

Corporate Governance

GE Power India Ltd	
Scrip Code :532309	Quarter Ending : March 2020

Annexure 1 Composition of Board of Directors

Title	Name of the Director	Category	Initial Date of Appointment	Date of Appointment in Current Term (Date of Re-appointment)	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	Vishal Keerti Wanchoo	Non-Executive - Non Independent Director,Chairperson	30 May 2017	30 May 2017	-	34.00	2	3	0
Mr	Prashant Chiranjive Jain	Executive Director,MD	17 Apr 2019	17 Apr 2019	-	12.00	1	1	0
Mr	Sanjeev Agarwal	Executive Director	30 May 2017	30 May 2017	-	34.00	1	1	0
Mr	Arun Kannan Thiagarajan	Non-Executive - Independent Director,Shareholder Director	25 Jul 2014	25 Jul 2019	-	68.00	5	4	1
Mrs	Neera Saggi	Non-Executive - Independent Director,Shareholder Director	14 Jun 2016	14 Jun 2016	-	45.00	6	8	0
Mr	Uddesh Kumar Kohli	Non-Executive - Independent Director,Shareholder Director	25 Jul 2014	25 Jul 2019	-	68.00	1	3	3

Annexure 1

Composition Of Committee

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

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

Stakeholders Relationship Committee			
Name of Committee members	Category	Date Of Appointment	Date of Cessation
Uddesh Kumar Kohli	Non-Executive - Independent Director,Chairperson	23-10-2006	-
Sanjeev Agarwal	Executive Director,Member	20-06-2017	-
Prashant Chiranjive Jain	Executive Director,Member	06-05-2019	-

Risk Management Committee			
Name of Committee members	Category	Date Of Appointment	Date of Cessation
Vishal Keerti Wanchoo	Non-Executive - Non Independent Director,Chairperson	01-04-2019	-
Prashant Chiranjive Jain	Executive Director,Member	06-05-2019	-
Uddesh Kumar Kohli	Non-Executive - Independent Director,Member	01-04-2019	-
Vijay Sharma	Member,Member	01-04-2019	-
Ajay Kalra	Member,Member	01-04-2019	-

Corporate Social Responsibility Committee			
Name of Committee members	Category	Date Of Appointment	Date of Cessation
Prashant Chiranjive Jain	Executive Director,Chairperson	06-05-2019	-
Vishal Keerti Wanchoo	Non-Executive - Non Independent Director,Member	20-06-2017	-
Uddesh Kumar Kohli	Non-Executive - Independent Director,Member	25-04-2014	-

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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)
04 Nov 2019	-	0
-	05 Feb 2020	92
-	19 Mar 2020	42
-	31 Mar 2020	11

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Annexure 1

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	-	Yes,	04 Nov 2019	0
Audit Committee	05 Feb 2020	Yes,	-	92
Audit Committee	19 Mar 2020	Yes,	-	42
Audit Committee	31 Mar 2020	Yes,	-	11
Corporate Social Responsibility Committee	05 Feb 2020	Yes,	-	0
Stakeholders Relationship Committee	-	Yes,	04 Nov 2019	0
Stakeholders Relationship Committee	19 Mar 2020	Yes,	-	135
Nomination and remuneration committee	05 Feb 2020	Yes,	-	0
Risk Management Committee	-	Yes,	18 Dec 2019	0

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Annexure 1

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	Yes	-
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by audit committee	Yes	-

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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	Yes
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
5. This report and/or the report submitted in the previous quarter has been placed before board of directors	Yes

Signatory Details

Name of signatory	PRADEEPTA KUMAR PUHAN
Designation of person	Company Secretary and Compliance Officer

Annexure 2
Website Affirmations

Item	Compliance status
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
Criteria of making payments to non-executive directors	Yes

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	-
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)	Yes	-

17	Vigil mechanism	22	Yes	-
18	Disclosure of shareholding by non-executive directors	-	Yes	-
19	Policy for related party transaction	23(1),(5), (6),(7) & (8)	Yes	-
20	Prior or omnibus approval of audit committee for all related party transactions	23(2), (3)	Yes	-
21	Approval for material related party transactions	23(4)	Yes	-
22	Composition of board of directors of unlisted material subsidiary	24(1)	NA	-
23	Other corporate governance requirements with respect to subsidiary of listed entity	24(2),(3), (4),(5) & (6)	Yes	-
24	Maximum directorship and tenure	25(1) & (2)	Yes	-
25	Meeting of independent directors	25(3) & (4)	Yes	-
26	Familiarization of independent directors	25(7)	Yes	-
27	Memberships in committees	26(1)	Yes	-
28	Affirmation with compliance to code of conduct from members of board of directors and senior management personnel	26(3)	Yes	-
29	Disclosure of shareholding by non-executive directors	26(4)	Yes	-
30	Policy with respect to obligations of directors and senior management	26(2) & 26(5)	Yes	-

Annexure 2

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	PRADEEPTA KUMAR PUHAN
Designation of person	Company Secretary and Compliance Officer