

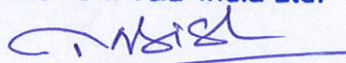
Quarterly Compliance Report on Corporate Governance

Name of the Company: **ALSTOM T&D India Limited**

Quarter ended on : 30th September, 2014

Particulars	Clause of Listing agreement	Compliance Status Yes/No	Remarks
I Board of Directors	49 I	Yes	
(A) Composition of Board	49(IA)	Yes	The Company is in process of appointing additional independent directors consequent to resignation of non-executive independent chairman.
(B) Non-executive Directors' compensation & disclosures	49 (IB)	Yes	
(C) Other provisions as to Board and Committees	49 (IC)	Yes	
(D) Code of Conduct	49 (ID)	Yes	
II. Audit Committee	49 (II)	Yes	
(A) Qualified & Independent Audit Committee	49 (IIA)	Yes	
(B) Meeting of Audit Committee	49 (IIB)	Yes	
(C) Powers of Audit Committee	49 (IIC)	Yes	
(D) Role of Audit Committee	49 (IID)	Yes	
(E) Review of Information by Audit Committee	49 (IIE)	Yes	
III. Subsidiary Companies	49 (III)	N.A.	
IV. Disclosures	49 (IV)	Yes	
(A) Basis of related party transactions	49 (IV A)	Yes	
(B) Disclosure of Accounting Treatment	49 (IV B)	Yes	
(C) Board Disclosures	49 (IV C)	Yes	
(D) Proceeds from public issues, rights issues, preferential issues etc.	49 (IV D)	N.A.	
(E) Remuneration of Directors	49 (IV E)	Yes	Disclosure provided in the Annual Report 2013-14
(F) Management	49 (IV F)	Yes	Disclosure provided in the Annual Report 2013-14
(G) Shareholders	49 (IV G)	Yes	Disclosure provided in the Annual Report 2013-14
V.CEO/CFO Certification	49 (V)	Yes	Forms part of Annual Report 2013-14
VI. Report on Corporate Governance	49 (VI)	Yes	Forms part of Annual Report 2013-14
VII. Compliance	49 (VII)	Yes	Forms part of Annual Report 2013-14

For **ALSTOM T&D India Ltd.**


Company Secretary