



11<sup>th</sup> April, 2012

Bombay Stock Exchange Limited  
1<sup>st</sup> 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, 5<sup>th</sup> 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 31<sup>st</sup> March, 2012.

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 : gammon@gammonindia.com • Website : www.gammonindia.com



Quarter ending on: 31<sup>st</sup> March, 2012



Particulars	Clause of Listing agreement	Compliance Status Yes/No	Remarks
<b>I. Board of Directors</b>	49 I	Yes	-
(A) Composition of Board	49(IA)	Yes	-
(B) Non-executive Directors' compensation & disclosures	49 (IB)	Yes	-
(C) Other provisions as to Board and Committees	49 (IC)	Yes	-
(D) Code of Conduct	49 (ID)	Yes	-
<b>II. Audit Committee</b>	49 (II)	Yes	-
(A) Qualified & Independent Audit Committee	49 (IIA)	Yes	-
(B) Meeting of Audit Committee	49 (IIB)	Yes	-
(C) Powers of Audit Committee	49 (IIC)	Yes	-
(D) Role of Audit Committee	49 (IID)	Yes	-
(E) Review of Information by Audit Committee	49 (IIE)	Yes	-
<b>III. Subsidiary Companies</b>	49 (III)	Yes	-
<b>IV. Disclosures</b>	49 (IV)	Yes	-
(A) Basis of related party transactions	49 (IV A)	Yes	-
(B) Disclosure of Accounting Treatment	49(IV B)	Yes	-
(C) Board Disclosures	49 (IV C)	Yes	-
(D) Proceeds from public issues, rights issues, preferential issues etc.	49 (IV D)	N.A.	-
(E) Remuneration of Directors	49 (IV E)	Yes	-
(F) Management	49 (IV F)	Yes	-
(G) Shareholders	49 (IV G)	Yes	-
<b>V.CEO/CFO Certification</b>	49 (V)	Yes	Complied for the year ended 31 <sup>st</sup> March, 2011.  Will be complied with at the time of preparation of annual audited financial statements for the year 2011-2012.
<b>VI. Report on Corporate Governance</b>	49 (VI)	Yes	Complied for the year ended 31 <sup>st</sup> March, 2011.  Will be complied with at the time of preparation of annual report for the year 2011-2012
<b>VII. Compliance</b>	49 (VII)	Yes	Complied for the year ended 31 <sup>st</sup> March, 2011.  Will be complied with at the time of preparation of annual report for the year 2011-2012

FOR GAMMON INDIA LIMITED

GITA BADE  
COMPANY SECRETARY

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