Quarterly Compliance Report on Corporate Governance

Name of the Company : **ALSTOM T&D India Limited**
Quarter ended on : June 30, 2015

Particulars	Clause of Listing agreement	Compliance Status Yes/No	Remarks
II. **Board of Directors**	**49 (II)**		
(A) Composition of Board	49 (IIA)	Yes	With appointment of an Independent Director with effect from June 1, 2015 and resignation of a Director from the Board with effect from June 30, 2015, the Company became compliant with clause 49 II A of the listing agreement.
(B) Independent Directors	49 (IIB)	Yes	
(C) Non-executive Directors' compensation & disclosures	49 (IIC)	Yes	
(D) Other provisions as to Board and Committees	49 (IID)	Yes	
(E) Code of Conduct	49 (IIE)	Yes	
(F) Whistle Blower Policy	49 (IIF)	Yes	
III. **Audit Committee**	49 (III)		
(A) Qualified & Independent Audit Committee	49 (IIIA)	Yes	
(B) Meeting of Audit Committee	49 (IIIB)	Yes	
(C) Powers of Audit Committee	49 (IIIC)	Yes	
(D) Role of Audit Committee	49 (IIID)	Yes	
(E) Review of Information by Audit Committee	49 (IIIE)	Yes	
IV. **Nomination and Remuneration Committee**	49 (IV)	Yes	
V. **Subsidiary Companies**	49 (V)	N.A.	
VI. **Risk Management**	49 (VI)	Yes	
VII. Related Party Transactions	49 (VII)	Yes	
VIII. Disclosures	49 (VIII)		
(A) Related party transactions	49 (VIIIA)	Yes	
(B) Disclosure of Accounting Treatment	49 (VIIIB)	N.A	
(C) Remuneration of Directors	49 (VIII C)	Yes	Relevant disclosures provided in Annual Report 2014-15
(D) Management	49 (VIII D)	Yes	Relevant disclosures provided in Annual Report 2014-15
(E) Shareholders	49 (VIII E)	Yes	Relevant disclosures provided in Annual Report 2014-15
(F) Proceeds from public issues, rights issue, preferential issues, etc.	49 (VIII F)	N.A.	
IX. **CEO/CFO Certification**	49 (IX)	Yes	The certificate forms part of Annual Report 2014-15
X. **Report on Corporate Governance**	49 (X)	Yes	Report on Corporate Governance forms part of Annual Report 2014-15
XI. **Compliance**	49 (XI)	Yes	The certificate forms part of Annual Report 2014-15

For ALSTOM T&D India Ltd.

Company Secretary