

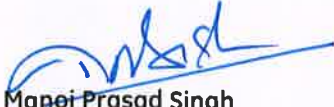
## Compliance Report on Corporate Governance

Name of listed entity : ALSTOM T&amp;D India Limited

Quarter ending : December 31, 2015

I. Composition of Board of Directors								
Title (Mr./ Ms.)	Name of the Director	PAN <sup>§</sup> and DIN	Category (Chairperson /Executive/ Non-Executive/ Independent/ Nominee) <sup>§</sup>	Date of appointment in the current term/ cessation	Tenure*	No. of directorship in listed entities including this listed entity	No. of memberships in Audit/ Stakeholder Committee(s) including this listed entity	No. of post of chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity
Mr.	Michel Augonnet <sup>1</sup>	DIN: 00276267	Chairman - Non-Executive	09/05/2005	-	1	-	-
Mr.	Rathindra Nath Basu	DIN: 01192973	Executive	01/02/2007	-	2	3	-
Mr.	Subhashchandra Manilal Momaya	DIN:00017199	Executive	19/08/2013	-	1	1	-
Ms.	Isabelle Compain-Gerlier	DIN: 07113642	Non-Executive	28/03/2015	-	1	1	-
Mr.	Chandan Roy	DIN: 00015157	Non-Executive - Independent	06/08/2011	53 months	2	4	2
Mr.	Bhanu Bhushan	DIN: 03602134	Non-Executive - Independent	23/07/2014	18 months	1	1	-
Mr.	Kirit S. Parikh	DIN: 00684234	Non-Executive - Independent	28/03/2015	10 months	1	1	-
Mr.	Rakesh Nath	DIN: 00045986	Non-Executive - Independent	01/06/2015	7 months	2	3	-
<sup>1</sup> Mr. Ravikumar Krishnamurthy, Head - AIS business (PAN: AAIPR0365D, DIN: 03626516) is alternate director to Mr. Michel Augonnet <sup>§</sup> PAN number of any director would not be displayed on the website of Stock Exchange & Category of directors means executive/non-executive/independent/Nominee. If a director fits into more than one category write all categories separating them with hyphen * to be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of directors of the listed entity in continuity without any cooling off period								
II. Composition of Committees								
Name of Committee	Name of Committee members		Category (Chairperson/ Executive/ Non-Executive/ Independent/ Nominee) <sup>§</sup>					
Audit Committee	1. Mr. Chandan Roy		Chairperson - Non - Executive - Independent					
	2. Mr. Bhanu Bhushan		Non-Executive - Independent					
	3. Ms. Isabelle Compain-Gerlier		Non-Executive					
Nomination and Remuneration Committee	1. Mr. Chandan Roy		Chairperson - Non-Executive - Independent					
	2. Mr. Bhanu Bhushan		Non-Executive - Independent					
	3. Mr. Michel Augonnet		Non-Executive					
Risk Management Committee	N.A.		N.A.					
Stakeholders Relationship Committee	1. Mr. Chandan Roy		Chairperson - Non-Executive - Independent					
	2. Mr. Rathindra Nath Basu		Executive					
	3. Mr. Subhashchandra Manilal Momaya		Executive					
<sup>§</sup> Category of directors means executive/non-executive/independent/Nominee. If a director fits into more than one category write all categories separating them with hyphen								



III. Meeting of Board of Directors			
Date(s) of meeting (if any) in the previous quarter	Date(s) of meeting (if any) in the relevant quarter	Maximum gap between any two consecutive meetings (in number of days)	
July 8, 2015	October 29, 2015	57 days	
July 23, 2015	November 10, 2015		
September 18, 2015			
IV. Meeting of Committees			
Date(s) of meeting of the committee in the relevant quarter	Whether requirement of quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
<u>Audit Committee</u>			
October 29, 2015	Yes	July 23, 2015	57 days
November 10, 2015	Yes	September 18, 2015	
<u>Nomination and Remuneration Committee</u>			
October 29, 2015	Yes	July 8, 2015	N.A.
November 10, 2015	Yes		
<u>Stakeholders Relationship Committee</u>			
October 29, 2015	Yes	August 7, 2015	N.A.
November 10, 2015	Yes	September 7, 2015	
December 15, 2015	Yes	September 18, 2015	
* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional			
V. Related Party Transactions			
Subject		Compliance Status (Yes/ No/ NA) <sup>refer note below</sup>	
Whether prior approval of audit committee obtained		Yes	
Whether shareholder approval obtained for material RPT		N.A.	
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by audit committee		Yes	
<b>Note</b>			
1. In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.			
2. If status is "No" details of non-compliance may be given here.			
VI. Affirmations			
1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015			
2. The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015			
a) Audit Committee			
b) Nomination & Remuneration Committee			
c) Stakeholders relationship committee			
3. The committee members have been made aware of their powers, role, responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015			
4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015			
5. This report will be placed before the Board of Directors at the ensuing Board Meeting and the report in respect of the previous quarter was not required to be placed before the Board of Directors.			
Any comments/ observations/ advice of Board of Directors may be mentioned here: None			
For ALSTOM T&D India Limited			
 <b>Manoj Prasad Singh</b> Company Secretary		