

# ALSTOM T&D India Limited

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

## Notice of Annual General Meeting

NOTICE is hereby given that the Fifty-seventh Annual General Meeting of the Members of the Company will be held at Air Force Auditorium, Subroto Park, New Delhi - 110 010 on Wednesday, the 10th day of July, 2013 at 9:30 A.M. to transact the following business:

### ORDINARY BUSINESS

1. To consider and adopt Statement of Profit and Loss for the financial year ended on March 31, 2013 and the Balance Sheet as at that date together with the reports of the Directors and Auditors thereon.
2. To declare a dividend on equity shares.
3. To appoint a Director in place of Mr. Pierre Laporte, who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Mr. Michel Augonnet, who retires by rotation and being eligible, offers himself for re-appointment.
5. To appoint Auditors and to authorise the Board of Directors 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 BY WAY OF ORDINARY RESOLUTION THAT M/s S.N. Dhawan & Co., Chartered Accountants, C37, Connaught Place, New Delhi - 110 001, Firm Registration No. 000050N, be and are hereby appointed as the auditors of the Company in place of the retiring auditors M/s. Price Waterhouse, Chartered Accountants, Building No. 8, 7th & 8th Floor, Tower B, DLF Cyber City, Gurgaon-122002, Firm Registration No. 012754N, who have expressed their unwillingness to be re-appointed, to hold the office of the auditors from conclusion of this Annual General Meeting until the conclusion of the next following Annual General Meeting on such remuneration as may be mutually determined between the said Auditors and the Board of Directors of the Company."

(Company has also received notice from a shareholder signifying his intention to propose the above resolution)

### SPECIAL BUSINESS

6. 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, 309, 310 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 re-appointment of Mr. Rathindra Nath Basu, as Managing Director of the Company for a period of 2 (two) years with effect from February 1, 2014 commencing immediately after the expiry of his current tenure on January 31, 2014, on the terms and conditions set out in the Agreement 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 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. 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. 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 Sections 269, 313, 314 and other applicable provisions, if any, of the Companies Act, 1956, read with Schedule XIII of the said Act, including any modifications or re-enactment thereof, for the time being in force, and Articles of Association of the Company, Mr. Ravi Kumar Krishnamurthy acting as Alternate Director to Mr. Pierre Laporte during his absence, 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 Explanatory Statement annexed hereto.

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

New Delhi  
May 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 Explanatory Statement pursuant to Section 173 (2) of the Companies Act, 1956, in respect of the Special Business set out in Item Nos. 6 and 7 of the accompanying Notice is annexed hereto.
3. The Register of Members and Share Transfer Books of the Company shall remain closed from Wednesday, June 26, 2013 to Wednesday, July 10, 2013 (both days inclusive).
4. Dividend, if approved at the Annual General Meeting (AGM), will be paid to those Members whose names appear in the Register of Members of the Company, in case of Physical Shares, as at the close of business on July 10, 2013 and in respect of Shares held in dematerialized form in the depository System, to the beneficial owners of Shares as on June 25, 2013, as per list provided by Depositories for the purpose.
5. In terms of Circular No. CIR/MRD/DP/10/2013 dated 21st March, 2013 issued by SEBI, henceforth payment of dividend will be made through ECS/NECS/NEFT etc.  

Members are requested to notify immediately any change of address and also particulars of their Bank Accounts (alongwith 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 of the Company in respect of shares held in physical form.
6. 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.
7. Members holding shares in the physical form can avail of the nomination facility by filing Form 2B (in duplicate) with the Company or its Registrars and Share Transfer Agents M/s. C B Management Services (P) Ltd. Blank Forms will be supplied on request.
8. In case the mailing address mentioned on this Annual Report is without Pin-code, Members are requested to kindly notify their Pin-codes immediately.
9. 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.
10. Shareholders who have not encashed the dividend for the financial years ended on 31.12.2005, 31.12.2006, 31.12.2007, 31.12.2008, 31.12.2009, 31.12.2010 and 31.03.2012 may please approach the Company or its Registrars and Share Transfer Agents, M/s. C B Management Services (P) Ltd. for payment of such unpaid dividend. Shareholders are requested to note that dividends not encashed or claimed within seven years from the date of transfer to the Company's Unpaid Dividend Account will, as per Section 205A of the Companies Act, 1956, be transferred to the Investor Education and Protection Fund. Please refer to section "Unpaid Dividend" in the Corporate Governance Report for the dates of the said transfers.
11. 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 available in the 'Board of Directors' section in the report on Corporate Governance in the Annual Report.
12. Members are requested to bring their Annual Report copies and the duly filled in attendance slips sent herewith while attending the Annual General Meeting.

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## GREEN INITIATIVE

In accordance with Green Initiative circular issued by Ministry of Corporate Affairs (MCA), members are requested to inform their current E-mail address in the following manner:

- For shares held in Electronic form: to their Depository Participant (DP).
- For shares held in Physical Form: to the Company or its Registrars and Share Transfer Agents (RTA).

In terms of the aforesaid Green Initiative circular of MCA, the Company is sending Annual Report and other communications/ documents required to be sent to its Members under Section 219 of the Companies Act, 1956 by E-mail to Members whose E-mail address is registered.

In case your E-mail address is not registered with your Depository Participant/ the Company, a physical copy of the Annual Report and other communications/ documents will be sent to you as hitherto.

You can also change your instructions at any time hereafter and request the Company to send communications to you in physical form.

The relevant documents will also be displayed on the Investor Relations section of the Company on [www.alstom.com/india](http://www.alstom.com/india) and copies of the said documents will also be available for inspection at the Registered Office of the Company during working hours up to the date of the meeting.

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## Explanatory Statement (Pursuant to Section 173(2) of the Companies Act, 1956)

### Item No 6

Mr. Rathindra Nath Basu was appointed as Managing Director on February 1, 2012 for a period of two years, i.e. upto January 31, 2014.

In view of rich experience and valuable contributions of Mr. Rathindra Nath Basu towards the growth of the Company, the Board of Directors in their meeting held on May 27, 2013 decided to re-appoint him as Managing Director for a further period of 2 (two) years from February 1, 2014 commencing immediately after the expiry of his current tenure on January 31, 2014, at remuneration and terms in accordance with the provisions of the Companies Act, 1956 read with Schedule XIII 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:

#### I. Salary

Rs. 7,35,600/- per month with such increase as may be determined by the Board from time to time.

#### II. Bonus

Mr. Basu shall be entitled to a bonus based on the ALSTOM Group bonus scheme and as may be approved by the Board from time to time.

#### III. 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, 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 perquisite value.

b) The Company's contribution to Provident Fund and Superannuation Fund in accordance with the Rules and Regulations of the Company. Such contribution 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 commission or minimum remuneration.

d) Encashment of leave as per the Rules of the Company.

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 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.

In the year of adequate profits, the total remuneration to be 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.

Brief particulars of Mr. Basu are as follows:

Mr. Rathindra Nath Basu, aged 58 years, is a recipient of 'National Scholar' award, from Govt of India, at high school level. He is a first class rank holder in B.Sc (Physics Hons) from St. Xavier's/Calcutta University and in B.Tech (Electronics Engg) from Calcutta University/Science College.

Mr. Basu joined National Thermal Power Corporation (NTPC) in 1978 and was in-charge of India's first computer based Data Acquisition System for Singrauli 200 MW and 500 MW projects.

He joined Cegelec India in 1985 and headed the Energy division. During 1986 and 1987 he was posted in Cegelec's Head Office in Paris, to lead a team of Franco-Indian Engineers for NTPC's 500 MW projects at Korba and Ramagundam. In 1989, he was appointed as the CEO of Cegelec India. He, with a young team, achieved its turnaround by 1991 and led it to continuous growth and profitability. Under Mr. Basu's stewardship, Cegelec earned a leadership position with Power Grid in the Transmission Segment in Load Dispatching and Energy Management Systems and a leading position in the Industry.

During January 2003 to February 2007 Mr. Basu was posted in ALSTOM T&D Head Office in Paris. As Vice President of the product line Power Distribution (a 350 Million Euro world-wide business), Mr. Basu achieved its turnaround to profitability within a short span of 18 months. He also achieved significant turnaround to profitability and top line growth (of over 550 Million Euro) of another large Product line 'T&D Systems Region 1' (comprising UK, North Europe, South Europe, Central & East Europe, Western Asia including Russian Federation & the Pacific Regions) in 2006.

Mr. Basu has led International Managers and has earned significant success and experience in the international T&D environment. He is also well known in the Indian Energy sector, due to his 35 years of experience and exposure in the Energy business involving NTPC, Power Grid, Utilities & State Electricity Boards and Industry/ Infrastructure Segments.

During his tenure as Managing Director, the Company registered significant growth.

He does not hold any Equity Shares in 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

# Notice of Annual General Meeting

ALSTOM T&D India Limited

the Companies Act, 1956 read with Schedule XIII 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 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 Annual General Meeting.

The terms set out in the resolution and Explanatory Statement may be treated as an abstract of the terms of re-appointment pursuant to Section 302 of the Companies Act, 1956.

None of the directors of the Company except Mr. Rathindra Nath Basu, himself are considered to be concerned or interested in this resolution.

## Item No 7

Mr. Ravi Kumar Krishnamurthy is in full time employment of the Company and functions as Head - AIS Business. The Board of Directors of the Company appointed him as alternate to Mr. Pierre Laporte during the absence of latter from India in terms of Section 313 of the Companies Act, 1956 and Articles of Association of the Company. Thus, the provisions of Sections 314, 269 and 309 of the Companies Act, 1956 read with Schedule XIII of the Act, shall be applicable on his appointment as an alternate director.

In view of nature of his full time employment in the Company, it is required to secure the approval of members to 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 Sections 198, 309 of the Companies Act, 1956 read with Schedule XIII of the said Act.

Hence, pursuant to Sections 269, 309, 314 and other applicable provisions of the Companies Act, 1956, read with Schedule XIII of the Act, the appointment of Mr. Krishnamurthy by the Board of Directors at its meetings held on July 27, 2012, January 29, 2013 and thereafter on April 29, 2013 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 Mr. Pierre Laporte in attending the Board Meeting and the moment Mr. Pierre Laporte comes to Delhi, Mr. Krishnamurthy shall automatically vacate his office of Alternate Director.
2. In terms of his employment as Head - AIS Business, Mr. Ravi Kumar Krishnamurthy is drawing the following by way of remuneration w.e.f. April 1, 2013:

Salary per annum	: Rs. 66,20,955/-
Perquisites per annum	: Rs. 7,749/-
Others (per annum)	: Rs. 7,86,096/-
Total	: Rs. 74,14,800/-

3. In terms of his employment, Mr. Ravi Kumar Krishnamurthy was drawing the following by way of remuneration for the period upto March 31, 2013:

Salary per annum	: Rs. 59,64,001/-
Perquisites per annum	: Rs. 7,749/-
Others (per annum)	: Rs. 7,08,250/-
Total	: Rs. 66,80,000/-

4. Mr. Krishnamurthy shall also be entitled to leave in accordance with the Company's Rules.
5. Mr. Krishnamurthy shall also be entitled to other benefits, including Bonus, in accordance with the Company's Rules.
6. 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 302 of the Companies Act, 1956 and so long as there is no variation, may also be regarded and deemed as such compliance of Section 302 of the Companies Act, 1956 for all intermittent appointments made from time to time, following the departure of the original Director of whom the incumbent is appointed as an Alternate Director.

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

Mr. Ravi Kumar Krishnamurthy, 45, is a member of Institute of Cost Accountants of India and Institute of Company Secretaries of India and has rich experience of 20 years in finance, legal, sourcing, Information Technology and Human Resource functions. He is working as Head - AIS Business of the Company.

The Board commends adoption of the resolution set out in Item No. 7 of the accompanying Notice as a Special Resolution.

Except Mr. Ravi Kumar Krishnamurthy, himself and Mr. Pierre Laporte, for whom he is alternate director, no other Director is considered to be concerned or interested in the resolution.

By Order of the Board

New Delhi  
May 27, 2013

**Manoj Prasad Singh**  
Company Secretary

(Applicable only to shareholders holding shares in physical form)

Dear Member,

National Electronic Clearing Service (NECS) for payment of dividend

The Company is extending the facility of NECS for payment of dividend. The salient features of the NECS facility are:

- The facility provides instant credit of dividend amount to your bank electronically at no extra cost. NECS also eliminates the delay in postal transit and fraudulent encashment of the dividend warrants.
- This scheme is now mandatory consequent upon SEBI Circular dated 21st March, 2013.
- Under this facility, the amount of dividend payable to you would be directly credited to your bank account.

You are requested to send to the Company's Registrars and Share Transfer Agents, C B Management Services (P) Ltd., Kolkata, the enclosed form duly completed together with xerox copy of your Bank's cheque leaf to reach them not later than June 28, 2013. (Please do not send the same if all the details of your Bank Account have already been registered with the Company).

If you have already dematerialised your shares, there is no need to furnish these details to our Registrars and Share Transfer Agents as you will need to furnish such details to your Depository Participant only.

Thanking you,

Yours faithfully,  
For ALSTOM T&D India Limited

New Delhi  
May 27, 2013

Manoj Prasad Singh  
Company Secretary



C.B. Management Services (P) Ltd.  
Unit - ALSTOM T&D India Limited  
P-22, Bondel Road  
Kolkata - 700 019

Dear Sirs,

**Payment of Dividend through NECS (NECS mandate form)**

I hereby give my mandate to credit my Dividend on the shares held by me in ALSTOM T&D India Limited directly to my Bank Account through National Electronic Clearing Service (NECS). The details of my Bank Account are given below:

(PLEASE USE CAPITAL LETTERS)

Folio No. ....

No. of Shares .....

Name of the first/ sole Shareholder


Name of the Bank

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Branch Name and Full Address


Account Type (Savings/Current/Cash Credit)

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Account Number (as appearing on the cheque book)

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Ledger Folio No.(If any, as appearing on the cheque book)

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9-digit Code Number of the Bank and Branch  
(appearing on the MICR cheque issued by the Bank)

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IFSC Code (as appearing on the MICR Cheque issued  
by the Bank).

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I hereby declare that the particulars furnished above are correct and complete. If any transaction is delayed or not effected at all for reasons of incompleteness or incorrectness of information provided as above or any error made by the Bank(s), the Company will not be held responsible. I hereby undertake to inform the Company immediately of any change in my Bank/Branch and account number.

Date : ...../...../2013

Place :

(-----)  
Signature of the First/ Sole Shareholder

Encl : Xerox Copy of the Bank's cheque leaf.



# ALSTOM T&D India Limited



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

## 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 Fifty-seventh Annual General Meeting of the Company to be held on Wednesday,  
the 10th July, 2013 at 9:30 A.M. at 'Air Force Auditorium', Subroto Park, New Delhi - 110 010 and/or at any adjournment  
thereof.

As witness my/our hand(s), this ..... day of ..... 2013.

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.



# ALSTOM T&D India Limited



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

## ATTENDANCE SLIP

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

I hereby record my presence at the Fifty-seventh Annual General Meeting of the Company on Wednesday, the 10th July, 2013 at 9:30 A.M. at 'Air Force Auditorium', Subroto Park, New Delhi - 110 010.

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.

