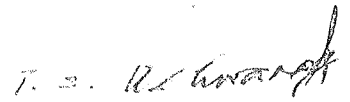
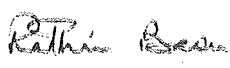
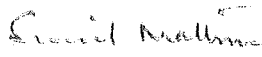
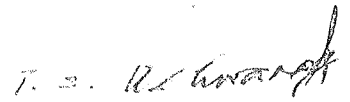
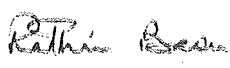
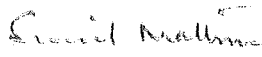
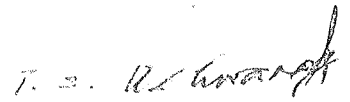
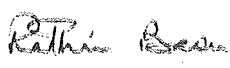
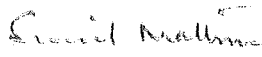


FORM A
(Clause 31 of Listing Agreement)

Format of covering letter of the annual audit report to be filed with the stock exchanges

1.	Name of the Company:	ALSTOM T&D India Limited		
2.	Annual financial statements for the year ended	March 31, 2013		
3.	Type of Audit observation	Un-qualified and without any matter of emphasis		
4.	Frequency of observation	Not applicable		
5.	<table border="0" style="width: 100%;"><tr><td style="width: 50%; vertical-align: top;">For Price Waterhouse Firm Registration No.: 012754N Chartered Accountants  Sharmila A. Karve Partner Membership No.: 043229</td><td style="width: 50%; vertical-align: top;">For ALSTOM T&D India Limited  T. S. Vishwanath Audit Committee Chairman  Rathindra Nath Basu Managing Director  Sunil Mathur Chief Financial Officer</td></tr></table>		For Price Waterhouse Firm Registration No.: 012754N Chartered Accountants  Sharmila A. Karve Partner Membership No.: 043229	For ALSTOM T&D India Limited  T. S. Vishwanath Audit Committee Chairman  Rathindra Nath Basu Managing Director  Sunil Mathur Chief Financial Officer
For Price Waterhouse Firm Registration No.: 012754N Chartered Accountants  Sharmila A. Karve Partner Membership No.: 043229	For ALSTOM T&D India Limited  T. S. Vishwanath Audit Committee Chairman  Rathindra Nath Basu Managing Director  Sunil Mathur Chief Financial Officer			

INDEPENDENT AUDITORS' REPORT

To the Members of ALSTOM T&D India Limited

Report on the Financial Statements

1. We have audited the accompanying financial statements of ALSTOM T&D India Limited (the "Company"), which comprise the Balance Sheet as at March 31, 2013, and the Statement of Profit and Loss and Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information, which we have signed under reference to this report.

Management's Responsibility for the Financial Statements

2. The Company's Management is responsible for the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the Accounting Standards referred to in sub-section (3C) of section 211 of "The Companies Act, 1956" of India (the "Act"). This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

3. Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.
4. An audit involves performing procedures to obtain audit evidence, about the amounts and disclosures in the financial statements. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditors consider internal control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by Management, as well as evaluating the overall presentation of the financial statements.
5. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

6. In our opinion, and to the best of our information and according to the explanations given to us, the accompanying financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:
 - (a) in the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2013;
 - (b) in the case of the Statement of Profit and Loss, of the profit for the year ended on that date; and
 - (c) in the case of the Cash Flow Statement, of the cash flows for the year ended on that date.



Report on Other Legal and Regulatory Requirements

7. As required by 'the Companies (Auditor's Report) Order, 2003', as amended by 'The Companies (Auditor's Report) (Amendment) Order, 2004', issued by the Central Government of India in terms of sub-section (4A) of section 227 of the Act (hereinafter referred to as the "Order"), and on the basis of such checks of the books and records of the Company as we considered appropriate and according to the information and explanations given to us, we give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the Order.
8. As required by section 227(3) of the Act, we report that:
 - (a) We have obtained all the information and explanations which, to the best of our knowledge and belief, were necessary for the purpose of our audit;
 - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;
 - (c) The Balance Sheet, Statement of Profit and Loss and Cash Flow Statement dealt with by this Report are in agreement with the books of account;
 - (d) In our opinion, the Balance Sheet, Statement of Profit and Loss and Cash Flow Statement dealt with by this report comply with the Accounting Standards referred to in sub-section (3C) of section 211 of the Act;
 - (e) On the basis of written representations received from the directors as on March 31, 2013, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2013, from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Act.

For Price Waterhouse
Firm Registration Number: 012754N
Chartered Accountants


Sharmila A. Karve
Partner
Membership Number: 043229

New Delhi
April 29, 2013

Annexure to the Independent Auditors' Report
Referred to in paragraph 7 of the Independent Auditors' Report of even date to the members of ALSTOM
T&D India Limited on the financial statements as of and for the year ended March 31, 2013

- i. (a) The Company is maintaining proper records showing full particulars, including quantitative details and situation, of fixed assets.
 - (b) The fixed assets are physically verified by the Management according to a phased programme designed to cover all the items over a period of three years which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the programme, a portion of the fixed assets has been physically verified by the Management during the year and no material discrepancies have been noticed on such verification.
 - (c) In our opinion, and according to the information and explanations given to us, a substantial part of fixed assets has not been disposed off by the Company during the year.
- ii. (a) The inventory [excluding stocks with third parties] has been physically verified by the Management during the year. In respect of inventory lying with third parties, these have substantially been confirmed by them. In our opinion, the frequency of verification is reasonable.
 - (b) In our opinion, the procedures of physical verification of inventory followed by the Management are reasonable and adequate in relation to the size of the Company and the nature of its business.
 - (c) On the basis of our examination of the inventory records, in our opinion, the Company is maintaining proper records of inventory. The discrepancies noticed on physical verification of inventory as compared to book records were not material.
- iii. The Company has not granted/taken any loans, secured or unsecured, to companies, firms or other parties covered in the register maintained under section 301 of the Act. Therefore, the provisions of Clause 4(iii)[(b),(c) and (d) / (f) and (g)] of the said Order are not applicable to the Company.
- iv. In our opinion, and according to the information and explanations given to us, there is an adequate internal control system commensurate with the size of the Company and the nature of its business for the purchase of inventory and fixed assets and for the sale of goods and services. Further, on the basis of our examination of the books and records of the Company, and according to the information and explanations given to us, we have neither come across, nor have been informed of, any continuing failure to correct major weaknesses in the aforesaid internal control system.
- v. According to the information and explanations given to us, there have been no contracts or arrangements that need to be entered in the register maintained under section 301 of the Act. Accordingly, the question of commenting on transactions made in pursuance of such contracts or arrangements does not arise.
- vi. The Company has not accepted any deposits from the public within the meaning of sections 58A and 58AA of the Act and the rules framed there under.
- vii. In our opinion, the Company has an internal audit system commensurate with its size and the nature of its business.



- viii. We have broadly reviewed the books of account maintained by the Company in respect of products where, pursuant to the rules made by the Central Government of India, the maintenance of cost records has been prescribed under clause (d) of sub-section (1) of section 209 of the Act, and are of the opinion that, prima facie, the prescribed accounts and records have been made and maintained. We have not, however, made a detailed examination of the records with a view to determine whether they are accurate or complete.
- ix. (a) According to the information and explanations given to us and the records of the Company examined by us, in our opinion, the Company is regular in depositing undisputed statutory dues in respect of income tax, other than a slight delay in depositing tax deducted at source in two cases, and is regular in depositing undisputed statutory dues, including provident fund, investor education and protection fund, employees' state insurance, sales tax, wealth tax, service tax, customs duty, excise duty and other material statutory dues, as applicable, with the appropriate authorities.
- (b) According to the information and explanations given to us and the records of the Company examined by us, there are no dues of wealth tax and customs duty which have not been deposited on account of any dispute. The particulars of dues of income tax, sales tax, service tax and excise duty as at March 31, 2013 which have not been deposited on account of a dispute, are as follows:

Name of the Statute	Nature of dues	Amount of demand (in Rs. Million)	Period to which the amount relates (Financial Year)	Forum where dispute is pending
The Central Excise Act, 1944	Excise duty including interest and penalty as applicable	44 *	1990-91, 1996-97, 1998-99, 2003-04, 2011-12, 2012-13	Appellate Authority - upto Commissioner level
			2008-09 to 2011-12	Central Excise and Service Tax Appellate Tribunal
			2008-09 and 2009-10	Madras High Court
Service Tax (Finance Act, 1994)	Service tax including interest and penalty as applicable	561 **	2011-12 and 2012-13	Appellate Authority - upto Commissioner level
			2005-06, 2007-08, 2008-09, 2010-11 to 2012-13	Central Excise and Service Tax Appellate Tribunal
			2009-10	Madras High Court



Annexure to the Independent Auditors' Report

Referred to in paragraph 4 of the Independent Auditors' Report of even date to the members of ALSTOM T&D India Limited on the financial statements as of and for the year ended March 31, 2013

Page 3 of 4

Central Sales Tax Act and Local Sales Tax Acts (including Works contract tax)	Sales tax including interest and penalty as applicable	503 ***	1988-89 to 1990-91, 1992-93, 1993-94, 1998-99, 2000-01 to 2009-10, 2011-12, 2012-13	Appellate Authority - upto Commissioner level
			1983-84, 1986-87 to 1988-89, 1991-92	Sales Tax Appellate Tribunal
Income Tax Act, 1961	Income tax including interest as applicable	326 ****	2008-09	Commissioner of Income Tax (Appeals)

* Amount deposited against the demand is Rs. 4 Million.

** Amount deposited against the demand is Rs. 219 Million.

*** Amount deposited against the demand is Rs. 174 Million.

**** Out of this amount, Rs. 22 Million has been adjusted against refund due for Assessment Year 2005-06.

- x. The Company has no accumulated losses as at the end of the financial year and it has not incurred any cash losses in the financial year ended on that date or in the immediately preceding financial year.
- xi. According to the records of the Company examined by us and the information and explanation given to us, the Company has not defaulted in repayment of dues to any financial institution or bank as at the balance sheet date. The Company did not have any outstanding debentures as at the balance sheet date.
- xii. The Company has not granted any loans and advances on the basis of security by way of pledge of shares, debentures and other securities. Therefore, the provisions of Clause 4(xii) of the Order are not applicable to the Company.
- xiii. As the provisions of any special statute applicable to chit fund/ nidhi/ mutual benefit fund/ societies are not applicable to the Company, the provisions of Clause 4(xiii) of the Order are not applicable to the Company.
- xiv. In our opinion, the Company is not dealing in or trading in shares, securities, debentures and other investments. Accordingly, the provisions of Clause 4(xiv) of the Order are not applicable to the Company.
- xv. In our opinion, and according to the information and explanations given to us, the Company has not given any guarantee for loans taken by others from banks or financial institutions during the year. Accordingly, the provisions of Clause 4(xv) of the Order are not applicable to the Company.
- xvi. In our opinion, and according to the information and explanations given to us, the term loans have been applied, on an overall basis, for the purposes for which they were obtained.
- xvii. According to the information and explanations given to us and on an overall examination of the balance sheet of the Company, we report that the no funds raised on short-term basis have been used for long-term investment.



Annexure to the Independent Auditors' Report

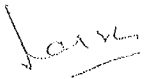
Referred to in paragraph 4 of the Independent Auditors' Report of even date to the members of ALSTOM T&D India Limited on the financial statements as of and for the year ended March 31, 2013

Page 4 of 4

- xviii. The Company has not made any preferential allotment of shares to parties and companies covered in the register maintained under section 301 of the Act during the year. Accordingly, the provisions of Clause 4(xviii) of the Order are not applicable to the Company.
- xix. The Company has not issued any debentures during the year and does not have any debentures outstanding as at the beginning of the year and at the year end. Accordingly, the provisions of Clause 4(xix) of the Order are not applicable to the Company.
- xx. The Company has not raised any money by public issue during the year. Accordingly, the provisions of Clause 4(xx) of the Order are not applicable to the Company.
- xxi. During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, we have neither come across any instance of material fraud on or by the Company, noticed or reported during the year, nor have we been informed of any such case by the Management. (14)

New Delhi
April 29, 2013

For Price Waterhouse
Firm Registration Number: 012754N
Chartered Accountants


Sharmila A. Karve
Partner
Membership Number: 043229