



GAMMON

GAMMON INFRASTRUCTURE PROJECTS LIMITED

Gammon House, Veer Savarkar Marg, Prabhadevi, Mumbai 400 025

CIN: L45203MH2001PLC131728

Notice

Notice is hereby given that the Thirteenth Annual General Meeting of the members of Gammon Infrastructure Projects Limited will be held at Ravindra Natya Mandir, Ground Floor, Near Siddhivinayak Temple, Sayani Road, Prabhadevi, Mumbai 400025 on Monday, the 30th day of June, 2014 at 3.30 p.m. to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Statement of Profit & Loss Account for the financial year ended 31st December, 2013 and the Balance Sheet as at that date, together with the Reports of the Board of Directors and the Auditors thereon.
2. To appoint a director in place of Mr. Abhijit Rajan, who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint Auditors and to fix their remuneration.

SPECIAL BUSINESS:

4. To consider and if thought fit, to pass, with or without modifications, the following Resolution as Ordinary Resolution:
“**Resolved** that, pursuant to and subject to the provisions of Sections 149, 150, 152 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Ms. Homai A. Daruwalla, director of the Company whose current tenure of office as a director liable to retire by rotation comes to an end on the date of this 13th Annual General Meeting, be and is hereby appointed as an independent director of the Company to hold office for a term of five consecutive years from the 13th Annual General Meeting.”
5. To consider and if thought fit, to pass, with or without modifications, the following Resolution as Ordinary Resolution:
“**Resolved** that, the vacancy caused by the retirement by rotation of Ms. Homai A. Daruwalla, independent director, who is being appointed as an independent director not liable to retire by rotation under the provisions of the Companies Act, 2013 for a consecutive term of five years, be not filled up.”
6. To consider and if thought fit, to pass, with or without modifications, the following Resolution as Ordinary Resolution:
“**Resolved** that, pursuant to and subject to the provisions of Sections 149, 150, 152 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mr. Chandahas Charandas Dayal be and is hereby appointed as an independent director of the Company to hold office for a term of five consecutive years from the 13th Annual General Meeting.”
7. To consider and if thought fit, to pass, with or without modifications, the following Resolution as Ordinary Resolution:
“**Resolved** that, pursuant to and subject to the provisions of Sections 149, 150, 152 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mr. Naresh Chandra be and is hereby appointed as an independent director of the Company to hold office for a term of five consecutive years from the 13th Annual General Meeting.”
8. To consider and if thought fit, to pass, with or without modifications, the following Resolution as Ordinary Resolution:
“**Resolved** that, pursuant to and subject to the provisions of Sections 149, 150, 152 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mr. Sushil Chandra Tripathi be and is hereby

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appointed as an independent director of the Company to hold office for a term of five consecutive years from the 13th Annual General Meeting”

9. To consider and if thought fit, to pass, with or without modifications, the following Resolution as a Special Resolution:

“**Resolved** that, pursuant to the provisions of Sections 196, 197, 203 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013 and subject to such approval from the Central Government or any other authority, as may be required, the consent of the Company be and is hereby accorded to the appointment of Mr. Kishor Kumar Mohanty as the ‘managing director’ of the Company for a period of three years effective from 12th April, 2014, on the terms and conditions, including the terms of remuneration as set out in the Explanatory Statement annexed to this Notice (“Terms of Remuneration”), with liberty to the Board of the Company to alter and vary the Terms of Remuneration within the overall limits specified herein.

Remuneration:

1. Basic salary: In the scale of ₹ 450,000/- – ₹ 50,000/- – ₹ 650,000/- per month, as may be determined by the Board from time to time.
2. Perquisites and fixed allowances, such as house rent allowance, medical reimbursement, leave travel allowance, group medi-claim policy, personal accident policy, bonus, provident fund, gratuity, superannuation / annuity and other allowances as may be approved by the Board from time to time up to five times the basic salary.
3. A onetime retention bonus of ₹ 7,500,000/- payable on 1st October, 2014.

In addition to the above, Mr. Mohanty will also be entitled to the benefit of encashment of privilege leave as per the Company rules applicable to all employees of the Company. Further, Mr. Mohanty will also be provided with suitable Company accommodation and a Company car and telephones, subject, however, to personal long distance calls on telephones and use of car for private purpose being charged to him.

Resolved further that, notwithstanding anything to the contrary herein contained where in any financial year during the currency of tenure of Mr. Mohanty the Company has no profits or its profits are inadequate, the Company will pay the remuneration by way of salary, perquisites and allowances as may be fixed by the Board, subject to the limits specified herein, as minimum remuneration, subject to compliance with the applicable provisions of Schedule V of the Act and, if and to the extent necessary, with the approval of the Central Government.

Resolved further that, the Board be and is hereby authorised to take all such steps as may be necessary, proper or expedient to give effect to this Resolution.”

10. To consider and if thought fit, to pass, with or without modifications, the following Resolution as a Special Resolution:

“**Resolved** that, pursuant to the provisions of Sections 196, 197, 203 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013 and subject to such approval from the Central Government or any other authority, as may be required, the consent of the Company be and is hereby accorded to the appointment of Mr. Parag Parikh as a ‘whole time director’ of the Company for a period of three years commencing from August 25, 2014 on the terms and conditions, including the terms of remuneration as set out in the Explanatory Statement annexed to this Notice (“**Terms of Remuneration**”), with liberty to the Board to alter and vary the Terms of Remuneration within the overall limits specified herein.

Remuneration:

1. Basic salary: In the scale of ₹ 100,000/- – ₹ 10,000/- – ₹ 250,000/- per month, as may be determined by the Board from time to time.

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2. Perquisites and fixed allowances such as house rent allowance, medical reimbursement, leave travel allowance, group medi-claim policy, personal accident policy, bonus, provident fund, gratuity, superannuation / annuity and other allowances as may be approved by the Board up to five times the basic salary.
3. Retention bonus of ₹ 6 lakhs each payable on 1st October, 2014 and 1st October, 2015.

In addition to the above, Mr. Parikh will also be entitled to encashment of privilege leave as per the Company rules applicable to all employees of the Company. Further, Mr. Parikh will be provided with telephones, subject, however, to personal long distance calls being charged to him.

Resolved further that, notwithstanding anything to the contrary herein contained where in any financial year during the currency of tenure of Mr. Parikh the Company has no profits or its profits are inadequate, the Company will pay the remuneration by way of salary, perquisites and allowances as may be fixed by the Board, subject to the limits specified herein, as minimum remuneration, subject to compliance with the applicable provisions of Schedule V of the Act and, if and to the extent necessary, with the approval of the Central Government.

Resolved further that, the Board be and is hereby authorised to take all such steps as may be necessary, proper or expedient to give effect to this Resolution."

**By Order of the Board of Directors
For Gammon Infrastructure Projects Limited**

Mumbai
June 02, 2014

G. Sathis Chandran
Company Secretary

REGISTERED OFFICE:

Gammon House,
Veer Savarkar Marg,
Prabhadevi, Mumbai-400 025

NOTES:

- (1) ANY MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND AT A POLL, VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER.
- (2) Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of the items of Special Business and details of directors seeking appointment / reappointment as stipulated in Clause 49 of the listing agreement are annexed hereto.
- (3) Instruments of Proxy must be lodged at the Registered Office of the Company not less than 48 hours before the time for commencement of the Meeting.
- (4) Members / Proxies are requested to hand over the attached 'Attendance Slip' duly filled in, at the entrance of the venue of the Meeting for attending the Meeting.
- (5) Corporate members intending to send their authorised representatives to attend the Meeting are requested to send a certified copy of its Board resolution authorizing its representative to attend and vote on their behalf at the Meeting.
- (6) The retiring Auditors M/s. Natvarlal Vepari & Co. and M/s. S. R. Batliboi & Co. LLP are eligible to be reappointed as the Auditors of the Company and have given the requisite certificate to the Company.
- (7) Members are requested to send their queries on the Annual Report to the Company, if any, at least 10 (ten) days before the Annual General Meeting, so as to enable the Board to keep the information ready. Members are also requested to bring their copies of the Annual Report and Notice to the Meeting, as the same shall not be distributed at the Meeting.

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- (8) The Register of Members and Transfer Books of the Company will be closed on June 30, 2014 for the purpose of the Annual General Meeting.
- (9) Electronic copy of the 13th Annual Report is being sent to all the members whose email IDs are registered with the Company/Depository Participants 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 13th Annual Report is being sent in the permitted mode.

(10) Voting through electronic means

- I. In compliance with 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 facility to exercise their right to vote at the 13th Annual General Meeting (13th AGM) by electronic means and the business may be transacted through e-Voting Services provided by National Securities Depository Limited (NSDL):

The instructions for e-voting are as under:

- (i) The Notice of the 13th AGM of the Company inter alia indicating the process and manner of e-Voting along with printed Attendance Slip and Proxy Form is being dispatched to all the members. Initial password is provided at the bottom of the Attendance Slip for the 13th AGM.
 - (ii) NSDL shall also be sending the User-ID and Password, to those members whose shareholding is in the dematerialized format and whose email addresses are registered with the Company/Depository Participants.
 - (iii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
 - (iv) Click on Shareholder – Login
 - (v) Put user ID and password as initial password noted in step (i) above. Click Login.
 - (vi) Password change menu appears. Change the password with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - (vii) Home page of e-Voting opens. Click on e-Voting: Active Voting Cycles.
 - (viii) Select "EVEN" of Gammon Infrastructure Projects Limited
 - (ix) Now you are ready for e-Voting as Cast Vote page opens
 - (x) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
 - (xi) Upon confirmation, the message "Vote cast successfully" will be displayed
 - (xii) Once you have voted on the resolution, you will not be allowed to modify your vote
 - (xiii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/ JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail vvchakra@gmail.com or compliances@gammoninfra.com with a copy marked to evoting@nsdl.co.in.
- II. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the Downloads section of www.evoting.nsdl.com.
 - III. If you are already registered with NSDL for e-voting then you can use your existing user ID and password for casting your vote.

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- IV. 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 future communication(s).
- V. The e-voting period commences on 24th June, 2014 (9:00 am) and ends on 25th June, 2014 (6:00 pm). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of May 23, 2014, may cast their vote electronically. The e-voting module shall also be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
- VI. The voting rights of Shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on, Friday, 23rd May, 2014.
- VII. Since the Company is required to provide members facility to exercise their right to vote by electronic means, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of May 23, 2014 and not casting their vote electronically, may only cast their vote physically at the Annual General Meeting.
- VIII. Mr. V. V. Chakradeo, practicing Company Secretary, has been appointed as the scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- IX. 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 favor or against, if any, forthwith to the Chairman of the Company.
- X. The Results shall be declared on or after the 13th AGM of the Company. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.gammoninfra.com and on the website of NSDL within two(2) days of passing of the resolutions at the 13th AGM of the Company on 30th June 2014 and communicated to the BSE Limited and National Stock Exchange of India Limited.

Explanatory Statement (Pursuant to Section 102 of the Companies Act, 2013)

ITEM NO. 4 & 5

Ms. Homai A. Daruwalla is an independent director of the Company. She joined the Board in November, 2011. Ms. Daruwalla is also a member of the Audit Committee, the Nomination & Remuneration Committee and the Compensation Committee of the Board. Under the current terms of her appointment, Ms. Daruwalla will be due for retirement by rotation at the 13th Annual General Meeting.

Under Section 149 and other applicable provisions of the Companies Act 2013 (the "**Act**"), an independent director is to be appointed for a consecutive term of five years and is not liable to retire by rotation. Ms. Daruwalla, being eligible to be appointed as an independent director under the Act, has given her consent to be appointed as an independent director of the Company.

Subject to the Act, and the rules and clarifications thereunder, it is proposed to appoint Ms. Daruwalla as an independent director of the Company under the Act for a term of five consecutive years from the 13th Annual General Meeting. A notice has been received from a member proposing Ms. Daruwalla as a candidate to the office of director of the Company.

In the opinion of the Board, Ms. Daruwalla fulfills the conditions specified in the Act and the rules made thereunder for her appointment as an independent director of the Company and is independent of the management. Copy of the draft letter for appointment of Ms. Daruwalla as an independent director setting out the terms and conditions is available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day, excluding Saturday and Sunday.

The Board considers that her continued association would be of immense benefit to the Company and it is desirable to continue to avail her services as an independent director. Accordingly, the Board recommends the Resolution No.4 for appointment of Ms. Daruwalla as an independent director, for the approval of members.

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Since the vacancy caused by the retirement of Ms. Daruwalla is not being filled up either by herself or by any other person as a director liable to retire by rotation, by way of abundant caution, it is proposed that a resolution be approved by members to not fill up the vacancy caused by her retirement by rotation and accordingly the Board recommends the Resolution No.5 for the approval of members.

Except Ms. Homai A. Daruwalla, none of the directors or key managerial personnel of the Company or their relatives is / are, in any way concerned or interested in the proposed resolution.

ITEM NO. 6, 7 & 8

Mr. Chandradas Charandas Dayal is an independent director of the Company. He joined the Board in September, 2005. Mr. Dayal is also the Chairman of the Audit Committee, the Nomination & Remuneration Committee and the Compensation Committee of the Board and is a member of the Stakeholders' Relationship Committee.

Mr. Naresh Chandra is an independent director of the Company and is the Chairman of the Board. He joined the Board in October, 2007. Mr. Chandra is also a member of the Audit Committee of the Board.

Mr. Sushil Chandra Tripathi is an independent director of the Company. He joined the Board in May, 2008. He is a member of the Audit Committee, the Nomination & Remuneration Committee and the Compensation Committee of the Board.

Under Section 149 and other applicable provisions of the Companies Act 2013, an independent director is to be appointed for a consecutive term of five years and is not liable to retire by rotation. Mr. C.C.Dayal, Mr. Naresh Chandra and Mr. S.C.Tripathi, being eligible to be appointed as independent directors under the Act, have given their consent to be appointed as independent directors of the Company.

Subject to the Act, and the rules and clarifications thereunder, it is proposed to appoint Mr. C.C.Dayal, Mr. Naresh Chandra and Mr. S.C.Tripathi as independent directors of the Company under the Act for a term of five consecutive years from the 13th Annual General Meeting. Notices have been received from a member proposing their candidature as directors of the Company.

In the opinion of the Board, Mr. C.C.Dayal, Mr. Naresh Chandra and Mr. S.C.Tripathi fulfill the conditions specified in the Act and the rules made thereunder for their appointments as independent directors of the Company and are independent of the management. Copies of the draft letters of appointment of Mr. C.C.Dayal, Mr. Naresh Chandra and Mr. S.C.Tripathi as independent directors setting out the terms and conditions are available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day, excluding Saturday and Sunday.

The Board considers that the continued association of Mr. C.C.Dayal, Mr. Naresh Chandra and Mr. S.C.Tripathi will be of immense benefit to the Company and it is desirable to continue to avail their services as independent directors. Accordingly, the Board recommends the Resolutions No.6,7&8 for the approval of members.

Mr. C.C.Dayal, Mr. Naresh Chandra and Mr. S.C.Tripathi may be considered as interested in the respective resolutions for their appointments. None of the other directors or key managerial personnel of the Company or their relatives is / are, in any way concerned or interested in the proposed resolutions.

ITEM NO. 9

Mr. Kishor Kumar Mohanty is B.Tech in Electronics & Telecommunications with an MBA in Finance & Marketing from Harvard Business School, Boston. He has over thirty three years of managerial experience in various capacities. He joined the Board as an additional director on 12th April, 2011. His appointment as the managing director of the Company with effect from 12th April, 2011 was approved by the members at the Annual General Meeting held on 26th September, 2011.

The Board and the Nomination & Remuneration Committee of the Board has on 12th February, 2014 approved his re-appointment as the managing director of the Company for a further period of three years with effect from 12th April, 2014. The Nomination & Remuneration Committee has approved the following terms of remuneration for Mr. Mohanty, which may be revised by the said Committee from time to time within the overall limits stated in resolution no. 9, including revision on account of annual increments:

(a) Basic salary per month : ₹ 500,000/-

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| (b) Special allowance per month | : ₹ 500,000/- |
| (c) Fixed allowance per month | : ₹ 863,100/- |
| (d) Medical Reimbursement per year | : ₹ 15,000/- |
| (e) Leave Travel Concession per year | : ₹ 120,000/- |
| (f) Ex-gratia per year | : one month's basic salary |

Mr. Mohanty will also be provided with a suitable Company accommodation, Company car and telephones, subject, however, to personal long distance calls on telephones and use of car for private purpose being charged to him. Mr. Mohanty will also be entitled to the benefit of group medi-claim policy, personal accident policy, provident fund, gratuity, superannuation / annuity fund, sick leave, privilege leave and facility for accumulation and encashment of privilege leave as per the Company rules applicable to all employees of the Company.

The resolution no. 9 further authorizes payment of the remuneration outlined herein as the minimum remuneration, subject to applicable approvals, even in the absence of profit or inadequacy of profit.

The other terms of Mr. Mohanty's appointment are:

- (i) He shall not be paid any sitting fees for attending the meetings of the Board or committees thereof.
- (ii) He shall be bound by the terms of the 'code of conduct for directors and members of senior management' of the Company.
- (iii) He shall cease to be a director if he ceases to be an employee of the Company.
- (iv) Either side (the Company or Mr. Mohanty) may terminate Mr. Mohanty's appointment as managing director by giving not less than three calendar months prior notice in writing in that behalf to the other.

The Board recommends the Resolution to the members of the Company for approval.

Except Mr. Mohanty, none of the directors or key managerial personnel of the Company or their relatives is / are, in any way concerned or interested in the proposed resolution.

ITEM NO. 10

Mr. Parag Parikh is a financial planning professional with a post graduate degree in commerce and management. He has been with the Company since its inception and was appointed as the Chief Financial Officer of the Company in May, 2008. He joined the Board as an additional director in the whole time employment of the Company on August 25, 2011. Mr. Parikh's appointment as a whole time director of the Company was approved by the members on 26th September, 2011 for a period of three years. Mr. Parikh oversees the accounting, finance and banking functions of the Company as its Chief Financial Officer.

The Board and the Nomination & Remuneration Committee of the Board has on 2nd June, 2014 approved his re-appointment as a whole time director of the Company for a further period of three years with effect from August 25, 2014. The Nomination & Remuneration Committee has approved the following terms of remuneration for Mr. Parikh, which may be revised by the said Committee from time to time within the overall limits stated in resolution no. 10, including revision on account of annual increments:

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| (a) Basic salary per month | : ₹ 160,000/- |
| (b) House rental allowance per month | : 50% of basic salary |
| (c) Special allowance per month | : 50% of basic salary |
| (d) Fixed allowance per month | : ₹ 353,110/- |
| (e) Conveyance allowance per month | : ₹ 30,000/- |

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- (f) Maintenance allowance per month : ₹ 15,000/-
- (g) Fuel allowance per month : ₹ 15,000/-
- (h) Medical Reimbursement per year : ₹ 15,000/-
- (i) Leave Travel Concession per year : one month's basic salary
- (j) Ex-gratia per year : one month's basic salary

Mr. Parikh will also be entitled to the benefit of group medi-claim policy, personal accident policy, provident fund, gratuity, superannuation / annuity fund, sick leave, privilege leave and facility for accumulation and encashment of privilege leave as per the Company rules applicable to all employees of the Company. He will also be entitled for food coupons worth ₹15000/- per year. Mr. Parikh will also be provided with Company telephones, subject to personal long distance calls being charged to him.

The resolution no. 10 further authorizes payment of the remuneration outlined herein as the minimum remuneration, subject to applicable approvals, even in the absence of profit or inadequacy of profit.

The other terms of Mr. Parikh's appointment are:

- (i) He shall not be paid any sitting fees for attending the meetings of the Board or committees thereof.
- (ii) He shall be bound by the terms of the 'code of conduct for directors and members of senior management' of the Company.
- (iii) He shall cease to be a director if he ceases to be an employee of the Company.
- (iv) Either side (the Company or Mr. Parikh) may terminate Mr. Parikh's appointment as whole time director by giving not less than three calendar months prior notice in writing in that behalf to the other.

The Board recommends the Resolution to the members of the Company for approval.

Except Mr. Parikh, none of the directors or key managerial personnel of the Company or their relatives is / are, in any way concerned or interested in the proposed resolution.

**By Order of the Board of Directors
For Gammon Infrastructure Projects Limited**

Mumbai
June 02, 2014

G. Sathis Chandran
Company Secretary

REGISTERED OFFICE:
Gammon House,
Veer Savarkar Marg,
Prabhadevi, Mumbai-400 025

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ANNEXURE

Details of Directors seeking Appointment/Reappointment at the Annual General Meeting (In pursuance of Clause 49 of the Listing Agreement)

Name of Director	Mr. Abhijit Rajan	Ms. Homai A. Daruwalla	Mr. Kishor Kumar Mohanty	Mr. Parag Parikh
Date of Birth	05.01.1961	19.12.1948	11.07.1957	27.08.1976
Age (in years)	53 years	65 years	56 years	37 years
Date of First Appointment on Board	23.04.2001	11.11.2011	12.04.2011	25.08.2011
Qualification	B.Com.	B.Com (Honors), FCA, CAIIB	B.Tech. (Electronics & Telecommunications), MBA (Finance & Marketing) from Harvard Business School, Boston.	M.B.A. (Finance), M.Com.
Number of shares held	6,000,000	541	103,456	252,206
Expertise in specific functional areas	Strategic Planning and General Management	Banking sector	Business modeling, efficient financial engineering.	Project financing, investment banking and strategic planning.
Directorships held in other companies	Fin Est S.P.A.	Gorakhpur Infrastructure Company Ltd.	Gammon Renewable Energy Infrastructure Projects Ltd.	Blue Water Iron Ore Terminal Pvt. Ltd.
	First Asian Capital Resources Pvt. Ltd.	India Infoline Asset Management Company Ltd.	Gammon Road Infrastructure Ltd.	Haryana Biomass Power Ltd.
	Franco Iosi Meccanica S.P.A. (Italy)	Jaiprakash Associates Ltd.	Gammon Seaport Infrastructure Ltd.	Modern Tollroads Ltd.
	Gammon and Billimoria Ltd.	Kosi Bridge Infrastructure Company Ltd.	Mormugao Terminal Ltd.	Mumbai Nasik Expressway Ltd.
	Gammon India Ltd.	Mellora Asset Reconstruction Company Ltd.	Mumbai Nasik Expressway Ltd.	Patna Highway Projects Ltd.
	Pacific Compro Ltd. (formerly known as Gammon Cities Ltd.)	NTPC Ltd.	Patna Buxar Highways Ltd.	Rajahmundry Godavari Bridge Ltd.
	Pacific Energy Pvt. Ltd.	Triveni Engineering & Industries Ltd.	Sikkim Hydro Power Ventures Ltd.	Sikkim Hydro Power Ventures Ltd.
	Sofinter S.P.A. (Italy)		Soul Souk Property Pvt. Ltd.	Vizag Seaport Pvt. Ltd.
	Vizag Seaport Pvt. Ltd.		Vizag Seaport Pvt. Ltd.	
			Youngthang Power Ventures Ltd.	
Committee Positions (Audit & Investor Relations / share transfer) held in other companies	---	Chairman – Audit Committee – Gorakhpur Infrastructure Company Ltd.	Member – Audit Committee – Mumbai Nasik Expressway Ltd.	Chairman – Audit Committee – Mumbai Nasik Expressway Ltd.
		Chairman – Audit Committee – India Infoline Asset Management Company Ltd.	Member – Audit Committee – Youngthang Power Ventures Ltd.	Member – Audit Committee – Rajahmundry Godavari Bridge Ltd.
		Member – Audit Committee / Shareholders' Grievance Committee - NTPC Ltd.		
		Member – Audit Committee – Triveni Engineering & Industries Ltd.		
		Chairman – Audit Committee – Kosi Bridge Infrastructure Company Ltd.		

ANNEXURE**Details of Directors seeking Appointment/Reappointment at the Annual General Meeting (In pursuance of Clause 49 of the Listing Agreement)**

Name of Director	Mr. C. C. Dayal	Mr. Naresh Chandra	Mr. Sushil Chandra Tripathi
Date of Birth	31.01.1944	01.08.1934	01.01.1946
Age (in years)	70 years	79 years	68 years
Date of First Appointment on Board	19.09.2005	15.10.2007	23.04.2001
Qualification	Chartered Accountant	M.Sc. - Mathematics	M.Sc. LLB, Diploma in Development (Camtab.), AIMA Diploma-Management.
Number of shares held	25,736	Nil	Nil
Expertise in specific functional areas	Expertise in audit; internal audit, taxation and finance.	Expertise in administration, management and corporate legal affairs gained during his association with the Indian Administrative Service till 1992 and as a member of the India-US Sub-Commission on Economic Affairs and Commerce and as the Co-Chairman of India-US Working Group on Technology Transfer and as a Senior Advisor to the Prime Minister of India and as the Governor of Gujarat and Ambassador of India to the USA and as the Chairman of the Committees on Corporate Governance and on 'Private Companies and Limited Liability Partnership' of the Government of India and currently as the Chairman of the Committee on Civil Aviation Policy of the Government of India.	Retired from the Indian Administrative Service in 2005. Has over 20 years in Finance and Industry sectors at State Government at the level of Chief Executive / Secretary and with Central Government at the level of Chief Executive / Jt. Secretary / Addl. Secretary / Secretary and in a representative capacity at International level. Mr. Tripathi retired as Secretary, Ministry of Petroleum and Natural Gas in the Government of India in December 2005.
Directorships held in other companies	Andhra Expressway Limited Ashmore Estate Pvt. Ltd. Cochin Bridge Infrastructure Company Limited Easylink Agencies And Services Pvt. Ltd. Gammon and Billimoria Ltd. Mature Trading and Investment Pvt. Ltd. Mumbai Nasik Expressway Limited Navdeep Chemicals Pvt. Limited Pacific Netpro Limited Rajahmundry Expressway Limited Raseera Investments Private Limited Spectrum Informative Services Private Limited STFA Piling (India) Limited Synchrofin Services Pvt. Limited TML Industries Limited Vizag Seaport Private Limited	AVTEC Limited Bajaj Auto Limited Bajaj Finserve Limited Bajaj Holdings & Investment Limited Bairampur Chini Mills Limited Cairn India Limited Electro Steel Castings Limited Emergent Ventures India Private Limited Eros International Media Limited Eros International Plc, London G4S Corporate Services (India) Private Limited Vis Legis Consult Private Limited Sesa Sterilite Limited	IL&FS Energy Development Company Limited IDC Limited Indusind Bank Limited Kailash Health Care Limited Motherson Sumi System Limited Reliance Capital Asset Management Limited The State Trading Corporation of India Limited
Committee Positions (Audit & Investor Relations / share transfer) held in other companies	Chairman – Audit Committee – Cochin Bridge Infrastructure Company Limited Chairman – Audit Committee – Gammon India Limited Member – Investor Grievance Committee – Gammon India Limited Member – Audit Committee – Mumbai Nasik Expressway Limited Member – Audit Committee – Rajahmundry Expressway Limited	Member – Shareholders / Investors Committee and Audit Committee – Bajaj Auto Limited Member – Audit Committee – Bajaj Finserve Limited Member – Audit Committee – Bajaj Holdings and Investment Limited Member – Audit Committee – Cairn India Limited Member – Audit Committee – Electro Steel Castings Limited Member – Audit Committee – Eros International Media Limited Chairman - Audit Committee – Eros International Plc, London Chairman – Audit Committee – Emergent Ventures India Private Limited	Member – Audit Committee – IL&FS Energy Development Company Limited Member – Audit Committee – IL&FS Infrastructure Development Corporation Limited Member – Audit Committee /Vigilance Committee – Indusind Bank Limited Member – Audit Committee – Kailash Health Care Limited Member – Audit Committee – Reliance Capital Asset Management Limited



GAMMON

GAMMON INFRASTRUCTURE PROJECTS LIMITED

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

CIN: L45203MH2001PLC131728

Proxy form

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name & Address of Member _____

Regd. Folio No.: _____ D.P. ID / Client ID. _____

E-mail Id: _____

I / WE, being a member(s) of _____ shares of the above named Company hereby appoint

Name: _____ Email: _____

Address: _____

_____ Signature: _____

or failing him/her

Name: _____ Email: _____

Address: _____

_____ Signature: _____

or failing him/her

Name: _____ Email: _____

Address: _____

_____ Signature: _____

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 13th Annual General Meeting of the Company, to be held on Monday, the 30th June, 2014 at 3.30 p.m. and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution number	Resolution
Ordinary Business	
1	Adoption of Balance sheet, Statement of Profit and Loss account, Report of Board of Directors and Auditors for the financial year ended December 31, 2013.
2	Appoint a director in place of Mr. Abhijit Rajan, who retires by rotation and being eligible, seeks re-appointment.
3	Appoint M/s. Natvarlal Vepari & Co. and M/s. S. R. Batliboi & Co. LLP as the Auditors of the Company.
Special Business	
4	Appoint Ms. Homai A. Daruwalla as an Independent Director for five consecutive years from the 13th Annual General Meeting.
5	Resolution not to fill up the vacancy caused by the retirement by rotation of Ms. Homai Daruwalla.
6	Appoint Mr. Chandahas Charandas Dayal as an Independent Director for five consecutive years from the 13th Annual General Meeting.
7	Appoint Mr. Naresh Chandra as an Independent Director for five consecutive years from the 13th Annual General Meeting.
8	Appoint Mr. Sushil Chandra Tripathi as an Independent Director for five consecutive years from the 13th Annual General Meeting.
9	Appoint Mr. Kishor Kumar Mohanty as the managing director of the Company for a period of three years with effect from April 12, 2014.
10	Appoint Mr. Parag Parikh as a whole time director of the Company for a period of three years with effect from August 25, 2014.

Signed this _____ day of _____ 2014

Signature of shareholder

Signature of Proxy holder(s)

Affix
Revenue
Stamp

Note:

This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting