



GE Vernova T&D India Limited
(Formerly Known as GE T&D India Limited)
(CIN: L31102DL1957PLC193993)

Regd. Off.: A-18, First Floor, Okhla Industrial Area, Phase II, New Delhi – 110 020, Tel. No. 91 11 41610660
Website: <https://www.gevernova.com/regions/asia/in/gevernova-td-india>
E-mail ID: secretarial.compliance@gevernova.com

POSTAL BALLOT NOTICE

[Pursuant to Section 108 & 110 of the Companies Act, 2013 read with Rule 22 and 20 of the Companies (Management and Administration Rules), 2014]

Dear Member(s),

NOTICE is hereby given that pursuant to the provisions of Section 110 read with Section 108, and other applicable provisions of the Companies Act, 2013, as amended (the “**Act**”), the Companies (Management and Administration) Rules, 2014, as amended, General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 3/2022 dated May 5, 2022, 11/2022 dated December 28, 2022, 09/2023 dated September 25, 2023, 09/2024 dated September 19, 2024 and 03/2025 dated September 22, 2025 issued by the Ministry of Corporate Affairs, Government of India (the “**MCA Circulars**”), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”), Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India (“**SS-2**”) and any other applicable law, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the resolution(s) as set out hereunder are proposed for approval by the members of GE Vernova T&D India Limited (“**Company**”), by means of Postal Ballot through voting by electronic means only.

SPECIAL BUSINESS(ES):

1. To appoint Ms. Rashmi Joshi (DIN: 06641898) as an Independent Director

To consider and if thought fit, to pass, the following resolution as **SPECIAL RESOLUTION**:

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“**Act**”) read with Schedule IV to the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014, and the Securities and Exchange board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”) [including any statutory modification(s) or re-enactment thereof for the time being in force], based on the recommendations of the Nomination and Remuneration Committee and the Board of the Company, Ms. Rashmi Joshi (DIN: 06641898), who has submitted a declaration that she meets the criteria for independence as provided under Section 149(6) of the Act and Regulation 16(1) (b) of Listing Regulations and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a Member signifying intention to propose her candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for a first term of five consecutive years with effect from the date of the shareholder’s approval i.e. March 20, 2026 to March 19, 2031 (both days inclusive).

RESOLVED FURTHER THAT the Board of Directors and/or Committee thereof, be and are hereby authorized to do all such acts, deeds, matters and things and take such steps as may be necessary, expedient or desirable to give effect to this Resolution.”

2. To re-appoint Mr. Sandeep Zanzaria (DIN: 08905291) as Managing Director and Chief Executive Officer of the Company

To consider and if thought fit, to pass, the following resolution as an **ORDINARY RESOLUTION**:

“RESOLVED THAT pursuant to the provisions of sections 196, 197, 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any statutory modification(s) or re-enactment thereof, for the time being in force, Nomination and Remuneration Policy of the Company, and Articles of Association of the Company and on the recommendation of the Nomination and Remuneration Committee and the approval of Board of Directors of the Company, the consent of the members be and is hereby accorded to re-appoint Mr. Sandeep Zanzaria (DIN: 08905291), as Managing Director and Chief Executive Officer of the Company for a period of 3 years with effect from April 17, 2026 to April 16, 2029, not liable to retire by rotation, on the terms and conditions as set out in the Service Agreement to be entered into between the Company and Mr. Sandeep Zanzaria, broad terms and conditions of which are set out in the Explanatory Statement to this resolution pursuant to Section 102(1) of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to:

- i. vary, alter or modify the terms and conditions of re-appointment including increase, decrease, variations, modifications or amendments in the terms of remuneration as set out in Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 annexed hereto, as considered reasonable by the Board of Directors and acceptable to Mr. Sandeep Zanzaria; and
- ii. take all such steps and actions and to do all acts, deeds and things as may be considered necessary for the purpose of implementing this resolution.”

3. To approve Material Related Party Transaction(s) with UK Grid Solutions Limited

To consider and if thought fit, to pass, the following resolution as an **ORDINARY RESOLUTION**:

“RESOLVED THAT pursuant to provisions of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“the Listing Regulations”) [including any statutory modification(s) or amendment(s) or re-enactment(s) thereof, for the time being in force], applicable provisions of the Companies Act, 2013 (“the Act”) and the Rules made thereunder and other applicable laws including any amendments, modifications, variations or re-enactments thereof, and Related Party Transactions Policy of the Company and subject to such approval(s) as may be necessary from time to time and based on the recommendations of Audit Committee and Board of Directors of the Company, the approval of members be and is hereby accorded to enter into / continue to enter into following transaction(s) with UK Grid Solutions Limited, a related party within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations on such material terms and conditions as detailed in the Explanatory Statement to this resolution pursuant to Section 102(1) of the Act:

Nature of Transaction	Amount in ₹ Million
Sale and purchase of goods and/or services, including project related services	Up-to 30,000

and on such other terms and conditions as the Board of Directors (including any committee thereof) may deem fit, provided that the said transaction(s) so carried out shall be at arm's length basis, in the ordinary course of business and in the interest of the Company.

RESOLVED FURTHER THAT the Board of Directors (including any committee thereof) be and is hereby authorised to do all acts and take such steps as may be considered necessary or expedient to give effect to the aforesaid resolution and/or delegate all or any of the powers herein conferred to any Director, Chief Financial Officer or any other Officer of the Company.”

**By order of the Board of Directors
For GE Vernova T&D India Limited
(Formerly Known as GE T&D India Limited)**

**Place : Noida
Date : January 28, 2026**

**(Shweta Mehta)
Company Secretary
M. No.: A18600**

Regd. Off.:
A-18, First Floor,
Okhla Industrial Area,
Phase II, New Delhi – 110 020

Notes:

1. The relevant Explanatory Statement pursuant to Sections 102 read with section 110 of the Act, read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, setting out the material facts and reasons for the proposed Resolutions is appended herein below for your consideration.
2. In conformity with the MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those Members whose names appear in the Register of Members of the Company or in the Register of Beneficial owners as received from National Securities Depository Limited / Central Depository Services (India) Limited (CDSL) on the **cut-off date i.e. Friday, February 6, 2026**, and who have registered their e-mail addresses with the Company / Registrar and Transfer Agent / Depository Participants / Depositories. Physical copies of this Postal Ballot Notice along with postal ballot forms and pre-paid business reply envelopes are not being sent to members for this Postal Ballot. A person who is not a member as on the cut-off date should treat this notice for information purpose only.
3. Members whose names appear on the Register of Members/ List of Beneficial Owners as on the **cut-off date i.e. Friday, February 6, 2026** will be considered for the purpose of voting i.e. only those members whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date will be entitled to cast their votes. Voting rights of the members shall be in proportion to the shares held by them in the paid-up equity share capital of the Company as on **cut-off date i.e Friday, February 6, 2026**.
4. In compliance with the provisions of Sections 108 and 110 of the Act, read with the Companies (Management and Administration) Rules, 2014 and Listing Regulations, the Company is providing facility to its members, to enable them to cast their votes electronically (hereinafter referred to as the "**Remote e-Voting/ e-Voting**"). The Company has appointed National Securities Depository Limited ("NSDL") to enable the members to cast their votes electronically through Remote e-Voting. The instructions for electronic voting/Remote e-Voting are annexed to this Notice.
5. A copy of this Postal Ballot Notice is also available on the website of the Company under the Reports and Financials Section: <https://www.governova.com/regions/asia/in/governova-td-india>, the relevant section of the website of BSE Limited: <http://www.bseindia.com> and National Stock Exchange of India Limited: <http://www.nseindia.com> on which the Equity Shares of the Company are listed and on the website of NSDL: <http://www.evoting.nsdl.com>.
6. The Remote e-Voting period shall commence on **Thursday, February 19, 2026, at 9:00 A.M. (IST)** and ends on **Friday, March 20, 2026, at 5:00 P.M. (IST)**. The Remote e-Voting module shall be disabled for voting thereafter and Remote e-Voting shall not be allowed beyond the aforesaid date and time. During this period, Members of the Company holding shares either in physical or electronic form, as on the **cut-off date, i.e., Friday, February 6, 2026**, shall cast their vote.
7. The Board of Directors of the Company has appointed Mr. Manish Gupta, Managing Partner (FCS-5123 and C.P. 4095) and in his absence Mr. Sachin Khurana, Partner (FCS-10098 and C.P. 13212), Partners of M/s. RMG & Associates, Company Secretaries, New Delhi as the Scrutinizer to scrutinize the Remote e-Voting process in a fair and transparent manner.
8. After completion of scrutiny of the votes, the Scrutinizer will submit his report to the Chairman of the Company, or any person authorized by the Chairman. The result of the voting by postal ballot through the Remote e-

Voting process will be announced by the Chairman, or such person as authorized, on or before **Tuesday, March 24, 2026**. The Scrutinizer's decision on the validity of the Remote e-Voting shall be final and binding.

9. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company: <https://www.gevernova.com/regions/asia/in/gevernova-td-india> and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by the Chairman. The results shall also be immediately submitted to the BSE Limited and National Stock Exchange of India Limited. The results shall also be displayed on the notice board at the Registered Office of the Company.
10. The Resolutions, if passed by requisite majority, shall be deemed to have been passed on **Friday, March 20, 2026**, the last date specified for Remote e-Voting. Further, Resolutions passed by the Shareholders through Postal Ballot shall be deemed to have been passed as if these have been passed at a General Meeting of Shareholders convened in that behalf.
11. All documents referred to in this notice will be available for inspection only through electronic mode on all working days during business hours from the date of circulation of Postal Ballot Notice until the last date of Remote e-Voting, **Friday i.e. March 20, 2026**. Members may send their requests to secretarial.compliance@gevernova.com from their registered e-mail address mentioning their names, folio numbers/ DP ID and Client ID during the Remote e-Voting period.
12. SEBI vide Master Circular for Registrars to an Issue and Share Transfer Agents dated June 23, 2025, has mandated furnishing of PAN, KYC details (i.e., Postal Address with PIN Code, email address, mobile number, bank account details), signatures and nomination details by holders of physical securities in prescribed forms. Any service requests or grievance received from the member holding shares in physical form are being processed by Registrar and Share Transfer Agents only on receipt of aforesaid details/ documents at their address i.e. CB Management Services (P) Ltd, Unit: GE Vernova T&D India Limited, Rasoi Court, 5th Floor, 20 Sir R N Mukherjee Road, Kolkata, West Bengal, 700001.
13. Members whose KYC details (i.e. postal address with PIN code, mobile number, bank account details, PAN linked with Aadhaar etc.) or e-mail address is not registered/ updated with the Company or with their respective Depository Participant(s) , and who wish to receive the communications sent by the Company from time to time, can get their KYC details and e-mail address registered/ updated by following the steps as given below:
 - a) Members holding shares in physical form, by submitting duly filled Form ISR-1 along with self- attested copy of the PAN linked with Aadhaar; and self-attested copy of any document in support of the address of the member (such as Aadhaar Card, Driving License, Election Identity Card, Passport etc.) and such other documents as prescribed in the Form ISR-1, to the Registrar and Share Transfer Agents, CB Management Services (P) Ltd, Unit: GE Vernova T&D India Limited, Rasoi Court, 5th Floor, 20 Sir R N Mukherjee Road, Kolkata, West Bengal, 700001; and
 - b) Members holding shares in demat form may update their KYC details and e-mail address with their Depository Participant(s).

The formats for updation of KYC details in accordance with the SEBI circular are available on the Company's website at <http://www.gevernova.com/regions/asia/in/gevernova-td-india/reports-financials>

Procedure & instructions for Remote e-Voting

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1: Access to NSDL e-Voting system

A. Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI Master circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024 for compliance with the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 by listed entities, Individual shareholders holding securities in demat mode may vote, by way single login credentials, through their demat account or through website of Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access Remote e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of Shareholders	Login Method
Individual	OTP based login
Shareholders holding securities in demat mode with NSDL.	For OTP based login you can click on https://eservices.nsd.com/SecureWeb/evoting/evotinglogin.jsp . You will have to enter your 8-digit DP ID,8-digit Client Id, PAN, Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the Remote e-Voting period.
	NSDL IDeAS facility <ol style="list-style-type: none">Existing IDeAS user can visit the e-Services website of NSDL i.e https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID, Password and verification code. After successful authentication, you will be able to see e-Voting services under “Value added services”. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on Company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the Remote-e-Voting period.If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp.

	<p>E-Voting website of NSDL</p> <ol style="list-style-type: none"> 1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number i.e. DPID and Client ID held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL website wherein you can see e-Voting page. Click on options available against the Company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the Remote e-Voting period. 2. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.
	<p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: space-around; margin-top: 10px;"> <div style="text-align: center;">  </div> <div style="text-align: center;">  </div> </div>

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing User Id and Password. Option will be made available to reach e-Voting page without any further authentication. The users who login to Easi /Easiest are requested to visit CDSL website : www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing My Easi Username and Password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by Company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider i.e. NSDL for casting your vote during the Remote e-Voting period. Additionally, there is also link provided to access the system of all e-Voting service providers, so that the user can visit the e-Voting service providers’ website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN Number from e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile Number & Email as recorded in the Demat Account. After

	successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of e-Voting Service Provider i.e. NSDL.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on options available against Company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the Remote e-Voting period.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at respective websites.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

B. Login Method for Remote-e-Voting other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

NSDL e-Voting website

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
4. Alternatively, if you are registered for NSDL e services i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL e-services after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example, if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example, if your Beneficiary ID is 12***** then your user ID is 12*****
For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example, if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the Company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL in your mailbox. Open the email and open the attachment i.e. a .pdf file. The password to open the .pdf file is your 8-digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

7. Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.

8. Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.

9. If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.

Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

- C. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
- D. Now, you will have to click on “Login” button.
- E. After you click on the “Login” button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

- After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting is in active status.
- Select “EVEN” of Company during the Remote e-Voting period
- Now you are ready for Remote e-Voting as the voting page opens.
- Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
- Upon confirmation, the message “Vote cast successfully” will be displayed.
- You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

In pursuance of Section 112 and Section 113 of the Act, representatives of the Corporate Members may be appointed for the purpose of voting through remote e-Voting. In view of the above, Body corporates/Institutional members (i.e. other than individual, HUF, NRI etc.) are entitled to appoint authorized representative(s) to cast their votes through remote e-Voting. In this regard, such members are required to send a latest certified copy of the Board Resolution/Authorization letter/Power of Attorney (in PDF/ JPEG format) authorizing their representative to vote on their behalf through remote e-Voting. The said Board Resolution /Power of Attorney/Authority Letter shall be sent through registered email-Id at manish@rmgcs.com with a copy marked to secretarial.compliance@gevernova.com. It is also requested to upload the same in the e-Voting module by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab of the NSDL e-Voting portal.

In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on: 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre- NSDL at evoting@nsdl.com.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL IDS ARE NOT REGISTERED WITH THE DEPOSITORIES FOR PROCURING USER ID AND PASSWORD AND REGISTRATION OF E MAIL IDS FOR E-VOTING FOR THE RESOLUTIONS SET OUT IN THIS NOTICE

1. In case shares are held in physical mode, please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAAR (self-attested scanned copy of Aadhar Card) by email to the Registrars and Share Transfer Agents of the Company, M/s C B Management Services Pvt. Ltd. at rt@cbmsl.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAAR (self-attested scanned copy of Aadhar Card) to the email address of the Registrars and Share Transfer Agents of the Company, M/s C B Management Services Pvt. Ltd. rt@cbmsl.com. If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at **Step 1 A**) i.e., Login method for e-Voting for Individual shareholders holding securities in demat mode.
3. Alternatively, shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-Voting by providing above mentioned documents.

EXPLANATORY STATEMENT PURSUANT TO SECTIONS 102(1) AND 110 OF THE COMPANIES ACT, 2013

Item No. 1

The Board of Directors of the Company (“the Board”) at its meeting held on January 28, 2026, on the recommendation of the Nomination and Remuneration Committee (“NRC”) have approved and recommended the appointment of Ms. Rashmi Joshi (DIN: 06641898) as an Independent Director of the Company, for a period of five (5) consecutive years with effect from the date of approval of shareholders, not liable to retire by rotation, for the approval of the members.

A brief profile of Ms. Rashmi Joshi is as follows:

Ms. Rashmi Joshi has experience of over three decades of business-oriented finance leadership experience across Oil & Gas, Lubricants, FMCG, Consumer Durables and Pharmaceuticals sector. She has held progressively senior roles in multinational organizations across India, APAC and the Middle East, bringing deep expertise in corporate governance, risk management and boardroom dynamics.

Ms. Joshi served as an Executive Director at Veedol Corporation Limited and Castrol India Limited, listed entities, for nearly a decade. In the past, she also served on the Board of Thirdware Solutions Ltd, Godrej Industries Ltd and Castrol Philippines.

The Company has received all statutory disclosures / declarations, including:

- a) Consent to act as Director in Form DIR-2, pursuant to Section 152(5) of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014;
- b) Intimation in Form DIR 8 pursuant to the Companies (Appointment and Qualification of Directors) Rules, 2014 that she is not disqualified under sub-section (1) & (2) of Section 164 of the Companies Act, 2013;
- c) Declaration to the effect that she meets the criteria of independence as provided in Section 149 of the Companies Act, 2013 and Regulation 16 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) including confirmation that she is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact her ability to discharge her duties and confirmation of compliance of sub-rule (1) and sub-rule (2) of Rule 6 of Companies (Appointment and Qualification of Directors) Rules, 2014;
- d) confirmation that she has not been debarred or disqualified from being appointed or continuing as directors of companies by the Securities and Exchange Board of India/Ministry of Corporate Affairs or any such statutory authority; and
- e) A notice in writing by a member proposing her candidature under Section 160(1) of the Companies Act, 2013.

Basis the disclosures received, the Board was of the opinion that that Ms. Rashmi Joshi is a person of integrity and meets the criteria of independence as provided under Companies Act, 2013 and rules made thereunder and Listing Regulations, for holding the position of Independent Director and she is Independent of the management.

The appointment of Ms. Rashmi Joshi shall be within the limits prescribed under Listing Regulations. In terms of Section 150 of the Companies Act, 2013 read with Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014, the name of Ms. Rashmi Joshi has been included in the data bank maintained by the Indian Institute of Corporate Affairs.

Ms. Rashmi Joshi, possesses the following roles and capabilities identified by NRC as required in the context of its business and sector for it to function effectively:

- Executive level experience;

- Diverse background, balanced approach, appropriate age for ensuring continuity of two terms of 5 years each and expertise in some specific professional field;
- Experience of multinational corporate; and
- Experience of reputed large-scale listed company.

Ms. Rashmi Joshi has necessary skills/Expertise/Competencies as identified by the Board of Directors i.e. Strategic Thinking, Legal, Corporate Governance and Corporate Affairs, Global experience/ Organisational Management, Financial Expertise, Risk Management and Technology/IT.

She is not related to any other Director of the Company and does not hold any equity shares of the Company.

The Board was of the opinion that considering the qualification, experience, expertise and role & capabilities required of an Independent Director of the Company, Ms. Rashmi Joshi has requisite skills and capabilities required for an Independent Director and her association would benefit the Company.

The other terms and conditions of the appointment shall be as per the draft letter of appointment of Ms. Rashmi Joshi. The draft Letter of Appointment and other documents referred above, shall be available for inspection electronically by members up to last date of Remote e-Voting. Members seeking inspection of these documents may send an email to the Company at secretarial.compliance@gevernova.com.

Ms. Rashmi Joshi shall be paid remuneration by way of sitting fees for attending meetings of the Board and committees thereof, if applicable, as well as reimbursement of expenses for attending such meetings. She shall also be entitled to receive commission as may be recommended by the Board, from time to time, which shall be within the limits stipulated under Section 197 of the Companies Act, 2013 and as approved by the members.

None of the Directors or Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in this Resolution.

The requisite details as required under Regulation 36(3) of the Listing Regulations and Secretarial Standard on General Meetings (SS-2) of Institute of Company Secretaries of India are mentioned in **Annexure-1**.

The Board recommends the special resolution as set out in Item no. 1 of this postal ballot notice for the approval of members.

Item No. 2

The Board of Directors, on the recommendation of Nomination and Remuneration Committee, had appointed Mr. Sandeep Zanzaria as Managing Director & Chief Executive Officer (CEO) with effect from April 17, 2023 for a period of three years. The appointment was approved by the members of the Company on June 4, 2023. Mr. Sandeep Zanzaria is also a Key Managerial Personnel in terms of Section 203 of the Companies Act, 2013.

During his tenure as Managing Director & Chief Executive officer, the revenue, profitability, cash balance and market cap of the Company increased significantly.

Given his expertise, knowledge and experience and based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors, subject to approval of members, at their meeting held on January 28, 2026, has approved the re-appointment of Sandeep Zanzaria as Managing Director & CEO for further period of 3 years with effect from April 17, 2026 till April 16, 2029, on terms and conditions as set out in the draft Service Agreement to be entered into between the Company and Mr. Sandeep Zanzaria.

Brief profile of Mr. Sandeep Zanzaria is as under:

Mr. Sandeep Zanzaria, aged about 58 years, brings over 36 years of rich experience in India's Transmission and Distribution sector. He has played a key role in shaping the Strategy and Growth initiatives for the Grid Solutions

business across the Asia Pacific region. Beginning his career in 1990 with Bharat Heavy Electricals Limited, he joined ALSTOM T&D in 2004, where he held several leadership roles, including Commercial Head and Unit Managing Director for the Projects Business. In 2017, he joined GE Vernova T&D India Ltd., where he led the commercial strategy for the Grid Solutions business in South Asia.

Mr. Sandeep Zanzaria has been serving as a National Executive Member of IEEMA since August 2021. He is an alumnus of Maulana Azad College of Technology, Bhopal (formerly REC, now NIT), where he earned his degree in Electrical Engineering in 1989. He has also completed senior leadership development programs at the Indian School of Business (ISB), Hyderabad, and GE's Management Development Center in Crotonville, USA.

The broad terms of re-appointment and remuneration of Mr. Sandeep Zanzaria are as under:

1. Tenure: 3 years with effect from April 17, 2026 and shall end on April 16, 2029.

2. Remuneration:

I. Annual Fixed compensation:

- Annual Basic Salary of Rs. 73,58,400 (Seventy-Three lac fifty eight thousand four hundred only), on pro rata basis, till June 30, 2026 and Rs. 80,00,000 (Eighty lac only) with effect from July 1, 2026.
- Flexible components include House Rent Allowance (maximum 60% of Basic Salary)/ Company leased Accommodation entitlement, Company Car Fuel (Maximum limit of Rs. 25,000 per month), National Pension System ("NPS") (14% of Basic Salary), Special Allowance or such other allowances and benefits as per Company Policy.

Total Annual fixed compensation is Rs. 1,83,96,000 (Rupees one crore eighty-three lac ninety-six thousand only) on pro rata basis, till June 30, 2026, and Rs. 19,996,452 (Rupees one crore Ninety-nine lac ninety-six thousand four hundred and fifty-two only) from July 1, 2026. Total Annual fixed compensation includes Flexible components and Provident Fund.

However, the components of Annual Fixed Compensation (including but not limited to basic salary, allowances, perquisites, benefits, incentives, retirement benefits and other components) may be altered or re-classified in compliance with applicable laws, including the new labour codes and rules made thereunder, provided that Annual fixed compensation payable shall remain within the limits as prescribed under applicable law.

II. The annual increment will be in accordance with the rules and policy of the Company and as may be determined by the Board of Directors, from time to time, subject to a ceiling on annual increment of 30% in a year (following July to June year) over the existing Basic Salary, as on 1st July every year or any other period as may be followed by the Company for this purpose from time to time.

III. Annual Executive Incentive Program:

Annual Executive Incentive Program Pay as 35 % of the Annual fixed compensation payable as per GE Vernova Annual Executive Incentive Plan Guidelines with such changes as may be decided from time to time.

IV. Benefits:

- a. Health Insurance for Self and Family as per Company policy
- b. Life & Personal Accident Insurance as per Company policy
- c. Gratuity over and above Compensation as per Company policy

V. Additional Benefits

- a. Company car lease of base value up to a maximum of Rs. 31,00,000 paid directly by the Company. Expenses, including Road Tax, Registration and Insurance of the car during the lease tenure will be borne by the company directly.

- b. The Company will reimburse reasonable maintenance expenses on an actual basis; in addition, fuel expenses on actuals will be reimbursed as per limits defined in the policy under flexible components.
 - c. As an Executive Employee of the Company, Mr. Zanzaria will be eligible to participate in GE Vernova's Executive Class Grant program. Awards are subject to terms and conditions that will be provided at the time of each grant and the Company reserves the right to vary or withdraw this benefit at any time.
 - d. Mr. Zanzaria shall be entitled to participate and benefit under Stock Option Scheme(s), Stock Attribution Scheme(s), Share purchase Scheme(s), Share Preferential Allotment Scheme(s), Long-Term Incentive Plan and such other similar scheme(s) of GE Vernova as may be announced from time to time.
 - e. Mr. Zanzaria shall not be paid any sitting fees for attending the meeting of the Board of Directors or Committee thereof.
 - f. Mr. Zanzaria shall be entitled to: (i) the reimbursement of entertainment expenses actually and properly incurred by him in the course of the legitimate business of the Company in accordance with the rules and regulations of the Company in force from time to time or as may be approved by the Board; and (ii) the reimbursement of travelling, hotel and other expenses incurred by him in India and abroad exclusively on the business of the Company in accordance with the rules and regulations of the Company in force from time to time or as approved by the Board.
- VI. For the purpose of calculating the annual value of the benefits/perquisites, the same shall be evaluated as per the Indian Income Tax Rules, wherever applicable. In the absence of any such Rule, the same shall be evaluated at actual cost.
- VII. The Company's contribution to Provident Fund, NPS and Superannuation Fund shall be in accordance with the Rules and Regulations of the Company. Such contributions will not be included in the computation of the ceiling on remuneration, as prescribed in the Companies Act, 2013, to the extent these either singly or put together are not taxable under the Income Tax Act, 1961.
- VIII. Mr. Zanzaria's remuneration will be subject to the provisions of the Companies Act, 2013,
- IX. The total remuneration paid to him for a financial year, shall not exceed 5% of the net profits of the Company, determined in accordance with the provisions of the Companies Act, 2013 as may be applicable for the financial year.
- X. In the event of absence of profits and/ or inadequacy of profits, the payment of above remuneration by way of Annual fixed pay, variable pay, perquisites, allowances and other benefits shall be made subject to approval of the shareholders by way of special resolution (if applicable), notwithstanding such remuneration may exceed the limits prescribed under Section 197 read with Schedule V of the Companies Act, 2013 or under the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 or under any other law for the time being in force, if any.
3. Notice:
- a) The Service Agreement may be terminated by Mr. Zanzaria or by the Company with two (2) months' prior notice in writing. The Company may at its sole discretion waive all or part of the notice period or allow Mr. Zanzaria to pay in lieu thereof. Any resignation would have to be accepted by the Company to become effective.
 - b) Without prejudice to the Company's right to summarily dismiss him for misconduct under service agreement, in the event the Company terminates this Agreement as mentioned in clauses 13 (a) and 13(c) of the Service Agreement, the Company may, in its absolute discretion, pay Mr. Zanzaria a sum in lieu of whole or part of the notice period. Notice pay (in either case) is calculated on Mr. Zanzaria's last earned prorated annual fixed

compensation at the time of separation but not the other benefits, to which Mr. Zanzaria would have been entitled during the period of notice or during any unexpired period of notice (as the case may be).

- c) The Company reserves the right to terminate this Agreement without assigning any reason whatsoever.
- d) The Company may also terminate the Agreement without notice if Mr. Zanzaria commits an act of misconduct, or for violations of the GE Vernova Code of Conduct. Any breach of Terms and Conditions of his appointment shall be violation of Company's policy and he may be forthwith terminated.
- e) In the event of termination by the Company, Mr. Zanzaria may be required to absent himself from the Company's premises on garden leave and not participate in the working of the Company during the unexpired portion of the notice period.
- f) If Mr. Zanzaria, at any time, is prevented by ill-health or accident or any physical or mental disability from performing his duties hereunder, he shall inform the Company and supply it with such details as required. If he is unable for a period of six (6) months or more to perform his duties hereunder, the Company has the right to terminate his employment, however the Company may, at its discretion, extend the leave of absence granted to him, depending on the circumstances of his case.

Mr. Zanzaria is not related to any other Director of the Company and does not hold any equity shares of the Company.

Mr. Zanzaria has provided his consent for re-appointment as Managing Director & CEO of the Company. He has also confirmed that he is not debarred from holding the office of Director by virtue of any SEBI Order or any such authority.

Mr. Zanzaria confirmed that he satisfies all the conditions set out under Section 196(3) and in Part -I of Schedule V to the Companies Act, 2013, for being eligible for re-appointment as Managing Director & CEO of the Company and he is not disqualified from being a Director in terms of Section 164 of the Companies Act, 2013.

The draft Service Agreement setting out terms and conditions of re-appointment and other documents referred above, shall be available for inspection electronically by members up to last date of Remote e-Voting. Members seeking inspection of these documents may send an email to the Company at secretarial.compliance@gevernova.com

In compliance with the provisions of Sections 196, 197, 203 and other applicable provisions read with Schedule V of the Companies Act, 2013 and Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the terms of re-appointment and remuneration of the Managing Director & CEO as specified above are now being placed before the Members for their approval by way of an Ordinary Resolution.

Except for Mr. Sandeep Zanzaria and his relatives, no other Directors, Key Managerial Personnel, or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution.

Requisite details as required under Regulation 36(3) of the Listing Regulations and Secretarial Standard on General Meetings (SS-2) of Institute of Company Secretaries of India are mentioned in **Annexure-1**.

The Board of Directors recommends the ordinary resolution as set out in Item no. 2 of this postal ballot notice for the approval of members.

ITEM No. 3

The Company proposes to enter/continue to enter transactions with UK Grid Solutions Limited for sale and purchase of goods and/or services including project-related services. The Company pursue business in overseas as well as in domestic markets. In order to pursue the business, the Company regularly engages in sale and purchase of goods and/or services, including project related services from/to UK Grid Solutions Limited, a related party(s) of the Company. The transactions are entered in the ordinary course of business, at arm's length and in the interest of the Company.

UK Grid Solutions Limited and GE Vernova T&D India Limited are part of the GE Vernova group and are related to each other as fellow subsidiaries of GE Vernova Inc.

UK Grid Solutions Limited is based in United Kingdom and part of Electrification segment of GE Vernova group, which enables power utilities and industries to effectively manage electricity from the point of generation to consumption, helping improve the reliability, efficiency, and stability of the grid.

The proposed transactions are considered as related party transactions, and in terms of the Companies Act, 2013 read with rules made thereunder and Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), related party transactions require prior approval of the Audit Committee.

In terms of the Listing Regulations and Related Party Transactions Policy, if the consolidated turnover of the listed Company is up-to 20,000 Crore, any transaction with a related party shall be considered material, if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year exceeds 10% of the annual consolidated turnover of the listed entity.

The proposed related party transactions taken together with the transactions already undertaken will exceed the threshold of 10% of the annual turnover of the Company as per the last audited financial statements and therefore would require prior approval of the shareholders (non-related members).

The Transfer Pricing Policy of the Company governed by the provisions of Income Tax Act, 1961 and approved by the Audit Committee of the Company, defines pricing / margins to be used for related party transactions on the basis of nature of transactions, nature of product / services, risk profile under the agreement, cost elements, nature of order and destination country. Pricing / margins principals as defined under Transfer Pricing Policy are benchmarked by an independent transfer pricing consultant which is based on generally accepted guidelines including OECD guidelines and Income Tax Act, 1961, to be at arm’s length basis i.e as if these transactions are carried out with any third party customer/ vendor (which is a non-related party). These transfer pricing margins are subject to periodic review and updates in response to changing circumstances.

The details as required under SEBI Industry Standards on “Minimum information to be provided to the Audit and Shareholders for approval of Related Party Transactions” as provided by the management to the Audit Committee are as under:

S. No.	Requirements	Related Party Details
1.	Name of the related party	UK Grid Solutions Limited
2.	Country of incorporation of the related party	United Kingdom
3.	Nature of business of the related party	<p>UK Grid Solutions Limited is based in United Kingdom and part of Electrification segment of GE Vernova group, which enables power utilities and industries to effectively manage electricity from the point of generation to consumption, helping improve the reliability, efficiency, and stability of the grid.</p> <p>GE Vernova Inc. is a global leader in the electric power industry, with products and services that generate, transfer, orchestrate, convert, and store electricity. GE Vernova Inc. designs, manufactures, delivers, and service technologies to create a more reliable, secure, and sustainable electric power system, enabling electrification and decarbonization, underpinning the progress and prosperity of the communities it serves. GE Vernova Inc. is a purpose-built company, positioned with a unique scope and scale of solutions to help accelerate the energy transition, while servicing and growing its installed base and strengthening its own profitability and stockholder returns.</p>

4.	Relationship between the listed entity and the related party (including nature of its concern (financial or otherwise))	The Company and UK Grid Solutions Limited are part of GE Vernova group and related to each other as fellow subsidiaries of GE Vernova Inc.		
5.	Shareholding of the listed entity, whether direct/indirect, in the related party.	Nil		
6.	Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity	Not Applicable		
7.	Shareholding of the related party, whether direct/indirect, in the listed entity	Nil		
8.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year: <ul style="list-style-type: none"> Sale and Purchase of goods and services 	INR 1214.6 million for Financial Year 2024-25		
9.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.	INR 1452.5 million (From April 1, 2025 to December 31, 2025)		
10.	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.	Nil		
11.	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders.	INR 30,000 million		
12.	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	Yes		
13.	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year	70%		
14.	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction)	Not applicable		
15.	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.	51.1%		
16.	Financial performance of the related party for the immediately preceding financial year	Amount in INR million		
		<table border="1" style="width: 100%;"> <tr> <td style="width: 70%;">Particulars</td> <td>Financial year 2024</td> </tr> </table>	Particulars	Financial year 2024
Particulars	Financial year 2024			

		<table border="1"> <tr> <td>Turnover</td> <td>58,713.4</td> </tr> <tr> <td>Profit After Tax</td> <td>3,878.2</td> </tr> <tr> <td>Net worth</td> <td>11,590.7</td> </tr> </table> <p>The above numbers are as per Audited Financial Statements of UK Grid Solutions Limited for the Financial Year 2024 prepared in GBP currency which has been converted to INR basis the year end forex conversion rate</p>	Turnover	58,713.4	Profit After Tax	3,878.2	Net worth	11,590.7
Turnover	58,713.4							
Profit After Tax	3,878.2							
Net worth	11,590.7							
17.	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	Sale and purchase of goods and/or services, including project related service						
18.	Details of each type of the proposed transaction	<p>Sales of goods and services including project related services for various products manufactured by the Company and services offered by the Company including Grid automation, Air and Gas insulated switch gears and Power transformers.</p> <p>Purchase of goods and services including project related services for various product and project (Including HVDC projects) orders from Company's customers.</p>						
19.	Tenure of the proposed transaction (tenure in number of years or months to be specified)	Up-to 4 years (The orders will be booked during the period of one year from the date of approval and will be executed over the period of 4 years)						
20.	Whether omnibus approval is being sought?	Yes						
21.	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	INR 30,000 million (The orders will be booked during the period of one year from the date of approval and will be executed over the period of 4 years)						
22.	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	<p>The Company regularly executes transactions with related parties for sale and purchase of goods and/or services, including project-related services. These business opportunities support in furtherance of the revenue and profitability of the Company. The expertise, complementary nature, strength, technology and competencies available within the GE Vernova group are leveraged for enhancing operational efficiency through these transactions which are in the best interest of the Company.</p> <p><u>Sale of goods and/or services, including project related services</u></p> <p>The sale orders from UK Grid Solutions Limited provide access to international markets and optimize the utilization of manufacturing capabilities of the Company. Further, the Company sells its products as standalone offerings, even if they do not directly meet the full technical specifications required for the end customer's turnkey project as overall requirement of turnkey projects are fulfilled by the related party. Sale of goods to UK Grid Solutions Limited leads to increased orders and higher sales volumes due to more consistent demand. It also improves contribution margins, especially on export orders, through pricing and operational efficiencies and improves credit risk as third party default risk does not fall on the Company. These factors together enhance</p>						

		<p>overall net profitability, strengthening the Company's financial performance and competitive position.</p> <p><u>Purchase of goods and/or services, including project related services</u></p> <p>The Company procures specific products, components and services including products/components related to High Voltage Direct Current ("HVDC") projects from UK Grid Solutions Limited to fulfil its contractual obligations for various projects and services from its customer in India and abroad. The procurement of these products, components and services are made from the group entities as they possesses the requisite technical expertise and specialized manufacturing capabilities necessary to produce such components, which are uniquely associated with the proprietary GE Vernova brand name and underlying GE Vernova technology. These components are integral to the composite or bundled products and projects (including High-voltage direct current transmission contracts) that Company manufactures and supplies to its end customers. Further, the components sourced from UK Grid Solutions Limited are not fungible or interchangeable with those available from third-party suppliers. The purchase of goods and services from UK Grid Solutions Limited enables better delivery planning compared to external suppliers and also enhances supply chain efficiency and operational reliability.</p> <p>The procurement of these components from UK Grid Solutions Limited is further justified by explicit market demand, as the end customers have demonstrated a clear preference for, and in many instances specifically required, products bearing the GE Vernova brand. As such, sourcing from the GE Vernova group entity ensures that the Company can meet customer expectations and maintain continuity in product branding and performance.</p>
23.	<p>Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly.</p> <p>a. Name of the director / KMP b. Shareholding of the director / KMP, whether direct or indirect, in the related party</p>	Not Applicable
24.	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	Not Applicable
25.	Other information relevant for decision making.	Not Applicable
26.	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services.	Not Applicable
27.	Basis of determination of price.	The Transfer Pricing Policy of the Company which is based on generally accepted guidelines including OECD

		<p>guidelines and Income Tax Act, 1961, defines pricing / margins to be used for related party transactions on the basis of nature of transactions, nature of product / services, risk profile under the agreement and destination country.</p> <p>Pricing / margins principals as defined under Transfer Pricing Policy are benchmarked by an independent transfer pricing consultant based on generally accepted guidelines including OECD guidelines and Income Tax Act, 1961, to be at arm's length basis i.e as if these transactions are carried out with any third-party customer/ vendor.</p>
28.	<p>In case of Trade advance (of upto 365 days or such period for which such advances are extended as per normal trade practice), if any, proposed to be extended to the related party in relation to the transaction, specify the following:</p> <p>a. Amount of Trade Advances</p> <p>b. Tenure</p> <p>c. Whether same is self-liquidating?</p>	Not Applicable

The Audit Committee has reviewed the certificate provided by the Managing Director and Chief Executive Officer and Whole Time Director and Chief Financial Officer of the Company that these material-related party transactions shall be in the ordinary course of business, on arm's length basis and in the interest of the Company.

The Audit Committee and the Board of Directors of the Company at their respective meetings held on January 28, 2026, approved and recommended for approval of members, the aforesaid related/material related party transactions. In terms of Listing Regulations, the Audit Committee, has defined material modification to be an increase beyond 10% on amount approved by the Audit Committee/ Board / Shareholders as the case may be or 0.5% of turnover of the Company, whichever is higher, for Related Party Transactions for each Related Party.

All these related party transactions shall be at arm's length and in the interest of the Company. The Shareholders' approval for material Related Party Transactions shall be valid upto one year from the date of approval.

The Company is seeking approval of non-related members by way of Ordinary Resolution for entering into/ continue to enter into material related party transactions with UK Grid Solutions Limited.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives are concerned or interested, financially or otherwise, in the resolution.

The Board of Directors recommends the ordinary resolution as set out in Item no. 3 of this postal ballot notice for the approval of members.

**By order of the Board of Directors
for GE Vernova T&D India Limited
(Formerly known as GE T&D India Limited)**

Place : Noida
Date : January 28, 2026

(Shweta Mehta)
Company Secretary
M.No.: A18600

Regd. Off.:
A-18, First Floor,
Okhla Industrial Area,
Phase II, New Delhi – 110 020

Annexure 1

S. No	Particulars	Description	Description
		Ms. Rashmi Joshi	Mr. Sandeep Zanzaria
1.	Director Identification Number	06641898	08905291
2.	Category	Independent Director	Managing Director & Chief Executive Officer
3.	Date of Birth (Age)	July 30, 1966 (59 Years)	28/09/1967 (58 Years)
4.	Date of first Appointment on the Board	Not Applicable	17 April, 2023
5.	Qualifications	Ms. Rashmi Joshi is a qualified Chartered Accountant and Company Secretary.	Mr. Sandeep Zanzaria is alumnus of Maulana Azad College of Technology Bhopal (Earlier REC and now NIT) from where he graduated in Electrical Engineering in 1989. He has attended Senior Leadership Development Programs at ISB Hyderabad, GE MDC Program at Crotonville in USA.
6.	Brief profile of Director and Nature of expertise in specific functional areas	As mentioned in explanatory statement for item no. 1	As mentioned in explanatory statement for item no. 2
7.	Directorships held in other companies	1. Bharat Forge Limited (Listed) 2. Orkla India Limited (Listed) 3. Morganite Crucible (India) Limited (Listed) 4. Vesuvius India Limited (Listed) 5. Ciel Textiles Ltd, Mauritius 6. Elevate Campuses Limited.	1. Indian Electrical and Electronics Manufacturers Association 2. Grid Equipments Private Limited
8.	Number of shares held in the Company	Nil	Nil
9.	Names of listed entities in which the person also holds the directorship and the membership of Committees of the board;	The details of directorship in listed entities and the chairmanship/ membership of Committees of the board are mentioned in the Point No. 7 and 14.	Nil
10.	Relationship with other Directors, Manager and other Key Managerial Personnel of the company	There is no inter-se relationship between Ms. Rashmi Joshi and other directors or Key Managerial personnel of the Company.	There is no inter-se relationship between Mr. Sandeep Zanzaria and other directors or Key Managerial personnel of the Company.
11.	Number of Meetings of the Board attended during the year	Not Applicable	a. For the Financial Year 2024-25: 7 meetings b. For the Financial Year 2025-26 (till the date of approval of Postal Ballot Notice): 5 meetings
12.	Listed entities from which the Director has resigned from directorship in the past three (3) years	Nil	NIL
13.	Terms and Conditions of appointment/ re-appointment	Ms. Rashmi Joshi shall be appointed as an Independent Director of the Company for a period of five (5)	Mr. Sandeep Zanzaria has been re-appointed for the period of three years with effect from April 17, 2026, not liable

		consecutive years with effect from the date of approval of shareholders i.e March 20, 2026 till March 19, 2031, not liable to retire by rotation	to retire by rotation. The other brief terms and conditions of re-appointment are as mentioned in explanatory statement for item no. 2.
14.	Committee Memberships/ Chairmanships of other Companies	<p>Bhart Forge Limited: Member in Below Committees:</p> <ul style="list-style-type: none"> • Audit Committee • Nomination & Remuneration Committee • Risk Management Committee <p>Orkla India Limited:</p> <ul style="list-style-type: none"> • Chairperson in Audit Committee • Member in Risk Management Committee <p>Elevate Campuses Limited: Chairperson in below Committees:</p> <ul style="list-style-type: none"> • Audit Committee • Nomination & Remuneration Committee • Risk Management Committee <p>Morganite Crucibles (India) Limited: Member in below Committees:</p> <ul style="list-style-type: none"> • Audit Committee • Risk Management Committee • Chairperson in Nomination & Remuneration Committee <p>Vesuvius India Limited Member in below committees:</p> <ul style="list-style-type: none"> • Audit Committee • Nomination and Remuneration Committee • Risk Management Committee • CSR Committee • Stakeholders Relationship Committee 	Nil
15.	Details of remuneration sought to be paid	Ms. Rashmi Joshi shall be paid remuneration by way of sitting fees for attending meetings of the Board and committees thereof, if applicable, as well as reimbursement of expenses for attending such meetings. She shall also be entitled to receive commission as may be recommended by the Board, from time to time, which shall be within the limits stipulated under Section 197 of the Companies Act, 2013 and as approved by the members.	As mentioned in explanatory statement for item no. 2
16.	Details of remuneration last drawn	Not Applicable	INR 9,20,22,145/- (Financial Year 2024-25)