

18th October, 2011

Bombay Stock Exchange 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,

Re: Share Capital Reconciliation Audit Report and Clause 47(c) Certificate.

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 Practising Company Secretary for the quarter ended 30th September, 2011.

Further, we are also enclosing herewith the Compliance Certificate issued by a Practising Company Secretary pursuant to Clause 47(c) of the Listing Agreement for the half year ended 30th September, 2011.

You are requested to take the aforementioned certificates on record.

Thanking you,

**Yours faithfully,
For Gammon India Limited**



**Gita Badé
Company Secretary**

Encl : As above.

GAMMON INDIA LIMITED

An ISO 9001 Company

GAMMON HOUSE, VEER SAVARKAR MARG, P. O. BOX NO. 9129, PRABHADEVI, MUMBAI-400 025. INDIA.
Telephone : 91- 22 - 6111 4000 • 2430 6761 • Fax : 91 - 22 - 2430 0221 • 2430 0529
E-Mail : gammon@gammonindia.com • Website : www.gammonindia.com

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.176,00,00,000/- (35,50,00,000 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 _____

1 For Quarter Ended	30-09-2011
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



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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.
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10 Issued Capital	Number of Shares
	13,73,36,488
11 Listed capital (Exchange wise as per company's records)	13,57,39,182

As on 30.09.2011 % Of Total Capital ie.(Item no. 15)

12 Held in dematerialised form in CDSL	18,25,036	1.337
13 Held in dematerialised form in NSDL	12,22,68,666	89.586
14 Physical	1,23,88,046	9.077
15 Total No. of shares (12+13+14)	13,64,81,748	100.000

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

FOR ITEM NO. 10 & 11

1. 8,54,740 shares are forfeited
2. 7,25,800 shares are held in abeyance
3. 16,766 shares allotted as ESOP on 30.09.2011 are still in the process of listing.

FOR ITEM NO. 10 & 15

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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)
ALLOTMENT OF ESOP ON 30 TH SEPTEMBER 2011	16766	APPLICAT ION IN PROCESS	-	YES	YES	RECEIVED

***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 YES19 with regards to excess dematerialised Not Applicable
shares if any.Reference of previous quarter20. Has the Company resolved the matter Not Applicable
mentioned in point no.19 above in the current
quarter ? if not, reason why ?

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 Ms. Gita Bade, Company Secretary
Compliance Officer of the Company. Tel : 61154050 Extn : 4050 Fax
No.2430052923 Name, Address, Tel. & Fax No., Regn. No. V V Chakradeo & Co.
of the Auditor. Company Secretary,
B-301, Matorshi Residency CHS, 65,
Prathna Samaj Road,
Vile Parle (East), Mumbai 400 057.
Tel No. 9820048732.
COP No.1705

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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 : 17th October, 2011

Signature -----
V. V. CHAKRADEO
COP No.1705



**V. V. CHAKRADEO & CO.,
COMPANY SECRETARIES.
B/301, MATOSHREE RESIDENCY CHS., 65 PRARTHANA
SAMAJ ROAD, VILE PARLE (EAST), MUMBAI 400 057.**

RES. TEL. 2611 6821
EMAIL : vvchakra@gmail.com

MOBILE NO. 98200 48732

October 17, 2011

Gammon India Ltd.
Gammon House,
Veer Savarkar Marg, Prabhadevi,
Mumbai 400 025.

Dear Sir,

**RE : COMPLIANCE CERTIFICATE IN TERMS OF CLAUSE NO. 47
OF THE LISTING AGREEMENT**

We have examined all relevant books, registers, forms, documents of Gammon India Ltd., kept at Intime Spectrum Registry Ltd., C-13, Pannalal Silk Mills Compound, L B S Marg, Bhandup (W), Mumbai 400 078, for the purpose of issuing certificate under sub clause (C) of clause 47 of the Listing Agreement with the Stock Exchange and hereby certify that the Company has delivered during the period 1st April 2011 to 30th September 2011.

- a) all certificates of shares issued after registration of transfer within one month of the date of lodgment of transfer prior to the date of intimation of the closure of Register of Members.
- b) all the certificates of shares issued on sub-division, consolidation and replacement within one month of the date of lodgment to the Company.

Thanking you,

Yours faithfully,
For V.V. Chakradeo & Co.



V. V. Chakradeo
C O P 1705