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SCRUTINIZER'S REPORT

1st April 2015

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

Dear Sir,

Subject: Passing of resolutions through E-voting and Poll

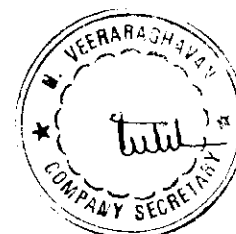
Report to the Chairman of the Board of Directors of **Gammon Infrastructure Projects Limited**, a Company incorporated under the Companies Act, 1956 and having its Registered Office at Gammon House, Veer Savarkar Marg, Prabhadevi, Mumbai - 400025 (hereinafter referred to as "**GIPL**" or "**the Company**") for the Annual General Meeting convened by the Company:

1. Pursuant to the resolution passed by the Board of Directors of Gammon Infrastructure Projects Limited on 14th February, 2015, I have been appointed as a scrutinizer to receive, process and scrutinize the e-voting and ballot papers in respect of the resolutions as circulated in the Notice of the Annual General Meeting convened on March 31, 2015.
2. To enable wider participation of shareholders, pursuant to the provisions 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. 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 "LIPL") to set up e-voting facility on the NSDL e-voting website://www.evoting.nsdl.com.
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 Notice of 14th Annual General Meeting dated February 14, 2015, sent to the 24,383 shareholders by email, who had registered their email-ids with Company and by post to 15,803 shareholders. The Register of Members and the List of beneficiary owners as on February 20, 2015 was made available by the Depositories viz., National Securities Depository Limited (NSDL) and Central Depository Services Limited (CDSL), for the purpose of dispatch of Notice of 14th Annual General Meeting.
5. Particulars of Resolutions:

Reference to the Companies Act, 2013	Type and Description of the Special Resolution
Adoption of the Audited Statement of the Profit & Loss Account and the Balance Sheet as on 30 th September 2014	N. A.
Appointment of Auditors	N. A.
Ordinary Resolution for vacancy caused by retirement of Mr. Himanshu Parikh, not to be filled up	N. A.
Ordinary Resolution for change in designation of Mr. Naresh Chandra	N. A.
Special Resolution pursuant to clause 49 of the Listing Agreement and Section 188 of the Companies Act, 2013	Ratification of related party transaction entered into by the Company
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Special Resolution pursuant to section 61 and 64 of the Companies Act, 2013	Increase in the Authorised Share Capital of the Company



6. The Notice dated February 14, 2015 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 Post / courier, on or before March 7, 2015.
7. In addition to the above, Notice of 14th Annual General Meeting was 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 from the NSDL / CDSL as on February 20, 2015 (cut-off date).
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 March 10, 2015 in "The Free Press Journal" in English and "Navshakti" in Marathi, informing about the completion of dispatch of the Notice of 14th Annual General Meeting.
9. The e-voting opened on Monday, 23rd March 2015 at 10:00 a.m. and closed on Wednesday, 25th March 2015 at 6:00 p.m.
10. The E-voting facility was provided by NSDL. The details of the E-voting as provided by the system provider, was scrutinized by me. The Compilation of the Register, in respect of Ballots was done and scrutinized by me.
11. The votes cast by Promoters / KMP who are deemed to be interested in any resolution, were not considered, where ever applicable. Out of 36 ballots received, 5 were declared as invalid.
12. On scrutiny, I report that out of 40,186 shareholders as on February 20, 2015, i.e. the cut-off date, 80 shareholders have exercised their votes through e-voting and 36 shareholders have exercised their votes through Ballot forms through poll. The details of polling results for the items placed for consideration by the shareholders are given below:



SUMMARY OF E-VOTING AND POLL

A. Ballots polled	Res no. 1	Res no. 2	Res no. 3	Res no. 4	Res no. 5
Number of Ballots polled by Members	36	36	36	36	31
Number of Forms rejected / not considered for reasons as stated below:-					
a. Not signed	0	0	0	0	0
b. Signature mismatch	0	0	0	0	0
c. Not voted	5	5	5	5	5
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	0	0	0	0	0
Number of valid Forms (A)	31	31	31	31	26
B. E-Voting					
Number of members who participated in e-voting	80	79	78	79	79
Number of members not e-voted	0	0	0	0	0
Number of Valid E-votes (B)	80	79	78	79	79
Total (A+B)	111	110	109	110	105

A. Ballots polled	Res no. 6	Res no. 7	Res no. 8	Res no. 9
Number of Ballots polled by Members	31	31	31	36
Number of Forms rejected / not considered for reasons as stated below:-				
a. Not signed	0	0	0	0
b. Signature mismatch	0	0	0	0
c. Not voted	5	5	5	5
d. Nil Account	0	0	0	0
e. Voted under both postal ballot and e-voting	0	0	0	0
f. No. of shares not mentioned	0	0	0	0
Number of valid Forms (A)	26	26	26	31
B. E-Voting				
Number of members who participated in e-voting	78	78	77	80
Number of members not e-voted	0	0	0	0
Number of Valid E-votes (B)	78	78	77	80
Total (A+B)	104	104	103	111



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	111	110	109	110	105
Number of Shares voted in Physical and e-voting	707497477	707497002	707496187	707496337	157077328
Number of forms voted in favour	109	107	101	101	88
Number of Shares voted in favour	707495932	707495866	707484438	707483339	135653956
Number of forms voted in against	2	3	8	9	17
Number of Shares voted in against	1545	1136	10976	12998	21423372
Percentage of votes in favour	100.00	100.00	100.00	100.00	86.36
Percentage of votes in against	0.00	0.00	0.00	0.00	13.64

	Res no. 6	Res no. 7	Res no. 8	Res no. 9
Number of Physical Forms & E-votes received from Members	104	104	103	111
Number of Shares voted in Physical and e-voting	157077225	157077765	157076826	707497522
Number of forms voted in favour	92	91	93	97
Number of Shares voted in favour	135649664	135650642	135655365	686069353
Number of forms voted in against	12	13	10	14
Number of Shares voted in against	21427561	21427123	21421461	21428169
Percentage of votes in favour	86.36	86.36	86.36	96.97
Percentage of votes in against	13.64	13.64	13.64	3.03

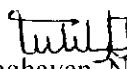


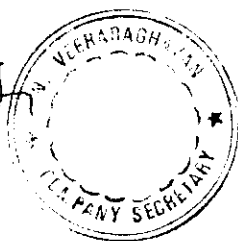
RESULTS ON PHYSICAL AND E-VOTING AS REQUIRED UNDER CLAUSE 35A OF LISTING AGREEMENT

Date of the AGM:	31 st March 2015
Total number of shareholders on record date:	40186
No. of shareholders present in the meeting either in person or through proxy:	49
Promoters and Promoter Group:	2
Public:	47
No. of shareholders attended the meeting through Video Conferencing:	Not arranged
Promoters and Promoter Group:	
Public:	

Details of the results attached

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 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 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.


Veeraraghavan. N
CP NO.: 4334



Item No: 1 - Adoption of Audited Accounts for the period ended 30th September 2014 - Ordinary Resolution
Mode of voting: E-voting and Poll

Promoter / Public	No. of shares held (1)	no. of votes polled (2)	% of votes polled on outstanding shares (3) = [(2)/(1)] * 100	No. of votes in favour (4)	No. of votes against (5)	% of votes in favour of votes polled (6) = [(4)/(2)] * 100	% of votes against on votes polled (7) = [(5)/(2)] * 100
Promoter & Promoter group	550,400,000.00	550,400,000.00	100.00	550,400,000.00	0.00	100.00	0.00
Public - Institutional Holders	156782773	156782773	100.00	156782773	0	100.00	0.00
Public - others	323358	314704	97.32	313159	1545	99.51	0.49
Total	707,506,131.00	707,497,477.00	100.00	707,495,932.00	1,545.00	100.00	0.00

Result: The resolution passed with requisite majority

Item No: 2 - Appointment of Auditors - Ordinary Resolution
Mode of voting: E-voting and Poll

Promoter / Public	No. of shares held (1)	no. of votes polled (2)	% of votes polled on outstanding shares (3) = [(2)/(1)] * 100	No. of votes in favour (4)	No. of votes against (5)	% of votes in favour of votes polled (6) = [(4)/(2)] * 100	% of votes against on votes polled (7) = [(5)/(2)] * 100
Promoter & Promoter group	550,400,000.00	550,400,000.00	100.00	550,400,000.00	0.00	100.00	0.00
Public - Institutional Holders	156782773	156782773	100.00	156782773	0	100.00	0.00
Public - others	322843	314229	97.33	313093	1136	99.64	0.36
Total	707,505,616.00	707,497,002.00	100.00	707,495,866.00	1,136.00	100.00	0.00

Result: The resolution passed with requisite majority



Item No: 3 - Vacancy caused by retirement of Mr Himanshu Parikh, not to be filled up - Ordinary Resolution

Mode of voting: E-voting and Poll

Promoter / Public	No. of shares held (1)	no. of votes polled (2)	% of votes polled on outstanding shares (3) = [(2) / (1)] * 100	No. of votes in favour (4)	No. of votes against (5)	% of votes in favour of votes polled (6) = [(4) / (2)] * 100	% of votes against on votes polled (7) = [(5) / (2)] * 100
Promoter & Promoter group	550,400,000.00	550,400,000.00	100.00	550,400,000.00	0.00	100.00	0.00
Public - Institutional Holders	156782773	156782773	100.00	156782773	0	100.00	0.00
Public - others	322028	313414	97.33	301665	10976	96.25	3.50
Total	707,504,801.00	707,496,187.00	100.00	707,484,438.00	10,976.00	100.00	0.00

Result: The resolution passed with requisite majority

Item No. 4 - Change in designation of Mr Naresh Chandra - Ordinary Resolution

Mode of voting: E-voting and Poll

Promoter / Public	No. of shares held (1)	no. of votes polled (2)	% of votes polled on outstanding shares (3) = [(2) / (1)] * 100	No. of votes in favour (4)	No. of votes against (5)	% of votes in favour of votes polled (6) = [(4) / (2)] * 100	% of votes against on votes polled (7) = [(5) / (2)] * 100
Promoter & Promoter group	550,400,000.00	550,400,000.00	100.00	550,400,000.00	0.00	100.00	0.00
Public - Institutional Holders	156782773	156782773	100.00	156782773	0	100.00	0.00
Public - others	322178	313564	97.33	300566	12998	95.85	4.15
Total	707,504,951.00	707,496,337.00	100.00	707,483,339.00	12,998.00	100.00	0.00

Result: The resolution passed with requisite majority



Item No. 5 - Ratification of Inter Corporate Deposit - Gorakhpur Infrastructure Company Limited - Special Resolution
Mode of voting: E-voting and Poll

Promoter / Public	No. of shares held (1)	no. of votes polled (2)	% of votes polled on outstanding shares (3) = [(2) / (1)] * 100	No. of votes in favour (4)	No. of votes against (5)	% of votes in favour of votes polled (6) = [(4) / (2)] * 100	% of votes against on votes polled (7) = [(5) / (2)] * 100
Promoter & Promoter group	550,400,000.00	0.00	0.00	0.00	0.00	0.00	0.00
Public - Institutional Holders	156782773	156782773	100.00	135,364,121.00	21,418,652.00	86.34	13.66
Public - others	322460	294555	91.35	289835	4720	98.40	1.60
Total	707,505,233.00	157,077,328.00	22.20	135,653,956.00	21,423,372.00	86.36	13.64

Result: The resolution passed with requisite majority

Item No. 6 - Ratification of Inter Corporate Deposit - Mumbai Nasik Expressway Limited - Special Resolution
Mode of voting: E-voting and Poll

Promoter / Public	No. of shares held (1)	no. of votes polled (2)	% of votes polled on outstanding shares (3) = [(2) / (1)] * 100	No. of votes in favour (4)	No. of votes against (5)	% of votes in favour of votes polled (6) = [(4) / (2)] * 100	% of votes against on votes polled (7) = [(5) / (2)] * 100
Promoter & Promoter group	550,400,000.00	0.00	0.00	0.00	0.00	0.00	0.00
Public - Institutional Holders	156782773	156782773	100	135364121	21418652	86.34	13.66
Public - others	322357	294452	91.34	285543	8909	96.97	3.03
Total	707,505,130.00	157,077,225.00	22.20	135,649,664.00	21,427,561.00	86.36	13.64

Result: The resolution passed with requisite majority



Item No. 7 - Ratification of Issue of Bank Guarantee - Mumbai Nasik Expressway Limited - Special Resolution

Mode of voting: E-voting and Poll

Promoter / Public	No. of shares held (1)	no. of votes polled (2)	% of votes polled on outstanding shares (3) = [(2) / (1)] * 100	No. of votes in favour (4)	No. of votes against (5)	% of votes in favour of votes polled (6) = [(4) / (2)] * 100	% of votes against on votes polled (7) = [(5) / (2)] * 100
Promoter & Promoter group	550,400,000.00	0.00	0.00	0.00	0.00	0.00	0.00
Public - Institutional Holders	156782773	156782773	100.00	135364121	21418652	86.34	13.66
Public - others	322902	294992	91.36	286521	8471	97.13	2.87
Total	707,505,675.00	157,077,765.00	22.20	135,650,642.00	21,427,123.00	86.36	13.64

Result: The resolution passed with requisite majority

Item No. 8 - Ratification of Inter Corporate Deposit - Vizag Seaport Private Limited - Special Resolution

Mode of voting: E-voting and Poll

Promoter / Public	No. of shares held (1)	no. of votes polled (2)	% of votes polled on outstanding shares (3) = [(2) / (1)] * 100	No. of votes in favour (4)	No. of votes against (5)	% of votes in favour of votes polled (6) = [(4) / (2)] * 100	% of votes against on votes polled (7) = [(5) / (2)] * 100
Promoter & Promoter group	550,400,000.00	0.00	0.00	0.00	0.00	0.00	0.00
Public - Institutional Holders	156782773	156782773	100.00	135364121	21418652	86.34	13.66
Public - others	321968	294053	91.33	291244	2809	99.04	0.96
Total	707,504,741.00	157,076,826.00	22.20	135,655,365.00	21,421,461.00	86.36	13.64

Result: The resolution passed with requisite majority



Item No. 9 - Increase of Authorised Share Capital - Special Resolution
 Mode of voting: E-voting and Poll

Promoter / Public	No. of shares held (1)	no. of votes polled (2)	% of votes polled on outstanding shares (3) = [(2) / (1)] * 100	No. of votes in favour (4)	No. of votes against (5)	% of votes in favour of votes polled (6) = [(4) / (2)] * 100	% of votes against on votes polled (7) = [(5) / (2)] * 100
Promoter & Promoter group	550,400,000.00	550,400,000.00	100.00	550,400,000.00	0.00	100.00	0.00
Public - Institutional Holders	156782773	156782773	100.00	135364121	21418652	86.34	13.66
Public - others	323358	314749	97.34	305232	9517	96.98	3.02
Total	707,506,131.00	707,497,522.00	100.00	686,069,353.00	21,428,169.00	96.97	3.03

Result: The resolution passed with requisite majority

