

FORM NO. MGT-7

[Pursuant to sub-Section(1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11of the Companies (Management and Administration) Rules, 2014]



Annual Return

Form language English Hindi

Refer the instruction kit for filing the form.

I. REGISTRATION AND OTHER DETAILS

(i) * Corporate Identification Number (CIN) of the company	L45203MH2001PLC131728	Pre-fill						
Global Location Number (GLN) of the company								
* Permanent Account Number (PAN) of the company	AABCG8641H							
(ii) (a) Name of the company	GAMMON INFRASTRUCTURE P							
(b) Registered office address	GAMMON HOUSE, VEER SAVARKAR MARG, PRABHADEVI, MUMBAI Maharashtra 400025							
(c) *e-mail ID of the company	compliances@gammoninfra.cc							
(d) *Telephone number with STD code	02267487200							
(e) Website	www.gammoninfra.com							
(iii) Date of Incorporation	23/04/2001							
(iv)	<table border="1"><thead><tr><th>Type of the Company</th><th>Category of the Company</th><th>Sub-category of the Company</th></tr></thead><tbody><tr><td>Public Company</td><td>Company limited by shares</td><td>Indian Non-Government company</td></tr></tbody></table>	Type of the Company	Category of the Company	Sub-category of the Company	Public Company	Company limited by shares	Indian Non-Government company	
Type of the Company	Category of the Company	Sub-category of the Company						
Public Company	Company limited by shares	Indian Non-Government company						
(v) Whether company is having share capital	<input checked="" type="radio"/> Yes	<input type="radio"/> No						
(vi) *Whether shares listed on recognized Stock Exchange(s)	<input checked="" type="radio"/> Yes	<input type="radio"/> No						

(a) Details of stock exchanges where shares are listed

S. No.	Stock Exchange Name	Code
1	A (Bombay & National Stock Exchange)	1,025

(b) CIN of the Registrar and Transfer Agent

U67190MH1999PTC118368

Pre-fill

Name of the Registrar and Transfer Agent

LINK INTIME INDIA PRIVATE LIMITED

Registered office address of the Registrar and Transfer Agents

C-101, 1st Floor, 247 Park,
Lal Bahadur Shastri Marg, Vikhroli (West)

(vii) *Financial year From date 01/04/2017 (DD/MM/YYYY) To date 31/03/2018 (DD/MM/YYYY)

(viii) *Whether Annual general meeting (AGM) held Yes No

(a) If yes, date of AGM 20/09/2018

(b) Due date of AGM 30/09/2018

(c) Whether any extension for AGM granted Yes No

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

*Number of business activities 1

S.No	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	F	Construction	F2	Roads, railways, Utility projects	100

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

*No. of Companies for which information is to be given 30

Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	BIRMITRAPUR BARKOTE HIGHV	U45200DL2012PTC234342	Subsidiary	100
2	COCHIN BRIDGE INFRASTRUCT	U45200MH1999PLC122317	Subsidiary	97.66

3	CHITTOOR INFRA COMPANY PR	U74990MH2010PTC210401	Subsidiary	100
4	EARTHLINK INFRASTRUCTURE	U74990MH2010PTC210405	Subsidiary	100
5	GAMMON LOGISTICS LIMITED	U45309MH2007PLC171578	Subsidiary	100
6	GAMMON PROJECTS DEVELOP	U45200MH2006PLC159107	Subsidiary	100
7	GAMMON RENEWABLE ENERG	U74990MH2009PLC194805	Subsidiary	100
8	GAMMON ROAD INFRASTRUC	U74990MH2009PLC194822	Subsidiary	100
9	GAMMON SEAPORT INFRASTR	U74990MH2009PLC194663	Subsidiary	100
10	SEZ ADITYAPUR LIMITED.	U45200JH2006PLC012633	Joint Venture	38
11	HARYANA BIOMASS POWER LI	U40102MH2007PLC173416	Subsidiary	100
12	INDIRA CONTAINER TERMINAL	U63032MH2007PTC174100	Subsidiary	74
13	JAGUAR PROJECTS DEVELOPE	U70102MH2008PLC185427	Subsidiary	100
14	EVERSUN SPARKLE MARITIME S	U60210AP2004PTC044374	Associate	30.9
15	MARINE PROJECT SERVICES LIM	U61100MH2007PLC168759	Subsidiary	100
16	PATNA HIGHWAY PROJECTS LI	U74999DL2009PLC197265	Subsidiary	100
17	PRAVARA RENEWABLE ENERGY	U45202MH2008PLC185428	Subsidiary	100
18	RAS CITIES AND TOWNSHIPS P	U70102TG2005PTC047148	Subsidiary	100
19	RAJAHMUNDRY GODAVARI BR	U45203MH2008PLC185941	Subsidiary	75.28
20	SEGUE INFRASTRUCTURE PROJ	U74900MH2010PTC210430	Subsidiary	100
21	SIDHI SINGRAULI ROAD PROJE	U74999DL2012PLC234738	Subsidiary	100
22	SIKKIM HYDRO POWER VENTU	U40100DL2005PLC257673	Subsidiary	100
23	TADA INFRA DEVELOPMENT CO	U45400MH2008PLC186002	Subsidiary	100
24	ATSL INFRASTRUCTURE PROJE	U45400MH2007PLC169995	Associate	48.9
25	TIDONG HYDRO POWER LIMITI	U40101HP2007PLC030774	Subsidiary	51
26	VIJAYAWADA GUNDUGOLANU	U74990DL2012PTC232205	Subsidiary	100
27	VIZAG SEAPORT PRIVATE LIMIT	U45203AP2001PTC038955	Subsidiary	73.76

28	MODERN TOLLROADS PRIVATE	U45203MH2007PTC173503	Associate	49
29	YAMUNANAGAR PANCHKULA	U74999DL2012PTC234340	Subsidiary	100
30	YOUNGTHANG POWER VENTU	U40101HP2008PLC030953	Subsidiary	100

IV. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

(i) *SHARE CAPITAL

(a) Equity share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Total number of equity shares	1,250,000,000	942,640,974	942,640,974	941,830,724
Total amount of equity shares (in Rupees)	2,500,000,000	1,885,281,948	1,885,281,948	1,883,661,448

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of equity shares	1,250,000,000	942,640,974	942,640,974	941,830,724
Nominal value per share (in rupees)	2	2	2	2
Total amount of equity shares (in rupees)	2,500,000,000	1,885,281,948	1,885,281,948	1,883,661,448

(b) Preference share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	0	0	0	0
Total amount of preference shares (in rupees)	0	0	0	0

Number of classes

0

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of preference shares				
Nominal value per share (in rupees)				
Total amount of preference shares (in rupees)				

(c) Unclassified share capital

Particulars	Authorised Capital
Total amount of unclassified shares	0

(d) Break-up of paid-up share capital

Class of shares	Number of shares	Total nominal amount	Total Paid-up amount	Total premium
Equity shares				
At the beginning of the year	941,830,724	1,883,661,448	1,883,661,448	
Increase during the year	0	0	0	0
i. Public Issues	0	0	0	0
ii. Rights issue	0	0	0	0
iii. Bonus issue	0	0	0	0
iv. Private Placement/ Preferential allotment	0	0	0	0
v. ESOPs	0	0	0	0
vi. Sweat equity shares allotted	0	0	0	0
vii. Conversion of Preference share	0	0	0	0
viii. Conversion of Debentures	0	0	0	0
ix. GDRs/ADRs	0	0	0	0
x. Others, specify				
Decrease during the year	0	0	0	0
i. Buy-back of shares	0	0	0	0
ii. Shares forfeited	0	0	0	0
iii. Reduction of share capital	0	0	0	0
iv. Others, specify				
At the end of the year	941,830,724	1,883,661,448	1,883,661,448	
Preference shares				
At the beginning of the year	0	0	0	

Increase during the year	0	0	0	0
i. Issues of shares	0	0	0	0
ii. Re-issue of forfeited shares	0	0	0	0
iii. Others, specify				
Decrease during the year	0	0	0	0
i. Redemption of shares	0	0	0	0
ii. Shares forfeited	0	0	0	0
iii. Reduction of share capital	0	0	0	0
iv. Others, specify				
At the end of the year	0	0	0	

(ii) Details of stock split/consolidation during the year (for each class of shares)

0

Class of shares		(i)	(ii)	(iii)
Before split / Consolidation	Number of shares			
	Face value per share			
After split / Consolidation	Number of shares			
	Face value per share			

(iii) Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company) *

Nil

[Details being provided in a CD/Digital Media]

Yes

No

Not Applicable

Separate sheet attached for details of transfers

Yes

No

Note: In case list of transfer exceeds 10, option for submission as a separate sheet attachment or submission in a CD/Digital Media may be shown.

Date of the previous annual general meeting

Date of registration of transfer (Date Month Year) <input type="text"/>			
Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>
Ledger Folio of Transferor <input type="text"/>			
Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name
Ledger Folio of Transferee <input type="text"/>			
Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

Date of registration of transfer (Date Month Year) <input type="text"/>			
Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>
Ledger Folio of Transferor <input type="text"/>			
Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name
Ledger Folio of Transferee <input type="text"/>			
Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

(iv) *Indebtedness including debentures (Outstanding as at the end of financial year)

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debentures	0	0	0
Partly convertible debentures	0	0	0
Fully convertible debentures	0	0	0
Secured Loans (including interest outstanding/accrued but not due for payment) excluding deposits			1,349,845,000
Unsecured Loans (including interest outstanding/accrued but not due for payment) excluding deposits			42,222,000
Deposit			0
Total			1,392,067,000

Details of debentures

Class of debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Non-convertible debentures	0	0	0	0
Partly convertible debentures	0	0	0	0
Fully convertible debentures	0	0	0	0

(v) Securities (other than shares and debentures)

0

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
Total					

V. *Turnover and net worth of the company (as defined in the Companies Act, 2013)**(i) Turnover**

1,507,888,000

(ii) Net worth of the Company

9,317,634,000

VI. (a) *SHARE HOLDING PATTERN - Promoters

S. No.	Category	Equity	Preference
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		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	0	0	0	
	(ii) Non-resident Indian (NRI)	0	0	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	362,999,700	38.54	0	
10.	Others	0	0	0	
	Total	362,999,700	38.54	0	0

Total number of shareholders (promoters)

1

(b) *SHARE HOLDING PATTERN - Public/Other than promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	313,692,465	33.31	0	
	(ii) Non-resident Indian (NRI)	12,017,222	1.28	0	
	(iii) Foreign national (other than NRI)	2,059	0	0	

2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	8,040,790	0.85	0	
5.	Financial institutions	809,340	0.09	0	
6.	Foreign institutional investors	13,702,110	1.45	0	
7.	Mutual funds	96,094,884	10.2	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	134,470,639	14.28	0	
10.	Others Trusts	1,515	0	0	
	Total	578,831,024	61.46	0	0

Total number of shareholders (other than promoters)

68,220

**Total number of shareholders (Promoters+Public/
Other than promoters)**

68,221

(c) *Details of Foreign institutional investors' (FIIs) holding shares of the company

3

Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held
AVIATOR GLOBAL INV	4TH FLOOR, 19 BANK STREET CYBE		MU	10,225,294	1.08
BNP PARIBAS ARBITRA	BNP PARIBAS, CUSTODY OPERATIC		IN	1	0
EASTSPRING INVESTM	DEUTSCHE BANK AG DB HOUSE, H		IN	3,476,815	0.37

VII. *NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS
(Details, Promoters, Members (other than promoters), Debenture holders)

Details	At the beginning of the year	At the end of the year
Promoters	2	1
Members (other than promoters)	51,065	68,220
Debenture holders	0	0

VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

(A) *Composition of Board of Directors

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive
A. Promoter	0	0	0	0	0	0
B. Non-Promoter	1	5	1	5	0.27	0.63
(i) Non-Independent	1	2	1	2	0.27	0.63
(ii) Independent	0	3	0	3	0	0
C. Nominee Directors representing	0	0	0	0	0	0
(i) Banks & FIs	0	0	0	0	0	0
(ii) Investing institutions	0	0	0	0	0	0
(iii) Government	0	0	0	0	0	0
(iv) Small share holders	0	0	0	0	0	0
(v) Others	0	0	0	0	0	0
Total	1	5	1	5	0.27	0.63

Number of Directors and Key managerial personnel (who is not director) as on the financial year end date

8

(B) (i) *Details of directors and Key managerial personnel as on the closure of financial year

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
Sushil Chandra Tripathi	00941922	Director	0	

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
Kishor Kumar Mohanty	00080498	Managing Director	2,603,456	
Homai Daruwalla	00365880	Director	541	
Abhijit Rajan	00177173	Director	6,000,000	07/05/2018
SANJAY NIRANJAN SA	00415170	Director	0	
VARDHAN VASANT DH	00045622	Director appointed	0	
Naresh Parbat Sasanwa	AWUPS7977A	CFO	0	
Kaushal Jaykumar Sha	BJPPS0732J	Company Secretar	0	

(ii) Particulars of change in director(s) and Key managerial personnel during the year

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Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation	Nature of change (Appointment/ Change in designation/ Cessation)
NARESH CHANDRA	00015833	Director	09/07/2017	Cessation
CHANDRAHAS CHARA	00178583	Director	29/09/2017	Cessation
SANJAY NIRANJAN SA	00415170	Additional director	09/11/2017	Appointment
RENUKA NIKHIL SHITU	AKJPM7778A	Company Secretar	10/11/2017	Cessation
VARDHAN VASANT DH	00045622	Director appointed	20/11/2017	Appointment
SANJAY NIRANJAN SA	00415170	Director	19/12/2017	Change in designation
KAUSHIK BISWAJIT CH	AAMPC9178M	CFO	14/02/2018	Cessation
NARESH PARBAT SAS	AWUPS7977A	CFO	14/02/2018	Appointment
KAUSHAL JAYKUMAR	BJPPS0732J	Company Secretar	14/02/2018	Appointment

IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS

A. MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS

Number of meetings held

1

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
Annual General Meeting	19/12/2017	57,325	40	54.58

B. BOARD MEETINGS

*Number of meetings held

7

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	02/06/2017	6	5	83.33
2	13/06/2017	6	5	83.33
3	18/06/2017	6	4	66.67
4	27/07/2017	5	4	80
5	13/11/2017	5	4	80
6	20/11/2017	5	5	100
7	14/02/2018	6	6	100

C. COMMITTEE MEETINGS

Number of meetings held

6

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
1	Audit Committee	13/06/2017	4	3	75
2	Audit Committee	18/06/2017	4	2	50
3	Audit Committee	27/07/2017	3	3	100
4	Audit Committee	13/11/2017	3	3	100
5	Audit Committee	14/02/2018	3	3	100
6	Nomination & Remuneration Committee	14/02/2018	3	3	100

D. *ATTENDANCE OF DIRECTORS

S. No.	Name of the director	Board Meetings			Committee Meetings			Whether attended AGM held on
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	20/09/2018
								(Y/N/NA)
1	Sushil Chandr	7	4	57.14	5	3	60	Yes
2	Kishor Kumar	7	7	100	1	1	100	Yes
3	Homai Daruwa	7	7	100	5	5	100	Yes
4	Abhijit Rajan	7	6	85.71	0	0	0	No
5	SANJAY NIRAJ	3	3	100	1	1	100	No
6	VARDHAN VA	1	1	100	1	1	100	Yes

X. *REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

Nil

Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered

1

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/Sweat equity	Others	Total Amount
1	Kishor Kumar Moha	Managing Direct	22,872,200	0	0	720,000	23,592,200
	Total		22,872,200	0	0	720,000	23,592,200

Number of CEO, CFO and Company secretary whose remuneration details to be entered

4

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/Sweat equity	Others	Total Amount
1	Kaushik Chaudhuri	CFO	6,186,788	0	0	153,969	6,340,757
2	Naresh Sasanwar	CFO	599,963	0	0	15,296	615,259
3	Renuka Nikhil Shitu	Company Secre	893,453	0	0	21,675	915,128
4	Kaushal Jaykumar S	Company Secre	221,527	0	0	5,334	226,861
	Total		7,901,731	0	0	196,274	8,098,005

Number of other directors whose remuneration details to be entered

7

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/Sweat equity	Others	Total Amount
1	Chandrabhas C Daya	Director	0	0	0	350,000	350,000

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
2	Sushil Chandra Trip	Director	0	0	0	400,000	400,000
3	Homai A Daruwalla	Director	0	0	0	650,000	650,000
4	Naresh Chandra	Director	0	0	0	150,000	150,000
5	Abhijit Rajan	Director	0	0	0	300,000	300,000
6	Sanjay Sachdev	Director	0	0	0	150,000	150,000
7	Vardhan Dharkar	Director	0	0	0	50,000	50,000
	Total		0	0	0	2,050,000	2,050,000

XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

* A. Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year Yes No

B. If No, give reasons/observations

XII. PENALTY AND PUNISHMENT - DETAILS THEREOF

(A) DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/DIRECTORS /OFFICERS Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which penalised / punished	Details of penalty/ punishment	Details of appeal (if any) including present status

(B) DETAILS OF COMPOUNDING OF OFFENCES Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in Rupees)

XIII. Whether complete list of shareholders, debenture holders has been enclosed as an attachment

Yes No

(In case of 'No', submit the details separately through the method specified in instruction kit)

XIV. COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

Name

Ms. Parmy Kamani

Whether associate or fellow

Associate Fellow

Certificate of practice number

13919

I/We certify that:

- (a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.
(b) Unless otherwise expressly stated to the contrary elsewhere in this Return, the Company has complied with all the provisions of the Act during the financial year.

Declaration

I am Authorised by the Board of Directors of the company vide resolution no. ... dated

(DD/MM/YYYY) to sign this form and declare that all the requirements of the Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:

1. Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.
2. All the required attachments have been completely and legibly attached to this form.

Note: Attention is also drawn to the provisions of Section 447, section 448 and 449 of the Companies Act, 2013 which provide for punishment for fraud, punishment for false statement and punishment for false evidence respectively.

To be digitally signed by

Director

KISHORE KUMAR MOHANTY
Digitally signed by KISHORE KUMAR MOHANTY
Date: 2015.12.28 17:56:30 +05'30'

DIN of the director

00080498

To be digitally signed by

KAUSHA L J SHAH
Digitally signed by KAUSHAL J SHAH
Date: 2015.12.28 18:34:27 +05'30'

Company Secretary

Company secretary in practice

Membership number

18501

Certificate of practice number

Attachments

- 1. List of share holders, debenture holders
- 2. Approval letter for extension of AGM;
- 3. Copy of MGT-8;
- 4. Optional Attachment(s), if any

Attach
Attach
Attach
Attach

List of attachments

GIPL - Form MGT 8.pdf

Remove attachment

Modify

Check Form

Prescrutiny

Submit

This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company

PARMY KAMANI & CO.

PRACTICING COMPANY SECRETARY

Y/603, Veena Dynasty, Last Stop Of Evershine City, Next To Old Water Tank, Vasai (E), Mumbai-401208

Cell: 7758038915 /Email: parmykamani@gmail.com

Form No. MGT-8

[Pursuant to section 92(2) of the Companies Act, 2013 and rule 11(2) of Companies (Management and Administration) Rules, 2014]

CERTIFICATE BY A COMPANY SECRETARY IN PRACTICE

I have examined the registers, records and books and papers of **GAMMON INFRASTRUCTURE PROJECTS LIMITED** bearing Corporate Identity No. **L45203MH2001PLC131728**, a Company registered under the provisions of the Companies Act, 1956 and having its registered office at **GAMMON HOUSE, VEER SAVARKAR MARG, PRABHADEVI, MUMBAI 400025** as required to be maintained under the Companies Act, 2013 ('the Act') and the Rules made thereunder for the financial year ended on March 31, 2018 ('Financial Year').

In my opinion and to the best of my information and according to the examinations carried out by me and explanations furnished to me by the Company, its officers and agents;

I certify that:

(A) The Annual Return states the facts as at the close of the aforesaid Financial Year correctly and adequately.

(B) During the Financial Year, the Company has complied with provisions of the Act & Rules made there under in respect of:

1. Its status under the Act- The Company is a listed Public Company.

2. Maintenance of registers/records & making entries therein within the time prescribed therefor.

The Company has maintained the following Statutory Registers:

- Register of Members & Share Transfer - Maintained by Registrar and Transfer Agent ('RTA');
- Register of Charges;
- Register of Loans, Guarantee, Security and acquisition made by Company;
- Register of Contracts with Related Party and Bodies etc. in which Directors are interested;
- Register of Directors and Key Managerial Personnel and their Shareholding;
- Register of Employee Stock Option.



PARMY KAMANI & CO.

PRACTISING COMPANY SECRETARY

V/603, Veena Dynasty, Last Stop Of Evershine City, Next To Old Water Tank, Vasai (E), Mumbai-401208
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3. The Company has filed various forms and returns with the Registrar of Companies as per the provisions of the Act within the prescribed time and prescribed fees/additional fees, if any. The Company was not required to file any form and return to Regional Director, the Tribunal, Court or other authorities as per the provisions of the Act during the Financial Year.

During the Financial Year, the Company has filed an application with the Ministry of Corporate Affairs (Central Government) for approval / waiver of recovery of the excess managerial remuneration paid to Mr. K. K. Mohanty, Managing Director for the financial year 2016-17.

4. The Company has held meetings of Board, various Committees and meeting of members in accordance with the provisions of the Companies Act, 2013, details of the same are as under:

Sr. No.	Type of Meeting	No. of Meetings	Dates of Meeting
1	Board Meeting	7	02.06.2017, 13.06.2017, 18.06.2017, 27.07.2017, 13.11.2017, 20.11.2017, 14.02.2018.
2	Audit Committee	5	13.06.2017, 18.06.2017, 27.07.2017, 13.11.2017, 14.02.2018.
3	Nomination and Remuneration Committee	1	14.02.2018.

In respect of above mentioned meetings, proper notices were given and have been properly recorded in the Minutes Book/registers maintained for the purpose and the same have been signed.

5. There was no case of Closure of Register of Members.

6. As per Auditors' Report, the Company has complied with provisions of Section 185 of the Act in respect of Loans, Investments, Guarantees and Securities.

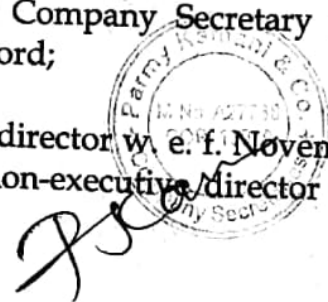



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7. As per Auditors' Report, the Company is in compliance with Section 188 and Section 177 of the Companies Act, 2013, wherever applicable, for all the transactions with related parties and details of related party transactions have been disclosed in the Financial Statements etc. as required by the applicable accounting standards.
8. There were no cases for issue/allotment/buy back of securities or Redemption of preference shares or debenture or alteration or reduction of Share Capital or conversion of Shares/Securities. Further, documents relating to transfers and transmission are maintained by the RTA.
9. There were no cases for keeping in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares in compliance with the provisions of Section 126 of the Act during the Financial Year.
10. There were no cases for Declaration / payment of dividend, transfer of unpaid/unclaimed dividend/other amounts as applicable to the Investor Education and Protection Fund ("IEPF") in accordance with Section 125 of the Act during the Financial Year.
11. The Company has generally complied with the requirement of signing of audited financial statement as per the provisions of Section 134 of the Act and report of directors is as per sub - sections (3), (4) and (5) thereof.
12. Disclosures of the following changes in Directors and Key Managerial Personnel were made as per requirement of the Act:
- Mr. Kishor Kumar Mohanty was re-appointed as the Managing Director of the Company for a period of 2 (two) years effective from April 12, 2017 which was approved by the shareholders at Annual General Meeting held on December 19, 2017;
 - Mr. Naresh Chandra ceased to be Director of the Company due to death on July 9, 2017;
 - Resignation of Mr. Chandrahas Charandas Dayal as a Director of the Company w.e.f. September 29, 2017 was taken on record;
 - Resignation of Mrs. Renuka Nikhil Shitut as the Company Secretary of the Company w.e.f. November 10, 2017 was taken on record;
 - Mr. Sanjay Sachdev was appointed as an additional director w. e. f. November 9, 2017 and he shall hold office as an independent, non-executive/director of the Company;



ARMY KAMANI & CO.

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- Mr. Vardhan Vasant Dharkar was appointed as a director on November 20, 2017 to fill up casual vacancy caused due the sad demise of Mr. Naresh Chandra on July 9, 2017;
- Mr. Naresh Sasanwar was appointed as the Chief Financial Officer of the Company in place of Mr. Kaushik Chaudhuri with effect from February 14, 2018;
- Mr. Kaushal Shah was appointed as the Company Secretary of the Company with effect from February 14, 2018.

Declarations were obtained from Independent Directors pursuant to the Company under Section 149(7) of the Companies Act, 2013 by confirming that they meet with the criteria of Independence as prescribed for Independent Directors under Section 149(6) of the Act and Regulation 16(b) of the Securities and Exchange Board of India (Listing Obligations & Disclosures Requirements) Regulations, 2015, (hereinafter "Listing Regulations").

During the Financial Year, one of the observation is as follows:

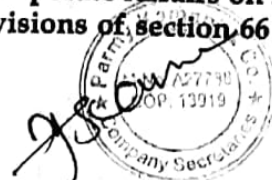
- (a) The Company had filed an application with the Ministry of Corporate Affairs, for waiver of refund of the excess managerial remuneration paid during the periods 1st January 2014 to 30th September 2014 and 1st October 2014 to 31st March 2016 which were rejected by the Ministry of Corporate Affairs. The Company has again submitted its representation to the Ministry to reconsider its decision and allow the waiver of recovery of the said excess managerial remuneration paid.

13. M/s. Nayan Parikh & Co., were appointed as the statutory auditors of the Company at the Annual General Meeting held on December 19, 2017 to hold office conclusion of this Sixteenth Annual General Meeting until the conclusion of the Twenty First Annual General Meeting.

14. There were no approvals required from Regional Director, Court or such other authorities under the various provisions of the Act.

During the Financial Year, the Company has filed an application with the Ministry of Corporate Affairs (Central Government) for approval / waiver of recovery of the excess managerial remuneration paid to Mr. K. K. Mohanty, Managing Director, for the financial year ended 31st March 2017, in excess of the limits specified in the Act and the Rules thereunder.

The said application was closed by the Ministry of Corporate Affairs on 11th October 2018 in light of the notification of the amended provisions of section 66 to 70 of the Act.



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15. There was no acceptance / renewal / repayment of deposits under Sections 73 to 76 of the Act.

16. There were no borrowings by the Company from its directors or members and there were no cases fresh Borrowing from public financial institutions, banks or others. No modification / satisfaction of charges were filed with Registrar of the Companies during the Financial Year.

17. Loans and Investments or guarantees given or providing of securities to other bodies corporate or persons falling under the provisions of the Section 186 of the Act are given under Notes to accounts of Financial Statements of the Company.

18. During the Financial Year, there were no alterations in Memorandum of Association or Articles of Association of the Company.

19. During the Financial Year, Indira Container Terminal Private Limited, a joint venture, has become a subsidiary of the Company w.e.f. 6th April, 2017 and Satluj Renewable Energy Private Limited has ceased to be a step down subsidiary of the Company w.e.f. 18th July, 2017.

For PARMY KAMANI & CO.,
Practising Company Secretary



P. Sama

Proprietor
M. No. A 27788
COP No. 13919

Place: Mumbai
Date: 23.11.2018