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ection 13(a) or Section 15(d) of the Exchange Act (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Exchange Act) that is incorporated by reference in this registration statement shall be deemed to be a new registration statement relating to the securities offered herein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(c) Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of the registrant pursuant to the provisions referenced in Item 15 of this Registration Statement, or otherwise, the registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the registrant of expenses incurred or paid by a director, officer, or controlling person of the registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered hereunder, the registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question of whether such indemnification by it is against public policy as expressed in the Securities Act of 1933 and will be governed by the final adjudication of such issue.

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Amendment No. 2 to the registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Bethesda, State of Maryland, on this 17th day of March 2015.

INDIA GLOBALIZATION CAPITAL, INC.

By: /s/ Ram Mukunda  
Ram Mukunda  
President and Chief Executive Officer  
(principal executive officer)

Pursuant to the requirements of the Securities Act of 1933, this Amendment No. 2 to the registration statement has been signed by the following persons in the capacities and on the date indicated.

Signature	Title	Date
/s/ Ram Mukunda Ram Mukunda	President and Chief Executive Officer (principal executive officer)	March 17 , 2015
/s/ Richard Prins* Richard Prins	Chairman of the Board of Directors	March 17 , 2015
/s/ John Clarke * John Clarke	Interim Treasurer (principal financial and accounting officer)	March 17 , 2015
/s/ Sudhakar Shenoy * Sudhakar Shenoy	Director	March 17 , 2015
* By: Ram Mukunda Ram Mukunda Attorney-in-Fact		March 17 , 2015

