

## GAMMON INFRASTRUCTURE PROJECTS LIMITED

Orbit Plaza CHS Limited, 5th Floor, Plot No.952/954, New Prabhadevi Road, Prabhadevi, Mumbai-400025

CIN: L45203MH2001PLC131728; Website: www.gammoninfra.com

Telephone: +91 22 6748 7200; Fax: +91 22 6748 7201

# NOTICE

Notice is hereby given that the Eighteenth Annual General Meeting of the members of Gammon Infrastructure Projects Limited will be held at Hotel Kohinoor Park, Empress Hall, 1<sup>st</sup> Floor, Kohinoor Corner, Veer Savarkar Marg, Prabhadevi, Mumbai - 400 025 on Monday, September 30, 2019 at 11:00 am to transact the following business:

### ORDINARY BUSINESS:

1. To receive, consider and adopt the audited financial statements (including the consolidated financial statements) of the Company for the financial year ended 31<sup>st</sup> March, 2019 together with the Reports of the Board of Directors and the Auditors thereon.
2. To appoint a director in place of Mr. Chayan Bhattacharjee (DIN - 00107640), who retires by rotation and being eligible, offers himself for re-appointment.

### SPECIAL BUSINESS:

3. To consider and if thought fit, to pass, with or without modifications, the following resolution as an Ordinary Resolution:

**“Resolved** that, pursuant to Section 149, 152 and other applicable provisions, if any, of Companies Act, 2013 (**‘Act’**) and the rules made thereunder read with Schedule IV of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modifications or re-enactment thereof and any rules made thereunder, for the time being in force) and as per the recommendation of Nomination and Remuneration Committee which was approved by the Board, Mr. Mahendra Kumar Agrawala (DIN: 02749002), who was appointed as an additional director in the category of Independent Director of the Company by the Board of Directors and meets the criteria for independence as provided in Section 149(6) of the Act be and is hereby appointed as an Independent Director to hold office for a period of 5 (five) years with effect from October 31, 2018, not liable to retire by rotation;

**Resolved further** that, the Board of Directors, the Chief Financial Officer and the Company Secretary be and are hereby severally authorised to do all such acts, deeds, matters or things as may be considered necessary appropriate, expedient or desirable to give effect to above resolution.”

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

**“Resolved** that pursuant to Section 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (**‘Act’**) and the rules made thereunder read with Schedule IV of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modifications or re-enactment thereof and any rules made thereunder, for the time being in force), and as per the recommendation of Nomination and Remuneration Committee which was approved by the Board, Ms. Homai A Daruwalla (DIN-00365880), who has been Independent Director and held office of Independent Director up to 29<sup>th</sup> June, 2019 and was appointed as an additional director in the category of Independent Director of the Company by the Board of Directors and meets the criteria for independence as provided in Section 149(6) of the Act be and is hereby reappointed as an Independent Director to hold office for a period of 5 (five) years with effect from 30<sup>th</sup> June, 2019, not liable to retire by rotation;

**Resolved further** that, pursuant to Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations 2018 approval of the members of the Company be and is hereby given to Ms. Homai A Daruwalla to continue as an Independent Director of the Company on the same terms and conditions of such re-appointment as aforesaid even after attaining the age of 75 years;

**Resolved further** that, the Board of Directors, the Chief Financial Officer and the Company Secretary be and are hereby severally authorised to do all such acts, deeds, matters or things as may be considered necessary appropriate, expedient or desirable to give effect to above resolution.”

5. 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 197, 198, 203 and other applicable provisions, if any, of the

## Notice Continued

Companies Act, 2013 read with Schedule V thereto (hereinafter referred to as the “Act”) and the rules made thereunder (including any statutory modifications or re-enactment thereof), approval of the Nomination & Remuneration Committee of the Board and subject to such approval(s) if and as may be required, the approval of the Company be and is hereby accorded for variation of terms of appointment of Mr. Kishore Kumar Mohanty as the Managing Director of the Company by extension of his tenure as the Managing Director for a period up to six months beyond 11<sup>th</sup> April, 2019 on the same existing terms and conditions including remuneration;

**Resolved further** that, the Board of Directors, the Chief Financial Officer and the Company Secretary be and are hereby severally authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable and expedient to give effect to this resolution.”

6. To consider and if thought fit, to pass, with or without modifications, the following resolution as an Ordinary Resolution:

“**Resolved** that, pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or re-enactment thereof for the time being in force), the remuneration of ₹ 65,000/- (Rupees Sixty Five Thousand only) plus taxes as applicable and travel and actual out-of-pocket expenses as approved by the Board of Directors, based on the recommendation of the Audit Committee of the Company, to be paid to Mr. R. Srinivasaraghavan (ICWAI Membership no. 1179), Cost Accountant, for the conduct of the Audit of the cost accounting records of the Company, for the financial year ending 31<sup>st</sup> March, 2020, be and is hereby ratified and confirmed.”

By order of the Board,  
For, **Gammon Infrastructure Projects Limited**

Kaushal Shah  
Company Secretary & Compliance Officer

Mumbai, August 31, 2019

### **REGISTERED OFFICE:**

Orbit Plaza CHS Limited, 5th Floor,  
Plot No.952/954, New Prabhadevi Road, Prabhadevi,  
Mumbai-400025

**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. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent (10%) of the total share capital of the Company. Further, a Member holding more than ten percent (10%), of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or 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 under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, 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. A Proxy form is sent herewith. Proxies submitted on behalf of the Companies, societies etc., must be supported by an appropriate resolution/authority, as applicable.
- (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) All documents referred to in this Notice and accompanying explanatory statement pertaining to the matters covered by the resolutions are available for inspection of members at the registered office of the Company on any working day excluding Saturdays between 11.00 a.m. to 1.00 p.m. till the date of the 18<sup>th</sup> Annual General Meeting.
- (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.
- (8) Electronic copy of the 18<sup>th</sup> 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 18<sup>th</sup> Annual Report are being sent through permitted mode.
- (9) 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 18<sup>th</sup> Annual General Meeting (18<sup>th</sup> AGM) by electronic means and the business may be transacted through e-Voting Services provided by Central Depository Services (India) Limited (CDSL):

**The instructions for e-voting are as under:**

- (i) The Notice of the 18<sup>th</sup> 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 18<sup>th</sup> AGM.
- (ii) The voting period begins on September 27, 2019 (9.00 am) and ends on September 29, 2019 (5.00 pm). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of September 24, 2019 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
- (iii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).

## Notice Continued

- (iv) Click on “Shareholders” tab
- (v) Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below:

### For Members holding shares in Demat Form and Physical Form

|  |   |
|--|---|
| PAN  | Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (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 sequence number which is printed on Attendance Slip indicated in the PAN field.</li></ul> |
| Dividend Bank Details OR Date of Birth (DOB) | Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"><li>• If both 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 instruction (v).</li></ul>  |

- (ix) After entering these details appropriately, click on “SUBMIT” tab.
- (x) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for 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.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for Gammon Infrastructure Projects Limited.
- (xiii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiv) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xv) 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.
- (xvi) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xviii) If a demat account holder has forgotten the login password then Enter the User ID and the imageverification code and click on Forgot Password & enter the details as prompted by the system.

(xix) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store, Apple and Windows phone. Please follow the instructions as prompted by the mobile app while voting on your mobile.

(xx) 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 linked in the login 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 (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

(xxi) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)

II. The voting rights of Shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on September 24, 2019.

III. Members have an option to vote either through e-voting or casting a vote at the Meeting. If a Member has opted for e-voting, may also attend the meeting but shall not be entitled to cast their vote again. However, in case, a Member has cast his vote at the Meeting and also by e-voting, then voting done through e-voting shall prevail and voting done at the Meeting shall be treated as invalid.

IV. 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 September 24, 2019 and not casting their vote electronically, may only cast their vote physically at the Annual General Meeting.

V. CS Veeraraghavan. N, practicing Company Secretary, has been appointed as the scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

VI. 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, to the Chairman of the meeting or a person authorised by him.

VII. The Results shall be declared on or after the 18<sup>th</sup> AGM of the Company. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.gammoninfra.com](http://www.gammoninfra.com) and on the website of CDSL within three (3) days of passing of the resolutions at the 18<sup>th</sup> AGM of the Company on September 30, 2019 and communicated to the BSE Limited and National Stock Exchange of India Limited.

## Notice Continued

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

#### ITEM NO. 3

Mr. Mahendra Kumar Agrawala is a Chartered Accountant practicing at Odisha and is a Senior Partner of M/s. MKPS & Associates, Chartered Accountants. He has over thirty-five years of experience in the field of Audit, Income Tax, Company Law matters, Project & Management consultancy. His audit exposure is of Central PSUs viz., ONGC, SAIL, BSNL, NALCO, PPL, MCL, SCI, and LIC and his Central Statutory Audit experience is of Public Sector banks such as Punjab National Bank, Union Bank of India, State Bank of Patiala and State Bank of Mysore etc.

Nomination and Remuneration Committee had recommended appointment of Mr. Mahendra Kumar Agrawala as Independent Director of the Company.

Mr. Mahendra Kumar Agrawala was appointed as an Additional Director of the Company in the category of Independent Director effective 31<sup>st</sup> October, 2018. Pursuant to Section 161 of the Companies Act, 2013, Mr. Agrawala holds office up to the date of the next annual general meeting.

The Company has received from Mr. Agrawala, consent in writing to act as director and declaration to the effect that he is not disqualified under Section 164(2) of the Companies Act, 2013 in prescribed Form DIR - 2 and DIR - 8 respectively. Further, the Company has received from him, a declaration to the effect that he meets criteria of independence as provided in Section 149(6) of the Companies Act, 2013. Further, in terms of Sections 149, 152 read with Schedule IV of the Companies Act, 2013, the Board of Directors has reviewed the declaration made by Mr. Agrawala that he meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 and the Board is of opinion that he fulfills the conditions specified in the Companies Act, 2013 and the Rules made thereunder and is independent of the management.

The Board considers that continued association of Mr. Agrawala would be of immense benefit to the Company in view of his qualification, expertise and experience as also exposure to the corporate culture and governance. The Board of Directors is of the opinion that he is person of integrity; possess relevant expertise and vast experience. His association as Independent Director will be beneficial and in the best interest of the Company. His presence on the Board of the Company enhances value and gives confidence to the Board in its decisions. Further, his association supports a good balance in the composition of the Board.

Copy of letter of appointment setting out the terms and conditions of Mr. Agrawala's appointment as Independent Director is available for inspection by the members at the registered office of the Company.

Under Section 149 and other applicable provisions of the Companies Act 2013, an Independent Director can be appointed for a term of up to five years and shall not be liable to retire by rotation.

Your Board thus recommends the resolution at item no. 3 of the Notice for your approval as an ordinary resolution.

Mr. Mahendra Kumar Agrawala is interested in the resolution pertaining to his appointment as an Independent Director. Relatives of Mr. Agrawala may be deemed to be concerned or interested in the said resolution to the extent of their shareholding interest, if any, in the Company. None of the other Directors or key managerial personnel of the Company or their relatives is, in any way, concerned or interested, financially or otherwise, in the said resolution.

#### ITEM NO.4

Ms. Homai Daruwalla, a qualified Chartered Accountant, was at the helm of affairs of Central Bank of India as Chairperson and Managing Director overseeing the entire operations of the Bank from 30<sup>th</sup> June 2005 till 31<sup>st</sup> December 2008. Prior to taking over the reins of Central Bank of India, Ms. Daruwalla was the Executive Director, Oriental Bank of Commerce. She commenced her banking career with Union Bank of India in June 1975. She was a member of Central Sub-Committee on Concurrent Audit of Banks constituted by the Institute of Chartered Accountants of India, as also member of the Committee on Risk Management Practices and Risk Based Supervision formed by the Indian Banks' Association. She was also the Region of India Director on Board of the Institute of Internal Auditors, Florida, USA for a term of two years.

Ms. Daruwalla was an independent director of the Company since 11<sup>th</sup> November 2011. Her present tenure expired on 29<sup>th</sup> June, 2019.

Nomination and Remuneration Committee had recommended appointment of Ms. Homai Daruwalla as Independent Director of the Company.

Ms. Homai Daruwalla was thus appointed as an Additional Director of the Company in the category of Independent

Director effective 30<sup>th</sup> June, 2019. Pursuant to Section 161 of the Companies Act, 2013, Ms. Daruwalla holds office up to the date of the next annual general meeting.

The Company has received from Ms. Daruwalla, consent in writing to act as director and declaration to the effect that she is not disqualified under Section 164(2) of the Companies Act, 2013 in prescribed Form DIR - 2 and DIR - 8 respectively. Further, the Company has received from her, a declaration to the effect that she meets criteria of independence as provided in Section 149(6) of the Companies Act, 2013. Further, in terms of Sections 149, 152 read with Schedule IV of the Companies Act, 2013, the Board of Directors has reviewed the declaration made by Ms. Daruwalla that she meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 and the Board is of opinion that she fulfills the conditions specified in the Companies Act, 2013 and the Rules made thereunder and is independent of the management.

Her guidance has been constructive and supportive to the Company in dealing with difficult times. Her continued association would be valuable to the Company. The Board of Directors is of the opinion that she is person of integrity; possess relevant expertise and vast experience. Her association as Independent Director will be beneficial and in the best interest of the Company. Her presence on the Board of the Company enhances value and gives confidence to the Board in its decisions. Further, her association supports a good balance in the composition of the Board.

In line with the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 your Directors recommend re-appointment of Ms. Daruwalla as the Independent Director for a second term of 5 (five) years i.e. up to 29<sup>th</sup> June, 2024 on the Board of the Company by way of a Special Resolution as set out in Item No. 5 of the Notice.

Further, as per Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, effective from 1<sup>st</sup> April, 2019, no listed Company shall appoint or continue the Directorship of a Non-Executive Director who has attained the age of 75 years, unless a special resolution is passed to that effect and justification thereof is indicated in the explanatory statement annexed to the Notice for such appointment. Ms. Homai Daruwalla, would attain the age of 75 years during her second tenure as Independent Director upon approval of her reappointment. Based on her experience, expertise and constructive guidance during difficult times and support to the Company in dealing with complex matters and over performance during her previous tenure her continued association would be valuable to the Company.

Accordingly, your approval by way of a special resolution is being sought for her reappointment and continuation as Independent Director post attaining age of 75 years.

Copy of letter of appointment setting out the terms and conditions of Ms. Daruwalla's reappointment as Independent Director is available for inspection by the members at the registered office of the Company.

Under Section 149 and other applicable provisions of the Companies Act 2013, an Independent Director can be appointed for a term of up to five years and shall not be liable to retire by rotation.

Your Board thus recommends the resolution at item no.4 of the Notice for your approval as a special resolution.

Ms. Homai Daruwalla is interested in the resolution pertaining to her appointment as an Independent Director. Relatives of Ms. Daruwalla may be deemed to be concerned or interested in the said resolution to the extent of their shareholding interest, if any, in the Company. None of the other Directors or key managerial personnel of the Company or their relatives is, in any way, concerned or interested, financially or otherwise, in the said resolution.

## **ITEM NO. 5**

Mr. Mohanty has been Managing Director of the Company since 12<sup>th</sup> April, 2011 and was re-appointed as such effect from 12<sup>th</sup> April, 2014 for a further period of three years which was approved by the members by way of special resolution passed at the 13<sup>th</sup> Annual General Meeting held on 30<sup>th</sup> June, 2014. Further he was re-appointed for a period of 2 years with effect from 12<sup>th</sup> April, 2017 which was approved by the members by way of special resolution passed at the 16<sup>th</sup> Annual General Meeting held on 19<sup>th</sup> December, 2017.

Based on recommendation of the Nomination and Remuneration Committee and his performance in steering the Company to face challenges during difficult times, the Board of Directors requested him to continue for additional six months post 11<sup>th</sup> April 2019 to which he agreed and consented and his tenure of appointment was varied accordingly with all other terms and conditions including remuneration unchanged.

Mr. Kishor Kumar Mohanty is B. Tech in Electronics & Telecommunications with a Master's degree in Business Administration (Finance and Marketing) from XIMB and advance management program from Harvard Business School, Boston. He has over thirty three years of managerial experience in various capacities. His continued association during current difficult time is crucial for the Company.

## Notice Continued

Your Directors thus recommend the Resolution at item no. 5 of the Notice for your approval as a special resolution in terms of Section 197 read with Schedule V of the Companies Act, 2013

Mr. K. K. Mohanty, Managing Director of the Company holds 26,03,456 equity shares being 0.27% of the total paid up capital of the Company only and is interested in the said resolution. The relatives of Mr. Mohanty may also be deemed to be interested in this resolution, to the extent of their shareholding interest, if any, in the Company. None of the other Directors, Key Managerial Personnel or their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution.

### ITEM NO. 6

Pursuant to Section 148 of the Act, the Company is required to have the audit of its cost records conducted by a cost accountant in practice. On the recommendation of the Audit Committee of Directors, the Board of Directors has approved the appointment of Mr. R. Srinivasaraghavan (ICWAI Membership no. 1179) as the Cost Auditors of the Company to conduct audit of cost records maintained by the Company for the Financial Year 2019-20, at a remuneration of ₹ 65,000/- plus taxes, travel and actual out-of-pocket expenses.

As per Rule 14 of Companies (Audit and Auditors) Rules 2014, the remuneration payable to the Cost Auditors is to be ratified by the shareholders. Hence this resolution is put for the consideration of the shareholders.

Your Directors thus recommend the resolution at Item No. 6 of the Notice for your approval as an Ordinary Resolution.

None of the Directors or Key Managerial Personnel of the Company or their relatives, are, in any way, concerned or interested, financially or otherwise, in the proposed resolution.

By order of the Board,  
For, **Gammon Infrastructure Projects Limited**

Kaushal Shah  
Company Secretary & Compliance Officer

Mumbai, August 31, 2019

### REGISTERED OFFICE:

Orbit Plaza CHS Limited, 5th Floor,  
Plot No.952/954, New Prabhadevi Road, Prabhadevi,  
Mumbai-400025

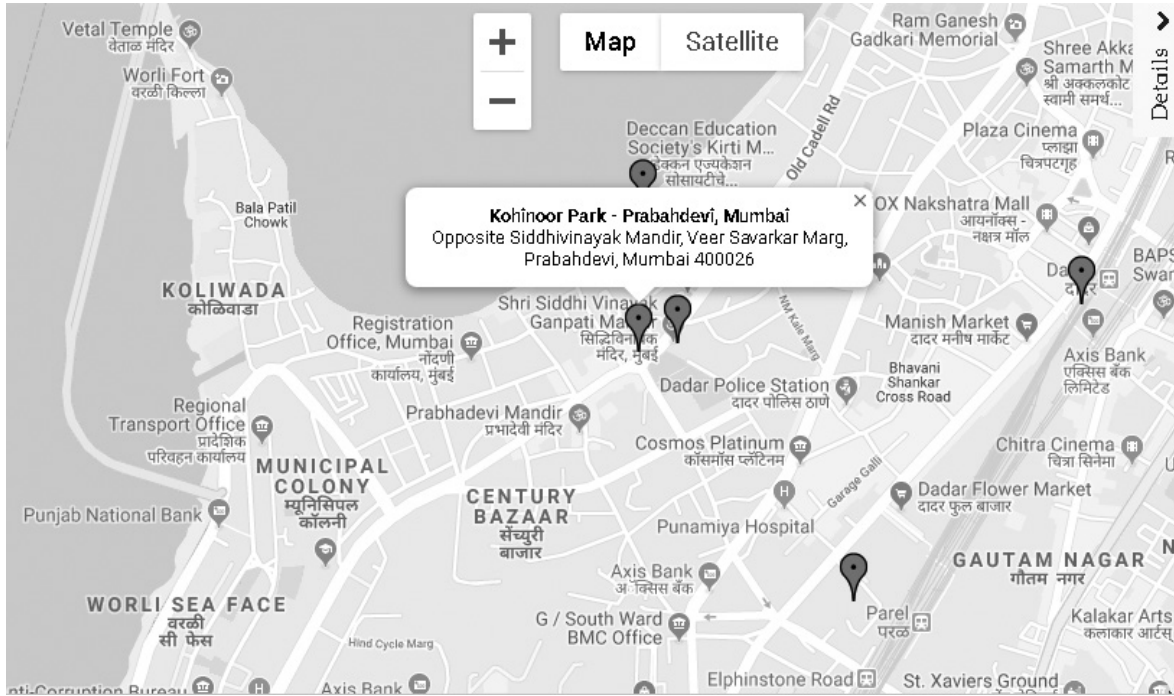


## ANNEXURE

DETAILS PURSUANT TO REGULATION 36(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 IN RESPECT OF DIRECTORS SEEKING APPOINTMENT / RE-APPOINTMENT

| Name of Director   | Mr. Mahendra Kumar Agrawala   | Ms. Homai Daruwalla  | Mr. Chayan Bhattacharjee  | Mr. Kishor Kumar Mohanty   |
|--|---|--|---|--|
| <b>Date of Birth &amp; Age (in years)</b>  | 4 <sup>th</sup> December 1957 (61 years)  | 19 <sup>th</sup> December 1948 (70 years)  | 1 <sup>st</sup> January, 1951 (67 years)  | 11 <sup>th</sup> July 1957 (62 years)  |
| <b>Date of First Appointment on Board</b>  | 31 <sup>st</sup> October 2018   | 11 <sup>th</sup> November 2011   | 13 <sup>th</sup> June 2018  | 11 <sup>th</sup> February, 2011; Last re-appointed on 12 <sup>th</sup> April 2017  |
| <b>Qualification</b>   | Chartered Accountant  | B.Com (Honors), FCA, CAIIB   | Civil Engineer  | Bachelor in technology (electronics and telecommunications) from National Institute of Technology, Warangal, Andhra Pradesh and a master's degree in business administration (finance and marketing) from XIMB and advance management program from Harvard Business School, Boston |
| <b>Number of shares held</b>   | Nil   | 541  | Nil   | 26,03,456  |
| <b>Expertise in specific functional areas</b>  | He has over thirty-five years of experience in the field of Audit, Income Tax, Company Law matters, Project & Management consultancy. His audit exposure is of Central PSUs viz., ONGC, SAIL, BSNL, NALCO, PPL, MCL, SCI, and LIC and his Central Statutory Audit experience is of Public Sector banks such as Punjab National Bank, Union Bank of India, State Bank of Patiala and State Bank of Mysore etc. | Banking sector   | Experience in Civil EPC Business in various sectors such as construction of bridges, roads, cooling tower and chimneys, irrigation and pipelines. | Experience in the infrastructure sector including business modeling and financial engineering and managerial experience in various capacities.   |
| <b>Directorships held in other listed companies</b>  | Nil   | Jaiprakash Associates Limited<br>Rolta India Limited<br>Triveni Engineering And Industries Limited<br>Triveni Turbine Limited  | Gammon India Limited  | Nil  |
| <b>Committee Positions held in other companies (Audit &amp; Stakeholders Relationship) held in other companies</b> | Nil   | Member of Audit Committee in Jaiprakash Associates Limited<br>Chairperson of Audit Committee in Rolta India Limited<br>Member of Audit Committee in Triveni Engineering And Industries Limited<br>Member of Audit Committee in Triveni Turbine Limited | Nil   | Nil  |

## ROUTE MAP TO THE VENUE OF THE ANNUAL GENERAL MEETING



## GAMMON INFRASTRUCTURE PROJECTS LIMITED

Orbit Plaza CHS Limited, 5th Floor, Plot No.952/954, New Prabhadevi Road, Prabhadevi, Mumbai-400025  
CIN: L45203MH2001PLC131728; Website: www.gammoninfra.com  
Telephone: +91 22 6748 7200; Fax: +91 22 6748 7201

### 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 18<sup>th</sup> Annual General Meeting of the Company to be held on Monday, September 30, 2019 at Hotel Kohinoor Park, Empress Hall, 1<sup>st</sup> Floor, Kohinoor Corner, Veer Savarkar Marg, Prabhadevi, Mumbai - 400 025 at 11.00 a.m. and at any adjournment thereof in respect of such resolutions as are indicated below:

| Resolution no.    | Resolutions   |
|-------------------|---|
| Ordinary Business |   |
| 1                 | Adoption of Audited Financial Statements (including consolidated financial statements) for the financial year ended March 31, 2019 and Reports of the Board of Directors and Auditors thereon |
| 2                 | Re-appointment of Mr. Chayan Bhattacharjee, Director, who retires by rotation   |
| Special Business  |   |
| 3                 | Appointment of Mr. Mahendra Kumar Agrawala as an Independent Director of the Company  |
| 4                 | Appointment of Ms. Homai Daruwalla as Independent Director for second consecutive term  |
| 5                 | Variation of terms of appointment of Mr. Kishore Kumar Mohanty as Managing Director   |
| 6                 | Ratification of the remuneration payable to Mr. R. Srinivasaraghavan, Cost Accountant, appointed as the Cost Auditors of the Company  |

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2019

\_\_\_\_\_  
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.

