

Notice

NOTICE TO MEMBERS

NOTICE is hereby given that the 23rd Annual General Meeting (AGM) of the Members of ALSTOM India Limited will be held on Wednesday, 22 July 2015, 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:

- To receive, consider and adopt:
 - the audited financial statements of the Company for the financial year ended 31 March 2015, the Reports of the Board of Directors and Auditors thereon; and
 - the audited consolidated financial statements of the Company for the financial year ended 31 March 2015.
- To declare a dividend on equity shares.
- To appoint a Director in place of Mr. Rathindra Nath Basu (DIN 01192973), who retires by rotation at this AGM, and being eligible, seeks re-appointment.
- To ratify the appointment of Messrs. S.N. Dhawan & Co. (Firm Registration Number – 000050N), Chartered Accountants as Statutory Auditors of the Company and authorize the Board of Directors to fix their remuneration.

SPECIAL BUSINESS:

- 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 152 and other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Ms. Carole Roselyne Marcelle Le Couedic (DIN 06981006), who being eligible for appointment as a Director and in respect of whom the Company has received a notice in writing from a member, pursuant to the provisions of Section 160 of the Companies Act, 2013 signifying his intention to propose the candidature of Ms. Carole Roselyne Marcelle Le Couedic for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation, with effect from the date of 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.”

- 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) 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 2016, 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

Place : Noida
Date : 29 April 2015

Pradeepta Puhan
Company Secretary

Registered Office:

‘The International’, 5th Floor,
16, Marine Lines Cross Road No.1,
Off Maharshi Karve Road, Churchgate,
Mumbai - 400 020.

NOTES:

- 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.**
- A person can act as a proxy on behalf of Members not exceeding fifty in number and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A Member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as a proxy and such person shall not act as proxy for any other person or shareholder.
- 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.
- 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.
- 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.
- The Register of Members and the Transfer Books of the Company will remain closed from 16 July 2015 to 22 July 2015 (both days inclusive) for the AGM and for determining the names of members eligible for dividend on Equity Shares, if declared at the Meeting.

7. 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), Selenium Tower B, Plot No 31 & 32, Gachibowli, Financial District, Nanakramguda, Serilingampally, Hyderabad – 500032, Telangana, 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.
8. 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.
9. Members/Proxies should bring the attendance slip duly filled in, for attending the Meeting. The attendance slip is sent with this Annual Report.
10. The dividend, as recommended by the Board, if declared at the AGM will be paid on or after on and after 27 July 2015 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 15 July 2015 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 16 July 2015.
11. 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 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.
12. 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,

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 2022-23.

Unclaimed dividend for the following financial years is lying with the Unclaimed Dividend Account 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
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
2013-2014	31 August 2021

Unclaimed dividend for the years prior to and including the financial year 2006-07 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 Private Limited (Karvy), Selenium Tower B, Plot No 31 & 32, Gachibowli, Financial District, Nanakramguda, Serilingampally, Hyderabad – 500032, Telangana, India, in this regard.

13. 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.
14. 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.
15. 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).
16. Members are requested to bring the copy of the Annual Report to the AGM. Electronic copy of the Annual Report for 2014-15 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 2014-15 is being sent in the permitted mode.
17. 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.

18. 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.
19. 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.
20. 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.
21. **Voting through electronic means:**

In compliance with provisions of Section of 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 and Clause 35B of the Listing Agreement, the Company is pleased to provide its members the facility to exercise their right to vote at the 23rd AGM by electronic means from a place other than the venue of the Annual General Meeting ("remote e-voting").

For this purpose, the Company has availed the e-Voting Services provided by M/s. Karvy Computershare Pvt. Ltd. ("**Karvy**"). The complete details of instructions for e-voting are annexed to this notice.

The facility for voting through ballot paper shall also be available at the meeting and the members attending the meeting who have not casted their vote through remote e-voting shall be able to cast their vote at the meeting. Members who would have already casted their vote through remote e-voting shall be entitled to attend the meeting but shall not have the right to vote again.

ANNEXURE TO NOTICE

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

Item No. 5

The Board had appointed Ms. Carole Roselyne Marcelle Le Couedic as an Additional Director with effect from 24 January 2015, 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, Ms. Carole Roselyne Marcelle Le Couedic 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 ₹ 1,00,000/- proposing the candidature of Ms. Carole Roselyne Marcelle Le Couedic for the office of Director of the Company, liable to retire by rotation. The Company has received from Ms. Carole Roselyne Marcelle Le Couedic

(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 she is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013.

Brief resume of Ms. Carole Roselyne Marcelle Le Couedic, nature of her expertise in specific functional areas and other directorships and Committee memberships / chairmanships, if any, and 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 Ms. Carole Roselyne Marcelle Le Couedic as a Director of the Company would be of immense benefit to the Company. Accordingly, the Board of Directors recommends her 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 Ms. Carole Roselyne Marcelle Le Couedic, to whom the resolution relates, is interested or concerned in the resolution.

Item No. 6

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 2016 at a remuneration of ₹ 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. 6 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending 31 March 2016.

Your Directors propose the resolution as set out in Item No. 6 above for the approval of members as an ordinary resolution.

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. 6 of the Notice.

By Order of the Board of Directors

Place : Noida
Date : 29 April 2015

Pradeepta Puhan
Company Secretary

Registered Office:

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