



13th April, 2016

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.

With reference to Regulation 27(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose herewith the Compliance Report on Corporate Governance for the quarter and year ended 31st March, 2016 (As the Company's financial year is a period of 18 months commencing from 1st October, 2014 and ending on 31st March, 2016).

Kindly take the same on record.

Thanking you.

**Yours truly,
For GAMMON INDIA LIMITED**


**GITA BADE
COMPANY SECRETARY**

Encl: As above.

GAMMON INDIA LIMITED

An ISO 9001 Company

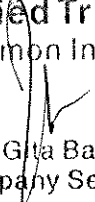
GAMMON HOUSE, VEER SAVARKAR MARG, P. O. BOX NO. 9129, PRABHADEVI, MUMBAI-400 025. INDIA.
Telephone : 91- 22 - 6111 4000 • 2430 6761 • Fax : 91 - 22 - 2430 0221 • 2430 0529
E-Mail : gommon@gommonindia.com • Website : www.gommonindia.com

CIN: L74999MH1922PLC000997



General information about company	
Scrip code	509550
Name of the entity	GAMMON INDIA LIMITED
Date of start of financial year	01-10-2014
Date of end of financial year	31-03-2016
Reporting Quarter	Yearly
Date of Report	31-03-2016
Risk management committee	Not Applicable

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For Gammon India Limited


Gita Bade
Company Secretary

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


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	Number of memberships in Audit/ Stakeholder Committee (s) including this listed entity	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity
1	Mr	Abhijit Rajan	AAEPR0342J	00177173	Executive Director	Chairperson	MD	17-05-2011	16-05-2016		2	0	0
2	Mr	Ajit Desai	ABFPB6983D	00105836	Executive Director	Not Applicable	CEO	18-12-2014	17-12-2017		1	0	0
3	Mr	Digambar Bagde	AFZPB5346Q	00122564	Executive Director	Not Applicable		09-07-2012	08-07-2017		1	0	0
4	Mr	Rajul Bhansali	AAKPB0505F	00178558	Executive Director	Not Applicable		30-03-2015	29-03-2018		1	0	0
5	Mr	Chandras Dayal	AABPD0594P	00178583	Non-Executive - Independent Director	Not Applicable		01-04-2014	31-03-2019	60	2	6	4
6	Mr	Atul Dayal	AACPD5682K	00005021	Non-Executive - Independent Director	Not Applicable		01-04-2014	31-03-2019	60	2	2	0
7	Mr	Naval Choudhary	ADVPC3724D	00192164	Non-Executive - Independent Director	Not Applicable		01-04-2014	31-03-2019	60	2	3	0
8	Mrs	Urvashi Saxena	AAVPS2424D	02021303	Non-Executive - Independent Director	Not Applicable		01-04-2014	31-03-2019	60	3	3	1
9	Mr	Atul Shukla	AHBPS7974D	00121601	Non-Executive - Independent Director	Not Applicable		01-04-2014	31-03-2019	60	2	5	1
10	Mr	Jagdish Sheth	AAFPS4306N	00675344	Non-Executive - Independent Director	Not Applicable		01-04-2014	31-03-2019	60	1	0	0

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Gita Bade
Company Secretary


Annexure I					
II. Composition of Committees					
Is there any change in composition of committees compare to previous quarter					Yes
Sr	Name Of Committee	Name of Committee members	Category 1 of directors	Category 2 of directors	Name of other committee
1	Other Committee	Mr. Atul Kumar Shukla	Non-Executive - Independent Director	Member	Securities Allotment Committee

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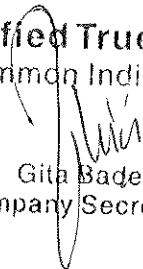
Annexure I			
Annexure I			
III. Meeting of Board of Directors			
Sr	Date(s) of meeting (if any) in the previous quarter	Date(s) of meeting (if any) in the current quarter	Maximum gap between any two consecutive (in number of days)
4	27-10-2015		
5	17-11-2015		20
6	17-12-2015		29
4		12-02-2016	56
5		23-03-2016	39
6		31-03-2016	7

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G. A. Barte
Company Secretary


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)
1	Audit Committee	12-02-2016	Yes	1. Mr. Chandrabas Dayal, 2. Mrs. Urvashi Saxena, 3. Mr. Naval Choudhary, 4. Mr. Atul Kumar Shukla	17-12-2015	
2	Audit Committee	31-03-2016	Yes	1. Mr. Chandrabas Dayal, 2. Mr. Atul Kumar Shukla		
3	Nomination and remuneration committee	12-02-2016	Yes	1. Mr. Chandrabas Dayal, 2. Mrs. Urvashi Saxena, 3. Mr. Naval Choudhary,		
4	Stakeholders Relationship Committee	15-02-2016	Yes	1. Mr. Chandrabas Dayal, 2. Mr. Atul Dayal 3. Mr. Naval Choudhary, 4. Mr. Atul Kumar Shukla	07-11-2015	
5	Stakeholders Relationship Committee	22-02-2016	Yes	1. Mr. Chandrabas Dayal, 2. Mr. Atul Dayal 3. Mr. Naval Choudhary, 4. Mr. Atul Kumar Shukla		
6	Stakeholders Relationship Committee	07-03-2016	Yes	1. Mr. Chandrabas Dayal, 2. Mr. Atul Dayal 3. Mr. Naval Choudhary, 4. Mr. Atul Kumar Shukla		
7	Stakeholders Relationship Committee	15-03-2016	Yes	1. Mr. Chandrabas Dayal, 2. Mr. Atul Dayal 3. Mr. Naval Choudhary, 4. Mr. Atul Kumar Shukla		
8	Stakeholders Relationship Committee	29-03-2016	Yes	1. Mr. Chandrabas Dayal, 2. Mr. Atul Dayal 3. Mr. Naval Choudhary, 4. Mr. Atul Kumar Shukla		
9	Other Committee	09-03-2016	Yes	Securities Allotment Committee 1. Mr. Chandrabas Dayal, 2. Mr. Atul Kumar Shukla	29-12-2015	
10	Other Committee	10-03-2016	Yes	Securities Allotment Committee 1. Mr. Chandrabas Dayal, 2. Mr. Atul Kumar Shukla		
11	Other Committee	16-03-2016	Yes	Securities Allotment Committee 1. Mr. Chandrabas Dayal, 2. Mr. Atul Kumar Shukla		

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Company Secretary

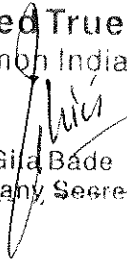
Annexure I			
V. Related Party Transactions			
Sr	Subject	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Whether prior approval of audit committee obtained	Yes	
2	Whether shareholder approval obtained for material RPT	NA	
3	Whether details of RPT entered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

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Gita Bade
Company Secretary


Text Block	
Textual Information(1)	Further Investment in wholly owned subsidiary Gammon Power Limited ("GPL") by subscribing to 2.25 crore equity shares of Rs. 10/- each at a price of Rs. 300/- per equity share (including a premium of Rs. 290/- per equity share) aggregating to Rs. 675 crores (Rupees Six hundred and seventy five crores) issued by GPL on conversion of loan due and outstanding from GPL to the Company. The Material related party transaction mentioned above is between the Company and wholly owned subsidiary and hence exempt from taking shareholders approval.

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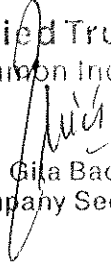
Annexure 1		
VI. Affirmations		
Sr	Subject	Compliance status (Yes/No)
1	The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
2	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure 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

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Company Secretary


Text Block

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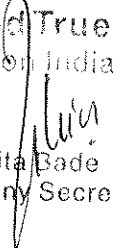
Annexure II				
Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)				
I. Disclosure on website in terms of Listing Regulations				
Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	Web address
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
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		

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For Gammon India Limited


Gita Baidya
Company Secretary

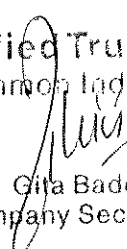
Annexure II				
II. Annual Affirmations				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25 (6)	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	
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)	Yes	
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				

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Gita Bade
Company Secretary


Annexure II	
III. Affirmations	
The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied	Yes

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Gita Bade
Company Secretary

Signatory Details	
Name of signatory	GITA BADE
Designation of person	Company Secretary
Place	MUMBAI
Date	13-04-2016

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For Gammon India Limited


Gita Bade
Company Secretary