ALSTOM T&D INDIA LIMITED

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

Recommendations of the Committee of Independent Directors (IDC) on the Open Offer to the Shareholders of the ALSTOM T&D India Limited (Target Company) by ALSTOM Holdings (Acquirer) for acquisition of upto 6,21,67,050 (Six Crores, twenty one lakhs, sixty seven thousand and fifty) fully paid-up equity shares of face value of Rs.2 (Rupees two) each under Regulation 26(7) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 [SEBI (SAST)].

1.	Date	December 29, 2012
2.	Name of the Target Company (TC)	ALSTOM T&D India Limited
3.	Details of the Offer pertaining to TC.	Open Offer made by the Acquirer - Alstom Holdings, France, under Regulations 4, 5(1) and 5(2) of the SEBI (SAST) Regulations to the public Equity Shareholders of the Target Company for acquisition of upto 6,21,67,050 (six crores, twenty one lakhs, sixty seven thousands and fifty) fully paid-up equity shares of face value of Rs.2 (Rupees two) each of the Target Company, representing 26% (twenty six percent) of the voting equity share capital of the Target Company ("Voting Share Capital") at a price of Rs.187.64 per Equity Share, payable in cash.
4.	Name(s) of the acquirer and PAC with the acquirer.	ALSTOM Holdings, France [Alstom Group] 3, Avenue Andre Malraux, 92300, Levallois-Perret, France There is no person acting in concert with the Acquirer.
5.	Name of the Manager to the offer.	ICICI Securities Limited SEBI Registration Number: INM000011179 Address: ICICI Centre, H. T. Parekh Marg Churchgate, Mumbai 400020, Maharashtra, India ICICI Bank Tower, 3rd Floor, NBCC Place, Pragati Vihar, Bhisam Pitamah Marg New Delhi 110003, India Tel: +91 22 2288 2460, Fax: +91 22 2282 6580 E-mail: atdil.openoffer@icicisecurities.com Website: www.icicisecurities.com
6.	Members of the Committee of Independent Directors (Please indicate the Chairperson of the Committee separately).	Mr. T. S. Vishwanath – Chairman of IDC; and Mr. Chandan Roy

7.	IDC Member's relationship with the TC (Director, Equity shares owned, any other contract/ relationship), if any.	None of the IDC members hold Equity Shares in, or has any relationship or interest with the Target Company other than as Director.
8.	Trading in the Equity Shares/other securities of the TC by IDC Members.	None of the IDC members hold any shares in the company (TC) and have not traded in the Equity Shares/other securities of the company (TC).
9.	IDC Member's relationship with the acquirer (Director, Equity shares owned, any other contract/ relationship), if any.	None of the IDC members is Director of, hold Equity Shares or other securities in, or has any relationship with the Acquirer or its Directors.
10.	Trading in the Equity Shares/ other securities of the acquirer by IDC Members	The shares of acquirer are not listed on any stock exchange and the members of IDC do not hold any shares/securities of the acquirer.
11.	Recommendation on the Open Offer, as to whether the offer is fair and reasonable.	The members of the Independent Directors Committee of the Company (TC), having perused the letter of offer dated December 20, 2012 (LOF) and documents as intimated to the company by the ICICI Securities Limited, Manager to the offer on behalf of Alstom Holdings – Acquirer – and based on the external professional advice on valuation received from M/s Deloitte, Haskins & Sells and on its own judgement, are of the view that the price of Rs.187.64 per equity share in the Company offered by the Acquirer is in accord with the guidelines prescribed by Securities Exchange Board of India (SEBI) under SEBI (SAST) Regulations 2011 and is considered fair and reasonable. The shareholders may take note that the offer is subject to the commercial and legal risks stated in the letter of offer, inter-alia, of obtention of any statutory approval that may be required at a later date (refer paragraph 2.2.6 of LOF) and that the market price of company's (TC) shares may be different, post open offer, due to market perception. The shareholders may also note that the market price of the Company's shares currently traded, inter-alia at the National Stock Exchange (NSE), as at the close of December 28, 2012 of Rs. 188.20, is higher than the price offered by the Acquirer.

12.	Summary of reasons for recommendation (IDC may also invite attention to any other place, e.g. company's website, where its detailed recommendations along with written advice of the independent adviser, if any can be seen by the shareholder).	In view of the Valuation arrived at by M/s Deloitte, Haskins & Sells, independent external professional advisor and the offer price being in line with the SEBI [SAST] Regulations and having regard to the book value per equity share of Rs. 36.65 and earning per share [EPS] of Rs. 6.79 in the Company for the period ended and as on March 31, 2012, the offer price of Rs.187.64 per equity share of the Company, appears to be and is considered fair and reasonable. The opinion of Deloitte, Haskins & Sells is available on the website of the Company [www.alstom.com/india] under the head "Investor Relations – Alstom T&D India Limited.
13.	Details of Independent Advisors, if any.	Deloitte, Haskins & Sells Chartered Accountants ASVN Ramana Tower 52, Venkatnarayana Road T. Nagar, Chennai 600017
14.	Any other matter(s) to be highlighted.	1. The Acquirer – Alstom Holdings, France – is a Group Holding Company and has in the ordinary course of business, issued certain letters of comfort and guarantees on behalf of the company (TC) besides having granted credit facility to the company (TC). 2. The Acquirer, which already holds 70%, will acquire the balance 30% of the issued and paid-up share capital of Alstom Grid Finance B.V., rendering the Acquirer holding 100% of the issued and paid-up share capital of the said Alstom Grid Finance B.V., which company along with its nominees owns 100% of the issued and paid-up share capital of Grid Equipments Limited, which in turn owns 73.40% of the company's (TC) voting share capital. 3. In terms of the disclosures contained in the detailed Public Statement dated September 24, 2012 (DPS) and the LOF, attention of the Public Shareholders is specifically drawn to para IF of DPS and para 2.2.10 of the LOF, whereby the Acquirer has undertaken, should it be required, to reduce the promoter shareholding in the company, within the time frame of the regulatory framework, such that the required minimum public shareholding in the company is maintained on a continuous basis for remaining listed on the Stock Exchanges, where the company's shares are listed.

		4. There are no adverse findings on the acquirer in the DPS and in the LOF save as regards delay in filing the requisite disclosure in 2004 under the erstwhile Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 1997 (refer Ser. No. 7 in paragraph 3A.5 of LOF).

To the best of our knowledge and belief, after making proper enquiry, the information contained in or accompanying this statement is, in all material respect, true and correct and not misleading, whether by omission of any information or otherwise, and includes all the information required to be disclosed by the TC under the Takeover Code".

For ALSTOM T&D India Limited

T. S. Vishwanath

T. S. Vishwanath
Chairman – Committee of Independent Directors

Date: December 29, 2012
Place: New Delhi