



## ALSTOM T&D India Limited – a GE Group Company

(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.alstomindiainvestorrelations.com

### Notice of Annual General Meeting

NOTICE is hereby given that the sixtieth 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 Tuesday, the 26th day of July, 2016 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, 2016, including the audited Balance Sheet as at March 31, 2016, 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 ₹ 1.80 (Rupee One and paise eighty only) per equity share for the financial year ended on March 31, 2016.
3. To appoint a Director in place of Mr. Michel Augonnet (DIN 00276267), who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint M/s. B S R & Associates LLP, Chartered Accountants, statutory auditors of the Company to hold office from the conclusion of 60th AGM until the conclusion of 65th AGM 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 THAT pursuant to the provisions of Section 139, 140, 142 and other applicable provisions of the Companies Act, 2013 and Companies (Audit and Auditors) Rules, 2014, M/s. B S R & Associates LLP, Chartered Accountants, Firm Registration No. 116231W/W-100024, be and are hereby appointed as statutory auditors of the Company in place of M/s S.N. Dhawan & Co., Chartered Accountants, who do not offer themselves to be considered for re-appointment as the statutory auditors of the Company at the ensuing Annual General Meeting (AGM), to hold office of the statutory auditors from conclusion of this 60th AGM until the conclusion of 65th AGM (subject to ratification of the appointment by the members at every AGM held after this AGM) 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

##### 5. Approval of remuneration of Cost Auditors for the financial year ending March 31, 2017

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, 2017, be paid the remuneration as set out below:

- a) M/s Shome & Banerjee (firm registration number: 000001), Cost Accountants - ₹ 5,00,000/- (Rupees five lac only) plus applicable taxes and out of pocket expenses.
- b) M/s Jugal K Puri & Associates (firm registration number: 000207), Cost Accountants - ₹ 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 do such acts and to take necessary steps to give effect to the Resolution.”

##### 6. Change in name of the Company

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

“RESOLVED THAT pursuant to the provisions of Section 13 and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder, including any statutory modification or re-enactment thereof, for the time being in force and subject to the approval of the Central Government and/or any other authority as may be necessary, the consent of the members be and is hereby accorded to change the name of the Company from ‘ALSTOM T & D India Limited’ to ‘GE T&D India Limited’.

RESOLVED FURTHER THAT in terms of Section 4 and other applicable provisions of the Companies Act,

2013 the relevant clauses of the Memorandum and Articles of Association of the Company be and are hereby changed in order to incorporate the aforesaid change in the name of the Company.

RESOLVED FURTHER THAT upon receipt of fresh Certificate of Incorporation, the old name 'ALSTOM T&D India Limited' wherever appearing in the Memorandum and Articles of Association of the Company and other documents and places be substituted with the new name 'GE T&D India Limited' and accordingly Clause no.1 of the Memorandum of Association of the company be amended and read as follows:

"The name of the Company is "GE T&D India Limited"

RESOLVED FURTHER THAT Board of Directors of Company and/or the Company Secretary be and are hereby severally authorized to file the necessary forms with the Registrar of Companies and do all such acts, deeds and things as are necessary to give effect to this resolution."

#### 7. **Payment of commission to Non-Executive Directors resident in India**

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 Section 197 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") or any statutory modification(s) or re-enactment thereof, the Articles of Association of the Company and subject to all applicable approval(s), as may be required, the consent of the Company be and is hereby accorded to the Board of Directors (Board) for the payment of commission for a period of 5 (five) financial years commencing from April 1, 2016; so long as the Company has a Managing and/or Whole-time Director, such sum by way of commission not exceeding in the aggregate 1% (one percent) of the net profits of the Company in a financial year computed in the manner laid down in Section 198 of the Act for each of the financial years of the Company commencing on or after April 1, 2016, and the same be paid to and distributed amongst such Directors of the Company (resident in India) but excluding the Managing Director(s) and/or Whole-time Director(s) as may be determined by the Board of Directors, the amount, proportion and manner of such payment and distribution shall be as the Board may, from time to time, decide."

#### 8. **Appointment of Mr. Ravi Kumar Krishnamurthy (DIN 03626516), Head AIS Business as Alternate Director to Mr. Michel Augonnet 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 acting as an alternate director to Mr. Michel Augonnet during his absence from India, 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 Explanatory 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."

By order of the Board

Place : Chennai  
Date : June 10, 2016

**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 8 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 Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, 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 consent/ declaration for their appointment/ re-appointment.

4. The Register of Members and Share Transfer Books of the Company shall remain closed from Wednesday, July 20, 2016 to Tuesday, July 26, 2016 (both days inclusive) for the purpose of payment of dividend for the financial year ended March 31, 2016 and the AGM.
5. Dividend on equity shares as recommended by the Board of Directors for the year ended March 31, 2016, 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 19, 2016.
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 March 21, 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, 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 of the Company (RTA), M/s C B Management Services Pvt. Ltd. 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 RTA 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, 2008, 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, 2015 (date of last Annual General Meeting) on the website [www.alstomindiainvestorrelations.com](http://www.alstomindiainvestorrelations.com), and 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 Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
14. Members holding shares in the physical form can avail of the nomination facility by filing Form No. SH.13 (in duplicate) with the Company or its Registrars and Share Transfer Agents M/s. C B Management Services (P) Ltd. Where the nomination is made in respect of the securities held by more than one person jointly, all the joint holders together nominate in Form No. SH.13 any person as nominee. Blank Forms will be supplied on request.
15. 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.
16. The Annual Report for the financial year 2015-16, Notice of 60th 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 website, [www.alstomindiainvestorrelations.com](http://www.alstomindiainvestorrelations.com).

17. For members who have not registered their 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.
18. Members are requested to bring their duly filled in attendance slips sent herewith while attending the AGM.
19. The relevant documents will also be displayed on the website, [www.alstomindiainvestorrelations.com](http://www.alstomindiainvestorrelations.com) 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.

#### 20. 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 Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, 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 or e-voting facility 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 or e-voting, as will be provided by the Company.
- 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 23, 2016 (9:00 am) and ends on July 25, 2016 (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 19, 2016, 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; "ATDIL remote 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 [vk.scrutinizer@gmail.com](mailto:vk.scrutinizer@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto: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](http://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 19, 2016.
- 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 19, 2016, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or to Mr. Kuntal Mustafi, M/s. C B Management Services Pvt. Ltd., Tel. No. (033) 4011-6729, e-mail; [mustafik@cbmsl.co](mailto: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](http://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 as well as 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, through e-voting facility or poll, as will be provided by the Company, 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 [www.alstomindiainvestorrelations.com](http://www.alstomindiainvestorrelations.com) 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

The Board of Directors of the Company at its meeting held on June 10, 2016, 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, 2017 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 ₹ 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 ₹ 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. 5 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending March 31, 2017.

The Board commends adoption of the resolution set out in item no. 5 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. 5 of the notice.

#### Item no. 6

The Energy business of ALSTOM was globally acquired by General Electric and on completion of open offer formalities in terms of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, the Company is now part of General Electric group.

In view of this the Board of Directors of the Company at its meeting held on March 17, 2016 decided to change the name of Company from 'ALSTOM T & D India Limited' to 'GE T&D India Limited' to reflect parent Company name 'GE' in the name of the Company.

The change in name of the Company does not change the legal status or constitution of the Company, nor does it affect any rights or obligations of the Company.

The necessary consent for use of the word 'GE' in the name of the Company has already been obtained.

The Registrar of Companies has approved the availability of the desired name vide its approval letter dated June 7, 2016.

Therefore, subject to the approval of the Registrar of Companies, exercising the delegated powers of the central government in this regard under the provisions of the Companies Act, 2013, your Board commends the approval of the resolution set out at item no. 6 of the accompanying Notice as a Special Resolution.

The letter dated June 7, 2016 received from the Registrar of Companies regarding the availability of the name and

letter of consent for use of the word "GE" in the name of the Company are 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.

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

Members of the Company at Annual General Meeting held on July 27, 2012, had given approval for the payment of remuneration by way of commission to such of the Non-executive Directors, resident in India, as may be determined by the Board but excluding the Managing/ Whole-time Director, within the limits specified under section 198 of the Companies Act, 1956, for the period of 5 (five) years commencing January 1, 2011. Accordingly, approval of members was for the period of (five) years up to financial year 2015-16.

Keeping in view the deepening and challenging environment for the Company's operations, inter-alia calls for greater participation of the Directors, especially those resident in India. The Non-executive Directors, resident in India, therefore, have to spend significant time and energies for the Company's business.

Considering the rich experience and expertise brought to the board, it is proposed to continue to pay to such of the Directors (resident in India) save the Managing Director(s) and/or Whole-time Director(s), remuneration by way of commission which shall in aggregate not exceed one percent of the Company's profits for the further period of 5 (five) financial years commencing April 1, 2016.

The net profits of the Company shall be computed in the manner referred to in Section 198 and other applicable provisions of the Act. The amount, proportion, manner and distribution of commission amongst such of the Directors to such entitlement would be determined by the Board of Directors. In such determination, the Board shall have regard of the time spent by the Directors. The proposed commission shall be over and above the sitting fees payable to the Directors.

The Board of Directors, therefore, commend the adoption of the resolution at item no. 7 of the accompanying Notice for approval by the Members.

The non-executive independent directors of the Company, namely, Mr. Chandan Roy, Mr. Bhanu Bhushan, Mr. Rakesh Nath and Dr. Kirit S. Parikh may be considered to be concerned or interested in the said resolution since it relates to remuneration/commission, which may become payable to them. None of the other 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

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 an alternate director to Mr. Michel Augonnet 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. Thus, the provisions of Sections 161, 196, 203 read with Schedule V of the Companies Act, 2013, 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 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 July 8, 2015, July 23, 2015, October 29, 2015, February 10, 2016 and March 17, 2016 and terms of appointment including remuneration since April 1, 2016 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. Michel Augonnet in attending the Board Meeting in India and the moment Mr. Michel Augonnet 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	: ₹ 8,602,277/-
Perquisites per annum	: ₹ 12,600/-
Others (per annum)	: ₹ 1,021,543/-
Total	: ₹ 9,636,420/-
4. Mr. Krishnamurthy shall also be entitled to other benefits, including Bonus in accordance with the Company's Rules.

5. Mr. Krishnamurthy shall also be entitled to leave 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 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 Ravi Kumar Krishnamurthy, 48, 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, (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 resolution set out in item no. 8 of the accompanying notice as a Special Resolution.

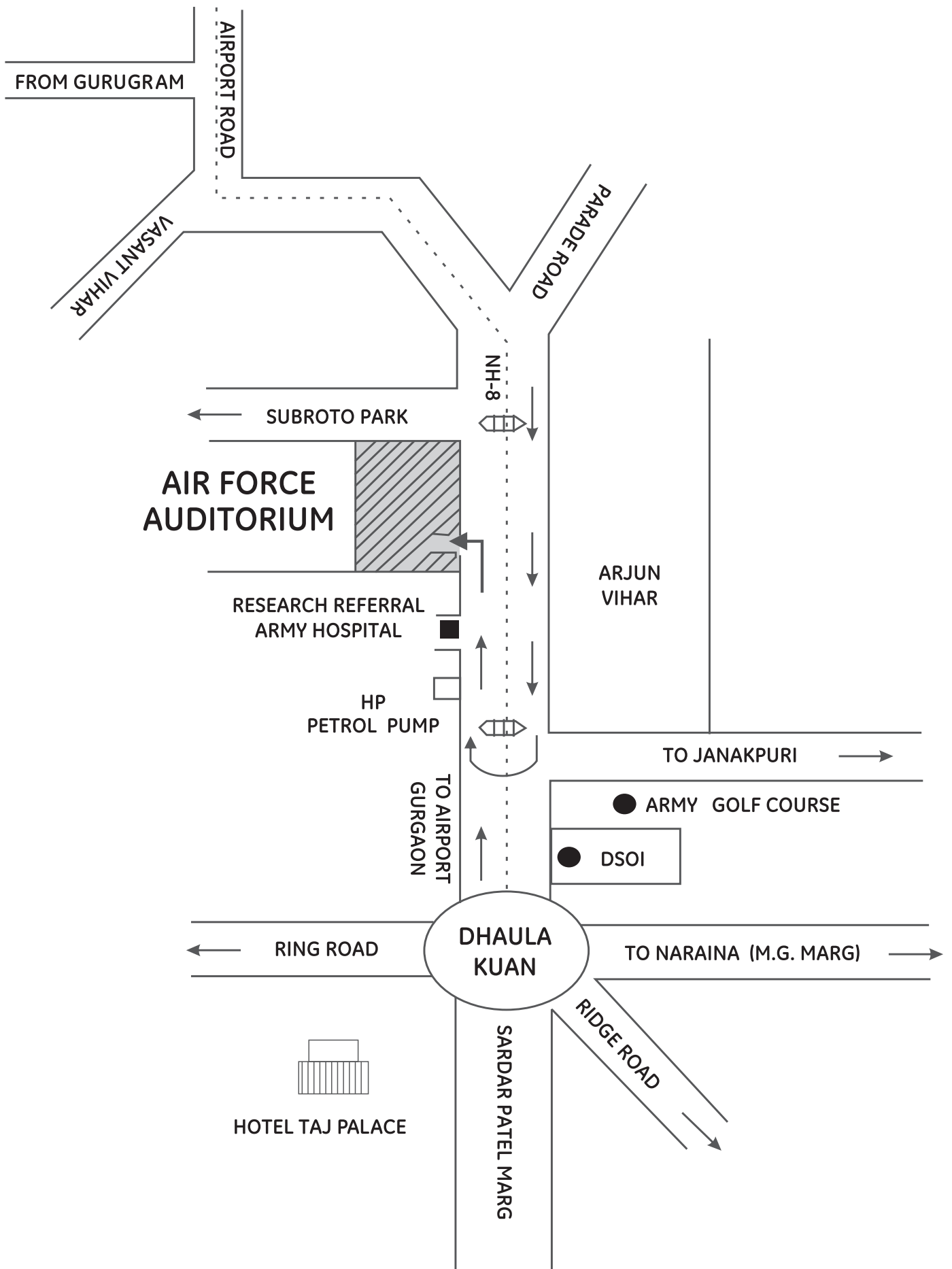
Except Mr. Krishnamurthy, himself and Mr. Michel Augonnet for whom he is alternate director, none of the directors and key managerial personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out in the notice.

By order of the Board

Place :Chennai  
Date :June 10, 2016

**Manoj Prasad Singh**  
Company Secretary

# ROUTE MAP







**ALSTOM T&D India Limited – a GE Group Company**

(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.alstomindiainvestorrelations.com

**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) of .....shares of ALSTOM T&D India Ltd., hereby appoint:

- Name.....e-mail Id.....  
Address.....  
..... Signature....., or failing him/her
- Name.....e-mail Id.....  
Address.....  
..... Signature....., or failing him/her
- 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 60th Annual General Meeting (AGM) of the Company to be held on Tuesday, the 26th July, 2016 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
<b>Ordinary Business</b>			
1.	Adoption of the financial statements of the Company for the year ended March 31, 2016, 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 ₹ 1.80 (Rupee one and paise eighty only) per equity share for the financial year ended on March 31, 2016.		
3.	Appointment of Director in place of Mr. Michel Augonnet, who retires by rotation and being eligible, offers himself for re-appointment.		
4.	Appointment of M/s B S R & Associates, LLP, Chartered Accountants, as Auditors to hold office from the conclusion of 60th AGM until the conclusion of 65th AGM and to authorise the Board of Directors to fix their remuneration.		
<b>Special Business</b>			
5.	Approval of remuneration of Cost Auditors for the financial year ending March 31, 2017.		
6.	Change in name of the Company.		
7.	Payment of commission to non executive directors, resident in India.		
8.	Appointment of Mr. Ravi Kumar Krishnamurthy (DIN 03626516), Head AIS Business as Alternate Director to Mr. Michel Augonnet and terms of his appointment.		

\* 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), this ..... day of ..... 2016.

Signature of shareholder .....

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

Affix  
Revenue  
Stamp  
here

Notes:

- This proxy form 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.
- The proxy form should be signed across the revenue stamp as per specimen signature(s) registered with the Company/Depository Participant



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**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 Sixtieth Annual General Meeting of the Company on Tuesday, the 26th July, 2016 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 2015-16 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 2015-16 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.

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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 60th Annual General meeting carefully before voting electronically.
2. The remote e-voting period commences on July 23, 2016 (9:00 am) and ends on July 25, 2016 (5:00 pm).