

## Quarterly Compliance Report on Corporate Governance

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

Quarter ended on : December 31, 2014

Particulars	Clause of Listing agreement	Compliance Status Yes/No	Remarks
<b>II. Board of Directors</b>	<b>49 (II)</b>		
(A) Composition of Board	49 (IIA)	No	The Company is in process of appointing additional independent directors consequent to resignation of non-executive independent chairman.
(B) Independent Directors	49 (IIB)	Yes	A separate meeting of the independent Directors will be held during the current financial year.
(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	
<b>III. Audit Committee</b>	<b>49 (III)</b>		
(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	
<b>IV. Nomination and Remuneration Committee</b>	<b>49 (IV)</b>	Yes	
<b>V. Subsidiary Companies</b>	<b>49 (V)</b>	N.A.	
<b>VI. Risk Management</b>	<b>49 (VI)</b>	Yes	
<b>VII. Related Party Transactions</b>	<b>49 (VII)</b>	Yes	
<b>VIII. Disclosures</b>	<b>49 (VIII)</b>		
(A) Related party transactions	49 (VIIIA)	Yes	
(B) Disclosure of Accounting Treatment	49 (VIIIB)	N.A.	
(C) Remuneration of Directors	49 (VIII C)	Yes	For financial year 2014-15, relevant disclosures will be provided in next Annual Report
(D) Management	49 (VIII D)	Yes	For financial year 2014-15, relevant disclosures will be provided in next Annual Report
(E) Shareholders	49 (VIII E)	Yes	For financial year 2014-15, relevant disclosures will be provided in next Annual Report
(F) Proceeds from public issues, rights issue, preferential issues, etc	49 (VIII F)	N.A.	
<b>IX. CEO/CFO Certification</b>	<b>49 (IX)</b>	Yes	For financial year 2014-15, the Certificate will form part of next Annual Report
<b>X. Report on Corporate Governance</b>	<b>49 (X)</b>	Yes	For financial year 2014-15, Report on Corporate Governance will form part of next Annual Report
<b>XI. Compliance</b>	<b>49 (XI)</b>	Yes	For financial year 2014-15, Certificate will form part of next Annual Report

For ALSTOM T&D India Ltd.

  
**Company Secretary**