

15th January, 2015

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,

Sub: Corporate Governance Report as per Clause 49 of the Listing Agreement.

With reference to Clause 49 of the Listing Agreement, we enclose herewith the Quarterly Compliance Report on Corporate Governance for the quarter ended 31st December, 2014.

Kindly take the same on record.

Thanking you,

**Yours truly,
For GAMMON INDIA LIMITED**



**GITA BADE
COMPANY SECRETARY**

Encl: As above.

Name of the Company: **GAMMON INDIA LIMITED**
 Quarter ending on: **31st December, 2014**



Particulars	Clause of Listing Agreement	Compliance Status Yes / No	Remarks
II. Board of Directors	49 (II)	Yes	-
(A) Composition of Board	49 (IIA)	Yes	-
(B) Independent Directors	49 (IIB)	Yes	-
(C) Non-executive Directors' compensation & disclosures	49 (IIC)	Yes	-
(D) Other provisions as to Board and Committees	49 (IID)	Yes	-
(E) Code of Conduct	49 (IIE)	Yes	-
(F) Whistle Blower Policy	49 (IIF)	Yes	-
III. Audit Committee	49 (III)	Yes	-
(A) Qualified & Independent Audit Committee	49 (IIIA)	Yes	-
(B) Meeting of Audit Committee	49 (IIIB)	Yes	-
(C) Powers of Audit Committee	49 (IIIC)	Yes	-
(D) Role of Audit Committee	49 (IIID)	Yes	-
(E) Review of Information by Audit Committee	49 (IIIE)	Yes	-
IV. Nomination and Remuneration Committee	49 (IV)	Yes	-
V. Subsidiary Companies	49 (V)	Yes	-
VI. Risk Management	49 (VI)	Yes	-
VII. Related Party Transaction	49 (VII)	Yes	-
VIII. Disclosures	49 (VIII)	Yes	-
(A) Related party transactions	49 (VIII A)	Yes	List of Material Related Party Transaction attached herewith
(B) Disclosure of Accounting Treatment	49 (VIII B)	Yes	-
(C) Remuneration of Directors	49 (VIII C)	Yes	-
(D) Management	49 (VIII D)	Yes	-
(E) Shareholders	49 (VIII E)	Yes	-
(F) Proceeds from public issues, right issue, preferential issues, etc.	49 (VIII F)	Not Applicable	-
IX. CEO / CFO Certification	49 (IX)	Yes	Complied for the period ended 31 st December, 2013. Will be complied with at the time of preparation of annual audited accounts for the period ended 30 th September 2014.
X. Report on Corporate Governance	49 (X)	Yes	Complied for the period ended 31 st December, 2013. Will be complied with at the time of preparation of annual audited accounts for the period ended 30 th September 2014.
XI. Compliance	49 (XI)	Yes	Complied for the period ended 31 st December, 2013. Will be complied with at the time of preparation of annual audited accounts for the period ended 30 th September 2014.

FOR **GAMMON INDIA LIMITED**


GITA BADE
 COMPANY SECRETARY

GAMMON INDIA LIMITED

An ISO 9001 Company

GAMMON HOUSE, VEER SAVARKAR MARG, P. O. BOX NO. 9129, PRABHADEVI, MUMBAI-400 025. INDIA.





LIST OF MATERIAL RELATED PARTY TRANSACTION ENTERED INTO BY THE COMPANY WITH 'RELATED PARTIES' DURING THE QUARTER 01/10/14 to 31/12/14

		Rs. In Crore
Name of Company	Nature of Transaction	Amount
Gammon Power Limited (Wholly own subsidiary)	Finance provided (Incl. loans and equity contribution in cash or kind)	712.80
Gammon Power Limited (Wholly own subsidiary)	Interest Income during the Quarter	16.17
Gammon Power Limited (Wholly own subsidiary)	Security created in favour of ICICI Bank by way of pledge of shares of Gammon Infrastructure Projects Limited for Term Loan availed by Gammon India Limited	377.52

For GAMMON INDIA LIMITED


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COMPANY SECRETARY**

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