



13th April, 2017

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

NSE CODE: GAMMONIND

BSE Limited

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

BSE CODE:509550

Dear Sir,

Sub: Corporate Governance Report as per Regulation 27 (2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Pursuant to Regulation 27(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith Report on Corporate Governance for the quarter ended 31st March, 2017.

Kindly take the same on record.

Thanking you.

**Yours truly,
For GAMMON INDIA LIMITED**


**GITA G. BADE
COMPANY SECRETARY**

Encl: As above.

GAMMON INDIA LIMITED

An ISO 9001 Company

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E-Mail : gammon@gammonindia.com • Website : www.gammonindia.com

CIN: L74999MH1922PLC000997



General information about company	
Scrip code	509550
Name of the entity	GAMMON INDIA LIMITED
Date of start of financial year	01-04-2016
Date of end of financial year	31-03-2017
Reporting Quarter	Yearly
Date of Report	31-03-2017
Risk management committee	Not Applicable

Annexure I

Annexure I to be submitted by listed entity on quarterly basis

I. Composition of Board of Directors

Disclosure of notes on composition of board of directors explanatory

Is there any change in information of board of directors compare to previous quarter

Yes

Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of appointment in the current term	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee (s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)	Notes
1	Mr	Abhijit Rajan	AAEPR0342J	00177173	Executive Director	Chairperson	MD	17-05-2016			2	0	0	
2	Mr	Ajit Desai	ABFPD3990E	00105836	Executive Director	Not Applicable	CEO	18-12-2014			1	0	0	
3	Mr	Digambar Bagde	AFZPB5346Q	00122564	Non-Executive - Non Independent Director	Not Applicable		09-07-2012			1	0	0	
4	Mr	Rajul Bhansali	AAKPB0505F	00178558	Executive Director	Not Applicable		30-03-2015			1	0	0	

Annexure I

Annexure I to be submitted by listed entity on quarterly basis

I. Composition of Board of Directors

Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of appointment in the current term	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee (s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)	Notes
5	Mr	Chandras Dayal	AABPD0594P	00178583	Non-Executive - Independent Director	Not Applicable		01-04-2014		60	2	2	4	
6	Mr	Naval Choudhary	ADVPC3724D	00192164	Non-Executive - Independent Director	Not Applicable		01-04-2014		60	2	2	0	
7	Mrs	Urvashi Saxena	AAVPS2424D	02021303	Non-Executive - Independent Director	Not Applicable		01-04-2014		60	3	3	1	
8	Mr	Atul Kumar Shukla	AHBPS7974D	00121601	Non-Executive - Independent Director	Not Applicable		01-04-2014		60	2	2	1	

Annexure 1	
II. Composition of Committees	
Disclosure of notes on composition of committees explanatory	
Is there any change in information of committees compare to previous quarter	No

Annexure 1			
Annexure 1			
III. Meeting of Board of Directors			
Disclosure of notes on meeting of board of directors explanatory			
Sr	Date(s) of meeting (if any) in the previous quarter	Date(s) of meeting (if any) in the current quarter	Maximum gap between any two consecutive (in number of days)
1	12-12-2016		
2		15-02-2017	64
3		20-02-2017	4

Annexure 1							
IV. Meeting of Committees							
Disclosure of notes on meeting of committees explanatory							
Sr	Name of Committee	Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (Yes/No)	Requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings (in number of days)	Name of other committee
1	Audit Committee	15-02-2017	Yes	Mr. Chandrahas. C. Dayal, Mr. Naval Choudhary, Mrs. Urvashi Saxena, Mr. Atul Kumar Shukla.			
2	Audit Committee	20-02-2017	Yes	Mr. Chandrahas C. Dayal Mr. Naval Choudhary, Mrs. Urvashi Saxena Mr. Atul Kumar Shukla			
3	Audit Committee		Yes	Mr. Chandrahas. C. Dayal, Mr. Naval Choudhary, Mrs. Urvashi Saxena, Mr. Atul Kumar Shukla.	12-12-2016	64	
4	Audit Committee		Yes	Mr. Chandrahas. C. Dayal, Mr. Naval Choudhary, Mrs. Urvashi Saxena, Mr. Atul Kumar Shukla.	29-12-2016	4	
5	Stakeholders Relationship Committee	07-01-2017	Yes	Mr. Chandrahas. C. Dayal, Mr. Naval Choudhary, Mr. Atul Kumar Shukla.		36	
6	Stakeholders Relationship Committee	15-03-2017	Yes	Mr. Chandrahas. C. Dayal, Mr. Naval Choudhary, Mr. Atul Kumar Shukla.		66	

Annexure 1							
IV. Meeting of Committees							
Sr	Name of Committee	Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (Yes/No)	Requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings (in number of days)	Name of other committee
7	Stakeholders Relationship Committee	22-03-2017	Yes	Mr. Chandrahas. C. Dayal, Mr. Naval Choudhary, Mr. Atul Kumar Shukla.		7	
8	Stakeholders Relationship Committee		Yes	Mr. Chandrahas. C. Dayal, Mr. Naval Choudhary, Mr. Atul Kumar Shukla.	10-11-2016		
9	Stakeholders Relationship Committee		Yes	Mr. Chandrahas. C. Dayal, Mr. Naval Choudhary, Mr. Atul Kumar Shukla.	22-11-2016		
10	Stakeholders Relationship Committee		Yes	Mr. Chandrahas. C. Dayal, Mr. Naval Choudhary, Mr. Atul Kumar Shukla.	01-12-2016		

Annexure 1			
V. Related Party Transactions			
Sr	Subject	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Whether prior approval of audit committee obtained	NA	
2	Whether shareholder approval obtained for material RPT	NA	
3	Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	NA	

Annexure 1		
VI. Affirmations		
Sr	Subject	Compliance status (Yes/No)
1	The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
2	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 a. Audit Committee	Yes
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee	Yes
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c. Stakeholders relationship committee	Yes
5	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable to the top 100 listed entities)	NA
6	The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
7	The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
8	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	Yes

Annexure II				
Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)				
I. Disclosure on website in terms of Listing Regulations				
Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	Web address
1	Details of business	Yes		www.gammonindia.com
2	Terms and conditions of appointment of independent directors	Yes		www.gammonindia.com
3	Composition of various committees of board of directors	Yes		www.gammonindia.com
4	Code of conduct of board of directors and senior management personnel	Yes		www.gammonindia.com
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		www.gammonindia.com
6	Criteria of making payments to non-executive directors	Yes		www.gammonindia.com
7	Policy on dealing with related party transactions	Yes		www.gammonindia.com
8	Policy for determining 'material' subsidiaries	Yes		www.gammonindia.com
9	Details of familiarization programmes imparted to independent directors	Yes		www.gammonindia.com

Annexure II				
Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)				
I. Disclosure on website in terms of Listing Regulations				
Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	Web address
10	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes		www.gammonindia.com
11	email address for grievance redressal and other relevant details	Yes		www.gammonindia.com
12	Financial results	Yes		www.gammonindia.com
13	Shareholding pattern	Yes		www.gammonindia.com
14	Details of agreements entered into with the media companies and/or their associates	NA		
15	New name and the old name of the listed entity	NA		

Annexure II				
II. Annual Affirmations				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25 (6)	Yes	
2	Board composition	17(1)	Yes	
3	Meeting of Board of directors	17(2)	Yes	
4	Review of Compliance Reports	17(3)	Yes	
5	Plans for orderly succession for appointments	17(4)	Yes	
6	Code of Conduct	17(5)	Yes	
7	Fees/compensation	17(6)	Yes	
8	Minimum Information	17(7)	Yes	
9	Compliance Certificate	17(8)	Yes	
10	Risk Assessment & Management	17(9)	Yes	

Annexure II				
II. Annual Affirmations				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
11	Performance Evaluation of Independent Directors	17(10)	Yes	
12	Composition of Audit Committee	18(1)	Yes	
13	Meeting of Audit Committee	18(2)	Yes	
14	Composition of nomination & remuneration committee	19(1) & (2)	Yes	
15	Composition of Stakeholder Relationship Committee	20(1) & (2)	Yes	
16	Composition and role of risk management committee	21(1),(2),(3),(4)	NA	
17	Vigil Mechanism	22	Yes	
18	Policy for related party Transaction	23(1),(5),(6),(7) & (8)	Yes	
19	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes	
20	Approval for material related party transactions	23(4)	NA	

Annexure II				
II. Annual Affirmations				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
21	Composition of Board of Directors of unlisted material Subsidiary	24(1)	Yes	
22	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4), (5) & (6)	Yes	
23	Maximum Directorship & Tenure	25(1) & (2)	Yes	
24	Meeting of independent directors	25(3) & (4)	Yes	
25	Familiarization of independent directors	25(7)	Yes	
26	Memberships in Committees	26(1)	Yes	
27	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes	
28	Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes	
29	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes	
	Any other information to be provided - Add Notes			

Annexure II		
III. Affirmations		
Sr	Particulars	Compliance status (Yes/No/NA)
1	The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied	Yes
	Any other information to be provided	

Signatory Details	
Name of signatory	GITA G BADE
Designation of person	Company Secretary
Place	MUMBAI
Date	13-04-2017