

ALSTOM T&D India Limited

(CIN:L31102DL1957PLC193993)

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

Tel. No. 91 11 41610660 Fax No. 91 11 41610659

Website : www.alstom.com/india

To,
The Members,

Notice is hereby given to the members of ALSTOM T&D India Limited (the "Company") pursuant to the Section 110 of the Companies Act, 2013 (which shall include any statutory modifications, amendments or re-enactments thereto) read with the Companies (Management and Administration) Rules, 2014 (which shall include any statutory modifications, amendments or re-enactments thereto), for seeking consent of members of the Company by passing resolutions by way of Postal Ballot/ e-Voting ("postal ballot"). The statement setting out the material facts concerning each item and the reason thereof is annexed hereto along with a postal ballot form.

The Board of Directors of the Company has appointed Mr. Vineet K Chaudhary, Company Secretary in Whole time Practice as Scrutinizer for conducting the postal ballot process in a fair and transparent manner.

You are requested to read carefully the instructions printed in the postal ballot form, record your assent (for) or dissent (against) therein by filling necessary details and by signing at the designated place in the postal ballot form and return the same in original duly completed in the enclosed self-addressed postage pre-paid envelope (if posted in India) so as to reach the Scrutinizer not later than the close of working hours, i.e. 6:00 p.m. on Monday, November 10, 2014. Please note that the postal ballot form(s) received after the said date will be treated as if reply from the member has not been received in terms of Rule 22(12) of the Companies (Management and Administration) Rules, 2014.

Members desiring to opt for e-Voting as per the facilities arranged by the Company are requested to read the notes to the notice and instructions overleaf the postal ballot form. References to postal ballot(s) in this notice include votes received electronically.

The Scrutinizer shall submit his report to the Board/ Managing Director of the Company after completion of the scrutiny of the postal ballot forms but not later than November 13, 2014. The results will be announced by the Managing Director or Company Secretary of the Company at the Registered Office of the Company at "A-18, First Floor, Okhla Industrial Area, Phase-II, New Delhi – 110 020" on November 13, 2014. 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 National Securities Depository Limited, 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. The date of declaration of the results of the postal ballot i.e. November 13, 2014, shall be deemed to be the date of passing of the resolutions.

RESOLUTIONS:

1. Disposal of properties of the Company at Bellary Road, Bengaluru and Hauz Khas Enclave, New Delhi

To consider and if thought fit, to give ASSENT / DISSENT to the following resolution as a SPECIAL RESOLUTION:

"RESOLVED THAT pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014 (including any statutory modification(s) or re-enactment thereof) and regulation 26(2) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and subject to the approvals, consents and permissions as may be necessary from the concerned statutory authorities and subject to such terms and conditions as may be imposed by them, consent of the Company be and is hereby accorded to the Board of Directors of the Company, ("the Board" which expression shall also include a committee thereof) to sell, lease or otherwise transfer the Company's properties located at 27th KM, Bellary Road, Bengaluru and Hauz Khas Enclave, New Delhi with effect from such date, for such consideration and on such terms and conditions as may be decided by the Board.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do and perform all such acts, matters, deeds and things, as may be necessary, without referring to the members of the Company, including finalising the terms and conditions, methods and modes in respect of such sale, transfer or disposal and finalising and executing necessary documents including schemes, agreements, deeds of assignment / conveyance and such other document as may be necessary or expedient in its own discretion and in the best interest of the Company with power to delegate such acts, deeds and things, to give effect to this Resolution"

2. Appointment of Mr. Ravi Kumar Krishnamurthy (DIN 03626516), Head AIS Business as Alternate Director and terms of his appointment

To consider and if thought fit, to give ASSENT / DISSENT to the following resolution as a SPECIAL RESOLUTION:

"RESOLVED THAT pursuant to the provisions of Sections 161, 196, 203 read with Schedule V of the Companies Act, 2013 and other applicable provisions of the said Act and the Rules made thereunder, including any modifications or re-enactment(s) thereof, for the time being in force, and Article 109 of the Articles of Association of the Company, Mr. Ravi Kumar Krishnamurthy (holding DIN 03626516), Head – AIS Business appointed as an alternate director to Mr. Pierre Laporte with effect from July 25, 2014 during his absence from India, as applicable, being in whole time employment of the Company as Head –AIS Business, be appointed upon the terms and conditions to which he is entitled in terms of his employment and which are set out in the Statement annexed hereto.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised 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."

3. Appointment of Mr. Bhanu Bhushan (DIN 03602134) as an Independent Director

To consider and if thought fit, to give ASSENT / DISSENT to the following resolution as an ORDINARY RESOLUTION:

"RESOLVED THAT pursuant to the provisions of sections 149, 152 and any other applicable provisions of the Companies Act, 2013, and the rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force) read with Schedule IV to the Companies Act, 2013 and the applicable provisions of the equity listing agreement with stock exchanges, Mr. Bhanu Bhushan (holding DIN 03602134), be and is hereby appointed as an Independent Director of the Company with effect from July 23, 2014 upto July 22, 2019, not liable to retire by rotation."

By order of the Board

Place : New Delhi
Date : September 26, 2014

Manoj Prasad Singh
Company Secretary

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

Notes:

- 1 The Statement pursuant to Section 102 of the Companies Act, 2013 setting out material facts is attached herewith.
- 2 The Notice of postal ballot is being sent to all the members, whose names appear on the register of members / list of beneficial owners as received from National Securities Depository Limited (NSDL) / Central Depository Services (India) Limited (CDSL) as on September 26, 2014.
- 3 Notice of postal ballot along with postal ballot form containing the process, instructions and the manner of conducting e-Voting is being sent electronically to all the members whose e-mail ID's are registered with the Company/ Depository Participant(s). For members who request for a hard copy and for those who have not registered their e-mail addresses, physical copies of the same are being sent through the permitted mode.
- 4 Voting rights shall be reckoned on the paid up value of equity shares registered in the name of the member as on September 26, 2014. Members can opt for their entire voting rights as per their discretion.
- 5 In compliance with provisions of Clause 35B of the Listing Agreement as well as Sections 108 and 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, the Company is offering e-Voting facility to all of its members. For this purpose, the Company has entered into an agreement with NSDL for providing e-Voting facility to enable the members to cast their votes electronically instead of dispatching postal ballot form. Kindly note that the members can opt for only one mode of voting, i. e. either by physical postal ballot or e-Voting. If you are opting for e-Voting, then do not vote by physical postal ballot and vice-versa. In case members cast their votes by both methods physical postal ballot as well as e-Voting, it may be noted that votes cast by them through valid physical postal ballot shall prevail and votes cast by e-Voting will be treated as invalid.
- 6 Voting Period will commence on and from October 12, 2014 (9:00 a.m.) and end on November 10, 2014 (6:00 p.m.).
- 7 Relevant documents referred to in the accompanying Notice are open for inspection by the members at the Registered Office of the Company on all working days (monday to Friday) between 9:00 a.m. to 6:00 p.m. upto November 10, 2014.
- 8 Members who have not registered their e-mail addresses so far are requested to register their e-mail address so that they can receive the communications from the Company electronically.

Statement pursuant to Section 102 of the Companies Act, 2013 in respect of special business set out in notice of postal ballot

Item No. 1

The shareholders of the Company had authorised the Board of Directors of the Company by an ordinary resolution for sale, lease or otherwise transfer of certain properties of the Company including property situated at Bellary Road, Bengaluru as contained in Postal Ballot Notice dated September 7, 2009. The Board of Directors of the Company at its meeting held on September 26, 2014 have also identified residential property of the Company situated at Hauz Khas Enclave, New Delhi as surplus property for sale.

GE Energy Europe B.V. ("Acquirer") along with General Electric Company ("GE"), GE Industrial France SAS ("Persons Acting in Concert") on May 5, 2014 under regulations 3, 4 and 5(1) read with regulation 15(1) of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ("Takeover Regulations") has made a public announcement for the Open offer (the "Offer") for acquisition of up to 64,011,639 shares in the Company representing 25% of the total paid-up equity share capital of the Company at an offer price of Rs. 261.25 per offer share; and has also mentioned that the detailed public statement shall be issued and the Offer proceeded with, only if the underlying transaction as described in public announcement is consummated.

In view of the public announcement made by the Acquirer, the offer period as defined in Regulation 2(p) of the Takeover Regulations has begun with effect from May 5, 2014. Pursuant to Regulation 26 (2)(a) of the Takeover Regulations, during the offer period, unless the approval of shareholders of the Company by way of special resolution by postal ballot is obtained, the Board of Directors of the Company shall not, inter alia, alienate any material assets whether by way of sale, lease, encumbrance or otherwise or enter into any agreement therefore outside the ordinary course of business.

Therefore, the Company is required to seek consent of the shareholders by way of special resolution through postal ballot for the purpose of selling, leasing or otherwise transferring the Company's properties located at 27th KM, Bellary Road, Bengaluru and Hauz Khas Enclave, New Delhi.

The Board commends adoption of the resolution set out in Item no. 1 of the accompanying Notice as 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 in the Notice.

Item No. 2

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 at its meeting held on July 23, 2014 appointed him as an alternate director to Mr. Pierre Laporte 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 23, 2014 is presented to the shareholders in this meeting for their approval.

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

1. Mr. Ravi Kumar Krishnamurthy shall hold office only during the absence of Mr. Pierre Laporte in attending the Board Meeting in India and the moment Mr. Pierre Laporte comes to India, Mr. Krishnamurthy shall automatically vacate his office of alternate director.
2. Mr. Ravi Kumar 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. Ravi Kumar Krishnamurthy is drawing the following by way of remuneration:

Salary per annum	: Rs. 66,17,504/-
Perquisites per annum	: Rs. 11,200/-
Others (per annum)	: Rs. 7,86,096/-
Total	: Rs. 74,14,800/-

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 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 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, aged 46, 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 sub-section (2) of Section 164 of the Companies Act, 2013.

The Board commends adoption of the resolution set out in Item No. 2 of the accompanying Notice as a Special Resolution.

Except Mr. Ravi Kumar Krishnamurthy, himself and Mr. Pierre Laporte 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.

Item No. 3

The Board of Directors of the Company at its meeting held on July 23, 2014 appointed Mr. Bhanu Bhushan as Independent Director of the Company for a period of five years.

Mr. Bhanu Bhushan, aged 69, holds a first class Honors Degree in Electrical Engineering from Banaras Hindu University. Mr. Bhushan joined the Central Electricity Regulatory Commission as

a Member in February 2004 and retired from the Commission in February 2009. He has worked for Indian Power Sector since graduating in 1966, in Renusagar Power Company Limited, Central Water and Power Commission, Indian Consortium for Power Projects, Bharat Heavy Electricals Limited, Desein (New Delhi) Private Limited, National Thermal Power Corporation Limited and Power Grid Corporation of India Limited. He is also on Board of Athena Demwe Power Limited.

He is member of Audit Committee and Nomination and Remuneration Committee of the Company. He is also member of Nomination and Remuneration Committee of Athena Demwe Power Limited.

In terms of Section 149 and any other applicable provisions of the Companies Act, 2013, Mr. Bhanu Bhushan is proposed to be appointed as an Independent Director for five consecutive years for a term from July 23, 2014 upto July 22, 2019.

The Company has received from Mr. Bhanu Bhushan (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. Bhanu Bhushan 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. 3 of the accompanying Notice as an Ordinary Resolution.

Except Mr. Bhanu Bhushan 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 in the Notice.

By order of the Board

Place : New Delhi
Date : September 26, 2014

Manoj Prasad Singh
Company Secretary

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

ALSTOM T&D India Limited

(CIN:L31102DL1957PLC193993)

Regd. Off.: A-18, First Floor, Okhla Industrial Area, Phase II, New Delhi – 110020

Tel. No. 91 11 41610660 Fax No. 91 11 41610659

Website: www.alstom.com/india

POSTAL BALLOT FORM

(To be returned to Scrutinizer appointed by the Company)

1. Name and Registered address of the Sole/First Holder:
2. Name(s) of joint-holders, (if any)
3. Registered Folio No./*DP ID Client ID :
*(Applicable to Members holding shares in Dematerialized form)
4. Number of Shares held:
5. I / We hereby exercise my / our vote in respect of the following Resolution(s) to be passed through Postal Ballot for the special business stated in the Notice dated September 26, 2014 of the Company by sending my / our assent or dissent to the said Resolutions by placing the tick (✓) mark in the appropriate box below:

Item (Resolution) No.	Description of Resolution	No. of Equity Share(s) held	I / We assent to the resolution (FOR)	I / We dissent to the resolution (AGAINST)
1.	Special Resolution for disposal of properties of the Company at Bellary Road, Bengaluru and Hauz Khas Enclave, New Delhi			
2.	Special Resolution for appointment of Mr. Ravi Kumar Krishnamurthy, Head AIS Business as Alternate Director and the terms of his appointment			
3.	Ordinary Resolution for appointment of Mr. Bhanu Bhushan as an Independent Director			

Place :

Date :

(Signature of Member)**Electronic Voting Particulars**

Electronic Voting Event Number (EVEN)	User ID	Password

Note: Please read carefully the instructions printed overleaf before exercising the vote.

INSTRUCTIONS

I. GENERAL INFORMATION

1. There will be one postal ballot form for every Folio/ Client ID, irrespective of the number of joint holders.
2. A member can opt for only one mode of voting i.e. either through e-Voting or by postal ballot. If a member casts votes by both modes, then voting done through valid physical postal ballot shall prevail and voting done by e-Voting will be treated as invalid.
3. Voting rights shall be reckoned on the number of shares registered in the name of the member(s) as on September 26, 2014.
4. The Scrutinizer will collate the votes downloaded from the e-Voting system and votes received through post to declare the final result for each of the Resolution forming part of the Notice.
5. The Scrutinizer will submit his report to the Board/Managing Director of the Company after completion of the scrutiny and the results of postal ballot will be announced on Thursday, November 13, 2014, at the Registered Office of the Company at A-18, First Floor, Okhla Industrial Area, Phase – II, New Delhi – 110 020.
6. 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 National Securities Depository Limited, 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.

II. PROCESS FOR VOTING BY PHYSICAL POSTAL BALLOT

1. Members desiring to cast their vote by postal ballot should complete and sign the postal ballot form (no other form or photo copy thereof is permitted) and send it in the enclosed postage prepaid self-addressed envelope so as to reach the Scrutinizer appointed by the Board of Directors of the Company, Mr. Vineet K Chaudhary, Company Secretary in Whole Time Practice.
2. Duly completed postal ballot form should reach the Scrutinizer not later than the close of working hours on November 10, 2014 (6:00 p.m). Postal ballot forms received after this date will be strictly treated as if the reply from the member has not been received.
3. This form should be completed and signed by the member as per the specimen signatures registered with the Company/Depositories. In case of joint holding, this form should be completed and signed by the first named member and in his/her absence, by the next named joint holder. A Power of Attorney (POA) holder may vote on behalf of a member, mentioning the registration number of the POA registered with the Company or enclosing an attested copy of the POA. Exercise of vote by postal ballot is not permitted through Proxy.
4. In case the shares are held by companies, trusts, societies, etc., the duly completed postal ballot form should be accompanied by a certified true copy of the relevant Board Resolution/ Authorisation.
5. The votes should be cast either in favour or against by putting the tick (✓) mark in the column provided for assent or dissent. Postal ballot form bearing tick marks in both the columns will render the postal ballot form invalid.
6. A member seeking duplicate postal ballot form or having any grievance pertaining to the postal ballot process can write to the Company's Registrars – M/s. C B Management Services Pvt. Ltd., P-22, Bondel Road, Kolkata – 700 019 or to the e- mail ID: mustafik@cbmsl.co. Duly completed and signed duplicate postal ballot forms should however, reach the Scrutinizer not later than the close of working hours on Monday, November 10, 2014 (6:00 p.m).
7. Unsigned, incomplete, improperly or incorrectly tick marked postal ballot forms will be rejected. A form will also be rejected if it is received torn, defaced or mutilated to an extent which makes it difficult for the Scrutinizer to identify either the member or as to whether the votes are in favour or against of if the signature cannot be verified.
8. Members are requested not to send any paper (other than Resolution/ Authorisation as mentioned above) along with the postal ballot form in the enclosed self-addressed envelope. If any extraneous paper is found in the envelope, the same will be destroyed by the Scrutinizer.
9. The decision of the Scrutinizer on the validity of the postal ballot form and any other related matter shall be final.

III. PROCESS FOR E-VOTING

- A. In case of members receiving the postal ballot form by e-mail:
 1. For new users: Open the attached PDF file "**ATDIL e-Voting.pdf**" giving your Client ID 1. (in case you are holding shares in demat mode) or Folio No. (in case you are holding shares in physical mode) as password, which contains your "User ID" and "Password for e-Voting". Please note that the password is an initial password. Existing users are requested to ignore this step and start with step no. 2.
 2. Launch internet browser by typing the URL "<https://www.evoting.nsdl.com/>"
 3. Click on "Shareholder - Login".
 4. In case of existing users, put your existing User ID and password and click "Login".
In case of new users, put User ID and password as initial password noted in step no. 1 above and click "Login".
 5. "Password Change" menu appears. Change the password with new password of your choice with minimum 8 digits/characters or combination thereof.
In case of existing users, this menu will not appear.
 6. Home page of "e-Voting" opens. Click on "e-Voting: Active Voting Cycles".
 7. Select "EVEN" (Electronic Voting Event Number) of ALSTOM T&D India Limited. Members can cast their vote online from **October 12, 2014 (9:00 a.m)** till **November 10, 2014 (6:00 p.m)**. **e-Voting shall not be allowed beyond this time.**
 8. Now you are ready for e-Voting as "Cast Vote" page opens.
 9. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm", when prompted.
 10. Institutional shareholders (i.e., other than Individuals, HUF, NRI etc.) are also 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 at vkscrutinizer@gmail.com with a copy marked to evoting@nsdl.co.in.
- B. In case of members receiving postal ballot form by post:
 1. User ID and initial password is provided at the bottom of postal ballot form.
 2. Please follow all steps from Sl. No. IIIA (2) to (10) above, to cast your vote.

Please note that:

- Login to e-Voting website will be disabled upon five unsuccessful attempts to key-in the correct password. In such an event, you will need to go through 'Forgot Password' option available on the site to reset the same.
- Your user ID and password can be used by you exclusively for e-Voting on the resolutions placed by the companies in which you are the shareholder.
- It is strongly recommended not to share your password with any other person and take utmost care to keep it confidential.
- In case of any queries, you may refer to the Frequently Asked Questions (FAQs) for members and e-Voting user manual for members available at the Downloads sections of <https://www.evoting.nsdl.com> or contact NSDL at the following Telephone No.: 1800 222 990. You may also send your queries/ grievances relating to e-Voting to Mr. Kuntal Mustafi, M/s C B Management Services Pvt. Ltd., Tel No. (033) 4011-6729, e-mail: mustafik@cbmsl.co.