

Notice

NOTICE is hereby given that the 22nd Annual General Meeting (AGM) of the Members of ALSTOM India Limited will be held on Friday, 25 July 2014, at 10:30 a.m. at Rama Watumull Auditorium, Kishinchand Chellaram College, Dinshaw Wachha Road, Churchgate, Mumbai – 400 020 to transact the following businesses:-

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements for the year ended on 31 March 2014 together with the Directors' Report and the Auditors' Report thereon.
2. To declare a dividend on equity shares.
3. To appoint a Director in place of Mr. S.M. Momaya (DIN 00017199), who retires by rotation at this AGM, and being eligible, seeks re-appointment.
4. To appoint Auditors and authorise the Board of Directors to fix their remuneration.

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, Messrs. S.N. Dhawan & Co. (Firm Registration Number – 000050N), Chartered Accountants be and are hereby re-appointed as the Auditors of the Company, to hold office from the conclusion of this AGM to the conclusion of the fourth consecutive AGM (subject to ratification of the appointment by the members at every AGM held after this AGM) and that the Board of Directors be and are hereby authorized to fix such remuneration with the Auditors as may be determined by the Audit Committee in consultation with the Auditors.”

SPECIAL BUSINESS:

5. 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 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mr. K. Vasudevan (DIN 00018023), who was appointed as an Independent Director, liable to retire by rotation at this AGM, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years for a term upto 24 July 2019, not liable to retire by rotation.”
6. 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 149 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder and the Articles of Association of the Company, Mr. Rathindra Nath Basu (DIN 01192973) who was appointed as an Additional Director of the Company with effect from 01 April 2014 by the Board of Directors of the Company and who holds office until the date of the AGM, in terms of Section 161 of the Companies Act, 2013, 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 his candidature for the office of Director of the Company, be and is hereby appointed as Director of the Company, liable to retire by rotation.”

7. 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 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mr. A.K. Thiagarajan (DIN 00292757), who was appointed as an Independent Director whose period of office liable to determination by retirement of directors by rotation, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years for a term upto 24 July 2019, not liable to retire by rotation.”

8. 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 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Dr. Uddesh Kohli (DIN 00183409), who was appointed as an Independent Director whose period of office liable to determination by retirement of directors by rotation, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years for a term upto 24 July 2019, not liable to retire by rotation.”

9. 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 all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s)

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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 31 March 2015, be paid the remuneration as set out in the Statement annexed to the Notice convening this Meeting.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

By Order of the Board of Directors

Pradeepta Puhan

Company Secretary

Place : Noida

Date : 05 June 2014

Registered Office:
'The International', 5th Floor,
16, Marine Lines Cross Road No.1,
Off Maharshi Karve Road, Churchgate,
Mumbai - 400 020.

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER. PROXIES SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**
2. The Statement pursuant to Section 102(1) of the Companies Act, 2013 with respect to the special business set out in the Notice is annexed.
3. Corporate members intending to send their authorised representatives to attend the Meeting are requested to send a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting.
4. In accordance with the provisions of Clause 49 of the Listing Agreement with the Stock Exchanges, the particulars of Directors who are proposed to be appointed/re-appointed are given in the Corporate Governance Section, which forms part of this Annual Report. The Directors have furnished the requisite consents/declarations for their appointment/re-appointment.
5. The Register of Members and the Transfer Books of the Company will remain closed from 19 July 2014 to 25 July 2014 (both days inclusive) for the AGM and for determining the names of members eligible for dividend on Equity Shares, if declared at the Meeting.
6. Members holding shares in physical form are requested to intimate, indicating their respective folio number, the change of their addresses, the change of Bank Accounts, etc. to Messrs. Karvy Computershare Private Limited (Karvy), Unit: ALSTOM India Limited, 7, Andheri Industrial Estate, Off Veera Desai Road, Andheri (West), Mumbai 400053, the Registrar and Transfer Agents of the Company, while members holding shares in electronic form may write to their respective Depository Participant for immediate updation, so as to enable the Company to dispatch dividend warrants to the correct address.
7. Members who hold shares under more than one folio in name(s) in the same order are requested to send the relevant share certificate(s) to Karvy for consolidating the holdings into one account. Karvy will return the share certificate(s) after consolidation.
8. Members/Proxies should bring the attendance slip duly filled in, for attending the Meeting. The attendance slip is sent with this Annual Report.
9. The dividend, as recommended by the Board, if declared at the AGM will be paid on or after 30 July 2014 and within a period of 30 days from the date of declaration, to those members whose names stand registered on the Company's Register of Members:-
 - a) as Beneficial Owners as at the close of business hours on 18 July 2014 as per the list to be furnished by National Securities Depository Services Ltd. (NSDL) and Central Depository Services (India) Ltd. (CDSL) in respect of shares held in electronic form; and
 - b) as Members in the Register of Members of the Company after giving effect to all the valid share transfers in physical form which are lodged with the Company before 19 July 2014.
10. Members are advised to avail the facility for receipt of future dividends through Electronic Clearing Service (ECS). The ECS facility is available at the locations identified by Reserve Bank of India and State Bank of India from time to time, which covers most of the cities and towns. Members holding shares in dematerialised form are requested to contact their respective Depository Participant (DP) for availing ECS facility. Members holding shares in physical form and who have not submitted the ECS details are requested to send to the Company or to Karvy the details such as: the name of the Shareholder, Bank through which account held, Bank Account number and MICR details immediately and wherever possible the request shall be acceded to. To protect the interests of investors SEBI vide Circular No. CIR/MRD/DP/10/2013 dated 21 March 2013 made it mandatory to use electronic payment

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modes like NEFT, ECS, RTGS to make the payments to investors. The physical payment instruments are valid only for usage when the electronic payment mode is not feasible/ failed or rejected.

11. Please encash your Dividend Warrants immediately on their receipt by you, as dividends remaining unclaimed for seven years from the date of transfer to the Company's Unpaid Dividend Account, will, as per Section 124 of the Companies Act, 2013 (Section 205A of the erstwhile Companies Act, 1956), be transferred to the 'Investor Education and Protection Fund' established by the Central Government. In accordance with this regulation, the transfer of unclaimed dividend pertaining to the year under review to Investor Education and Protection Fund will take place in the year 2021-22.

Unclaimed dividend for the following financial years are lying with the Unclaimed Dividend Accounts of the Company and shall become eligible for transfer to the Investor Education and Protection Fund on the dates mentioned herein below:

Year	Due Date for transfer to IEPF
2006-2007	31 August 2014
2007-2008	31 August 2015
2008-2009	30 August 2016
2009-2010	27 August 2017
2010-2011	14 August 2018
2011-2012	01 September 2019
2012-2013	05 September 2020

Unclaimed dividend for the years prior to and including the financial year 2005-06 has been transferred to the General Revenue Account of the Central Government / the Investor Education and Protection Fund established by the Central Government (IEPF), as applicable. The details of unclaimed amounts for the aforementioned seven years along with their respective due dates for transfer to IEPF are posted on the website of the Company for the information of shareholders. The shareholders are requested to kindly check their dividend entitlement and those who have not yet encashed/claimed their dividend for the aforesaid years, may write to the Company or to the Registrar and Share Transfer Agent M/s. Karvy Computershare Pvt. Ltd. at Andheri Industrial Estate, Off Veera Desai Road, Andheri (East), Mumbai-400053, India, in this regard.

12. Queries on accounts and operations of the Company, if any, may please be sent to the attention of the Company Secretary seven days in advance of the Meeting so that the answers may be made available at the Meeting.
13. The Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the members at the AGM.

14. Members can avail of the Nomination facility by filing Form 2B with the Company or its Registrar (Karvy). Blank forms will be supplied on request. In case of shares held in dematerialization form, the nomination has to be lodged with their Depository Participant (DP).

15. Members are requested to bring the copy of the Annual Report to the AGM. Electronic copy of the Annual Report for 2013-14 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 for 2013-14 is being sent in the permitted mode.

16. Members are informed that in case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote

17. 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 electronic form are, therefore, requested to submit the 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 / Registrars and Transfer Agents, M/s. Karvy Computershare Private Limited.

18. All the documents referred to in the accompanying notice and Register of Directors' Shareholding will be available for inspection at the registered office of the Company on all working days between 11.00 am to 1.00 pm up to the date of AGM.

19. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the members at the AGM.

20. Voting through electronic means:

In compliance with 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 its members the facility to exercise their right to vote at the 22nd AGM by electronic means and the business may be transacted through e-Voting Services provided by M/s. Karvy Computershare Pvt. Ltd. ("Karvy").

The complete details of the instructions for e-voting are annexed to this notice.

Annexure to Notice

Statement pursuant to Section 102(1) of the Companies Act, 2013

Item No. 5

Mr. K. Vasudevan is a Non-Executive (Independent) Director of the Company. He joined the Board in February 2001. Mr. Vasudevan retires by rotation at the ensuing AGM under

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the provisions of erstwhile Companies Act, 1956. Mr. K. Vasudevan is an Independent Director of the Company and has held the position as such for more than 5 (five) years. In terms of Section 149 and any other applicable provisions of the Companies Act, 2013, Mr. Vasudevan being eligible and seeking re-appointment, is proposed to be appointed as an Independent Director for a term of five years with effect from 25 July 2014, not liable to retire by rotation.

The Company has received from Mr. Vasudevan (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; and (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.

Brief resume of Mr. K. Vasudevan, nature of his expertise in specific functional areas and names of companies in which he holds directorships and memberships / chairmanships of Board Committees, shareholding and relationships between directors inter-se as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges, are provided in the Corporate Governance Report forming part of the Annual Report.

This Statement may also be regarded as a disclosure under Clause 49 of the Listing Agreement with the Stock Exchanges.

In the opinion of the Board, Mr. Vasudevan 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. Copy of the draft letter for appointment of Mr. K Vasudevan as an Independent Director setting out the terms and conditions is available for inspection by members at the Registered Office of the Company.

The resolution seeks the approval of members.

No Director, Key Managerial Personnel or their relatives, except Mr. K Vasudevan, to whom the resolution relates, is interested or concerned in the resolution, except to the extent of his shareholding (including his relatives), if any, in the Company.

Item No.6

The Board, appointed Mr. Rathindra Nath Basu as an Additional Director with effect from 01 April 2014 and designated him as the Chairman (Non-Executive) of the Company, pursuant to Article 153 of the Articles of Association of the Company read with Section 161 of the Companies Act, 2013.

Pursuant to the provisions of Section 161 of the Companies Act, 2013, Mr. Rathindra Nath Basu will hold office up to the date of the ensuing AGM. The Company has received notice in writing under the provisions of Section 160 of the Companies Act, 2013, from a member along with a deposit of Rs. 100,000/- proposing the candidature of Mr. Rathindra Nath

Basu for the office of Director of the Company, liable to retire by rotation. The Company has received from Mr. Rathindra Nath Basu (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; and (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.

Brief resume of Mr. Rathindra Nath Basu, nature of his expertise in specific functional areas and names of companies in which he holds directorships and memberships / chairmanships of Board Committees, shareholding and relationships between directors inter-se as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges, are provided in the Corporate Governance Report forming part of the Annual Report.

The Board considers that the appointment of Mr. Rathindra Nath Basu as a Director of the Company would be of immense benefit to the Company. Accordingly, the Board of Directors recommends his appointment as a Director of the Company whose period of office is liable to determination by retirement of directors by rotation.

No Director, Key Managerial Personnel or their relatives, except Mr. Rathindra Nath Basu, to whom the resolution relates, is interested or concerned in the resolution, except to the extent of his shareholding (including his relatives), if any, in the Company.

Item No. 7

Mr. A.K. Thiagarajan is a Non-Executive (Independent) Director of the Company. He joined the Board in June 2003. Mr. Thiagarajan has held the position as such for more than 5 (five) years. Mr. Thiagarajan is a director whose period of office is liable to determination by retirement of directors by rotation under the erstwhile applicable provisions of the Companies Act, 1956. In terms of Section 149 and other applicable provisions of the Companies Act 2013, Mr. Thiagarajan being eligible and seeking appointment, is proposed to be appointed as an Independent Director for a term of five years with effect from 25 July 2014.

The Company has received from Mr. A.K. Thiagarajan (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; and (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.

Brief resume of Mr. A.K. Thiagarajan, nature of his expertise in specific functional areas and names of companies in which he holds directorships and memberships / chairmanships of Board Committees, shareholding and relationships between directors inter-se as stipulated under Clause 49 of the Listing

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Agreement with the Stock Exchanges, are provided in the Corporate Governance Report forming part of the Annual Report.

This Statement may also be regarded as a disclosure under Clause 49 of the Listing Agreement with the Stock Exchanges.

In the opinion of the Board, Mr. Thiagarajan 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. Copy of the draft letter for appointment of Mr. Thiagarajan as an Independent Director setting out the terms and conditions is available for inspection by members at the Registered Office of the Company.

The resolution seeks the approval of members.

No Director, Key Managerial Personnel or their relatives, except Mr. A.K. Thiagarajan, to whom the resolution relates, is interested or concerned in the resolution, except to the extent of his shareholding (including his relatives), if any, in the Company.

Item No. 8

Dr. Uddesh Kohli is a Non-Executive (Independent) Director of the Company. He joined the Board in December 2005. Dr. Kohli has held the position as such for more than 5 (five) years. Dr. Kohli is a director whose period of office is liable to determination by retirement of directors by rotation under the erstwhile applicable provisions of the Companies Act, 1956. In terms of Section 149 and other applicable provisions of the Companies Act 2013, Dr. Kohli being eligible and seeking re-appointment, is proposed to be appointed as an Independent Director for a term of five years with effect from 25 July 2014.

The Company has received from Dr. Kohli (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; and (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.

Brief resume of Dr. Kohli, nature of his expertise in specific functional areas and names of companies in which he holds directorships and memberships / chairmanships of Board Committees, shareholding and relationships between directors inter-se as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges, are provided in the Corporate Governance Report forming part of the Annual Report.

This Statement may also be regarded as a disclosure under Clause 49 of the Listing Agreement with the Stock Exchanges.

In the opinion of the Board, Dr. Kohli 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. Copy of the draft letter for appointment of Dr. Kohli as an Independent Director setting out the terms and conditions is available for inspection by members at the Registered Office of the Company.

The resolution seeks the approval of members.

No Director, Key Managerial Personnel or their relatives, except Dr. Kohli, to whom the resolution relates, is interested or concerned in the resolution, except to the extent of his shareholding (including his relatives), if any, in the Company.

Item No.9

The Board, on the recommendation of the Audit Committee, has approved the appointment and remuneration of M/s. Shome & Banerjee, Cost Accountants (Firm Registration No. 000001) (Cost Auditors) to conduct the audit of the cost records of the Company for the financial year ending 31 March 2015 at a remuneration of Rs.3,00,000/- (Rupees Three Lakhs only) plus applicable taxes and reimbursement of out of pocket expenses.

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be ratified by the shareholders of the Company. Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at Item No. 9 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending 31 March 2015.

The resolution seeks the approval of members.

None of the Directors / Key Managerial Personnel of the Company / their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 9 of the Notice

By Order of the Board of Directors

Pradeepta Puhan

Company Secretary

Place : Noida

Date : 05 June 2014

Registered Office:

'The International', 5th Floor,

16, Marine Lines Cross Road No.1,

Off Maharshi Karve Road, Churchgate,

Mumbai - 400 020.