested in the aforementioned resolution.

The Board recommends passing of the Special Resolution at Item No. 2 for approval of the members.

By Order of the Board of Directors
For Gammon India Limited

Gita Bade
Company Secretary

Registered Office: 'Gammon House',
Veer Savarkar Marg,
Prabhadevi, Mumbai – 400 025.

Dated: 17th June, 2016

GAMMON INDIA LIMITED
CIN: L74999MH1922PLC000997
Registered Office: 'Gammon House', Veer Savarkar Marg,
Prabhadevi, Mumbai – 400 025.
Tel No: 91 – 22 - 6115 3000, Fax No: 91-22-2430 0221
Email: investors@gammonindia.com, Website: www.gammonindia.com

POSTAL BALLOT FORM

Serial No. :

1. Name and Registered address of the Sole/first named Shareholder :

2. Name(s) of Joint holder(s) if any (in block letters) :

3. Registered Folio No./DP ID No./ Client ID No.*(*Applicable to members holding Shares in dematerialized form) :

4. Number of Shares held :

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

Sr. No	Description of Resolutions	No. of shares for which votes cast	I/We assent to the resolution (FOR)	I/We dissent to the resolution (AGAINST)
1.	Special Resolution pursuant to Sections 196,197,198 and 203 of the Companies Act, 2013 for re-appointment of Mr. Abhijit Rajan (DIN: 00177173) as Chairman and Managing Director of the Company for a period of three years w.e.f 17th May, 2016 and payment of remuneration.			
2.	Special Resolution pursuant to Section 197 of the Companies Act, 2013 for waiver of recovery of excess remuneration paid to Mr. Himanshu Parikh (DIN: 00760181), erstwhile Whole-time Director during the year 1st April, 2011 to 31st March, 2012 and 1st April, 2012 to 31st March, 2013.			

Place:

Date: _____
Signature of the Member

Notes:
i) If you opt to cast your vote by e-voting, there is no need to fill up and sign this form.
ii) Last date for receipt of Postal Ballot Form is 9th August, 2016**.**
iii) Please read the instructions printed overleaf carefully before casting your vote

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ELECTRONIC VOTING PARTICULARS

EVSN (Electronic Voting Sequence Number)	USER ID	*Default PAN
160706006		

*Only Members who have not updated their PAN with the Company / Depository Participant shall use default PAN in the Pan field.

INSTRUCTIONS

1.	**GENERAL INFORMATION**	
	a.	There will be one Postal Ballot Form/e-voting for every Client ID No./Folio No., irrespective of the number of joint holders.
	b.	Members have option to vote either through Postal Ballot Form or through e-voting. If a member has opted for Physical Postal Ballot, then he/she should not vote by e-voting and vice versa. However, in case Members cast their vote through both physical postal ballot and e-voting, then vote cast through e-voting shall prevail and vote cast through Physical Postal Ballot shall be considered as invalid.
	c.	Voting in the Postal ballot/e-voting cannot be exercised by a proxy. However, corporate and institutional members shall be entitled to vote through their authorised representatives with proof of their authorization as stated below.
	d.	Any query in relation to the Resolutions proposed to be passed by Postal Ballot may be addressed to Ms. Gita Bade - Company Secretary & Compliance Officer, at the Registered Office of the Company.
	e.	The Scrutinizer's decision on the validity of a Postal Ballot/E-voting shall be final and binding.
	f.	The voting rights shall be reckoned on the paid up value of shares registered in the name of the shareholders as on **Friday, 24th June, 2016.**
	g.	Members are requested to refer to the Postal Ballot Notice and Notes thereto for detailed instructions with respect to E-Voting.
	h.	The Scrutinizer will collate the votes downloaded from e-voting system and votes received through Postal Ballot to declare the final results for the resolutions placed for voting by the Company.
2.	**INSTRUCTIONS FOR VOTING PHYSICALLY BY POSTAL BALLOT FORM:**	
	a.	A member desirous of exercising his/her Vote by Postal Ballot may complete this Postal Ballot Form and send it to the Scrutinizer, in the attached self-addressed envelope. Postage will be borne and paid by the Company. Further, any envelopes containing postal ballot, if deposited in person or sent by courier at the expense of the Registered Member(s) will also be accepted.
	b.	The self-addressed postage pre-paid envelope bears the name of the Scrutinizer appointed by the Board of Directors and the postal address of Registrar & Transfer Agents of the Company.
	c.	This Form must be completed and signed by the Member, as per specimen signature registered with the Company or Depository Participant, as the case may be. In case of joint holding, this Form must be completed and signed (as per the specimen signature registered with the Company) by the first named Member and in his/her absence, by the next named Member.
	d.	In respect of shares held by corporate and institutional members (companies, trusts, societies, etc.), the completed Postal Ballot Form should be accompanied by a certified copy of the relevant Board Resolution/appropriate authorization, with the specimen signature(s) of the authorized signatory (ies) duly attested.
	e.	The consent must be accorded by recording the assent in the column 'FOR' or dissent in the column 'AGAINST' by placing a tick mark (√) in the appropriate column in the Postal Ballot Form. The assent or dissent received in any other form shall not be considered valid.
	f.	Members are requested to fill the Postal Ballot Form in indelible ink and avoid filling it by using erasable writing medium(s) like pencil.
	g.	Duly completed Postal Ballot Form should reach the Scrutinizer not later than the close of working hours (5.00 p.m.) on **Tuesday, 9th August, 2016**. All Postal Ballot Forms received after this date will be strictly treated as if no reply has been received from the Member. The Members are requested to send the duly completed Postal Ballot Forms well **before Tuesday, 9th August, 2016** providing sufficient time for postal transit.
	h.	Members are requested not to send any other paper along with the Postal Ballot Form. They are also requested not to write anything in the Postal Ballot Form except giving their assent or dissent and putting their signature. If any such other paper is sent, the same will be destroyed by the Scrutinizer.
	i	Incomplete, unsigned or incorrectly ticked Postal Ballot Forms will be rejected.
	j	The result of the voting on the resolutions will be announced on **Wednesday, 10th August, 2016** and be communicated to the stock exchanges and shall also be posted on the website of the Company **www.gammonindia.com** and website of CDSL viz. www.cdslindia.com.