

V. V. CHAKRADEO & CO.

COMPANY SECRETARIES

**B - 301, Matoshree Residency CHS, 65, Prathana Samaj Road,
Vile Parle (East), Mumbai 400 057.**

TEL. NO. 26116821

Email vvchakra@gmail.com

CELL NO. 98200 48732

2nd July, 2014

To

The Chairman,

Gammon Infrastructure Projects Limited

'Gammon House', Veer Savarkar Marg,

Prabhadevi, Mumbai 400 025

Dear Sir,

Sub: Report of the Scrutinizer in respect of the resolutions passed at the 13th Annual General Meeting of the Equity Shareholders of Gammon Infrastructure Projects Limited scheduled to be held on 30th June 2014.

I, Vidyadhar Chakradeo of M/s V. V. Chakradeo & Co., Practicing Company Secretaries, having office at B-301, Matoshree Residency CHS., 65, Prarthana Samaj Road, Vile Parle East, Mumbai 400 057, was appointed by the Company 31st May, 2014 as the Scrutinizer to conduct the e-voting process in respect of the resolutions as set out in the Notice of the 13th Annual General Meeting ("AGM") of the Equity Shareholders of Gammon Infrastructure Projects Limited held on Monday, 30th June 2014 at 3.30 p.m. at Ravindra Natya Mandir, (P. L. Deshpande Maharashtra Kala Academy), Sayani Road, Prabhadevi, Mumbai - 400 025. In respect of the e-voting process conducted under my supervision, I hereby report that:

1. In accordance with the Notice of the 13th Annual General Meeting dated 2nd June 2014 sent to the shareholders and the advertisement published pursuant to the Rule 20(3)(V) of the Companies (Management and Administration) Rules, 2014 on 16th June, 2014 in The Free Press Journal in English and Navshakti in Marathi, the e-voting opened at 9.30 a.m on Tuesday, 24th June 2014 and closed at 6.00 p.m on Wednesday, 25th June, 2014.
2. The equity shareholders holding shares as on 23rd May 2014, "cut off date" were entitled to vote on the resolutions stated in the Notice of the 13th AGM of the Company.



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3. The votes were unblocked at 6.10 p.m. on 25th June 2014 in the presence of Ms. Duhita Chakradeo and Mrs. Vrushali Godbole who are not employees of the Company and who were witness to the unblocking of the votes.
4. The e-voting results/list of equity shareholders who have voted "for and against" were downloaded from the e-voting website of National Securities Depository Limited(<https://www.evoting.nsdl.com>) and the same were handed over to the Chairman.

At the 13th AGM held on Monday, 30th June 2014, the Chairman of the AGM had ordered a poll in respect of all the resolutions as set out in the Notice of the 13th AGM to enable those shareholders who had not cast their vote electronically, to cast their vote at the said AGM. I was appointed as the Scrutinizer to conduct the poll procedure at the said AGM.

In respect of the poll process conducted under my supervision, I hereby report that:

1. The poll box containing the poll papers was unlocked after the conclusion of the 13th AGM in presence of Mr. Mittal Ramaiya (Client ID/DP ID: IN30247040230842) and Mr. S. B. Kulkarni (Client ID/DP ID: IN30290243584029), shareholders of the Company and who are not employees of the Company. The votes were counted and the results of the poll were prepared in the presence of the aforesaid shareholders and were also countersigned by them as witnesses.
2. I hereby state that I have recorded details of all the votes cast by the shareholders, electronically and by poll and have also checked and verified the same. I have also carried out full count of the votes.
3. I hereby report the results of the votes cast by the shareholders, electronically and by poll, as under:



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| Resolution No. | Particulars | Mode | Shares held | Votes in | | Total shares | Votes Casted | |
|----------------|---|-----------------|------------------|------------------|-----------------|------------------|--------------|-----------|
| | | | | Favour | Against | | % For | % Against |
| 1 | Adoption of the audited Balance Sheet and Profit & Loss Account for the nine (9) months period ended 31 st December 2013 and the reports of the Board of Directors and Auditors thereon. | E-voting | 20819287 | 20818272 | 1015 | 208119287 | 98.78 | 1.22 |
| | | Ballot | 532345783 | 532295439 | 50344 | 532345783 | 99.99 | 0.01 |
| | | Total | 553165070 | 553113711 | 51359 | 740465700 | | |
| 2 | Appointment of a Director in place of Mr. Abhijit Rajan, who retires by rotation and being eligible, offers himself for re-appointment. | E-voting | 20819288 | 20818067 | 1221 | 20819288 | 99.99 | 0.01 |
| | | Ballot | 532345783 | 532295439 | 50344 | 532345783 | 99.99 | 0.01 |
| | | Total | 553165071 | 553113506 | 51565 | 553165071 | | |
| 3 | Re-appointment of M/s. Natvarlal Vepari & Co., and M/s.S.R. Batliboi & Co. LLP, Chartered Accountants as Statutory Auditors of the Company. | E-voting | 20819287 | 20818272 | 1015 | 20819287 | 99.99 | 0.01 |
| | | Ballot | 532345783 | 511434697 | 20911086 | 532345783 | 96.07 | 3.93 |
| | | Total | 553165070 | 532252969 | 20912101 | 553165070 | | |



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| 4 | Ordinary Resolution under Sections 149, 150 and 152 of the Companies Act, 2013 for appointment of Ms. Homai Daruwalla an Independent Director. | E-voting | 20819082 | 20816419 | 2663 | 20819082 | 99.98 | 0.02 | |
|---|--|-----------------|------------------|------------------|--------------|------------------|-------|------|--|
| | | Ballot | 532345783 | 532295439 | 50344 | 532345783 | 99.99 | 0.01 | |
| | | Total | 553164865 | 553111858 | 53007 | 553164865 | | | |

| Resolution No. | Particulars | Mode | Shares held | Votes in | | Total shares | Votes Casted | |
|----------------|---|-----------------|------------------|------------------|-----------------|------------------|--------------|-----------|
| | | | | Favour | Against | | % For | % Against |
| 5 | Ordinary Resolution for not fill up the vacancy caused by retirement by rotation of Ms. Homai Daruwalla as an Independent Director. | E-voting | 20819288 | 20811829 | 7459 | 20819288 | 99.96 | 0.04 |
| | | Ballot | 532345783 | 511434697 | 20911086 | 532345783 | 96.07 | 3.93 |
| | | Total | 553165071 | 532246526 | 20918545 | 553165071 | | |
| 6 | Ordinary Resolution under Sections 149, 150 and 152 of the Companies Act, 2013 for appointment of Mr. C C Dayal as an Independent Director. | E-voting | 20819288 | 20818170 | 1118 | 20819288 | 99.99 | 0.01 |
| | | Ballot | 532345783 | 511434697 | 20911086 | 532345783 | 96.07 | 3.93 |
| | | Total | 553165071 | 532252867 | 20912204 | 553165071 | | |



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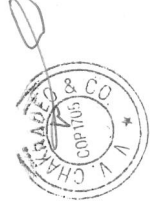
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| | | | | | | | | |
|---|---|-----------------|------------------|------------------|-----------------|------------------|--------------|------|
| 7 | Ordinary Resolution under Sections 149, 150 and 152 of the Companies Act, 2013 for appointment of Mr. Naresh Chandra as an Independent Director. | E-voting | 20819273 | 20816610 | 2663 | 20819273 | 99.99 | 0.01 |
| | | Ballot | 532345783 | 511434697 | 20911086 | 532345783 | 96.03 | 3.93 |
| | | Total | 553165056 | 532251307 | 20913449 | 553165056 | | |
| 8 | Ordinary Resolution under Sections 149, 150 and 152 of the Companies Act, 2013 for appointment of Mr. Sushil Chandra Tripathi as an Independent Director. | E-voting | 20819273 | 20815364 | 3909 | 20819273 | 99.98 | 0.02 |
| | | Ballot | 532345783 | 532295439 | 50344 | 532345783 | 99.99 | 0.01 |
| | | Total | 553165056 | 553110803 | 54253 | 553165056 | | |

| Resolution No. | Particulars | Mode | Shares held | Votes in | | Total shares | Votes Casted | |
|----------------|--|-----------------|------------------|------------------|--------------|------------------|--------------|-----------|
| | | | | Favour | Against | | % For | % Against |
| 9 | Special Resolution under Sections 196,197,203 of the Companies Act, 2013 for appointment of Mr. Kishor Kumar Mohanty as Managing Director. | E-voting | 20819273 | 20188258 | 1015 | 20819273 | 99.99 | 0.01 |
| | | Ballot | 532345783 | 532295439 | 50344 | 532345783 | 99.99 | 0.01 |
| | | Total | 553165056 | 552483697 | 51359 | 553165056 | | |



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| | | | | | | | |
|----|--|------------------|------------------|--------------|------------------|-------|------|
| 10 | Special Resolution under Sections 196,197,203 of the Companies Act, 2013 for appointment of Mr. Parag Parikh as Whole Time Director. | 20819273 | 20818258 | 1015 | 20819273 | 99.99 | 0.01 |
| | | 532388676 | 532295439 | 50344 | 532388676 | 99.99 | 0.01 |
| | | 553207949 | 553113697 | 51359 | 553207949 | | |
| | | | | | | | |



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4. In view of the aforesaid voting details, I hereby state that all the resolutions from Item No. 1 to 10 as set out in the Notice of the 13th AGM have been passed with requisite majority.
5. **There were three (3) invalid votes representing 42893 equity shares in respect of above mentioned resolutions.**
6. All relevant records of the e-voting and poll papers will remain in my custody until the Chairman considers, approves and signs the Minutes of the 13th Annual General Meeting and thereafter the said records will be handed over to the Company.

Thanking you,

Yours faithfully,

FOR V. V. CHAKRADEO & CO.



**V. V. CHAKRADEO
PROPRIETOR
COP 1705**

