GE Vernova T&D India Limited

(CIN: L31102DL1957PLC193993)
Registered Office: A-18, First Floor, Okhla Industrial Area, Phase II, New Delhi – 110020
Tel. No. 91 11 41610660
Website: https:/www.gevernova.com/regions/asia/in/gevernova-td-india

Notice of Seventieth (70th) Annual General Meeting

NOTICE is hereby given that the Seventieth (70th) Annual General Meeting of the members of GE Vernova T&D India Limited (formerly known as GE T&D India Limited) will be held on Wednesday, the 9th day of September 2026 at 3:00 P.M. (IST), through Video Conferencing/ Other Audio Visual Means ("VC/OAVM") facility to transact the following business:

ORDINARY BUSINESS

1. Adoption of Audited Financial Statements for the financial year ended on March 31, 2026

To receive, consider and adopt the audited financial statements of the Company for the financial year ended March 31, 2026, including the Balance Sheet as at March 31, 2026, the Statement of Profit and Loss and the Cash Flow Statement for the financial year ended on that date and Reports of Board of Directors and Auditors thereon and in this regard, to consider and if thought fit, to pass, the following resolution as an **ORDINARY RESOLUTION**:

"**RESOLVED THAT** Audited Financial Statements of the Company for the Financial Year ended March 31, 2026, including the Balance Sheet as at March 31, 2026, the Statement of Profit and Loss and the Cash Flow Statement for Financial Year ended on that date and Reports of Board of Directors and Auditors thereon, be and are hereby received, considered and adopted."

2. Declaration of Dividend

To declare a final dividend of ₹ 10 (Rupees Ten only) per equity share of face value of ₹ 2 each for the financial year ended on March 31, 2026, and in this regard, to consider and if thought fit, to pass, the following resolution as an **ORDINARY RESOLUTION**:

"**RESOLVED THAT** the final dividend of ₹ 10/- (Rupees Ten only) per equity share of face value of ₹ 2/- each for the financial year ended on March 31, 2026 be and is hereby declared, out of the profits of the Company for the financial year 2025-26."

3. Appointment of Mr. Sushil Kumar (DIN: 08510312) as Director, liable to retire by rotation

To appoint a Director in place of Mr. Sushil Kumar (DIN: 08510312), who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible, offers himself for re-appointment and in this regard, to consider and if thought fit, to pass, the following resolution as an **ORDINARY RESOLUTION**:

"**RESOLVED THAT** in accordance with the provisions of Section 152(6) and other applicable provisions of the Companies Act, 2013, Mr. Sushil Kumar (DIN: 08510312), who retires by rotation and being eligible, has offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."

4. Re-appointment of M/s. Deloitte Haskins & Sells, Chartered Accountants, as the Statutory Auditors of the Company

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an **ORDINARY RESOLUTION**:

"**RESOLVED THAT** pursuant to the provisions of Section 139, 141, 142 and other applicable provisions of the Companies Act, 2013 and Companies (Audit and Auditors) Rules, 2014, as amended from time to time, M/s. Deloitte Haskins & Sells, Chartered Accountants, Firm Registration No.015125N, be and are hereby re-appointed as Statutory Auditors of the Company to hold office for the second term from conclusion of 70th Annual General Meeting until the conclusion of 75th Annual General Meeting to be held in the year 2031, on such remuneration as may be mutually determined between the Statutory Auditors and the Board of Directors of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof), be and are hereby authorised to do all such acts, deeds and things as may be deemed necessary including filing necessary forms, etc. with the concerned Authorities."

SPECIAL BUSINESS

5. **Ratification of remuneration of Cost Auditors for the financial year ending March 31, 2027**

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an **ORDINARY RESOLUTION**:

"**RESOLVED THAT** pursuant to the provisions of Section 148 of the Companies Act, 2013, read with Companies (Audit and Auditors) Rules, 2014 and such other applicable provisions, if any, (including any statutory modification(s) or re- enactment(s) thereof for the time being in force), M/s. Ramanath Iyer & Co., Cost Accountants, having Firm Registration Number 000019, appointed by the Board of Directors of the Company, on the recommendation of the Audit Committee, as Cost Auditors of the Company to conduct audit of the relevant cost records maintained by the Company for the Financial Year ending March 31, 2027, be paid remuneration of ₹ 8,00,000 (Rupees Eight Lakhs only) plus applicable taxes and out of pocket expenses.

RESOLVED FURTHER THAT the Board of Director(s) and/or Company Secretary of the Company be and are hereby authorised to take necessary steps and to do all such acts, deeds and things and take all such steps as may be necessary or expedient to give effect to this resolution."

6. **Appointment of Mr. Marco Simiano as the Non-Executive and Non-Independent Director**

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an **ORDINARY RESOLUTION**:

"**RESOLVED THAT** pursuant to the provisions of section 152 and all other applicable provisions of the Companies Act, 2013 ("the Act"), the Companies (Appointment and Qualifications of Directors) Rules, 2014, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 [including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force], Nomination and Remuneration Policy of the Company and Articles of Association of the Company, Mr. Marco Simiano (DIN: 11785978), who was appointed by the Board of Directors as an Additional Director under category of Non-Executive Director of the Company with effect from July 1, 2026 and who holds office up-to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing from a member under section 160 of the Act, be and is hereby appointed as a Director under category of Non-Executive Director of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee thereof) be and are hereby authorised to do all such acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

7. **Re-appointment of Mr. Sushil Kumar (DIN: 08510312) as a Whole-time Director of the Company effective from January 01, 2027, till December 31, 2031**

To consider and, if thought fit, to pass, with or without modification, the following resolution as an **ORDINARY RESOLUTION**:

"**RESOLVED THAT** in terms 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 approval of Board of Directors, the consent of the members be and is hereby accorded to re-appoint Mr. Sushil Kumar (DIN: 08510312) as Whole-time Director, designated as Whole Time Director and Chief Financial Officer, liable to retire by rotation, for a further period of 5 (five) Years i.e. with effect from January 1, 2027 up-to December 31, 2031 on terms and conditions as set out in the Service Agreement to be entered into between the Company and Mr. Sushil Kumar, 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. Sushil Kumar; 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."

8. Payment of remuneration to Non-Executive Directors for a period of five financial years commencing from April 1, 2026

To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **ORDINARY RESOLUTION**:

"**RESOLVED THAT** pursuant to the provisions of the Section 197 and other applicable provisions, if any of the Companies Act, 2013 ("the Act") or any statutory modification(s) or re-enactment thereof, the Articles of Association of the Company, Regulation 17(6) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time and subject to any other approval(s), as may be required, the approval of the shareholders of the Company be and is hereby granted for payment of the remuneration by way of commission, for a period of 5 (five) financial years commencing from April 1, 2026 not exceeding in the aggregate 1% (one percent) of the net profits of the Company computed in the manner laid down in Section 198 of the Act for each of the financial years, or ₹ 20 million (Rupees Twenty million only) per financial year in aggregate, whichever is lower, and the same be paid to and distributed amongst Director(s) of the Company but excluding the Managing Director(s) and/or Whole-time Director(s), or some or any of them in such amounts or proportions and in such manner and in all respects as may be determined by the Board of Directors, from time to time, provided further that none of the non-executive Directors shall, in any Financial Year, individually receive an aggregate remuneration by way of commission (excluding sitting fees) exceeding ₹ 5 million (Rupees five million only).

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to determine the manner, amount and proportion of such payment and distribution and to do all such acts, deeds, matters and to take all such steps as may be required to give effect to this resolution and to settle any questions, difficulties or doubts that may arise in this regard."

9. Approval for Material Related Party Transaction(s) with LM Wind Power Blades (India) Private Limited

To consider and if thought fit, to pass, with or without modification(s), 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, [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 approval and recommendations of Audit Committee and Board of Directors, the approval of members be and is hereby accorded to enter/continue to enter into transaction(s) with LM Wind Power Blades (India) Private Limited, a related party of the Company, 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
Lending in cash pool;	Maximum 10,000 outstanding at any given point of time plus interest
One year Term Loan (s)	Maximum 41,000 outstanding at any given point of time plus interest
Total	**51,000 plus interest**

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 delegate all or any of the powers herein conferred to any Director, Chief Financial Officer or any other Officer of the Company."

10. Approval for Material Related Party Transaction(s) with GE Vernova Inc.

To consider and if thought fit, to pass, with or without modification(s), 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, [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 approval and recommendations of Audit Committee and Board of Directors, the approval of members be and is hereby accorded to enter/continue to enter into transaction(s) with GE Vernova Inc., ultimate holding company and a related party of the Company, 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
Parent Company Guarantee in favor of the Company for lending to LM Wind Power Blades (India) Private Limited	Maximum 51,000 outstanding at any given point of time plus interest
Availing business support/shared services	Upto 50

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 delegate all or any of the powers herein conferred to any Director, Chief Financial Officer or any other Officer of the Company."

11. Increase in the Overall limits of the Company under section 186 of the Companies Act, 2013

To consider and if thought fit, to pass, with or without modification(s), the following resolution as a **SPECIAL RESOLUTION**:

"**RESOLVED THAT** pursuant to the provisions of section 186 and all other applicable provisions, if any, of the Companies Act, 2013 (the 'Act') and other applicable laws/regulations and subject to such approvals, consents, sanctions and permissions as may be necessary, the approval of members of the Company be and is hereby accorded to the Board of Directors (which includes any committee thereof) to make loan(s) to any person or body corporate through various means and/or give guarantee/provide security in connection with loan(s) to any person or body corporate and/or acquire by way of subscription, purchase or otherwise, the securities of anybody corporate up to a limit which (including the amount of loans, guarantees, securities and investments already made) shall not exceed Rs. 51,000/- Million (Rupees Fifty One thousand million only), notwithstanding that the aggregate of the loan(s) so far made or to be made and/or guarantees so far given or to be given and/or securities so far provided or to be provided and/or securities so far acquired or to be acquired may exceed the limit of sixty per cent of aggregate of paid-up Share Capital and Free Reserves and Securities Premium Account or one hundred per cent of the Free Reserves and Securities Premium Account of the Company, whichever is more.

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 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
For **GE Vernova T&D India Limited**
(Formerly known as GE T&D India Limited)

Shweta Mehta
Company Secretary
M. No.: A18600

Place: Noida
Date: August 5, 2026

Notes:

1. A Statement setting out material facts pursuant to the provisions of Section 102(1) of the Companies Act, 2013 (the "Act") in respect of special business set out at Item No. 5 to 11 of the Notice and disclosures in terms of Regulation 36(5) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") in respect of the item no. 4 is annexed hereto. Further, additional information in terms of the Regulation 36(3) of Listing Regulations and Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India, with respect to directors seeking appointment/re-appointment at the 70th Annual General Meeting ('70th AGM') are provided as **Annexure 1**.

2. The Ministry of Corporate Affairs ("MCA") vide its circulars dated April 8, 2020, April 13, 2020, May 5,2020, January 13, 2021, December 8, 2021, December 14, 2021, May 5, 2022, December 28, 2022, September 25, 2023, September 19, 2024 and September 22, 2025 (collectively referred to as "MCA Circulars"), permitted convening the Annual General Meeting ("AGM") through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM"), without physical presence of the members at a common venue. In accordance with the MCA Circulars, 70th AGM is being held through VC/OAVM, which does not require physical presence of members at a common venue. The deemed venue for the 70th AGM shall be the Registered Office of the Company.

3. In terms of MCA Circulars and Securities and Exchange Board of India ("SEBI") Master Circular No. HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated January 30, 2026 for compliance with the provisions of the Listing Regulations, ("SEBI Master Circular"), Notice of 70th AGM along with the Annual Report 2025-26 is being sent only through electronic mode to those members whose email address are registered with the Company or National Securities Depository Limited ("NSDL") / Central Depository Services (India) Limited, Depositories or Depository Participants. Further, in terms of the aforesaid circulars, as 70th AGM is being held through VC/OAVM, there is no requirement of appointment of proxies. Accordingly, the facility of appointments of proxies by Members under Section 105 of the Act will not be available for the 70th AGM. In case any member is desirous of obtaining hard copy of the Annual Report for the financial year 2025-26, they may send a request from their registered e-mail address to the Company at secretarial.compliance@gevernova.com or to Registrar and Share Transfer agent of the Company i.e. MUFG Intime India Private Limited ("RTA") at investor.helpdesk@in.mpms.mufg.com, mentioning their Folio no./ DP ID and Client ID. As the 70th AGM is being held through VC/ OAVM facility, the Route Map and attendance slip are not annexed to this Notice of the 70th AGM.

4. In pursuance of Section 112 and Section 113 of the Act, representatives of the Members may be appointed for the purpose of voting through remote e-Voting, participation in the 70th AGM through VC/OAVM Facility and/or e-Voting during the 70th AGM. Corporate/ Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are encouraged to attend and vote in the 70th AGM. Corporate Members intending to authorise representative(s) to vote through remote e-Voting or e-Voting during the 70th AGM are requested to send a certified copy (PDF/ JPEG format) of the Board Resolution/Authorization letter/Power of Attorney through their registered email-Id at manish@rmgcs.com with a copy marked to secretarial.compliance@gevernova.com latest by Friday, September 4, 2026. The same may also be uploaded in the e-Voting module by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab of the NSDL e-Voting portal.

5. In terms of the MCA Circulars and SEBI Master Circular, the Annual Report for the financial year 2025-26 and Notice of the 70th AGM will also be available on the website of the Company at https://www.gevernova.com/regions/asia/in/gevernova-td-india on the website of BSE Limited at https://www.bseindia.com and National Stock Exchange of India Limited at https://www.nseindia.com. The Notice of 70th AGM will also be available on the website of NSDL at https://www.evoting.nsdl.com. Additionally, in accordance with Regulation 36(1)(b) of the Listing Regulations, the Company is also sending a letter to members whose e-mail address is not registered with Company/ Depository Participant providing the exact web-link of Company's website from where the Annual Report for financial year 2025-26 and Notice of 70th AGM, can be accessed.

6. Members may join the 70th AGM through VC/ OAVM facility by following the procedure as mentioned in the Notice. The joining window shall be open for the members from 2:30 P.M. (IST) i.e. 30 minutes before the scheduled start time of the 70th AGM.

7. Members may note that the facility of participation at the 70th AGM through VC/OAVM will be made available for 1000 members on first come first serve basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel and Auditors, who

are allowed to attend the 70th AGM without restriction on account of first come first serve basis.

8. The attendance of the Members attending the 70th AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

9. Members may inspect the Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act and the Register of Contracts and Arrangements in which Directors are interested maintained under Section 189 of the Act during the 70th AGM, by sending a request on the email id secretarial.compliance@gevernova.com. Further, All documents referred to in the Notice will also be available for inspection electronically without any fee on all working days (except Saturdays, Sundays and Public Holidays) between 10:00 A.M. (IST) to 5:00 P.M. (IST) from the date of circulation of this 70th AGM Notice up to the date of 70th AGM. Members seeking to inspect such documents can send a request on the email id secretarial.compliance@gevernova.com.

10. 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) ['DPs'], and who wish to receive the Notice of the 70th AGM, the Annual Report for the financial year 2025- 26 and all other 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 Licence, Election Identity Card, Passport etc.) and such other documents as prescribed in the Form ISR-1, to the Registrar and Share Transfer Agents, MUFG Intime India Private Limited, 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 https://www.gevernova.com/regions/asia/in/gevernova-td-india/financials

INFORMATION FOR SHAREHOLDERS HOLDING SHARES IN PHYSICAL FORM

11. SEBI vide Master Circular for Registrars to an Issue and Share Transfer Agents dated February 6, 2026 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. Any service requests or grievance received from the member holding physical shares are being processed by RTA only on receipt of complete KYC details and PAN. The said forms can be downloaded from Company's website https://www.gevernova.com/regions/asia/in/gevernova-td-india.

12. The facility for making nomination is available for the Members in respect of the physical shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/she may submit the same in Form ISR-3 or SH-14 as the case may be. The said forms can be downloaded from Company's website https://www.gevernova.com/regions/asia/in/gevernova-td-india/financials. Members are requested to submit the said details to their Depository Participant in case the shares are held by them in dematerialized form.

13. Members holding shares in physical form are requested to consider dematerializing their holding. As per SEBI norms, share transfers are not allowed in physical form. Further other service requests like (i) issue of duplicate securities certificate, (ii) claim from Suspense Escrow Demat Account; (iii) renewal/exchange of securities certificate; (iv) endorsement; (v) sub- division / splitting of securities certificate; (vi) consolidation of securities certificates/ folios; (vii) transmission and (viii) transposition will also be processed/ effected in demat form only.

TRANSFER OF UNCLAIMED DIVIDEND AND UNDERLYING SHARES TO THE INVESTOR EDUCATION AND PROTECTION FUND

14. Members are requested to note that, dividends remaining unpaid/unclaimed for consecutive period of 7 years from the date of transfer to unpaid dividend account of the Company are liable to be transferred to Investor Education and Protection Fund (IEPF) established by the Central Government. The Company has transferred the unpaid or unclaimed dividends declared for financial years up to March 31, 2018, from time to time to IEPF.

15. Pursuant to the provisions of section 124(6) of the Act and the Investor Education and Protection Fund Authority(Accounting, Audit, Transfer and Refund) Rules, 2016, as amended from time to time ("IEPF Rules"), all shares in respect of which dividend has not been paid or claimed for seven consecutive years shall be transferred by the Company to the designated Demat Account of the IEPF Authority ("IEPF Account") within a period of thirty days of such shares becoming due to be transferred to the IEPF Account.

16. Accordingly, 77,798 equity shares, in respect of which the dividend for the financial year ended March 31, 2018, and for periods thereafter remained unpaid/unclaimed were transferred to IEPF Account on September 29, 2025, after following the prescribed procedure. The Members, whose unclaimed dividends/ shares have been transferred to IEPF, may claim the same by making an application to the IEPF Authority as per the procedure prescribed in IEPF Rules, in Form No. IEPF-5 available on www.iepf.gov.in. Details of shares transferred to IEPF Authority are available on the website of the Company at https://www.gevernova.com/regions/asia/in/gevernova-td-india.

17. Further, all the members who have not claimed/ encashed their dividends in the last seven consecutive years from financial year ended March 31, 2019, onwards are advised to claim the same. In case valid claim is not received by the Company on or before August 27, 2026, the Company will proceed to transfer the respective shares to the IEPF Account in accordance with the procedure prescribed under the IEPF Rules. The Company has uploaded the details of such members on website of the Company https://www.gevernova.com/regions/asia/in/gevernova-td-india/unclaimed-dividend.

18. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised to not leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant, and holdings should be verified from time to time.

19. Members are requested to address all correspondence, including dividend-related matters, to RTA, M/s. MUFG Intime India Private Limited, Rasoi Court, 5th Floor, 20 Sir R N Mukherjee Road, Kolkata, West Bengal, 700001 or at their email id:investor.helpdesk@in.mpms.mufg.com. Members are requested to provide their e-mail address, telephone numbers, and quote their Folio numbers/ DP ID & Client ID in all correspondences to facilitate prompt response.

RECORD DATE AND DIVIDEND:

20. The Board of Directors have recommended a final dividend @ 500% i.e., ₹ 10/- per Equity Share (face value of ₹ 2/- each) of the Company for the year ended March 31, 2026, which will be paid if approved by shareholders at the 70th AGM. Final Dividend will be directly credited to the bank accounts of the shareholders whose names appear, as on the Record Date as mentioned below, in the register of members or the beneficiary position data furnished by the Depositories.

21. The Final Dividend, if any declared, shall be payable to those Members whose name(s) stand registered:

    a) as Beneficial Owner up to the end of business hours on August 21, 2026, as per the lists to be furnished by National Securities Depositories Limited or Central Depository Services (India) Limited in respect of the shares held in electronic form, and

    b) as Member in the Register of Members of the Company up-to the end of business hours on August 21, 2026.

22. Dividend to security holders, shall be paid only through electronic mode. Members holding physical securities who have not submitted complete KYC details are requested to send following documents:

    a) Form No. ISR-1 duly filled and signed by the holders stating their name, folio number, complete address with pin code, and the following details relating to the bank account in which the dividend is to be received:

        1. Name of Bank and Bank Branch.
        2. Bank Account Number & Type allotted by your bank after implementation of Core Banking Solutions.
        3. 11digit IFSC Code; and
        4. 9-digit MICR Code.

    b) Original copy of cheque bearing the name of the Member or first holder, in case shares are held jointly;

    c) Self-attested copy of the PAN Card of all holders; and

    d) Self-attested copy of any document (such as AADHAR Card, Driving License, Election Identity Card, Passport) in support of the address of the Member as registered with the Company.

e) Form ISR-2 duly filled signed. The signature of holders should be attested by the Bank Manager.

f) Form SH 13 – Nomination form or Form ISR-3 – to opt out from Nomination.

The above Investor Service Request Forms (ISR) are available at RTA's website at https://in.mpms.mufg.com and website of the Company at https://www.gevernova.com/regions/asia/in/gevernova-td-india/ unclaimed-dividend.

23. Pursuant to the provisions of Income Tax Act, 1961 ('the IT Act'), dividend declared, paid or distributed by a Company on or after 1st April, 2020, is taxable in the hands of the shareholders. The Company shall, therefore, be required to deduct Tax Deducted at source (TDS) at the time of payment of dividend at the applicable tax rates. The rates of TDS would depend upon the category, return filing status and residential status of the shareholder. Members are requested to complete and/ or update their Residential Status, PAN, Category as per the IT Act with their Depository Participants or in case shares are held in physical form, with the RTA/ Company by sending documents by **Monday, August 24, 2026**.

24. The Company shall send a separate email communication informing the Members regarding the relevant procedure to be adopted by the Members to avail the applicable tax rate as per the IT Act.

VOTING THROUGH ELECTRONIC MEANS:

25. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, Regulation 44 of Listing Regulations read with MCA Circulars and SEBI Master Circular, the Company is providing facility to vote through electronic means (e-Voting). For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member prior to the 70th AGM, using remote e-Voting system as well as voting during the 70th AGM and attending 70th AGM will be provided by NSDL.

26. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date i.e. Wednesday, September 2, 2026 shall be only entitled to avail the facility of remote e-Voting, attending the AGM or casting vote through e-Voting system during the 70th AGM. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Wednesday, September 2, 2026.

27. The remote e-Voting period will commence on **Saturday, September 5, 2026** (9:00 A.M IST) and ends on **Tuesday, September 8, 2026** (5:00 PM IST). During this period, members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of **Wednesday, September 2, 2026**, may cast their vote by remote e- Voting. The remote e-Voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.

28. A person who is not a member as on the cut-off date should treat this Notice of 70th AGM for information purpose only.

29. Mr. Manish Gupta, Managing Partner of RMG & Associates, Practicing Company Secretary having membership no. FCS 5123 and in his absence, Mr. Sachin Khurana partner of M/s RMG & Associates, Company Secretaries in whole time practice, having Membership Number FCS -10098 have been appointed by the Board of Directors as the Scrutinizer to scrutinize the e-Voting at 70th AGM and remote e-Voting process in a fair and transparent manner.

30. The Scrutinizer shall after the conclusion of e-Voting at the 70th AGM, first download the votes cast at the 70th AGM and thereafter unblock the votes cast through remote e-Voting and shall make a consolidated scrutinizer's report of the total votes cast in favour or against, invalid votes, if any, and whether the resolution has been carried or not, and such Report shall then be sent to the Chairman or a person authorized by him, within two days from the conclusion of the 70th AGM, who shall then countersign and declare the result of the voting forthwith.

31. The Results declared along with the report of the Scrutinizer shall be placed on the website: 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 him in writing. The results shall also be immediately forwarded to the BSE Limited and National Stock Exchange of India Limited (NSE).

GENERAL INSTRUCTIONS FOR PARTICIPATING IN THE 70TH ANNUAL GENERAL MEETING THROUGH VC/OAVM FACILITY AND VOTING THROUGH ELECTRONIC MEANS INCLUDING 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 remote e-Voting and joining 70th AGM for Individual shareholders holding securities in demat mode

In terms of SEBI Master circular No. HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated January 30, 2026 for compliance with the provisions of the Listing Regulations, Individual shareholders holding securities in demat mode may vote 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 e-Voting facility.

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	**OTP based login** For OTP based login, you can click on https://eservices.nsdl.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 or joining 70th AGM and voting during the meeting. **NSDL IDeAS facility** 1. Existing **IDeAS** user can visit the e-Services website of NSDL i.e https://eservices.nsdl.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 re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining 70th AGM and voting during the meeting. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “**Register Online for IDeAS Portal**” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp **E-Voting website of NSDL** Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://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 or joining 70th AGM and voting during the meeting. 2. Shareholders/Members can also download NSDL Mobile App “**NSDL Speede**” facility by scanning the QR code mentioned below for seamless voting experience. NSDL Mobile App is available on App Store Google Play

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	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 or joining 70th AGM and voting during the meeting. 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 a 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 theirdepository 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 or joining 70th AGM and voting during the 70th AGM.

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	Designation
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 e-Voting and joining 70th AGM for shareholders 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 eservices 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:
a) 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******.
b) 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**************
c) 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***

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

a) If you are already registered for e-Voting, then you can user 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.

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

a) 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.

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

c) 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.d)

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

5) After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

6) Now, you will have to click on "Login" button.

7) After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join 70th AGM on NSDL e-Voting system.

1. 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.

2. Select "EVEN" of Company during the remote e-Voting period and casting your vote during the General Meeting. For joining 70th AGM, you need to click on "VC/OAVM" link placed under "Join Meeting".

3. Now you are ready for e-Voting as the Voting page opens.

4. 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.

5. Upon confirmation, the message "Vote cast successfully" will be displayed.

6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

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. MUFG Intime India Private Limited at investor.helpdesk@in.mpms.mufg.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. MUFG Intime India Private Limited at investor.helpdesk@in.mpms.mufg.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 and joining 70th AGM 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.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE 70th AGM THROUGH VC/OAVM ARE AS UNDER

1. Members will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM" placed under "Join meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.

2. Members are encouraged to join the Meeting through Laptops for better experience.

3. Further, Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

4. Please note that members Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection.

5. Members can submit questions in advance with regard to the financial statements or any other matter to be placed at the 70th AGM, from their registered email address, mentioning their name, DP ID and Client ID number /folio number and mobile number, to reach the Company's email address secretarial.compliance@gevernova.com by Friday, September 4, 2026, by 5:00 P.M. IST. Such questions by the Members shall be taken up during the meeting and replied by the Company suitably.

6. Members, who would like to ask questions during the 70th AGM with regard to the financial statements or any other matter to be placed at the 70th AGM, need to register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID number/folio number and mobile number, to reach the Company's email address secretarial.compliance@gevernova.com by **Tuesday, August 25, 2026** by 5:00 P.M. (IST). Those Members who have registered themselves as a speaker shall be allowed to ask questions during the 70th AGM, depending upon the availability of time. However, the opportunity to speak at the AGM out of the Registered speakers will be decided by the Company.

INSTRUCTIONS FOR MEMBERS FOR E-VOTING ON THE DAY OF THE 70th AGM THROUGH VC/OAVM ARE AS UNDER

1. The procedure for e-Voting on the 70th AGM is same as the instructions mentioned above for remote e-voting.

2. Only those Members/ shareholders, who will be present in the 70th AGM through VC/OAVM facility and have not casted their vote through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the 70th AGM.

3. Members who have voted through Remote e-Voting will be eligible to attend the 70th AGM. However, they will not be eligible to vote at the 70th AGM.

4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the 70th AGM shall be the same person mentioned for Remote e-voting.

GENERAL GUIDELINES FOR SHAREHOLDERS

1. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-Voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.

2. Any person, who acquires shares of the Company and becomes Member of the Company after the Company sends the Notice of the 70th AGM by email and holds shares as on the cut-off date i.e. September 2, 2026, may obtain the User ID and password by sending a request to the Company's registrars and share transfer agents through e-mail at investor.helpdesk@in.mpms.mufg.com. with a copy to NSDL at evoting@nsdl.com. However, if you are already registered with NSDL for remote e-Voting then you can use your existing user ID and password for casting your vote. If you have forgotten your password, you can reset your password by using "Forgot User Details/ Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com. In case of Individual Shareholders holding securities in Demat mode may follow steps mentioned in step 1 for login to NSDL e-voting System.

3. 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 toll free no.: 022–4486 7000 or send a request to Ms. Pallavi Mhatre, Deputy Vice President, 3rd Floor, Naman Chamber, Plot C-32, G-Block, Bandra Kurla Complex, Bandra East, Mumbai, Maharashtra - 400051, at the designated email IDs: evoting@nsdl.com.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 INCLUDING DISCLOSURES IN TERMS OF REGULATION 36(5) OF SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS)

Item No. 4

The Members at its 65th Annual General Meeting (AGM) held on August 6, 2021, had appointed M/s. Deloitte Haskins & Sells, Chartered Accountants, as Statutory Auditors, Firm Registration No.015125N, for its first term, from 65th Annual General Meeting till the conclusion of 70th Annual General Meeting. The existing term of the Statutory Auditors shall expire at the conclusion of 70th Annual General Meeting.

In terms of the provisions of Section 139 of Companies Act, 2013, the Companies (Audit and Auditors) Rules, 2014 and other applicable provisions, the Company can appoint or re-appoint an audit firm as statutory auditors for two terms of five consecutive years.

M/s. Deloitte Haskins & Sells, Chartered Accountants have given their consent for their appointment as the Statutory Auditors and also confirmed their eligibility in accordance with the conditions as prescribed in Rule 4 of Companies (Audit and Auditors) Rules, 2014 and Section 141 of the Companies Act, 2013.

The Audit Committee, after evaluating and considering various factors such as Auditors' performance, fees, team, experience, independence etc. recommended the re-appointment of M/s. Deloitte Haskins & Sells, Chartered Accountants, Firm Registration No.015125N, as the Statutory Auditors of the Company, for a second term of five consecutive years, to hold office from the conclusion of 70th Annual General Meeting until the conclusion of 75th Annual General Meeting. The Board of Directors, on the recommendation of Audit Committee, re-appointed M/s. Deloitte Haskins & Sells, Chartered Accountants as the Statutory Auditors of the Company for the second term from conclusion of 70th Annual General Meeting until the conclusion of 75th Annual General Meeting, subject to approval by the members.

M/s. Deloitte Haskins & Sells, Chartered Accountants, was paid ₹16.4 million (plus applicable taxes and out-of pocket expenses) for statutory audit, tax audit and limited review of financial statements and ₹1.9 million plus applicable taxes for other certification fees during the financial year 2025-26.

The proposed remuneration payable to M/s. Deloitte Haskins & Sells, for statutory audit, tax audit and limited review of quarterly financial results for the financial year 2026-27 shall be approximately Rs 14.9 million only, plus applicable taxes, reimbursement of out of-pocket and other incidental expenses in connection with the audit/review. The remuneration payable to the Statutory Auditors for the subsequent years of their term shall be determined by the Board, based on the recommendation of the Audit Committee and as mutually agreed with the Statutory Auditors. Further, the fee / remuneration payable for other permissible services shall be as approved by the Audit Committee and / or the Board of Directors, as applicable.

A brief profile of M/s. Deloitte Haskins & Sells is as follows:

Deloitte Haskins & Sells (DHS), is a leading professional services firm of the country and has the scale and capacity to serve across locations. DHS (along with its network of firms), has a strong Audit & Assurance practice, with over 3,500 professionals and offices across 16 cities. DHS provides professional services to some of the largest and most reputed business houses across various industries and sectors.

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 Board recommends the Ordinary resolution as set out in Item no. 4 of this notice for the approval of members.

Item No. 5

The Board of Directors of the Company at its meeting held on May 18, 2026, on recommendation of the Audit Committee, has appointed M/s. Ramanath Iyer & Co., Cost Accountants (Firm registration No. 000019) as Cost Auditors of the Company for the Financial Year 2026-27, at an aggregate fee of ₹ 800,000/- (Rupees Eight Lakhs only) plus applicable taxes and out of pocket expenses, to conduct the audit of the relevant cost records of the Company, subject to ratification of fee/remuneration by the shareholders at the Annual General Meeting.

The Company has received consent letter from M/s. Ramanath Iyer & Co., Cost Accountants which also contains confirmation that it did not incur any disqualification provided under Section 141 read with Section 148 of the Companies Act, 2013.

Pursuant to Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, Members of the Company are required to ratify the remuneration to be paid to the cost auditor of the Company.

Accordingly, approval of the members is sought for passing an Ordinary Resolution as set out at item no. 5 of the Notice for ratification of the remuneration payable to the M/s. Ramanath Iyer & Co., Cost Auditors for the financial year ending March 31, 2027.

None of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financial or otherwise, in the resolution set out at item no. 5 of the Notice.

Your Board recommends the Ordinary Resolution as set out in Item No. 5 for your approval

Item No. 6

The Board of Directors of the Company ("the Board") at its meeting held on May 18, 2026, on the recommendation of the Nomination and Remuneration Committee ("NRC") and keeping in view the expertise, knowledge and experience, have approved the appointment of Mr. Marco Simiano as Additional Director in the category of Non-Executive and Non Independent Director of the Company with effect from July 1, 2026 subject to allotment of Director Identification Number (DIN) by Ministry of Corporate Affairs.

The Board at its meeting held on May 18, 2026, on the recommendation of the NRC, has also approved and recommended to members, the appointment of Mr. Marco Simiano as Non-Executive and Non-Independent Director of the Company subject to allotment of Director Identification Number by Ministry of Corporate Affairs.

The Ministry of Corporate Affairs allotted DIN 11785978 to Mr. Marco Simiano on 23rd June, 2026.

A brief profile of Mr. Marco Simiano is as follows:

Mr. Marco Simiano, aged about 50 years and based in Italy, is a senior business executive at GE Vernova, with over two decades of international experience in the energy sector spanning commercial strategy, product management, and advanced technology development. He has proven track record in scaling global businesses, driving innovation, and leading transformation in complex, highly regulated markets.

He is currently Chief Commercial & Product Officer (CCPO) of Grid Automation at GE Vernova, with responsibility for global strategy and commercial performance in Grid Automation.

He has completed M.Sc. (Nuclear Engineering) from University of Palermo, Italy and MBA (International) from University of St. Gallen, Switzerland and PhD, ETH Zurich, Switzerland.

The Company has received all statutory disclosures / declarations from Mr. Marco Simiano, 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 and;

b) Intimation in Form DIR-8 pursuant to the Companies (Appointment and Qualification of Directors) Rules, 2014 that he is not disqualified under sub-section (1) & (2) of Section 164 of the Companies Act, 2013 including confirmation that he 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;

The Company has also received a notice in writing by a member proposing the candidature of Mr. Marco Simiano under Section 160(1) of the Companies Act, 2013.

The appointment of Mr. Marco Simiano shall be within the limits prescribed under SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015 ("Listing Regulations").

Mr. Marco Simiano, possesses the following Skills/ Expertise/ Competencies identified by the Board of Directors, as required in the context of its business and sector for it to function effectively:

- Leadership
- Strategic thinking
- Industry Knowledge
- Global experience and Organizational Management
- Risk Management
- Technology/IT

He is not related to any other Director of the Company and does not hold any equity shares of the Company. He possesses requisite qualifications, expertise and experience for being appointed as Director of the Company. Further, Mr. Marco Simiano fulfils the criteria for appointment as Director as contained in the Nomination and Remuneration Policy of the Company. He will not be paid any remuneration from the Company on account of holding such position.

The documents referred above, shall be available for inspection electronically by members up to date of Annual General Meeting. Members seeking inspection of these documents may send an email to the Company at secretarial.compliance@gevernova.com.

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 Ordinary resolution as set out in Item no. 6 of this notice for the approval of members.

Item No. 7

The Board of Directors, on the recommendation of Nomination and Remuneration Committee, had appointed Mr. Sushil Kumar as Whole Time Director and Chief financial Officer (CFO) with effect from January 1, 2022, for a period of five years. Mr. Sushil Kumar is also a Key Managerial Personnel in terms of Section 203 of the Companies Act, 2013.

During his tenure as Whole-time Director & Chief Financial Officer, the internal controls, Risk Management, cash management process, have improved significantly. Further, he has contributed significantly in the growth of the Company.

Given his expertise, knowledge, skills and experience and based on the recommendations of the Nomination and Remuneration Committee, the Board of Directors, subject to approval of members, at its meeting held on May 18, 2026, approved the re-appointment of Sushil Kumar as Whole Time Director designated as Whole Time Director and Chief Financial Officer, liable to retire by rotation for further period of 5 years with effect from January 1, 2027, till December 31, 2031, on terms and conditions as set out in the Service Agreement to be entered into between the Company and Mr. Sushil Kumar.

Brief profile of Mr. Sushil Kumar is as under:

Mr. Sushil Kumar has rich finance experience of 26 Years working with organizations like GE, Alstom, Areva and Schneider. He has been working with the Company for the past 16 years and has held responsibilities in various finance domains including strategy, commercial finance, Treasury, Turnkey business, Strategy and business planning. He has led integration efforts and drove various finance initiative in the Company. He started his career as Audit Manager in M/s. A.F. Ferguson & Co. where he spent three years before moving to the Power Industry. He is a Chartered Accountant and an alumnus of Shri Ram College of Commerce, University of Delhi.

The broad terms of re-appointment and remuneration of Mr. Sushil Kumar are as under:

1. Tenure: 5 years with effect from January 1,2027 which shall end on December 31, 2031.
2. Remuneration:
   i. Annual Fixed compensation:
      - Annual Basic Salary of Rs. 60,52,400 (Rupees Sixty Lakhs Fifty Two Thousand four hundred only)
      - Flexible components include House Rent Allowance (maximum 60% of Basic Salary)/ Company leased Accommodation entitlement, Company Car Fuel (Maximum limit of ₹ 25000 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. 1,51,31,526 (Rupees one crore fifty one lac thirty one thousand five hundred and twenty-six only). 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 Incentive Plan:

   35% of the Annual fixed compensation payable as per GE Vernova Annual Incentive Plan Guidelines with such changes as may be decided from time to time. The actual amount depends on the performance against objectives and recommendations of Nomination and Remuneration Committee.

   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 or allowance in lieu thereof. Expenses, including Road Tax, Registration and Insurance of the car during the lease tenure will be borne by the Company directly. The aforesaid base value or allowance in lieu thereof may be changed from time to time depending on the applicable policy of the Company.

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.

b. As an Executive Employee of the Company, Mr. Kumar will be eligible to participate in GE Vernova's Executive Class Grant program. Awards/Benefits are subject to terms and conditions that will be provided at the time of each grant, and the Company reserves the right to vary, replace or withdraw the awards/ benefits at any time.

c. Mr. Kumar 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. This includes allotment of Restricted Stock Units (RSU) and Performance Stock Units (PSU) of GE Vernova Inc. depending on performance. The RSU and PSU are allotted at the market rate at the time of grant and the same is vested over a period of 3 years. The value of RSU and PSU is included in perquisites as per the market rate at the time of vesting which may increase or decrease as per prevailing market rate.

d. Leave Encashment, Mobile phone / Mobile bill reimbursement/Broadband Reimbursement, Health & Fitness Centre membership and other reimbursements as per Company Policy.

e. Mr. Kumar 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.

f. Mr. Kumar shall not be paid any sitting fees for attending the meeting of the Board of Directors or Committee thereof.

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, National Pension Scheme and/or 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. Kumar 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 may be terminated by Mr. Sushil or the Company with two (2) months' prior notice in writing. The Company may at its sole discretion waive all or part of the notice or allow Mr. Sushil 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 the Agreement as mentioned in clauses 14(a) and 14(c) of the Service Agreement, the Company may, in its absolute discretion, pay Mr. Kumar a sum in lieu of whole or part of the notice period. Notice pay (in either case) is calculated on Mr. Kumar 's last earned prorated annual fixed compensation at the time of separation but not the other benefits, to which Mr. Kumar 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 the Agreement without assigning any reason whatsoever.

d) The Company may also terminate the Agreement without notice if Mr. Kumar 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. Kumar may be required by the Company to absent himself from its premises on garden leave and not participate in the working of the Company during the unexpired portion of the notice period.

f) If Mr. Kumar, 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. Sushil Kumar, possesses the following Skills/ Expertise/ Competencies identified by the Board of Directors, as required in the context of its business and sector for it to function effectively:

- Leadership
- Strategic thinking
- Industry Knowledge
- Global experience and Organizational Management
- Financial expertise
- Risk Management

Further, Mr. Sushil Kumar fulfils the criteria for appointment as Director as contained in the Nomination and Remuneration Policy of the Company. Mr. Sushil Kumar is not related to any other Director of the Company and holds 5 equity shares of the Company.

Mr. Sushil Kumar has provided his consent for re-appointment as Whole Time Director 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. Sushil Kumar 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 Whole Time Director 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 date of Annual General Meeting. 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 Mr. Sushil Kumar as Whole Time Director as specified above are now being placed before the Members for their approval by way of an Ordinary Resolution.

Except for Mr. Sushil Kumar and his relatives to the extent of their shareholding in the Company, if any, 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 SEBI (Listing Obligations and Disclosure Requirements) and Secretarial Standard on General Meetings (SS-2) of Institute of Company Secretaries of India are mentioned in Annexure-1.

Your Board recommends the Ordinary Resolution as set out in Item No. 7 for your approval.

Item No. 8

The shareholders at the 65th Annual General Meeting held on 6th August 2021 had accorded their approval for payment of remuneration to the Non-Executive Directors including Independent Directors. It was approved that the payment of remuneration by way of commission to non-executive directors shall be determined by the Board of Directors up-to aggregate of ₹ 10 million in a financial year or 1% of net profits, whichever is lower. Further, the amount, proportion and manner of such payment and distribution may be decided by the Board. However, none of the non- executive Director shall, in any Financial Year, receive an aggregate remuneration (excluding sitting fees) exceeding ₹ 2.5 million.

Non-Executive Directors and Independent Directors bring relevant knowledge and expertise which support in Board's decision-making process. The role played by them in Company's governance and performance is very important for sustainable growth of the Company. Independent directors are vital to corporate governance by preventing conflicts of interest, improve compliance, and ensure strategic decisions are aligned with long term vision of the Company.

With the enhanced Corporate Governance requirements under the Companies Act, 2013 (the 'Act') and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("Listing Regulations") coupled with Increase in the size and complexity of operations of the Company, the role and responsibilities of the Board, particularly Non-executive Directors (including Independent Directors) have become more onerous, requiring greater time commitments, attention and a higher level of oversight. Considering their increased involvement, time commitment, and valuable contribution towards strategic decisions that are aligned with the Company's vision, as well as with the evolving and stringent corporate governance norms, it has become imperative to provide them with appropriate remuneration that reflects the expertise and value they bring to the Board of the Company

In view of the above, the Board of Directors at its meeting held on May 18, 2026 recommended payment of remuneration by way of commission not exceeding 1% of the net profits of the Company for a period of 5 (five) Financial Years commencing from April 1, 2026, in terms of Section 197 of the Act, computed in accordance with the provisions of Section 198 of the Act or Rs. 20 million per financial year in aggregate, whichever is lower, to Directors of the Company or some or any of them but excluding the Managing Director(s) and/or Whole-time Director(s) as may be determined by the Board of Directors. Further, none of the non-executive Directors shall, in any Financial Year, individually receive an aggregate remuneration (excluding sitting fees) exceeding ₹ 5 million. This commission will be distributed amongst the Non-Executive Directors, taking into consideration parameters such as Company's performance, time commitment, contribution at or other than meetings, etc. in accordance with the directions given by the Board or in accordance with criteria approved by the Board from time to time.

The above commission shall be in addition to fees payable to the Director(s) for attending meetings of the Board/ Committees or for any other purpose whatsoever as may be decided by the Board and reimbursement of expenses for participation in the Board and other meetings.

Further, in accordance with Section 197, 198 & other relevant provisions of the Act and provisions of Listing Regulations, the proposed remuneration may be paid to the Directors other than the Managing Director and Whole-time Director subject to the approval of Shareholders.

Regulation 17(6) of the Listing Regulations prescribe that the Board of Directors shal recommend all fees and compensation, if any, paid to Non-Executive Directors, including Independent Directors and the same requires approval of members in general meeting.

The Board recommends the Ordinary Resolution set out at Item No. 8 of the Notice for approval by the members. Accordingly, members' approval is sought by way of Ordinary Resolution for payment of commission to the Non-Executive Directors including Independent Directors as set out in the said resolution.

Except the Non-Executive Directors (including Independent Directors) of the Company being the concerned directors, to the extent of the remuneration that may be received by them from time to time and their relatives to the extent of their shareholding, if any, in the Company, none of the other Directors, Key Managerial Personnel or their respective relatives, are concerned or interested, financially or otherwise in the Resolution mentioned at Item No. 8 of the Notice.

Item No. 9

In accordance with the approval of shareholders at the last Annual General Meeting held on September 10, 2025, the Company had made maximum lending of ₹ 10,000 Million to LM Wind Power Blades (India) Private Limited ("LM Wind"), a related party of the Company, in cash pool.

The Company has been lending in cash pool arrangement of the GE Vernova group in which LM Wind is a cash pool leader. LM Wind is not a Non Banking Financial Company. Lending to cash pool is secured by the guarantee from ultimate Parent Company i.e. GE Vernova Inc.

GE Vernova Inc. is a global energy company that includes Power, Wind, and Electrification segments. It is headquartered in Cambridge, Massachusetts, U.S., with approximately 85,000 employees across 100+ countries around the world. It is the ultimate parent company of GE Vernova T&D India Limited ("the Company") and LM Wind which is a private limited company incorporated under the Companies Act, 1956 and having its registered office in Bengaluru. At present, GE Vernova Inc. has a credit rating of BBB assigned by Standard and Poor's Global Ratings (S&P) and BBB+ assigned by Fitch Ratings (Fitch).

LM Wind 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.

The Company has generated surplus funds over a period of time. In order to efficiently deploy surplus funds while maintaining operational flexibility in business operations towards working capital requirements of the Company, it is proposed to lend surplus funds to LM Wind which best serves the interest of the Company, as per details given below:

Nature of Transaction	Amount in ₹ Million
Lending in cash pool	Maximum 10,000 outstanding at any given point of time plus interest
One Year Term Loan (s)	Maximum 41,000 outstanding at any given point of time plus interest
Total	**51,000 plus interest**

Lending to LM Wind has been structured to provide both immediate liquidity and efficient capital management through a bifurcated approach. The Company shall lend partly to cash pool to invest surplus short-term funds ensuring optimal interest accrual while maintaining daily operational flexibility. Further, the Company shall lend surplus funds not immediately required for business purposes in one year term loan(s), in one or more tranches, which will allow deployment of longer-term surplus funds.

The Transfer Pricing Policy of the Company, 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. These transfer prices are subject to periodic review and updates in response to changing circumstances

The terms and conditions and benefits of lending to LM wind are given below.

A. Lending in Cash Pool:

The terms & conditions and benefits of cash pool arrangement with LM Wind are as follows:

Terms & Conditions:

- The Company shall lend upto Rs. 10,000 million in cash pool. To the extent the Company has surplus funds on a daily closing basis, the same gets automatically invested in the cash pool with LM Wind.
- Rate of Interest is determined in accordance with the Transfer Pricing Policy of the Company, approved by the Audit Committee of the Company, which is based on following principles:
  - ➤ In terms of the provisions of Section 186(7) of the Companies Act, 2013, rate of interest shall not be lower than the prevailing yield of one year, three-year, five year or ten-year Government Security closest to the tenor of the loan. Rate of interest is variable in nature and based on 1 year Government's Bonds rate, calculated daily, irrespective of the tenor of the investment.
  - ➤ The rate of interest is benchmarked by independent transfer pricing consultant to prevailing bank and market rates based on generally accepted guidelines including OECD guidelines and Income Tax Act, 1961 and also determined to be at arm's length basis. The prevailing rate of interest in lending to cash pool is about 6.7% .
- No minimum tenor of deposits - The Company has full liquidity rights and can withdraw cash lent to the cash pool at any time without any penalty of early withdrawal.

Benefits:

- It provides better fund management and interest optimization by depositing overnight funds.
- Investment in the cash pool significantly reduces operational efforts to deploy surplus funds.
- The Company lends basis day end requirement within the Cash Pool participants, thereby, earning interest income on the day end balance.
- Lending to cash pool will be secured by the guarantee from ultimate Parent Company i.e GE Vernova Inc. At present, GE Vernova Inc. has a credit rating of BBB assigned by Standard and Poor's Global Ratings (S&P) and BBB+ assigned by Fitch Ratings (Fitch). GE Vernova Inc. and its subsidiaries have never defaulted on its obligations under cash pool arrangements.
- No penalty is levied on early withdrawal by the Company from Cash Pool, which is better than a similar Bank time deposit rate where penalty of upto 1% is applicable on early withdrawal. This allows Cash Pool participants to have full liquidity rights and can withdraw cash lent to the cash pool at any time without any penalty on early withdrawal.

B. One year Term Loan(s)

Terms & Conditions:

- The Company shall lend surplus funds not immediately required for business purposes upto Rs.41,000 million in One year Term Loan(s), in one or more tranches.
- Rate of Interest shall be determined in accordance with the following principles:
  - ➤ The rate of interest shall be determined in terms of Transfer Pricing Policy of the Company. The rate of interest is also

benchmarked by independent transfer pricing consultant to prevailing bank and market rates based on generally accepted guidelines including OECD guidelines and Income Tax Act, 1961 and also determined to be at arm's length basis.

- The rate of interest shall not be less than following rates prevailing as on the date of placement of One year Term Loan(s):
  - Interest rate offered by LM Wind on investment in Cash Pool (At present 6.7% p.a);
  - Average Interest rates offered by three major Indian banks. The prevailing average rate of interest in one year fixed deposits is 6.83% p.a.; and
  - Prevailing yield of one year, three-year, five year or ten-year Government Security closest to the tenor of the loan as per the provisions of Section 186(7) of the Companies Act, 2013. (At present 5.66% p.a from one year Government securities)
  - The Company shall have option of full/ partial early withdrawal with 0.5% penal charge on applicable interest rates at a prior notice of 15 days.

Benefits:

- It enables the Company to efficiently utilize funds not immediately required for business operations, thereby earning better rate of interest.
- Lending in One year Term Loan(s) to LM Wind offers effective treasury management by providing balance of security and predictable returns.
- It reduces operational efforts and credit risks associated with constructing a diversified portfolio of investments.
- One year Term Loan(s) will be secured by the guarantee from ultimate Parent Company i.e GE Vernova Inc. At present, GE Vernova Inc. has a credit rating of BBB assigned by Standard and Poor's Global Ratings (S&P) and BBB+ assigned by Fitch Ratings (Fitch). GE Vernova Inc. and its subsidiaries have never defaulted on its obligations under cash pool arrangements.
- The Company shall have option of full/partial early withdrawal with 0.5% penal charge on applicable interest rates on at a prior notice of 15 days.

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.	Particulars	Details
1.	Name of the Related Party	LM Wind Power Blades (India) Private Limited (LM Wind)
2.	Country of incorporation of the related party	India
3.	Nature of business of the related party	LM Wind is not a Non Banking Financial Company. LM Wind is engaged in manufacturing and selling of rotor blades for wind turbine generators. The Company has manufacturing plants at Dabaspet, Bengaluru and Vadodara and sells wind turbine rotor blades and blade parts primarily in India and abroad. The Company has technology center in India located at Bengaluru which provides supply chain solutions including providing design and repair & maintenance of blades. LM Wind is a private limited company incorporated under the Companies Act, 1956 and having its registered office in Bengaluru.

<table>
<tr><th>S. No.</th><th>Particulars</th><th>Details</th></tr>
<tr><td>4.</td><td>Relationship between the listed entity and the related party- including nature of its concern (financial or otherwise)</td><td>LM Wind Power Blades (India) Private 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.</td></tr>
<tr><td>5.</td><td>Shareholding of the listed entity, whether direct or indirect, in the related party.</td><td>Nil</td></tr>
<tr><td>6</td><td>Whether 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/subsidiary (in case transaction involving the subsidiary)</td><td>Not Applicable</td></tr>
<tr><td>7.</td><td>Shareholding of the related party, whether direct or indirect, in the listed entity</td><td>Nil</td></tr>
<tr><td>8.</td><td>Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year (i.e. FY2025-26)

Maximum Loan given and Interest earned</td><td><u>Lending to Cash Pool:</u>

Maximum Loan given- Rs. 10,000 million; and
Interest earned- Rs. 394.4 million</td></tr>
<tr><td>9.</td><td>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.</td><td><u>Lending to Cash Pool:</u>

Maximum Loan given- Rs. 10,000 million; and
Interest earned- Rs. 132 million</td></tr>
<tr><td>10.</td><td>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.</td><td>None</td></tr>
<tr><td>11.</td><td>Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders.</td><td><table><tr><th>Nature of Transactions</th><th>Maximum Outstanding (₹ in millions)</th></tr><tr><td>Lending in cash pool</td><td>10,000</td></tr><tr><td>One year Term Loan(s)</td><td>41,000</td></tr><tr><td>Total</td><td>51,000</td></tr></table>
The aforesaid amount excludes interest on aforesaid lending.</td></tr>
<tr><td>12.</td><td>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?</td><td>Yes</td></tr>
<tr><td>13.</td><td>Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year</td><td>82.17%</td></tr>
</table>

S. No.	Particulars	Details
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.	200.1%
16.	Financial performance of the related party for the immediately preceding financial year:	₹ million
	• Turnover	25,489
	• Profit After Tax	2,917
	• Net worth	9,366
		As per Audited Financial statements of LM Wind for Financial Year 2024-25
17.	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	Inter corporate deposits/Loan and interest on such deposits/loans
18.	Details of each type of the proposed transaction	A. Lending in cash pool: • Maximum Amount: ₹ 10,000 million outstanding at any point of time plus interest. • Rate of Interest is determined in accordance with the Transfer Pricing Policy of the Company, approved by the Audit Committee of the Company, which is based on following principles: ➤ In terms of the provisions of Section 186(7) of the Companies Act, 2013, rate of interest shall not be lower than the prevailing yield of one year, three-year, five year or ten-year Government Security closest to the tenor of the loan. Rate of interest is variable in nature and based on 1 year Government's Bonds rate, calculated daily, irrespective of the tenor of the investment. ➤ The rate of interest is benchmarked by independent transfer pricing consultant to prevailing bank and market rates based on generally accepted guidelines including OECD guidelines and Income Tax Act, 1961 and also determined to be at arm's length basis. The prevailing rate of interest in lending to cash pool is about 6.7%. • Tenure/Repayment Schedule - Callable on Demand. • Security- Parent Company guarantee from ultimate Parent Company i.e GE Vernova Inc.

S. No.	Particulars	Details
		B. One year Term Loan(s): • Maximum Amount: ₹ 41,000 million, in one or more tranches, outstanding at any point of time plus interest. • Rate of Interest shall be determined in accordance with the following principles: ➤ The rate of interest shall be determined in terms of Transfer Pricing Policy of the Company. The rate of interest is also benchmarked by independent transfer pricing consultant to prevailing bank and market rates based on generally accepted guidelines including OECD guidelines and Income Tax Act, 1961 and also determined to be at arm's length basis. ➤ The rate of interest shall not be less than following rates prevailing as on the date of placement of One year Term Loan(s): • Interest rate offered by LM Wind on investment in Cash Pool (At present 6.7% p.,a); • Average Interest rates offered by three major Indian banks. The prevailing average rate of interest in one year fixed deposits is 6.83% p.a; and • Prevailing yield of one year, three-year, five year or ten-year Government Security closest to the tenor of the loan as per the provisions of Section 186(7) of the Companies Act, 2013. (At present 5.66 % p.a from one year Government securities) • Tenure/Repayment Schedule- Loan(s) shall be repaid after expiry of one year from date of the grant. The tenure of each of 'One year Term Loan(s)' will be one year from the date of lending. • The Company shall have option of full/partial early withdrawal with 0.5% penal charge on applicable interest rates on 15 days prior notice. • Security- Parent Company guarantee from ultimate Parent Company i.e GE Vernova Inc.
19.	Tenure of the proposed transaction (tenure in number of years or months to be specified)	A. Lending in cash pool: Approval is being sought for lending upto ₹ 10,000 million outstanding at any point of time to LM Wind, till next Annual General Meeting to be held in calendar year 2027. B. One year Term loan(s): Approval is being sought for 'One year Term Loan(s)' upto 41,000 million to be granted to LM Wind for one year term, in one or more tranches, till next Annual General Meeting to be held in calendar year 2027. The tenure of each of 'One year Term Loan(s)' will be one year from the date of lending.
20.	Whether omnibus approval is being sought?	Yes

<table>
<tr><th>S. No.</th><th>Particulars</th><th>Details</th></tr>
<tr><td>21.</td><td>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.</td><td>A. Lending in cash pool :
• Maximum Amount: ₹ 10,000 million shall be outstanding at any point of time plus interest.
• Approval is being sought for lending upto ₹ 10,000 million outstanding at any point of time to LM Wind, till next Annual General Meeting to be held in calendar year 2027.
B. One year Term Loan(s):
• Maximum Amount:.₹ 41,000 million shall be outstanding at any point of time plus interest.
• Approval is being sought for 'One year Term Loan(s)' upto 41,000 million to be granted to LM Wind for one year term, in one or more tranches, till next Annual General Meeting to be held in calendar year 2027. The tenure of each of 'One year Term Loan(s)' will be one year from the date of lending.</td></tr>
<tr><td>22.</td><td>Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity</td><td>A. Lending in cash pool:
• It provides better fund management and interest optimization by depositing overnight funds.
• Investment in the cash pool significantly reduces operational efforts to deploy surplus funds.
• To the extent the Company has surplus funds on a daily closing basis, the same gets automatically invested in the cash pool with LM Wind.
• Lending to cash pool will be secured by the guarantee from ultimate Parent Company i.e GE Vernova Inc. At present, GE Vernova Inc. has a credit rating of BBB assigned by Standard and Poor's Global Ratings (S&P) and BBB+ assigned by Fitch Ratings (Fitch). GE Vernova Inc. and its subsidiaries have never defaulted on its obligations under cash pool arrangements.
• No penalty is levied on early withdrawal by the Company from Cash Pool, which is better than a similar Bank time deposit rate where penalty of upto 1% is applicable on early withdrawal. This allows Cash Pool participants to have full liquidity rights and can withdraw cash lent to the cash pool at any time without any penalty on early withdrawal.
B. One year Term Loan(s):
• It enables the Company to efficiently utilize funds not immediately required for business operations, thereby earning better rate of interest.
• Lending in One year Term Loan(s) to LM Wind offers effective treasury management by providing balance of security and predictable returns.
• It reduces operational efforts and credit risks associated with constructing a diversified portfolio of investments.
• One year Term Loan(s) will be secured by the guarantee from ultimate Parent Company i.e GE Vernova Inc. At present, GE Vernova Inc. has a credit rating of BBB assigned by Standard and Poor's Global Ratings (S&P) and BBB+ assigned by Fitch Ratings (Fitch). GE Vernova Inc. and its subsidiaries have never defaulted on its obligations under cash pool arrangements.
• The Company shall have option of full/partial early withdrawal with 0.5% penal charge on applicable interest rates at a prior notice of 15 days.</td></tr>
</table>

S. No.	Particulars	Details
23.	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly. a. Name of the director / KMP b. Shareholding of the director / KMP, whether direct or indirect, in the related party	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.	All relevant information forms part of this disclosure
26.	Source of funds in connection with the proposed transaction	Internal accruals
27.	Where any financial indebtedness is incurred to give loan, intercorporate deposit or advance, specify the following a. Nature of indebtedness b. Total cost of borrowing c. Tenure d. Other detail	No
28.	Rate of interest at which the listed entity or its subsidiary is borrowing from its bankers/ other lenders.	Not applicable
29.	Proposed interest rate to be charged by listed entity or its subsidiary from the related party.	A. Lending in cash pool : Rate of Interest is determined in accordance with the Transfer Pricing Policy of the Company, approved by the Audit Committee of the Company, which is based on following principles: • In terms of the provisions of Section 186(7) of the Companies Act, 2013, rate of interest shall not be lower than the prevailing yield of one year, three-year, five year or ten-year Government Security closest to the tenor of the loan. Rate of interest is variable in nature and based on 1 year Government's Bonds rate, calculated daily, irrespective of the tenor of the investment. • The rate of interest is benchmarked by independent transfer pricing consultant to prevailing bank and market rates based on generally accepted guidelines including OECD guidelines and Income Tax Act, 1961 and also determined to be at arm's length basis. • The prevailing rate of interest in lending to cash pool is about 6.7%

S. No.	Particulars	Details
		B. One year Term Loan(s): • Rate of Interest shall be determined in accordance with the following principles: ➤ The rate of interest shall be determined in terms of Transfer Pricing Policy of the Company. The rate of interest is also benchmarked by independent transfer pricing consultant to prevailing bank and market rates based on generally accepted guidelines including OECD guidelines and Income Tax Act, 1961 and also determined to be at arm's length basis. ➤ The rate of interest shall not be less than following rates prevailing as on the date of placement of One year Term Loan(s): • Interest rate offered by LM Wind on investment in Cash Pool (At present 6.7% p.a); • Average Interest rates offered by three major Indian banks. The prevailing average rate of interest in one year fixed deposits is 6.83% p.a.; and • Prevailing yield of one year, three-year, five year or ten-year Government Security closest to the tenor of the loan as per the provisions of Section 186(7) of the Companies Act, 2013. (At present 5.66% p.a. from one year Government securities)
30.	Maturity/due date	A. Lending in cash pool : Callable on demand. No penalty is levied on early withdrawal by the Company from Cash Pool, B. One year Term Loan(s): Loan shall be repaid after expiry of one year from the date of grant. The tenure of each of 'One year Term Loan(s)' will be one year from the date of lending. The Company shall have option of full/partial early withdrawal with 0.5% penal charge on applicable interest rates at a prior notice of 15 days.
31.	Repayment schedule & terms	A. Lending in cash pool : • Callable on demand • Approval is being sought for lending upto ₹ 10,000 million outstanding at any point of time to LM Wind, till next Annual General Meeting to be held in calendar year 2027. The tenure of each of 'One year Term Loan(s)' will be one year from the date of lending. B. One year Term Loan(s): • Loan(s) shall be repaid after expiry of one year from the date of grant. • Approval is being sought for 'One year Term Loan(s)' upto 41,000 million to be granted to LM Wind for one year term, in one or more tranches, till next Annual General Meeting to be held in calendar year 2027. The tenure of each of 'One year Term Loan(s)' will be one year from the date of lending.
32.	Whether secured or unsecured?	Secured
33.	If secured, the nature of security & security coverage ratio	Guarantee from ultimate Parent Company i.e. GE Vernova Inc.

S. No.	Particulars	Details
34.	The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the transaction.	These funds will be used for lending to GE Vernova group entities in India for their working capital requirements and/or investing in bank deposits/ liquid funds.
35.	Latest credit rating of the related party	Credit rating of LM Wind is not available. However, lending to LM Wind will be secured by the guarantee from ultimate Parent Company i.e. GE Vernova Inc. At present, GE Vernova Inc. has a credit rating of BBB assigned by Standard and Poor's Global Ratings (S&P) and BBB+ assigned by Fitch Ratings (Fitch).
36.	Default on borrowings, if any, over the last three financial years, by the related party from the listed entity or any other person and value of subsisting default. In addition, state the following: a) Whether the account of the related party has been classified as a non-performing asset (NPA) by any of its bankers and whether such status is currently subsisting; b) Whether the related party has been declared a "wilful defaulter" by any of its bankers and whether such status is currently subsisting; c) Whether the related party is undergoing or facing any application for commencement of an insolvency resolution process or liquidation; d) Whether the related party, not being an MSME, suffers from any of the disqualifications specified under Section 29A of the Insolvency and Bankruptcy Code, 2016.	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 proposed transactions are considered as related party transactions, and in terms of the applicable provisions of Companies Act, 2013 read with rules made thereunder and 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 Independent Directors in Audit Committee and the Board of Directors of the Company at their respective meetings held on August 5, 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.

The Shareholders' approval for material Related Party Transactions approved in an Annual General Meeting shall be valid upto the date of the next Annual General Meeting for a period not exceeding fifteen months.

All these related party transactions shall be at arm's length and in the interest of the Company.

Thus, 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 LM Wind Power Blades (India) Pvt Ltd. up-to Seventy First (71st) Annual General Meeting.

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.

Your Board recommends the Ordinary Resolution as set out in Item No. 9 for your approval.

Item No. 10

The Company has been lending in cash pool arrangement of the GE Vernova group in which LM Wind Power Blades (India) Private Limited ("LM Wind") is a cash pool leader. LM Wind is not a Non-Banking Financial Company. LM Wind is a private limited company incorporated under the Companies Act, 1956 and having its registered office in Bengaluru.

LM Wind 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.

GE Vernova Inc. is a global energy company that includes Power, Wind, and Electrification segments. It is headquartered in Cambridge, Massachusetts, U.S., with approximately 85,000 employees across 100+ countries around the world. It is the ultimate parent company of GE Vernova T&D India Limited ("the Company").

The Company proposes to enter/continue to enter transactions with LM Wind relating to lending in cash pool and/or One year Term Loan(s) and to secure the repayment of lending to LM Wind, GE Vernova Inc. shall issue a parent company guarantee to the Company. At present, GE Vernova Inc. has a credit rating of BBB assigned by Standard and Poor's Global Ratings (S&P) and BBB+ assigned by Fitch Ratings (Fitch). GE Vernova Inc. shall not charge any guarantee commission for giving parent company guarantee to the Company. Further, the Company also avails business support/shared services from GE Vernova Inc. These transactions shall be in the ordinary course of business, at arm's length and in the interest of the Company.

As lending to LM Wind is considered as material related transactions under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, it is prudent to take the approval of shareholders for availing parent company guarantee from GE Vernova Inc. and business support/shared services from GE Vernova Inc.,

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.	Particulars	Details
1.	Name of the related party	GE Vernova Inc. ("GEV")
2.	Country of incorporation of the related party	United States
3.	Nature of business of the related party	GE Vernova Inc. is a global energy company that includes Power, Wind, and Electrification segments. It is the ultimate parent company of GE Vernova T&D India Limited. 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.

S. No.	Particulars	Details
4.	Relationship between the listed entity and the related party- including nature of its concern (financial or otherwise)	GEV is a ultimate holding company of GE Vernova T&D India Limited
5.	Shareholding of the listed entity, whether direct or 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 or indirect, in the listed entity.	GEV indirectly holding 51% of equity shares of the Company.
8.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year (i.e. FY2025-26)	Business Support/Shared services- Rs. 22 million. Further, GE Vernova Inc. also issued parent company guarantee to the Company for lending in cash pool upto Rs 10,000 million.
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.	Nil
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.	No
11.	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders. (₹ million)	A. Parent Company Guarantee in favor of the Company for lending to LM Wind Power Blades (India) Private Limited Maximum 51,000 million plus interest. B. Availing business support/shared services: Upto Rs. 50 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	82.26%
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.	1.5%

S. No.	Particulars	Details
16.	Financial performance of the related party for the immediately preceding financial year	**Particulars** / **FY 2025 Amount in USD million** Turnover: 38,068 Profit after tax: 4,879 Net Worth: 12,296
17.	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	Parent Company Guarantee in favor of the Company for lending to LM wind in Cash Pool and/or One year Term Loan(s) and availing business support/shared services.
18.	Details of each type of the proposed transaction	A. Parent Company Guarantee in favor of the Company for lending to LM Wind Power Blades (India) Private Limited It is proposed to lend surplus funds to LM Wind upto ₹ 51,000 million outstanding at any given point of time in cash pool and/or One year Term Loan(s). To secure the repayment of loans and interest thereon, GE Vernova Inc. shall issue parent company guarantee to the Company, upto the maximum amount of ₹ 51,000 million being lent to LM Wind in cash pool and/or One year Term Loan(s) plus interest. GE Vernova Inc. shall not charge any guarantee commission for giving parent company guarantee to the Company. B. Availing business support/shared services: The Company may also enter into arrangement with GEV, wherein Company will be availing business support / shared services from GEV of upto ₹ 50 million.
19.	Tenure of the proposed transaction (tenure in number of years or months to be specified)	Approval is being sought till next Annual General Meeting to be held in calendar year 2027
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	A. Parent Company Guarantee in favor of the Company for lending to LM Wind Power Blades (India) Private Limited Maximum ₹ 51,000 million plus interests B. Availing business support/shared services: Upto ₹ 50 million
22.	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	A. Parent Company Guarantee in favor of the Company for lending to LM Wind Power Blades (India) Private Limited The repayment of loans to LM Wind is being secured by parent company guarantee from GEV which is for the benefit of the Company. GE Vernova Inc. shall not charge any guarantee commission for giving parent company guarantee to the Company B. Availing business support/shared services: The Company may also enter into arrangement with GEV, wherein Company will be availing business support / shared services from GEV of upto Rs. 50 million. Business support/shared services enable the Company to leverage efficiencies of scale within the group which provides quality services in cost effective manner.
23.	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly. a. Name of the director / KMP	GE Vernova Inc., ultimate holding Company of the Company, indirectly holds shares in the Company and part of the promoter group of the Company. Hence the promoters of the Company are interested. However, GE Vernova Inc. shall not charge any guarantee commission for giving parent company guarantee to the Company.
	b. Shareholding of the director / KMP, whether direct or indirect, in the related party	None of the directors or KMPs of the Company have any interest in the transaction, whether directly or indirectly.

S. No.	Particulars	Details
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	All relevant information forms part of this disclosure
26.	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services	Availing business support/shared services Business support/shared services enable the Company to leverage efficiencies of scale within the group which provides quality services in cost effective manner. Given the specialized nature of these arrangements and the Company's integration within the GE Vernova group, a competitive bidding process was not applicable
27.	Basis of determination of price.	A. Parent Company Guarantee in favor of the Company for lending to LM Wind Power Blades (India) Private Limited GE Vernova Inc. shall not charge any guarantee commission for giving parent company guarantee to the Company. B. Availing business support/shared services The pricing for these services as defined under Transfer Pricing Policy are based on cost and/or cost plus mark up basis which is also benchmarked by an independent transfer pricing consultant to be at arm's length basis.
28.	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: a. Amount of Trade advance b. Tenure c. Whether same is self-liquidating?	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 proposed transactions are considered as related party transactions, and in terms of the applicable provisions of Companies Act, 2013 read with rules made thereunder and 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 Independent Directors in Audit Committee and the Board of Directors of the Company at their respective meetings held on August 5, 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.

The Shareholders' approval for material Related Party Transactions approved in an Annual General Meeting shall be valid upto the date of the next Annual General Meeting for a period not exceeding fifteen months.

All these related party transactions shall be at arm's length and in the interest of the Company.

Thus, the Company is seeking approval of non-related members by way of Ordinary Resolution for availing Parent Company Guarantee from GE Vernova Inc, ultimate holding company for securing the repayment of the lending to LM Wind Power Blades (India) Pvt Ltd. under cash pool arrangement and /or One year Term Loan(s) and interest thereon and availing business support/shared services, up-to Seventy First (71st) Annual General Meeting of the Company.

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.

Your Board recommends the Ordinary Resolution as set out in Item No. 10 for your approval.

Item No. 11

As per the provisions of Section 186(2) of the Companies Act, 2013 ('Act'), the company shall not directly or indirectly:

(a) give any loan to any person or other body corporate;

(b) give any guarantee or provide security in connection with a loan to any other body corporate or person; and

(c) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, exceeding sixty percent of its paid-up share capital, free reserves and securities premium account or one hundred percent of its free reserves and securities premium account, whichever is higher.

Pursuant to the provisions of Section 186 (3) of the Act, in case any loans made or guarantee/ security provided or the securities acquired exceeds the limits specified in Section 186 (2) of the Act, prior approval by means of a Special Resolution shall be required at a General Meeting.

The Company has, from time to time, been making investments and/or giving loans in compliance with the provisions of the Act including loans to related party(s) of the Company pursuant to approval of the Board of Directors/Shareholders.

During the financial year 2025-26, the financial position of the Company has strengthened significantly which has resulted in strong cash position and the Company expects to grow it further.

Based on the recent audited financial statements of the Company for the Financial Year 2025–26, the current limit under Section 186(2) of the Act stands at INR 28,684.10 million.

Keeping in view the financial position of the Company including cash position and treasury management requirements, the Company may be required to invest surplus funds of the Company and/or provide loans including loans to related party(s) which may exceed the limit provided under section 186 (2) of the Act.

Accordingly, it is imperative to increase the Company's overall limits under Section 186 of the Act in order to efficiently deploy surplus funds of the Company enabling better funds management and enhanced operational flexibility.

Accordingly, the Board of Directors at its meeting held on August 5, 2026, considered and recommended the matter relating to increase in limits under section 186 of the Act for giving loans, guarantees and making investments up to an aggregate limit of INR 51,000 million (Rupees Fifty-One Thousand Million only). This enhanced limit will enable the Company to effectively deploy its surplus funds in an efficient manner and also support ongoing business and operational requirements as and when needed.

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.

Your Board recommends the Special Resolution as set out in Item No. 11 for your approval.

By order of the Board For GE Vernova T&D India Limited
(Formerly known as GE T&D India Limited)
Shweta Mehta
Company Secretary
M.No.:A18600

Place : Noida
Date : August 5, 2026

ANNEXURE-1

As required under Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and as per Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India (SS – 2), the particulars of Directors who are proposed to be appointed/re- appointed at this AGM, are given below:

S. No	Particulars	Description Mr. Sushil Kumar	Description Mr. Marco Simiano
1.	Director Identification Number	08510312	11785978
2.	Category	Whole-time Director & Chief Financial Officer	Non-Executive & Non- Independent Director
3.	Date of Birth (Age)	09/04/1979 (47 Years)	20/03/1976 (50 Years)
4.	Date of first Appointment on the Board	January 1, 2022	July 1, 2026
5.	Qualifications	Mr. Sushil Kumar is a Chartered Accountant and an alumnus of Shri Ram College of Commerce, University of Delhi.	Marco has completed M.Sc. (Nuclear Engineering) from University of Palermo, Italy and MBA (International) from University of St. Gallen, Switzerland and PhD, ETH Zurich, Switzerland.
6.	Brief profile of Director and Nature of expertise in specific functional areas	As mentioned in explanatory statement for item no. 7	As mentioned in explanatory statement for item no. 6
7.	Directorships held in other companies	Grid Equipments Private Limited	Grid Solutions SPA
8.	Number of shares held in the Company	5 Equity shares	Nil
9.	Names of listed entities in which the person also holds the directorship and the membership of Committees of the board;	Nil	Nil
10.	Relationship with other Directors, Manager and other Key Managerial Personnel of the company	There is no inter-se relationship between Mr. Sushil kumar and other directors or Key Managerial personnel of the Company.	There is no inter-se relationship between Mr. Marco Simiano and other directors or Key Managerial personnel of the Company.
11.	Number of Meetings of the Board attended during the year	All 6 Board meetings held during the year	Not applicable
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	Terms and conditions are mentioned in the Item No. 7	Terms and conditions are mentioned in the Item No. 6
14.	Committee Memberships/ Chairmanships of other Companies	Grid Equipments Private Limited – CSR Committee Member	-
15.	Details of remuneration sought to be paid	As mentioned in explanatory statement for item no. 7	-
16.	Details of remuneration last drawn	₹9,80,97,655/- (Financial Year 2025-26)	NA