



GE VERNOVA

GE Vernova T&D India Limited

(CIN: L31102DL1957PLC193993)

Registered Office: A-18, First Floor, Okhla Industrial Area, Phase II, New Delhi – 110 020

Tel. No. 91 11 41610660

Website: <https://www.gevernova.com/regions/asia/in/gevernova-td-india>

Notice of Sixty-Ninth (69th) Annual General Meeting

NOTICE is hereby given that the Sixty-Ninth (69th) 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 10th day of September 2025 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, 2025

To receive, consider and adopt the Annual Audited Financial Statements of the Company for the Financial Year ended March 31, 2025, including the Balance Sheet as at March 31, 2025, 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.

2. Declaration of Dividend

To declare a final dividend of ₹ 5 (Rupees Five only) per equity share of face value of ₹ 2 each for the financial year ended on March 31, 2025.

3. Appointment of Mr. Fabrice Aumont (DIN: 10465933) as Director, liable to retire by rotation

To appoint a Director in place of Mr. Fabrice Aumont (DIN: 10465933) who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS

4. Ratification of remuneration of Cost Auditor for the financial year ending March 31, 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 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), the remuneration payable to 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 Auditor of the Company to conduct audit of the relevant cost records maintained by the Company for the Financial Year ending March 31, 2026, 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 is hereby authorised to take necessary steps to give effect to the Resolution."

5. Appointment of M/s. RMG & Associates, Company Secretaries as the Secretarial Auditor of the Company for a term of five consecutive years from the Financial Year 2025-26 to the Financial Year 2029-30

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

"RESOLVED THAT pursuant to the provisions of the Companies Act, 2013 and 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), M/s. RMG & Associates, Company Secretaries, (Firm Registration Number: P2001DE016100) be and is hereby appointed as the Secretarial Auditor of the Company, for a term of five consecutive years commencing from Financial Year 2025-26 till Financial Year 2029-30, on such remuneration as may be agreed by the Board of Directors and Secretarial Auditor, from time to time.

RESOLVED FURTHER THAT Board of Directors of the Company, be and are hereby severally authorized to take such steps and do all such acts, deeds, matters and things as may be considered necessary, proper and expedient to give effect to this Resolution."

6. 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 the provisions of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, (“Listing Regulations”), Companies Act, 2013 (“Act”) and other applicable provisions, if any, read with Rules made thereunder, other applicable laws/ statutory provisions, if any, (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof, for the time being in force), and the Company’s Policy on Related Party Transactions and subject to such approval(s), as may be necessary from time to time and based on the recommendations of Audit Committee and Board of Directors, 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 within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations on such material terms and conditions as detailed in the statement to this resolution pursuant to Section 102 of the Act:

Nature of Transaction	Amount in ₹ Million
Lending to cash pool	Maximum 10,000 outstanding at any given point of time;
Total	10,000

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

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

7. Material Related Party Transaction(s) with Grid Solutions Middle East FZE

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

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

Nature of Transaction	Amount in ₹ Million
Sale of goods/material, including project related and other services	Up-to 9,000

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

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

8. Material Related Party Transaction(s) with Grid Solutions SAS

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

“RESOLVED THAT pursuant to Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, (“Listing Regulations”), the provisions of the Companies Act, 2013 (“Act”) and other applicable provisions, if any, read with Rules made thereunder, other applicable laws/ statutory provisions, if any, (including

any statutory modification(s) or amendment(s) or re-enactment(s) thereof, for the time being in force), and the Company's Policy on Related Party Transactions and subject to such approval(s), as may be necessary from time to time, and based on the recommendation of Audit committee and Board, the approval of members be and is hereby accorded to enter into / continue to enter into following transaction(s) with Grid Solutions SAS, a related party within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations on such material terms and conditions as detailed in the statement to this resolution pursuant to Section 102 of the Act:

Nature of Transaction	Amount in ₹ Million
Sale of goods/material and/or services, including rendering of project related services and business support services	Up-to 20,460
Purchase of goods/material and/or services, including availing of project related services and business support services	Up-to 1,540
Total	22,000

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

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

9. Re-appointment of Mr. Sanjay Sagar (DIN: 00019489) as an Independent Director of the Company for second term of five consecutive years from July 01, 2025 to June 30, 2030

To consider and, if thought fit, to pass, with or without modification, the following Resolution as a SPECIAL RESOLUTION:

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with Schedule IV to the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014, and 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) ("Listing Regulations"), and pursuant to the recommendation of the Nomination and Remuneration Committee, Mr. Sanjay Sagar (DIN: 00019489), who was appointed as an Independent Director of the Company for the period July 1, 2020 up to June 30, 2025 and who has submitted a declaration that he meets the criteria for independence as provided under Section 149(6) of the Act and Regulation 16(1) (b) of Listing Regulations and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act, from a Member signifying intention to propose his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, for a second term of five consecutive years from July 01, 2025 to June 30, 2030.

RESOLVED FURTHER THAT any of the Director and the Company Secretary of the Company, be and are hereby severally authorized to take such steps and do all such acts, deeds, matters and things as may be considered necessary, proper and expedient to give effect to this Resolution."

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 : June 19, 2025

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. 4 to 9 of the Notice is annexed hereto. Further, additional information in terms of the Regulation 36(3) of the Securities and Exchange Board of India (Listing Regulations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India, with respect to directors seeking re-appointment at the 69th Annual General Meeting ('69th AGM') are also 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 and September 19, 2024 (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, this 69th AGM is being held through VC/OAVM, which does not require physical presence of members at a common venue. The deemed venue for the 69th AGM shall be the Registered Office of the Company.
 3. In terms of MCA Circulars and Securities and Exchange Board of India ("SEBI") Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024, read Master circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024 for compliance with the provisions of the Listing Regulations, (collectively referred to as "SEBI Circulars") Notice along with the Annual Report 2024-25 is being sent only through electronic mode to those members whose email addresses 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, there is no requirement of appointment of proxies. Accordingly, the facility of appointment of proxies by Members under Section 105 of the Act will not be available for the 69th AGM. In case any member is desirous of obtaining hard copy of the Annual Report for the financial year 2024-25, 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. CB Management Services (P) Limited ("RTA") at rt@cbsml.com, mentioning their Folio no./ DP ID and Client ID.
- As the 69th AGM is being held through VC/ OAVM facility, the Route Map and attendance slip are not annexed to this Notice of the 69th 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 69th AGM through VC/OAVM Facility and/or e-Voting during the 69th AGM. Corporate/ Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are encouraged to attend and vote in the 69th AGM through VC/OAVM Facility. Corporate Members intending to authorise representative(s) to vote through remote e-Voting or e-Voting during the 69th AGM are requested to send a certified copy (PDF/ JPEG format) of the Board Resolution/Authorization letter/ Power of Attorney at secretarial.compliance@gevernova.com or scrutinizer at pcs@vkcindia.com authorizing their representative to vote on their behalf. Corporate/Institutional shareholders can also upload their Board Resolution / Power of Attorney / Authority Letter by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab of the NSDL e-voting portal.
 5. 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 2024-25, can be accessed.
 6. In terms of the MCA Circulars and SEBI Circulars, the Annual Report for the financial year 2024-25 and Notice of the 69th 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 69th AGM will also be available on the website of NSDL at <https://www.evoting.nsdl.com>.
 7. Members may join the 69th AGM through VC/ OAVM facility by following the procedure as mentioned in the Notice. The joining window shall be kept open for the members from 2:30 P.M. (IST) i.e. 30 minutes before the scheduled start time of the 69th AGM.
 8. Members may note that the facility of participation at the 69th 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 69th AGM without restriction on account of first come first serve basis.

9. The attendance of the Members attending the 69th AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
10. 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 and other documents referred to the Notice, in electronic mode, upto the date of 69th AGM and during the 69th AGM, by sending a request on the email id secretarial.compliance@governova.com.
11. 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 69th AGM, the Annual Report for the financial year 2024-25 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, CB Management Services (P) Ltd, Unit: GE Vernova T&D India Limited, Rasoi Court, 5th Floor, 20 Sir R N Mukherjee Road, Kolkata, West Bengal, 700001; and
 - b) Members holding shares in demat form may update their KYC details and e-mail address with their Depository Participant(s).

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

INFORMATION FOR SHAREHOLDERS HOLDING SHARES IN PHYSICAL FORM

12. SEBI vide Master Circular for Registrars to an Issue and Share Transfer Agents dated June 23, 2025, has

mandated furnishing of PAN, KYC details (i.e., Postal Address with PIN Code, email address, mobile number, bank account details), signatures and nomination details by holders of physical securities in prescribed forms. Any service requests or grievance received from the member holding physical shares are being processed by RTA only on receipt of aforesaid details/ documents at their address i.e. CB Management Services (P) Ltd, Unit: GE Vernova T&D India Limited, Rasoi Court, 5th Floor, 20 Sir R N Mukherjee Road, Kolkata, West Bengal, 700001.

13. 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.governova.com/regions/asia/in/governova-td-india/reports-financials>. Members are requested to submit the said details to their Depository Participant in case the shares are held by them in dematerialized form.
14. 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 and Letter of Confirmation will be issued in lieu of Physical Share Certificate. Details with respect to the same are available on the website of the Company at <https://www.governova.com/regions/asia/in/governova-td-india>.

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

15. 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, 2017, from time to time on due dates, to IEPF.
16. 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.

17. Accordingly, 118,131 equity shares, in respect of which the dividend for the financial year ended March 31, 2017, and for periods thereafter remained unpaid/unclaimed were transferred to IEPF Account on September 28, 2024, 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/unclaimed-dividend>.

18. Further, all the members who have not claimed/ encashed their dividends in the last seven consecutive years from financial year ended March 31, 2018, onwards are advised to claim the same. In case valid claim is not received by the Company on or before August 20, 2025, 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>.
19. 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.
20. Members are requested to address all correspondence, including dividend-related matters, to RTA, M/s. C B Management Services Private Limited, Rasoi Court, 5th Floor, 20 Sir R N Mukherjee Road, Kolkata, West Bengal, 700001 or at their email id: rta@cbmsl.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:

21. The Board of Directors have recommended a final dividend @ 250% i.e., ₹ 5/- per Equity Share (face value of ₹ 2/- each) of the Company for the year ended March 31, 2025, which will be paid if approved by shareholders at the 69th AGM. Final Dividend, if approved by the Members at 69th AGM, will be directly credited to the bank accounts of the shareholders whose names appear, as at the Record Date as mentioned below, in the register of members or the beneficiary position data furnished by the Depositories.
22. 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 22, 2025 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 upto the end of business hours on August 22, 2025.
23. With effect from April 1, 2024, dividend to security holders (holding securities in physical form), shall be paid only through electronic mode. Member holding Share in Physical form should be KYC Compliant. Members 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://cbmsl.com/> and website of the Company at <https://www.gevernova.com/regions/asia/in/gevernova-td-india/unclaimed-dividend>.

24. Pursuant to the amendments introduced in the Income Tax Act, 1961 ('the IT Act') vide Finance Act, 2020, w.e.f. 1st April 2020, 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 25, 2025.
25. The Company will send out 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:

26. 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 Circulars, 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 69th AGM, using remote e-Voting system as well as voting during the 69th AGM and attending 69th AGM will be provided by NSDL.
27. 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 3, 2025 shall be only entitled to avail the facility of remote e-Voting, attending the AGM or casting vote through e-Voting system during the 69th 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 3, 2025.

28. The remote e-Voting period will commence on Saturday, September 6, 2025 (9:00 A.M IST) and end on Tuesday, September 9, 2025 (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 3, 2025, 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.
29. A person who is not a member as on the cut-off date should treat this Notice of 69th AGM for information purpose only.
30. Mr. Vineet K Chaudhary, managing partner of M/s VKC & Associates, Practicing Company Secretary having membership no. F 5327 and, in his absence, Mr. Mohit K Dixit, Practicing Company Secretary (Membership No. F12361), partner of M/s VKC & Associates, have been appointed by the Board of Directors as the Scrutinizer to scrutinize the e-Voting at 69th AGM and remote e-Voting process in a fair and transparent manner.
31. The Scrutinizer shall after the conclusion of e-Voting at the 69th AGM, first download the votes cast at the 69th 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 69th AGM, who shall then countersign and declare the result of the voting forthwith.
32. 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/reports-financials> 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 69TH 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 69th AGM for Individual shareholders holding securities in demat mode

In terms of SEBI Master circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024 for compliance with the provisions of the 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 69 th AGM and voting during the meeting.

NSDL IDeAS facility

- 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 69th 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://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “**Login**” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number i.e. DPID and Client ID held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL website wherein you can see e-Voting page. Click on options available against the Company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining 69th AGM and voting during the meeting.
- Shareholders/Members can also download NSDL Mobile App “**NSDL Speede**” facility by scanning the QR code mentioned below for seamless voting experience.



Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing User Id and Password. Option will be made available to reach e-Voting page without any further authentication. The users who login to Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing My Easi Username and Password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by Company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider i.e. NSDL for casting your vote during the remote e-Voting period or joining 69th 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 their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on options available against Company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining 69 th AGM and voting during the 69 th 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	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

B) Login Method for e-Voting and joining 69th 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 available under '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.
4. 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***.

5. Password details for shareholders other than Individual shareholders are given below:
- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
- (i) If your email ID is registered in your demat account or with the Company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL in your mailbox. Open the email and open the attachment i.e. a .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The pdf file contains your 'User ID' and your 'initial password'.
- (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
- 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) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.
- Step 2: Cast your vote electronically and join 69th 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 69th 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 C B Management Services Pvt. Ltd. at rta@cbmsl.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAAR (self-attested scanned copy of Aadhar Card) to the email address of the Registrars and Share Transfer Agents of the Company, M/s C B Management Services Pvt. Ltd. rta@cbmsl.com. If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at **Step 1 A**) i.e., Login method for e-Voting and joining 69th 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 69th AGM THROUGH VC/OAVM ARE AS UNDER

1. Member 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 69th 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 5, 2025 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 69th AGM with regard to the financial statements or any other matter to be placed at the 69th 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 Friday, September 5, 2025 by 5:00 P.M. (IST). Those

Members who have registered themselves as a speaker shall be allowed to ask questions during the 69th 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.

THE INSTRUCTIONS FOR MEMBERS FOR E-VOTING ON THE DAY OF THE 69th AGM THROUGH VC/OAVM ARE AS UNDER

1. The procedure for e-Voting on the 69th AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the 69th 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 69th AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the 69th AGM. However, they will not be eligible to vote at the 69th 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 69th 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 69th AGM by email and holds shares as on the cut-off date i.e. September 3, 2025, may obtain the User ID and password by sending a request to the Company's registrars and share transfer agents through e-mail at rta@cbmsl.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, Senior Manager, 3rd Floor, Naman Chamber, Plot C-32, G-Block, Bandra Kurla Complex, Bandra East, Mumbai, Maharashtra - 400 051, at the designated email IDs: evoting@nsdl.com.

STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 4

The Board of Directors of the Company at its meeting held on May 23, 2025, on recommendation of the Audit Committee, has appointed M/s. Ramanath Iyer & Co., Cost Accountants (Firm registration No. 000019) as Cost Auditor of the Company for the Financial Year 2025-26, 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 confirmed 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. 4 of the Notice for ratification of the remuneration payable to the M/s. Ramanath Iyer & Co., Cost Auditor for the financial year ending March 31, 2026.

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. 4 of the Notice.

Your Board recommends the Ordinary Resolution as set out in Item No. 4 for your approval.

Item No. 5

In accordance with Section 204 of the Companies Act, 2013 read with the rules framed thereunder, and Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), every listed entity is required to undertake Secretarial Audit by a Company Secretary in practice who shall be Peer Reviewed by the Institute of Company Secretaries of India (ICSI) and shall annex a Secretarial Audit Report with Board's Report. The Secretarial Auditor shall be appointed by the Members of the Company, on the recommendation of the Board of Directors and shall be appointed for not more than one term of five consecutive years, in case of individual and for not more than two terms of five consecutive years, in case of a firm of Practicing Company Secretaries.

Based on the recommendation of the Audit Committee, the Board of Directors, at its meeting held on June 19, 2025, approved the appointment of M/s. RMG & Associates, Company Secretaries (Firm Registration Number:

P2001DE016100) as the Secretarial Auditor of the Company, for a term of 5 (five) consecutive years, from the Financial Year 2025-26 till Financial Year 2029-30, subject to the approval of the Members of the Company.

M/s. RMG & Associates is a firm of Company Secretaries, established in the year 2001, based at New Delhi and having branch office at Gurgaon, Haryana and having various affiliates across other metropolitan cities of India, with a rich experience of around 24 (Twenty Four) years and the professional expertise in dealing with all kinds of Corporate Secretarial, Foreign Exchange Laws, Corporate Advisory, Regulatory Issues and other Allied & Legal matters.

M/s. RMG & Associates has provided its consent to act as Secretarial Auditor of the Company and is eligible for appointment. It is not disqualified for being appointed as Secretarial Auditor in terms of the Companies Secretaries Act, 1980 and rules and regulations made there under, ICSI Auditing Standards and Listing Regulations and circulars made thereunder. It is a Peer Reviewed firm and having a valid Peer Review Certificate issued by the Peer Review Board of ICSI and Quality Reviewed by the Quality Reviewed Board of ICSI.

The Board of Directors has approved the remuneration of ₹ 200,000/- (Rupees Two Lakhs only) for the Financial Year 2025-26 (plus applicable taxes and out of pocket expenses) to be paid to M/s. RMG & Associates, Company Secretaries, (Firm Registration Number: P2001DE016100), for the secretarial audit of the Company, with an increase of 5% every year from Financial Year 2026-27 till Financial Year 2029-30.

Accordingly, consent of the Members is sought for approval of appointment of M/s RMG & Associates as Secretarial Auditor of the Company from the Financial Year 2025-26 till Financial Year 2029-30.

The Board of Directors, in consultation with Audit Committee and Secretarial Auditor, may alter or vary the terms and conditions of appointment, including remuneration, in such manner and to the extent as may be mutually agreed.

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

In accordance with the approval of shareholders at the last Annual General Meeting held on September 4, 2024, the Company during Financial Year 2024-25 had made an unsecured lending maximum of ₹ 7,000 Million to LM Wind Power Blades (India) Private Limited ("LM Wind"), a related party of the Company, in cash pool.

The Company now proposes to enter/continue to enter transactions with LM Wind, which will be secured by a guarantee from ultimate parent company i.e GE Vernova Inc. The transactions shall be in the ordinary course of business, at arm's length and in 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
Total	10,000

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 75,000 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 public limited company incorporated under the Companies Act, 1956 and having its registered office in Bangalore.

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 proposed transactions are considered as related party transactions, and in terms of the applicable provisions of Companies Act, 2013 ("Act") 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 Policy on Related Party Transactions, a transaction with a related party is 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 Company as per the last audited financial statements of the Company or ₹ 1,000 crore, whichever is lower. All material related party transactions require prior approval of the shareholders (non-related members).

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

The Company has been lending in cash pool arrangement of the group in which LM Wind is a cash pool leader. LM Wind is not a Non Banking Financial Company. As per the cash pool arrangement, 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.

The rate of interest for such lending to cash pool 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 Act, 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.
- Return to the Company is based on 1 year Government's Bond rate, calculated daily, irrespective of the tenor of the investment.

Cash pool arrangements with LM Wind has the following features / advantages:

- The rate of interest is 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.
- Rate of interest is variable in nature and based on 1 year Government's Bond rate, calculated daily, irrespective of the tenor of the investment. Presently, the rate of interest is in the range of 5.5%-6% per annum.
- No penalty is levied on early withdrawal by the Company, which is better than a similar Bank time deposit rate with 1% penalty 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.
- It provides better fund management and interest optimization by depositing overnight funds. The Company lends basis day end requirement within the Cash Pool participants, thereby, earning interest income on the day end balance. Investment in the cash pool significantly reduces operational efforts and credit risks associated with constructing a diversified portfolio with a range of banks.
- 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.
- 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.

The details as required under SEBI Master Circular SEBI/HO/CFD/PoD2/CIR/P//0155 dated November 11, 2024 and the Companies Act, 2013 and a summary of the information 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
2.	Name of the Director or KMP who is related	None
3.	Nature of Relationship with the Company	LM Wind Power Blades (India) Private Limited & GE Vernova
4.	Relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)	T&D India Limited are part of the GE Vernova group and are related to each other as fellow subsidiaries of GE Vernova Inc.
5.	Type, material terms and particulars of the proposed transaction;	<ul style="list-style-type: none"> • Lending to LM Wind towards cash pool and maximum ₹ 10,000 million shall be outstanding at any point of time. • Rate of Interest- Based on 1 year Government Bond rate calculated on daily basis, irrespective of the tenor of the investment. The Rate of interest is also benchmarked by independent transfer pricing consultant to be at prevailing bank and market prices. • Tenure/Repayment Schedule- Payable on Demand. • Security- Secured by the guarantee from ultimate Parent Company i.e GE Vernova Inc.
6.	Value of the proposed transaction	Up to ₹ 10,000 million outstanding at any given point of time;
7.	Tenure of the proposed transaction (particular tenure shall be specified)	Approval is being sought till next Annual General Meeting to be held on calendar year 2026.
8.	Any advance paid or received for the contract or arrangement, if any	Nil
9.	The manner of determining the pricing and other commercial terms, both included as part of contract and not considered as part of the contract	<p>Rate of Interest is variable in nature and determined in terms of Transfer Pricing Policy of the Company approved by the Audit Committee and also benchmarked by independent transfer pricing consultant to prevailing bank and market prices based on generally accepted guidelines including OECD guidelines and Income Tax Act, 1961.</p> <p>Rate of Interest is based on 1 year Government's Bond rate, calculated daily, irrespective of the tenor of the investment.</p> <p>The funds are repayable on demand by the Company.</p>
10.	The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction (and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided)	23%
11.	If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary:	
	(i) details of the source of funds in connection with the proposed transaction.	<ul style="list-style-type: none"> • Surplus Funds of the Company

S.No.	Particulars	Details
	<p>(ii) where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments,</p> <ul style="list-style-type: none"> • nature of indebtedness; • cost of funds; and • tenure; <p>(iii) applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security; and</p>	<ul style="list-style-type: none"> • No
	<p>(iv) the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT</p>	<ul style="list-style-type: none"> • Rate of Interest- Based on 1 year Government's Bond rate, calculated daily, irrespective of the tenor of the investment. • variable in nature and benchmarked to prevailing bank and market prices. • Tenure/Repayment Schedule- Payable on Demand • Security- Secured by the guarantee from ultimate Parent Company i.e GE Vernova Inc. <p>The lending will be utilised by LM Wind for further lending to GE Vernova group entities in India for their working capital requirements.</p>
12.	Justification as to why the RPT is in the interest of the listed entity	<ul style="list-style-type: none"> • The rate of interest is 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 and also determined to be at arm's length basis. • Rate of interest is based on 1 year Government's Bond rate, calculated daily, irrespective of the tenor of the investment. • No penalty is levied on early withdrawal by the Company. • It provides better fund management and interest optimization by depositing overnight funds. The Company lends basis day end requirement within the Cash Pool participants, thereby, earning interest income on the day end balance. • 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. • 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.
13.	A copy of the valuation or other external party report, if any such report has been relied upon;	Not applicable

The Audit Committee and the Board of the Directors of the Company at their respective meetings held on June 19, 2025, approved and recommended the aforesaid related/material related party transactions to the shareholders for approval. 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 Transaction for each Related Party.

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

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.

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. upto seventieth 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. 6 for your approval.

ITEM No. 7

The Company proposes to enter/continue to enter transactions with Grid Solutions Middle East FZE for sale of goods and/or materials including project related and other services. The Company pursue business in overseas as well as domestic markets. In order to pursue the business, the Company regularly engage in selling goods and/ or materials including rendering project related services to Grid Solutions Middle East FZE, a related party of the Company. The transactions are entered in the ordinary course of business, at arm's length and in the interest of the Company

Grid Solutions Middle East FZE 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.

Grid Solutions Middle East FZE is a company based in UAE and is part of Electrification Grid segment of GE Vernova

group which enables power utilities and industries to effectively manage electricity from the point of generation to consumption, helping the reliability, efficiency, and resiliency of the grid.

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

In terms of the Listing Regulations and Policy on Related Party Transactions, a transaction with a related party is 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 Company as per the last audited financial statements of the Company or ₹ 1,000 crore, whichever is lower. All material related party transactions require prior approval of the shareholders (non-related members).

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

The Transfer Pricing Policy of the Company approved by the Audit Committee of the Company, *inter-alia* defines pricing / margins to be used for related party transactions on the basis of nature of transactions i.e Sale of goods, purchase of goods, availing of services and rendering of services, nature of product / services, risk profile under the agreement and destination country.

The pricing for other shared 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.

Pricing / margins principals as defined under Transfer Pricing Policy are benchmarked by an independent transfer pricing consultant based on generally accepted guidelines including OECD guidelines and Income Tax Act, 1961 to be at arm's length basis i.e as if these transactions are carried out with any third party customer/ vendor (which is a non-related party).

The details as required under SEBI Master Circular SEBI/HO/CFD/PoD2/CIR/P//0155 dated November 11, 2024 and Companies Act, 2013 and a summary of the information provided by the management to the Audit Committee is as under:

Sr.No.	Particulars	Details
1.	Name of the Related Party	Grid Solutions Middle East FZE
2.	Name of the Director or KMP who is related	None
3.	Relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)	Grid Solutions Middle East FZE 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.
4.	Type, material terms and particulars of the proposed transaction;	Sale of goods/materials, including rendering of project related services and other services.
5.	Value of the proposed transaction	Up-to ₹ 9,000 million (In single/ multiple tranches & single/multiple times)
6.	Tenure of the proposed transaction (particular tenure shall be specified)	Approval is being sought till next Annual General Meeting to be held on calendar year 2026.
7.	any advance paid or received for the contract or arrangement, if any	Nil
8.	the manner of determining the pricing and other commercial terms, both included as part of contract and not considered as part of the contract	<p>The Transfer Pricing Policy of the Company which is based on generally accepted guidelines including OECD guidelines and Income Tax Act, 1961, defines pricing / margins to be used for related party transactions on the basis of nature of transactions i.e Sale of goods, purchase of goods, availing of services and rendering of services, nature of product / services, risk profile under the agreement and destination country.</p> <p>Pricing / margins principals as defined under Transfer Pricing Policy are benchmarked by an independent transfer pricing consultant based on generally accepted guidelines including OECD guidelines and Income Tax Act, 1961, to be at arm's length basis i.e as if these transactions are carried out with any third party customer/ vendor (which is a non-related party).</p>
9.	The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction (and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided)	21%

Sr.No.	Particulars	Details
10.	<p>If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary:</p> <p>(i) details of the source of funds in connection with the proposed transaction;</p> <p>(ii) where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments,</p> <ul style="list-style-type: none"> • nature of indebtedness; • cost of funds; and • tenure; <p>(iii) applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security; and</p> <p>(iv) the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT</p>	Not Applicable
11.	Justification as to why the RPT is in the interest of the listed entity	In order to pursue business, the Company regularly executes transactions with related parties. These business opportunities support in furtherance of the revenue and profitability of the Company. The expertise, complementary nature, strength, technology and competencies available within the GE Vernova group are leveraged for enhancing operational efficiency through these transactions which are in the best interest of the Company.
12.	A copy of the valuation or other external party report, if any such report has been relied upon;	Not Applicable

The Audit Committee and the Board of the Directors of the Company at their respective meetings held on June 19, 2025, approved and recommended the aforesaid related/material related party transactions to the shareholders for approval. 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 Transaction 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 are 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 Grid Solutions Middle East FZE upto seventieth Annual General Meeting.

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 Grid Solutions Middle East FZE.

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. 7 for your approval.

ITEM No. 8

The Company proposes to enter/continue to enter transactions with Grid Solutions SAS for sale and purchase of goods, materials and/or services. The Company pursues business in overseas as well as domestic markets. In order to pursue the business, the Company regularly engages in selling and purchasing goods, materials including availing/rendering project related services from/to Grid Solutions SAS, a related party(s) of the Company. The Company also avails/renderers business support services which mainly includes IT services, manpower services etc. The transactions are entered in the ordinary course of business, at arm's length and in the interest of the Company.

Grid Solutions SAS 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.

Grid Solutions SAS is based in France and is part of Electrification Grid segment of GE Vernova group which enables power utilities and industries to effectively manage electricity from the point of generation to consumption, helping the reliability, efficiency, and resiliency of the grid.

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

In terms of the Listing Regulations and Policy on Related Party Transactions, a transaction with a related party is 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 Company as per the last audited financial statements of the Company or ₹ 1,000 crore, whichever is lower. All material related party transactions require prior approval of the shareholders (non-related members).

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

The Transfer Pricing Policy of the Company governed by the provisions of Income Tax Act, 1961 and approved by the Audit Committee of the Company, *inter-alia* defines pricing / margins to be used for related party transactions on the basis of nature of transactions i.e Sale of goods, purchase of goods, availing/rendering of services, nature of product / services, risk profile under the agreement and destination country.

Pricing / margins principals for sale and purchase of goods as defined under Transfer Pricing Policy are benchmarked by an independent transfer pricing consultant which is based on generally accepted guidelines including OECD guidelines and Income Tax Act, 1961, to be at arm's length basis i.e as if these transactions are carried out with any third party customer/vendor (which is a non-related party).

The pricing for other shared 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.

The details as required under SEBI Master Circular SEBI/HO/CFD/PoD2/CIR/P//0155 dated November 11, 2024 and Companies Act, 2013 and a summary of the information provided by the management to the Audit Committee is as under:

Sr.No.	Particulars	Details
1.	Name of the Related Party	Grid Solutions SAS
2.	Name of the Director or KMP who is related	None
3.	Relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)	Grid Solutions SAS 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.
4.	Type, material terms and particulars of the proposed transaction;	Sale and purchase of goods/material and/or services, including availing/rendering of project related services and business support services
5.	Value of the proposed transaction	Up-to ₹ 22000 million (In single/ multiple tranches & single/multiple times)
6.	Tenure of the proposed transaction (particular tenure shall be specified)	Approval is being sought till next Annual General Meeting to be held on calendar year 2026.
7.	any advance paid or received for the contract or arrangement, if any	Nil

Sr.No.	Particulars	Details
8.	the manner of determining the pricing and other commercial terms, both included as part of contract and not considered as part of the contract	<p>The Transfer Pricing Policy of the Company defines pricing / margins to be used for related party transactions on the basis of nature of transactions i.e Sale of goods, purchase of goods, availing of services and rendering of services, nature of product / services, risk profile under the agreement and destination country.</p> <p>Pricing / margins principals as defined under Transfer Pricing Policy are benchmarked by an independent transfer pricing consultant based on generally accepted guidelines including OECD guidelines and Income Tax Act, 1961 to be at arm's length basis i.e as if these transactions are carried out with any third party customer/ vendor (which is a non-related party).</p>
9.	The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction (and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided)	51%
10.	<p>If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary:</p> <p>(v) details of the source of funds in connection with the proposed transaction;</p> <p>(vi) where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments,</p> <ul style="list-style-type: none"> • nature of indebtedness; • cost of funds; and • tenure; <p>(vii) applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security; and</p> <p>(viii) the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT</p>	Not Applicable
11.	Justification as to why the RPT is in the interest of the listed entity	<p>In order to pursue business, the Company regularly executes transactions with related parties. These business opportunities support in furtherance of the revenue and profitability of the Company. The expertise, complementary nature, strength, technology and competencies available within the GE Vernova group are leveraged for enhancing operational efficiency through these transactions which are in the best interest of the Company.</p> <p>Further, business support services enable the Company to leverage efficiencies of scale within the group which provides quality services in cost effective manner.</p>
12.	A copy of the valuation or other external party report, if any such report has been relied upon;	Not Applicable

The Audit Committee and the Board of the Directors of the Company at their respective meetings held on June 19, 2025, approved and recommended the aforesaid related/material related party transactions to the shareholders for approval. 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 Transaction for each Related Party.

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

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.

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 Grid Solutions SAS upto seventieth 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. 8 for your approval.

Item No. 9

The Members had approved appointment of Mr. Sanjay Sagar (DIN : 00019489) as an Independent Director of the Company at 64th Annual General Meeting (AGM) held on September 28, 2020 for a term of five consecutive years from July 01, 2020 to June 30, 2025.

The Board of Directors of the Company at its meeting held on June 19 2025, based on the recommendation of the Nomination and Remuneration Committee and after considering his performance evaluation results, skills and capabilities required of an Independent Director and other factors and subject to the approval of the Members through Special Resolution, re-appointed Mr. Sanjay Sagar as an Independent Director, for a second term of five consecutive years commencing from July 1, 2025 to June 30, 2030.

Mr. Sanjay Sagar has submitted his disclosure that he is not disqualified from being re-appointed as Director in terms of Section 164 of the Companies Act 2013 ("Act") and has consented to act as Director of the Company in terms of Section 152 of the Act. The Company has also received following declarations from him (i) intimation in Form DIR-8 to the effect that he is not disqualified under the Act; (ii) declaration that he meets the criteria of independence as prescribed under the Act and under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"); (iii) declaration towards inclusion of his name in the data bank maintained for Independent Directors; and (iv) In terms of Regulation 25(8) of Listing Regulations, a confirmation that he is not aware of any circumstance or situation which exists or

may be reasonably anticipated that could impair or impact his ability to discharge his duties. Mr. Sagar has also confirmed that he is not debarred from holding the office of Director by virtue of any SEBI Order or any such authority.

In the opinion of the Board, Mr. Sanjay Sagar meets the criteria of independence as provided under Companies Act, 2013 and Listing Regulations, for holding the position of Independent Director and he is Independent of the management. His re-appointment would be within the limits prescribed under Listing Regulations. He possesses integrity, requisite qualification, expertise, experience and skill for being appointed as Director of the Company.

The Company has received a notice in writing from a Member under the provisions of Section 160(1) of the Act proposing the candidature of Mr. Sagar for the office of the Director.

Mr. Sanjay Sagar is an expert in the field of Risk Management, Legal, Corporate Governance and Corporate Affairs, Organizational Management, Industry Knowledge etc. He is not related to any other Director of the Company and does not hold any equity shares of the Company.

The Board of Directors was of the opinion that Mr. Sanjay Sagar has contributed immensely to governance of the Company and provided strategic inputs in decision making of the board. His knowledge and experience will be of immense value to the Company.

A brief profile of Mr. Sanjay Sagar is provided in the Annexure-1 to the Notice of the AGM. The other terms and conditions of the appointment are as per the letter of appointment of Mr. Sanjay Sagar. The copy of Letter of Appointment setting out terms and conditions of his re-appointment and other documents referred above, shall be available for inspection electronically by members upto the date of Annual General Meeting. Members seeking inspection of these documents may send an email to the Company at secretarial.compliance@governova.com

Except Mr. Sanjay Sagar, being the proposed appointee, and his relatives, none of the Directors or Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in this Resolution.

Your Board recommends the Special Resolution as set out in Item No. 9 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 : June 19, 2025

Registered Office:

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

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 re-appointed at this AGM, are given below:

1.	Name	Mr. Sanjay Sagar	Mr. Fabrice Aumont
2.	DIN	00019489	10465933
3.	Category of Director	Independent Director	Non-Executive Director Non Independent Director
4.	Age	4 th August, 1957 (67 Years)	30 th September, 1973 (51 years)
5.	Qualification	Alumnus of Sri Ram College of Commerce, Delhi and holds a management degree from the University of Delhi.	Mr. Fabrice Aumont is major in Marketing and Finance from Euromed Management School
6.	Brief resume of the Director including nature of expertise in specific functional areas	<p>Mr. Sanjay Sagar, aged about 67 years, brings more than four decades of experience, with the last two spent in the energy sector. He had served as Joint Managing Director & CEO of JSW Energy Ltd. from 2012 to 2017, a period during which the company made its successful entry into hydro power generation and doubled its overall generation capacity. Under his stewardship, the profitability of the company grew by almost seven times.</p> <p>His exceptional leadership earned him several accolades, including recognition as the “Best CEO (Power)” by the Business Today Group, “India’s Most Trusted CEO” by the World Consulting & Research Corporation and “Power & Energy Persona of the Year” By ENERTIA Foundation. Prior to stepping down in 2017, Mr. Sagar also served as an Executive Director on the Boards of multiple JSW Group companies.</p> <p>He is an alumnus of Sri Ram College of Commerce, Delhi and holds a management degree from the University of Delhi.</p> <p>Mr. Sanjay Sagar is an expert in the field of Industry Knowledge, Risk Management, Legal, Corporate Governance and Corporate Affairs, Organizational Management, etc.</p>	<p>Mr. Fabrice Aumont is a versatile Human Resources Executive with hands-on experience in diverse industries operating in multiple countries and is a business-driven problem solver with proven track record in the development & implementation of tactical & strategic initiatives. Currently, he is working as Executive HR Head for Grid Automation Business Line of GE Vernova Grid Solutions. He is major in Marketing and Finance from Euromed Management School and having experience of more than 25 years in Human Resources for power automation & controls and other business & operational activities.</p> <p>Mr. Fabrice Aumont is an expert in the field of Industry Knowledge and Strategic Thinking etc.</p>
7.	Remuneration Last Drawn	For the year 2024-25, Mr. Sanjay Sagar was paid ₹ 35,10,000 as Sitting Fees and Commission.	Mr. Fabrice Aumont does not draw any remuneration from the Company in his capacity as Non-Executive Director.
8.	Terms & Conditions of appointment	The terms and conditions of re-appointment of Mr. Sanjay Sagar is available on the website of the Company.	Not applicable

9.	Remuneration sought to be paid	Mr. Sanjay Sagar will be eligible for Sitting Fees and remuneration by way of commission, in accordance with the provisions of the Companies Act, 2013.	No Remuneration will be paid consequent to the re-appointment as Director in the Company.
10.	Date of first Appointment on the Board	1 st July 2020	18 th January 2024
11.	Shareholding in the company	Nil	Nil
12.	Inter-se Relationship between Directors/Managers/ Key Managerial Personnel	None	None
13.	Directorship held in other Companies (excluding foreign companies, section 8 companies and GE Vernova T&D India Limited)	a) JSW Industrial Gases Limited b) JSW Sarbloh Motors Private Limited c) JSW Gecko Motors Private Limited	Nil
14.	Committee Memberships and Chairmanships in the Company	Audit Committee- Chairman Nomination and Remuneration Committee-Chairman Risk Management Committee- Member	Risk Management Committee- Member
15.	Membership / Chairmanship of Committees of other Board	Nil	Nil
16.	Listed entities from which the Director has resigned in the past three years	None	None
17.	Number of Board Meetings Attended during the Financial Year 2024-25 (Total 7) Board Meetings were held during the year	Six (6)	Six (6)