

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

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**FORM 8-K**

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**CURRENT REPORT**

**Pursuant to Section 13 OR 15(d) of The Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): **February 24, 2011**

**INDIA GLOBALIZATION CAPITAL, INC.**

(Exact name of registrant as specified in its charter)

**Maryland**  
(State or other jurisdiction of  
incorporation)

**001-32830**  
(Commission File Number)

**20-2760393**  
(I.R.S. Employer Identification No.)

**4336 Montgomery Ave., Bethesda, Maryland 20814**  
(Address of principal executive offices) (Zip Code)

**(301) 983-0998**  
(Registrant's telephone number, including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 3.03. Material Modification to Rights of Security Holders**

On February 24, 2011, India Globalization Capital, Inc. (the “Company”) issued a press release announcing that it has extended the expiration date of the outstanding 11,855,122 warrants to purchase common stock of the Company issued in the Company’s initial public offering of securities and listed on the NYSE Amex under the ticker symbol IGC.WT (“IPO Warrants”) from 5:00 p.m. New York time on March 3, 2011 until 5:00 p.m. New York time on Friday, March 8, 2013. The IPO Warrants have an exercise price of \$5.00 per share. As was the case prior to the extension, the IPO Warrants are subject to earlier expiration if the Company exercises its right to call the IPO Warrants for redemption. The remainder of the terms of the IPO Warrants remain unchanged.

A copy of the press release is attached to this report as Exhibit 99.1 and is incorporated by reference into this Item 3.03 in its entirety.

**Item Financial Statements and Exhibits  
9.01.**

(d) Exhibits

99.1 [Press Release dated](#) February 24, 2011

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## **SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

**India Globalization Capital, Inc.**

Date: February 24, 2011

By: /s/ Ram Mukunda

Ram Mukunda  
Chief Executive Officer and President

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## **Exhibit Index**

99.1 [Press Release dated](#) February 24, 2011.