



GAMMON INDIA LIMITED

CIN: L74999MH1922PLC000997

Regd. Office: Floor 3rd, Plot No - 3/8, Hamilton House, J.N. Heredia Marg, Ballard Estate, Mumbai 400038.

Website: www.gammonindia.com; **Email:** investors@gammonindia.com; **Tel.:** +9122-22705562

NOTICE TO SHAREHOLDERS

Notice is hereby given that the **Hundredth Annual General Meeting** of Gammon India Limited will be held on Friday, the 30th day of September, 2022 at 2.30 pm via Video Conferencing ("VC")/Other Audio-Visual Means ("OAVM") to transact the following business:

ORDINARY BUSINESS:

1. To consider and adopt the Audited Standalone Financial Statements of the Company for the Financial Year ended 31st March, 2022, the Audited Consolidated Financial Statements for the said Financial Year and the Reports of the Board of Directors and Auditors thereon.
2. Appointment of Statutory Auditors :

To consider and, if thought fit, to pass the following Resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') (including any statutory modifications or re-enactments thereof from time to time) read with the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, M/s Natvarlal Vepari & Co, Chartered Accountants (Firm Registration No. 106971W), be and are hereby appointed as Statutory Auditors of the Company for a period of 5(Five) years from the conclusion of the 100th Annual General Meeting until the conclusion of the 105th Annual General Meeting in place of the retiring auditors M/s. Nayan Parikh & Co, Chartered Accountants (Firm Registration No. 107023W), on such remuneration as may be decided by the Board of Directors from time to time .

RESOLVED FURTHER THAT to give effect to the above resolution, the Board of Directors be and are hereby authorized to take all necessary steps and to do all such acts, deeds, matters and things which may be deemed necessary in this behalf."

SPECIAL BUSINESS:

3. To consider and if thought fit, to pass 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 the payment of ₹ 70,000/- (Rupees Seventy Thousand only) (exclusive of reimbursement of conveyance expenses at actuals and service tax/GST as applicable) as approved by the Board of Directors to Mr. Pradip Damania, Cost Auditor (Regn. No: 101607) appointed by the Board of Directors in order to carry out audit of Company's Cost Records for the Financial Year ending 31st March, 2022."

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

4. To consider and if thought fit, to pass the following resolution as an Ordinary Resolution;

"RESOLVED THAT pursuant to the provisions of Sections 152, 161 and Articles of Association of the Company Mr. Sandeep Sheth (DIN: 08781589), who was appointed by the Board of Directors as an Additional Wholtime Director designated, as Executive Director of the Company effective from 10th August, 2022 and who holds office up to the date of this Annual General Meeting and has consented to act as a Director of the Company be and is hereby appointed as the Director of the Company liable to retire by rotation."

5. To consider and if thought fit, to pass the following resolution as a Special Resolution;

"RESOLVED THAT in accordance with the provisions of Sections 196 and 197 of the Companies Act, 2013, including any amendment thereto or modification thereof read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and all other applicable rules, approval of the Members be and is hereby accorded to the appointment of Mr. Sandeep Sheth (DIN: 08781589) as a Whole-time Director designated as Executive Director of the Company for a period of 3 (three) years with effect from 10th August, 2022 on the terms and conditions including remuneration as set out in the Explanatory Statement annexed to the Notice convening this Meeting.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds and things, including authorizing any Official of the Company to do all such acts, deeds and things as may be necessary 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 196, 197 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and all other rules, regulations, notifications and circulars (including any statutory modifications, clarifications, exemptions or re-enactments thereof, from time to time), and pursuant to the 'No Objection' received from the CDR Lenders,



approval of the Members be and is hereby accorded for ratification of payment of remuneration to Mr. Sandeep Sheth (DIN: 08781589) erstwhile Executive Director as set out in the explanatory statement annexed to the Notice convening this meeting.

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

**By Order of the Board of Directors
For Gammon India Limited**

**Sd/-
Niki Shingade
Company Secretary**

Registered Office:

Floor 3rd, Plot No - 3/8, Hamilton House,
J.N. Heredia Marg, Ballard Estate, Mumbai - 400038.

Date: 10th August, 2022

Place: Mumbai

ANNEXURE TO NOTICE

Item No. 2

This Explanatory Statement is in terms of Regulation 36(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 however the same is strictly not required as per Section 102 of the Companies Act, 2013.

Members are hereby informed that the Board members had appointed M/s. Nayan Parikh and Co, Chartered Accountants, (Firm Registration No: 107023W) as the Statutory Auditors of the Company at the 95th Annual General Meeting (AGM) of the Company, for a period of 5(five) years, i.e. from the conclusion of the 95th AGM, until the conclusion of the 100th AGM to be held for the financial year 2021-2022. Accordingly, the term of the existing Statutory Auditors i.e. M/s. Nayan Parikh and Co, Chartered Accountants, expires on the conclusion of the 100th Annual General Meeting.

Accordingly, the Board of Directors of the Company based on the recommendation of Audit Committee at its meeting held on 10th August, 2022 proposed the appointment of M/s Natvarlal Vepari and Co, Chartered Accountants (Firm Registration No. 106971W) as the Statutory Auditors of the Company in place of the retiring auditors for a period of 5 (five) consecutive years from the conclusion of this 100th AGM, till the conclusion of the 105th AGM at a remuneration of ₹ 18,00,000 p.a. for conducting Audit and Limited Review.

M/s Natvarlal Vepari and Company have consented to their appointment as the Statutory Auditors and have rendered their eligibility certificate in accordance with the provisions of Section 141 of the Companies Act, 2013.

The Brief profile and credentials of M/s Natvarlal Vepari and Company as required under Regulation 36(5)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are stated below:

"Natvarlal Vepari & Co. ('the Firm') is registered with the Institute of Chartered Accountants of India ('ICAI') with Registration No. 106971W. The Head Office of the Firm is located at 903/904, Raheja Chambers, Free Press Journal Marg, Nariman Point, Mumbai 400 021. The Firm has seven partners. The Firm was formed in 1959 and has been engaged in statutory and internal audits of different industry for more than six decades"

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. 3, 4, 5 and 6 of the accompanying Notice dated 10th August, 2022.

Item No. 3

Members are hereby informed that the Board on the recommendation of the Audit Committee appointed Mr. Pradip Damania, Cost Accountant (Membership No. 101607) as the Cost Auditor of the Company for the financial year 2021-2022 in order to conduct audit of Cost Accounting Records maintained by the Company in respect of the Company's Civil Engineering, Procurement and Construction business at a remuneration of ₹ 70,000/- (Rupees Seventy Thousand only) per annum exclusive of reimbursement of conveyance expenses at actuals and service tax/GST as applicable.

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 recommends the passing of the Ordinary Resolution at Item No. 3 of the accompanying notice for members approval. None of the Directors and/or Key Managerial Personnel of the Company or their respective relatives are concerned or interested in the passing of the above resolution.



Item No. 4 & 5

Members are hereby informed that pursuant to Section 161 of the Companies Act, 2013 and on the recommendation of the Nomination and Remuneration Committee, the Board appointed Mr. Sandeep Sheth as an Additional Wholetime Director of the Company designated as an Executive Director of the Company with effect from 10th August, 2022. Mr. Sheth holds as such until this Annual General Meeting.

Mr Sandeep Sheth is an eminent Chartered Accountant having post graduate degrees of Chartered Accountant (ICAI), Company Secretary (ICSI) and Masters in Finance (ICFAI).

He has 26 years of rich experience in various industries, post qualification of CA and is associated with the Gammon group since last 15 years. He has also acted as the member of the management team for the Company's strategy, growth, and execution.

He has worked closely with the Board & top management in devising a financial strategy that supported the company's business strategy. He also has in depth knowledge in Accounts, Finance and various laws.

The Board has appointed Mr. Sheth as an Executive Director of the Company pursuant to Section 196 of the Act read with Schedule V on the following terms and conditions as recommended by the Nomination and Remuneration Committee:

I. Term : 3 (three)years w.e.f 10th August, 2022

II. Remuneration:

Consolidated Salary –

| | Monthly Benefits | Per Month (in ₹) | Per Annum (in ₹) |
|-----------|------------------------------|------------------|------------------|
| A] | Assumed Basic | 1,51,800 | 18,21,600 |
| | HRA | 1,51,800 | 18,21,600 |
| | Education Allowance | 200 | 2,400 |
| | Special Allowance | 66,782 | 8,01,384 |
| | Sub-Total(A) | 3,70,582 | 44,46,984 |
| B] | Conveyance Allowance | 25,000 | 3,00,000 |
| | Medical Allowance | 1250 | 15,000 |
| | Maintenance Allowance | 25,000 | 3,00,000 |
| | Sub-Total (B) | 51,250 | 6,15,000 |
| C] | Annual Benefits | | |
| | LTA | 12,650 | 1,51,800 |
| | Bonus/Ex-gratia | - | - |
| | Sub-Total (C) | 12,650 | 1,51,800 |
| D] | Retirement Benefits | | |
| | Provident Fund | 18,216 | 2,18,592 |
| | Gratuity | 7302 | 87,624 |
| | Sub-Total (D) | 25,518 | 3,06,216 |
| | Grand Total (A+B+C+D) | 4,60,000 | 55,20,000 |

PART A:

- Perquisites shall be valued and taxed as per the provisions of the Income Tax Act, 1961.
- Contribution to the Provident Fund, Superannuation Fund or Annuity Fund will not be included in the computation of the ceiling on remuneration as per Section 197 read with Schedule V of the Companies Act, 2013.



PART B:

(i) Reimbursement of expenses:

All expenses actually and properly incurred by him in the course of discharging official duties of the Company will be reimbursed.

Other terms:

| | | |
|-------------|---|---|
| Job Profile | : | During the period of his service with the Company, the Whole-Time Director designated as Executive Director shall: |
| | : | a) perform, observe and conform to such orders and instructions as may from time to time be reasonably given or communicated to him by the Board of Directors of the Company; |
| | : | b) in all respects carry out and use his best endeavors in carrying out the objects of the Company diligently and faithfully serve the Company, promote and protect its interest in all things to the best of his ability and judgment, and use his best endeavors to further its interests and to increase its business; and |
| | : | c) devote the whole of his time and attention to the business of the Company during the normal office and/or working hours of the Company and otherwise as in the opinion of the Board of Directors may be reasonably necessary for the diligent performance of his duties, and shall not in any way be engaged in, concerned directly or indirectly with any other company, business or trade (subsidiaries and associate companies excepted and otherwise than as the holder of shares or debentures in any company) without the consent of the Board of Directors of the Company |
| Other Terms | : | a) So long as Mr. Sandeep Sheth functions as the Whole-Time Director, he shall not be paid any sitting fees for attending the Meetings of the Board of Directors or the Committee(s) thereof |
| | : | b) He shall be liable to retire by rotation |
| | : | a) He shall be entitled to be compensated for loss of office to the extent permissible under the Companies Act, 2013 if, during the currency of this Agreement, the tenure of his office be determined for reasons other than due to change in the management or necessitated by Strategic Debt Restructuring or those specified in Section 202 of the Companies Act, 2013. |
| | : | c) His appointment, re-appointment, duties, responsibilities and remuneration shall be in conformity with the Companies Act, 2013 (including any amendment thereto), SEBI (Listing Obligations and Disclosures Requirements) Regulations 2015 and all such other applicable laws. |
| | : | d) Such other terms and conditions as may be recommended by the Nomination and Remuneration Committee and as may be approved by the Board. |

The aggregate of the remuneration and perquisites/benefits, including contributions towards Provident Fund, Superannuation Fund and Gratuity Fund, payable to the Whole-time Directors of the Company taken together, shall be within the limit prescribed under the Companies Act, 2013, or any amendment thereto or modification thereof ('the Act').

The Company has received consent from Mr. Sheth (i) Consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014, (ii) Intimation in Form DIR-8 in terms of the Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under Section 164(2) of the Act.

The Board recommends the passing of the Ordinary Resolution at Item No. 4 & and Special Resolution at Item No. 5 of the accompanying Notice for Members approval.

Save and except Mr. Sandeep Sheth, none of the other Directors and/or Key Managerial Personnel of the Company, are interested in the resolutions at Item Nos. 4 & 5 of the Notice.

Item No. 6

Members are informed that on the recommendation of the Nomination and Remuneration Committee, the Board of Directors appointed Mr. Sandeep Sheth as an Additional Whole-time Director designated as Executive Director-Finance for a period of 3 (three) years effective from 15th April, 2021, subject to the approval of the CDR Lenders and the members.

Pursuant to the provisions of Section 197 of the Companies Act, 2013, the Company also obtained a 'No Objection' from the CDR Lenders for payment of the remuneration of 46,00,008/- p.a. for a period of three years commencing from 15th April, 2021.

Members are further informed that the special resolution pertaining to the payment of remuneration of Mr. Sandeep Sheth was dissented by majority of the shareholders in the Annual General Meeting held on 30th September, 2021 wherein Lenders played a major role being the holder of majority of shares.

The Company had paid the remuneration of Rs. 46,00,008/- (Rupees Forty Six Lacs and Eight Only) per annum which includes perquisites (on a pro rata basis) to Mr. Sandeep Sheth, pending shareholders' approval.



The above remuneration was paid to Mr. Sheth from 15th April, 2021 to 14th October, 2021, pursuant to Section 197 of the Companies Act, 2013 read with Part II of Schedule V of the Act on the terms and conditions as recommended by the Nomination and Remuneration Committee and is further required to be ratified by the members.

The Board recommends the passing of the Special Resolution at Item No.6 of the accompanying notice for members approval.

Save and except Mr. Sandeep Sheth, none of the other Directors and/or Key Managerial Personnel of the Company or their respective relatives, are concerned or interested in the passing of the above resolution.

NOTES:

1. VIRTUAL MEETING

In view of the global outbreak of the COVID-19 pandemic, the Ministry of Corporate Affairs ("MCA") has *vide* its General Circular no. 02/2022 dated 05.05.2022 read with General Circular Nos. 20/2020 dated 05.05.2020, 02/2021 dated 13.01.2021, 19/2021 dated 08.12.2021 and 21/2021 dated 14.12.2021 permitted the holding of the Annual General Meeting ("AGM" or "meeting"), through Video Conferencing ("VC")/Other Audio Visual Means ("OAVM"), without the physical presence of the members at a common venue. Members participating through the VC/OAVM shall be reckoned for the purpose of quorum under Section 103 of the Companies Act, 2013 ("Act").

Further, the Securities and Exchange Board of India ("SEBI") *vide* its Circular no. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 ("SEBI Circular") has granted further relaxations to ensure the AGM is conducted effectively. In compliance with the provisions of the Act, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and MCA Circulars, the AGM of the Company is being held through VC/OAVM.

The deemed venue for the AGM will be the place from where the Chairman of the Board conducts the meeting. Since the AGM will be held through VC/ OAVM, the route map of the venue of the Meeting is not annexed hereto.

2. ELECTRONIC COPY OF ANNUAL REPORT AND NOTICE OF ANNUAL GENERAL MEETING

- a) In compliance with the MCA Circulars and SEBI Circular dated 05.05.2022 and 13.05.2022, notice of the AGM along with the Annual Report for the financial year 2021-22 is being sent only through electronic mode to those members whose e-mail addresses are registered with the Company/ Depositories.
- b) Members may note that the Notice and Annual Report for the financial year 2021-22 will also be available on the Company's website www.gammonindia.com, websites of the Stock Exchanges, i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and website of Link Intime India Private Limited ("LI IPL") i.e. www.instavote.linkintime.co.in.

3. STATEMENT UNDER SECTION 102 OF THE ACT

The Explanatory Statement in terms of the provisions of Section 102(1) of the Act, which sets out details relating to special business to be transacted at the meeting forms part of this notice.

4. PROXY

Since the AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for the AGM. Hence, the Proxy Form and Attendance Slip are not annexed to this Notice.

5. AUTHORISED REPRESENTATIVE

Institutional / Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/ JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the AGM through VC / OAVM on its behalf and to vote through remote e-voting.

The said Resolution/Authorization shall be sent to the Scrutinizer by e-mail through its registered e-mail address to Mr. Mitesh Shah at team@mishah.com with a copy marked to the Company Secretary at investors@gammonindia.com, not less than 48 (forty eight) hours before the commencement of the AGM i.e. by 2:30 p.m. on Wednesday, 28th September, 2022.

6. DOCUMENTS OPEN FOR INSPECTION

Relevant documents referred to in the accompanying Notice and the statement pursuant to Section 102(1) of the Act, are uploaded on the website of the Company at: www.gammonindia.com.

Documents required to be kept open for inspection by the members at the AGM in terms of the applicable laws, shall be made available on www.instameet.linkintime.co.in.



7. E-VOTING

Pursuant to Section 108 of the Act, Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the MCA Circulars, the Company is pleased to provide the facility to members to exercise their right to vote, on the resolutions proposed to be passed at AGM, by electronic means.

The Company has engaged the services of LIPL to provide the remote e-voting facility on InstaVote and the e-voting system on the date of the AGM on InstaMeet.

The Company has appointed Mr. Mitesh Shah, Company Secretaries (FCS No. 10070), to act as the Scrutinizer and to scrutinize the entire e-voting process (i.e. remote e-voting and e-voting at the AGM) in a fair and transparent manner.

8. BOOK CLOSURE PERIOD

The Register of Members and the Share Transfer Books of the Company shall remain closed from Friday, 23rd September, 2022 to Friday, 30th September, 2022 (both days inclusive) for the purpose of Annual General Meeting.

9. TRANSFER OF UNPAID/UNCLAIMED DIVIDEND AND RELATED SHARES TO IEPF

The Company did not pay any amount as dividend since the financial year 2012-13 onwards. Hence there is no pending dividend which is outstanding to be transferred to IEPF authorities pursuant to the provisions of Section 124 of the Companies Act, 2013.

10. E-VOTING

REMOTE E-VOTING: IMPORTANT DATES

| | |
|---|--|
| Cut-off date : For determining the Members entitled to vote on the resolutions set forth in this notice. | Friday, 23 rd September, 2022 |
| Remote e-voting period During this period Shareholders of the Company, holding shares, as on the cut-off date (record date) of 23 rd September, 2022 may cast their vote electronically. The e-voting module shall be disabled by LIPL for voting thereafter. | <u>Commence from:</u> Tuesday, 27 th September, 2022 at 9.00 am <u>End at</u> Thursday, 29 th September, 2022 at 5.00 pm |
| URL for remote e-voting | https://instavote.linkintime.co.in |

REMOTE E-VOTING INSTRUCTIONS FOR SHAREHOLDERS

Remote E-Voting for shareholders post change in the Login mechanism for Individual shareholders holding securities in demat mode, pursuant to SEBI circular dated December 9, 2020:

As per the SEBI circular dated December 9, 2020, individual shareholders holding securities in demat mode can register directly with the depository or will have the option of accessing various ESP portals directly from their demat accounts.

LOGIN METHOD FOR INDIVIDUAL SHAREHOLDERS HOLDING SECURITIES IN DEMAT MODE IS GIVEN BELOW:

1. INDIVIDUAL SHAREHOLDERS HOLDING SECURITIES IN DEMAT MODE WITH NSDL:

- Existing IDeAS user can visit the e-Services website of NSDL viz... <https://eservices.nsdl.com> either on a personal computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name i.e. LINKINTIME and you will be re-directed to "InstaVote" website for casting your vote during the remote e-Voting period.
- If you are not registered for IDeAS e-Services, option to register is available at <https://eservices.nsdl.com> Select «Register Online for IDeAS Portal» or click at <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
- Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://eservices.nsdl.com> either on a personal computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon «Login» which is available under «Shareholder/Member» section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name i.e. LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.



2. INDIVIDUAL SHAREHOLDERS HOLDING SECURITIES IN DEMAT MODE WITH CDSL:

1. Existing users who have opted for Easi / Easiest, can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <https://web.cdslindia.com/myeasi/home/login> or www.cdslindia.com and click on New System Myeasi.
2. After successful login of Easi/Easiest the user will be able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. LINKINTIME. Click on LINKINTIME and you will be redirected to “InstaVote” website for casting your vote during the remote e-Voting period.
3. If the user is not registered for Easi/Easiest, option to register is available at <https://web.cdslindia.com/myeasi/Registration/EasiRegistration>.
4. Alternatively, the user can directly access e-Voting page by providing demat account number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. LINKINTIME. Click on LINKINTIME and you will be redirected to “InstaVote” website for casting your vote during the remote e-Voting period.

3. INDIVIDUAL SHAREHOLDERS (HOLDING SECURITIES IN DEMAT MODE) LOGIN THROUGH THEIR DEPOSITORY PARTICIPANTS:

You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name i.e. LINKINTIME and you will be redirected to “InstaVote” website for casting your vote during the remote e-Voting period.

LOGIN METHOD FOR INDIVIDUAL SHAREHOLDERS HOLDING SECURITIES IN PHYSICAL FORM IS GIVEN BELOW:

INDIVIDUAL SHAREHOLDERS OF THE COMPANY, HOLDING SHARES IN PHYSICAL FORM AS ON THE CUT-OFF DATE FOR E-VOTING MAY REGISTER FOR E-VOTING FACILITY OF LINK INTIME AS UNDER:

1. Open the internet browser and launch the URL: <https://instavote.linkintime.co.in>
2. Click on “**Sign Up**” under ‘**SHARE HOLDER**’ tab and register with your following details: -
 - A. **User ID:** Shareholders holding shares in **physical form shall provide** Event No + Folio Number registered with the Company.
 - B. **PAN:** Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.
 - C. **DOB/DOI:** Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)
 - D. **Bank Account Number:** Enter your Bank Account Number (last four digits), as recorded with your DP/Company.
 - * *Shareholders/ members holding shares in **physical form** but have not recorded ‘C’ and ‘D’, shall provide their Folio number in ‘D’ above*
 - Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter).
 - Click “confirm” (Your password is now generated).
3. Click on ‘Login’ under ‘**SHARE HOLDER**’ tab.
4. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on ‘**Submit**’.

CAST YOUR VOTE ELECTRONICALLY:

1. After successful login, you will be able to see the notification for e-voting. Select ‘**View**’ icon.
2. E-voting page will appear.
3. Refer the Resolution description and cast your vote by selecting your desired option ‘**Favour / Against**’ (If you wish to view the entire Resolution details, click on the ‘**View Resolution**’ file link).
4. After selecting the desired option i.e. Favour / Against, click on ‘**Submit**’. A confirmation box will be displayed. If you wish to confirm your vote, click on ‘**Yes**’, else to change your vote, click on ‘**No**’ and accordingly modify your vote.



GUIDELINES FOR INSTITUTIONAL SHAREHOLDERS:

Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of LIIPL at <https://instavote.linkintime.co.in> and register themselves as '**Custodian / Mutual Fund / Corporate Body**'. They are also required to upload a scanned certified true copy of the board resolution /authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the '**Custodian / Mutual Fund / Corporate Body**' login for the Scrutinizer to verify the same.

HELPPESK FOR INDIVIDUAL SHAREHOLDERS HOLDING SECURITIES IN PHYSICAL MODE/ INSTITUTIONAL SHAREHOLDERS:

Shareholders facing any technical issue in login may contact Link Intime INSTAVOTE helpdesk by sending a request at enotices@linkintime.co.in or contact on: - Tel: 022 – 4918 6000.

HELPPESK FOR INDIVIDUAL SHAREHOLDERS HOLDING SECURITIES IN DEMAT MODE:

Individual Shareholders holding securities in demat mode may contact the respective helpdesk for any technical issues related to login through Depository i.e. NSDL and CDSL.

| Login type | Helpdesk details |
|--|--|
| Individual Shareholders holding securities in demat mode with NSDL | Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30 |
| Individual Shareholders holding securities in demat mode with CDSL | Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 22- 23058542-43. |

INDIVIDUAL SHAREHOLDERS HOLDING SECURITIES IN PHYSICAL MODE HAS FORGOTTEN THE PASSWORD:

If an Individual Shareholders holding securities in Physical mode has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on the e-Voting website of Link Intime: <https://instavote.linkintime.co.in>

- o Click on '**Login**' under '**SHARE HOLDER**' tab and further Click '**forgot password?**'
- o Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on "SUBMIT".

In case shareholders are having valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above. The password should contain minimum 8 characters, at least one special character (@!#\$%&), at least one numeral, at least one alphabet and at least one capital letter.*

User ID for Shareholders holding shares in Physical Form (i.e. Share Certificate): Your User ID is Event No + Folio Number registered with the Company

INDIVIDUAL SHAREHOLDERS HOLDING SECURITIES IN DEMAT MODE WITH NSDL/ CDSL HAS FORGOTTEN THE PASSWORD:

Shareholders who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned depository/ depository participants website.

- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular "Event".



InstaVote Support Desk

Link Intime India Private Limited

PROCESS AND MANNER FOR ATTENDING THE ANNUAL GENERAL MEETING THROUGH INSTAMEET:

Open the internet browser and launch the URL: <https://instameet.linkintime.co.in>

- Select the “**Company**” and “**Event Date**” and register with your following details: -
 - A. Demat Account No. or Folio No:** Enter your 16 digit Demat Account No. or Folio No
 - Shareholders/ members holding shares in **CDSL demat account shall provide 16 Digit Beneficiary ID**
 - Shareholders/ members holding shares in **NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID**
 - Shareholders/ members holding shares in **physical form shall provide** Folio Number registered with the Company
 - B. PAN:** Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.
 - C. Mobile No.:** Enter your mobile number.
 - D. Email ID:** Enter your email id, as recorded with your DP/Company.
- Click “Go to Meeting” (You are now registered for InstaMeet and your attendance is marked for the meeting).

Please refer the instructions (annexure) for the software requirements and kindly ensure to install the same on the device which would be used to attend the meeting. Please read the instructions carefully and participate in the meeting. You may also call upon the InstaMeet Support Desk for any support on the dedicated number provided to you in the instruction/ InstaMEET website.

INSTRUCTIONS FOR SHAREHOLDERS/ MEMBERS TO SPEAK DURING THE ANNUAL GENERAL MEETING THROUGH INSTAMEET:

1. Shareholders who would like to speak during the meeting must register their request 3 days in advance with the company on investors@gammonindia.com.
2. Shareholders will get confirmation on first cum first basis depending upon the provision made by the client.
3. Shareholders will receive “speaking serial number” once they mark attendance for the meeting.
4. Other shareholder may ask questions to the panellist, via active chat-board during the meeting.
5. Please remember speaking serial number and start your conversation with panellist by switching on video mode and audio of your device.

Shareholders are requested to speak only when moderator of the meeting/ management will announce the name and serial number for speaking.

INSTRUCTIONS FOR SHAREHOLDERS/ MEMBERS TO VOTE DURING THE ANNUAL GENERAL MEETING THROUGH INSTAMEET:

Once the electronic voting is activated by the scrutinizer/ moderator during the meeting, shareholders/ members who have not exercised their vote through the remote e-voting can cast the vote as under:

1. On the Shareholders VC page, click on the link for e-Voting “Cast your vote”
2. Enter your 16 digit Demat Account No. / Folio No. and OTP (received on the registered mobile number/ registered email Id) received during registration for InstaMEET and click on ‘Submit’.
3. After successful login, you will see “Resolution Description” and against the same the option “Favour/ Against” for voting.
4. Cast your vote by selecting appropriate option i.e. “Favour/Against” as desired. Enter the number of shares (which represents no. of votes) as on the cut-off date under ‘Favour/Against’.
5. After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on “Save”. A confirmation box will be displayed. If you wish to confirm your vote, click on “Confirm”, else to change your vote, click on “Back” and accordingly modify your vote.
6. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

Note: Shareholders/ Members, who will be present in the Annual General Meeting through InstaMeet facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting facility during the meeting. Shareholders/ Members who have voted through Remote e-Voting prior to the Annual General Meeting will be eligible to attend/ participate in the Annual General Meeting through InstaMeet. However, they will not be eligible to vote again during the meeting.



Shareholders/ Members are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for better experience.

Shareholders/ Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

Please note that Shareholders/ Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

In case shareholders/ members have any queries regarding login/ e-voting, they may send an email to instameet@linkintime.co.in or contact on: - Tel: 022-49186175.

GUIDELINES TO ATTEND THE AGM PROCEEDINGS OF LINK INTIME INDIA PVT. LTD.: INSTAMEET

For a smooth experience of viewing the AGM proceedings of Link Intime India Pvt. Ltd. InstaMEET, shareholders/ members who are registered as speakers for the event are requested to download and install the Webex application in advance by following the instructions as under:

- a) Please download and install the Webex application by clicking on the link <https://www.webex.com/downloads.html/>

The screenshot displays the Webex website's download page. The top navigation bar includes the Cisco Webex logo, links for Solutions, Webex Devices, Plans & Pricing, and Learn, along with a search icon, Host, Join, Sign in, and a Start for Free button. The main content area is divided into two columns. The left column, titled 'Webex Meetings', lists features like HD video for face-to-face meetings, flexible audio-only options, easy screen sharing, and meeting across any device. It features a 'Download for Windows' button, which is highlighted with a black arrow. Below this, it says 'Also available here:' and shows links for 'Download on the App Store' and 'GET IT ON Google Play'. The right column, titled 'Webex Teams', lists features like one-on-one or group messaging, digital two-way whiteboarding, rich content and file sharing, and video calling. It also has a 'Download for Windows' button and a 'Download Teams VDI' link. Below the main content, there are three steps for installation: Step 1 (Double-click the webexapp.msi file you downloaded), Step 2 (The Webex Meetings setup wizard will launch. Follow the instructions to set up.), and Step 3 (Once installed the app will launch automatically.). At the bottom, a text box instructs to 'To open the app double-click the Webex Meetings icon on your desktop.' Below this, a Windows file explorer dialog box is shown, asking 'What do you want to do with webexapp.msi (88.1 MB)? From: akamaicdn.webex.com'. The dialog has buttons for 'Run', 'Save', 'Cancel', and a close button (X). A black arrow points to the 'Run' button.