

Corporate Governance

GE Power India Ltd

Scrip Code :532309

Quarter Ending : December 2018

Annexure 1

Composition of Board of Directors

Title	Name of the Director	Category	Date of appointment in the current term	Date of cessation	Tenure of Director (in months)	No of Directorship in listed entities including this listed entity	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity
Mr	Andrew H DeLeone	Executive Director,MD	20 Jun 2017	-	18	1	1	0
Mr	Arun Kannan Thiagarajan	Non-Executive - Independent Director,Shareholder Director	25 Jul 2014	-	53	6	6	3
Mr	Sanjeev Agarwal	Executive Director	30 May 2017	-	19	1	1	0
Mr	Uddesh Kumar Kohli	Non-Executive - Independent Director,Shareholder Director	25 Jul 2014	-	53	1	3	2
Mr	Vishal Keerti Wanchoo	Non-Executive - Non Independent Director,Chairperson	30 May 2017	-	19	1	1	0
Ms	Neera Saggi	Non-Executive - Independent Director,Shareholder Director	14 Jun 2016	-	30	5	9	0

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Composition Of Committee

Audit Committee	
Name of Committee members	Category
Arun Kannan Thiagarajan	Non-Executive - Independent Director,Member
Neera Saggi	Non-Executive - Independent Director,Member
Uddesh Kumar Kohli	Non-Executive - Independent Director,Chairperson
Vishal Keerti Wanchoo	Non-Executive - Non Independent Director,Member

Corporate Social Responsibility Committee	
Name of Committee members	Category
Andrew H DeLeone	Executive Director,Chairperson
Uddesh Kumar Kohli	Non-Executive - Independent Director,Member
Vishal Keerti Wanchoo	Non-Executive - Non Independent Director,Member

Nomination and remuneration committee	
Name of Committee members	Category
Arun Kannan Thiagarajan	Non-Executive - Independent Director,Chairperson
Neera Saggi	Non-Executive - Independent Director,Member
Uddesh Kumar Kohli	Non-Executive - Independent Director,Member
Vishal Keerti Wanchoo	Non-Executive - Non Independent Director,Member

Stakeholders Relationship Committee	
Name of Committee members	Category
Andrew H DeLeone	Executive Director,Member
Sanjeev Agarwal	Executive Director,Member
Uddesh Kumar Kohli	Non-Executive - Independent Director,Chairperson

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Meeting Of Board Of Directors

Date(s) of meeting (if any) in the previous quarter	Date(s) of meeting (if any) in the relevant quarter	Maximum gap between any two consecutive meeting (in number of days)
02 Aug 2018	-	0
-	08 Oct 2018	66
-	14 Nov 2018	36

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Meeting Of Committees

Name of Committee	Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings (in number of days)
Audit Committee	14 Nov 2018	Yes,4	02 Aug 2018	103

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Related Party Transactions

Subject	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance
Whether prior approval of audit committee obtained	Yes	-
Whether shareholder approval obtained for material RPT	No	-
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by audit committee	Yes	-

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MATERIAL RELATED PARTY TRANSACTIONS

GE Power India Limited's ("the **Company**") transactions with GE Power Systems India Private Limited ("GEPSIPL") (formerly known as Alstom Bharat Forge Power Private Limited) (both related parties) had exceeded the limit of 10% of consolidated turnover of the Company in Q1 of FY 2018-19. The same was reported in Q1 and Q2 of FY 2018-19 in the Corporate Governance Report filed with the Stock Exchanges.

In Q3 of FY 2018-19, the Company had executed business transactions with GEPSIPL to the tune of Rs.4.6 crores and earned an interest of Rs.1.1 crores on the ICD given in addition to the related party transactions (**RPT**) executed during the quarter ended 30 June 2018 (Q1) and 30 September 2018 (Q2) pursuant to the prior approval of the Audit Committee/Board of Directors of the Company. During Q3 of FY 2018-19 GEPSIPL had returned the entire ICD taken from the Company i.e. Rs.255 crores. The RPT matter shall be placed before the members of the Company for approval in due course.

For GE Power India Limited



Pradeepta Puhan
Company Secretary and Compliance Officer

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Affirmations

Subject	Compliance status (Yes/No)
The composition of board of directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
The composition of audit committee is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
The composition of the nomination and remuneration committee is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
The composition of the stakeholders relationship committee is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
The composition of the risk management committee is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	NA
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
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

Signatory Details

Name of signatory	Pradeepta Kumar Puhan
Designation of person	Company Secretary and Compliance Officer