

ALSTOM T&D India Limited

(CIN:L31102DL1957PLC193993)

Regd. Off.: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 is hereby given that the fifty-eighth 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 Wednesday, the 23rd day of July, 2014 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, 2014, including the audited Balance Sheet as at March 31, 2014, 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 (Rupees One and paise eighty only) per equity share for the financial year ended on March 31, 2014.
3. To appoint Auditors of the Company to hold office from the conclusion of 58th AGM until the conclusion of 62nd 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 of the Companies Act, 2013 and the Rules made thereunder, 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, to hold office of the auditors from conclusion of this 58th Annual General Meeting (AGM) until the conclusion of 62nd 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.”

SPECIAL BUSINESS

4. **Appointment of Mr. Subhashchandra Manilal Momaya (DIN 00017199) as a Director, liable to retire by rotation**

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

“RESOLVED THAT Mr. Subhashchandra Manilal Momaya (holding DIN 00017199) who was appointed as a Director in the casual vacancy caused due to the resignation of Mr. Michel Serra, at the Board Meeting held on 19th August, 2013 and who holds office as such upto the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing from a Member, under Section 160 of the Companies Act, 2013, signifying the member’s intention to propose Mr. Subhashchandra Manilal Momaya as a candidate for the office of director, be and is hereby appointed a director of the Company, liable to retire by rotation.”

5. **Appointment of Mr. Chandan Roy (DIN 00015157) 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, Mr. Chandan Roy (holding DIN 00015157), Director of the Company, who retires by rotation at the Annual General Meeting, be and is hereby appointed as an Independent Director of the Company with effect from July 23, 2014 up to July 22, 2019, not liable to retire by rotation.”

6. **Approval of the remuneration of Cost Auditors for the financial year ending March 31, 2015**

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, 2015, 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.”

7. **Approval for borrowing money in excess of the aggregate of the paid up share capital and free reserves 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 in supersession of the Ordinary Resolution passed at the 53rd Annual General Meeting held on 12th may, 2009 and pursuant to Section 180(1)(c) of the Companies Act, 2013 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), the consent of the Company be and is hereby accorded to the Board of Directors to borrow moneys in excess of the aggregate of the paid up share capital and free reserves of the Company, provided that the total amount borrowed and outstanding at any point of time, apart from temporary loans obtained/ to be obtained from the Company’s Bankers in the ordinary course of business, shall not be in excess of Rs. 5,00,00,00,000/- (Rupees Five hundred crore only) over and above the aggregate of the paid up share capital and free reserves of the Company.

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
June 20, 2014

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. 4, 5, 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 Friday, June 27, 2014 to Wednesday, July 23, 2014 (both days inclusive) for the purpose of payment of dividend for the financial year ended March 31, 2014 and the AGM.
4. Dividend on equity shares as recommended by the Board of Directors for the year ended March 31, 2014, 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 June 26, 2014.
5. Members are requested to be in their seats at the meeting hall before the scheduled time for commencement of the Meeting.
6. 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.
7. Members are requested to notify immediately any change of address and also 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 having its office at P-22, Bondel Road, Kolkata 700 019 in respect of shares held in physical form.
8. 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.
9. The Securities and Exchange Board of India (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.

10. 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.
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. 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.
13. Shareholders who have not encashed the dividend for the financial years ended on 31.12.2006, 31.12.2007, 31.12.2008, 31.12.2009, 31.12.2010, 31.03.2012 and 31.03.2013 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 124 of the Companies Act, 2013, 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.
14. The particulars in respect of Directors seeking 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.
15. Electronic copy of the Annual Report for the financial year ended March 31, 2014 is being sent 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 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. Pursuant to the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules 2014, the Company is pleased to provide members facility to exercise their votes at the 58th AGM by electronic means and the business may be transacted through e-voting as per instructions below:
 - (a) Date and time of commencement of voting through electronic means: July 18, 2014 at 9.00 a. m.
 - (b) Date and time of end of voting through electronic means beyond which voting will not be allowed: July 19, 2014 at 6.00 p. m.
 - (c) Details of Website: www.evotingindia.com
 - (d) Details of persons to be contacted for issues relating to e-voting: Mr. Kuntal Mustafi, M/s C B Management Services Pvt. Ltd., Tel. No. (033) 4011-6729, e-mail: mustafik@cbmsl.com; and CDSL at Tel. No. 18002005533, e-mail: helpdesk.evoting@cdslindia.com
 - (e) Instructions for e-voting are given herealong separately as an Annexure to the Notice.
 - (f) Details of Scrutinizer: Mr. Ashwini Kumar, Company Secretary in Practice

The e-voting module shall be disabled for voting on July 19, 2014 at 6.00 p.m. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently. The voting right of shareholders shall be in proportion to their share in the paid up equity share capital of the Company as on the cut-off date (record date) as on June 17, 2014.

Mr. Ashwini Kumar, Company Secretary in Practice has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner. The Scrutinizer shall within a period not exceeding three (3) days from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favor or against, if any, forthwith to the Chairman. The results shall be declared on or after the AGM.

The results declared along with the Scrutinizer's Report, shall be placed on the Company's website www.alstom.com/india and on the website of the Central Depository Services (India) Limited, www.cdslindia.com, within two days of the AGM of the Company on July 23, 2014, and communicated to BSE Limited, National Stock Exchange of India Limited and The Calcutta Stock Exchange Limited, where the shares of the Company are listed.

17. This notice is being issued having regard to provisions of Section 108 and 110 of the Companies Act, 2013, General Circular no. 20/2014 dated June 17, 2014 issued by Ministry of Corporate Affairs, Government of India and clause 35B of the Listing Agreement with Stock Exchanges.
18. The Notice of 58th AGM and instructions for 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 the notice of 58th AGM and instructions for e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode. Members may also note that the Notice of the 58th AGM and the Annual Report 2013-14 will be available on the Company's website, www.alstom.com/india.
19. Members are requested to bring their duly filled in attendance slips sent herewith while attending the Annual General Meeting.
20. The relevant documents will also be displayed on the Investor Relations 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.

ANNEXURE TO THE NOTICE

Statement pursuant to Section 102 of the Companies Act, 2013

Item No 4

The Board of Directors of the Company at its meeting held on August 19, 2013, appointed Mr. Subhashchandra Manilal Momaya, as a Director in the casual vacancy caused due to the resignation of Mr. Michel Serra. Mr. Momaya has also been appointed as Whole-time Director & Chief Financial Officer of the Company with effect from September 1, 2013 for a period of two years. Further, The appointment of Mr. Momaya as Whole-time Director and his remuneration has been approved by the members of the Company at the Extra-ordinary General Meeting held on October 31, 2013.

In terms of proviso to Section 161(4) of the Companies Act, 2013 ("the Act"), Mr. Momaya holds office as Director only upto the time Mr. Michel Serra would have held the office of Director. Mr. Serra's office was upto the ensuing

Annual General Meeting (AGM). Accordingly Mr. Momaya is to be re-appointed as a Director at the ensuing AGM. Mr. Momaya, continues to be Whole-time Director & Chief Financial Officer. 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 Mr. Momaya for appointment as a Director, liable to retire by rotation.

Mr. Momaya, aged 58 years, is a Chartered Accountant with 34 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 Corporate Social Responsibility committee of the Company

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 Corporate Social Responsibility Committee of ALSTOM India Limited and Audit Committee of Grid Equipments Limited.

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

The Directors commend adoption of the resolution as set out in Item No. 4 of the accompanying Notice as an Ordinary Resolution.

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. 4.

Item No 5

Mr. Chandan Roy is a Non – Executive (Independent) Director of the Company. He joined the Board of Directors of the Company in August 6, 2011.

Mr. Chandan Roy, 63, is a graduate in Mechanical Engineering from Nagpur University. He has served in NTPC for 33 years and retired as one of the Board Member - Director (Operations), wherein he was responsible for the operation and maintenance of more than 30,000 MW power station fleet. Under his leadership, the NTPC plant performance levels achieved record breaking plant load factors and plant availability of more than 92%.

Mr. Roy has held other senior management positions in the subsidiary companies and Joint Venture companies of NTPC like, Chairman of Ratnagiri Power Project Limited (earlier known as Dhabol Power Project Limited) and Bhartiya Rail Bijlee Company Limited, Board Member of NTPC Vidyut Vyapar Nigam Limited, Nuclear Power Corporation of India Limited and West Bengal Power Development Corporation Limited.

Mr. Roy has been in the power sector for more than 37 years and has exposure in all facets of Power Sectors, viz, Project Appraisal, Engineering, Contract Management, Construction Project Management, Operation and Maintenance, Regulatory Advocacy, etc.

Mr. Roy currently serves with Boards of several well known companies such as L&T Power Development Limited, Maithon Power Limited, DC Industrial Plant Services Limited, Coastal Gujarat Power Limited and IL&FS Tamil Nadu Power Company Limited.

He also holds directorship in PLF Energy Maxima Pvt. Limited. and Feedback Power Operations & Maintenance Services Pvt. Limited.

He is member of Audit Committee and Stakeholders Relationship Committee of the Company. He has been appointed as chairman of Corporate Social Responsibility Committee as well as Nomination and Remuneration Committee of the Board of Directors of the Company.

He is also member of Nomination & Remuneration Committee, Corporate Social Responsibility Committee and Committee of Directors of IL&FS Tamil Nadu Power Company Limited.

Mr. Chandan Roy retires by rotation at the ensuing Annual General Meeting under the erstwhile applicable provisions of the Companies Act, 1956 and also under Section 152 of the Companies Act, 2013. In terms of Section 149 and any other applicable provisions of the Companies Act, 2013, Mr. Chandan Roy being eligible and offering himself for appointment, is proposed to be appointed as an Independent Director for five consecutive years with effect from July 23, 2014 up to July 22, 2019, not liable to retire by rotation.

The Company has received from Mr. Chandan Roy: (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 sub-section (2) of Section 164 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, Mr. Chandan Roy 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 adoption of the resolution set out in Item No. 5 of the accompanying Notice as an Ordinary Resolution.

Except Mr. Chandan Roy, 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

The Board of Directors of the Company at its meeting held on April 29, 2014, on recommendation of the Audit Committee, has appointed M/s. Shome & Banerjee, Cost Accountants, 5A Nurulla Doctor Lane, 2nd Floor, Kolkata – 700 017 and M/s Jugal K Puri & Associates, Cost Accountants, Plot No. 3, Sector 22, Gurgaon – 122015 as Cost Auditors of the Company for the financial year ending March 31, 2015 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/- (Rupees Five Lac only) 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/- (Rupees Thirty Five Thousand only) 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. 6 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending March 31, 2015.

The Board commends adoption of the resolution set out in Item No. 6 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. 6 of the notice.

Item No 7

The members of the Company at the 53rd Annual General Meeting held on May 12, 2009 approved by way of an Ordinary Resolution under Section 293(1)(d) of the Companies Act, 1956 borrowings over and above the aggregate of paid up share capital and free reserves of the Company provided that the total amount of such borrowings together with the amounts already borrowed and outstanding at any point of time (apart from the temporary loans obtained from the Company's bankers in the ordinary course of business) shall not be in excess of Rs. 5,00,00,00,000/- (Rupees Five hundred crore only).

Section 180(1)(c) of the Companies Act, 2013 requires that the Board of Directors shall not borrow money in excess of the company's paid up share capital and free reserves, apart from temporary loans obtained from the company's bankers in the ordinary course of business, except with the consent of the company accorded by way of a special resolution.

It is, therefore, necessary for the members to pass a Special Resolution under Section 180(1)(c) and other applicable provisions of the Companies Act, 2013, as set out at Item No. 7 of the Notice, to enable to the Board of Directors to borrow money in excess of the aggregate of the paid up share capital and free reserves of the Company. Approval of members is being sought to borrow money upto Rs. 5,00,00,00,000/- (Rupees Five hundred crore only) in excess of the aggregate of the paid up share capital and free reserves of the Company (apart from the temporary loans obtained from the Company's bankers in the ordinary course of business).

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

By order of the Board

New Delhi
June 20, 2014

Manoj Prasad Singh
Company Secretary

ALSTOM T&D India Limited

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This communication forms integral part of the Notice of 58th Annual General Meeting of ALSTOM T&D India Limited

The instructions for members for voting electronically are as under:-

In case of members receiving e-mail:

- (i) Log on to the e-voting website www.evotingindia.com.
- (ii) Click on “Shareholders” tab to cast your votes.
- (iii) Now, select the Electronic Voting Sequence Number - “EVSN” along with “ALSTOM T&D India Limited” from the drop down menu and click on “SUBMIT”
- (iv) If you are holding shares in Demat form and have already voted earlier on www.evotingindia.com for a voting of any company, then your existing login id and password are to be used. If you are a first time user follow the steps given below.
- (v) Now, fill up the following details in the appropriate boxes:

	For Members holding shares in Demat Form.	For Members holding shares in Physical Form.
User ID	For NSDL : 8 Character DP ID followed by 8 digit Client ID For CDSL : 16 digit beneficiary ID	Folio Number registered with the Company
PAN*	Enter your 10 digit alpha-numeric *Pan issued by Income Tax Department when prompted by the system while e-voting (applicable for both demat shareholders as well as physical shareholders)	
DOB#	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.	
Dividend Bank Details#	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.	

*Members who have not updated their PAN with the Company/Depository Participant are requested to use the default number: ATDLTD1234 in the PAN field.

please enter any one of the details in order to login. In case either of the details are not recorded with the depository, please enter the <No of shares held by you as on June 17th, 2014> in the Dividend Bank details field.

- (vi) After entering these details appropriately, click on “SUBMIT” tab.
- (vii) Members holding shares in physical form will then reach directly the EVSN selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. The new password has to be minimum eight characters consisting of at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@ # \$ % & *). Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Kindly note that this changed password is to be also used by the Demat holders for voting for resolutions for the Company or any other Company on which they are eligible to vote, provided that Company opts for e-voting through CDSL platform.
- (viii) Click on the relevant EVSN on which you choose to vote.
- (ix) On the voting page, you will see Resolution Description and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (x) Click on the “Resolutions File Link” if you wish to view the entire Resolutions.
- (xi) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.

In case of members receiving the physical copy of Notice of AGM [for members whose e-mail IDs are not registered with the company/depository participant(s) or requesting physical copy]:

- (A) Please follow all steps from sl. no. (i) to sl. no. (xii) above, to cast vote.
- (B) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves, link their account which they wish to vote on and then cast their vote. They should upload a scanned copy of the Board Resolution and POA in favour of the Custodian who they have authorised to vote on their behalf, in PDF format in the system for the scrutinizer to verify the vote.
- (C) The voting period begins on July 18, 2014 at 9.00 a.m. and ends on July 19, 2014 at 6.00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date June 17, 2014, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
- (D) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.

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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-eighth Annual General Meeting of the Company on Wednesday, the 23rd July, 2014 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

Notes:

1. Please hand over the Attendance Slip duly completed and signed at the REGISTRATION COUNTERS
2. Electronic copy of the Annual Report 2013-14 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 2013-14 and Notice of the Annual General Meeting (AGM) along with Attendance Slip and Proxy Form is being sent in the permitted mode(s) to all the members whose email is not registered or have requested for a hard copy.

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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 Limited, hereby appoint:

1) Name:..... E-mail Id:.....

Address:.....

.....Signature:.....

or failing him.

2) Name:..... E-mail Id:.....

Address:.....

.....Signature:.....

or failing him.

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 58th Annual General Meeting of the Company to be held on Wednesday, the 23rd July, 2014 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, 2014, 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 (Rupees one and paise eighty only) per equity share for the financial year ended on March 31, 2014		
3.	Appointment of Auditors of the Company to hold office from the conclusion of 58th AGM until the conclusion of 62nd AGM and to fix their remuneration		
Special business			
4.	Appointment of Mr. Subhashchandra Manilal Momaya as a Director, liable to retire by rotation		
5.	Appointment of Mr. Chandan Roy as an Independent Director		
6.	Approval of the remuneration of Cost Auditors for the financial year ending March 31, 2015		
7.	Approval for borrowing money up to Rs. 5,00,00,00,000/- (Rupees Five hundred crore only) over and above the aggregate of the paid up share capital and free reserves of the Company		

* 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 2014.

Signature of shareholder

Signature of Proxyholder(s)

Affix Revenue Stamp here

Note: This form of proxy in order to be effected should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.