



REPORT ON CORPORATE GOVERNANCE

In compliance with Clause 49 of the Listing Agreement entered into with the stock exchanges, the Company hereby submits the report on matters as mentioned in the said clause and Corporate Governance practices followed by the Company.

1. COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE:

Corporate Governance broadly refers to a set of rules and practices designed to govern the behavior of corporate enterprises. The Company's philosophy on Corporate Governance envisages accountability, responsibility and transparency in the conduct of the Company's business and its affairs vis-à-vis its employees, shareholders, bankers, lenders, government, suppliers, dealers etc. and accordingly lays great emphasis on regulatory compliances. The Company firmly believes that Corporate Governance is a powerful tool to sub serve the long-term growth of the Company and continues to give high priority to the principles and practice of Corporate Governance and has accordingly benchmarked its practices with the existing guidelines of Corporate Governance as laid down in the Listing Agreement.

2. BOARD OF DIRECTORS (BOARD):

a. Composition:

The Company has an optimum combination of Executive and Non- Executive Independent Directors, in conformity with Clause 49 of the Listing Agreement, to maintain the independence of the Board and to separate the Board functions of governance and management.

On the date to which this report pertains, the Board comprised of a Chairman and Managing Director, Two Executive Directors, One Non Executive Non Independent Director and Six Non Executive Independent Directors. All the members of the Board are persons with considerable experience and expertise in industry, finance, management and law.

The Chairman and Managing Director provides leadership to the Board and to the Management in strategizing and realizing business objectives and is supported by the Executive Directors. The Independent Directors contribute by giving their valuable guidance and inputs with their independent judgement on the overall business strategies and performance.

None of the Directors on the Board is a Member of more than 10 (Ten) Committees and Chairman of more than 5 (Five) Committees (as specified in Clause 49 of the Listing Agreement), across all the companies in which they are Directors. The necessary disclosures regarding committee positions have been made by all the Directors.

b. Board Meetings:

The Board meets at least once in each quarter inter alia to review the quarterly results. In addition the Board also meets whenever necessary.

During the year under review the Company held 5 (Five) Board Meetings on 23/04/2008, 30/06/2008, 31/07/2008, 24/10/2008, 28/01/2009 and the gap between two meetings did not exceed four months. The Board Meetings are held at the registered office of the Company.

c. Changes in Board Composition:

Effective from 1st April, 2008 till date the following changes have taken place in the Board composition:

1. Mr. Rajul Bhansali whose term of office as Whole-time Director expired on 29th March, 2009 was re-appointed as a Whole-time Director designated as Executive Director – International Operations w.e.f. 30th March, 2009.
2. Mr. Naval Choudhary was inducted as an Additional Non-Executive Independent Director w.e.f. 21st May, 2009.

3. Mr. Parvez Umrigar was inducted as an Additional Non- Executive and Non- Independent Director w.e.f. 1st June, 2009.
4. Mr. Rohit Modi was inducted as a Whole-time Director designated as Deputy Managing Director w.e.f. 7th June, 2009.
5. Mr. Atul Kumar Shukla was inducted as an Additional Non-Executive Independent Director w.e.f. 9th July, 2009.
6. Mr. Digambar Bagde was inducted as a Whole-time Director designated as Director & CEO (Transmission & Distribution) business of Nagpur branch w.e.f. 9th July, 2009.

d. Directors' Attendance Record and Directorships held:

The composition of the Board, category of Directors and details of attendance of each Director at Board Meetings and last Annual General Meeting, details of other directorships and membership of committees are as follows:

Name and Designation of Director	Category of Directors	No. of Board Meetings attended (01.04.2008 to 31.03.2009)	Whether attended last A.G.M. held on 25 th September 2008	No. of Directorships in other Public Companies	No. of Chairmanship and Membership of Committees of other public companies	
					Chairman	Member
Mr. Peter Gammon Chairman Emeritus	Promoter / Non-Executive/ Non Independent	0	No	-	-	-
Mr. Abhijit Rajan Chairman & Managing Director	Promoter / Executive/ Non Independent	4	Yes	3	-	-
Mr. Rajul A. Bhansali Executive Director	Executive/ Non Independent	4	Yes	2	-	-
Mr. Himanshu Parikh Executive Director	Executive/ Non Independent	3	Yes	5	1	3
Mr. C.C. Dayal Director	Non-Executive/ Independent	5	Yes	9	1	1
Mr. Atul Dayal Director	Non-Executive/ Independent	1	No	3	-	1
Dr. Naushad Forbes Director	Non Executive/ Independent	2	No	2	-	-
Mr. Jagdish Sheth Director	Non-Executive/ Independent	5	Yes	-	-	-
Ms. Urvashi Saxena Director	Non-Executive/ Independent	4	Yes	1	-	-
Mr. Rohit Modi Deputy Managing Director	Executive/ Non Independent	N.A.	N.A.	N.A.	N.A.	N.A.
Mr. Digambar Bagde Executive Director	Executive/ Non Independent	N.A.	N.A.	N.A.	N.A.	N.A.
Mr. Naval Choudhary Director	Non-Executive/ Independent	N.A.	N.A.	N.A.	N.A.	N.A.
Mr. Parvez Umrigar Director	Non-Executive/ Independent	N.A.	N.A.	N.A.	N.A.	N.A.
Mr. Atul Kumar Shukla Director	Non-Executive/ Independent	N.A.	N.A.	N.A.	N.A.	N.A.



Notes:

- a) Other directorships do not include alternate directorships, directorships of private limited companies, section 25 companies and companies incorporated outside India.
- b) Chairmanship/Membership of Board Committees includes only Audit and Shareholders/Investors Grievance Committee.
- c) Mr. C.C. Dayal and Mr. Atul Dayal are related to each other.
- d) The Board meetings are held at the registered office of the Company. The information as required under Annexure IA to Clause 49 is being made available to the Board. The Company did not have any pecuniary relationship or transactions with Non-Executive Directors during the year.
- e) As per clause 49 of the Listing Agreement, the independent director expression 'independent director' shall mean a non-executive director of the company who:
- (i) apart from receiving director's remuneration, does not have any material pecuniary relationships or transactions with the company, its promoters, its directors, its senior management or its holding company, its subsidiaries and associates which may affect independence of the director;
 - (ii) is not related to promoters or persons occupying management positions at the board level or at one level below the board;
 - (iii) has not been an executive of the company in the immediately preceding three financial years;
 - (iv) is not a partner or an executive or was not partner or an executive during the preceding three years, of any of the following:
 - the statutory audit firm or the internal audit firm that is associated with the company, and
 - the legal firm(s) and consulting firm(s) that have a material association with the company.
 - (v) is not a material supplier, service provider or customer or a lessor or lessee of the company, which may affect independence of the director.
 - (vi) is not a substantial shareholder of the company i.e. owning two percent or more of the block of voting shares.
 - (vii) is not less than 21 years of age.

e. Details of Remuneration paid to Directors during the year ended 31st March 2009:**REMUNERATION POLICY:**

All Executive Directors receive salary, allowances, perquisites and commission while Non Executive Directors receive sitting fees for attending Board and Committee meetings. Payment of remuneration to the Managing Director and the Executive Directors is governed by an Agreement entered into between the Company and the Managerial personnel, the terms and conditions of which have been duly approved by the Board and the Shareholders of the Company.

The Remuneration (including perquisites and benefits) paid to the Executive Directors during the year ended 31st March, 2009 is as follows:

Name of the Director	Salary (Rs.)	Perquisites (Rs.)	Commission ## (Rs.)	Total
Mr. Abhijit Rajan	78,00,000	54,64,782	10,00,000	1,42,64,782
Mr.Himanshu Parikh	25,40,000	18,31,101	10,00,000	53,71,101
Mr. Rajul Bhansali	24,95,000	22,36,838	10,00,000	57,31,838
Total	1,28,35,000	95,32,721	30,00,000	2,53,67,721

Payable for the year 2008-09.

SERVICE CONTRACT / SEVERANCE FEES & NOTICE PERIOD :

The terms of employment stipulate a notice period of three months, for termination of appointment of Chairman & Managing Director and Executive Director, on either side.

The Chairman & Managing Director and Executive Directors shall be entitled for compensation for loss of office to the extent permissible under the Companies Act, 1956, if, during the currency of the Agreement their tenure of office is determined for reasons other than those specified in sub-section (3) of Section 318 or any other applicable provisions of the Companies Act, 1956. There is no other provision for payment of severance fees.

NON-EXECUTIVE DIRECTORS:

The Non-Executive Directors of the Company do not draw any remuneration from the Company other than sitting fees for attending Board and Committee meetings.

Details of Sitting Fees paid to Non - Executive Directors for attending Board and Committee Meetings during the year 2008-09 are given below: -

Name	Board Meeting (Rs.)	Committee Meeting (Rs.) **	Total (Rs.)
Mr. C.C. Dayal	1,00,000	5,00,000	6,00,000
Mr. Atul Dayal	20,000	-	20,000
Dr. Naushad Forbes	40,000	-	40,000
Mr. Jagdish Sheth	1,00,000	-	1,00,000
Ms. Urvashi Saxena	80,000	20,000	1,00,000

Note: (**) includes Audit and Financial Review Committee Meeting.

3. BOARD COMMITTEES: -

The Board currently has 3 Committees:

(1) Audit Committee (2) Shareholders/ Investors' Grievance Committee (3) Financial Review Committee.

The Board determines the constitution of the committees, the terms of reference for committee members including their role and responsibilities.

a. AUDIT COMMITTEE:

The Audit Committee of the Company is constituted in accordance with the provisions of Clause 49 of the Listing Agreements with the Stock Exchanges read with Section 292A of the Companies Act, 1956.

Ms. Urvashi Saxena was inducted as a member of the Audit Committee on 24th October, 2008. The Audit Committee presently comprises of 3 (Three) Non Executive Independent Directors and One Executive Director viz.: 1) Mr. C.C. Dayal (Chairman) 2) Mr. Atul Dayal 3) Ms. Urvashi Saxena and 4) Mr. Himanshu Parikh - Executive Director. All the members of the Audit Committee are financially literate and have accounting / related financial management expertise.

The Audit Committee meetings are held at the Registered Office of the Company and attended by invitation by the Chief Financial Officer, Senior Vice President – Finance, representatives of the Statutory Auditors and the Internal Auditors of the Company.

The Company Secretary acts as Secretary to the Audit Committee.

The role of audit committee as per Clause 49 of the Listing agreement and Section 292A of the Companies Act, 1956, includes the following:

- a) Overseeing of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.

- b) Recommending to the Board the appointment and removal of statutory auditors', branch auditors and fixation of their remuneration.
- c) Reviewing with management the annual financial statements before submission to the Board, focusing primarily on:
- Any changes in accounting policies and practices
 - Major accounting entries based on exercise of judgements by management
 - Qualifications in draft audit report
 - Significant adjustments arising out of audit
 - The going concern assumption
 - Compliance with accounting standards
 - Compliance with Stock Exchanges and legal requirements concerning financial statements
 - Any related party transactions i.e., transactions of the Company of material nature, with promoters or the management, their subsidiaries or relatives etc. that may have potential conflict with the interests of the Company at large.
- d) Reviewing with the management, Statutory and Internal Auditors, internal controls and the adequacy of internal control systems.
- e) Reviewing the quarterly and half yearly financial results.
- f) Reviewing the adequacy of internal audit functions, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit.
- g) Discussion with Internal Auditors, any significant findings and follow up thereon.
- h) Reviewing the findings of any internal investigations by the Internal Auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board.
- i) Discussions with Statutory Auditors before the audit commences, nature and scope of audit as well as have post audit discussion to ascertain any area of concern.
- j) Reviewing the Company's financial and risk management policies.
- k) Looking into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in the case of non payment of declared dividends) and creditors, if any.
- l) Reviewing the operations, new initiatives and performance of the business divisions.

During the period under review, the Audit Committee met 4 (Four) times and the dates of such meetings were: 30/06/2008, 31/07/2008, 24/10/2008 and 28/01/2009.

The Composition of the Audit Committee and the details of meetings attended by the Directors are given below;

Name of the Member	Category	No. of Audit Committee Meetings attended
Mr. C.C. Dayal	Non-Executive -Independent	4
Mr. Atul Dayal	Non-Executive -Independent	2
Mr. Himanshu Parikh	Executive/ Non - Independent	3
Ms. Urvashi Saxena*	Non-Executive -Independent	2

* Ms. Urvashi Saxena was inducted in the Committee w.e.f. 24th October, 2008.

Mr. C.C. Dayal, Chairman of the Audit Committee was present at the previous Annual General Meeting held on 25th September, 2008.

b. SHAREHOLDERS' / INVESTORS' GRIEVANCE COMMITTEE:

The Shareholders'/ Investors' Grievance Committee comprises of 2 (Two) Non-Executive Independent Directors and 1 (One) Executive Director viz.: 1) Mr. C. C. Dayal (Chairman) 2) Mr. Atul Dayal and 3) Mr. Himanshu Parikh.

The Company Secretary, Ms. Gita Bade is the Compliance Officer.

The Shareholders / Investors Grievance Committee deals with various matters relating to:

- Transfer/ transmission of shares
- Issue of duplicate share certificates
- Review of shares dematerialized/ rematerialized and all other related matters
- Non- receipt of Annual Reports and dividend
- Redressal of investors/ shareholders complaints

During the year 2008-09 the Committee held 21 (Twenty One) meetings on 15/04/2008, 30/04/2008, 31/05/2008, 16/06/2008, 30/06/2008, 15/07/08, 31/07/2008, 14/08/2008, 30/08/2008, 15/09/2008, 18/09/2008, 15/10/2008, 15/11/2008, 29/11/2008, 31/12/2008, 15/01/2009, 31/01/2009, 16/02/2009, 27/2/2009, 16/03/2009 and 31/03/2009.

The minutes of the shareholders'/Investors' Grievance Committee are reviewed and noted by the Board.

The Composition of the Shareholders'/Investors' Grievance Committee and the details of the meetings attended by the Directors are given below:

Name of the Director	Executive/Non-Executive	No. of Committee Meetings Attended
Mr. C.C.Dayal	Non-Executive-Chairman	20
Mr. Atul Dayal	Non-Executive-Independent	16
Mr. Himanshu Parikh	Executive- Non Independent	19

A total of 69 queries/ complaints were received by the Company from Shareholders'/Investors' as detailed below. All the complaints were resolved by the Company to the satisfaction of the investors and as on 31st March, 2009, there were no pending letters/ complaints. The status of Shareholders' complaints received upto 31st March, 2009 is as stated below:

No. of Complaints received during the twelve months period ended 31 st March, 2009	69
No. of Complaints resolved as on 31 st March, 2009	69
No of Complaints pending as on 31 st March, 2009	NIL
No. of pending share transfers as on 31 st March, 2009	NIL

Name, Designation and Address of Compliance Officer:

Ms. Gita Bade
 Company Secretary
 Gammon India Limited
 Gammon House, Veer Savarkar Marg,
 Prabhadevi, Mumbai - 400 025
 Telephone: 022 – 6744 4000
 Facsimile: 022 – 2430 0529

**(c) FINANCIAL REVIEW COMMITTEE:**

In addition to the above Committees, the Company has also constituted a Financial Review Committee with two Directors as members viz. Mr. C.C. Dayal and Mr. Rajul Bhansali- Executive Director. The Committee reviews all financial transactions, various issues and compliances relating thereto. Mr. C.C. Dayal Non-Executive Director is paid sitting fees of Rs. 20,000/- per meeting for attending the meetings.

4. OTHER INFORMATION:**a) CODE OF CONDUCT:**

The Company has laid down a Code of Conduct for all Board members and the Senior Management Personnel. The Code of Conduct is available on the Company's website viz.: www.gammonindia.com. All the Board Members and Senior Management Personnel have affirmed Compliance with the Code of Conduct. A declaration to this effect signed by the Chairman and Managing Director forms part of this Report.

b) GENERAL BODY MEETINGS:**(i). Location, Date and Time of Annual General Meetings held during the last 3 years:**

The last three Annual General Meetings of the Company were held at Amar Gian Grover Auditorium, Lala Lajpat Rai Marg, Mahalaxmi, Mumbai- 400 034 as under :

AGM	Financial Year	Date & Time
86th	2007-2008	25 th September, 2008 at 3.30 p.m
85th	2006-2007	18 th September, 2007 at 3.00 p.m.
84th	Fifteen Months ended 31 st March, 2006	26 th September, 2006 at 3.00 p.m.

(ii). Special Resolutions passed in the previous three Annual General Meetings:

Date of AGM	Particulars of Special Resolutions passed
25 th September, 2008	No Special Resolution was passed.
18 th September, 2007	<ul style="list-style-type: none"> i) Authorizing the Board to borrow in excess of the paid-up capital and free reserves of the Company under section 293(1) (d). ii) *Mortgaging and/or charging all or some or any immoveable and/or movable properties of the Company, in favour of the lender(s) including debenture-trustees for the holders of debentures that may be issued whether privately placed/to be placed with the financial institutions, banks, bodies corporate and others with power to the lender(s) or debenture-trustees to take over the management of the business and concern of the Company in certain events and upon the terms and conditions decided/to be decided by the Board of Directors of the Company under section 293(1)(a). iii) * Altering the Object Clause of Memorandum of Association of the Company by inserting new sub-clause 36F. iv) * Making loans, investments, giving guarantees etc. to various bodies corporate and for ratification of the issue of Counter/Corporate Guarantees issued by the Company on behalf of other body Corporate under Section 372A of the Companies Act, 1956.
26 th September 2006	<ul style="list-style-type: none"> i) Alteration of Articles of Association of the Company by deleting Article Nos. 235 to 244. ii) * Making loans, investments, giving guarantees etc. to various bodies corporate and for ratification of the issue of Counter/Corporate Guarantees issued by the Company on behalf of other body Corporate under Section 372A of the Companies Act, 1956.

* Businesses at these items were concluded by Postal Ballot.

(iii). Resolutions Passed by Postal Ballot during 2008-09:

The following resolutions were passed by Postal Ballot during the year 2008-09:

- I) Special Resolution: Approval of the Members sought pursuant to Section 372A of the Companies Act, 1956 for making loans, investments, giving guarantees etc. to various bodies corporate. The details of voting pattern are as under:

Particulars	No. of votes cast	% of total votes cast
In favour of the Resolution	2,82,22,472	99.99
Against the Resolution	281	0.01
Total	2,82,22,753	100

The Resolution was passed on 7th October, 2008 by requisite majority.

- II) Special Resolution: Approval of the Members was sought for re-pricing of 15,00,000 Options which were granted on 15th May, 2008, to the employees of the Company and its subsidiaries, under Gammon India Employees Stock Option Scheme 2007. The details of voting pattern are as under:

Particulars	No. of votes cast	% of total votes cast
In favour of the Resolution	2,42,82,035	86.03
Against the Resolution	39,40,718	13.97
Total	2,82,22,753	100

The Resolution was passed on 7th October, 2008 by requisite majority.

Mr. Chaitanya C. Dayal of M/s. Chaitanya C. Dalal & Co., Chartered Accountants was appointed as the Scrutinizer for conducting the Postal Ballot process.

(iv). Special Resolution proposed to be conducted through postal ballot at the ensuing AGM:

No Special Resolution is proposed to be passed by Postal Ballot at the ensuing Annual General Meeting.

Procedure for Conducting Postal Ballot:

After receiving the approval of the Board of Directors, Notice of the General Meeting containing text of the Resolution and Explanatory Statement to be passed through postal ballot, Postal ballot Form and self addressed postage pre-paid envelopes are sent to the shareholders to enable them to consider and vote for or against the proposal within a period of 30 days from the date of dispatch. The calendar of events containing the activity chart is filed with the Registrar of Companies within 7 days of the passing of the Resolution by the Board of Directors. After the last date of receipt of ballots, the Scrutinizer, after due verification, submits the result to the Chairman. Thereafter, the Chairman declares the result of the postal ballot at the General Meeting. The same is also published in the newspapers and displayed on the Company's website.

5. OTHER DISCLOSURES:

- i. Other than transactions entered into in the normal course of business for which necessary approvals are taken and disclosures made, the Company has not entered into any materially significant related party transactions i.e., transactions of the Company of material nature, with its promoters, Directors or the Management, their subsidiaries or relatives etc. that may have potential conflict with the interest of the Company at large. However the Company has annexed to the accounts a list of related parties as per Accounting Standard 18 and the transactions entered into with them.
- ii. Strictures imposed by SEBI:

The Securities and Exchange Board of India (SEBI) on 21st December, 2006 passed an order under section 11 and 11B of the SEBI Act, 1992 directing the Company



- a. Not to divest, transfer, sell or alienate in any way its shareholding in Gammon Infrastructure Projects Limited (GIPL) ("The Company's subsidiary") for a period of 3 years from the date of the allotment in the public issue of GIPL, and
- b. Not to access the capital market directly or indirectly for a period of one year from the date of the order i.e., 21/12/2006.

The Company had preferred an appeal on the aforementioned SEBI Order to the Securities and Appellate Tribunal on 5th February, 2007. The Tribunal vide its order dated 20th June, 2008 dismissed the appeal.

Except for the above strictures no other penalties/ strictures have been imposed on the Company by the Stock Exchange or any other Statutory Authority on any matter related to capital markets, during the last three years.

- iii. A qualified practicing Company Secretary conducts secretarial audit to reconcile the total admitted capital with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) and the total issued and listed capital. The secretarial audit report confirms that the total issued/ paid-up capital is in agreement with the total number of shares in physical form and the total number of dematerialised shares held with NSDL and CDSL.
- iv. The Chairman and Managing Director and the Chief Financial Officer have certified to the Board in accordance with Clause 49 (V) of the Listing Agreement pertaining to CEO / CFO Certification for the year ended 31st March, 2009.

6. MEANS OF COMMUNICATION:

- (a) **Financial Results:** As required under the Listing Agreement, Quarterly and Half-Yearly results of the Company are published within one month from the end of the respective quarter and the annual audited results are announced within three months from the end of the financial year. The financial results are published usually in the Free Press Journal and Navshakti.
- (b) **News Releases, Presentations, etc.:** Official news releases, detailed presentations made to media, analysts, institutional investors, etc. are displayed on the Company's website viz. www.gammonindia.com. Official announcements are sent to the Stock Exchanges.
- (c) **Website:** The Company's corporate website www.gammonindia.com provides information about the Company's business. It also contains a separate dedicated section 'Investor Relations' where shareholders information is available. The Annual Report of the Company is also available on the website in a user-friendly and downloadable format.
- (d) **Annual Report:** Annual Report containing, inter alia, Audited Annual Accounts, Consolidated Financial Statements, Directors' Report, Auditors' Report and other important information is circulated to members and others entitled thereto. The Management Discussion and Analysis (MD&A) Report forms part of the Annual Report.

7. MANDATORY REQUIREMENT:

The Company has complied with all the mandatory requirements of Clause 49 of the Listing Agreement relating to Corporate Governance.

8. NON-MANDATORY REQUIREMENTS:

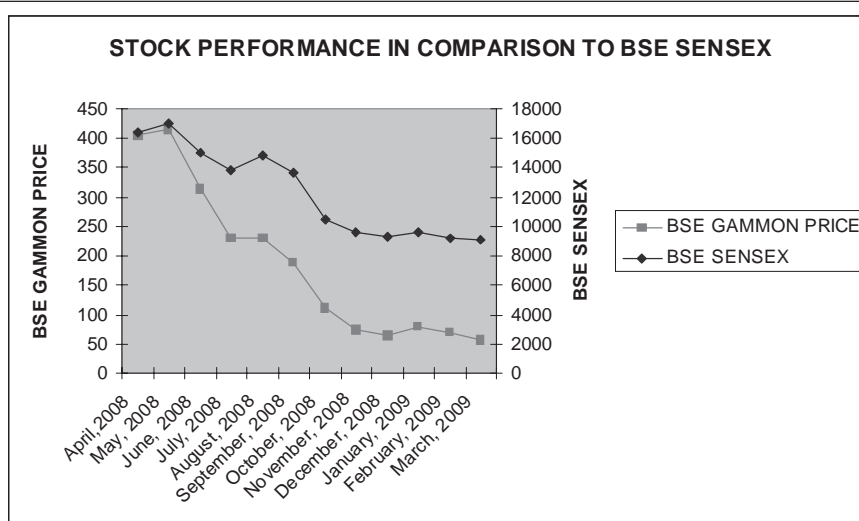
a) Whistle Blower Mechanism:

The Company promotes ethical behaviour in all its business activities and has put in place mechanism of reporting illegal or unethical behaviour. Employees may report violations of laws, rules, regulations or unethical conduct to their immediate supervisor / notified person. The Directors and Management Personnel are obligated to maintain confidentiality of such reporting and ensure that the whistle blowers are not subjected to any discriminatory practices.

Listing Fees	Paid to the above Stock Exchanges for the Financial Year 2009-2010.
International Securities Identification No. (ISIN)	Equity: INE 259B01020 GDR: US36467M2008
Registrar & Share Transfer Agents	M/s. Link Intime India Private Limited C-13, Pannalal Silk Mills Compound, LBS Road, Bhandup (West), Mumbai - 400 078. Telephone: 022-2596 3838 Facsimile: 022- 2594 6969 e-mail : mumbai@linkintime.co.in
Share Transfer System	Trading in Company's Shares on the Stock Exchanges takes place in electronic form. However physical shares are normally transferred and returned within 15 days from the date of lodgement provided the necessary documents are in order.

MARKET PRICE DATA : High and low (in Rs.) during each month in the last financial period on the Stock Exchanges.

MONTH	BSE		NSE	
	High	Low	High	Low
April, 2008	448.00	361.00	452.00	362.00
May, 2008	449.60	382.20	454.90	391.00
June, 2008	415.00	211.00	424.00	210.00
July, 2008	258.00	204.00	260.00	204.00
August, 2008	262.95	199.00	263.50	197.00
September, 2008	242.90	135.00	249.80	130.10
October, 2008	153.60	68.50	169.90	68.25
November, 2008	92.90	55.05	93.00	54.15
December, 2008	81.35	46.70	81.50	46.50
January, 2009	96.00	62.00	96.00	62.00
February, 2009	78.30	61.50	82.00	61.1
March, 2009	63.60	49.60	63.50	49.05



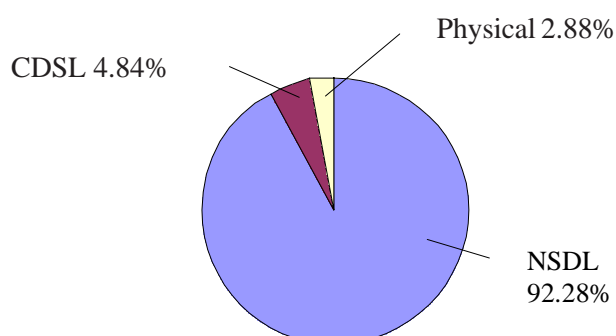
10. DISTRIBUTION OF SHAREHOLDING AS ON 31ST MARCH, 2009 :

<i>Shareholding of Nominal Value (Rs.)</i>	<i>No. of Shareholders</i>	<i>% of Total</i>	<i>Share Capital Amount (Rs.)</i>	<i>% of Total</i>
Upto 500	26079	91.4507	2375705	2.7160
501 - 1000	1207	4.2326	932122	1.0656
1001 - 2000	678	2.3775	1001082	1.1445
2001 - 3000	197	0.6908	499384	0.5709
3001 - 4000	71	0.2490	253792	0.2901
4001 - 5000	62	0.2174	287240	0.3284
5001 - 10000	96	0.3366	700400	0.8007
10001 - and above	127	0.4453	81420745	93.0837
TOTAL	28517	100.000	87470470	100.0000

11. DEMATERIALISATION OF SHARES AS ON 31ST MARCH, 2009 :

<i>Particulars</i>	<i>No. of Equity Shares</i>	<i>% to Share Capital</i>
NSDL	8,07,19,558	92.28
CDSL	42,26,834	4.84
Physical	25,24,078	2.88
Total	8,74,70,470	100.00

(* 7,25,800 Equity Shares held in abeyance are included)

Shares held in Demat / Physical form**12. LISTING OF DEBT SECURITIES:**

The redeemable Non-Convertible Debentures issued by the Company are listed on the Wholesale Debt Market (WDM) of National Stock Exchange of India Limited (NSE).

**13. PLANT LOCATIONS: (PROJECT SIZE – MORE THAN RS. 200 CRORES)**

Sr. No.	Name of the Project	Project Value in Cr
1	Parbati Hydro Electric Project Stage-II	304.22
2	Anjikhad Bridge	207.32
3	Earthwork of GNSS Main Canal Package-2 Cuddapah	294.00
4	Nasik Wadape-Gonde 4-laning Project	621.00
5	Stage-3 Pumping station (5X30MW) of Kalwakurthy Lift Irrigation Scheme	631.99
6	Construction of Part Head Race Tunnel surge shaft, pressure shaft, power house and tail race tunnel (Civil Works) Package-III, Lot-2, Parbati HE Project Stage-III	603.00
7	Widening and strengthening to 4-lane of existing single/intermediate lane carriageway of National Highway No.57 Section from Km230.00 to Km190.00 in the state of Bihar on East West Corridor under NHDP, Phase-II, Package no.C-II/BR-3	356.51
8	Brahmaputra Bridge near Guwahati on NH-31 in Assam	238.34
9	Construction of 4 lane Bridge across river Kosi-	347.00
10	Construction of Gorakhpur Bypass in the state of UP	559.00
11	Delhi MRTS Projects BC-12, 13, 25, 27, 28, 29 & 30 - Part Design & Construction of Viaduct and structural work of three Elevated Stations	511.17
12	Rampur Hydro Electric Project Package-I	382.44
13	Gajol-Hilli Road Project in West Bengal	223.09
14	Main Plant and Offsite civil works Package for NTPC - Tamilnadu Energy Company Ltd. Power Project (2X500 MW)	286.32
15	Kalpakkam Projects	252.28
16	Sewa Hydro Electric Project	196.51
17	Design, Engineering, Procurement of material & Construction of offshore container terminal (OCT) in Mumbai Harbour	394.48
18	Supply & Installation Package of Natural Draught Cooling Tower Package for Indira Gandhi STPP, Jhajjar, Haryana	217.00
19	Construction of Well Foundation and sub-structure of Bogibeel Rail cum Road Bridge across the river Brahmaputra near Dibrugarh	343.90
20	Development of Central Business District in South TT Nagar, Bhopal	338.00
21	Construction of Bridge and its approaches over river Yamuna D/s of existing bridge at Wazirabad, Delhi	348.90
22	Cooling Water System for 4000 MW Power Project at Mundra-Gujarat for Coastal Gujarat Limited	236.28
23	Western Transport Corridor, Tumkur Haveri Section of NH4 Project-Rehabilitation and upgrading of Chitradurga-Harihar Section (Km 207 to 284) Package-4 & Harihar-Haveri Section (Km 284 to 340) Package-5 balance work in the state of Karnataka	404.22
24	Design & Construction of Major Bridge across river Godavari	625.00
25	Construction of Civil Works, Miscellaneous Structural Works and Architectural Works for 1980MW TPP at Tiroda, Dist: Gondia, Maharashtra	220.15
26	Improvement/ Upgradation of Dumuria-Imamganj-Sherghati-Karamain-Mathurapur-Guraru-Ahiyapur-Tikari-Mau-Kurtha-Kinjar-Paligunj-Ranitalab Road (SH-69) length 153.00 km (Contract Package No.2)	313.50

27	Package -19:Investigation,Designs and execution of water conveyor system with capacity of 84.21 Cumecs from Thipparam reservoir to Chevella Reservoir Main Canal-Reach 3 with all associated work such as lined gravity canal CM & CD works including distributory network of 25,000 acres from Muhunnadabad(v) to Cherial(v) km 70.00 to km 96.00	435.89
28	Design and Construction of complete new 107 MLD capacity potable Water Supply Infrastructure Project on Turnkey basis for Guwahati City	349.70
29	Part Design & Construction of 4.725 Km viaduct from Ch.7.763 to 13.328 Km an viaduct connection to Central park Depot and portals for junction arrangement for future link to airport of East West Corridor of Kolkata Metro Excl. viaduct at stations Sector-V	212.54
30	Punatsangchhu-I Hydroelectric Project (1200 MW) Contract Package # MC@ "Construction of Headrace Tunnel from Adit-I & Adit-II	399.94

14. ADDRESS FOR CORRESPONDENCE:

Registered Office:

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

Telephone : 022 –6744 4000.

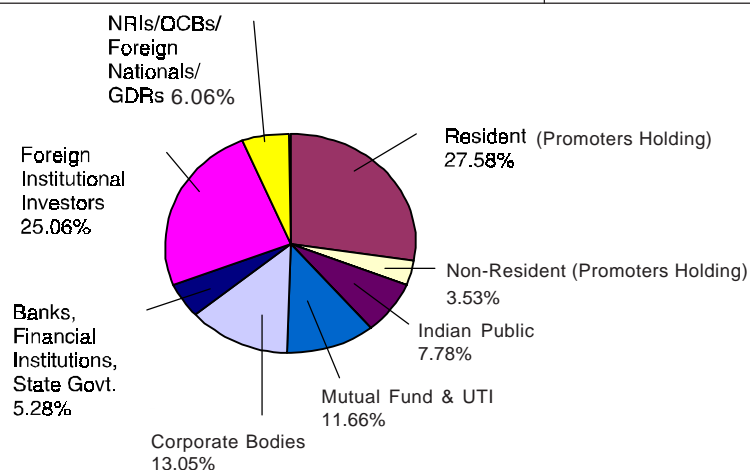
Facsimile : 022 – 2430 0529.

Website: www.gammonindia.com

Email: investors@gammonindia.com

15. CATEGORIES OF SHAREHOLDERS: (AS ON 31ST MARCH, 2009)

Category	No. of shares	Percentage
Promoters Holdings		
Resident	2,41,26,840	27.58
Non-resident	30,86,435	3.53
Non-Promoter Holdings		
Indian Public	67,96,332	7.78
Indian Public & Others		
Mutual Fund & UTI	1,02,01,722	11.66
Corporate Bodies	1,14,18,568	13.05
Banks, Financial Institutions, State & Central Govt.	46,15,502	5.28
Foreign Institutional Investors	2,19,22,333	25.06
NRIs /OCBs/Foreign Nationals/GDRs	53,02,738	6.06
GRAND TOTAL	8,74,70,470	100.00





AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE

To
The members of
GAMMON INDIA LIMITED

1. We have examined the compliance of conditions of Corporate Governance by **GAMMON INDIA LIMITED** for the financial year ended on 31st March, 2009 as stipulated in clause 49 of the Listing Agreement of the said Company with stock exchanges.
2. The compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.
3. In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied in all material respects with the other conditions of Corporate Governance as stipulated in the above mentioned Listing Agreement. The minutes of some of the unlisted subsidiary companies however needs to be placed regularly before the board of the holding company.
4. We state that no investor grievance is pending for a period exceeding one month against the Company from the date of receipt of the grievance by the company as per the records and other documents maintained by the Shareholders/Investors Grievance Committee.
5. We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the company.

For NATVARLAL VEPARI & CO.
Chartered Accountants

N. Jayendran
Partner
M.No. 40441

Mumbai, Dated : 9th September 2009.

DECLARATION BY THE MANAGING DIRECTOR UNDER CLAUSE 49 OF THE LISTING AGREEMENT

To
The members of
GAMMON INDIA LIMITED

I, Abhijit Rajan, Chairman & Managing Director of Gammon India Limited hereby declare that all the members of the Board of Directors and the senior management personnel have affirmed compliance with the Code of Conduct of the Company for the year ended 31st March, 2009.

FOR GAMMON INDIA LIMITED

ABHIJIT RAJAN
CHAIRMAN & MANAGING DIRECTOR

Place : Mumbai.
Date : 9th September, 2009.

CEO/CFO CERTIFICATION

To
The Board of Directors
Gammon India Limited.

We, Abhijit Rajan, Chairman & Managing Director and Dipak Ashar, Chief Financial Officer of Gammon India Limited, to the best of our knowledge and belief, certify that:

- (a) We have reviewed financial statements and the cash flow statement for the year ended 31st March, 2009 and that to the best of our knowledge and belief:
 - (i) these statements do not contain any materially untrue statements or omit any material fact or contain statements that might be misleading.
 - (ii) these statements together present a true and fair view of the company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- (b) There are, to the best of our knowledge and belief, no transactions entered into by the company during the year which are fraudulent, illegal or violative of the company's code of conduct,
- (c) We accept responsibility for establishing and maintaining internal controls and that we have evaluated the effectiveness of the internal control systems of the company and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- (d) We have indicated to the auditors and the Audit committee
 - (i) Significant changes in internal control during the year;
 - (ii) Significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
 - (iii) Instances of significant fraud of which they have become aware and that the involvement therein, if any, of the management or an employee having a significant role in the company's internal control systems.

ABHIJIT RAJAN
Chairman & Managing Director

DIPAK ASHAR
Chief Financial Officer

Place : Mumbai.
Date : 9th September, 2009
