

Corporate Governance

GE Power India Ltd	
Scrip Code :532309	Quarter Ending : March 2019

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	Arun Kannan Thiagarajan	Non-Executive - Independent Director,Shareholder Director	25 Jul 2014	-	56	6	6	3
Ms	Neera Saggi	Non-Executive - Independent Director,Shareholder Director	14 Jun 2016	-	33	6	10	0
Mr	Uddesh Kumar Kohli	Non-Executive - Independent Director,Shareholder Director	25 Jul 2014	-	56	1	3	2
Mr	Vishal Keerti Wanchoo	Non-Executive - Non Independent Director,Chairperson	30 May 2017	-	22	1	1	0
Mr	Andrew H DeLeone	Executive Director,MD	20 Jun 2017	-	21	1	1	0
Mr	Sanjeev Agarwal	Executive Director	30 May 2017	-	22	1	1	0

Annexure 1

Composition Of Committee

Audit Committee			
Name of Committee members	Category	Date Of Appointment	Date of Cessation
Neera Saggi	Non-Executive - Independent Director,Member	14-06-2016	-
Vishal Keerti Wanchoo	Non-Executive - Non Independent Director,Member	12-06-2017	-
Uddesh Kumar Kohli	Non-Executive - Independent Director,Chairperson	03-01-2006	-
Arun Kannan Thiagarajan	Non-Executive - Independent Director,Member	20-06-2003	-

<b>Nomination and remuneration committee</b>			
<b>Name of Committee members</b>	<b>Category</b>	<b>Date Of Appointment</b>	<b>Date of Cessation</b>
Neera Saggi	Non-Executive - Independent Director,Member	02-08-2018	-
Uddesh Kumar Kohli	Non-Executive - Independent Director,Member	07-06-2016	-
Arun Kannan Thiagarajan	Non-Executive - Independent Director,Chairperson	25-04-2014	-
Vishal Keerti Wanchoo	Non-Executive - Non Independent Director,Member	12-06-2017	-

<b>Stakeholders Relationship Committee</b>			
<b>Name of Committee members</b>	<b>Category</b>	<b>Date Of Appointment</b>	<b>Date of Cessation</b>
Uddesh Kumar Kohli	Non-Executive - Independent Director,Chairperson	23-10-2006	-
Sanjeev Agarwal	Executive Director,Member	20-06-2017	-
Andrew H DeLeone	Executive Director,Member	20-06-2017	-

<b>Corporate Social Responsibility Committee</b>			
<b>Name of Committee members</b>	<b>Category</b>	<b>Date Of Appointment</b>	<b>Date of Cessation</b>
Uddesh Kumar Kohli	Non-Executive - Independent Director,Member	25-04-2014	-
Andrew H DeLeone	Executive Director,Chairperson	20-06-2017	-
Vishal Keerti Wanchoo	Non-Executive - Non Independent Director,Member	20-06-2017	-

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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)
14 Nov 2018	-	0
-	12 Feb 2019	89

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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	12 Feb 2019	Yes,	14 Nov 2018	89
Corporate Social Responsibility Committee	12 Feb 2019	Yes,	-	0

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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	-

**ANNEXURE - 1**

**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, Q2 and Q3 of FY 2018-19 in the Corporate Governance Report filed with the Stock Exchanges.

The Company had given new loans in the form of Inter Corporate Deposits (ICDs) to GEPSIPL amounting to approximately Rs.155 crores (excluding interest) and also executed other transactions amounting to approximately Rs. 35 crores during the quarter ended 31 March 2019 (Q4) in addition to the related party transactions reported in previous quarters, pursuant to the prior approval of the Audit Committee and the Board of Directors of the Company. However, the aforesaid matter shall be placed before the members for approval in due course.

Please note that the sum stated hereinabove represents new loans given, and not the outstanding balance.

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

<b>Name of signatory</b>	Mr. Pradeepta Kumar Puhan
<b>Designation of person</b>	Company Secretary and Compliance Officer

## Annexure 2

## Website Affirmations

Item	Compliance status	Details of non-compliance
Details of business	Yes	-
Terms and conditions of appointment of independent directors	Yes	-
Composition of various committees of board of directors	Yes	-
Code of conduct of board of directors and senior management personnel	Yes	-
Details of establishment of vigil mechanism or whistle blower policy	Yes	-
Criteria of making payments to non-executive directors	Yes	-
Policy on dealing with related party transactions	Yes	-
Policy for determining material subsidiaries	Yes	-
Details of familiarization programmes imparted to independent directors	Yes	-
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes	-
Email address for grievance redressal and other relevant details	Yes	-
Financial results	Yes	-
Shareholding pattern	Yes	-
Details of agreements entered into with the media companies and/or their associates	NA	-
New name and the old name of the listed entity	NA	-

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Annexure 2

Annual Affirmation

Sr.	Particulars	Regulation Number	Compliance status (Yes/No)	If status is "No" details of non-compliance
1	Independent directors have been appointed in terms of specified criteria of independence and or eligibility	16(1)(b) & 25(6)	Yes	-
2	Board composition	17(1)	Yes	-
3	Meeting of board of directors	17(2)	Yes	-
4	Review of compliance reports	17(3)	Yes	-
5	Plans for orderly succession for appointments	17(4)	Yes	-
6	Code of conduct	17(5)	Yes	-
7	Fees or compensation	17(6)	Yes	-
8	Minimum information	17(7)	Yes	-
9	Compliance certificate	17(8)	Yes	-
10	Risk assessment and management	17(9)	Yes	-
11	Performance evaluation of independent directors	17(10)	Yes	-
12	Composition of audit committee	18(1)	Yes	-

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5	Plans for orderly succession for appointments	17(4)	Yes	-
6	Code of conduct	17(5)	Yes	-
7	Fees or compensation	17(6)	Yes	-
8	Minimum information	17(7)	Yes	-
9	Compliance certificate	17(8)	Yes	-
10	Risk assessment and management	17(9)	Yes	-
11	Performance evaluation of independent directors	17(10)	Yes	-
12	Composition of audit committee	18(1)	Yes	-



13	Meeting of audit committee	18(2)	Yes	-
14	Composition of nomination and remuneration committee	19(1) & (2)	Yes	-
15	Composition of stakeholder relationship committee	20(1) & (2)	Yes	-
16	Composition and role of risk management committee	21(1),(2), (3),(4)	NA	-
17	Vigil mechanism	22	Yes	-
18	Policy for related party transaction	23(1),(5), (6),(7) & (8)	Yes	-
19	Prior or omnibus approval of audit committee for all related party transactions	23(2), (3)	Yes	-
20	Approval for material related party transactions	23(4)	No	As disclosed under disclosure of notes of material transaction with related party
21	Composition of board of directors of unlisted material subsidiary	24(1)	NA	-
22	Other corporate governance requirements with respect to subsidiary of listed entity	24(2),(3), (4),(5) & (6)	Yes	-
23	Maximum directorship and tenure	25(1) & (2)	Yes	-
24	Meeting of independent directors	25(3) & (4)	Yes	-
25	Familiarization of independent directors	25(7)	Yes	-
26	Memberships in committees	26(1)	Yes	-
27	Affirmation with compliance to code of conduct from members of board of directors and senior management personnel	26(3)	Yes	-
28	Disclosure of shareholding by non-executive directors	26(4)	Yes	-
29	Policy with respect to obligations of directors and senior management	26(2) & 26(5)	Yes	-

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Affirmation

Sr.	Particulars	Compliance status (Yes/No)
1	The listed entity has approved material subsidiary policy and the corporate governance requirements with respect to subsidiary of listed entity have been complied	Yes

Signatory Details

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