



10th April, 2014

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, 2014 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, 2014.

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, 2014 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 2014 that :

1. For Quarter Ended	31-03-2014
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

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
	13,73,55,208
11. Listed capital (Exchange wise as per company's records)	13,57,74,668

As on 31.03.2014 % Of Total Capital ie. (Item no. 15)

12. Held in dematerialised form in CDSL	5,314,652	3.89
13. Held in dematerialised form in NSDL	121,712,477	89.17
14. Physical	9,473,339	6.94
15. Total No. of shares (12+13+14)	136,500,468	100.000

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
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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	Not Applicable
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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 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 : 08th April,2014

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.

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CERTIFICATE UNDER CLAUSE 47 OF THE LISTING AGREEMENT

FOR THE HALF YEAR ENDED 31ST MARCH, 2014.

I have examined all Share Transfer Deeds, Memorandum of Transfers, Registers, files and other documents relating to GAMMON INDIA LIMITED maintained by M/s Link Intime India Private Limited, having office at C-13, Pannalal Silk Mills Compound, L. B. S. Marg, Bhandup (W), Mumbai-400 078, pertaining to transfer of equity shares of the Company for the period from 1st October, 2013 to 31st March, 2014 for the purpose of issuing a Certificate as per Clause 47(C) of the Listing Agreement entered into by, GAMMON INDIA LIMITED with BSE and based on the information provided by the Company, I hereby certify that the Company has delivered during half year ended on 31st, March 2014 :

- A) Share/Debenture Certificate(s) relating to the transfer of Shares/Debentures received during the period from 1st October, 2013 to 31st March, 2014 as entered in the Memorandum of Transfers have been issued within fifteen days of the date of lodgment for transfer, sub-division, consolidation, renewal, exchange or endorsement of calls/allotment monies from respective date of lodgment of each deed excepting those rejected on technical grounds.
- B) *Any other information, if applicable. N A.*

Date : 8th April, 2014

Place: Mumbai

For V. V. Chakradeo & Co.



V. V. Chakradeo
COP 1705