



22nd January, 2014

BSE Limited
1st Floor, New Trading Ring,
Rotunda Building,
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai - 400 001

The National Stock Exchange of India Ltd.,
The Listing Department
Exchange Plaza, 5th Floor,
Plot NO.C/1, G Block, Bandra - Kurla Complex,
Bandra (East),
Mumbai - 400 051

Dear Sir,

Sub : Share Capital Reconciliation Audit Report for the quarter ended 31st December, 2013.

In accordance with the Circular No. D&CC/FITTC/CIR-16/2002 dated 31st December, 2002 issued by the Securities and Exchange Board of India, we are enclosing herewith the Share Capital Reconciliation Audit Report issued by a Practicing Company Secretary for the quarter ended 31st December, 2013.

You are requested to take the same on record.

Thanking you,

**Yours truly,
For Gammon India Limited**


**Gita Bade
Company Secretary**

Encl : As above.

V. V. CHAKRADEO & CO.

COMPANY SECRETARIES

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

TEL. NO. 26116821
CELL NO. 98200 48732

Email vvchakra@gmail.com.

To,
The Board of Directors
GAMMON INDIA LIMITED
Gammon House
Veer Savarkar Marg,
Prabhadevi,
Mumbai - 400 025.

SHARE CAPITAL RECONCILIATION AUDIT

Company Registration Number : 11-997
Authorised Capital : **Rs.150,470,000,000 /- (74,710,000,000 equity shares of Rs.2/- each and 30,00,000, 6% Non Convertible Non Cumulative Redeemable Preference Shares of Rs.350/- each)
ISIN : INE 259B01020

I have examined the Register of Members, beneficiary details furnished by the Depositories and other records/documents maintained by **Gammon India Limited** (hereinafter referred to as 'the Company') and its Registrars and Share Transfer Agents for issuing this certificate, in accordance with circular D&CC / FITTC / CIR- 16 / 2002 dated December 31, 2002 issued by the Securities and Exchange Board of India.

In my opinion and to the best of my information and according to the explanations given to me and based on such verification as considered necessary, I hereby certify, in respect of the quarter ended 31st December 2013 that :

| | |
|------------------------------|---|
| 1. For Quarter Ended | 31-12-2013 |
| 2. ISIN | INE 259B01020 |
| 3. Face value | Rs.2/- each Equity Share |
| 4. Name of the Company | Gammon India Limited |
| 5. Registered Office Address | Gammon House, Veer Savarkar Marg, Prabhadevi, Mumbai-400 025. |
| 6. Correspondence Address | Same as above |
| 7. Telephone & Fax Nos. | 61153000 / 61114000 / 67444000 Fax No.24300529 |
| 8. Email address | gita.bade@gammonindia.com |

** Authorized share capital of the Company was increased from Rs. 1,760,000,000/- to Rs. 150,470,000,000/- pursuant to Ordinary Resolution passed by shareholders of the Company by way of Postal Ballot, results of which was declared on 31st December, 2013.



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| | |
|---|--|
| 9. Names of the Stock Exchanges where the company's securities are listed : | 1. Bombay Stock Exchange Limited 2. National Stock Exchange of India Limited. |
|---|--|

| | |
|---|---------------------|
| 10. Issued Capital | Number of Shares |
| | 13,73,55,208 |
| 11. Listed capital (Exchange wise as per company's records) | 13,57,74,668 |

As on 31.12.2013 % Of Total Capital ie. (Item no. 15)

| | | |
|---|--------------------|----------------|
| 12. Held in dematerialised form in CDSL | 5,262,506 | 3.85 |
| 13. Held in dematerialised form in NSDL | 121,764,558 | 89.21 |
| 14. Physical | 9473404 | 6.94 |
| 15. Total No. of shares (12+13+14) | 136,500,468 | 100.000 |

| | |
|---|--|
| 16. Reasons for difference if any, between (10&11), (10&15) | <p>FOR ITEM NOS. 10 & 11</p> <p>1. 8,54,740 shares are forfeited</p> <p>2. 7,25,800 shares are held in abeyance</p> <p>FOR ITEM NOS. 10 & 15</p> <p>1. 8,54,740 shares are forfeited</p> <p>FOR ITEM NOS. 11 & 15</p> <p>1. 7,25,800 shares are held in abeyance.</p> |
|---|--|

17. Certifying the details of changes in share capital during the quarter under consideration as per Table Below :

| Particulars*** | No. of Shares | Applied/ Not Applied for listing | Listed on Stock Exchanges (Specify Names) | Whether intimated to CDSL | Whether intimated to NSDL | In-principle approval pending for SE (Specify Names) |
|----------------|---------------|----------------------------------|---|---------------------------|---------------------------|--|
| | | | | | | |

***Rights, Bonus, Preferential issue, ESOPs, Amalgamation, Conversion, Buyback, Capital Reduction Forfeiture, Any other (to specify)



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18. Register of Members is updated (Yes/No) If not, update upto which date **YES**

19. With regards to excess dematerialised shares if any. Reference of previous quarter **Not Applicable**

20. Has the Company resolved the matter mentioned in point no.19 above in the current quarter ? if not, reason why ? **Not Applicable**

21. Mentioned the total no. of requests, if any, confirmed after 21 days and the total no. of requests pending beyond 21 days with the reasons for delay:

| Total No. of demat requests | No. of requests | No. of Shares | Reasons for delay |
|-------------------------------|-----------------|---------------|-----------------------|
| Confirmed after 21 days | Nil | Nil | Not Applicable |
| Pending for more than 21 days | Nil | Nil | Not Applicable |

| | |
|---|--|
| 22. Name, Telephone & Fax No. of the Compliance Officer of the Company. | Ms. Gita Bade, Company Secretary Tel : 61154050 Extn : 4050 Fax No.24300529 |
| 23. Name, Address, Tel. & Fax No., Regn. No. of the Auditor. | V V Chakradeo & Co. Company Secretary, B-301, Matoshree Residency CHS, 65, Prathna Samaj Road, Vile Parle (East), Mumbai 400 057. Tel No. 9820048732. COP No.1705 |
| 24. Appointment of common agency for share registry work | Link Intime India Private Limited C-13, Pannalal Silk Mills Compound, L. B. S. Marg, Bhandup (W), Mumbai-400 078. |
| 25. Any other detail that the auditor may like to provide (e.g. BIFR Company , delisting from SE) | NIL |

Place: Mumbai
Date : 08th January, 2014

Signature



V. V. CHAKRADEO
COP No.1705