

CS Sunil M. Dedhia
B. Com., A.C.A., F.C.S.

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SCRUTINIZER'S REPORT

(Pursuant to Section 108 and 110 of the Companies Act, 2013 and Rule 20 and 22 of the Companies (Management & Administration) Rules, 2014 and Clause 35B of the Listing Agreement).

The Chairman / Managing Director / Company Secretary
Gammon Infrastructure Projects Limited
CIN: L45203MH2001PLC131728
Gammon House, Veer Savarkar Marg,
Prabhadevi, Mumbai - 400025

Sub: Scrutinizer's Report on Postal Ballot and E-Voting Process

Dear Sir,

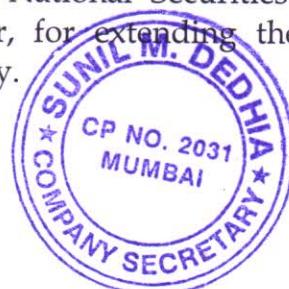
In terms of the provisions of Section 108 and 110 of the Companies Act, 2013 read with the Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, I have been appointed as a Scrutinizer by the Board of Directors of Gammon Infrastructure Projects Limited ('the Company') at their meeting held August 27, 2015 to conduct the Postal Ballot process and Electronic voting Process in a fair and transparent manner in respect of Resolution mentioned in the Postal Ballot Notice dated September 15, 2015 issued to its Members as under:

Type of Resolution	For
Special Resolution	Approval for divestment of investment in Subsidiaries

The management of the Company is responsible for ensuring the compliance with the requirements of the Companies Act, 2013 and Rules relating to the voting through electronic means and physical ballot forms on the resolution contained in the Postal Ballot Notice dated September 15, 2015.

My responsibility as the Scrutinizer for the voting process is restricted to make a scrutinizer report of the votes cast "in favour" or "against" the resolution based on the postal ballot forms submitted by the shareholders of the Company and on the reports generated from the system provided by National Securities Depository Limited (NSDL), the authorized service provider, for extending the facility of electronic voting to the shareholders of the Company.

Sunil Dedhia



Accordingly, I submit my report as under:

1. As informed to us, the Company had completed the dispatch of Postal Ballot Notices along with self addressed postage pre-paid business reply envelopes to all its 43,046 Equity Shareholders (2,432 by Registered Post, 13,332 by Courier at the respective registered address and 27,282 by email to the registered e-mail address) on September 23, 2015, whose name(s) appeared on the Register of Members / List of Beneficiaries as on September 11, 2015 (Cut-off date). As per the information provided, out of the 27,282 e-mails sent, 58 emails had bounced. Postal Ballot Notices along with self addressed postage pre-paid business reply envelopes were then sent to all the said 58 cases by Registered Post.
2. The Company issued advertisements in Free Press Journal (English) and Navshakti (Marathi), Mumbai Editions on Thursday, September 24, 2015, informing about the completion of despatch of the Postal Ballot Notices, by Registered Post, Courier and by e-mail, wherever applicable to the shareholders along with other related matters mentioned therein.
3. The e-voting commenced from September 24, 2015 (10.00 a.m.) and ended on October 23, 2015 (5.00 p.m.).
4. The shareholders of the Company had option to vote either through the postal ballot forms or through the e-voting facility. Shareholders opting for e-voting facility, casted their votes on the designated website <https://evoting.nsdl.com/> via NSDL e-voting platform.
5. The particulars of all Postal Ballot received from the Shareholders had been entered in the Electronic Register separately maintained for the purpose. The Postal Ballot Forms received from the Shareholders were kept under my safe custody. The Postal Ballot Envelopes was opened in two lots and last lot was opened on October 23, 2015 in my presence.
6. I have downloaded the data of e-voting after the E-voting Module was disabled by the National Securities Depository Limited (NSDL). The votes were unblocked on Friday, October 23, 2015 after 5:00 p.m, in the presence of two witnesses, CS Manisha Gaikwad, and CS Megha Shah, who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.

MP Gaikwad

CS Manisha Gaikwad

M. N. Shah

CS Megha Shah

Sunil Dedhia



7. The Postal Ballot Forms were scrutinized and the shareholding was matched / confirmed with the Register of Members of the Company / List of Beneficiaries as on September 11, 2015 provided by the Registrar and Share Transfer Agent - Link Intime India Private Limited(RTA). It is further submitted that there have been no case of mismatch of the shareholding as mentioned in the Postal Ballot forms and RTA records. Further, if any shareholder voted for lesser number of shares than those held by him, the votes polled were considered for the purpose of this report.
8. All Postal Ballot Forms and E-votes received / cast upto 5.00 P.M. on Friday, October 23, 2015, the last date and time fixed by the Company for receipt of the Forms were considered for my scrutiny.
9. Envelopes numbering 62 containing Postal Ballot Forms returned undelivered by postal authorities/Courier for various reasons, and the details of the same are separately maintained.
10. I have not found any defaced/mutilated Postal Ballot Form.
11. A Postal Ballot Forms complete in all respects including Copy of Postal Ballot Form downloaded from the Website or obtained from the Company as specified in the Postal Ballot Notice or incomplete to the extent of Name of Joint Shareholder/Address are also considered on the basis of Folio No. / Client Id/DP Id and No. of Shares specified therein.
12. Votes cast by Joint Shareholder(s) by signing the Postal Ballot Forms instead of first named shareholder, have been considered.
13. Entire shareholding has been considered in cases where Shareholder(s) have assented or dissented without mentioning the number of shares.
14. All the Shareholders who have voted, have voted for the entire number of shares held by them.
15. E-voting platform was optional for the members to cast their votes. In case the Member has cast their votes by physical ballot as well as e-voting, then the voting done through e-voting has to be considered and voting done by Postal Ballot Form has to be ignored as stated in the Postal Ballot Notice dated September 15, 2015. There has been no case of voting both through Postal Ballot Form and e-voting.

Sunil Dedhia



16. A Summary of the postal ballot and e-votes forms received is given below:

Particulars	No. of Postal Ballot Forms / e-voting options	No. of shares Voted	% of Shares Voted to the total shares representing valid votes
1. Total postal ballot forms received	48	536711088	
2. Total e-voting options received	190	185486393	
Total (1+2)	238	722197481	
Less:			
1. Invalid postal Ballot Forms*	4	1094	
2. Invalid e-votes	Nil	Nil	
Total(1+2)	4	1094	
1. Net valid postal Ballot forms	44	536709994	
2. Net E-voting options.	190	185486393	
Total (1+2)	234	722196387	100%
1. Postal ballot forms with assent for the resolution.	40	536707599	
2. E-voting Options with assent for the resolution.	175	185454826	
Total (1+2)	215	722162425	99.9953
1. Postal ballot forms with dissent for the resolution	4	2395	
2. E-voting Options with dissent for the resolution	15	31567	
Total (1+2)	19	33962	0.0047
Postal ballot forms with not voted for / against the Resolution.	Nil	Nil	Nil
E-Voting option abstained from voting	Nil	Nil	Nil

*on account of signature mismatch.

17. The Postal Ballot Forms, registers and all other relevant records shall remain in my safe custody until the Chairman / Managing Director/ Company Secretary considers, approves the aforesaid Postal Ballot and the Chairman signs the minutes thereof and the same shall thereafter be handed over to the Company Secretary, CS Renuka Matkari for safe keeping.

Sunil Dedhia



18. You may accordingly declare the result of voting by postal Ballot and E-voting.

Thanking you,

Yours faithfully,
For SUNIL M. DEDHIA & CO.
Company Secretaries

Sunil Dedhia

Sunil M. Dedhia

Proprietor

FCS 3483 C. P. No. 2031

Mumbai, Dated October 27, 2015

