

ALSTOM India Limited

(formerly known as Alstom Projects India Limited)

CIN - L74140MH1992PLC068379

Registered Office: 'The International', 5th Floor, 16, Marine Lines Cross Road No.1, Off Maharshi Karve Road, Churchgate, Mumbai - 400 020
Tel. No. 022- 66399255 / 66399260; website: www.alstom.com/india

POSTAL BALLOT NOTICE

To,
The Members,

Notice pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014

Notice is hereby given to the members, pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 (herein after referred to as the "Rules") (including any statutory modification or re-enactment thereof) for seeking approval of the members by way of a special resolution for the proposed sale and transfer by the Company of its Auxiliary Components Business (Air preheaters and Industrial Mills business) (herein after referred to as the "Auxiliary Components Undertaking") to OAK Energy India Private Limited ("OEIPL") as a going concern on a slump-sale basis (as defined under Section 2(42C) of the Income-tax Act, 1961) for a lump sum consideration, without values being assigned to individual assets and liabilities).

The Board of Directors of the Company ("Board") at its meeting held on 05 June 2014 has, subject to the approval of the members of the Company by way of a special resolution and subject to other necessary approvals, consents and conditions, approved the sale and transfer of the Auxiliary Components Undertaking as a going concern on a 'slump sale' basis (as defined under Section 2(42C) of the Income-tax Act, 1961) for a lump sum consideration, without values being assigned to individual assets and liabilities to OEIPL, for a total consideration of Rs. 513 Million (Rupees five hundred thirteen million only) in cash, as enterprise value, subject to such adjustment for change in net asset value (excluding cash and debt) and on such terms and conditions as may be required in this regard. Therefore, pursuant to the provisions of Section 110 of the Companies Act, 2013, read with the Rules and Clause 35B of the Listing Agreement, the consent of the members for the above purpose is sought to be obtained by way of postal ballot / e-voting ("Postal Ballot").

The draft resolution proposed to be passed by way of postal ballot and the Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 read with the Rules, setting out the material facts and reasons for the resolution is appended below for consideration of the members. The Postal Ballot Form for exercising your vote is also annexed to this Notice.

The Board has appointed Mr. Hemant Kumar Singh, Company Secretary in whole time practice, as the scrutinizer ("Scrutinizer") to conduct the postal ballot process in a fair and transparent manner.

This Notice is being sent to all the members whose name appears in the Register of Members / list of Beneficial Owners received from National Securities Depository Limited ("NSDL") / Central Depository Services (India) Limited ("CDSL") as on 06 June 2014.

You are requested to carefully read the instructions printed in the Postal Ballot Form attached hereto, fill up the Postal Ballot Form, give your assent or dissent on the special resolution at the end of the Postal Ballot Form and return the duly completed and signed Postal Ballot Form (no other form or photocopy thereof is permitted) in the enclosed self-addressed business reply envelope so as to reach the Scrutinizer on or before the close of working hours (i.e. 6.00 p.m. IST) on 16 July 2014. Ballots received thereafter will be strictly treated as if no reply has been received from the member.

The Company is also offering e-voting facility to its members to enable them to cast their votes electronically instead of dispatching the Postal Ballot Form physically.

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 18 July 2014. The results will be announced by the Managing Director or Company Secretary of the Company on 21 July 2014 at the Corporate Office of the Company situated at IHDP Building, Plot No. 7, Sector - 127, Noida - 201301 (Uttar Pradesh) at 11:30 a.m. and the same result shall also be made available at the Registered Office of the Company at 'The International', 5th Floor, 16, Marine Lines Cross Road No.1, Off Maharshi Karve Road, Churchgate, Mumbai - 400 020 on same day and will also be informed to BSE Limited and National Stock Exchange of India Limited, displayed on the Company's website www.alstom.com/india and published in newspapers. The Scrutinizer's report shall also be placed on the Company's website- www.alstom.com/india. The date of declaration of the results of the Postal Ballot i.e. 21 July 2014, shall be deemed to be the date of passing of the said special resolution.

PROPOSED SPECIAL RESOLUTION FOR SLUMP SALE OF AUXILIARY COMPONENTS UNDERTAKING (AIR PREHEATERS AND INDUSTRIAL MILLS BUSINESS) OF THE COMPANY TO OAK ENERGY INDIA PRIVATE LIMITED

To consider and, if thought fit, to give your assent or dissent to the following resolution as a Special Resolution:-

"RESOLVED THAT pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013 along with the rules prescribed therein, Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, (including any statutory modification or re-enactment thereof), Memorandum and Articles of Association of the Company, Listing Agreement entered into with the Stock Exchange(s) where shares of the Company are listed and any other law for the time being in force and subject to such approvals, consents, permissions and sanctions as may be necessary to be obtained from appropriate government authorities, departments, offices, institutions, bodies and agencies and subject to such terms,



conditions, alterations, corrections, changes, variations and / or modifications, if any, as may be stipulated by any authority while granting such approvals, consents, permissions and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall unless repugnant to the context or meaning thereof, be deemed to include a duly constituted Committee thereof and any person authorized by the Board in this behalf) and subject to fulfillment or waiver of the terms and conditions contained in the draft Agreement to Sell Business, as have been approved by the Board, and such other terms and conditions as the Board may deem fit and appropriate, consent, authority and approval of the members of the Company be and is hereby accorded to the Board to sell, transfer, assign, or cause to be sold, assigned, transferred and delivered, the Company's Auxiliary Components Business i.e. business of the Company of Air Preheaters and Industrial Mills ("**Auxiliary Components Undertaking**") together with its respective assets and liabilities as a going concern on a 'slump sale' basis to OAK Energy India Private Limited ("**OEIPL**") for a consideration of Rs. 513 Million (Rupees five hundred thirteen million only) in cash, as enterprise value subject to such adjustment for change in net asset value (excluding cash and debt) and on such terms and conditions as may be required in this regard.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do and perform all such acts, deeds, matters and things, as may be necessary, including finalizing, varying and settling the terms and conditions to sell, transfer, assign, convey and deliver or cause to be sold, assigned, transferred and delivered the Auxiliary Components Undertaking and to finalize, execute, deliver and perform such agreements (including but not limited to the Agreement to Sell Business), contracts, deeds, undertakings, and other documents, file applications and make representations in respect thereof and seek the requisite approvals from the relevant authorities and third parties, including governmental authorities, banks and financial institutions, suitably inform and apply to all the concerned authorities, including in respect of the requirements of the Central and/ or State Government(s) and/ or local authorities, including but not limited to courts, municipal authorities, Registrar of Companies, customs authorities, excise authorities, income tax authorities, sales tax authorities, VAT and entry tax authorities, employees' state insurance and provident fund authorities, railways, airport authorities, telephone authorities, electricity authorities, postal authorities and / or to represent the Company before the said authorities and to sign and submit such applications, letters, forms, returns, deeds or documents and take all necessary steps in the matter as it may in its absolute discretion deem necessary, desirable or expedient to give effect to the above resolution, and to settle any question and difficulty that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the members or otherwise to the end and intent that the members shall be deemed to have given their consent, authority and approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred by this resolution, to any Director(s) or to any Committee of Directors or any other Officer(s) / Authorized Representative(s) of the Company to give effect to this resolution."

Place: Noida
Date: 05 June 2014

Pradeepta Puhan
Company Secretary
FCS 5138

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

NOTES:

1. The Explanatory Statement for the proposed resolution mentioned above pursuant to Section 102 of the Companies Act, 2013 setting out the material facts, is appended herein below.
2. Voting period will commence on and from 17 June 2014 and end on 16 July 2014.
3. Members are requested to notify change in address, if any, in case of shares held in electronic form to the concerned Depository Participant quoting their Client ID and in case of physical shares to the Registrar and Transfer Agent of the Company quoting their Folio number.
4. If the resolution is assented by the requisite majority of the members of the Company by means of the Postal Ballot, it shall be deemed to have been duly passed at a general meeting convened in that behalf.
5. The resolution proposed to be passed by way of postal ballot is in terms of Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and Regulation 26(2)(a) of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.

Explanatory Statement**(Pursuant to the provisions of Section 102 of the Companies Act, 2013)**

The Company's operations include a composite range of activities viz. engineering, procurement, manufacturing, construction and servicing of power plants and power equipment.

Alstom, France ("**ALSTOM**") had agreed to sell its Auxiliary Components business to Triton, a leading European investment firm. The transaction was approved by the Board of Directors of ALSTOM on 31 March 2014. On 07 April 2014, the Company had received a letter from ALSTOM Finance B.V. ("**AFBV**") with a request to the Board of Directors to consider the proposal for disposal by the Company of its Auxiliary Components Undertaking to Triton/an Indian legal entity to be specified by Triton, as a going concern on a slump-sale basis, subject to receipt of all relevant corporate consents and in accordance with applicable laws.

This activity was part of the non-core asset disposal programme,



announced by ALSTOM in November 2013. The Auxiliary Components business proposed to be sold is part of the steam segment within Thermal Power and is active both in the new equipment market and aftermarket services across three product lines: air preheaters and gas-gas heaters for thermal power plants, heat transfer solutions for a variety of petrochemical and industrial processes, and grinding mills for diversified industrial applications. Headquartered in Germany, the activities employ more than 1,500 people worldwide, with operations in Germany, the USA, Japan, China, India, Brazil, Switzerland and the Czech Republic. All employees will be transferred.

In keeping with the global restructuring exercise, AFBV proposed that the Auxiliary Components Undertaking (Air preheaters and Industrial Mills business) of the Company be sold to Triton/an Indian legal entity to be specified by Triton, subject to receipt of all relevant corporate consents and in accordance with applicable laws. This sale would ensure a solid future for employees and a sustainable quality of service for customers. ALSTOM, which already contributed up to 20% of the sales, will remain a major customer.

AFBV had suggested that the proposed sale and transfer of Auxiliary Components Undertaking (Air preheaters and Industrial Mills business) of the Company to Triton/an Indian legal entity to be specified by Triton be made as a going concern and by way of a slump sale. AFBV requested the Board to consider the proposal favourably and commence the requisite process under Indian law including determination of the fair valuation of the Auxiliary Components Undertaking and obtaining relevant consents to implement the proposal.

The Board of Directors of the Company, at its meeting held on 05 June 2014 has, subject to the approval of the members and other requisite approvals, approved the sale and transfer of the Auxiliary Components Undertaking of the Company to OAK Energy India Private Limited ("OEIPL") (the Indian entity specified by Triton) as a going concern on a 'slump sale' basis at arm's length and has accorded its approval to a draft of the Agreement to Sell Business for giving effect to the above. For the purposes of effectuating the sale and transfer of its Auxiliary Components Undertaking to OEIPL, the Company has initiated actions for finalization and execution of the Agreement to Sell Business ("ASB") with OEIPL and other ancillary documents.

In terms of Section 180(1)(a) of the Companies Act, 2013, for disposal of the whole of the undertaking or substantially the whole of the undertaking, consent of the members is required by way of a special resolution only if the investment of the company in the undertaking that is being transferred exceeds 20% of the net worth of the company as per the audited balance sheet of the preceding financial year or if the undertaking generated 20% of the total income of the company during the previous financial year. As per the certificate dated 03 June 2014 received by the Company from M/s. Parmod Kumar Chopra & Co., Chartered Accountants ("CA Certificate"), (i) the investment of the Company in the Auxiliary Components Undertaking does not exceed 20% of the net worth of the Company as per the audited balance sheet for the financial year 2013-2014; (ii) the Auxiliary Components Undertaking has not generated 20% of the total income of the Company during the financial year 2013-2014. Therefore, the Auxiliary Components

Undertaking does not constitute an undertaking as per Section 180(1)(a) of the Companies Act, 2013.

On 05 May 2014, GE Energy Europe B.V. ("Acquirer") and (i) General Electric Company ("GE"); and (ii) GE Industrial France SAS (and together with GE, the "PACs"), in their capacity as persons acting in concert with the Acquirer, had made a public announcement ("Public Announcement") in terms of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ("Takeover Regulations"), wherein they have made an open offer for the acquisition of up to 17,479,143, representing 26% of the total paid-up equity share capital of the Company as of the tenth working day from the closure of the tendering period, from the public shareholders of the Company ("Offer").

It was clarified by the Acquirer that the detailed public statement shall be issued and the Offer proceeded with only if the Underlying Transaction (as described in the Public Announcement) is consummated as provided for in the proviso to Regulation 13(4) of the Takeover Regulations. Accordingly, if the Underlying Transaction is not consummated for any reason, the Acquirer and PACs shall not proceed with the Offer.

However, 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 05 May 2014. Pursuant to Regulation 26 (2)(a) and (e) of the Takeover Regulations during the offer period, unless the approval of shareholders of the target company by way of a special resolution by postal ballot is obtained, the Board of Directors of either the target company or any of its subsidiaries shall not, inter alia, (i) alienate any material assets whether by way of sale, lease, encumbrance or otherwise or enter into any agreement therefor outside the ordinary course of business or (ii) enter into, amend or terminate any material contracts to which the target company or any of its subsidiaries is a party, outside the ordinary course of business, whether such contract is with a related party, within the meaning of the term under applicable accounting principles, or with any other person. Therefore, the Company is required to seek consent of the shareholders by way of a special resolution through postal ballot for the purpose of sale and transfer by the Company of its Auxiliary Components Undertaking to OEIPL, as a going concern on a slump-sale basis (as defined under Section 2(42C) of the Income-tax Act, 1961) for a lump sum consideration, without values being assigned to individual assets and liabilities.

Basis the foregoing, assent (FOR) or dissent (AGAINST) of the shareholders of the Company in respect of the special resolution contained in the Notice dated 05 June 2014 is being solicited through postal ballot / e-voting pursuant to the provisions of Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and Clause 35B of the Listing Agreement.

Scope of Sale / Transfer:

The Auxiliary Components Undertaking of the Company is proposed to be transferred as a going concern on a 'slump sale' basis (as



defined under Section 2(42C) of the Income-tax Act, 1961) for a lump sum consideration, without values being assigned to individual assets and liabilities. The Auxiliary Components Undertaking comprises of the business of Air Preheaters and Industrial Mills.

The salient features of the Agreement to Sell Business ("**ASB**") are as follows:

1. The consideration for transfer of the Auxiliary Components Undertaking to OEIPL shall be Rs.513 million (Rupees five hundred thirteen million only) in cash, as enterprise value, subject to such adjustments for change in net asset value (excluding cash and debt) and on such terms and conditions as specified in the ASB.
2. The consideration for transfer of the Auxiliary Components Undertaking shall be inclusive of all taxes payable by OEIPL, arising out of or in connection with the proposed transaction.
3. Transfer of the Auxiliary Components Undertaking of the Company comprises of all its movable assets exclusively related to the Auxiliary Components Undertaking; certain identified customer and vendor contracts pertaining to the Auxiliary Components Undertaking; books and records; any rights to any bank guarantee, security deposits, pre-paid expenses or other amounts deposited or lying with any governmental entity or third party and related to the Auxiliary Components Undertaking; the amounts lying under the benefit plans maintained by the Company with respect to the employees who will get transferred to OEIPL and all the goodwill of the Auxiliary Components Undertaking as a going concern.
4. The employees of the Auxiliary Components Undertaking shall be transferred to OEIPL on no less favourable terms and with continuity of service.
5. The Company will transfer all liabilities in relation to the Auxiliary Components Undertaking, whether arising before or after the date of transfer of the Auxiliary Components Undertaking ("**Closing Date**") to OEIPL. However, the Company will retain, (i) any liability prior to the Closing Date, with respect to any period ending prior to the Closing Date, for taxes, (ii) any liability of the Company with respect to indebtedness for borrowed money prior to the Closing Date and (iii) any liability of the Company prior to the Closing Date under the benefit plans maintained by the Company with respect to the employees who will get transferred to OEIPL.
6. Transfer of the Auxiliary Components Undertaking is subject to satisfaction or waiver of the conditions precedent under the global agreement between ALSTOM and Triton and receipt of approval of shareholders of the Company by way of a special resolution through postal ballot.
7. Upon fulfillment or waiver (to the extent permitted) of the abovementioned conditions, the Auxiliary Components Undertaking of the Company shall stand transferred to OEIPL in accordance with the ASB unless the ASB is terminated prior to the Closing Date in accordance with its terms.
8. Stamp duties and registration fees in relation to the ASB and its ancillary documents will be borne by OEIPL.

Purchase Consideration:

The consideration for transfer of the Auxiliary Components Undertaking of the Company to OEIPL has been determined by the Audit Committee and the Board of Directors of the Company based on their independent judgment and taking into consideration the valuation report dated 04 June 2014 ("**Valuation Report**") provided

by an independent valuer, M/s. Deloitte Touche Tohmatsu India Private Limited and the fairness opinion dated 04 June 2014 ("**Fairness Opinion**") provided by a Category I independent merchant banker, M/s. Axis Capital Limited. The Audit Committee of the Company in its meeting held on 05 June 2014 considered and evaluated the Valuation Report and the Fairness Opinion along with the CA Certificate. The Audit Committee forwarded the Valuation Report, the Fairness Opinion and the CA Certificate to the Board of Directors of the Company after according its approval to them. Subsequently, the Board of Directors in its meeting held on 05 June 2014 considered the Valuation Report, the Fairness Opinion and the CA Certificate along with the recommendations of the Audit Committee and approved the same.

Upon completion of the proposed transaction, the Board of Directors will take an appropriate decision regarding the extent and mode of utilization of cash including for distribution to the shareholders of the Company and general corporate purposes.

None of the Directors / Managers / Key Managerial Personnel of the Company and their relatives is/are, in any way, concerned or interested in the said resolution, except to the extent of their respective shareholdings in the Company, if any.

The Board of Directors recommend passing of this resolution.

**By order of the Board
For ALSTOM India Limited**

Place : Noida
Date : 05 June 2014

Pradeepa Puhan
**Company Secretary
FCS 5138**

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



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Tel. No. 022- 66399255 / 66399260; website: www.alstom.com/india

POSTAL BALLOT FORM

(Please read the instructions printed overleaf carefully before completing this form)

Serial No.

1. Name of the Member including joint-holder(s), if any, registered with the Company (in block letters):

2. Registered address of the Sole/ First named Member:

3. 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 Special Resolution to be passed through postal ballot for the business stated in the Notice of the Company dated 05 June 2014 by conveying my/our assent or dissent to the said resolutions by placing the tick (✓) mark in the appropriate box below:

Resolution No.	Description	No. of shares	(For) I / we assent to the resolution	(Against) I / we dissent to the resolution
1.	Sale and transfer of the Company's Auxiliary Components Undertaking to OAK Energy India Private Limited as a going concern on a 'slump sale' basis for a lump sum consideration, without values being assigned to individual assets and liabilities.			

Place:

Date:

(Signature of Member)



Electronic Voting Particulars

EVSN (Electronic Voting Sequence Number)	User ID	Password



NOTES AND INSTRUCTIONS

General

- Under the green initiative of Ministry of Corporate Affairs, Notice of Postal Ballot is being sent to the members who have registered their e-mail IDs with the Company / Registrar and Transfer Agent ("RTA"), through e-mail and to all other members by post along with the Postal Ballot Form.
- The Company has appointed Mr. Patrick Ledermann, Vice-Chairman & Managing Director, Mr. Hiren Vyas, Country Legal Director and Mr. Pradeepta Puhan, Company Secretary as the authorized persons to conduct the entire postal ballot / e-voting process.
- The Notice of Postal Ballot / e-voting is being sent to the members / beneficiaries whose names appear in the Register of Members / Record of Depositories as on 06 June 2014 and voting rights of such members shall be reckoned on the paid-up value of shares registered in the name of the members as on the same date.
- Any Postal Ballot Form / e-voting received by the Scrutinizer after the close of working hours (i.e. 6.00 p.m. IST) on 16 July 2014 shall be treated as if the reply from such member has not been received.
- The Scrutinizer will submit the report to the Board of Directors / Managing Director of the Company after completion of scrutiny of the Postal Ballot Forms / e-voting not later than 18 July 2014.
- The results of the Postal Ballot / e-voting will be announced by the Managing Director or Company Secretary of the Company on 21 July 2014 at the Corporate Office of the Company situated at IHDP Building, Plot No. 7, Sector - 127, Noida - 201301 (Uttar Pradesh) at 11.30 a.m. and the same result shall also be made available at the Registered Office of the Company at 'The International', 5th Floor, 16, Marine Lines Cross Road No.1, Off Maharshi Karve Road, Churchgate, Mumbai - 400 020 on same day and will also be informed to BSE Limited and National Stock Exchange of India Limited, displayed on the Company's website www.alstom.com/india and published in newspapers. The Scrutinizer's report shall also be placed on the Company's website-www.alstom.com/india. The date of declaration of the results of postal ballot / e-voting will be taken to be the date of passing of the resolution.
- Kindly note that e-voting is optional i.e. members have the option to vote either through e-voting or through the Postal Ballot Form. The members can opt for only one mode of voting i.e. through postal ballot or e-voting. If the member decides to vote through postal ballot they are advised not to vote through e-voting and vice versa. In case of voting by both the modes, voting through a valid physical Postal Ballot Form will be considered and counted and e-voting of such member will be treated as invalid.
- There will be one Postal Ballot Form / e-voting for every folio / client id irrespective of the number of joint holders.
- Voting rights in the postal ballot / e-voting cannot be exercised by a proxy.
- The Scrutinizer's decision on the validity of a postal ballot / e-voting will be final and binding.
- All documents referred to in the accompanying Notice and the explanatory statement are open for inspection on all working days (Monday to Friday) between 11.00 a.m. and 1.00 p.m. up to 16 July 2014, at the Corporate office of the Company situated at IHDP Building, Plot No.7, Sector - 127, Noida - 201301 (Uttar Pradesh).
- Any query in relation to the resolution proposed to be passed by postal ballot / e-voting may be addressed to Mr. Pradeepta Puhan, Company Secretary, ALSTOM India Limited, 'The International', 5th Floor, 16, Marine Lines Cross Road No.1, Off Maharshi Karve Road, Churchgate, Mumbai - 400 020.

Voting in physical form

- A member desiring to exercise voting right by postal ballot may complete the Postal Ballot Form and send it in the enclosed self-addressed business reply envelope, so as to reach the Scrutinizer on or before the close of working hours (i.e. 6.00 p.m.) of Wednesday, 16 July 2014. The Postal Ballot Forms received after this date will be treated as if the reply from the member has not been received. However, envelopes containing the Postal Ballot Form, if sent by courier or by registered post or by speed post at the expense of the registered member will also be accepted. However, the same should be sent in the name of Mr. Hemant Kumar Singh (Scrutinizer) of M/s. Hemant Singh & Associates, Company Secretaries at 306, Surya Complex, 21, Veer Savarkar Block, Shakarpur, Delhi-110092, India. The Postal Ballot Form(s) may also be deposited personally.
- A member desiring to exercise voting right by postal ballot is requested to exercise his/her voting right by using the attached Postal Ballot Form only. No other form or photocopy of the form is permitted. A member may however request the company for a duplicate Postal Ballot Form, if so required. However, the duly completed duplicate Postal Ballot Form should reach the Scrutinizer not later than the date and time specified in Point No. 13 above.
- The Postal Ballot Form should be completed and signed by the member (as per the specimen signature registered with the Company or furnished by National Securities Depository Limited / Central Depository Services (India) Limited, in respect of shares held in the physical form or dematerialized form, respectively).
- The votes should be cast either in favour or against the resolution by putting the tick [v] mark in the column provided for assent or dissent. Postal Ballot Form bearing tick [v] mark in both the columns will render the Form invalid.
- The Postal Ballot Form should be completed and signed by the sole / first named member. In the absence of the first named member in a joint holding, the Form may be completed and signed by the next named member. However, where the Form is sent separately by the first named member and the joint holder(s), the vote of the first named member would be valid.
- In case of shares held by companies, trusts, societies etc., the duly completed Postal Ballot Form should be accompanied by a certified true copy of the board resolution / authority letter, with signatures of authorized signatory(ies), duly attested. Holders of Power of Attorney ("POA") on behalf of the member may vote on the postal ballot mentioning the registration No. of the POA and enclosing an attested copy of the POA.
- Incomplete, unsigned or incorrectly filled Postal Ballot Forms will be subject to rejection by the Scrutinizer.
- Members are requested to fill the Postal Ballot Form in indelible ink and not in any erasable writing mode like a pencil.
- Members are requested not to send any other matter along with the Postal Ballot Form in the enclosed self-addressed business reply envelope. If any extraneous papers are found, the same will be destroyed by the Scrutinizer.
- A member neither necessarily needs to use all the votes nor needs to necessarily cast all the votes in the same manner.

Voting through electronic mode

- In case a member receives an e-mail from Karvy Computershare Pvt. Ltd. ("Karvy") or wishes to vote through electronic mode despite receiving the Postal Ballot Form by post:
 - Launch internet browser and type the URL: <https://evoting.karvy.com>.
 - Enter the login credentials (i.e. user ID and password mentioned in your e-mail/Postal Ballot Form). Your Folio No./ DP ID / Client ID will be your user ID. However, if you are already registered with Karvy for e-voting, you can use your existing User ID and Password for casting your vote.

User ID	For Members holding shares in Demat form: a. For NDSL: 8 character DP ID followed by 8 digits Client ID b. For CDSL: 16 digits Beneficiary ID / Client ID For Members holding shares in Physical form: Electronic Voting Sequence Number (EVSN) followed by Folio No. registered with the Company.
Password	Your unique password is printed on the Postal Ballot Form / provided in the e-mail forwarding the electronic notice.

- After entering these details appropriately, Click on "LOGIN"
 - You will now reach the Password Change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character. The system will prompt you to change your password and update any contact details like mobile number, e-mail ID etc. on first login. You may also enter the secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - You need to login again with the new credentials.
 - On successful login, the system will prompt you to select the "EVENT" i.e. ALSTOM India Limited.
 - On the voting page, enter the number of shares as on the cut-off date (which represents the number of votes) under "FOR/AGAINST" or alternatively, you may partially enter any number in "FOR" and partially in "AGAINST" but the total number in "FOR/AGAINST" taken together should not exceed the total shareholding. If the member does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.
 - Cast your vote by selecting an appropriate option and click on "Submit". A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you confirm, you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on all the resolutions.
 - Corporate/Institutional Members (i.e., other than Individuals, HUF, NRI, etc.) are also required to send scanned copy (PDF Format) of the relevant Board Resolution/Authority Letter, etc. together with attested specimen signature of the duly authorized signatory(ies), to the Scrutinizer at e-mail id: hemantsinghcs@gmail.com with a copy marked to evoting@karvy.com. The scanned image of the above mentioned documents should be in the naming format "Corporate Name_EVSN NO."
- E-voting period starts from 17 June 2014 and ends on 16 July 2014. The e-voting module will be disabled after 6.00 P.M. on 16 July 2014 for voting by member.
 - In case of any queries, you may refer to "Help & FAQ's" section of Karvy at <https://evoting.karvy.com>.

