

## **GAMMON INDIA LIMITED**

CIN: L74999MH1922PLC000997

Regd. Office: Gammon House, Veer Savarkar Marg, Prabhadevi, Mumbai-400 025.

Website: [www.gammonindia.com](http://www.gammonindia.com) Email: [secretarial@gammonindia.com](mailto:secretarial@gammonindia.com)

Tel.: +91 22 61153000 Fax: +91 22 24300529

### **NOTICE TO SHAREHOLDERS**

NOTICE is hereby given that the **Ninety Third Annual General Meeting of Gammon India Limited** will be held on Tuesday, 24<sup>th</sup> March, 2015 at 3.30 p.m. at Ravindra Natya Mandir, (P. L. Deshpande Maharashtra Kala Academy), 3<sup>rd</sup> Floor (Mini Theatre), Sayani Road, Prabhadevi, Mumbai - 400 025 to transact the following business:

#### **ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Financial Statements of the Company for the 9 (nine) months period ended on 30<sup>th</sup> September, 2014 together with the Reports of the Board of Directors and the Auditors Reports thereon.
2. To appoint a Director in place of Mr. Digambar C. Bagde (DIN: 00122564) who retires by rotation and being eligible, offers himself for re-appointment.
3. To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED that pursuant to the provisions of Section 139 and all other applicable provisions of the Companies Act, 2013 (the “Act”) read with Rule 3(7) of the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the Company hereby ratifies the appointment of M/s. Natvarlal Vepari & Co., Chartered Accountants (Firm Registration No. 106971W), as the Statutory Auditors of the Company to hold office from the conclusion of this meeting until the conclusion of the Annual General Meeting to be held for the financial year 2016-17 on such remuneration as may be determined by the Board of Directors.”

#### **SPECIAL BUSINESS:**

4. To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED that pursuant to the provisions of Section 143(8) and all other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) read with Rule 3(7) of the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the Company hereby ratifies the appointment of M/s. Vinod Modi & Associates, Chartered Accountants (Firm Registration No. 111515W) and M/s. M. G. Shah & Associates, Chartered Accountants (Firm Registration No. 112561W) as the Joint Branch Auditors of “Gammon India Limited – Transmission Business” at Nagpur and all other offices of Transmission and Distribution business wherever situated in India and abroad to hold office from the conclusion of this meeting until the conclusion of the Annual General Meeting to be held for the financial year 2018-19 on such remuneration as may be determined by the Board of Directors.”

5. To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED that pursuant to Section 148 of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the Company hereby ratifies payment of remuneration of ₹ 60,000/- (Rupees Sixty Thousand Only) per annum to Mr. R. S. Raghavan, Cost Auditor for conducting audit of

cost accounting records maintained by the Company in respect of (a) manufacture of Power Transmission Tower Parts at the Company's factory locations at Butibori, Deoli and Baroda and (b) manufacture of Power Conductors at the Company's factory location at Silvassa for the financial year commencing on 1<sup>st</sup> October 2014;

RESOLVED FURTHER that the Board of Directors be and is hereby authorized to do all such acts, deeds, matters and things to give effect to this resolution."

6. To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

"RESOLVED that pursuant to the provisions of Sections 197, 198 and all other applicable provisions, if any, of the Companies Act, 2013, read with Schedule V thereto and the Rules made thereunder, as amended from time to time and subject to the approval of the Central Government if any, approval of the Company be and is hereby accorded to the re-appointment of Mr. Rajul A. Bhansali (DIN: 00178558) as Whole-time Director of the Company designated as Executive Director – International Operations for a further period of three (3) years with effect from 30<sup>th</sup> March, 2015 upon such terms and conditions as set out in the Explanatory Statement annexed to this Notice with liberty to the Board of Directors to alter and vary the terms and conditions of the said appointment in such manner as may be agreed between the Board of Directors (the "Board") and Mr. Bhansali;

RESOLVED FURTHER that the Board (which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution), be and is hereby authorised to take all such steps as may be necessary, proper and expedient to give effect to this Resolution."

7. To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED that Mr. Ajit Balubhai Desai, (DIN: 00105836) who was appointed as an Additional Director of the Company with effect from 18<sup>th</sup> December 2014 pursuant to Section 161 of the Companies Act, 2013 ("the Act") and Article 128 of the Articles of Association of the Company and who holds office only upto the date of this Annual General Meeting and in respect of whom notice under Section 160 of the Act has been received from a member signifying his intention to propose Mr. Ajit Balubhai Desai as a candidate for the office of Director of the Company, be and is hereby appointed as a Director of the Company."

8. To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

"RESOLVED that pursuant to the provisions of Sections 197, 198 read with Schedule V thereto and the Rules made thereunder, as amended from time to time and subject to the approval of the Central Government, if any and the approval of the CDR lenders, approval of the Company be and is hereby accorded to the appointment of Mr. Ajit B. Desai as Whole-time Director of the Company, liable to retire by rotation, designated as Executive Director & Chief Executive Officer for a period of three (3) years with effect from 18<sup>th</sup> December 2014 on such terms and conditions as set out in the Explanatory Statement annexed to this Notice with liberty to the Board of Directors (the "Board") to alter and vary the terms and conditions of the said appointment in such manner as may be agreed between the Board and Mr. Desai;

RESOLVED FURTHER that the Board (which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution), be and is hereby authorised to take all such steps as may be necessary, proper and expedient to give effect to this Resolution."

9. To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

“RESOLVED that pursuant to the provisions of Clause 49 of the Listing Agreement executed between the Company and the Stock Exchanges, as amended from time to time, consent of the Company be and is hereby accorded for existing material related party transactions between the Company and the following entities as per the details and on the terms and conditions as set out under Item No. 9 of the Explanatory Statement annexed to this Notice:

<b>Sr. No.</b>	<b>Name of the related party</b>	<b>Nature of relationship</b>	<b>Nature of transaction</b>	<b>Amount (₹ in Crore)</b>
1.	Gammon Cidade Tensacciai	Joint Venture	EPC Contract	400.59
2.	Gammon Mosmetrostroy	Joint Venture	EPC Contract	1,307.45
3.	Patel Gammon	Joint Venture	EPC Contract	987.19
4.	Jaeger Gammon	Joint Venture	EPC Contract	350.47
5.	Patna Highway Projects Limited	Subsidiary	EPC Contract	786.00
6.	Rajahmundry Godavari Bridge Limited	Subsidiary	EPC Contract	740.00
7.	Indira Container Terminal Private Limited	Subsidiary	EPC Contract	550.95

RESOLVED FURTHER that the Board of Directors (the “Board”) and/or any Committee constituted by the Board be and is hereby authorized to settle any question, difficulty or doubt that may arise with regard to giving effect to the above resolution and to do all acts, deeds, things as may be deemed necessary, proper and desirable.”

10. To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

“RESOLVED that pursuant to the provisions of Clause 49 of the Listing Agreement executed between the Company and the Stock Exchanges, as amended from time to time, consent of the Company be and is hereby accorded for existing material related party transactions between the Company and Metropolitan Infrahousing Private Limited as per the details and on the terms and conditions as set out under Item No. 10 of the Explanatory Statement annexed to this Notice;

RESOLVED FURTHER that the Board of Directors (the “Board”) and/or any Committee constituted by the Board be and is hereby authorized to settle any question, difficulty or doubt that may arise with regard to giving effect to the above resolution and to do all acts, deeds, things as may be deemed necessary, proper and desirable.”

11. To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

“RESOLVED that pursuant to the provisions of Clause 49 of the Listing Agreement executed between the Company and the Stock Exchanges, as amended from time to time, consent of the Company be and is hereby accorded for existing material related party transactions between the Company and Campo Puma Oriente S.A. as per the details and on the terms and conditions as set out under Item No. 11 of the Explanatory Statement annexed to this Notice;

RESOLVED FURTHER that the Board of Directors (the “Board”) and/or any Committee constituted by the Board be and is hereby authorized to settle any question, difficulty or doubt that may arise with regard to giving effect to the above resolution and to do all acts, deeds, things as may be deemed necessary, proper and desirable.”

12. To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

“RESOLVED that pursuant to the provisions of Clause 49 of the Listing Agreement executed between the Company and the Stock Exchanges, as amended from time to time, consent of the Company be and is hereby accorded for existing material related party transactions between the Company and Franco Tosi Meccanica S.p.A. as per the details and on the terms and conditions as set out under Item No. 12 of the Explanatory Statement annexed to this Notice;

RESOLVED FURTHER that the Board of Directors (the “Board”) and/or any Committee constituted by the Board be and is hereby authorized to settle any question, difficulty or doubt that may arise with regard to giving effect to the above resolution and to do all acts, deeds, things as may be deemed necessary, proper and desirable.”

**By Order of the Board of Directors  
For GAMMON INDIA LIMITED**

**Sd/-  
GITA BADE  
Company Secretary**

***Registered Office:***

“Gammon House”,  
Veer Savarkar Marg,  
Prabhadevi, Mumbai - 400 025.

Dated: 13<sup>th</sup> February 2015

**NOTES:**

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND INSTEAD OF HIMSELF / HERSELF AND THAT THE PROXY NEED NOT BE A MEMBER. A person can act as a proxy on behalf of members not exceeding fifty (50) and holding in aggregate not more than ten (10) percent of the total paid-up share capital of the Company.
2. Proxies to be effective should be deposited at the Registered Office of the Company not less than forty eight (48) hours before the commencement of the meeting.
3. The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of special businesses under Item Nos. 4 to 12 is annexed hereto.
4. The Register of Members and the Share Transfer Books of the Company will remain closed from 19<sup>th</sup> March 2015 to 24<sup>th</sup> March 2015 (both days inclusive).
5. Members who hold shares in the dematerialized form are requested to write their DP ID and Client ID and those holding shares in physical form are requested to write their folio number in the attendance slip and hand it over at the entrance of the meeting hall.
6. Voting through electronic means:
  - (a) Pursuant to the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members the facility to exercise their right to vote at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by Central Depository Services Limited (CDSL).

- (b) A member may exercise his vote at any general meeting by electronic means and Company may pass any resolution by electronic voting system in accordance with Rule 20 of the Companies (Management and Administration) Rules, 2014.
- (c) During the e-voting period, members of the Company, holding shares either in physical form or dematerialized form, as on the cut-off date i.e. 20<sup>th</sup> February 2015, may cast their vote electronically.
- (d) **The e-voting period commences at 9:30 a.m. on Wednesday, 18<sup>th</sup> March 2015 and ends at 5:30 p.m. on Friday, 20<sup>th</sup> March 2015. The e-voting module shall be disabled by CDSL for voting thereafter.**
- (e) **Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.**
- (f) Voting rights shall be reckoned on the paid-up value of shares registered in the name of the members as on the date of dispatch of notice.
- (g) The Board of Directors at their meeting have appointed Mr. Vidyadhar V. Chakradeo, Practicing Company Secretary as the scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- (h) **Instructions for e-voting:**
- (1) **In case of Members receiving Notice of the Annual General Meeting by email and who wish to vote using the e-voting facility :**
    - (i) Email contains your user ID and password for e-Voting. Please note that this password is an initial password.
    - (ii) Open your web browser during the voting period and log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
    - (iii) Now click on “Shareholders” to cast your votes.
    - (iv) Now, select the Electronic Voting Sequence Number (“EVSN”) of “GAMMON INDIA LIMITED” from the drop down menu and click on “SUBMIT”.
    - (v) Now, fill up the following details in the appropriate boxes:

	<b>For Members holding shares in Demat Form</b>	<b>For Members holding shares in Physical Form</b>
User ID	<b>For NSDL:</b> 8 Character DP ID followed by 8 Digits Client ID <b>For CDSL:</b> 16 digits beneficiary ID	Folio Number registered with the Company
PAN*	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department when prompted by the system while e-voting (applicable for both demat shareholders as well as physical shareholders). <ul style="list-style-type: none"> <li>Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.</li> <li>In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</li> </ul>	

DOB#	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details#	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in the PAN column above.

## Please enter any one of the details in order to login. In case either of the details are not recorded with the depository please enter the value <Default Value> in the DOB column or the <Default Value> in the Dividend Bank details field.

- (vi) After entering these details appropriately, click on “SUBMIT” tab.
- (vii) Members holding shares in Physical form will then reach directly to the voting screen.
- (viii) Members holding shares in Demat form will now reach Password Change menu wherein they are required to mandatorily change their login password in the new password field. The new password has to be minimum eight characters consisting of atleast one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character. Kindly note that this password can be used by the Demat holders for voting on resolutions of any other Company on which they are eligible to vote, provided that Company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (ix) You can also update your mobile number and e-mail ID in the user profile details of the folio which may be used for sending communication(s) regarding CDSL e-voting system in future. The same may be used in case the Member forgets the password and the same needs to be reset.
- (x) If you are already registered with CDSL for e-voting, then you can use your existing login id and password for casting your vote.
- (xi) For Members holding shares in physical form, the password and default number can be used only for e-voting on the resolutions contained in this Notice.
- (xii) On the voting page, you will see Resolution Description and against the same the option ‘YES/ NO’ for voting. Enter the number of shares (which represents number of votes) under YES/NO.
- (xiii) Click on the Resolution File link if you wish to view the entire Notice of the Annual General Meeting.
- (xiv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xv) Once you ‘CONFIRM’ your vote on the resolution, you will not be allowed to modify your vote.

**(2) In case of Members receiving Notice of the Annual General Meeting by post and who wish to vote using the e-voting facility :**

Please follow all steps from Sr. No. (ii) to Sr. No. (xvi) above, to cast your vote.

**(3) Note for Non – Individual Shareholders and Custodians**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

- After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
- The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney/Authority Letter which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system and shall also be forwarded to the Scrutinizer through e-mail at [gita.bade@gammonindia.com](mailto:gita.bade@gammonindia.com) with a copy marked to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

*In case you have any queries or issues regarding e-voting, please contact [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).*

- Members are requested to carefully read the instructions and in case of any queries, you may refer to the QnA on e-Voting for Members and User Manual for Shareholders to cast their votes available in the Help section of [www.evotingindia.com](http://www.evotingindia.com).
- Since the Company is required to provide facility to the members to exercise their right to vote by electronic means, shareholders of the Company, holding shares either in physical form or in dematerialized form and not casting their vote electronically, may cast their vote at the Annual General Meeting.
- The Scrutinizer shall within a period of not exceeding three (3) working days from the conclusion of the e-Voting period unlock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
- The Results shall be declared on or after the Annual General Meeting of the Company. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.gammonindia.com](http://www.gammonindia.com) and on the website of CDSL within two(2) days of passing of the resolutions at the Annual General Meeting of the Company to be held on 24<sup>th</sup> March 2015 and communicated to the NSE & BSE Limited.
- Pursuant to Section 205A of the Companies Act, 1956, the dividend not encashed or claimed within seven (7) years from the date of its transfer to the unpaid dividend account shall be transferred to the Investor Education and Protection Fund (IEPF) established by the Central Government. Accordingly, the Company has transferred Interim Dividend amounting to ₹ 209,863/- and Final Dividend amounting to ₹ 47,094/- (both for the year 2006-07) to IEPF, which was due and payable and remained unclaimed and unpaid for a period of seven years.

The Company will be transferring dividend to IEPF as per the following schedule:

Financial Year	Type of Dividend	Tentative date of transfer to IEPF
2007-2008	Final Dividend	28 <sup>th</sup> November 2015
2008-2009	Final Dividend	17 <sup>th</sup> December 2016
2010-2011	Interim Dividend	21 <sup>st</sup> October 2017
2009-2010	Final Dividend	30 <sup>th</sup> November 2017
2010-2011	Final Dividend	29 <sup>th</sup> October 2018
2011-2012	Final Dividend	28 <sup>th</sup> November 2019

- To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.

13. As per the General Circular 08/2014 No. 1/19/2013-CL-V dated 4<sup>th</sup> April 2014 issued by the Ministry of Corporate Affairs, the financial statements (and documents required to be attached thereto), auditors report and board's report in respect of financial years that commenced earlier than 1<sup>st</sup> April 2014 shall be governed by the relevant provisions/schedules/rules of the Companies Act, 1956. The Ministry of Corporate Affairs, Government of India has, vide General Circular No. 2/2011 dated 8<sup>th</sup> February, 2011 read together with General Circular No. 3/2011 dated 21<sup>st</sup> February, 2011, granted exemption under Section 212(8) of the Companies Act, 1956, for not attaching Annual Report of subsidiary companies, subject to fulfillment of certain conditions by the holding company. As stated in the said circulars, the Board of Directors, vide its resolution dated 18<sup>th</sup> December, 2014 accorded its consent for not attaching the balance sheet of the subsidiaries. Further the Company has presented in the Annual Report, the consolidated financial statements of the Company and all its subsidiaries duly audited by the statutory auditors. The consolidated financial statements have been prepared in strict compliance with the applicable Accounting Standards and, where applicable, the Listing Agreement as prescribed by the Securities and Exchange Board of India. The Company has disclosed in the consolidated balance sheet the following information in aggregate for each subsidiary including subsidiaries of subsidiaries:- (a) capital (b) reserves (c) total assets (d) total liabilities (e) details of investment (except in case of investment in the subsidiaries) (f) turnover (g) profit before taxation (h) provision for taxation (i) profit after taxation (j) proposed dividend.
- The annual accounts of the subsidiary companies and the related detailed information shall be made available to shareholders of the Company and subsidiary companies seeking such information at any point of time. The annual accounts of the subsidiary companies shall also be kept for inspection by any shareholders in the head office of the Company and of the subsidiary companies concerned and a note to the above effect has been included in the Annual Report of the Company. The Company shall furnish a hard copy of details of accounts of subsidiaries to any shareholder on demand.
14. Electronic copy of the Notice along with the Annual Report is being sent to all the members whose email Ids are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report are being sent in the permitted mode.
15. Members who have not registered their e-mail addresses, so far, are requested to register their e-mail addresses, in respect of their electronic holdings with the Depository through their concerned Depository Participants. Members who hold shares in physical form are requested to register their e-mail addresses with the Company's Registrar & Transfer Agents, M/s. Link Intime India Private Limited by sending an e-mail to [gammonindiagreen@linkintime.co.in](mailto:gammonindiagreen@linkintime.co.in) along with details like Name, Folio No. etc.
16. Members are requested to send their queries, if any, at least ten (10) days before the Annual General Meeting, so as to enable the Board to keep the information ready.
17. The shareholders are requested to address their correspondence to the Registrar & Share Transfer Agent viz. M/s. Link Intime India Private Limited, C-13, Pannalal Silk Mills Compound, L. B. S. Marg, Bhandup (W), Mumbai - 400 078.
18. Members may also note that the Notice of the 93<sup>rd</sup> Annual General Meeting and the Annual Report for the nine (9) months period ended 30<sup>th</sup> September 2014 will be available on the Company's website viz. [www.gammonindia.com](http://www.gammonindia.com). Physical copies of the aforesaid documents will be available at the registered office for inspection during business hours on working days.



19. Information required to be provided under the Listing Agreement entered into with various Stock Exchanges, regarding the Directors who are proposed to be appointed / re-appointed is as below:

<b>Name of Director</b>	<b>Mr. Digambar C. Bagde</b>	<b>Mr. Rajul A. Bhansali</b>	<b>Mr. Ajit B. Desai</b>
Age (years)	64	58	58
Qualifications	B.E. (Civil)	Chartered Accountant	B.E. (Civil)
Expertise	Vast professional experience and expertise in Designing and execution of Transmission lines and Railway Electrification.	Vast experience in diverse functional areas such as Finance, Commercial and General Management in Engineering and Construction Industry.	Vast experience in construction management.
Directorships held in other Companies (Indian companies)	<ol style="list-style-type: none"> <li>1. ATSL Infrastructure Projects Ltd.</li> <li>2. Transrail Lighting Ltd.</li> <li>3. SAE Transmission India Ltd.</li> </ol>	<ol style="list-style-type: none"> <li>1. Gammon and Billimoria Ltd.</li> <li>2. Gammon Power Ltd.</li> <li>3. Franco Tosi Turbines Private Ltd.</li> </ol>	<ol style="list-style-type: none"> <li>1. Plamach Turnkeys Limited</li> <li>2. Gactel Turnkey Projects Limited</li> <li>3. Gammon Realty Limited</li> <li>4. Freyssinet (India) Private Ltd.</li> <li>5. Builcon Overseas Engineers Pvt. Ltd.</li> <li>6. Metropolitan Infrahousing Pvt. Ltd.</li> <li>7. Patna Water Supply Distribution Network Pvt. Ltd.</li> </ol>
Memberships/ Chairmanships of committees of other public companies.	NIL	NIL	NIL
Shareholding (No. of shares)	817,472	NIL	4,500

## ANNEXURE TO NOTICE

As required by Section 102 of the Companies Act, 2013 the following Explanatory Statement sets out the material facts relating to the businesses under Item Nos. 4 to 12 of the accompanying Notice dated 13<sup>th</sup> February 2015.

### **Item No. 4 :**

Members had, at the 92<sup>nd</sup> Annual General Meeting held on 30<sup>th</sup> June 2014, approved the appointment of M/s. Vinod Modi & Associates, Chartered Accountants and M/s. M. G. Shah & Associates, Chartered Accountants as the Joint Branch Auditors of 'Gammon India Limited – Transmission Business Nagpur' and all other branch offices of the Transmission and Distribution Business wherever situated for the five (5) financial years 2014-2015, 2015-16, 2016-17, 2017-18 & 2018-19.

Rule 3(7) of Companies (Audit and Auditors) Rules, 2014, states that appointment of the auditor shall be subject to ratification by the members at every annual general meeting till the expiry of the term of the Auditor. In view of the above, the appointment of M/s. Vinod Modi & Associates, Chartered Accountants and M/s. M. G. Shah & Associates, Chartered Accountants as the Joint Branch Auditors of 'Gammon India Limited – Transmission Business Nagpur' and all other offices wherever situated from the conclusion of this Meeting until the conclusion of the Annual General Meeting to be held for the financial year 2018-19 is being placed for members' ratification.

The Board commends the passing of the Ordinary Resolution at Item No. 4 of the accompanying Notice for approval by the Members of the Company.

None of the Directors and Key Managerial Personnel of the Company and their respective relatives are concerned or interested in the passing of the above resolution.

### **Item No. 5 :**

Members are hereby informed that the Audit Committee and the Board of Directors, at their respective meetings held on 4<sup>th</sup> December 2014 and 5<sup>th</sup> December 2014 have appointed Mr. R. S. Raghavan as Cost Auditor of the Company for the financial year commencing from 1<sup>st</sup> October 2014 to conduct audit of cost accounting records maintained by the Company in respect of (a) manufacture of Power Transmission Tower Parts at the Company's factory locations at Butibori, Deoli and Baroda and (b) manufacture of Power Conductors at the Company's factory location at Silvassa on a remuneration of ₹ 60,000/- (Rupees Sixty Thousand) per annum.

Pursuant to Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the remuneration proposed to be paid to the Cost Auditor is required to be ratified by the shareholders.

The Board commends the passing of the Ordinary Resolution at Item No. 5 of the accompanying Notice for approval by the Members of the Company

None of the Directors and the Key Managerial Personnel of the Company and their respective relatives are concerned or interested in the passing of the above resolution.

### **Item Nos. 6, 7 & 8 :**

#### **(i) Re-appointment of Mr. Rajul Bhansali as Whole-Time Director :**

Mr. Rajul Bhansali's term as the Whole-time Director of the Company is expiring on 29<sup>th</sup> March 2015. The Board at its meeting held on 18<sup>th</sup> December 2014, has, on the recommendation of the Nomination and Remuneration Committee and subject to the approval of the Members and the Central Government, re-appointed Mr. Bhansali as the Whole time Director of the Company, designated as Executive Director – International Operations for a period of three (3) years commencing from 30<sup>th</sup> March 2015. Mr. Bhansali joined the Company as an Executive Director in 2003 in charge of finance, legal and subcontracting