

ALSTOM T&D India Limited

(CIN:L31102DL1957PLC193993)

Registered Office: A-18, First Floor, Okhla Industrial Area, Phase II, New Delhi – 110 020

Tel. No.: 91 11 41610660, Fax No.: 91 11 41610659 | Website: www.alstom.com/india

Notice of Annual General Meeting

NOTICE is hereby given that the fifty-ninth Annual General Meeting (AGM) of the members of ALSTOM T&D India Limited will be held at Air Force Auditorium, Subroto Park, New Delhi - 110 010 on Thursday, the 23rd day of July, 2015 at 9:30 A.M. to transact the following business :

ORDINARY BUSINESS

1. To receive, consider and adopt the financial statements of the Company for the year ended March 31, 2015, including the audited Balance Sheet as at March 31, 2015, the Statement of Profit and Loss for the year ended on that date and the reports of the Board of Directors and Auditors thereon.
2. To declare a dividend of Rs. 1.80 (Rupee one and paise eighty only) per equity share for the year ended March 31, 2015.
3. To appoint a Director in place of Mr. Michel Augonnet, who retires by rotation and being eligible, offers himself for re-appointment.
4. To ratify the appointment of Auditors of the Company, and to fix their remuneration and for that purpose, to consider and, if thought fit, to pass, with or without modification(s), the following resolution as an ORDINARY RESOLUTION:

“RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions of the Companies Act, 2013 and Companies (Audit and Auditors) Rules, 2014, pursuant to the recommendations of the audit committee of the board of directors of the company and pursuant to the resolution passed by the members at the Annual General Meeting (AGM) held on July 23, 2014, the appointment of M/s S.N. Dhawan & Co., Chartered Accountants, C37, Connaught Place, New Delhi – 110 001, Firm Registration No. 000050N, as the auditors of the Company to hold office until the conclusion of 62nd AGM, be and is hereby ratified on such remuneration as may be mutually determined between the said Auditors and the Board of Directors of the Company.”

SPECIAL BUSINESS

5. **Retirement of Mr. Pierre Laporte (DIN 02146282) as Director**

To consider and if thought fit, to pass, with or without modification(s), the following resolution as an ORDINARY RESOLUTION:

“RESOLVED THAT Mr. Pierre Laporte (holding DIN 02146282), a Director liable to retire by rotation, be hereby retires by rotation as Director from the Board of the Company.

RESOLVED FURTHER THAT the vacancy on the Board of Directors of the Company so created by retirement of Mr. Pierre Laporte be not filled.”

6. **Re-appointment of Mr. Rathindra Nath Basu (DIN 01192973) as Managing Director of the Company**

To consider and if thought fit, to pass, with or without modification(s), the following resolution as an ORDINARY RESOLUTION:

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013, read with Schedule V of the said Act, including any statutory modification(s) or re-enactment thereof, for the time being in force, and subject to such approvals as may be necessary, approval of the members be and is hereby accorded to re-appointment of Mr. Rathindra Nath Basu (holding DIN

01192973), as Managing Director of the Company for a period of 2 (two) years with effect from February 1, 2016 commencing immediately after the expiry of his current tenure on January 31, 2016, on the terms and conditions set out in the Agreement (including remuneration in the event of loss or inadequacy of profits) to be entered into between the Company of the one part and Mr. Rathindra Nath Basu of the other part, a draft of which duly initialled by the Company Secretary for the purpose of identification is placed before the meeting and also as set out in the Statement annexed hereto.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby also authorised to:

- (i) Agree to such increase or decrease or variations, modifications or amendments in the terms of remuneration set out in Statement annexed hereto as considered reasonable by the Board and acceptable to Mr. Rathindra Nath Basu.
- (ii) Take all such steps and actions as may be considered necessary by the Board for the purpose of implementing this resolution.”

7. **Re-appointment of Mr. Subhashchandra Manilal Momaya (DIN 00017199) as Whole-time Director & Chief Financial Officer**

To consider and if thought fit, to pass, with or without modification(s), the following resolution as an ORDINARY RESOLUTION:

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule V of the said Act, including any statutory modification(s) and re-enactment thereof, for the time being in force, and subject to such approvals as may be necessary, approval of the members be and is hereby accorded to re-appointment of Mr. Subhashchandra Manilal Momaya (holding DIN 00017199) as Whole-time Director & Chief Financial Officer of the Company for a period of 2 (two) years with effect from September 1, 2015 commencing immediately after the expiry of his current tenure on August 31, 2015, on terms and conditions set out in the Agreement (including remuneration in the event of loss or inadequacy of Profits) to be entered into between the Company of the one part and Mr. Subhashchandra Manilal Momaya of the other part, a draft of which duly initialled by the Company Secretary for the purposes of identification is placed before the meeting and also set out in the Statement annexed hereto.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby also authorised to:

- (i) Agree to such increase or decrease or variations, modifications or amendments in the terms of remuneration set out in Statement annexed hereto as considered reasonable by the Board and acceptable to Mr. Subhashchandra Manilal Momaya.
- (ii) Take all such steps and actions as may be considered necessary by the Board for the purpose of implementing this resolution.”

8. **Appointment of Ms. Isabelle Compain-Gerlier (DIN 07113642) as Director**

To consider and if thought fit, to pass, with or without modification(s), the

following resolution as an ORDINARY RESOLUTION:

“RESOLVED THAT pursuant to the provisions of Sections 149, 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) and the applicable provisions of the equity listing agreement with stock exchanges, Ms. Isabelle Compain-Gerlier (holding DIN 07113642), who was appointed as an Additional Director at the Board Meeting held on March 27, 2015 and who holds office as such up to the date of this Annual General Meeting, and being eligible, offers herself for appointment 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 the member’s intention to propose the candidature of Ms. Isabelle Compain-Gerlier for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation.”

9. **Appointment of Dr. Kirit Shantilal Parikh (DIN 00684234) as an Independent Director**

To consider and if thought fit, to pass, with or without modification(s), the following resolution as an ORDINARY RESOLUTION:

“RESOLVED THAT pursuant to the provisions of sections 149, 152 and any other applicable provisions of the Companies Act, 2013, and the rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force) read with Schedule IV to the Companies Act, 2013 and the applicable provisions of the equity listing agreement with stock exchanges, Dr. Kirit Shantilal Parikh (holding DIN 00684234), be and is hereby appointed as an Independent Director of the Company with effect from March 28, 2015 up to March 27, 2020, not liable to retire by rotation.”

10. **Appointment of Mr. Rakesh Nath (DIN 00045986) as an Independent Director**

To consider and if thought fit, to pass, with or without modification(s), the following resolution as an ORDINARY RESOLUTION:

“RESOLVED THAT pursuant to the provisions of sections 149, 152 and any other applicable provisions of the Companies Act, 2013, and the rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force) read with Schedule IV to the Companies Act, 2013 and the applicable provisions of the equity listing agreement with stock exchanges, Mr. Rakesh Nath (holding DIN 00045986), be and is hereby appointed as an Independent Director of the Company with effect from June 1, 2015 up to May 31, 2020, not liable to retire by rotation.”

11. **Appointment of Mr. Ravi Kumar Krishnamurthy (DIN 03626516), Head AIS Business as Alternate Director to Mr. Pierre Laporte upto March 27, 2015 and terms of his appointment**

To consider and if thought fit, to pass, with or without modification(s), the following resolution as SPECIAL RESOLUTION:

“RESOLVED THAT pursuant to the provisions of Sections 161, 196, 203 read with Schedule V of the Companies Act, 2013 and other applicable provisions of the said Act and the Rules made thereunder, including any modifications or re-enactment(s) thereof, for the time being in force, and Article 109 of the Articles of Association of the Company, Mr. Ravi Kumar Krishnamurthy (holding DIN 03626516), Head – AIS Business appointed as an alternate director to Mr. Pierre Laporte with effect from March 11, 2015 during his absence from India, as applicable, being in whole time employment of the Company as Head –AIS Business, be appointed upto

March 27, 2015 upon the terms and conditions to which he is entitled in terms of his employment and which are set out in the Statement annexed hereto including increase in remuneration as approved by Board of Directors since last approval.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to take all such steps and actions as may be considered necessary for the purpose of implementing this resolution.”

12. **Appointment of Mr. Ravi Kumar Krishnamurthy (DIN 03626516), Head AIS Business as Alternate Director to Mr. Michel Augonnet w.e.f. March 28, 2015 and terms of his appointment**

To consider and if thought fit, to pass, with or without modification(s), the following resolution as SPECIAL RESOLUTION:

“RESOLVED THAT pursuant to the provisions of Sections 161, 196, 203 read with Schedule V of the Companies Act, 2013 and other applicable provisions of the said Act and the Rules made thereunder, including any modifications or re-enactment(s) thereof, for the time being in force, and Article 109 of the Articles of Association of the Company, Mr. Ravi Kumar Krishnamurthy (holding DIN 03626516), Head – AIS Business appointed as an alternate director to Mr. Michel Augonnet with effect from March 28, 2015 during his absence from India, as applicable, being in whole time employment of the Company as Head –AIS Business, be appointed upon the terms and conditions to which he is entitled in terms of his employment and which are set out in the Statement annexed hereto.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby also authorised to:

- (i) Agree to such increase or decrease or variations, modifications or amendments in the terms of remuneration set out in Statement annexed hereto as considered reasonable by the Board and acceptable to Mr. Ravi Kumar Krishnamurthy.
- (ii) Take all such steps and actions as may be considered necessary by the Board for the purpose of implementing this resolution.”

13. **Approval of remuneration of Cost Auditors for the financial year ending March 31, 2016**

To consider and if thought fit, to pass, with or without modification(s), the following resolution as an ORDINARY RESOLUTION:

“RESOLVED THAT pursuant to the provisions of Section 148 and any other applicable provisions of the Companies Act, 2013 read with Rule 14 of 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 March 31, 2016, be paid the remuneration as set out below:

- a) M/s Shome & Banerjee, Cost Accountants - Rs.5,00,000/- (Rupees five lac only) plus applicable taxes and out of pocket expenses.
- b) M/s Jugal K Puri & Associates, Cost Accountants - Rs. 35,000/- (Rupees thirty five thousand only) plus applicable taxes and out of pocket expenses

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to take necessary steps to give effect to the Resolution”

By order of the Board

Place : New Delhi
Date : June 16, 2015

Manoj Prasad Singh
Company Secretary

Notes:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (AGM) IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.** A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company. However, a member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or member.

The instrument of proxy in order to be effective must be deposited at the registered office of the Company not less than 48 hours before the commencement of the meeting.

2. The relevant Statement pursuant to Section 102 of the Companies Act, 2013, in respect of the Special Business set out in Item Nos. 5 to 13 of the accompanying Notice is annexed hereto.
3. The particulars in respect of Directors seeking appointment/ re-appointment in the forthcoming Annual General Meeting as required under clause 49 of the Listing Agreement, are also available in the 'Board of Directors' section in the report on Corporate Governance in the Annual Report. The Directors have furnished the requisite consents/ declarations for their appointment/ re-appointment.
4. The Register of Members and Share Transfer Books of the Company shall remain closed from Friday, July 17, 2015 to Thursday, July 23, 2015 (both days inclusive) for the purpose of payment of dividend for the financial year ended March 31, 2015 and the AGM.
5. Dividend on equity shares as recommended by the Board of Directors for the year ended March 31, 2015, upon declaration at the AGM, will be payable to those eligible Members whose names stand in the Register of Members/ Register of Beneficial holders of shares as the case may be for shares held in physical and electronic (demat) form, respectively on July 16, 2015.
6. Members are requested to be in their seats at the meeting hall before the scheduled time for commencement of the meeting.
7. Corporate Members intending to send their authorized representative(s) to attend the meeting are requested to send a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the meeting.
8. The Securities and Exchange Board of India (SEBI) vide its circular dated 21 March, 2013, has mandated that for making cash payments to the investors, companies whose securities are listed on the stock exchanges shall use any Reserve Bank of India approved electronic mode of payment such as ECS, RECS, NECS, NECS, NEFT etc. The companies and the registrar and share transfer agents are required to seek relevant bank details of shareholders from depositories for making cash payment/dividends in electronic mode. It is also mandatory to print the Bank details on the physical instrument, if the payment is made in physical mode.

Accordingly members are requested to notify immediately, particulars of their Bank Accounts (along with cancelled cheque) viz., Name of the Bank, Branch, complete address of the Bank, Bank Account Number, A/c Type, 9 digit MICR Code and IFSC code to enable the Company to send dividend through electronic mode and also for printing the same on the Dividend Warrants (where MICR/IFSC codes are not available) to avoid fraudulent encashment:

- to their Depository Participants (DP) in respect of their shares held in Demat Account(s); and
 - to the Company at its Registered Office or to the Registrars and Share Transfer Agents (RTA) of the Company having its office at P-22, Bondel Road, Kolkata-700 019 in respect of shares held in physical form.
9. Members holding more than one share certificate in the same name or joint names in same order but under different Ledger Folios, are requested to apply for consolidation of such Folios and send the relevant share certificates to the Registrars and Share Transfer Agents to enable them to consolidate all such holdings into one single Account.

10. SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in demat form can submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company/RTA.
11. In case the mailing address mentioned on this Annual Report is without Pin-code, Members are requested to kindly notify their Pin-codes immediately.
12. The Company has transferred the unpaid or unclaimed dividends declared for financial years upto December 31, 2007, from time to time on due dates, to the investor Education and Protection Fund (the IEPF) established by the Central Government. Pursuant to the provisions of Investor Education and Protection Fund (Uploading of information regarding unpaid and unclaimed amounts lying with companies) Rules, 2012, the Company has uploaded the details of unpaid and unclaimed amounts lying with the Company as on July 23, 2014 (date of last Annual General Meeting) on the website of the Company (www.alstom.com/india), as also on the website of the Ministry of Corporate Affairs.
13. This notice is being issued having regard to provisions of Section 108 of the Companies Act, 2013, and the rules made thereunder and Clause 35B of the Listing Agreement with Stock Exchanges.
14. The Annual Report for the financial year 2014-15, Notice of 59th AGM and instructions for remote e-voting, along with Attendance Slip and Proxy Form, is being sent by electronic mode to all the members whose email IDs are registered with the Company/ depository participant(s) for communication purposes, unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of these documents is being sent in the permitted mode. Members may also note that these documents will be available on the Company's website, www.alstom.com/india
15. For members who have not registered their email address, physical copies of the Annual Report is being sent in the permitted mode. Members are requested to register/ update their e-mail IDS with their respective Depository Participant(s)/ or with Company for shares in electronic form (Demat) or in physical form, respectively.
16. Members are requested to bring their duly filled in attendance slips sent herewith while attending the Annual General Meeting.
17. The relevant documents will also be displayed on the Investor Relation section of the Company on www.alstom.com/india and copies of the said documents will also be available for inspection by the members at the Registered Office of the Company during normal business hours on working days up to the date of the meeting.
18. **Voting through electronic means**
 - I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Clause 35B of the Listing Agreement, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).
 - II. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
 - III. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.

- IV. The remote e-voting period commences on July 20, 2015 (9:00 am) and ends on July 22, 2015 (5:00 pm). During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of July 16, 2015, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- V. **The process and manner for remote e-voting are as under:**
- A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)] :
- (i) Open email and open PDF file viz; "[Alstom e-voting.pdf](#)" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
 - (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
 - (iii) Click on **Shareholder - Login**
 - (iv) Put user ID and password as initial password/PIN noted in step (i) above. Click **Login**.
 - (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - (vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
 - (vii) Select "EVEN" of "ALSTOM T&D India Limited".
 - (viii) Now you are ready for remote e-voting as Cast Vote page opens.
 - (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
 - (x) Upon confirmation, the message "Vote cast successfully" will be displayed.
 - (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
 - (xii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to ykc.scrutinizer@gmail.com with a copy marked to evoting@nsdl.co.in
- B. In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy] :
- (i) Initial password is provided at the bottom of the Attendance Slip for the AGM
 - (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.
- VI. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.
- VII. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
- VIII. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- IX. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of July 16, 2015.
- X. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. July 16, 2015, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or to Mr. Kuntal Mustafa, M/s. C B Management Services Pvt. Ltd., Tel. No. (033) 4011-6729, e-mail: mustafik@cbmsl.co
- However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.
- XI. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
- XII. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting or voting at the AGM through ballot paper.
- XIII. Mr. Vineet K Chaudhary, Company Secretary in Whole Time Practice has been appointed as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- XIV. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Ballot Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- XV. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- XVI. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company www.alstom.com/india and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited, National Stock Exchange of India Limited and The Calcutta Stock Exchange Limited.

ANNEXURE TO THE NOTICE

Statement pursuant to Section 102 of the Companies Act, 2013**Item no. 5**

In terms of section 152 of the Companies Act, 2013 and Articles 104 and 105 of Articles of Association of the Company, Mr. Pierre Laporte, Director of the Company retires by rotation at the Annual General Meeting (AGM). With a view to make composition of the Board of Directors compliant with listing agreement, it is proposed that Mr. Pierre Laporte shall not be re-appointed at the ensuing AGM and the vacancy shall not be filled.

The Board commends approval of the resolution set out in Item no. 5 of the accompanying Notice as an Ordinary Resolution.

Except Mr. Pierre Laporte himself, none of the directors and key managerial personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item no. 5.

Item no. 6

Mr. Rathindra Nath Basu, is Managing Director of the Company since February 1, 2007. He was earlier appointed as Managing Director with effect from February 1, 2014, for a period of two years, i.e. upto January 31, 2016.

In view of rich experience and valuable contributions of Mr. Rathindra Nath Basu towards the growth of the Company, it is proposed to re-appoint him as Managing Director for a further period of 2 (two) years from February 1, 2016 commencing immediately after the expiry of his current tenure on January 31, 2016, at remuneration and terms in accordance with the provisions of the Companies Act, 2013 read with Schedule V thereto.

The terms and conditions of his re-appointment are set out in the draft Agreement to be entered with him, excerpts of which are given hereunder:

1. Salary : Annual gross salary i.e. fixed salary of Rs. 21,086,770 with such increase as may be determined by the Board from time to time.
2. Bonus : Mr. Basu shall be entitled to Bonus in accordance with Company's Rules.
3. Perquisites
 - a) Mr. Basu shall be entitled to perquisites such as furnished accommodation (or House Rent Allowance in lieu thereof) including gas, electricity and water, maintenance charges, reimbursement of medical expenses, medical insurance, Company provided car with driver, leave travel concession for self and family, club fees, accident insurance and such other perquisites and allowances as may be decided from time to time.
For the purpose of calculating the annual value of the perquisites, the same shall be evaluated as per the Income Tax Rules, wherever applicable. In the absence of any such Rule, the same shall be evaluated at actual cost. Provision for use of car for official duties and telephone at residence shall not be included in the computation of the perquisites value.
 - b) The Company's contribution to Provident Fund and Superannuation Fund in accordance with the Rules and Regulations of the Company. Such contributions will not be included in the computation of the ceiling on remuneration to the extent these either singly or put together are not taxable under the Income Tax Act, 1961.
 - c) Gratuity shall be paid at a rate not exceeding half month's salary for each completed year of service and this would not be considered as remuneration or perquisite for the purpose of computing commissions or minimum remuneration.
 - d) Encashment of leave as per the Rules of the Company.
4. In the event of loss or inadequacy of profits of the Company, in any financial year during the tenure of Mr. Basu, he shall be entitled to receive the total remuneration not exceeding the limits specified under Section II

of Part II of Schedule V to the Companies Act, 2013, in accordance with the said Schedule, including any modifications or re-enactment thereof, for the time being in force, or such other limits as may be prescribed by the Government from time to time as minimum remuneration.

5. In the year of adequate profits, the total remuneration paid to him for a financial year, inclusive of bonus as per above, shall not exceed 5% of the net profits of the Company, determined in accordance with the provisions of the Companies Act, 2013, as may be applicable for the financial year.
6. Mr. Basu shall also be entitled to leave in accordance with the Company's Rules.
7. Notice period and severance fees: Three months' notice or three months' Salary in lieu of notice may be given by the Company and three months' notice may be given by Mr. Basu (or such shorter notice as may be agreed upon by both) subject to terms of the employment as contained in the Agreement to be entered.

Brief particulars of Mr. Basu are as follows:

Mr. Rathindra Nath Basu, aged 60 years, holds B.Tech (Electronics) from Science College, Calcutta University and B.Sc (Honours in Physics) from St Xavier's, Calcutta University. He has also attended the Advanced Management Program at Insead, France and a program on Global Electricity Markets at London Business School.

He has 37 years of rich experience in organisations, which include, ALSTOM, AREVA, Cegelec and NTPC Limited. He started his career in 1978 with NTPC. He joined Cegelec India as the Head of the Energy Division in 1985 and was appointed as the CEO of Cegelec India in June 1989. In 1998, post Cegelec's merger with ALSTOM (erstwhile GEC ALSTHOM), he was nominated as the Managing Director of two separate business divisions of your Company - the Turnkey Systems and the Automation business. He then moved to Alstom T&D, Paris in a global role where he led the Power Distribution Product Line during 2003-2007 as Vice President (Power Distribution).

He is member of the Stakeholders Relationship Committee and Corporate Social Responsibility Committee of the Company.

Mr. Basu is Country President India & South Asia for Alstom and is also on the Board of Alstom India Limited, Alstom Boilers India Limited and Bhutan Hydropower Services Limited, Bhutan. He is also member of Audit Committee and Stakeholders Relationship Committee of Alstom India Limited.

He does not hold any Equity Shares in the Company.

Nomination and Remuneration Committee of the Board of Directors has also approved and recommended his re-appointment subject to approval of Shareholders of the Company.

Considering his background and experience, the Board is of the opinion that the re-appointment of Mr. Rathindra Nath Basu, as Managing Director, will be beneficial to the Company.

The re-appointment of Mr. Rathindra Nath Basu as Managing Director of the Company and payment of remuneration to him requires the approval by the Company in general meeting by Ordinary resolution in accordance with the relevant provisions of the Companies Act, 2013 read with Schedule V to the said Act. The resolution set out in the notice at Item no. 6 is intended for this purpose. The Board commends the adoption of the resolution as set out at Item no. 6 of the accompanying Notice as an Ordinary Resolution.

The draft of the Agreement to be entered between the Company and Mr. Rathindra Nath Basu in respect of terms and conditions of re-appointment, duly initialled by the Company Secretary for the purposes of identification, is available for inspection by the members at the Registered Office of the Company during normal business hours on working days up to the date of the meeting.

The terms set out in the resolution and Statement pursuant to section 102 of the Companies Act, 2013 may be deemed and regarded as memorandum in terms of Section 190 of the Companies Act, 2013.

Except Mr. Rathindra Nath Basu himself, none of the directors and key managerial personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item no. 6 of the Notice.

Item no. 7

Mr. Subhashchandra Manilal Momaya was appointed as Whole-time Director & Chief Financial Officer of the Company from September 1, 2013 for a period of 2 (two) years, i.e. upto August 31, 2015.

In view of wide experience of Mr. Momaya in the matters of finance, accounts and Corporate Governance, it is proposed to re-appoint him as Whole-time Director & Chief Financial Officer for a further period of 2(two) years from September 1, 2015 commencing immediately after the expiry of his current tenure on August 31, 2015 at remuneration and terms in accordance with the provisions of the Companies Act, 2013 read with Schedule V thereto.

The terms and conditions of his re-appointment are set out in the draft Agreement to be entered with him, excerpts of which are given hereunder:

1. Tenure : Two years with effect from September 1, 2015 until August 31, 2017.
2. Duties : Subject to the overall superintendence, control and direction of the Board, as Whole-time Director & Chief Financial Officer, Mr. Momaya shall perform such duties and exercise such powers as are entrusted to him from time to time by the Board and/or Managing Director, in particular all matters relating to finance and accounts of the Company.
3. Remuneration:
 - I. Salary : Annual gross salary i.e. fixed salary of Rs. 12,247,200 with such increase as may be determined by the Board from time to time.
 - II. Bonus : Mr. Momaya shall be entitled to Bonus in accordance with Company's Rules.
 - III. Perquisites:
 - a) Mr. Momaya shall be entitled to perquisites such as furnished accommodation (or House Rent Allowance in lieu thereof) including gas, reimbursement of medical expenses, medical insurance, Company provided car with driver, leave travel concession for self and family, club fees, accident insurance and such other perquisites and allowances as may be decided from time to time.
For the purpose of calculating the annual value of the perquisites, the same shall be evaluated as per the Income Tax Rules, wherever applicable. In the absence of any such Rule, the same shall be evaluated at actual cost. Provision for use of car for official duties and telephone at residence shall not be included in the computation of the perquisites value.
 - b) The Company's contribution to Provident Fund and Superannuation Fund in accordance with the Rules and Regulations of the Company. Such contributions will not be included in the computation of the ceiling on remuneration to the extent these either singly or put together are not taxable under the Income Tax Act, 1961.
 - c) Gratuity shall be paid at a rate not exceeding half month's salary for each completed year of service and this would not be considered as remuneration or perquisite for the purpose of computing commissions or minimum remuneration.
 - d) Encashment of leave as per the Rules of the Company.
 - IV. In the event of loss or inadequacy of profits of the Company, in any financial year during the tenure of Mr. Momaya, he shall be entitled to receive the total remuneration not exceeding the limits specified under Section II of Part II of Schedule V to the Companies Act, 2013, in accordance with the said Schedule, including any modifications or re-enactment thereof, for the time being in force, or such other limits as may be prescribed by the Government from time to time as minimum remuneration.
 - V. In the year of adequate profits, the total remuneration paid to him for a financial year, inclusive of bonus as per above, shall not exceed 5%

of the net profits of the Company, determined in accordance with the provisions of the Companies Act, 2013, as may be applicable for the financial year.

4. Mr. Momaya shall also be entitled to leave in accordance with the Company's Rules.
5. Notice period and severance fees : Three months' notice or three months' Salary in lieu of notice may be given by the Company and three months' notice may be given by Mr. Momaya (or such shorter notice as may be agreed upon by both) subject to terms of the employment as contained in the Agreement to be entered.

Brief particulars of Mr. Momaya are as follows:

Mr. S.M. Momaya, aged 59 years, is a Chartered Accountant with 35 years of extensive experience acquired through various positions in Power, Transmission & Distribution and Instrumentation businesses. He has been working with Alstom group since 1987.

He was Chief Financial Officer of Alstom India Limited from August 2000 to August 2013, Chief Financial officer to ALSTOM Power Boilers Limited during 1998 to 2000 and Chief Financial Manager of ABB Instrumentation Limited during 1995 to 1998.

He is member of the Stakeholders Relationship Committee and Corporate Social Responsibility Committee of the Company.

At present, he is also on the Board of Alstom Power Boilers Services Limited, Alstom Manufacturing India Limited and Grid Equipments Private Limited. He is also member of CSR Committee of Grid Equipments Private Limited.

He does not hold any Equity Shares in the Company.

Nomination and Remuneration Committee and Audit Committee of the Board of Directors have also approved and recommended his re-appointment subject to approval of Shareholders of the Company.

Considering his background and experience, the Board is of the opinion that the re-appointment of Mr. Momaya as a Whole-time Director & Chief Financial Officer of the Company will benefit the Company given his long association with the ALSTOM Group.

The re-appointment of Mr. Subhashchandra Manilal Momaya as Whole-time Director & Chief Financial Officer of the Company and payment of remuneration to him requires the approval of the members in General Meeting by Ordinary Resolution in accordance with relevant provisions of the Companies Act, 2013 read with Schedule V thereto. The resolution set out in the notice at Item no. 7 is intended for this purpose. The Board commends the adoption of the resolution as set out at Item no. 7 of the accompanying Notice as an Ordinary Resolution.

The draft of the Agreement to be entered between the Company and Mr. Momaya in respect of terms and conditions of re-appointment, duly initialled by the Company Secretary for the purposes of identification, is available for inspection by the members at the Registered Office of the Company during normal business hours on working days up to the date of the meeting. The terms set out in the resolution and Statement pursuant to section 102 of the Companies Act, 2013 may be deemed and regarded as memorandum in terms of Section 190 of the Companies Act, 2013.

Except Mr. Momaya himself, none of the directors and key managerial personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item no. 7 of the Notice.

Item no. 8

The Board of Directors of the Company based on the recommendation of Nomination and Remuneration Committee at its meeting held on March 27, 2015, co-opted Ms. Isabelle Compain-Gerlier as an Additional Director. In terms of Section 161 of the Companies Act, 2013 ("the Act"), read with Article 93 of the Articles of Association of the Company. Ms. Isabelle Compain-Gerlier holds office as such Director upto the date of the Annual General Meeting of the Company. The Company has received a notice in writing from a Member, under Section 160 of the Act, signifying the member's intention to propose the name of Ms. Isabelle Compain-Gerlier for appointment as a Director.

Ms. Isabelle Compain-Gerlier, aged 56, holds a University degree in Economics as well as a post graduate Diploma of Business Management.

Isabelle joined ALSTOM Transport in 1983 and moved to ALSTOM Grid as VP Finance Products in October 2013. During her 30 years in Transport, she had different financial and controlling roles from industrial unit, to long term contract, product lines, functions and country (France). She was also part of the main projects of change management for process and tools in finance.

She has experience of Products regroup of 3 Product Lines - Air Insulated Switchgear; Gas Insulated Switchgear and Power Transformers. She has also experience in controlling of R&D, sourcing, manufacturing and quality at Grid level.

She does not hold any Equity Shares in the Company.

In terms of Section 149 and any other applicable provisions of the Companies Act, 2013, Ms. Isabelle Compain-Gerlier is proposed to be appointed as Director.

The Company has received from Ms. Isabelle Compain-Gerlier (i) consent in writing to act as director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment and Qualification of Directors) Rules, 2014, and (ii) intimation in Form DIR-8 in terms of Companies (Appointment and Qualification of Directors) Rules 2014, to the effect that she is not disqualified under Section 164 (2) of the Companies Act, 2013.

The Board of Directors is of the opinion that her vast knowledge and varied experience will be of great value to the Company and hence commends approval of the resolution set out in Item no. 8 of the accompanying Notice as an Ordinary Resolution.

Except Ms. Isabelle Compain-Gerlier herself, none of the directors and key managerial personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item no. 8 of the Notice.

Item no. 9

The Board of Directors of the Company based on the recommendation of Nomination and Remuneration Committee at its meeting held on March 27, 2015 appointed Dr. Kirit Shantilal Parikh as Independent Director of the Company for a period of five years with effect from March 28, 2015 up to March 27, 2020.

Dr. Kirit Parikh aged 79 years, former Member of India's Planning Commission with a status of Minister of State, is Chairman of Integrated Research and Action for Development (IRADe), New Delhi, a non-government organisation with focus on energy, environment, climate change, urbanization and inclusive development.

He was the Founder Director of the Indira Gandhi Institute of Development Research (IGIDR), Mumbai and is Fellow of the National Academy of Sciences, India.

He is recipient of "Padma Bhushan" award by the president of India, the third highest civilian award in India. He has a Doctor of Science in Civil Engineering and a Master's Degree in Economics from Massachusetts Institute of Technology (MIT), USA and M. Tech from IIT (Kharagpur). He has been a Professor of Economics since 1967. He has also been a member of the Economic Advisory Councils (EAC) of five Prime Ministers of India.

He had also been a member of the Indian National Committee for Environmental Planning & Coordination (1971-74), the National Committee on Science and Technology (1974-76) and the Fuel Policy Committee (1970-74). He chaired the Expert Committee on "Integrated Energy Policy" and also the Expert Group on "Low Carbon Strategy for Inclusive Growth" set up by the Planning Commission. From 1997 to 1998, he was Special Economic Adviser to the Administrator, United Nations Development Programme (UNDP), New York. He has authored, co-authored and edited several books and served as editor of "India Development Reports" which provide a non-governmental assessment of India's development and policy options.

At present, he is on the board of Power Exchange India Limited, The Climate Group Association of India and Integrated Research and Action for Development (IRADe). He is member of Audit Committee of Power Exchange India Limited.

He does not hold any Equity Shares in the Company.

In terms of Section 149 and any other applicable provisions of the Companies Act, 2013, Dr. Parikh is proposed to be appointed as an Independent Director for five consecutive years for a term from March 28, 2015 up to March 27, 2020.

The Company has received from Dr. Parikh (i) consent in writing to act as director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment and Qualification of

Directors) Rules, 2014, (ii) intimation in Form DIR-8 in terms of Companies (Appointment and Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under of Section 164 (2) of the Companies Act, 2013, and (iii) a declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013.

In the opinion of the Board, Dr. Parikh fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder for his appointment as an Independent Director of the Company and is Independent of the management.

The Board commends approval of the resolution set out in Item no. 9 of the accompanying Notice as an Ordinary Resolution.

Except Dr. Parikh himself, none of the directors and key managerial personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item no. 9 of the Notice.

Item no. 10

The Board of Directors of the Company based on the recommendation of Nomination and Remuneration Committee at its meeting held on May 29, 2015 appointed Mr. Rakesh Nath as Independent Director of the Company for a period of five years with effect from June 1, 2015 up to May 31, 2020.

Mr. Rakesh Nath, aged 65, has about 37 years of varied experience in Power Sector planning, Operation & Maintenance of Thermal and Hydro Power Stations and Transmission System, Regulation of water supply from multi-purpose hydro projects including operation & maintenance of irrigation canal system, Power System Operation and Power Trading. He was technical member of Appellate Tribunal for Electricity (APTEL) from 2010 to May 2015. Prior to this, he was the Chairperson, Central Electricity Authority (CEA) and Ex-officio Secretary to the Government of India.

As Chairman CEA, he worked extensively for accelerated capacity addition during the 11th Five Year Plan and initiated advance action for the 12th Plan. He was closely associated with development of Ultra Mega Power Projects. He has been instrumental in preparation of a proposal for low carbon growth strategy for power sector till 2022 and CO2 base line data for power sector. He has also been ex-officio Member of CERC and Part Time Director of Nuclear Power Corporation.

Mr. Rakesh Nath has been the Member Secretary of Northern Regional Electricity Board (NREB) and Western Regional Electricity Board (WREB), the two largest regional grids of the country. He was Convener of the Working Group set up by the Government of India to prepare guidelines for inter-regional power transaction which paved way for structuring inter-regional power transfers across the country.

Mr. Rakesh Nath has attended courses in power system operation and control in UK in 1984 and in Sweden in 1993. He participated as member in proceedings of Expert Committee on Sedimentation of International Committee on Large Dams in Brazil in 2002. As Chairperson CEA, he was deputed to Norway to study power markets, to Switzerland for study on manufacturing of large boiler and Turbine generators with Super Critical technology and to USA to promote investments in Indian power sector. He has also been President of Central Board of Irrigation & Power from February 2006 to February 2010.

He does not hold any Equity Shares in the Company.

In terms of Section 149 and any other applicable provisions of the Companies Act, 2013, Mr. Rakesh Nath is proposed to be appointed as an Independent Director for five consecutive years for a term from June 1, 2015 up to May 31, 2020.

The Company has received from Mr. Rakesh Nath (i) consent in writing to act as director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment and Qualification of Directors) Rules, 2014, (ii) intimation in Form DIR-8 in terms of Companies (Appointment and Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under Section 164 (2) of the Companies Act, 2013, and (iii) a declaration to the effect that he meets the criteria of independence as provided in Section 149 (6) of the Companies Act, 2013.

In the opinion of the Board, Mr. Rakesh Nath fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder for his appointment as an Independent Director of the Company and is Independent of the management.

The Board commends approval of the resolution set out in Item no. 10 of the

accompanying Notice as an Ordinary Resolution.

Except Mr. Rakesh Nath himself, none of the directors and key managerial personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item no. 10 of the Notice.

Item nos. 11 and 12

Mr. Ravi Kumar Krishnamurthy is in full time employment of the Company and functions as Head - AIS Business. Mr. Krishnamurthy was being appointed as alternate director to Mr. Pierre Laporte from time to time during the absence of latter from India in terms of Section 161 of the Companies Act, 2013 and Articles of Association of the Company. The Board of Directors of the Company at its meeting held on March 7, 2015 again appointed him as an alternate director to Mr. Pierre Laporte w.e.f. March 11, 2015. Later in view of restructuring of the Board, Mr. Krishnamurthy submitted his resignation as alternate director to Mr. Pierre Laporte, w.e.f. March 27, 2015 and was appointed as alternate director to Mr. Michel Augonnet w.e.f. March 28, 2015 at the Board Meeting held on March 27, 2015. Thus, the provisions of Sections 161, 196, 203 read with Schedule V of the Companies Act, 2013, applies on his appointment as an alternate director.

In view of nature of his full time employment in the Company, the members' approval is required for his appointment as alternate director carrying full time employment.

The remuneration to which he is entitled to, being in full time employment, is within the limits of Section 197 of the Companies Act, 2013 read with Schedule V of the said Act.

Hence, pursuant to Sections 161, 196 read with Schedule V of the Companies Act, 2013, the appointment of Mr. Krishnamurthy by the Board of Directors at its meetings held on March 7, 2015 and March 27, 2015 and terms of appointment including remuneration since June 1, 2014 is presented to the shareholders in this meeting for their approval.

An abstract of the terms of appointment of Mr. Ravi Kumar Krishnamurthy is set out below:

1. Mr. Ravi Kumar Krishnamurthy shall hold office only during the absence of the director for whom he is alternate, in attending the Board Meeting in India and the moment director for whom he is alternate comes to India, Mr. Krishnamurthy shall automatically vacate his office of alternate director.
2. Mr. Krishnamurthy shall be Key Managerial Person in terms of Section 203 of the Companies Act, 2013 as long as he is an alternate director.
3. In terms of his employment as Head - AIS Business, Mr. Krishnamurthy is drawing the following by way of remuneration w.e.f. June 1, 2015:

Salary per annum	: Rs. 8,602,277/-
Perquisites per annum	: Rs. 12,600/-
Others (per annum)	: Rs. 1,021,543/-
Total	: Rs. 9,636,420/-
4. In terms of his employment as Head - AIS Business, Mr. Krishnamurthy was drawing the following by way of remuneration for the period from June 1, 2014 upto May 31, 2015:

Salary per annum	: Rs. 75,44,403/-
Perquisites per annum	: Rs. 11,200/-
Others (per annum)	: Rs. 8,97,397/-
Total	: Rs. 84,53,000/-
5. Mr. Krishnamurthy shall also be entitled to leave in accordance with the Company's Rules.
6. Mr. Krishnamurthy shall also be entitled to other benefits, including Bonus in accordance with the Company's Rules.
7. He will retire from the services of the Company and vacate the office at the end of the month in which he completes 58 years of age.

The above referred abstract of the terms of Mr. Ravi Kumar Krishnamurthy's appointment may be deemed and regarded as memorandum in terms of Section 190 of the Companies Act, 2013 and so long as there is no variation, may also be regarded and deemed as such compliance of Section 190 of the Companies Act, 2013 for all intermittent appointments made from time to time, following the departure of the director of whom the incumbent is appointed as an alternate director.

Brief particulars of Mr. Ravi Kumar Krishnamurthy are as follows:

Mr. Krishnamurthy, 47, is an Accountant by profession and started his career in 1992 with ALSTOM. He moved through various profiles in Finance, Human Resource, Sourcing and Operations. He was appointed as Head for Instrument Transformers (ITR) business division of the Company in 2007. He took the lead as Global Business Development Director for ITR business division in 2011 and was appointed as Head of the Air Insulated Switchgear business of the Company in 2012.

The Company has received from Mr. Krishnamurthy (i) consent in writing to act as director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment and Qualification of Directors) Rules, 2014, and (ii) intimation in Form DIR-8 in terms of Companies (Appointment and Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under Section 164(2) of the Companies Act, 2013.

He does not hold any Equity Shares in the company.

The Board commends approval of the resolutions set out in Item nos. 11 and 12 of the accompanying Notice as Special Resolutions.

Except Mr. Krishnamurthy, himself and the director for whom he is alternate director, none of the directors and key managerial personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolutions set out in the Notice.

Item no. 13

The Board of Directors of the Company at its meeting held on April 30, 2015, on recommendation of the Audit Committee, has appointed M/s. Shome & Banerjee, Cost Accountants and M/s Jugal K Puri & Associates, Cost Accountants as Cost Auditors of the Company for the financial year ending March 31, 2016 with M/s Shome & Banerjee, Cost Accountants being the Lead Cost Auditor.

M/s. Shome & Banerjee, Cost Accountants, shall be Cost Auditor of the Company for manufacturing facilities of the Company at Pallavaram, Hosur, Naini, Vadodara and Padappai, at an aggregate fee of Rs. 5,00,000/- plus applicable taxes and out of pocket expenses.

M/s. Jugal K Puri & Associates, Cost Accountants, shall be Cost Auditors of the Company for manufacturing facility of the Company at Noida, at a fee of Rs. 35,000/- plus applicable taxes and out of pocket expenses.

In accordance with the provisions of Section 148 of the Companies Act, 2013 read with Rule 14 of Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be ratified by the members of the Company. Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at Item no. 13 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending March 31, 2016.

The Board commends adoption of the resolution set out in Item no. 13 of the accompanying Notice as an Ordinary Resolution.

None of the directors and key managerial personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item no. 13 of the Notice.

By order of the Board

Place : New Delhi
Date : June 16, 2015

Manoj Prasad Singh
Company Secretary

ALSTOM T&D India Limited

Corporate Identification No. (CIN) - L31102DL1957PLC193993
 Registered Office: A-18, First Floor, Okhla Industrial Area, Phase II, New Delhi-110 020
 Tel. No. 91 11 41610660, Fax No. 91 11 41610659, Website : www.alstom.com/india

PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of member(s)		e-mail Id	
Registered address		Member's Folio No/ DP ID-Client ID	

I/We, being the member(s) ofshares of ALSTOM T&D India Ltd., hereby appoint:

- 1) Name.....e-mail Id.....
 Address.....
 Signature....., or failing him/her
- 2) Name.....e-mail Id.....
 Address.....
 Signature....., or failing him/her
- 3) Name.....e-mail Id.....
 Address.....
 Signature.....

as my/our proxy to attend and vote (on a poll) for me/us and on my/ our behalf at the 59th Annual General Meeting of the Company to be held on Thursday, the 23rd July, 2015 at 9:30 A.M. at 'Air Force Auditorium', Subroto Park, New Delhi – 110 010 and/or at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution no.	Resolution	Vote*	
		For	Against
Ordinary business			
1	Adoption of the financial statements of the Company for the year ended March 31, 2015, including the audited Balance Sheet, the Statement of Profit and Loss and the reports of the Board of Directors and Auditors thereon		
2	Declaration of dividend of Rs. 1.80 (Rupee one and paise eighty only) per equity share for the year ended March 31, 2015		
3	Appointment of Director in place of Mr. Michel Augonnet, who retires by rotation and being eligible, offers himself for re-appointment		
4	Ratification of appointment of M/s. S.N. Dhawan & Co., Chartered Accountants, as Auditors of the Company and authorising Board of Directors to fix their remuneration		
Special business			
5	Retirement of Mr. Pierre Laporte(DIN 02146282), Director, by rotation and the vacancy so created be not filled		
6	Re-appointment of Mr. Rathindra Nath Basu (DIN 01192973) as Managing Director of the Company		
7	Re-appointment of Mr. Subhashchandra Manilal Momaya (DIN 00017199) as Whole-time Director & Chief Financial Officer of the Company		
8	Appointment of Ms. Isabelle Compain-Gerlier (DIN 07113642) as Director liable to retire by rotation		
9	Appointment of Dr. Kirit Shantilal Parikh (DIN 00684234) as an Independent Director		
10	Appointment of Mr. Rakesh Nath (DIN 00045986) as an Independent Director		
11	Appointment of Mr. Ravi Kumar Krishnamurthy (DIN 03626516), Head AIS Business as Alternate Director to Mr. Pierre Laporte upto March 27, 2015 and terms of his appointment		
12	Appointment of Mr. Ravi Kumar Krishnamurthy (DIN 03626516), Head AIS Business as Alternate Director to Mr. Michel Augonnet w.e.f March 28, 2015 and terms of his appointment		
13	Approval of remuneration of Cost Auditors for the financial year ending March 31, 2016		

*It is optional to indicate your preference. If you leave the 'for or against' column blank against any or all resolutions, your proxy will be entitled to vote in the manner as he/ she may deem appropriate.

As witness my/our hand(s), thisday of.....2015

Signature of Shareholder.....

Signature of Proxy holder(s).....



- Notes:
1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the meeting.
 2. The proxy form should be signed across the revenue stamp as per specimen signature(s) registered with the Company/Depository Participant

ALSTOM T&D India Limited

Corporate Identification No. (CIN) - L31102DL1957PLC193993
Registered Office: A-18, First Floor, Okhla Industrial Area, Phase II, New Delhi-110 020
Tel. No. 91 11 41610660, Fax No. 91 11 41610659, Website : www.alstom.com/india

ATTENDANCE SLIP

(Please complete this attendance slip and hand it over at the entrance of the Hall)

Folio No./DP ID-Client ID	
Name and Address of the Shareholder in Block Letters	
No. of Shares held	
Name of Proxy (if any) in Block Letters	

I/We hereby record my/our presence at the Fifty-ninth Annual General Meeting of the Company on Thursday, the 23rd July, 2015 at 9:30 A.M. at 'Air Force Auditorium', Subroto Park, New Delhi 110 010.

Signature of the Shareholder/Proxy/Representative*

*Strike out whichever is not applicable

Notes:

1. Please hand over the Attendance Slip duly completed and signed at the REGISTRATION COUNTERS
2. Electronic copy of the Annual Report 2014-15 and Notice of the Annual General Meeting (AGM) along with Attendance Slip and Proxy Form is being sent to all the members whose email address is registered with the Company/ Depository Participant unless any member has requested for a hard copy of the same. Members receiving electronic copy and attending the AGM can print copy of this Attendance Slip.
3. Physical copy of the Annual Report 2014-15 and Notice of the AGM along with Attendance Slip and Proxy Form is sent in the permitted mode to all the members whose email is not registered or have requested for a hard copy.

ALSTOM T&D India Limited

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ELECTRONIC VOTING PARTICULARS

EVEN (E-Voting Event Number)	USER ID	PASSWORD

Notes:

1. Please read the instructions given in Notice of the 59th Annual General meeting carefully before voting electronically.
2. The remote e-voting period commences on July 20, 2015 (9:00 am) and ends on July 22, 2015 (5:00 pm).