

ALSTOM INDIA LIMITED

CIN - L74140MH1992PLC068379

Registered Office: The International, 5th Floor, 16, Marine Lines Cross Road No. 1, Off. Maharshi Karve Road, Churchgate, Mumbai-400020 (India)

Phone: 022 66399255 / 260; **Fax :** 022 66399259; **Website:** www.alstom.com/India

23 July 2015

Details regarding the voting results as per Clause 35A of the Listing Agreement

| | | | | | | |
|---------|--|-------------------|--|------------|--------------------|--------------|
| Sl. No. | Description | | | | | |
| A | Date of AGM | | 22-07-2015 | | | |
| B | Book Closure | | 16-07-2015 to 22-07-2015 (Both days inclusive) | | | |
| C | Total number of shareholders on record date | | 42,989 | | | |
| D | No of shareholders present in the meeting either in person or through proxy | | 117 | | | |
| | SHAREHOLDERS | PRESENT IN PERSON | PRESENT THROUGH PROXY | TOTAL | SHARES | % TO CAPITAL |
| | PROMOTER AND PROMOTER GROUP | 1 | 0 | 1 | 4,60,88,294 | 68.56 |
| | PUBLIC | 108 | 8 | 116 | 15,89,059 | 2.36 |
| | TOTAL | 109 | 8 | 117 | 4,76,77,353 | 70.92 |
| E | No. of shareholders attended the meeting through Video conferencing – Not Applicable | | | | | |

AGENDA WISE DETAILS

In case of Poll/Postal Ballot/e-voting:

The mode of voting for all resolutions was E-voting and Poll conducted at the meeting.

- Resolution 1 - To receive, consider and adopt:**
(a) the audited financial statements of the Company for the financial year ended 31 March 2015, the Reports of the Board of Directors and Auditors thereon; and
(b) the audited consolidated financial statements of the Company for the financial year ended 31 March, 2015

| Promoter/Public | No. of shares held | No. of votes polled | % of Votes Polled on outstanding shares | No. of Votes - in favour | No. of Votes - against | % of Votes in favour on votes polled | % of Votes against on votes polled |
|--------------------------------|--------------------|---------------------|---|--------------------------|------------------------|--------------------------------------|------------------------------------|
| | (1) | (2) | (3)=[(2)/(1)]*100 | (4) | (5) | (6)=[(4)/(2)]*100 | (7)=[(5)/(2)]*100 |
| Promoter and Promoter Group | 46,088,294 | 46,088,294 | 100.00 | 46,088,294 | - | 100.00 | - |
| Public – Institutional holders | 11,664,584 | 7,030,981 | 60.28 | 7,030,981 | - | 100.00 | - |
| Public-Others | 9,474,593 | 3,737 | 0.04 | 3,736 | 1 | 99.97 | 0.03 |
| Total | 67,227,471 | 53,123,012 | 79.02 | 53,123,011 | 1 | 100.00 | 0.00 |

Resolution 2 - Declaration of dividend on equity shares

| Promoter/Public | No. of shares held | No. of votes polled | % of Votes Polled on outstanding shares | No. of Votes - in favour | No. of Votes - against | % of Votes in favour on votes polled | % of Votes against on votes polled |
|--------------------------------|--------------------|---------------------|---|--------------------------|------------------------|--------------------------------------|------------------------------------|
| | (1) | (2) | (3)=[(2)/(1)]*100 | (4) | (5) | (6)=[(4)/(2)]*100 | (7)=[(5)/(2)]*100 |
| Promoter and Promoter Group | 46,088,294 | 46,088,294 | 100.00 | 46,088,294 | - | 100.00 | - |
| Public – Institutional holders | 11,664,584 | 7,033,631 | 60.30 | 7,033,631 | - | 100.00 | - |
| Public-Others | 9,474,593 | 3,738 | 0.04 | 3,737 | 1 | 99.97 | 0.03 |
| Total | 67,227,471 | 53,125,663 | 79.02 | 53,125,662 | 1 | 100.00 | 0.00 |

Resolution 3 - Appointment of Director in place of Mr. Rathindra Nath Basu (DIN 01192973), who retires by rotation at this AGM, and being eligible, seeks re-appointment

| Promoter/Public | No. of shares held | No. of votes polled | % of Votes Polled on outstanding shares | No. of Votes - in favour | No. of Votes - against | % of Votes in favour on votes polled | % of Votes against on votes polled |
|--------------------------------|--------------------|---------------------|---|--------------------------|------------------------|--------------------------------------|------------------------------------|
| | (1) | (2) | (3)=[(2)/(1)]*100 | (4) | (5) | (6)=[(4)/(2)]*100 | (7)=[(5)/(2)]*100 |
| Promoter and Promoter Group | 46,088,294 | 46,088,294 | 100.00 | 46,088,294 | - | 100.00 | - |
| Public – Institutional holders | 11,664,584 | 7,033,631 | 60.30 | 6,993,854 | 39,777 | 99.43 | 0.57 |
| Public-Others | 9,474,593 | 3,738 | 0.04 | 3,737 | 1 | 99.97 | 0.03 |
| Total | 67,227,471 | 53,125,663 | 79.02 | 53,085,885 | 39,778 | 99.93 | 0.07 |

Resolution 4 - Ratification of the appointment of Messrs. S.N. Dhawan & Co. (Firm Registration Number – 000050N), Chartered Accountants as Statutory Auditors of the Company and authorize the Board of Directors to fix their remuneration

| Promoter/Public | No. of shares held | No. of votes polled | % of Votes Polled on outstanding shares | No. of Votes - in favour | No. of Votes - against | % of Votes in favour on votes polled | % of Votes against on votes polled |
|--------------------------------|--------------------|---------------------|---|--------------------------|------------------------|--------------------------------------|------------------------------------|
| | (1) | (2) | (3)=[(2)/(1)]*100 | (4) | (5) | (6)=[(4)/(2)]*100 | (7)=[(5)/(2)]*100 |
| Promoter and Promoter Group | 46,088,294 | 46,088,294 | 100.00 | 46,088,294 | - | 100.00 | - |
| Public – Institutional holders | 11,664,584 | 7,033,631 | 60.30 | 7,033,631 | - | 100.00 | - |
| Public-Others | 9,474,593 | 3,738 | 0.04 | 3,737 | 1 | 99.97 | 0.03 |
| Total | 67,227,471 | 53,125,663 | 79.02 | 53,125,662 | 1 | 100.00 | 0.00 |

Resolution 5 - Appointment of Ms. Carole Roselyne Marcelle Le Couedic (DIN 06981006) as Director of the Company

| Promoter/Public | No. of shares held | No. of votes polled | % of Votes Polled on outstanding shares | No. of Votes - in favour | No. of Votes - against | % of Votes in favour on votes polled | % of Votes against on votes polled |
|--------------------------------|--------------------|---------------------|---|--------------------------|------------------------|--------------------------------------|------------------------------------|
| | (1) | (2) | (3)=[(2)/(1)]*100 | (4) | (5) | (6)=[(4)/(2)]*100 | (7)=[(5)/(2)]*100 |
| Promoter and Promoter Group | 46,088,294 | 46,088,294 | 100.00 | 46,088,294 | - | 100.00 | - |
| Public – Institutional holders | 11,664,584 | 7,033,631 | 60.30 | 7,027,573 | 6,058 | 99.91 | 0.09 |
| Public-Others | 9,474,593 | 3,738 | 0.04 | 3,737 | 1 | 99.97 | 0.03 |
| Total | 67,227,471 | 53,125,663 | 79.02 | 53,119,604 | 6,059 | 99.99 | 0.01 |

Resolution 6 - Approval of Remuneration of Cost Auditors of the Company for the financial year ending 31 March 2016

| Promoter/Public | No. of shares held | No. of votes polled | % of Votes Polled on outstanding shares | No. of Votes - in favour | No. of Votes - against | % of Votes in favour on votes polled | % of Votes against on votes polled |
|--------------------------------|--------------------|---------------------|---|--------------------------|------------------------|--------------------------------------|------------------------------------|
| | (1) | (2) | (3)=[(2)/(1)]*100 | (4) | (5) | (6)=[(4)/(2)]*100 | (7)=[(5)/(2)]*100 |
| Promoter and Promoter Group | 46,088,294 | 46,088,294 | 100.00 | 46,088,294 | - | 100.00 | - |
| Public – Institutional holders | 11,664,584 | 7,033,631 | 60.30 | 7,033,631 | - | 100.00 | - |
| Public-Others | 9,474,593 | 3,738 | 0.04 | 3,737 | 1 | 99.97 | 0.03 |
| Total | 67,227,471 | 53,125,663 | 79.02 | 53,125,662 | 1 | 100.00 | 0.00 |

Scrutinizer's Report on e-voting conducted pursuant to provisions of Section 108 of the Companies Act, 2013 ("the Act") read with rule 20 of the Companies (Management and Administration) Rules, 2014 and the physical Ballot Forms received from the shareholders

To,
The Chairman
23rd Annual General Meeting of the Equity Shareholders of ALSTOM India Limited
held on 22 July 2015, at 10:30 a.m. at Rama Watumull Auditorium,
Kishinchand Chellaram College, Dinshaw Wachha Road, Churchgate,
Mumbai – 400 020

Dear Sir,

We, Hemant Kumar Singh, Partner of M/s Hemant Singh & Associates, Practicing Company Secretaries having its office at 306, Surya Complex, 21, Veer Savarkar Block, Shakarpur, Delhi-110092 and S. R. Krishnan, Shareholder (Folio No. S0027221) R/o. Sai Co-op. Housing Society, Flat No.105, B-'Wing', Lane opp. H. R. Johnson Tiles, Thane- 400604 were appointed as Scrutinizers of ALSTOM India Limited ("Company") to conduct the electronic voting process and to scrutinize the physical ballot forms received from the shareholders in respect of the below mentioned resolutions to be passed at the 23rd Annual General Meeting of the Equity Shareholders of ALSTOM India Limited.


The Notice dated 29 April 2015 convening the Annual General Meeting along with statement setting out material facts under Section 102 of the Act were sent to the shareholders in respect of the below mentioned resolutions to be passed at the Annual General Meeting of the Equity Shareholders of ALSTOM India Limited held on 22 July 2015.

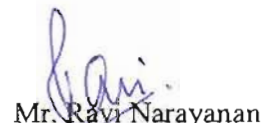
The Company has availed the e- voting facilities offered by Karvy Computershare Private Limited for conducting e-voting by the shareholders of the Company.

The e-voting period remain opened from 18 July 2015 (9:00 am) and concluded at 5.00 pm on Tuesday, the 21 July 2015.

The Shareholders holding shares as on 16 July 2015 were entitled to vote on the proposed resolutions as set out in the Notice of the Annual General Meeting of ALSTOM India Limited

The votes were unblocked on 22 July 2015, around 12.40 pm in the presence of two witnesses, Mr. Kaushik M Jhaveri R/o A-23, Indrasukh, Four Bunglow, Andheri West, Mumbai-400053 and Mr. Ravi Narayanan, R/o Sai Baba Complex, Ciba Road, Goregaon East, Mumbai - 400063, who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.


Mr. Kaushik M Jhaveri
(Witness)
22/07/15.


Mr. Ravi Narayanan
(Witness)



Further, the Chairman announced the poll at the Annual General Meeting for the Shareholders who have attended the meeting and have not cast their vote earlier through remote e-voting and ballot.

After the time fixed for closing of the poll by the Chairman, i.e. between 12.00 am to 12.30 pm, ballot boxes kept for polling were locked in our presence.

The locked ballot boxes were subsequently opened in our presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by Karvy Computershare Private Limited, the Registrar and Transfer Agents of the company and the authorizations/ proxies lodged with the Company.

The Register of e-voting & Physical Ballot (Physical Ballot includes both, ballot received on e-voting process and members present and polled at Annual General Meeting) are marked as Annexure 1 and 2 respectively:

I. The result of the e-voting as well as physical ballot is as under:

Resolution 1 - To receive, consider and adopt:

- (a) the audited financial statements of the Company for the financial year ended 31 March 2015, the Reports of the Board of Directors and Auditors thereon; and
 (b) the audited consolidated financial statements of the Company for the financial year ended 31 March, 2015

a) Voted in favour of the resolution:

| Particulars | Number of members voted | Total number of shares held by them | Total number of valid members | Total number of valid votes | Total number of members voted in favour | Number of votes cast in favour | % of total number of valid votes cast |
|------------------|-------------------------|-------------------------------------|-------------------------------|-----------------------------|---|--------------------------------|---------------------------------------|
| e-Voting | 91 | 5,31,06,097 | 89 | 5,30,45,137 | 88 | 5,30,45,136 | 100.00 |
| Physical Ballot* | 22 | 77,950 | 21 | 77875 | 21 | 77,875 | 100.00 |
| Total | 113 | 5,31,84,047 | 110 | 5,31,23,012 | 109 | 5,31,23,011 | 100.00 |

b) Votes against the resolution:

| Particulars | Number of members voted | Total number of shares held by them | Total number of valid members | Total number of valid votes | Total number of members voted in against | Number of votes cast in against | % of total number of valid votes cast |
|------------------|-------------------------|-------------------------------------|-------------------------------|-----------------------------|--|---------------------------------|---------------------------------------|
| e-Voting | 91 | 5,31,06,097 | 89 | 5,30,45,137 | 1 | 1 | 0 |
| Physical Ballot* | 22 | 77950 | 21 | 77875 | 0 | 0 | 0 |
| Total | 113 | 5,31,84,047 | 110 | 5,31,23,012 | 1 | 1 | 0 |



c) Invalid votes

| Particulars | Total number of members whose votes were declared invalid | Total number of votes cast by them |
|------------------|---|------------------------------------|
| e-Voting | 0 | 0 |
| Physical Ballot* | 1 | 75 |
| Total | 1 | 75 |

Resolution 2 - Declaration of dividend on equity shares

a) Voted in favour of the resolution:

| Particulars | Number of members voted | Total number of shares held by them | Total number of valid members | Total number of valid votes | Total number of members voted in favour | Number of votes cast in favour | % of total number of valid votes cast |
|------------------|-------------------------|-------------------------------------|-------------------------------|-----------------------------|---|--------------------------------|---------------------------------------|
| e-Voting | 91 | 5,31,06,097 | 91 | 5,30,47,788 | 90 | 5,30,47,787 | 100.00 |
| Physical Ballot* | 22 | 77,950 | 21 | 77,875 | 21 | 77,875 | 100.00 |
| Total | 113 | 5,31,84,047 | 112 | 5,31,25,663 | 111 | 5,31,25,662 | 100.00 |

b) Votes against the resolution:

| Particulars | Number of members voted | Total number of shares held by them | Total number of valid members | Total number of valid votes | Total number of members voted in against | Number of votes cast in against | % of total number of valid votes cast |
|------------------|-------------------------|-------------------------------------|-------------------------------|-----------------------------|--|---------------------------------|---------------------------------------|
| e-Voting | 91 | 5,31,06,097 | 91 | 5,30,47,788 | 1 | 1 | 0 |
| Physical Ballot* | 22 | 77,950 | 21 | 77,875 | 0 | 0 | 0 |
| Total | 113 | 5,31,84,047 | 112 | 5,31,25,663 | 1 | 1 | 0 |

c) Invalid votes

| Particulars | Total number of members whose votes were declared invalid | Total number of votes cast by them |
|------------------|---|------------------------------------|
| e-Voting | 0 | 0 |
| Physical Ballot* | 1 | 75 |
| Total | 1 | 75 |



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Resolution 3 - Appointment of Director in place of Mr. Rathindra Nath Basu (DIN 01192973), who retires by rotation at this AGM, and being eligible, seeks re-appointment

a) Voted in favour of the resolution:

| Particulars | Number of members voted | Total number of shares held by them | Total number of valid members | Total number of valid votes | Total number of members voted in favour | Number of votes cast in favour | % of total number of valid votes cast |
|------------------|-------------------------|-------------------------------------|-------------------------------|-----------------------------|---|--------------------------------|---------------------------------------|
| e-Voting | 91 | 5,31,06,097 | 91 | 5,30,47,788 | 87 | 5,30,08,010 | 99.93 |
| Physical Ballot* | 22 | 77,950 | 21 | 77,875 | 21 | 77,875 | 100.00 |
| Total | 113 | 5,31,84,047 | 112 | 5,31,25,663 | 108 | 5,30,85,885 | 99.93 |

b) Votes against the resolution:

| Particulars | Number of members voted | Total number of shares held by them | Total number of valid members | Total number of valid votes | Total number of members voted in against | Number of votes cast in against | % of total number of valid votes cast |
|------------------|-------------------------|-------------------------------------|-------------------------------|-----------------------------|--|---------------------------------|---------------------------------------|
| e-Voting | 91 | 5,31,06,097 | 91 | 5,30,47,788 | 4 | 39,778 | 0.07 |
| Physical Ballot* | 22 | 77,950 | 21 | 77,875 | 0 | 0 | 0 |
| Total | 113 | 5,31,84,047 | 112 | 5,31,25,663 | 4 | 39,778 | 0.07 |

c) Invalid votes

| Particulars | Total number of members whose votes were declared invalid | Total number of votes cast by them |
|------------------|---|------------------------------------|
| e-Voting | 0 | 0 |
| Physical Ballot* | 1 | 75 |
| Total | 1 | 75 |



Resolution 4 - Ratification of the appointment of Messrs. S.N. Dhawan & Co. (Firm Registration Number – 000050N), Chartered Accountants as Statutory Auditors of the Company and authorize the Board of Directors to fix their remuneration

a) Voted in favour of the resolution:

| Particulars | Number of members voted | Total number of shares held by them | Total number of valid members | Total number of valid votes | Total number of members voted in favour | Number of votes cast in favour | % of total number of valid votes cast |
|------------------|-------------------------|-------------------------------------|-------------------------------|-----------------------------|---|--------------------------------|---------------------------------------|
| e-Voting | 91 | 5,31,06,097 | 91 | 5,30,47,788 | 90 | 5,30,47,787 | 100.00 |
| Physical Ballot* | 22 | 77,950 | 21 | 77,875 | 21 | 77,875 | 100.00 |
| Total | 113 | 5,31,84,047 | 112 | 5,31,25,663 | 111 | 5,31,25,662 | 100.00 |

b) Votes against the resolution:

| Particulars | Number of members voted | Total number of shares held by them | Total number of valid members | Total number of valid votes | Total number of members voted in against | Number of votes cast in against | % of total number of valid votes cast |
|------------------|-------------------------|-------------------------------------|-------------------------------|-----------------------------|--|---------------------------------|---------------------------------------|
| e-Voting | 91 | 5,31,06,097 | 91 | 5,30,47,788 | 1 | 1 | 0 |
| Physical Ballot* | 22 | 77,950 | 21 | 77,875 | 0 | 0 | 0 |
| Total | 113 | 5,31,84,047 | 112 | 5,31,25,663 | 1 | 1 | 0 |

c) Invalid votes

| Particulars | Total number of members whose votes were declared invalid | Total number of votes cast by them |
|------------------|---|------------------------------------|
| e-Voting | 0 | 0 |
| Physical Ballot* | 1 | 75 |
| Total | 1 | 75 |



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Resolution 5 - Appointment of Ms. Carole Roselyne Marcelle Le Couedic (DIN 06981006) as Director of the Company

“**RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013 read with the Companies(Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Ms. Carole Roselyne Marcelle Le Couedic (DIN 06981006), who being eligible for appointment as a Director and in respect of whom the Company has received a notice in writing from a member, pursuant to the provisions of Section 160 of the Companies Act, 2013 signifying his intention to propose the candidature of Ms. Carole Roselyne Marcelle Le Couedic for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation, with effect from the date of this Meeting.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

a) Voted in favour of the resolution:

| Particulars | Number of members voted | Total number of shares held by them | Total number of valid members | Total number of valid votes | Total number of members voted in favour | Number of votes cast in favour | % of total number of valid votes cast |
|------------------|-------------------------|-------------------------------------|-------------------------------|-----------------------------|---|--------------------------------|---------------------------------------|
| e-Voting | 91 | 5,31,06,097 | 91 | 5,30,47,788 | 89 | 5,30,41,729 | 99.99 |
| Physical Ballot* | 22 | 77,950 | 21 | 77,875 | 21 | 77,875 | 100.00 |
| Total | 113 | 5,31,84,047 | 112 | 5,31,25,663 | 110 | 5,31,19,604 | 99.99 |

b) Votes against the resolution:

| Particulars | Number of members voted | Total number of shares held by them | Total number of valid members | Total number of valid votes | Total number of members voted in against | Number of votes cast in against | % of total number of valid votes cast |
|------------------|-------------------------|-------------------------------------|-------------------------------|-----------------------------|--|---------------------------------|---------------------------------------|
| e-Voting | 91 | 5,31,06,097 | 91 | 5,30,47,788 | 2 | 6,059 | 0.01 |
| Physical Ballot* | 22 | 77,950 | 21 | 77,875 | 0 | 0 | 0 |
| Total | 113 | 5,31,84,047 | 112 | 5,31,25,663 | 2 | 6,059 | 0.01 |

c) Invalid votes

| Particulars | Total number of members whose votes were declared invalid | Total number of votes cast by them |
|------------------|---|------------------------------------|
| e-Voting | 0 | 0 |
| Physical Ballot* | 1 | 75 |
| Total | 1 | 75 |



Resolution 6 - Approval of Remuneration of Cost Auditors of the Company for the financial year ending 31 March 2016

“**RESOLVED THAT** pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the Cost Auditors appointed by the Board of Directors of the Company, to conduct the audit of the cost records of the Company for the financial year ending 31 March 2016, be paid the remuneration as set out in the Statement annexed to the Notice convening this Meeting.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

a) Voted in favour of the resolution:

| Particulars | Number of members voted | Total number of shares held by them | Total number of valid members | Total number of valid votes | Total number of members voted in favour | Number of votes cast in favour | % of total number of valid votes cast |
|------------------|-------------------------|-------------------------------------|-------------------------------|-----------------------------|---|--------------------------------|---------------------------------------|
| e-Voting | 91 | 5,31,06,097 | 91 | 5,30,47,788 | 90 | 5,30,47,787 | 100.00 |
| Physical Ballot* | 22 | 77,950 | 21 | 77,875 | 21 | 77,875 | 100.00 |
| Total | 113 | 5,31,84,047 | 112 | 5,31,25,663 | 111 | 5,31,25,662 | 100.00 |

b) Votes against the resolution:

| Particulars | Number of members voted | Total number of shares held by them | Total number of valid members | Total number of valid votes | Total number of members voted in against | Number of votes cast in against | % of total number of valid votes cast |
|------------------|-------------------------|-------------------------------------|-------------------------------|-----------------------------|--|---------------------------------|---------------------------------------|
| e-Voting | 91 | 5,31,06,097 | 91 | 5,30,47,788 | 1 | 1 | 0 |
| Physical Ballot* | 22 | 77,950 | 21 | 77,875 | 0 | 0 | 0 |
| Total | 113 | 5,31,84,047 | 112 | 5,31,25,663 | 1 | 1 | 0 |

c) Invalid votes

| Particulars | Total number of members whose votes were declared invalid | Total number of votes cast by them |
|------------------|---|------------------------------------|
| e-Voting | 0 | 0 |
| Physical Ballot* | 1 | 75 |
| Total | 1 | 75 |



(Handwritten signature)

* Physical Ballot includes both, ballots received during the e-voting process and members present and polled at the Annual General Meeting.

II. The Registers, all other papers and relevant records relating to electronic voting and physical ballot have been handed over to the Company Secretary of the Company.

Thanking you,
Yours faithfully



Hemant Kumar Singh
Partner
Hemant Singh & Associates
Practicing Company Secretaries



S. R. Krishnan
Shareholder (Folio No. S0027221)

Place: Mumbai
Date: 22-07-2015
Time: 18:30 HRS.