



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

**Policy on Related Party
Transactions**
(Revised w.e.f. July 1, 2025)

1. INTRODUCTION

GE Vernova T&D India Limited (“GEVTDIL”/ “the Company”) recognises that certain relationships can present potential or actual conflicts of interest and may raise questions about whether transactions associated with such relationships are consistent with Company’s and its stakeholders’ best interests.

The Company has always been committed to good Corporate Governance practice as well as highest ethical and legal conduct in fulfilling its responsibilities. Nevertheless, considering the business activities of the Company and the industry where it operates, the Company may engage with Related Parties on arm’s length basis to leverage scale, size and drive operational synergies to provide value added, innovative products and/or services to its customers while ensuring that transactions with Related Parties are, fully compliant with applicable law/Regulations.

Therefore, this Policy has been adopted by the Company’s Board of Directors in order to set forth the procedures under which certain transactions must be reviewed and approved or ratified.

As part of its corporate governance practices, the Board of Directors (the “Board”) of GEVTDIL has adopted the following policy and procedure with regard to Related Party Transactions.

2. APPLICABILITY AND EFFECTIVE DATE

The Policy on Related Party Transactions was initially approved by the Board of Directors with effect from October 1, 2014, and was thereafter amended with effect from May 22, 2019 and March 8, 2022. This revised Policy on Related Party Transactions (“Policy”) has been approved by the Board of Directors effective from July 1, 2025..

3. PURPOSE

This Policy is formulated as per the requirement of Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 read with the provisions of the Companies Act, 2013 & relevant rules made thereunder, as amended from time to time, and is intended to ensure the governance and reporting of transactions between the Company and its Related Parties.

4. DEFINITIONS

“**Act**” shall mean the Companies Act, 2013 and the Rules framed thereunder, including any modifications, amendments, clarifications, circulars or re-enactment thereof.

“**Arm’s Length basis**” means a transaction between two related parties that is conducted as if they were unrelated, so that there is no conflict of interest. For determination of Arm’s Length basis, guidance may be taken from provisions of Transfer Pricing under Income Tax Act, 1961 or any other applicable provisions if any.

“Audit Committee” or “Committee” means “Audit Committee” of the Board of Directors of the Company.

“Board of Directors” or “Board” means the Board of Directors of the Company.

“Company” means GE Vernova T&D India Limited.

“Group company” means a subsidiary of the Ultimate Holding Company;

“Key Managerial Personnel” means Key Managerial Personnel of the Company in terms of the Companies Act, 2013 and the Rules made thereunder.

“Listing Regulations” means SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any modifications, amendments, clarifications, circulars or re-enactment thereof.

“Material Modifications” shall mean the following:

- a) an increase beyond 10% on approved amount 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 Transaction during the financial year for each Related Party .
- b) Significant change in warranty and other terms and conditions of Related Party Transaction as approved by Audit Committee/ Board / Shareholders, as the case may be, including payment terms and timelines.

“Ordinary Course of Business” means the usual transactions, customs and practices undertaken by the Company to conduct its business operations and activities and includes all such activities which the Company can undertake as per Memorandum & Articles of Association. The Board and Audit Committee may lay down the principles for determining ordinary course of business in accordance with statutory requirements and other industry practices and guidelines

“Parent/Holding company” means a company that controls the composition of the Board of Directors; or exercises or controls more than one-half of the total voting power either at its own or together with one or more of its subsidiary companies.

“Policy” means Policy on Related Party Transactions of the Company.

“Related Party” will have the same meaning as defined under Section 2(76) of the Act and Regulation 2(1)(zb) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as may be amended from time to time..

Reference and reliance may be placed on the clarification issued by the Ministry of the Corporate Affairs, Government of India and SEBI and other competent Authorities from time to time on the interpretation of the term “Related Party”.

“Related Party Transaction” or (“RPT”) means such transactions as specified under the Act and Regulation 2(1)(zc) of the Listing Regulations, including any amendment or modification thereof, as may be applicable.

Provided that the following shall not be a Related Party Transaction:

- (a) the issue of specified securities on a preferential basis, subject to compliance of the requirements under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (b) the following corporate actions which are uniformly applicable/offered to all shareholders in proportion to their shareholding:

- i. payment of dividend;
- ii. subdivision or consolidation of securities;
- iii. issuance of securities by way of a rights issue or a bonus issue; and
- iv. buy-back of securities.

“Relatives” or “Relative” means Relative as defined in Section 2(77) of the Act.

“Transaction” shall be construed to include single transaction or a group of transactions in a contract;

“Ultimate Holding company” means GE Vernova Inc.;

Any other term not defined herein shall have the same meaning as defined in the Companies Act, 2013, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 or any other applicable law or regulations for the time being in force.

5. POLICY

All Related Party Transactions must be reported to the Audit Committee and referred for approval by the Committee in accordance with this Policy.

As per the requirements of the Listing Regulations and the Act, Related Party Transactions must be reported to the Audit Committee for its approval and recommendation by the Committee for the approval of the Board, as may be applicable.

5.1. Identification of potential Related Party and Related Party Transactions

1. Related Parties:

Related Parties shall be identified in accordance with the applicable provisions of Companies Act, 2013 and the rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time.

2. GE Vernova Group Companies: All fellow subsidiaries of the Company shall be considered as Related Parties.

3. Director, Key Managerial Personnel:

Each Director and Key Managerial Personnel shall disclose to the Company Secretary of the Company, their Related Parties. The Board shall record the disclosure of Interest.

The Company shall at all times maintain a database of Company's related parties. The Related Party List shall be updated whenever necessary and shall be reviewed at least annually.

4. The Company will identify the potential transactions with the Related Parties.

5.2. Review and approval of Related Party Transactions

Audit Committee:

Every Related Party Transaction and subsequent Material Modification shall be subject to the prior approval of the Audit Committee. However, any modification to Related Party Transaction as approved by the Audit Committee/Board, as the case may be, other than Material Modification shall be noted by the Audit Committee on periodical basis.

However, the Audit Committee may grant omnibus approval for Related Party Transactions proposed to be entered into by the Company which are repetitive in nature and are in the ordinary course of business and on at Arm's Length basis, subject to compliance of the conditions contained in Regulation 23(3) of the Listing Regulations and the Act read with rules made thereunder, as amended from time.

The Committee shall also satisfy itself of the need for such omnibus approval and that such approval is in the interest of the Company. Omnibus approval granted by the Audit Committee shall be valid for a period of one year and shall require fresh approval after the expiry of one year.

Provided that where the need for Related Party Transaction cannot be foreseen and required details provided under Regulation 23 (3) of Listing Regulations are not available, Audit Committee may grant omnibus approval for such transactions subject to their value not exceeding rupees one crore per transaction or any other amount as may be prescribed under extant law/Listing Regulations. Such omnibus approval shall be valid for a period not exceeding one financial year and shall require a fresh approval after expiry of such financial year.

The Audit Committee shall review, at least on a quarterly basis, the details of Related Party Transactions entered into by the Company pursuant to either the omnibus approval or specific approval granted by it.

Remuneration and sitting fees paid by the Company or its subsidiary to its director, Key Managerial Personnel or senior management, except who is part of promoter or promoter group, shall not require approval of the Audit Committee provided that the same is not material in terms of the provisions of Listing Regulations.

Only the Independent Directors, being members of Audit Committee shall approve a Related Party Transaction. Any member of the Committee who has a potential interest in any Related Party Transaction shall abstain from discussion and voting on the approval of the Related Party Transaction.

Information to be reviewed by the Audit Committee for approval of RPTs:

To review/approve a Related Party Transaction, the Audit Committee shall be provided with the necessary information, to the extent relevant, with respect to actual or potential Related Party Transactions and/or prescribed under the Companies Act, 2013 and Rules thereunder, Listing Regulations and/or circular(s) issued by SEBI or any other regulatory authority in this respect.

Board:

All transactions with Related Parties (as defined under the Act) which are either not in the ordinary course of business or not at arm's length price and covered within the scope of Section 188 of the Act, shall also require Board approval. If the Committee determines that a Related Party Transaction should be brought before the Board, or if the Board in any case decides to review any such matter or it is mandatory under any law for Board to approve the Related Party Transaction, then the Board shall consider and approve the Related Party Transaction and the considerations set forth above shall apply to the Board's review and approval of the matter, with such modification as may be necessary or appropriate under the circumstances.

Any member of the Board who has an interest in any Related Party Transaction, shall recuse him or herself and abstain from discussion and voting on the approval of such Related Party Transaction.

Where any contract or arrangement, which is not on arm's length basis and ordinary course of business, is entered into by a director or any other employee, without obtaining the consent of the Board or shareholders of the Company as per the provisions of Section 188

(1) of the Companies Act, 2013 and if it is not ratified by the Board or, as the case may be, by the shareholders within three months from the date on which such contract or arrangement was entered into, such contract or arrangement shall be voidable at the option of the Board or, as the case may be, of the shareholders and if the contract or arrangement is with a related party to any director, or is authorised by any other director, the Director(s) concerned shall indemnify the Company against any loss incurred by it.

Shareholders:

All Material Related Party Transactions (as defined below) and subsequent Material Modifications shall require prior approval of the Board and shareholders through resolution and Related Party/ies will not vote to approve the relevant resolution irrespective of whether the person/entity is a party to the particular transaction or not.

Transactions with Related Parties (as defined under the Companies Act, 2013) covered within the scope of Section 188 of the Act, which are either not in the ordinary courses of business and/ or not on arm's length basis and exceeds the threshold under Section 188 of the Act read with applicable Rules framed thereunder shall require prior approval of the Board and Shareholders through a resolution.

Information as required under Companies Act, 2013, Listing Regulations and circular(s) issued by SEBI in this respect shall be provided to shareholders for consideration of RPTs as may be required.

5.3. Material Related Party Transactions

A transaction with a Related Party shall be considered material if the transaction / transactions to be entered into individually or taken together with previous transactions during a financial year, exceeds one thousand crore or ten percent of the consolidated annual turnover as per the last audited financial statements of the Company, whichever is lower.

Notwithstanding the above, a transaction involving payments made to a Related Party with respect to brand usage or royalty shall be considered material if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceed five percent of the annual consolidated turnover of the Company as per the last audited financial statements of the Company.

6. RELATED PARTY TRANSACTIONS NOT APPROVED UNDER THIS POLICY

The Company shall endeavor to seek prior approval of all Related Party Transactions. However, in the event the Company becomes aware of a Related Party Transaction that has not been approved as per provision of this Policy, members of the Audit Committee, who are independent directors, may ratify such Related Party Transaction(s) within three months from the date of the transaction or in the immediate next Audit Committee meeting, whichever is earlier, upon fulfilling below conditions:

- i. the value of the transaction(s), whether entered into individually or taken together, during a financial year shall not exceed ₹ 1 (one) crore;
- ii. the transaction is not material related party transaction as per this Policy;
- iii. rationale for inability to seek prior approval for the transaction shall be placed before the Audit Committee; and
- iv. any other condition as the Audit Committee may specify.

Provided that failure to seek ratification of the Audit Committee shall render the transaction voidable at the option of the Audit Committee and if the transaction is with a Related Party to any director, or is authorised by any other director, the director(s) concerned shall indemnify the Company against any loss incurred by it.

In case of other Related Party Transaction not approved under this Policy, the Audit Committee/Board of Directors/Shareholders shall consider all relevant facts and circumstances regarding the Related Party Transaction, and shall evaluate all options available to the Company, including ratification, revision or termination of the Related Party Transaction. The Audit Committee may examine the facts and circumstances of the case and take any such action it deems appropriate.

7. GENERAL PRINCIPLES

- i) It shall be the responsibility of the Board to monitor and manage potential conflicts of interest of management, board members and shareholders, including abuse in Related Party Transactions.
- ii) The Independent Directors of the Company shall pay sufficient attention and ensure that adequate deliberations are held before approving Related Party Transactions and assure themselves that the same are in the interest of the Company.
- iii) The Audit Committee shall have the following powers with respect to Related Party Transactions:
 - To seek information from any employee.
 - To obtain outside legal or other professional advice.
 - To secure attendance of outsiders with relevant expertise, if it considers necessary
 - To investigate any Related Party Transaction.
- iv) The Chief Financial Officer of the Company is authorised to issue necessary guidelines/instructions for implementation of this Policy.
- v) The Company while entering into any Related Party Transaction shall ensure that such Related Party Transaction is in the best interest of the Company and adheres to this Policy.
- vi) The Company while entering into Related Party Transaction shall follow guiding principles as may be approved by Audit Committee from time to time.

8. DISCLOSURES

The Company shall submit disclosure of Related Party Transactions within the prescribed timeline and as per the prescribed format to the stock exchanges and publish the same on its website.

The Company shall disclose the Policy on dealing with Related Party Transactions on its website and web-link shall be provided in the Annual Report.

9. AMENDMENTS IN LAW

Any subsequent amendment/modification in the Listing Regulations and/or other applicable laws in this regard shall automatically apply to this Policy. The Audit Committee of the Company shall review and may amend this policy from time to time, subject to the approval of the Board of Directors of the Company.

The Board shall review this policy at least once in every three years and update accordingly.