GAMMON INFRASTRUCTURE PROJECTS LIMITED

September 10, 2014

To
The Manager – Listing
National Stock Exchange of India Limited
Exchange Plaza, Bandra Kurla Complex,
Mumbai – 400 050

Dear Sirs,

Sub: Voting result of Postal Ballot and E-voting pursuant to clause 35A of the Listing Agreement

Scrip Code: 532959 & Scrip ID: GAMMONINFR

The Company today announced the voting result of the resolutions passed by the shareholders through postal ballot / e-voting. The summary of the Results (resolution wise) in the format prescribed under clause 35A of the Listing Agreement is as follows:

Agenda –wise details:

The mode of voting was postal ballot / e-voting.

Resolution 1: To authorize the Board to create charge on the property of the Company (Special Resolution)

Promoter / Public	No. of Shares held	No of votes polled	% of votes polled on Outstanding shares	Number of votes -in favour	Number of votes – against	% of votes in favour of votes polled	% of votes Against on votes polled
	(1)	(2)	(3)+[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)*100
Promoter	550400000	550400000	100.00%	550400000	0	100.00%	0.00%
Public-Institutional Holders	41341825	36101516	87.32%	0	36101516	0.00%	100.00%
FII	49116	49116	100.00%	49116	0	100.00%	0.00%
Public Others	9824283	9811904	99.87%	9786823	25081	99.74%	0.26%
Total	601615224	596362536	99.13%	560235939	36126597	93.94%	6.06%

Gammon Infrastructure Projects Ltd. Mumbai

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.

Resolution 2: To authorize the Board to borrow in excess of paid up capital and free reserves of the Company (Special Resolution)

Promoter / Public	No. of Shares held	No of votes polled	% of votes polled on Outstanding shares	Number of votes -in favour	Number of votes – against	% of votes in favour of votes polled	% of votes Against on votes polled
	(1)	(2)	(3)+[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)*100
Promoter	550400000	550400000	100.00%	550400000	0	100.00%	0.00%
Public-Institutional Holders	41341825	41341825	100.00%	20747858	20593967	50.19%	49.81%
FII	49116	49116	100.00%	49116	0	100.00%	0.00%
Public Others	9824283	9809011	99.84%	9772552	36459	99.63%	0.37%
Total	601615224	601599952	100.00%	580969526	20630426	96.57%	3.43%

Resolution 3: To amend the Articles of Association to increase the maximum strength of the Board (Special Resolution)

Promoter / Public	No. of Shares held	No of votes polled	% of votes polled on Outstanding shares	Number of votes -in favour	Number of votes – against	% of votes in favour of votes polled	% of votes Against on votes polled
	(1)	(2)	(3)+[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)*100
Promoter	550400000	550400000	100.00%	550400000	0	100.00%	0.00%
Public-Institutional Holders	41341825	41341825	100.00%	41341825	0	100.00%	0.00%
FII	49116	49116	100.00%	49116	0	100.00%	0.00%
Public Others	9824283	9808850	99.84%	9780269	28581	99.71%	0.29%
Total	601615224	601599791	100.00%	601571210	28581	100.00%	0.00%



Resolution 4: To increase the maximum limit on shareholding by Foreign Institutional Investors in the Company (Special Resolution)

Promoter / Public	No. of Shares held	No of votes polled	% of votes polled on Outstanding shares	Number of votes -in favour	Number of votes – against	% of votes in favour of votes polled	% of votes Against on votes polled
	(1)	(2)	(3)+[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)*100
Promoter	550400000	550400000	100.00%	550400000	0	100.00%	0.00%
Public-Institutional Holders	41341825	41341825	100.00%	41341825	0	100.00%	0.00%
FII	49116	49116	100.00%	49116	0	100.00%	0.00%
Public Others	9824283	9809072	99.85%	9804426	4646	99.95%	0.05%
Total	601615224	601600013	100.00%	601595367	4646	100.00%	0.00%

Resolution 5: To amend the Articles of Association to provide a right to promoters to nominate director(s) on the Board (Special Resolution)

Promoter / Public	No. of Shares held	No of votes polled	% of votes polled on Outstanding shares	Number of votes -in favour	Number of votes – against	% of votes in favour of votes polled	% of votes Against on votes polled
	(1)	(2)	(3)+[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)*100
Promoter	550400000	550400000	100.00%	550400000	0	100.00%	0.00%
Public-Institutional Holders	41341825	41341825	100.00%	20593967	20747858	49.81%	50.19%
FII	49116	49116	100.00%	0	49116	0.00%	100.00%
Public Others	9824283	9810889	99.86%	9776651	34238	99.65%	0.35%
Total	601615224	601601830	100.00%	580770618	20831212	96.54%	3.46%

Gammon Infrastructure Projects Ltd. Mumbai

For Gammon Infrastructure Projects Limited

G. Sathis Chandran
Company Secretary

V V CHAKRADEO & CO.

COMPANY SECRETARIES.

B- 301, MATOSHREE RESIDENCY CHS., PRARTHANA SAMAJ ROAD, VILE PARLE EAST, MUMBAI 400 057.

TEL 26116821 **EMAIL: vvchakra@gmail.com**

CELL 9820048732

SCRUTINIZER'S REPORT

9th September 2014

The Chairman
Gammon Infrastructure Projects Limited
Gammon House,
Veer Savarkar Marg, Prabhadevi,
Mumbai - 400 025

Dear Sir,

Subject: Passing of resolution through Postal Ballot

Report to the Chairman of the Board of Directors of **Gammon Infrastructure Projects Limited,** a Company incorporated under the Companies Act, 1956 and having its Registered Office Gammon House, Veer Savarkar Marg, Prabhadevi, Mumbai - 400 025. (hereinafter referred to as "**GIPL**" or "**the Company**") on the POSTAL BALLOT conducted by the Company:

1. Pursuant to the resolution passed by the Board of Directors of Gammon Infrastructure Projects Limited on July 28, 2014, I have been appointed as a scrutinizer to receive, process and scrutinize the Postal Ballot papers in respect of the resolutions as circulated in the Postal Ballot notice dated July 28, 2014.

2. To enable wider participation of shareholders, pursuant to the provision of Section 108 of the Companies Act, 2013 and the Rules framed there under vide Companies (Management and Administration) Rules, 2014 and pursuant to SEBI's circular no. CIR/CFD/DIL/6/2012 dated 13th July, 2012 as amended by its circular CIR/CFD/POLICYCELL/2/2014 dated 17th April, 2014, Companies listed on BSE Limited (BSE) and National Stock Exchange of India Limited (NSE), required to provide e-voting facility to their shareholders on all resolution to be passed at General Meetings or through Postal Ballot. Since GIPL falls within the requirements as specified in the Companies Act, 2013 and the above mentioned circular of SEBI, e-voting which has been made applicable, the Company has provided for the same.

3. GIPL accordingly made arrangements with System Provider NSDL for providing a system of recording votes of the shareholders electronically through e-voting. The Company has accordingly made arrangements through its Registrar and Share Transfer Agent, Link Intime (India) Private Limited (hereinafter referred to as "RTA" or "LIIPL") to set up e-voting facility on the NSDL e-voting website://www.evoting.nsdl.com.



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4. GIPL through RTA has also uploaded the resolution together with the explanatory statement on which e-voting is required and for generating Electronic Voting Event Number (EVEN) by the system provider. All the necessary formalities in compliance with the requirements specified by NSDL, has been done by the Company. Necessary instructions in this regard to be followed by the shareholders have also been duly mentioned in the Postal Ballot notice dated July 28, 2014, sent to the 24,489 shareholders by email, who had registered their email-ids with Company and by post to 16,241 shareholders. The Register of Members and the List of beneficiary owners as on July 25, 2014 was made available by the Depositories viz., National Securities Depository Limited (NSDL) and Central Depository Services Limited (CDSL), for the purpose of dispatch of Postal Ballot notice.

5. Particulars of Resolutions:

Reference to the Companies Act, 2013	**Type and Description of the Special Resolution**
Special Resolution pursuant to section 180(1)(a) and other applicable provisions if any, of Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in course.)	To authorize the Board to create charge on the property of the Company
Special Resolution pursuant to section 180(1)(c) and other applicable provisions if any, of Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in course.)	To authorize the Board to borrow in excess of paid up capital and free reserves of the Company not exceeding Rs. 1500 Crores.
Special Resolution pursuant to section 14 and other applicable provisions if any, of Companies Act, 2013	To amend the Articles of Association to increase the maximum strength of the Board
Special Resolution pursuant to Foreign Exchange Management Act, 1999	To increase the maximum limit on shareholding by Foreign Institutional Investors in the Company
Special Resolution pursuant to section 14 and other applicable provisions if any, of Companies Act, 2013	To amend the Articles of Association to provide a right to promoters to nominate director(s) on the Board

6. I report that the Postal Ballot notice dated July 28, 2014 under Section 110 of the Companies Act, 2013, read with Rule 22 under the Chapter on "Management and Administration" as notified by MCA on March 27, 2014 were dispatched to the shareholders, by Registered Post / courier along with self-addressed pre-paid Business Reply Envelope on or before August 5, 2014.

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7. In addition to the above, Postal Ballot notices were also sent via electronic mode by NSDL to the shareholders whose email id's are registered with the Depository Participants as per the data downloaded form the NSDL / CDSL as on July 25, 2014 (cut-off date). I further report that as stated in the Notice sent to the shareholders, the Company has fixed 5.00 p.m. on Saturday, September 6, 2014 as the last date for receipt of Postal Ballots and for E-voting.

8. As stated in sub-rule 3 of Rule 20 under the Chapter on "Management and Administration" as notified by MCA on 27th March, 2014 an advertisement was published by the Company on 8th August 2014 in The Free Press Journal in English and Navshakti in Marathi, the e-voting opened on Friday, 8th August 2014 at 10.00 a.m. and closed on Saturday, 6th September 2014 at 5.00 p.m. informing about the completion of dispatch of the Postal Ballot notices.

9. I report that I have received the Postal Ballot forms from shareholders during the period commencing from August 8, 2014 to September 6, 2014. All the Postal Ballot forms together with all votes casted by e-voting through NSDL received up to September 6, 2014, 5:00 p.m. being the last date fixed by the Company for receipt of Postal Ballot forms / e-voting, were considered for my scrutiny.

10. The Postal Ballot forms received at the Company's address in the name of the Scrutinizer were opened and taken up for scrutiny by me and passed on to RTA. This process was carried out on a weekly basis. During the course of scrutiny of Postal Ballot forms I have not come across any mutilated Postal Ballot forms.

11. Since E-voting facility was provided by NSDL the details of the E-voting exercised by the shareholders as also the votes exercised through Postal Ballots, which were duly scrutinized and processed, were duly compiled by the RTA. While the details of the E-voting was provided by the system provider, the Compilation of the Register, in respect of Postal Ballots containing, the statement of shareholders names, folio number, number of shares held, number of votes exercised, votes in favour, votes against and those votes which were rejected, were generated by the RTA which have been duly scrutinized.

12. On scrutiny, I report that out of 40,730 shareholders as on July 25, 2014, i.e. the cut-off date, 121 Shareholders have exercised their votes through e-voting and 95 shareholders have exercised their votes through Postal Ballot forms as received. The details of polling results for the items placed for consideration by the shareholders are given below:

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SUMMARY OF POSTAL BALLOT AND E-VOTING

A. Postal Ballot	**Res no. 1**	**Res no. 2**	**Res no. 3**	**Res no. 4**	**Res no. 5**
Number of Forms received from Members	95	95	95	95	95
Number of Forms rejected / not considered for reasons as stated below:-					
a. Not signed	2	2	2	2	2
b. Signature mismatch	0	0	0	0	0
c. Not voted	4	4	4	4	4
d. Nil Account	0	0	0	0	0
e. Voted under both postal ballot and e-voting	0	0	0	0	0
f. No. of shares not mentioned	1	1	1	1	1
Number of valid Forms **(A)**	88	88	88	88	88
B. E-Voting					
Number of members who participated in e-voting	117	116	114	116	119
Number of members not e-voted	0	0	0	0	0
Number of Valid E-votes **(B)**	117	116	114	116	119
Total (A+B)	205	204	202	204	207

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RESULTS ON PHYSICAL AND E-VOTING

	Res no. 1	Res no. 2	Res no. 3	Res no. 4	Res no. 5
Number of Physical Forms & E-votes received from Members	205	204	202	204	207
Number of Shares voted in Physical and e-voting	596362536	601599952	601599791	601604668	601601830
Number of forms voted in favour	176	161	167	191	159
Number of Shares voted in favour	560235939	580969526	601571210	601595367	580770618
Number of forms voted in against	28	41	31	11	46
Number of Shares voted in against	36126597	20630426	28581	4646	20831212
Percentage of votes in favour	93.94%	96.57%	99.99%	100.00%	96.54%
Percentage of votes in against	6.06%	3.43%	0.01%	0.00%	3.46%

Note:

1) Votes cast in favour or against has been considered on the basis of number of shares held as on the date reckoned for the purpose of Postal Ballot or the no. of shares mentioned in the Postal Ballot, whichever is less.

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RESULTS ON PHYSICAL AND E-VOTING AS REQUIRED UNDER CLAUSE 35 OF LISTING AGREEMENT

RESOLUTION NO.1

Promoter / Public	No. of Shares held	No of votes polled	% of votes polled on Outstanding shares	Number of votes -in favour	Number of votes – against	% of votes in favour of votes polled	% of votes Against on votes polled
	(1)	(2)	(3)+[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)*100
Promoter	550400000	550400000	100.00%	550400000	0	100.00%	0.00%
Public-Institutional Holders	41341825	36101516	87.32%	0	36101516	0.00%	100.00%
FII	49116	49116	100.00%	49116	0	100.00%	0.00%
Public Others	9824283	9811904	99.87%	9786823	25081	99.74%	0.26%
Total	601615224	596362536	99.13%	560235939	36126597	93.94%	6.06%

Result:

Percentage of votes cast in favour : 93.94 %
Percentage of votes cast against : 6.06 %

As the number of votes casted in favour of the resolution in 93.04% that is more than three times the number of votes cast against i.e. 6.06%, I report that the Special Resolutions under Section 110 of the Companies Act, 2013, and the Companies (Management and Administration) Rules, 2014 as set out in notice of Postal Ballot has been passed by the shareholders with Requisite Majority. The Resolution is deemed to be passed as on date of announcement of the result.

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RESOLUTION NO. 2

Promoter / Public	No. of Shares held	No of votes polled	% of votes polled on Outstanding shares	Number of votes -in favour	Number of votes – against	% of votes in favour of votes polled	% of votes Against on votes polled
	(1)	(2)	(3)+[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)*100
Promoter	550400000	550400000	100.00%	550400000	0	100.00%	0.00%
Public-Institutional Holders	41341825	41341825	100.00%	20747858	20593967	50.19%	49.81%
FII	49116	49116	100.00%	49116	0	100.00%	0.00%
Public Others	9824283	9809011	99.84%	9772552	36459	99.63%	0.37%
Total	601615224	601599952	100.00%	580969526	20630426	96.57%	3.43%

Result:

Percentage of votes cast in favour : 96.57 %
Percentage of votes cast against : 3.43 %

As the number of votes casted in favour of the resolution in 96.57% that is more than three times the number of votes cast against i.e. 3.43%, I report that the Special Resolutions under Section 110 of the Companies Act, 2013, and the Companies (Management and Administration) Rules, 2014 as set out in notice of Postal Ballot has been passed by the shareholders with Requisite Majority. The Resolution is deemed to be passed as on date of announcement of the result.

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RESOLUTION NO. 3

Promoter / Public	No. of Shares held	No of votes polled	% of votes polled on Outstanding shares	Number of votes -in favour	Number of votes – against	% of votes in favour of votes polled	% of votes Against on votes polled
	(1)	(2)	(3)+[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)*100
Promoter	550400000	550400000	100.00%	550400000	0	100.00%	0.00%
Public-Institutional Holders	41341825	41341825	100.00%	41341825	0	100.00%	0.00%
FII	49116	49116	100.00%	49116	0	100.00%	0.00%
Public Others	9824283	9808850	99.84%	9780269	28581	99.71%	0.29%
Total	601615224	601599791	100.00%	601571210	28581	100.00%	0.00%

Result:

Percentage of votes cast in favour : 100.00 %
Percentage of votes cast against : 0.00 %

As the number of votes casted in favour of the resolution in 100.00% that is more than three times the number of votes cast against i.e. 0.00%, I report that the Special Resolutions under Section 110 of the Companies Act, 2013, and the Companies (Management and Administration) Rules, 2014 as set out in notice of Postal Ballot has been passed by the shareholders with Requisite Majority. The Resolution is deemed to be passed as on date of announcement of the result.



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RESOLUTION NO. 4

Promoter / Public	No. of Shares held	No of votes polled	% of votes polled on Outstanding shares	Number of votes -in favour	Number of votes – against	% of votes in favour of votes polled	% of votes Against on votes polled
	(1)	(2)	(3)+[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)*100
Promoter	550400000	550400000	100.00%	550400000	0	100.00%	0.00%
Public-Institutional Holders	41341825	41341825	100.00%	41341825	0	100.00%	0.00%
FII	49116	49116	100.00%	49116	0	100.00%	0.00%
Public Others	9824283	9809072	99.85%	9804426	4646	99.95%	0.05%
Total	601615224	601600013	100.00%	601595367	4646	100.00%	0.00%

Result:

Percentage of votes cast in favour : 100.00 %
Percentage of votes cast against : 0.00 %

As the number of votes casted in favour of the resolution in 100.00% that is more than three times the number of votes cast against i.e. 0.00%, I report that the Special Resolutions under Section 110 of the Companies Act, 2013, and the Companies (Management and Administration) Rules, 2014 as set out in notice of Postal Ballot has been passed by the shareholders with Requisite Majority. The Resolution is deemed to be passed as on date of announcement of the result.

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RESOLUTION NO. 5

Promoter / Public	No. of Shares held	No of votes polled	% of votes polled on Outstanding shares	Number of votes -in favour	Number of votes – against	% of votes in favour of votes polled	% of votes Against on votes polled
	(1)	(2)	(3)+[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)*100
Promoter	550400000	550400000	100.00%	550400000	0	100.00%	0.00%
Public-Institutional Holders	41341825	41341825	100.00%	20593967	20747858	49.81%	50.19%
FII	49116	49116	100.00%	0	49116	0.00%	100.00%
Public Others	9824283	9810889	99.86%	9776651	34238	99.65%	0.35%
Total	601615224	601601830	100.00%	580770618	20831212	96.54%	3.46%

Result:

Percentage of votes cast in favour : 96.54 %
Percentage of votes cast against : 3.46 %

As the number of votes casted in favour of the resolution in 96.54% that is more than three times the number of votes cast against i.e. 3.46%, I report that the Special Resolutions under Section 110 of the Companies Act, 2013, and the Companies (Management and Administration) Rules, 2014 as set out in notice of Postal Ballot has been passed by the shareholders with Requisite Majority. The Resolution is deemed to be passed as on date of announcement of the result.

i) I further report that as per the Postal Ballot notice dated July 28, 2014, the Chairman or any other director may declare and confirm the above results of voting by Postal Ballot in respect of the resolution referred herein on September 10, 2014, and will be intimated to the Stock Exchanges.

ii) The result of the Postal Ballot together with the Scrutinizers Report would have to be displayed on Company's website www.gammoninfra.com and on the Website of NSDL within 2 days of passing of the resolution and shall be communicated to the Stock Exchanges.

iii) I further Report that Rule 22 of the Companies (Management and Administration) Rules, 2014 has been duly complied by the Company. I further report that as per the said Rules, the records maintained by me

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including the data as obtained from NSDL for the e-voting facility extended by them and also a Register recording the consent or otherwise received from the Shareholders, voting through Postal Ballot which includes all the particulars of shareholders such as the names, folio number, DP ID/ Client ID, number of shares held, number of voted, no. of shares assented, no. of shares dissented, no. of shares rejected, ballot paper and other related papers are in my safe custody which will be handed over to the Company Secretary of the Company after the chairman approves and signs the Minutes of the Meeting.

I thank you for the opportunity given to act as a Scrutinizer for the above Postal Ballot.

Thanking you,

Yours faithfully,

For V. V. Chakradeo & Co.

V. V. Chakradeo
COP NO.: 1705
Membership No.: 3382