

20th April, 2015

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 March, 2015 and Certificate under Clause 47(c) of the Listing Agreement.

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 March, 2015.

Further, we are also enclosing herewith the Compliance Certificate issued by a Practicing Company Secretary pursuant to Clause 47(c) of the Listing Agreement for the half year ended 31st March, 2015 in the prescribed format.

You are requested to take the aforesaid certificates 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 March, 2015 that :

1. For Quarter Ended	31-03-2015
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	<u>gita.bade@gammonindia.com</u>
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.



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

As on 31.03.2015 % Of Total Capital ie. (Item no. 15)

12. Held in dematerialised form in CDSL	10,969,958	8.04%
13. Held in dematerialised form in NSDL	116,088,521	85.04%
14. Physical	9,441,989	6.92%
15. Total No. of shares (12+13+14)	136,500,468	100.00%

16. Reasons for difference if any, between (10 & 11), (10 & 15)

FOR ITEM NOS. 10 & 11

1. 8,54,740 shares are forfeited
2. 7,25,800 shares are held in abeyance

FOR ITEM NOS. 10 & 15

1. 8,54,740 shares are forfeited

FOR ITEM NOS. 11 & 15

1. 7,25,800 shares are held in abeyance.

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

NOT APPLICABLE

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)

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



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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 : 18th April,2015

Signature



V. V. CHAKRADEO
COP No.1705

V. V. CHAKRADEO & CO.

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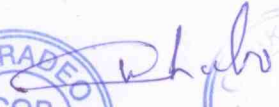
CELL NO. 98200 48732


CERTIFICATE UNDER CLAUSE 47 (C) OF THE LISTING AGREEMENT

FOR THE HALF YEAR ENDED 31ST MARCH, 2015

I have examined all Share Transfer Deeds, Memorandum of Transfers, Registers, files and other documents relating to Gammon India Limited ("the Company") a company registered under The Companies Act, 1913 bearing number L74999MH1922PLC000997 as maintained by Company's Registrar and Share Transfer Agents **Link Intime India Pvt. Ltd.** pertaining to transfer of Equity Shares of the Company for the period from **1st October, 2014 to 31st March, 2015** for the purpose of issuing a Certificate as per Clause 47 (C) of the Listing Agreement entered into by the Company with BSE Limited (BSE) and National Stock Exchange of India Limited (NSE).

On the basis of my examination and on the information / explanation provided by the Company / Registrar and Share Transfer Agent, I hereby certify that the Company has delivered the Share/ Debenture Certificate(s) relating to transfer of Share/ Debenture received during the period from **1st October, 2014 to 31st March, 2015** as entered in the Memorandum of Transfers within fifteen days of the date of lodgement for transfer. I further certify that the Company has not received any request for subdivision, consolidation, renewal, exchange, endorsement of call/allotment monies on the share certificate or for issuance of the duplicate and/or split certificates during the period from **1st October, 2014 to 31st March, 2015**




V.V. CHAKRADEO
COP No.1705

Place: Mumbai

Date : 18th April, 2015