

ALSTOM T&D India Limited

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

Notice

NOTICE is hereby given that the Extra-ordinary General Meeting of the members of ALSTOM T&D India Limited will be held on Thursday, the 31st day of October, 2013 at 9:30 A.M. at Sri Sathya Sai International Centre, Pragati Vihar, Lodhi Road, New Delhi – 110 003 to transact the following business:

SPECIAL BUSINESS

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

“RESOLVED BY WAY OF SPECIAL RESOLUTION THAT pursuant to the provisions of Section 81(1A) and other applicable provisions of the Companies Act, 1956 and of the Companies Act, 2013, Securities Contracts (Regulation) Act, 1956, Securities and Exchange Board of India Act, 1992 and the rules framed thereunder including the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (“**SEBI ICDR Regulations**”), Foreign Exchange Management Act, 1999 and the rules framed thereunder, (including any statutory amendments, modifications or re-enactments thereof for the time being in force) and in accordance with the provisions of the Memorandum and Articles of Association of the Company and the listing agreements entered into by the Company with the stock exchanges, where the equity shares of the Company are listed and such other approvals / permissions as may be necessary including the approval, if any, of the Securities and Exchange Board of India and/or any other authorities and subject to such conditions and modifications as may be prescribed or imposed by any of them, while granting such approvals, consents, permissions and sanctions and which may be agreed to by the board of directors of the Company (“**the Board**”), the Board, be and is hereby authorised to create, offer, issue and allot by way of an Institutional Placement Programme (“**IPP**”) to Qualified Institutional Buyers (“**QIBs**”) in terms of Chapter VIII-A of SEBI ICDR Regulations, whether or not such investors are existing members of the Company through one or more tranches, such number of equity shares of face value of Rs. 2 (Rupees Two Only) each, as may be decided by the Board at the appropriate time at such price or prices including premium on each share, as the Board may determine in accordance with SEBI ICDR Regulations and where necessary in consultation with the book running lead manager appointed and/or to be appointed by the Company in relation to the IPP

and such that the aggregate number of shares to be issued shall not exceed such number of shares as may be permitted/ permissible under applicable laws and regulations thereunder, and on such terms and conditions as may be finalised by the Board and that the Board be and is hereby authorised to finalise all such terms and conditions and the matters incidental thereto as it may in its absolute discretion thinks fit in accordance with all applicable laws, rules and regulations for the time being in force in this regard.

RESOLVED FURTHER THAT the IPP shall be completed as soon as practicable and required in accordance with the applicable laws.

RESOLVED FURTHER THAT the equity shares so issued by the Company pursuant to the IPP shall rank *pari-passu* with the existing equity shares of the Company in all respects including dividend.

RESOLVED FURTHER THAT the equity shares shall be listed on the stock exchanges, where the existing equity shares of the Company are listed.

RESOLVED FURTHER THAT for the purpose of giving effect to the IPP, the Board or its appointed delegates, are hereby authorised on behalf of the Company to do all such acts, deeds, matters and things as they may, in their absolute discretion, deem necessary or desirable for such purpose, including without limitation, finalise, settle, execute, issue and deliver or arrange the delivery of the relevant offer documents, agreements and any other deeds, documents and writings and to pay any fees, commissions, remuneration, expenses relating thereto and to settle all questions, difficulties or doubts that may arise in regard to such IPP, as they may, in their absolute discretion, deem fit in the best interest of the Company.”

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

“RESOLVED BY WAY OF ORDINARY RESOLUTION THAT pursuant to the provisions of Sections 198, 269 and 309 and other applicable provisions, if any, of the Companies Act, 1956, read with Schedule XIII 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 appointment of Mr. Subhashchandra Manilal Momaya, as the Whole-time Director & Chief Financial Officer of the Company for a

period of two years with effect from September 1, 2013, on the terms and conditions set out in the Agreement entered into between the Company of the one part and Mr. Subhashchandra Manilal Momaya of the other part, a copy of which is placed before the meeting, broad terms and conditions of which are as set out in the Explanatory 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 Explanatory 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.”

By order of the Board

New Delhi
September 27, 2013

Manoj Prasad Singh
Company Secretary

Notes:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING 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. THE 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 relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of the Special Business set out in Item Nos. 1 and 2 of the accompanying Notice is annexed hereto. Explanatory Statement for item no. 2 include relevant particulars as required under Clause 49 of the Listing Agreement with the Stock Exchanges.
3. 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 having its office at P-22, Bondel Road, Kolkata – 700 019 to enable them to consolidate all such holdings into one single Account.

4. Members are requested to notify immediately any change of Address :
 - to their Depository Participants (DP) in respect of shares of the Company held in their Demat Account(s); and
 - to the Company at its Registered Office or to the Registrars and Share Transfer Agents of the Company in respect of the shares held in physical form.
5. In case the mailing address mentioned on this notice of Extra-ordinary General Meeting is without Pin-code, Members are requested to kindly notify their Pin-codes immediately.
6. Shareholders are requested to provide their E-mail address, telephone numbers and quote their Folio numbers / DP ID & Client ID in all correspondences to facilitate prompt response.
7. Members are requested to bring the duly filled in attendance slips sent herewith while attending the Extra-ordinary General Meeting.

**Annexure to Notice
Explanatory Statement**

(Pursuant to Section 102 of the Companies Act, 2013)

Item No. 1

The Securities Contracts (Regulation) Rules, 1957, as amended (“SCRR”) and the listing agreements provide for a mandatory public shareholding of at least 25% for all listed companies on a continuous basis. Pursuant to the open offer made by ALSTOM Holdings to the public shareholders of your Company under the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (“**Takeover Regulations**”), the promoter shareholding in the Company increased from 73.396% to 80.314% of the share capital of the Company with acquisition of 16,479,062 equity shares in dematerialised form on February 8, 2013 and recording transfer of 63,310 equity shares in physical form on February 28, 2013. As a result, the public shareholding stood reduced to 19.712% of the share capital of the Company on February 8, 2013 and 19.686% of the share capital of the Company on February 28, 2013, which is below the minimum public shareholding requirement.

As per Regulation 7(4) of the Takeover Regulations read with Rule 19A of SCRR, if the public shareholding in a listed company falls below 25% at any time, such company is required to bring the public shareholding to 25% within a

period of 12 months from the date of such fall in the manner specified by the Securities and Exchange Board of India (“SEBI”). The methods prescribed by SEBI include, *inter alia*, issuance of shares under an Institutional Placement Programme (“IPP”) in terms of Chapter VIII-A of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended (“ICDR Regulations”).

In view of the above, your Company is required to increase its public shareholding to 25%. Accordingly, your Company proposes to create, offer, issue and allot equity shares in one or more tranches, by way of an Institutional Placement Programme (“Proposed Issue”). The funds raised from the Proposed Issue, while meeting the prime objective as aforesaid, will be utilized, *inter alia*, to meet the financing and expansion objectives of your Company, as well as to pursue new opportunities, general corporate purposes, organic and inorganic growth, working capital requirement and capital expenditure.

To meet the objectives stated above, it is proposed to empower the Board of Directors of your Company to issue equity shares through the Proposed Issue at such time or times, at such price or prices and to such person(s) including Qualified Institutional Buyers (as defined in Regulation 2(zd) of the ICDR Regulations). The detailed terms and conditions for the Proposed Issue will be determined by the Board in its sole discretion and/or in consultation with the advisors, lead managers, underwriters and such other authority or authorities, as may be necessary considering the prevailing market conditions and in accordance with the applicable provisions of law and other relevant factors.

As per Section 81(1A) of the Companies Act, 1956 including any amendments or re-enactment thereof and other applicable laws, the approval of the shareholders is being sought to empower the Board to issue equity shares of your Company pursuant to the Proposed Issue. The shareholders' approval to the resolution would have the effect of allowing the Board to create, offer, issue and allot equity shares of your Company to the investors, who may or may not be the existing shareholders of your Company.

The Board commends the adoption of the resolution as set out at Item no.1 of the accompanying Notice as a Special Resolution.

None of the Directors, key managerial personnel of your Company and their relatives may be deemed to be concerned or interested in this resolution.

Item No. 2

Mr. Subhashchandra Manilal Momaya was appointed as a Director in the casual vacancy caused due to the resignation

of Mr. Michel Serra at the Board Meeting held on August 19, 2013. Thereafter, in the same Board Meeting, Mr. Momaya was appointed as Whole-time Director & Chief Financial Officer with effect from September 1, 2013 for a period of two years in terms of Sections 198, 269 and 309 and other applicable provisions, if any, of the Companies Act, 1956, read with Schedule XIII of the said Act and subject to approval of Shareholders of the Company. Mr. Momaya accordingly assumed office of Whole-time Director & Chief Financial Officer with effect from September 1, 2013. Necessary agreement was entered into.

The broad terms and conditions of his appointment as set out in the Agreement entered into with him are as under:

1. Tenure: Two years with effect from September 1, 2013 until August 31, 2015.
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
Rs. 2,91,700/- per month with such increase as may be determined by the Board from time to time.
 - II. Bonus
Mr. Momaya shall be entitled to a bonus based on the ALSTOM Group bonus scheme, as may be approved by the Board from time to time.
 - 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.
 - (e) 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 XIII to the Companies Act, 1956, 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.
 - (f) 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, 1956, 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 their employment as contained in the Agreement entered into between them.

Brief particulars of Mr. Momaya are as follows:

Mr. Momaya, aged 57 years, is a Chartered Accountant with 33 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 has been 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.

At present, he is also on the Board of ALSTOM India Limited, ALSTOM Power Boilers Services Limited, ALSTOM Manufacturing India Limited and Grid Equipments Limited.

He is also member of Audit Committee of Grid Equipments Limited.

He does not hold any Equity Shares in the Company.

Audit Committee of the Company has also approved his appointment subject to approval of the Board of Directors and Shareholders of the Company

Considering his background and experience, the Board is of the opinion that the 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 appointment of Mr. Subhashchandra Manilal Momaya as Whole-time Director of the Company and payment of remuneration to him requires the approval of the members in General Meeting by Ordinary Resolution in accordance with Sections 198, 269 and 309 of the Companies act, 1956 read with Schedule XIII thereto. The resolution set out in the Notice at Item no.2 is intended for this purpose. The Board commends the adoption of the resolution as set out at Item no.2 of the accompanying Notice as an Ordinary Resolution.

The copy of the Agreement entered into between the Company and Mr. Subhashchandra Manilal Momaya detailing the terms and conditions of his appointment is available for inspection between 11:00 a.m. to 01:00 p.m. on all working days (Monday to Friday) at the Registered Office of the Company before the Extraordinary General Meeting.

The abstract as necessitated under Section 302 of the Companies Act, 1956 has already been sent to the Shareholders.

Except Mr. Subhashchandra Manilal Momaya, himself, none of the directors, key managerial personnel of your Company and their relatives are considered to be concerned or interested in this resolution.

By order of the Board

New Delhi
September 27, 2013

Manoj Prasad Singh
Company Secretary

PROXY FORM

I/We.....of.....
.....being a Member/Members of ALSTOM T&D India Limited, hereby
appoint.....of.....or failing
him/her.....of.....or failing
him/her.....of.....as my/our proxy to
attend and vote for me/us and on my/our behalf at the Extra-ordinary General Meeting of the Company to be held on
Thursday, the 31st October, 2013 at 9:30 A.M. at Sri Sathya Sai International Centre, Pragati Vihar, Lodhi Road,
New Delhi – 110 003 and/or at any adjournment thereof.

As witness my/our hand(s), this..... day of2013.

Signature of the Shareholder/Proxy Holder

Member's Folio No/DP ID-Client ID.

Affix
Revenue
Stamp
here

Note: Proxies must be deposited at the Registered Office of the Company at A-18, First Floor, Okhla Industrial Area, Phase II, New Delhi 110 020, not less than forty-eight hours before the time fixed for holding the meeting.



ATTENDANCE SLIP

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

I hereby record my presence at the Extra-ordinary General Meeting of the Company on Thursday, the 31st October, 2013 at 9:30 A.M. at Sri Sathya Sai International Centre, Pragati Vihar, Lodhi Road, New Delhi – 110 003.

Folio No./DP ID-Client ID :

Full Name of the Shareholder in Block Letters :

No. of Shares held :

Name of Proxy (if any) in Block Letters :



Signature of the Shareholder/Proxy/Representative*

*Strike out whichever is not applicable