2nd July, 2014

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

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

Dear Sir,

**Sub: Voting results of the 92nd Annual General Meeting of Gammon India Limited.**

**Ref: Scrip Code: 509550 & Scrip ID: GAMMONIND**

Pursuant to Clause 35A of the Listing Agreement, we reproduce below the voting results of the 92nd Annual General Meeting of Gammon India Limited held on Monday, the 30th day of June, 2014 at 4.30 p.m. at Ravindra Natya Mandir, P. L. Deshpande Maharashtra Kala Academy, Sayani Road, Prabhadevi, Mumbai – 400 025.

| Sr. No. | Particulars | Details |
|---|---|---|
| 1 | Date of Annual General Meeting | 30th June, 2014 |
| 2 | Book Closure Dates | 25th June, 2014 to 30th June, 2014 |
| 3 | Total number of shareholders | 33,888 |
| 4 | Number of shareholders present in the meeting either in person or through proxy:<br><br>Promoters and Promoter Group<br><br>Public | <br><br>5<br><br>47 |
| 5 | Number of shareholders attended the meeting through Video Conferencing:<br><br>Promoters and Promoter Group<br><br>Public | NOT ARRANGED |

**SUMMARY OF VOTING RESULTS (RESOLUTION WISE):**

**ITEM NO. 1:** **Adoption of Financial Statements for the nine (9) months period ended 31st December, 2013. (Ordinary Resolution)**

| Promoter / Public | No. of shares held (1) | No. of votes polled (2) | % of votes polled on outstanding shares (3) = [(2) / (1)] x 100 | No. of votes in favour (4) | No. of votes against (5) | % of votes in favour on votes polled (6) = [(4) / (2)] x 100 | % of votes against on votes polled (7) = [(5) / (2)] x 100 |
|---|---|---|---|---|---|---|---|
| Promoter & Promoter Group | 44,653,699 | 44,653,699 | 100.00 | 44,653,699 | - | 100.00 | - |
| Public - Institutional Holders | 2,795,652 | 2,795,652 | 100.00 | 2,500,000 | 295,652 | 89.42 | 10.58 |
| Public – Others | 7,799,238 | 7,730,797 | 99.12 | 7,730,797 | - | 100.00 | - |
| **TOTAL** | **55,248,589** | **55,180,148** | | **54,884,496** | **295,652** | | |
| | | | | | | | |



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**ITEM NO. 2:** **Appointment of a Director in place of Mr. Parvez Umrigar, who retires by rotation and being eligible, offers himself for re-appointment. (Ordinary Resolution)**

| Promoter / Public | No. of shares held (1) | No. of votes polled (2) | % of votes polled on outstanding shares (3) = [(2) / (1)] x 100 | No. of votes in favour (4) | No. of votes against (5) | % of votes in favour on votes polled (6) = [(4) / (2)] x 100 | % of votes against on votes polled (7) = [(5) / (2)] x 100 |
|---|---|---|---|---|---|---|---|
| Promoter & Promoter Group | 4,653,699 | 44,653,699 | 100.00 | 44,653,699 | - | 100.00 | - |
| Public - Institutional Holders | 2,795,652 | 2,795,652 | 100.00 | 2,500,000 | 295,652 | 89.42 | 10.58 |
| Public – Others | 7,799,238 | 7,730,797 | 99.12 | 7,730,797 | - | 100.00 | - |
| **TOTAL** | **55,248,589** | **55,180,148** | | **54,884,496** | **295,652** | | |

**ITEM NO. 3:** **Re-appointment of M/s. Natvarlal Vepari & Co., Chartered Accountants as Statutory Auditors of the Company. (Ordinary Resolution)**

| Promoter / Public | No. of shares held (1) | No. of votes polled (2) | % of votes polled on outstanding shares (3) = [(2) / (1)] x 100 | No. of votes in favour (4) | No. of votes against (5) | % of votes in favour on votes polled (6) = [(4) / (2)] x 100 | % of votes against on votes polled (7) = [(5) / (2)] x 100 |
|---|---|---|---|---|---|---|---|
| Promoter & Promoter Group | 44,653,699 | 44,653,699 | 100 | 44,653,699 | - | 100.00 | - |
| Public - Institutional Holders | 2,795,652 | 2,795,652 | 100 | 295,652 | 2,500,000 | 10.58 | 89.42 |
| Public – Others | 7,799,238 | 7,730,797 | 99 | 7,730,797 | - | 100.00 | - |
| **TOTAL** | **55,248,589** | **55,180,148** | | **52,680,148** | **2,500,000** | | |

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**ITEM NO. 4:** **Appointment of Mr. Chandrahas. C. Dayal as an Independent Director under Sections 149, 150 and 152 of the Companies Act, 2013. (Ordinary Resolution)**

| Promoter / Public | No. of shares held (1) | No. of votes polled (2) | % of votes polled on outstanding shares (3) = [(2) / (1)] x 100 | No. of votes in favour (4) | No. of votes against (5) | % of votes in favour on votes polled (6) = [(4) / (2)] x 100 | % of votes against on votes polled (7) = [(5) / (2)] x 100 |
|---|---|---|---|---|---|---|---|
| Promoter & Promoter Group | 44,653,699 | 44,653,699 | 100 | 44,653,699 | - | 100.00 | - |
| Public - Institutional Holders | 2,795,652 | 2,795,652 | 100 | - | 2,795,652 | - | 100.00 |
| Public – Others | 7,799,238 | 7,730,797 | 99 | 7,730,797 | - | 100.00 | - |
| **TOTAL** | **5,248,589** | **55,180,148** | | **52,384,496** | **2,795,652** | | |

**ITEM NO. 5:** **Appointment of Mr. Naval Choudhary as an Independent Director under Sections 149, 150 and 152 of the Companies Act, 2013. (Ordinary Resolution)**

| Promoter / Public | No. of shares held (1) | No. of votes polled (2) | % of votes polled on outstanding shares (3) = [(2) / (1)] x 100 | No. of votes in favour (4) | No. of votes against (5) | % of votes in favour on votes polled (6) = [(4) / (2)] x 100 | % of votes against on votes polled (7) = [(5) / (2)] x 100 |
|---|---|---|---|---|---|---|---|
| Promoter & Promoter Group | 44,653,699 | 44,653,699 | 100 | 44,653,699 | - | 100.00 | - |
| Public - Institutional Holders | 2,795,652 | 2,795,652 | 100 | 2,795,652 | - | 100.00 | - |
| Public - Others | 7,799,238 | 7,730,797 | 99 | 7,730,797 | - | 100.00 | - |
| **TOTAL** | **55,248,589** | **55,180,148** | | **55,180,148** | | | |

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**ITEM NO. 6:** **Appointment of Mr. Jagdish Sheth as an Independent Director. under Sections 149, 150 and 152 of the Companies Act, 2013. (Ordinary Resolution)**

| Promoter / Public | No. of shares held (1) | No. of votes polled (2) | % of votes polled on outstanding shares (3) = [(2) / (1)] x 100 | No. of votes in favour (4) | No. of votes against (5) | % of votes in favour on votes polled (6) = [(4) / (2)] x 100 | % of votes against on votes polled (7) = [(5) / (2)] x 100 |
|---|---|---|---|---|---|---|---|
| Promoter & Promoter Group | 44,653,699 | 44,653,699 | 100 | 44,653,699 | - | 100.00 | - |
| Public - Institutional Holders | 2,795,652 | 2,795,652 | 100 | 2,795,652 | - | 100.00 | - |
| Public - Others | 7,799,238 | 7,730,797 | 99 | 7,730,797 | - | 100.00 | - |
| **TOTAL** | **55,248,589** | **55,180,148** | | **55,180,148** | - | | |

**ITEM NO. 7:** **Appointment of Ms. Urvashi Saxena as an Independent Director under Sections 149, 150 and 152 of the Companies Act, 2013. (Ordinary Resolution)**

| Promoter / Public | No. of shares held (1) | No. of votes polled (2) | % of votes polled on outstanding shares (3) = [(2) / (1)] x 100 | No. of votes in favour (4) | No. of votes against (5) | % of votes in favour on votes polled (6) = [(4) / (2)] x 100 | % of votes against on votes polled (7) = [(5) / (2)] x 100 |
|---|---|---|---|---|---|---|---|
| Promoter & Promoter Group | 44,653,699 | 44,653,699 | 100 | 44,653,699 | - | 100.00 | - |
| Public - Institutional Holders | 2,795,652 | 2,795,652 | 100 | 2,795,652 | - | 100.00 | - |
| Public - Others | 7,799,238 | 7,730,797 | 99 | 7,730,797 | - | 100.00 | - |
| **TOTAL** | **55,248,589** | **55,180,148** | | **55,180,148** | - | | |

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**ITEM NO. 8:** **Appointment of Mr. Atul Kumar Shukla as an Independent Director under Sections 149, 150 and 152 of the Companies Act, 2013. (Ordinary Resolution)**

| Promoter / Public | No. of shares held (1) | No. of votes polled (2) | % of votes polled on outstanding shares (3) = [(2) / (1)] x 100 | No. of votes in favour (4) | No. of votes against (5) | % of votes in favour on votes polled (6) = [(4) / (2)] x 100 | % of votes against on votes polled (7) = [(5) / (2)] x 100 |
|---|---|---|---|---|---|---|---|
| Promoter & Promoter Group | 44,653,699 | 44,653,699 | 100 | 44,653,699 | - | 100.00 | - |
| Public - Institutional Holders | 2,795,652 | 2,795,652 | 100 | 2,795,652 | - | 100.00 | - |
| Public - Others | 7,799,238 | 7,730,797 | 99 | 7,729,917 | 880 | 99.99 | 0.01 |
| **TOTAL** | **55,248,589** | **55,180,148** | | **55,179,268** | **880** | | |

**ITEM NO. 9:** **Appointment of Mr. Atul Dayal as an Independent Director under Sections 149, 150 and 152 of the Companies Act, 2013. (Ordinary Resolution)**

| Promoter / Public | No. of shares held (1) | No. of votes polled (2) | % of votes polled on outstanding shares (3) = [(2) / (1)] x 100 | No. of votes in favour (4) | No. of votes against (5) | % of votes in favour on votes polled (6) = [(4) / (2)] x 100 | % of votes against on votes polled (7) = [(5) / (2)] x 100 |
|---|---|---|---|---|---|---|---|
| Promoter & Promoter Group | 44,653,699 | 44,653,699 | 100 | 44,653,699 | - | 100.00 | - |
| Public - Institutional Holders | 2,795,652 | 2,795,652 | 100 | - | 2,795,652 | - | 100.00 |
| Public – Others | 7,799,238 | 7,730,797 | 99 | 7,730,797 | - | 100.00 | - |
| **TOTAL** | **55,248,589** | **55,180,148** | | **52,384,496** | **2,795,652** | | |



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**ITEM NO. 10:** **Appointment of M/s Vinod Modi & Associates & M/s. M. G. Shah & Associates as Joint Branch Auditors of the Company's Transmission & distribution Division, Nagpur under Section 143(8) of the Companies Act, 2013. (Ordinary Resolution)**

| Promoter / Public | No. of shares held (1) | No. of votes polled (2) | % of votes polled on outstanding shares (3) = [(2) / (1)] x 100 | No. of votes in favour (4) | No. of votes against (5) | % of votes in favour on votes polled (6) = [(4) / (2)] x 100 | % of votes against on votes polled (7) = [(5) / (2)] x 100 |
|---|---|---|---|---|---|---|---|
| Promoter & Promoter Group | 44,653,699 | 44,653,699 | 100 | 44,653,699 | - | 100.00 | - |
| Public - Institutional Holders | 2,795,652 | 2,795,652 | 100 | 2,795,652 | - | 100.00 | - |
| Public – Others | 7,799,238 | 7,730,797 | 99 | 7,730,797 | - | 100.00 | - |
| **TOTAL** | **55,248,589** | **55,180,148** | | **55,180,148** | **-** | | |

**ITEM NO. 11:** **Resolution under Sections 42 and 62(1)(c) of the Companies Act, 2013 for issuing equity shares to Promoters and their affiliates on a preferential basis. (Special Resolution)**

| Promoter / Public | No. of shares held (1) | No. of votes polled (2) | % of votes polled on outstanding shares (3) = [(2) / (1)] x 100 | No. of votes in favour (4) | No. of votes against (5) | % of votes in favour on votes polled (6) = [(4) / (2)] x 100 | % of votes against on votes polled (7) = [(5) / (2)] x 100 |
|---|---|---|---|---|---|---|---|
| Promoter & Promoter Group | 44,653,699 | 44,653,699 | 100 | 44,653,699 | - | 100.000 | - |
| Public - Institutional Holders | 2,795,652 | 2,795,652 | 100 | 2,793,229 | 2,423 | 99.913 | 0.087 |
| Public - Others | 7,799,238 | 7,730,797 | 99 | 7,730,697 | 100 | 99.999 | 0.001 |
| **TOTAL** | **55,248,589** | **55,180,148** | | **55,177,625** | **2,523** | | |



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**ITEM NO. 12:** **Resolution under Sections 197 and 198 read with Schedule V to the Companies Act, 2013 for payment of remuneration to Mr. Abhijit Rajan – Chairman & Managing Director. (Special Resolution)**

| Promoter / Public | No. of shares held (1) | No. of votes polled (2) | % of votes polled on outstanding shares (3) = [(2) / (1)] x 100 | No. of votes in favour (4) | No. of votes against (5) | % of votes in favour on votes polled (6) = [(4) / (2)] x 100 | % of votes against on votes polled (7) = [(5) / (2)] x 100 |
|---|---|---|---|---|---|---|---|
| Promoter & Promoter Group | 44,653,699 | 44,653,699 | 100 | 44,653,699 | - | 100.000 | - |
| Public - Institutional Holders | 2,795,652 | 2,795,652 | 100 | 295,652 | 2,500,000 | 10.575 | 89.425 |
| Public – Others | 7,799,238 | 7,730,797 | 99 | 7,730,697 | 100 | 99.999 | 0.001 |
| **TOTAL** | **55,248,589** | **55,180,148** | | **52,680,048** | **2,500,100** | | |

**ITEM NO. 13:** **Resolution under Sections 197 and 198 read with Schedule V to the Companies Act, 2013 for payment of remuneration to Mr. Rajul A. Bhansali – Executive Director. (Special Resolution)**

| Promoter / Public | No. of shares held (1) | No. of votes polled (2) | % of votes polled on outstanding shares (3) = [(2) / (1)] x 100 | No. of votes in favour (4) | No. of votes against (5) | % of votes in favour on votes polled (6) = [(4) / (2)] x 100 | % of votes against on votes polled (7) = [(5) / (2)] x 100 |
|---|---|---|---|---|---|---|---|
| Promoter & Promoter Group | 44,653,699 | 44,653,699 | 100 | 44,653,699 | - | 100.00 | - |
| Public - Institutional Holders | 2,795,652 | 2,795,652 | 100 | 2,795,652 | - | 100.00 | - |
| Public - Others | 7,799,238 | 7,730,797 | 99 | 7,730,797 | - | 100.00 | - |
| **TOTAL** | **55,248,589** | **55,180,148** | | **55,180,148** | - | | |

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**ITEM NO. 14:** **Resolution under Section 188 of the Companies Act, 2013 for payment of remuneration to Mr. Harshit Rajan, Vice President - Procurement. (Special Resolution)**

| Promoter / Public | No. of shares held (1) | No. of votes polled (2) | % of votes polled on outstanding shares (3) = [(2) / (1)] x 100 | No. of votes in favour (4) | No. of votes against (5) | % of votes in favour on votes polled (6) = [(4) / (2)] x 100 | % of votes against on votes polled (7) = [(5) / (2)] x 100 |
|---|---|---|---|---|---|---|---|
| Promoter & Promoter Group | 44,653,699 | 44,653,699 | 100 | 44,653,699 | - | 100.00 | - |
| Public - Institutional Holders | 2,795,652 | 2,795,652 | 100 | 295,652 | 2,500,000 | 10.58 | 89.42 |
| Public - Others | 7,799,238 | 7,730,797 | 99 | 7,730,797 | - | 100.00 | 0.00 |
| **TOTAL** | **55,248,589** | **55,180,148** | | **52,680,148** | **2,500,000** | | |

**ITEM NO. 15:** **Resolution under Section 148 of the Companies Act, 2013 for ratification of payment of remuneration to Mr. R S. Raghavan, Cost Auditor. (Ordinary Resolution)**

| Promoter / Public | No. of shares held (1) | No. of votes polled (2) | % of votes polled on outstanding shares (3) = [(2) / (1)] x 100 | No. of votes in favour (4) | No. of votes against (5) | % of votes in favour on votes polled (6) = [(4) / (2)] x 100 | % of votes against on votes polled (7) = [(5) / (2)] x 100 |
|---|---|---|---|---|---|---|---|
| Promoter & Promoter Group | 44,653,699 | 44,653,699 | 100 | 44,653,699 | - | 100.00 | - |
| Public - Institutional Holders | 2,795,652 | 2,795,652 | 100 | 2,795,652 | - | 100.00 | - |
| Public - Others | 7,799,238 | 7,730,797 | 99 | 7,730,797 | - | 100.00 | - |
| **TOTAL** | **55,248,589** | **55,180,148** | | **55,180,148** | **-** | | |

You are requested to take note of the aforesaid voting results of the 92nd Annual General Meeting.

**For GAMMON INDIA LIMITED**

**GITA BADE**
**COMPANY SECRETARY**



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