

## CORPORATE GOVERNANCE

**GE POWER INDIA LIMITED**

**SCRIP CODE: 532309**

**QUARTER ENDING: SEPTEMBER 2023**

Quarter Ending :September 2023

### Annexure I I. Composition of Board of Directors

Disclosure of notes on composition of board of directors explanatory															NA						
Whether the listed entity has a Regular Chairperson															Yes						
Whether Chairperson is related to MD or CEO															No						
Disqualification of Directors under section 164 of the Companies Act, 2013																					
Sr	Title (Mr/Ms)	Name of the Director	DIN	Category	Whether the director is disqualified?	Start Date of disqualification	End Date of disqualification	Details of disqualification	Current status	Whether special resolution passed? [Refer Reg 17(A) of Listing Regulations]	Date of passing special resolution	Initial Date of Appointment	Date of Re-appointment	Date of cessation	Tenure of Director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity (Refer Regulation 17A(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 28(1) of Listing Regulations)	Notes for not providing PAN	Notes for not providing DIN
1	Mr	Uddesh Kumar Kohli	00183409	Non-Executive - Independent Director	No	-	-	-	Active	Yes	23-07-2019	25-07-2014	25-07-2019	-	110.00	1	1	2	2		
2	Mr	Arun Kannan Thiagarajan	00292757	Non-Executive - Independent Director	No	-	-	-	Active	Yes	23-07-2019	25-07-2014	25-07-2019	-	110.00	2	2	2	0		
3	Ms	Shukla Wassan	02770898	Non-Executive - Independent Director	No	-	-	-	Active	NA	-	29-11-2021	29-11-2021	-	22.00	2	2	1	0		
4	Mr	Mahesh Shrikrishna Palashikar	02275903	Non-Executive - Non Independent Director	No	-	-	-	Active	NA	-	27-05-2020	27-05-2020	-	40.00	2	0	3	0		
5	Mr	Prashant Chiranjive Jain	06828019	Executive Director	No	-	-	-	Active	NA	-	17-04-2019	17-04-2022	-	54.00	1	0	1	0		
6	Mr	Yogesh Gupta	01393032	Executive Director	No	-	-	-	Active	NA	-	16-12-2020	16-12-2020	-	34.00	1	0	1	0		

## Corporate Governance

GE Power India Ltd	
Scrip Code :532309	Quarter Ending : September 2023

## Annexure 1

## II. Composition of Committees

Disclosure of notes on composition of committees explanatory		-					
<b>Audit Committee Details</b>							
Whether the Audit Committee has a Regular Chairperson				Yes			
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date Of Appointment	Date of Cessation	Remarks
1	00183409	Uddesh Kumar Kohli	Non-Executive - Independent Director	Chairperson	03-01-2006	-	-
2	00292757	Arun Kannan Thiagarajan	Non-Executive - Independent Director	Member	20-06-2003	-	-
3	02770898	Shukla Wassan	Non-Executive - Independent Director	Member	29-11-2021	-	-
4	02275903	Mahesh Shrikrishna Palashikar	Non-Executive - Non Independent Director	Member	27-05-2020	-	-
<b>Nomination and remuneration committee</b>							
Whether the Nomination and remuneration committee has a Regular Chairperson				Yes			
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date Of Appointment	Date of Cessation	Remarks
1	00292757	Arun Kannan Thiagarajan	Non-Executive - Independent Director	Chairperson	25-04-2014	-	-
2	00183409	Uddesh Kumar Kohli	Non-Executive - Independent Director	Member	07-06-2016	-	-
3	02770898	Shukla Wassan	Non-Executive - Independent Director	Member	29-11-2021	-	-
4	02275903	Mahesh Shrikrishna Palashikar	Non-Executive - Non Independent Director	Member	27-05-2020	-	-

Stakeholders Relationship Committee							
Whether the Stakeholders Relationship Committee has a Regular Chairperson				Yes			
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date Of Appointment	Date of Cessation	Remarks
1	00183409	Uddesh Kumar Kohli	Non-Executive - Independent Director	Chairperson	23-10-2006	-	-
2	06828019	Prashant Chiranjive Jain	Executive Director	Member	06-05-2019	-	-
3	01393032	Yogesh Gupta	Executive Director	Member	16-12-2020	-	-
Risk Management Committee							
Whether the Risk Management Committee has a Regular Chairperson				Yes			
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date Of Appointment	Date of Cessation	Remarks
1	02275903	Mahesh Shrikrishna Palashikar	Non-Executive - Non Independent Director	Chairperson	27-05-2020	-	-
2	06828019	Prashant Chiranjive Jain	Executive Director	Member	06-05-2019	-	-
3	00183409	Uddesh Kumar Kohli	Non-Executive - Independent Director	Member	01-04-2019	-	-
4	01393032	Yogesh Gupta	Executive Director	Member	16-12-2020	-	-
5	00000000	Senthil Velan	Engineering Manager - Functional Management	Member	13-10-2021	-	Engineering Manager - Functional Management
6	00000000	Anshul Tripathi	Senior Engineering Manager - Systems Engineering M	Member	13-10-2021	-	Senior Engineering Manager - Systems Engineering Management
Corporate Social Responsibility Committee							
Whether the Corporate Social Responsibility Committee has a Regular Chairperson				Yes			
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date Of Appointment	Date of Cessation	Remarks
1	06828019	Prashant Chiranjive Jain	Executive Director	Chairperson	06-05-2019	-	-
2	00183409	Uddesh Kumar Kohli	Non-Executive - Independent Director	Member	25-04-2014	-	-
3	02275903	Mahesh Shrikrishna Palashikar	Non-Executive - Non Independent Director	Member	27-05-2020	-	-

Corporate Governance

GE Power India Ltd	
Scrip Code :532309	Quarter Ending : September 2023

Annexure 1

III. Meeting Of Board Of Directors

Disclosure of notes on meeting of board of directors explanatory							
Sr	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive(in number of days)	Notes for not providing Date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors as on date of the meeting	Number of Directors present*(All directors including Independent Director)	No. of Independent Directors attending the meeting*
1	26-05-2023	-	-	Yes	6.00	6	3
2	06-07-2023	40	-	Yes	6.00	6	3
3	10-08-2023	34	-	Yes	6.00	6	3
4	11-08-2023	-	-	Yes	6.00	6	3

## Corporate Governance

GE Power India Ltd	
Scrip Code -532309	Quarter Ending - September 2023

## Annexure 1

## IV. Meeting Of Committees

Disclosure of notes on meeting of committees explanatory						For No. of members attending the meeting (other than Board of Directors) only details of such person is considered who are members of the said Committee but are not Directors on the Board of the Company.				
Sr	Name of Committee	Enter Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive meetings (in number of days)	Name of other committee	Reason for not providing date	Whether requirement of Quorum met (details)	Total Number of Directors in the Committee as on date of the meeting	Number of Directors Present (All directors including Independent director)	No. of Independent Directors attending the meeting*	No. of members attending the meeting (other than Board of Directors)
1	Audit Committee	26 May 2023.	-	-	-	Yes	4	4	3	0
2	Audit Committee	06 Jul 2023	40	-	-	Yes	4	4	3	0
3	Audit Committee	11 Aug 2023	35	-	-	Yes	4	4	3	0
4	Risk Management Committee	20 Apr 2023	-	-	-	Yes	4	4	1	1
5	Risk Management Committee	06 Jul 2023	76	-	-	Yes	4	4	1	2

Corporate Governance

GE Power India Ltd	
Scrip Code :532309	Quarter Ending : September 2023

Annexure 1

V. Related Party Transactions

Sr	Subject	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here
1	Whether prior approval of audit committee obtained	Yes	-
2	Whether shareholder approval obtained for material RPT	Yes	-
3	Whether details of RPT entered into pursuant to omnibus approval have been reviewed by audit committee	Yes	-
Disclosure of notes on related party transactions			Details of actual RPT entered by the Company during Q2 of FY 2023-24 pursuant to omnibus approval shall be reviewed by the Audit Committee in its subsequent meeting and requisites actions, if any shall be taken accordingly.
Disclosure of notes of material transaction with related party			<p>GE Power India Limiteds (the Company) transactions with GE India Industrial Private Limited (GEIPL) (both related parties) surpassed the limit of 10% of the consolidated turnover of the Company in Q2 of FY 2023-24.</p> <p>The Company has received loans in the form of borrowing from cashpool from GEIPL amounting to approximately 1754.6 MINR (maximum balance outstanding excluding interest) during the quarter ended 30 September 2023 (Q2) and executed other transactions amounting to approximately 45 MINR during the quarter ended 30 September 2023 (Q2), pursuant to the approval of the members of the Company in the Annual General Meeting held on 30 August 2022 and 28 August 2023.</p>



Corporate Governance

GE Power India Ltd	
Scrip Code :532309	Quarter Ending : September 2023

Annexure I

VI. Affirmations

Sr	Subject	Compliance status (Yes/No)
1	The composition of board of directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
2	The composition of audit committee is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015 <b>a. Audit committee</b>	Yes
3	The composition of the nomination and remuneration committee is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015 <b>b. Nomination and remuneration committee</b>	Yes
4	The composition of the stakeholders relationship committee is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015 <b>c. Stakeholders relationship committee</b>	Yes
5	The composition of the risk management committee is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015 <b>d. Risk management committee (applicable to the top 1000 listed entities)</b>	Yes
6	The committee members have been made aware of their powers, role and responsibilities as specified in of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
7	The meetings of the board of directors and the above committees have been conducted in the manner as specified SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
8	This report and/or the report submitted in the previous quarter has been placed before board of directors	Yes
9	Any comments/observations/advice of Board of Directors may be mentioned here:	-

Annexure I

Sr	Subject	Compliance status
1.	Name of signatory	Kamna Tiwari
2.	Designation	Company Secretary and Compliance Officer

Sr. No.	Item	Compliance status	Details of non-compliance	Web address
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Disclosure of notes on website in terms of Listing Regulations explanatory

- ▶ Annual Affirmation
- ▶ Affirmation

Annexure III

Corporate Governance

GE Power India Ltd	
Scrip Code :532309	Quarter Ending : September 2023

Annexure 2

II. Annual Affirmation

Sr	Particulars	Regulation Number	Compliance status (Yes/No)	if status is "No" details of non-compliance
Any other information to be provided				-

No Data Available

Annexure II

<b>Name of signatory</b>	Kamna Tiwari
<b>Designation</b>	Company Secretary and Compliance Officer



Corporate Governance

GE Power India Ltd	
Scrip Code :532309	Quarter Ending : September 2023

Annexure II

III. Affirmation

Sr.	Particulars	Compliance status (Yes/No/NA)
	Any other information to be provided	-

No Data Available

Annexure II		
1.	Name of signatory	Kamna Tiwari
2.	Designation	Company Secretary and Compliance Officer

## Annexure III

## III. Affirmations

Sr	Particulars	Regulation Number	Compliance status(Yes/No/NA)	If status is "No" details of non-compliance may be given here
1	Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website	46(2)	Yes	-
2	Presence of chairperson of audit committee at the annual general meeting	18(1)(d)	Yes	-
3	Presence of chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	Yes	-
4	Whether corporate governance report disclosed in annual report	34(3) read with para C of Schedule V	Yes	-
6	Presence of Chairperson of the Stakeholder Relationship committee at the annual general meeting	20(3)	Yes	-

Any other information to be provided

1	Name of signatory	Kamna Tiwari
2	Designation	Company Secretary and Compliance Officer

Annexure IV  
Additional Half Yearly Disclosure

Disclosure of Loans/ guarantees/comfort letters /securities etc.

Applicability of disclosure	Applicable
Reason for Non Applicability	Applicable

A) Any loan or any other form of debt advanced by the listed entity directly or indirectly to:

Entity	Aggregate amount advanced during six months	Balance outstanding at the end of six months
Promoter or any other entity controlled by them	-	-
Promoter Group or any other entity controlled by them	-	-
Directors (including relatives) or any other entity controlled by them	-	-
KMPs or any other entity controlled by them	-	-

B) Any guarantee/ comfort letter (by whatever name called) provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:

Entity	Type (guarantee, comfort letter etc.)	Aggregate amount of issuance during six months	Balance outstanding at the end of six months(taking into account any invocation)
Promoter or any other entity controlled by them	Nil	-	-
Promoter Group or any other entity controlled by them	Nil	-	-
Directors (including relatives) or any other entity controlled by them	Nil	-	-
KMPs or any other entity controlled by them	Nil	-	-

C) Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:

Entity	Type of security (cash, shares etc.)	Aggregate value of security provided during six months	Balance outstanding at the end of six months
Promoter or any other entity controlled by them	Nil	-	-
Promoter Group or any other entity controlled by them	Nil	-	-
Directors (including relatives) or any other entity controlled by them	Nil	-	-
KMPs or any other entity controlled by them	Nil	-	-

(D) Additional information

Affirmations	Compliance Status
All loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) given directly or indirectly by the listed entity to promoter(s), promoter group, director(s) (including their relatives), key managerial personnel (including their relatives) or any entity controlled by them are in the economic interest of the company.	
Name	Yogesh Gupta
Designation	CFO
Place	Noida
Date	19 Oct 2023
Signatory Details:	
Name of signatory	Kamna Tiwari
Designation of person	Company Secretary and Compliance Officer
Place	--
Date	--

ANNEXURE - 1

MATERIAL RELATED PARTY TRANSACTIONS

GE Power India Limited's ("the Company") transactions with GE India Industrial Private Limited ("GEI IPL") (both related parties) surpassed the limit of 10% of the consolidated turnover of the Company in Q2 of FY 2023-24.

The Company has received loans in the form of borrowing from ~~cashbook~~ from GEI IPL amounting to approximately 1754.6 MINR (maximum balance outstanding excluding interest) during the quarter ended 30 September 2023 (Q2) and executed other transactions amounting to approximately 45 MINR during the quarter ended 30 September 2023 (Q2), pursuant to the approval of the members of the Company in the Annual General Meeting held on 30 August 2022 and 28 August 2023.

For GE Power India Limited

sd/-

Kamna Tiwari  
Company Secretary and Compliance Officer