

India Globalization Capital, Inc.
 Form 5
 May 12, 2016

FORM 5

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549**

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).
 Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person *
 PRINS RICHARD K

2. Issuer Name and Ticker or Trading Symbol
 India Globalization Capital, Inc.
 [IGC]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
 03/31/2016

Director 10% Owner
 Officer (give title below) Other (specify below)

PO BOX 60642

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Reporting

(check applicable line)

POTOMAC, MD 20859

Form Filed by One Reporting Person
 Form Filed by More than One Reporting Person

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|--|--|---|
| | | | | (A) or (D) Price | | | |
| Common stock | 10/30/2015 | Â | G | 2,000 D \$ 0 | 234,000 | D | Â |
| Common stock | 11/06/2015 | Â | G | 2,000 D \$ 0 | 232,000 | D | Â |
| Common stock | 11/13/2015 | Â | G | 2,000 D \$ 0 | 230,000 | D | Â |
| Common stock | 11/20/2015 | Â | G | 2,000 D \$ 0 | 228,000 | D | Â |

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| | | | | | | | | | |
|--------------|------------|---|---|-----------------------|---|------|---------|---|---|
| Common stock | 11/27/2015 | Â | G | 2,000 | D | \$ 0 | 226,000 | D | Â |
| Common stock | 12/04/2015 | Â | G | 2,000 | D | \$ 0 | 224,000 | D | Â |
| Common stock | 12/11/2015 | Â | G | 2,000 | D | \$ 0 | 222,000 | D | Â |
| Common stock | 12/18/2015 | Â | G | 2,000 | D | \$ 0 | 220,000 | D | Â |
| Common stock | 12/28/2015 | Â | G | 2,000 | D | \$ 0 | 218,000 | D | Â |
| Common stock | 01/08/2016 | Â | G | 2,000 | D | \$ 0 | 216,000 | D | Â |
| Common stock | 01/15/2016 | Â | G | 2,000 | D | \$ 0 | 214,000 | D | Â |
| Common stock | 01/22/2016 | Â | G | 2,000 | D | \$ 0 | 212,000 | D | Â |
| Common stock | 01/29/2016 | Â | G | 2,000 | D | \$ 0 | 210,000 | D | Â |
| Common stock | 02/05/2016 | Â | G | 2,000 | D | \$ 0 | 208,000 | D | Â |
| Common stock | 02/12/2016 | Â | G | 2,000 | D | \$ 0 | 206,000 | D | Â |
| Common stock | 02/19/2016 | Â | G | 2,000 | D | \$ 0 | 204,000 | D | Â |
| Common stock | 02/26/2016 | Â | G | 2,000 | D | \$ 0 | 202,000 | D | Â |
| Common stock | 03/07/2016 | Â | G | 2,000 | D | \$ 0 | 200,000 | D | Â |
| Common stock | 03/11/2016 | Â | G | 2,000 | D | \$ 0 | 198,000 | D | Â |
| Common stock | 03/18/2016 | Â | G | 2,000 | D | \$ 0 | 196,000 | D | Â |
| Common stock | 03/29/2016 | Â | G | 2,000 | D | \$ 0 | 194,000 | D | Â |
| Common stock | 03/31/2016 | Â | A | <u>125,000</u> (1) | D | \$ 0 | 319,000 | D | Â |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)**

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| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Price of Underlying Security (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

| Date Exercisable | | Expiration Date | Title | Amount or Number of Shares |
|------------------|-----|-----------------|-------|----------------------------|
| (A) | (D) | | | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| PRINS RICHARD K PO BOX 60642 POTOMAC, MD 20859 | X | | | |

Signatures

/s/ Richard Prins 05/12/2016

**Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
 - ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Represents shares of Common Stock awarded pursuant to the Issuer's 2008 Omnibus Incentive Plan.

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