



GE 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.ge.com/in/ge-td-india-limited/>

Notice of Annual General Meeting

NOTICE is hereby given that the sixty-sixth Annual General Meeting (“AGM”) of the members of GE T&D India Limited will be held on Wednesday, the 10th day of August, 2022 at 3:00 P.M., Indian Standard Time (IST), through Video Conferencing/ Other Audio Visual Means (“VC/OAVM”) Facility to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the audited financial statements of the Company for the financial year ended March 31, 2022, together with reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Mahesh Shrikrishna Palashikar (DIN 02275903), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS

3. **Ratification of remuneration of Cost Auditors for the financial year ending March 31, 2023**

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 and any other applicable provisions of the Companies Act, 2013 read with Rule 14 of Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), M/s Shome & Banerjee, Cost Accountants (firm registration number: 000001), appointed as the Cost Auditors by the Board of Directors of the Company, to conduct the audit of the cost records of the Company for the financial year ending March 31, 2023, be paid the remuneration of ₹ 700,000/- (Rupees Seven hundred thousand only) plus applicable taxes and out of pocket expenses.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to take necessary steps to give effect to the Resolution.”

4. **Adoption new set of Articles of Association**

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

“RESOLVED THAT pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013, read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), and subject to such other requisite approvals, if any, in this regard from appropriate authorities and terms(s), condition(s), amendment(s), modification(s), as may be required or suggested by any such appropriate authorities, and agreed to by the Board of Directors of the Company (hereinafter referred to as “Board”), the new set of Articles of Association of the Company as uploaded on the website of the Company, be and is hereby approved and adopted in place of the existing Articles of Association of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company, be and is hereby authorised to do all such acts, deeds, matters and things as may be deemed necessary for the purpose of giving effect to this Resolution.”

5. **Appointment of Mr. Johan Bindele (holding DIN 09612906) as a Director, liable to retire by rotation**

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

“RESOLVED THAT pursuant to Sections 152, 161 and other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and Articles of Association of the Company, and as recommended by the Nomination and Remuneration Committee and by the Board of Directors of the Company, Mr. Johan Bindele (holding DIN 09612906) who with effect from June 1, 2022, was appointed as a Director in the casual vacancy caused due to the resignation of Mr. Rajendra Sheshadri Iyer (holding DIN 09319795), be and is hereby appointed as a Director of the Company, liable to retire by rotation.”

6. Remuneration of Mr. Sushil Kumar, Whole-time Director & Chief Financial Officer (holding DIN 08510312)

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

“RESOLVED THAT pursuant to the provisions of section 197 and other applicable provisions, if any, of the Companies Act, 2013, in terms of Section II of Part II of Schedule V of the said Act, including any statutory modification(s) or re-enactment thereof, for the time being in force, approval of the members be and is hereby accorded for payment of remuneration to Mr. Sushil Kumar (holding DIN 08510312), in terms of his appointment, as set out in existing Service Agreement and approved by members vide resolution passed through Postal Ballot dated January 31, 2022, an amount of ₹ 2,824,099/- (Rupees two million eight hundred twenty four thousand and ninety-nine only) for the period from January 1, 2022 to March 31, 2022 and thereafter for a period two years commencing from April 1, 2022, as Whole-time Director & Chief Financial Officer as per terms of his appointment detailed in the Explanatory Statement annexed hereto, and set out in existing Service Agreement and approved by members as mentioned above.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to take all such steps and actions as may be considered necessary by the Board for the purpose of implementing this resolution.”

7. Payment of Remuneration to Non-Executive Directors

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

“RESOLVED THAT in furtherance to the resolution passed by the members of the Company on August 6, 2021 and pursuant to the provisions of sections 197 and 198 read with rules made thereunder and other applicable provisions, if any, of the Companies Act, 2013, (“Act”) subject to the limits contained in Section II to Part II of Schedule V of the said Act, including any statutory modification(s) or re-enactment thereof, for the time being in force, Regulation 17(6) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, approval of the members be and is hereby accorded to payment of remuneration by way of commission to each of the non-executive independent directors of the Company, an amount of ₹ 1,150,000/- (Rupees One million one hundred and fifty thousand only) for the financial year ended March 31, 2022, as determined by the Board of Directors and detailed in Explanatory Statement annexed hereto, and thereafter, in the event of inadequacy of profits, during the financial years 2022-23 and 2023-24, payment of remuneration by way of commission

to non-executive directors upto ₹ 10 Million (Rupees ten million only) in a financial year in aggregate, to be paid to and distributed amongst such Director(s) of the Company but excluding the Managing Director(s) and/or Wholetime Director(s) as may be determined by the Board of Directors, the amount, proportion and manner of such payment and distribution as the Board may decide, provided further that none of the non-executive Directors shall, in any Financial Year, individually receive an aggregate remuneration (excluding sitting fees) exceeding ₹ 2.5 million (Rupees two million five hundred thousand only).”

8. Related Party Transactions with GE India Industrial Private Limited relating to cash pool arrangements

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 188 of the Companies Act, 2013 (“Act”) and other applicable provisions, if any, Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and the Related Party Transactions Policy of the Company, approval of members be and is hereby accorded to the Board of Directors of the Company to enter into following transactions with GE India Industrial Private Limited, a related party within the meaning of Section 2(76) of the Act and Regulation 2(1) (zb) of the Listing Regulations in the financial year 2022-23 and upto the date of sixty-seventh Annual General Meeting:

Nature of transaction with GE India Industrial Private Limited	Amount
Borrowings from cash pool (taken/ to be taken excluding interest)	Up to ₹7,000 million outstanding at any given point of time
Inter-corporate deposits/ lending in cash pool (given/ to be given excluding interest)	Up to ₹1,500 million outstanding at any given point of time

on such terms and conditions as the Board of Directors 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 consent of members be and is hereby accorded to the Board for the acts and deeds already done in the aforesaid matter and further authorized to finalize the terms and conditions as may be considered necessary, expedient or desirable and execute such agreements, documents and writings to give effect to the above resolution.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to delegate all or any of the powers conferred on it by or under this resolution to any Committee of Directors of the Company or any one or more of director(s)/ officers of the Company and to do all acts and take such steps as may be considered necessary or expedient to give effect to the aforesaid resolution.”

9. **Related Party Transactions with GE India Industrial Private Limited relating to sale/purchase of goods, services**

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 188 of the Companies Act, 2013 (“Act”) and other applicable provisions, if any, Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and the Related Party Transactions Policy of the Company, approval of members be and is hereby accorded to the Board of Directors of the Company to enter into following transactions with GE India Industrial Private Limited, a related party within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations in the financial year 2022-23 and upto the date of sixty-seventh Annual General Meeting:

Nature of transaction with GE India Industrial Private Limited	Amount per financial year
Sale and purchase of goods and/ or materials, including project related services	Up to ₹ 2500 million
Entering into contract(s)/ arrangement(s) for availing or rendering of any services (other than project related services), including support/ shared services, information technology assets related services, travel related services on actual reimbursements, cost of shared services, manpower training and development services	Up to ₹ 1500 million

on such terms and conditions as the Board of Directors 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 consent of members be and is hereby accorded to the Board for the acts and deeds already done in the aforesaid matter and further authorized to finalize the terms and conditions as may be considered necessary, expedient or desirable and execute such agreements, documents and writings to give effect to the above resolution.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to delegate all or any of the powers conferred on it by or under this resolution to any Committee of Directors of the Company or any one or more of director(s)/ officers of the Company and to do all acts and take such steps as may be considered necessary or expedient to give effect to the aforesaid resolution.”

10. **Related Party Transactions with GE India Industrial Private Limited relating to lease/sub-lease and licence**

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 188 of the Companies Act, 2013 (“Act”) and other applicable provisions, if any, Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), the Related Party Transactions Policy of the Company, approval of members be and is hereby accorded to the Board of Directors of the Company to enter into following transactions with GE India Industrial Private Limited, a related party within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations in the financial year 2022-23 and upto the date of sixty-seventh Annual General Meeting:

Nature of transaction with GE India Industrial Private Limited	Amount per financial year
Entering into contract(s)/ arrangement(s) for lease/ rental/ sub-lease / administrative and supporting facilities sharing agreement(s)/ license / sub-license of movable as well as immovable properties	Up to ₹ 125 million

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

RESOLVED FURTHER THAT consent of members be and is hereby accorded to the Board for the acts and deeds already done in the aforesaid matter and further authorized to finalize the terms and conditions as may be considered necessary, expedient or desirable and execute such agreements, documents and writings to give effect to the above resolution.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to delegate all or any of the powers conferred on it by or under this resolution to any Committee of Directors of the Company or any one or more of director(s)/ officers of the Company and to do all acts and take such steps as may be considered necessary or expedient to give effect to the aforesaid resolution.”

By order of the Board

Manoj Prasad Singh
Company Secretary
Membership No. F4231

Place : Noida
Date : July 15, 2022

Notes:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("the Act") setting out material facts concerning the business under Item Nos. 3 to 10 of the accompanying Notice, is annexed hereto.
2. General instructions for accessing and participating in the 66th AGM through VC/OAVM Facility and voting through electronic means including remote e-Voting.
 - a. In view of COVID-19 pandemic and pursuant to General Circular No. 02/2022 dated May 05, 2022 read with General Circular nos. 14/2020 dated April 08, 2020, General Circular No.17/2020 dated April 13, 2020, General Circular No. 20/2020 dated May 05, 2020, General Circular No. 02/2021 dated January 13, 2021 General Circular No. 10/2021 dated June 23, 2021 and General Circular No. 20/2021 dated December 8, 2021 issued by the Ministry of Corporate Affairs ("MCA") and Circular no. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 read with SEBI/HO/CFD/CMD1/CIR/P/2020/79 and SEBI/HO/CFD/CMD2/CIR/P/2021/11 issued by the Securities and Exchange Board of India (SEBI), and all other relevant circulars issued from time to time, (hereinafter collectively referred to as "the Circulars"), companies are allowed to hold AGM through VC, without the physical presence of members at a common venue. Hence the 66th AGM of the Company is being conducted through VC/OAVM Facility, which does not require physical presence of members at a common venue. The deemed venue for the 66th AGM shall be the Registered Office of the Company.
 - b. In terms of the MCA Circulars since the physical attendance of Members has been dispensed with, 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 66th AGM. However, 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, for participation in the 66th AGM through VC/OAVM Facility and e-Voting during the 66th AGM.
 - c. Institutional Investors who are Members of the Company, are encouraged to attend and vote in the 66th AGM through VC/OAVM Facility. Corporate Members intending to authorise representative(s) to vote through remote e-Voting, for participation in the 66th AGM through VC/OAVM Facility and e-Voting during the 66th AGM are requested to send a certified copy of the Board Resolution to the scrutinizer at pcs@vkcindia.com authorizing their representative to vote on their behalf at the meeting.
 - d. In line with the MCA Circulars and SEBI Circular, the Annual Report for the financial year 2021-22 and Notice of the 66th AGM will be available on the website of the Company at <https://www.ge.com/in/ge-td-india-limited>, on the website BSE Limited at <https://www.bseindia.com/> and NSE at <https://www.nseindia.com/>. The Notice of 66th AGM will also be available on the website of NSDL at <https://www.evoting.nsdl.com/>.
 - e. Since the AGM will be held through VC/OAVM Facility in accordance with the Circulars, the route map, proxy form and attendance slip are not annexed in this Notice.
 - f. National Securities Depositories Limited ("NSDL") will be providing facility for voting through remote e-Voting, for participation in the 66th AGM through VC/OAVM Facility and e-Voting during the 66th AGM.
 - g. Members may join the 66th AGM through VC/OAVM Facility by following the procedure as mentioned below which shall be kept open for the Members from 2:30 p.m. IST i.e., 30 minutes before the time scheduled to start the 66th AGM and the Company may close the window for joining the VC/OAVM Facility 30 minutes after the scheduled time to start the 66th AGM.
 - h. Members may note that the VC/OAVM Facility, provided by NSDL, allows participation of at least 1,000 Members on a first-come-first-served basis. The large members (i.e., members holding 2% or more shareholding), promoters, institutional investors, directors, key managerial personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, auditors, etc. can attend the 66th AGM without any restriction on account of first-come-first-served principle.
 - i. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
 - j. 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 ("ICSI"), Regulation 44 of Listing Regulations read with MCA Circulars and SEBI Circulars, the Company is providing remote e-Voting facility to its Members in respect of the business to be transacted at the 66th AGM and facility for those Members participating in the 66th AGM to cast vote through e-Voting system during the 66th AGM. 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.
3. Instructions for Members for Remote e-Voting and joining the 66th Annual General Meeting are as under:
 - a. The remote e-Voting period will commence on Sunday, August 7, 2022 (9:00 am IST) and end on Tuesday, August 9, 2022 (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, August 3, 2022, 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.

- b. 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 only shall be entitled to avail the facility of remote e-Voting or casting vote through e-Voting system during the meeting.
- c. A person who is not a Member as on the cut-off date should treat this Notice of 66th AGM for information purpose only.

How do I vote electronically using NSDL e-Voting system?

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

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020, on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with 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.	<ol style="list-style-type: none"> 1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section , this will prompt you to enter your existing User ID and Password. 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 virtual meeting & voting during the meeting. 2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.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 hold with NSDL), Password/OTP and a Verification Code as shown on the screen. 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 virtual meeting & voting during the meeting. 4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.

NSDL Mobile App is available on



Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in
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 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 virtual meeting & voting during the meeting.

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

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.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
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 022- 23058738 or 022-23058542-43

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

- 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, your Password/OTP and a Verification Code as shown on the screen.

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 eservices 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:
- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - 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.
 - How to retrieve your 'initial password'?
 - 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 from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .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'.
 - If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

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

- 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.
- Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
- If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.

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

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

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

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

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to pcs@vkcindia.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e., other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. 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.
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.: 1800 1020 990 and 1800 22 44 30 or send a request to Mr. Amit Vishal, Assistant Vice President, National Securities Depository Ltd., Trade World, 'A' Wing, 4th Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai – 400 013, at the designated email IDs: evoting@nsdl.co.in or AmitV@nsdl.co.in.

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 email address of the Registrars and Share Transfer Agents of the Company, M/s C B Management Services Pvt. Ltd. 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 virtual meeting for Individual shareholders holding securities in demat mode.**

3. Alternatively, shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE 66th AGM THROUGH VC/OAVM ARE AS UNDER:

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE 66th AGM THROUGH VC/OAVM ARE AS UNDER:

- a. Member will be provided with a facility to attend the 66th 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 link" 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.
- b. Members are encouraged to join the Meeting through Laptops for better experience.
- c. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- d. Please note that Participants 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 to mitigate any kind of aforesaid glitches.

- e. Members can submit questions in advance with regard to the financial statements or any other matter to be placed at the 66th 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 company.secretary@ge.com at least 48 hours in advance before the start of the meeting i.e., by Monday, August 8, 2022 by 3:00 p.m. IST. Such questions by the Members shall be taken up during the meeting and replied by the Company suitably.
- f. Members, who would like to ask questions during the 66th AGM with regard to the financial statements or any other matter to be placed at the 66th 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 company.secretary@ge.com at least 48 hours in advance before the start of the 66th AGM i.e. by Monday, August 8, 2022 by 3:00 p.m. IST. Those Members who have registered themselves as a speaker shall be allowed to ask questions during the 66th AGM, depending upon the availability of time.

4. Other Guidelines for Members

- a. 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.
- b. The voting rights of Members shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date of Wednesday, August 3, 2022.
- c. Any person, who acquires shares of the Company and becomes Member of the Company after the Company sends the Notice of the 66th AGM by email and holds shares as on the cut-off date i.e. Wednesday, August 3, 2022, may obtain the User ID and password by sending a request to the Company's registrars and share transfer agents e-mail address rta@cbmsl.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 the Notice of the AGM under "Access to NSDL e-Voting system".
- d. Mr. Vineet K Chaudhary of M/s VKC & Associates, Practising Company Secretary having membership no. F 5327 and failing him Mr. Mohit K Dixit, Practising Company Secretary (Membership No. A49021) have been appointed as the Scrutinizer for providing facility to the members of the

Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.

- e. During the 66th AGM, the Chairman shall, after response to the questions raised by the Members in advance or as a speaker at the 66th AGM, formally propose to the Members participating through VC/OAVM Facility to vote on the resolutions as set out in the Notice of the 66th AGM and announce the start of the casting of vote through the e-Voting system. After the Members participating through VC/OAVM Facility, eligible and interested to cast votes, have cast the votes, the e-Voting will be closed with the formal announcement of closure of the 66th AGM.
- f. The Scrutinizer shall after the conclusion of e-Voting at the 66th AGM, first download the votes cast at the 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 48 (forty eight) hours from the conclusion of the 66th AGM, who shall then countersign and declare the result of the voting forthwith.

The Results declared along with the report of the Scrutinizer shall be placed on the website: <https://www.ge.com/in/ge-t-d-india-limited> 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).

- 5. Pursuant to the MCA Circulars and SEBI Circular, in view of the prevailing situation, owing to the difficulties involved in dispatching of physical copies of the Notice of the 66th AGM and the Annual Report for the financial year ended on March 31, 2022 including therein the Audited Financial Statements for financial year ended on March 31, 2022, are being sent only by email to the Members. Therefore, those Members, whose email address is not registered with the Company or with their respective Depository Participant/s, and who wish to receive the Notice of the 66th AGM and the Annual Report for the financial year ended on March 31, 2022 and all other communication sent by the Company, from time to time, can get their email address registered by following the steps as given below:
 - a. For Members holding shares in physical form: In compliance with SEBI Circulars dated November 3, 2021, and December 14, 2021, please send copy of signed Form ISR-1 mentioning your name, folio number, complete address, email address and telephone number to be registered along with scanned self-attested copy of the PAN and any document (such as Driving License, Passport, Bank Statement, AADHAAR) supporting the registered address of the Member, by post to the Company's Registrars and Share Transfer Agents: CB Management Services (P) Ltd, Unit: GE T&D India Ltd, P-22 Bondel Road, Kolkata, West Bengal - 700019. The Members can also forward a digitally signed copy of Form ISR-1 with supporting documents at the email address of the RTA: rta@cbmsl.com.

- b. For the Members holding shares in demat form, please update your email address through your respective Depository Participant/s.
6. SEBI vide its Circular nos. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated November 3, 2021 and SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/687 December 14, 2021, has mandated the furnishing of PAN, Address with PIN code, Email address, Mobile number, Bank Account details, Specimen signature and Nomination by holders of physical securities. Further, if any of the cited documents/ details as provided in the said circular are not registered with the Company/ RTA by March 31, 2023, such folios are liable to be frozen by the Company/ Registrar and Share Transfer Agents of the Company (RTA) and dealt with in the manner specified in the Circulars.
7. With effect from January 1, 2022, Grievance Redressal/ Service request can be availed with the RTA only after the required documents/complete data as mandated are furnished for physical folios.
8. Members holding shares in physical form are requested to consider dematerializing their holding. As per SEBI norms, with effect from April 1, 2019, share transfers cannot be effected in physical form. Further, other service requests like, (i) issue of duplicate securities certificate, (ii) claim from unclaimed suspense 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 as per Gazette Notification no. SEBI/LADNRO/GN/2022/66 dated January 24, 2022 read with SEBI circular No. SEBI/HO/MIRSD/ MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022. Details with respect to the same are available on the website of the Company at <https://www.ge.com/in/ge-td-india-limited/reports-financials>.
9. It is also mandatory to link PAN with AADHAAR number as per the Central Board of Direct Taxes (CBDT) by March 31, 2022. Security holders who are yet to link the PAN with AADHAAR number are requested to get the same done before March 31, 2022. The securities held in folios which have no PAN registered against the same/ have invalid PAN registered on our records, as on March 31, 2022 or any other date as may be specified by CBDT, shall also be frozen.
10. The formats for Nomination and Updation of KYC details in accordance with the SEBI circular are available on the Company's website at <https://www.ge.com/in/ge-td-india-limited/reports-financials>.
11. The Register of Members and the Share Transfer books of the Company will remain closed from Thursday August 4, 2022, to Wednesday, August 10, 2022, both days inclusive, for annual closing and the AGM.
12. Members are requested to note that, dividends not encashed for a consecutive period of 7 years from the date of transfer to unpaid dividend account of the company are liable to be transferred to IEPF. The Company has transferred the unpaid or unclaimed dividends declared for financial years up to March 31, 2014 from time to time on due dates, to the Investor Education and Protection Fund (the IEPF) established by the Central Government.
- Pursuant to the provisions of 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. Accordingly, 185,193 equity shares, in respect of which the dividend for the financial year ended March 31, 2014 and for periods thereafter remained unclaimed were transferred to IEPF on September 23, 2021, 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, in Form No. IEPF-5 available on www.iepf.gov.in. The Members/ Claimants can file one consolidated claim in a financial year as per the IEPF Rules.
- Further, all the members who have not claimed/ encashed their dividends in the last seven consecutive years from financial year ended March 31, 2015 are advised to claim the same. In case valid claim is not received, the Company will proceed to transfer the respective shares to the IEPF Account in accordance with the procedure prescribed under the IEPF Rules.
- SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") mandate Companies to credit the dividend to the Members electronically. Members are therefore urged to avail of this facility to ensure safe and speedy credit of their dividend into their bank account through the Banks' "Automated Clearing House" mode. Members who hold shares in demat mode should inform their Depository Participant, whereas Members holding shares in physical form should inform the Company at its Registered Office or to the Registrars and Share Transfer Agents of the Company, M/s C B Management Services Pvt. Ltd. having its office at P-22, Bondel Road, Kolkata 700 019 of the core banking account details allotted to them by their bankers. In cases where the core banking account details are not made available, the Company will issue the demand drafts mentioning the existing bank details available with the Company.
13. 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.

14. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details along with duly filled in and signed Form ISR-1 to the Company or the RTA.
15. Members holding more than one share certificate in the same name or joint names in same order but under different Ledger Folios, are requested to apply for consolidation of such Folios and send the relevant share certificates to the Registrars and Share Transfer Agents to enable them to consolidate all such holdings into one single Account.
16. In case the mailing address mentioned on this Annual Report is without PIN-code, Members are requested to kindly notify their PIN-codes immediately.
17. Members holding shares in the physical form can avail of the nomination facility by filing Form No. SH.13 (in duplicate) with the Company or its Registrars and Share Transfer Agents M/s. C B Management Services (P) Ltd. Where the nomination is made in respect of the securities held by more than one person jointly, all the joint holders together nominate in Form No. SH.13 any person as nominee. Blank Forms will be supplied on request.
18. Members are requested to address all correspondence, including dividend-related matters, to RTA, M/s C B Management Services Private Limited, P-22 Bondel Road, Kolkata, West Bengal – 700 019 or at 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.
19. Electronic copy of all the documents referred to in the accompanying Notice of the 66th AGM and the Explanatory Statement shall be available for inspection in the Reports and Financials section of the website of the Company at <https://www.ge.com/in/ge-td-india-limited/reports-financials>.
20. During the 66th AGM, Members may access the copy of 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, upon Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com>.
21. The particulars in respect of Directors seeking appointment/ re-appointment in the forthcoming Annual General Meeting as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in Secretarial Standard on General Meeting (SS-2) of Institute of Company Secretaries of India (ICSI), are also available in the 'Board of Directors' section in the report on Corporate Governance in the Annual Report. The director has furnished the requisite consent/ declaration for their appointment/ reappointment.

STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 3

The Board of Directors of the Company at its meeting held on May 20, 2022, on recommendation of the Audit Committee, has appointed M/s. Shome & Banerjee, Cost Accountants as Cost Auditors of the Company for the financial year ending March 31, 2023, for the manufacturing facilities of the Company at an aggregate fee of ₹ 7,00,000/- (Rupees Seven hundred thousand only) plus applicable taxes and out of pocket expenses, subject to ratification of fee/remuneration by the members at the Annual General Meeting.

In accordance with the provisions of Section 148 of the Companies Act, 2013 read with Rule 14 of Companies (Audit and Auditors) Rules 2014, the remuneration payable to the Cost Auditors has to be ratified by the members of the Company. Accordingly, approval of the members is sought for passing an Ordinary Resolution as set out at item no. 3 of the Notice for ratification of the remuneration payable to the Cost Auditor for the financial year ending March 31, 2023.

The Board commends adoption of the resolution set out in item no. 3 of the accompanying Notice as an ordinary resolution.

None of the directors and key managerial personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at item no. 3 of the notice.

Item No. 4

The Articles of Association ("AOA") of the Company were adopted in 1963 and are based on the erstwhile provisions of the Companies Act, 1956. Thereafter, Articles of Association were amended from time to time, to cater to specific requirements. After the coming into effect of the Companies Act, 2013 ("Act"), several articles in the existing AOA require alteration, amendment or deletion pursuant to changes in applicable laws. Therefore, it is considered expedient to wholly replace the existing AOA by a new set of Articles aligning to the extent applicable with the Companies Act, 2013, read with relevant rules made thereunder and Secretarial Standards on Meeting of the Board of Directors and General Meetings. Therefore, the Board of Directors of the Company ("Board") at its meeting held on July 11, 2022, has accorded its consent and recommended for approval of the Members for adoption of new AOA in total exclusion, substitution and supersession of existing AOA to make it consistent and align it with the provisions of the Act and the Rules made thereunder.

Copy of the proposed Articles of Association of the Company is available for inspection by the members upto the date of Annual General Meeting of the Company, on the website of the Company at: <https://www.ge.com/in/ge-td-india-limited/reports-financials>.

In terms of Section 14 of the Act read with the Companies (Incorporation) Rules, 2014, approval of the Members of the Company by way of a Special Resolution is required for alteration of AOA by adoption of new AOA in substitution of existing AOA.

Accordingly, approval of the members is sought by way of Special Resolution for adoption of new Articles of Association.

The Board commends the resolution set out in item no. 4 of the accompanying Notice as Special resolution.

None of the directors and key managerial personnel of the Company and/or their relatives is concerned or interested, financial or otherwise, in the resolution set out at item no. 4 of the notice.

Item No. 5

The Board of Directors of the Company, at its meeting held on May 20, 2022, based on the recommendation of the Nomination

and Remuneration Committee, co-opted Mr. Johan Bindele (DIN: 09612906) as Director in Casual vacancy w.e.f. June 1, 2022. In terms of Section 161 of the Companies Act, 2013 ("Act"), Mr. Johan Bindele holds office as such Director up to the date of the Annual General Meeting of the Company. The Company has also received a notice in writing from a member signifying his intention to propose him as a candidate for the office of the Director.

Details as required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS-2) of Institute of Company Secretaries of India (ICSI) in respect of appointment of director are as under:

S. No	Name	Designation
1.	Brief resume of Director	<p>Mr. Johan Bindele has more than 25 years' experience in the energy industry, running operations and large projects in India, Nepal, Sudan, Switzerland, and the US.</p> <p>He is Grid Integration & AC Systems Leader at GE's Grid Solutions and is leading a global team of 2,000 employees in over 50 countries.</p> <p>The Grid Integration Solutions division, comprised of High Voltage Direct Current (HVDC) and FACTS technologies, designs and integrates transmission solutions that help meet the world's ever-evolving power needs, while the AC Systems division is in charge of delivering up to 800 kV large turnkey projects and multi-sites projects including systems engineering, civil works, erection, and commissioning.</p> <p>Prior to joining GE's Grid Solutions in 2012, he has held several leadership positions within this business including Grid Integration Operations Leader, AC Systems Operations Leader for Europe, Russia, and CIS, Site Director at AC Systems' St. Priest site in France, and Leader of the Bushing & Traction Transformers activities in the Power Transformers division.</p>
2.	Education	Mr. Johan holds an Engineering degree from France's ESIGELEC.
2.	Nature of expertise in specific functional areas	Leadership, strategic thinking, Industry knowledge, organisational and risk management.
3.	Names of listed entities in which the person also holds the directorship and the membership of Committees of the board [along with listed entities from which the person has resigned in the past three years]	Mr. Johan Bindele has not held directorship in any other entity in the last three years. He has been appointed as a member of the Audit Committee and the Risk Management Committee of the Company w.e.f. June 1, 2022.
4.	Shareholding in the Company, including shareholding as a beneficial owner	Mr. Johan Bindele does not hold by himself or for any other person on a beneficial basis, any shares in the Company.
5.	Relationship with other Directors, Manager and other Key Managerial Personnel of the company	Mr. Johan Bindele is not related to any Director or Key Managerial Personnel of the Company
6.	Number of Meetings of the Board attended during the year	Mr. Johan Bindele has attended one out of one meeting of the Board of Directors held after the date of his appointment.

The Company has received from Mr. Johan Bindele (i) consent in writing to act as director in Form DIR-2 in terms of Rule 8 of Companies (Appointment and Qualification of Directors) Rules 2014 and (ii) intimation in Form DIR-8 in terms of Companies (Appointment and Qualification of Directors) Rules 2014, to the effect that he is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013.

The documents as mentioned are available for inspection at the website of the Company upto the date of Annual General Meeting at: <https://www.ge.com/in/ge-td-india-limited/reports-financials>.

In terms of NSE circular NSE/CML/2018/24 and BSE circular LIST/COMP/14/2018-19 dated June 20, 2018, he is not debarred from holding the office of director by virtue of any SEBI Order or any other such authority.

Considering leadership, strategic thinking, Industry knowledge, organisational and risk management skills, background and rich and vast experience of Mr. Johan Bindele, the Board is of the opinion that his appointment as Director, liable to retire by rotation, will be beneficial to the Company.

In terms of Section 161(4) of the Companies Act, 2013, appointment of Mr. Johan Bindele requires approval by the Members in the immediate next General meeting. Further, in terms of Regulation 17(1C) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, which has come into effect from January 1, 2022, a listed Company shall ensure that approval of shareholders for appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.

Accordingly, consent of the members is sought by way of ordinary resolution as set out at item no. 5 of the notice for appointment of Mr. Johan Bindele (DIN 09612906) as Director, liable to retire by rotation.

The Board commends the resolution set out in Item no. 5 of the accompanying Notice as an Ordinary Resolution.

Except Mr. Johan Bindele himself, none of the directors and key managerial personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item no. 5 of the notice.

This explanatory statement together with the accompanying notice may also be regarded as a disclosure under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS-2) of ICSI are also available in the 'Board of Directors' section in the report on Corporate Governance in the Annual Report.

Item No. 6

Mr. Sushil Kumar was appointed as Whole-time Director & Chief Financial Officer of the Company w.e.f. January 1, 2022 for a period of five years on the terms and conditions as to remuneration as per provisions of Section 196, 197 read with Schedule V of the Companies Act, 2013 ("Act"). The appointment including remuneration was also

approved by the members of the Company vide Notice of Postal Ballot dated January 31, 2022. As Whole-time Director & Chief Financial Officer of the Company, Mr. Sushil Kumar is the Key Managerial Person of the Company in terms of Section 203 of the Companies Act, 2013.

During the year ended March 31, 2022, the Company incurred a loss in terms of section 198 of the Companies Act, 2013 due to lower revenue which resulted into lower recovery of fixed expenses, significant increase in commodity prices leading to increased raw material cost on firm price contracts and other cost escalations on projects. The revenue of the Company has decreased by 12% as compared to year ended March 31, 2021 due to lower backlog and book and bill orders and delay in Customer projects.

Where in any financial year during the currency of tenure of a managerial person, the Company has no profits or its profits are inadequate, it may pay remuneration to managerial person with approval of shareholders, in terms of Section II to Part II of Schedule V of the Act. Accordingly, in view of loss during the financial year ended March 31, 2022, approval of Shareholders by way of special resolution is being sought in terms of Section II to Part II of Schedule V of Companies Act, 2013, for the payment of managerial remuneration of ₹ 2,824,099/- (including the contribution to provident fund and Gratuity for the year) to Mr. Sushil Kumar, Whole-time Director & CFO, in accordance with the terms of his appointment including remuneration approved by the shareholders as mentioned above. Further, in terms of Section II to Part II of the Schedule V of the Act, approval of the shareholders is also being sought for payment of remuneration for a period of two years from April 1, 2022 to March 31, 2024 in accordance with earlier approval of shareholders vide resolution under Notice of Postal Ballot dated January 31, 2022. The aforesaid proposal has been approved by the Board of Directors on recommendation of Nomination and Remuneration Committee of the Company.

The broad terms and conditions of remuneration of Mr. Sushil Kumar as Whole-time Director & Chief Financial Officer are as under:

I. Annual Fixed compensation:

Annual fixed compensation of ₹ 1,03,40,000/- (Rupees One Crore Three Lakhs and Forty Thousand Only) including Flexible components and Provident Fund, with such increase as may be determined by the Board from time to time.

Flexible components include House Rent Allowance / CLA entitlement, Self-Car Reimbursement, Conveyance Allowance, Medical Reimbursement, Leave Travel Allowance, National Pension System ("NPS"), Superannuation, Special Allowance or such other allowances and benefits as per Company Policy.

II. Annual Executive Incentive Program:

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

III. Benefits

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

IV. Additional Benefits

- a) Company car lease of base value up to a maximum of ₹ 31,00,000 (thirty one lacs) paid directly by the company or a sum of ₹ 7,00,000/- per annum as fully taxable component in lieu of car. The company will reimburse reasonable maintenance expenses on an actual basis; in addition, fuel expenses on actuals will be reimbursed as per limits defined in the policy under flexible components. All other expenses, including Road Tax, Registration and Insurance of the car during the lease tenure will be borne by the Company directly.
- b) On an annual basis eligible to participate in GE's Class Grant program/Stock Options consistent with Corporate guidelines. The Annual Class Grant program provides equity grants of stock options to eligible executives.

- V. For the purpose of calculating the annual value of the benefits/perquisites, the same shall be evaluated as per the Income Tax Rules, wherever applicable. In the absence of any such Rule, the same shall be evaluated at actual cost.
- VI. The Company's contribution to Provident Fund and Superannuation Fund in accordance with the Rules and Regulations of the Company. Such contributions including gratuity will not be included in the computation of the ceiling on remuneration to the extent these either singly or put together are not taxable under the Income Tax Act, 1961.
- VII. Mr. Kumar's remuneration will be subject to the Companies Act, 2013.
- VIII. In the year of adequate profits, the total remuneration paid to him for a financial year, shall not exceed 5% of the net profits of the Company, determined in accordance with the provisions of the Companies Act, 2013, as may be applicable for the financial year. In the event of loss or inadequacy of profits of the Company in any financial year during his tenure, Mr. Kumar shall be entitled to receive the total remuneration in accordance with Section II of Part II of Schedule V to the Companies Act, 2013 including any modification(s) or re-enactment thereof, for the time being in force.

Disclosure as required under Section II to Part II of Schedule V of the Companies Act, 2013 is as follows:

I. General Information	As per Annexure-1
II. Information about the Director:	
1. Background details	<p>Mr. Sushil Kumar, aged 43 years, who was the Chief Financial Officer of GE T&D India Limited since October 1, 2019 was later appointed as Whole-time Director & Chief Financial Officer w.e.f. January 1, 2022.</p> <p>He has rich finance experience of 22 years working with organizations like GE, Alstom, Areva and Schneider. He has been working with the Company for the past 12 years and has held responsibilities in various finance domains including Chief Financial Officer, Commercial finance, Turnkey business, Strategy and Business planning.</p> <p>He started his career as an Audit Manager in A.F. Ferguson. In 2003, he moved to Schneider Electric India and worked there for 6 years in various corporate finance and business finance roles. He joined GE T&D India Limited (erstwhile Areva T&D India Limited) as finance leader. During a span of last 12 years with the Company he has led integration efforts and drove various finance initiatives in the Company. He delivered key results and improvement during his tenure and developed various skills including leadership, strategic, financial expertise, organization & management, risk management, corporate affairs and governance.</p> <p>He was born and grew up in India.</p>
Education	He is a Chartered Accountant and an associate member of "The Institute of Chartered Accountant of India". He graduated from Delhi University and is an alumnus of Shri Ram College of Commerce.
2. Past Remuneration	Not applicable as he was appointed as Whole-time Director & CFO w.e.f. January 1, 2022.
3. Recognition or awards	-
4. Job profile and his suitability	He is the Whole-time Director & Chief Financial Officer of the Company and devotes whole time attention to the management of the affairs of the Company
5. Remuneration paid	He is being paid in terms of his remuneration which was approved by the shareholders vide resolution under Notice of Postal Ballot dated January 31, 2022.

II. Information about the Director:	
6. Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person	Considering the responsibility shouldered by him, proposed remuneration is commensurate with Industry standards and Board level positions held in similar sized and similarly positioned businesses.
7. Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel or other director, if any	He does not have any pecuniary relationship, directly or indirectly, with the Company except proposed remuneration as Whole-time Director & Chief Financial Officer
III. Other Information	
As per Annexure-1.	

The disclosures as required have been made in the "Corporate Governance Report" forming part of the Board's Report of the Company for the year 2021-22.

The Company has not committed any default in payment of dues to any bank or public financial institution or any other secured creditor.

The contract of appointment of Mr. Sushil Kumar is available for inspection by the members of the Company at the website of the Company at: <https://www.ge.com/in/ge-td-india-limited/reports-financials>.

The approval of the members is being sought for passing a Special Resolution as set out at item no. 6 of the Notice.

The Board commends approval of the resolutions set out in Item no. 6 of the accompanying Notice as Special Resolution.

Except Mr. Sushil Kumar himself, none of the directors and key managerial personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolutions set out at Item no. 6 of the Notice.

Item No. 7

Members of the Company at Annual General Meeting held on August 6, 2021, had accorded their approval for the payment of remuneration by way of commission to such of the Non-executive Directors, not exceeding in the aggregate 1% (one percent) of the net profits of the Company in a financial year computed in the manner laid down in Section 198 of the Act for each of the financial years of the Company commencing on or after April 1, 2021, or ₹ 10 Million (Rupees ten million only) in aggregate, whichever is lower, and the same be paid to and distributed amongst such Director(s) of the Company but excluding the Managing Director(s) and/or Wholetime Director(s) as may be determined by the Board of Directors, the amount, proportion and manner of such payment and distribution shall be as the Board may, from time to time, decide, provided further that none of the non-executive Directors shall, in any Financial Year, individually receive an aggregate remuneration (excluding sitting fees) exceeding ₹ 2.5 million (Rupees two million five hundred thousand only).

During the year ended March 31, 2022, the Company incurred a loss in terms of section 198 of the Companies Act, 2013 due to lower revenue which resulted into lower recovery of fixed expenses, significant increase in commodity prices leading to increased raw material cost on firm price contracts and other cost escalations on projects. The revenue of the Company has decreased by 12% as compared to year ended March 31, 2021 due to lower backlog and book and bill orders and delay in Customer projects.

The Companies (Amendment) Act, 2020 has amended the Section 149 (9) and Section 197 (3) of the Companies Act, 2013 permitting remuneration to be paid to the Non-executive Directors /Independent Directors in case of inadequacy or absence of profits.

Acknowledging the crucial role played by the Non-Executive Directors including Independent Directors in bringing objectivity into the functioning of the Board and improving its effectiveness, the Company Law Committee in its Report recommended for compensating Non-Executive and Independent Directors along with the Executive Directors. In view of the said recommendations, Ministry of Corporate Affairs, with effect from March 18, 2021, have amended Section 149 (9), Section 197 (3) and Schedule V providing for the companies having no profit or inadequate profit to pay remuneration to the Non-Executive Directors including Independent Directors.

The Non-Executive Directors including Independent Directors bring relevant knowledge and expertise and provide required diversity in Board's decision-making process. The role played by the Directors in Company's governance and performance is very important for sustainable growth of the Company. With the enhanced Corporate Governance requirements under the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("Listing Regulations") as amended coupled with the size and complexity of operations of the Company, the role and responsibilities of the Board, particularly Non-executive Directors (including Independent Directors) has become more onerous, requiring greater time commitments, attention and a higher level of oversight.

In view of the above, in terms of Section II to Part II of Schedule V of the Companies Act, 2013 the Board of Directors at its meeting held on May 20, 2022, as recommended by the Nomination and Remuneration Committee, subject to approval of the shareholders, approved payment of remuneration by way of commission of an amount of ₹ 1,150,000/- (Rupees One million one hundred and fifty thousand only) to each of the independent directors, namely Dr. Kirit S Parikh, Mr. Rakesh Nath, Ms. Neera Saggi and Mr. Sanjay Sagar, for the financial year ended March 31, 2022, and thereafter, in the event of inadequacy of profits, during financial years 2022-23 and 2023-24, approved payment of remuneration by way of commission to non-executive directors upto ₹ 10 Million (Rupees ten million only) in aggregate, provided further that none of the non-executive Directors shall, in any Financial Year, individually receive an aggregate remuneration (excluding sitting fees) exceeding ₹ 2.5 million (Rupees two million five hundred thousand only).

In view of the amendments in the Companies Act, 2013 permitting payment of remuneration to the Non-executive Directors including

Independent Directors in case of inadequacy or absence of profits, the approval of the shareholders is being sought with disclosures as required under Section 197 read with Schedule V of Companies Act, 2013 for the financial years having inadequate/ no profits to pay remuneration to the Non-executive Directors (including Independent Directors) in accordance with the limits prescribed under Schedule V to the Act.

This commission will be distributed amongst all or some of the Non-Executive Directors, taking into consideration parameters such as attendance at Board and Committee meetings, contribution at or other than at meetings, etc. in accordance with the directions given by the Board or in accordance with criteria approved by the Board from time to time.

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

In accordance with Section 149, Section 197, other relevant provisions of the Companies Act, 2013 ("Act") and provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the proposed remuneration, may be paid to the Directors other than the Managing Director & Whole-time Director subject to the approval of Shareholders.

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

Disclosure as required under Section II to Part II of Schedule V of the Companies Act, 2013 is as follows:

I. General Information: As per Annexure-1:

II. Information about the Director:

(a)									
1. Name of the Director	Dr. Kirit Shantilal Parikh								
2. DIN	00684234								
3. Designation	Independent Director								
4. Background details	<p>Professor Kirit Parikh aged 86 years, former Member of India's Planning Commission with a status of Minister of State is Chairman of Integrated Research and Action for Development (IRADe), New Delhi, a not-for-profit NGO with focus on energy, environment, climate change, urbanization and inclusive development.</p> <p>He was the Founder Director of the Indira Gandhi Institute of Development Research (IGIDR), Mumbai and is a Fellow of the National Academy of Sciences, India. He was awarded "Padma Bhushan" by the president of India, the third highest civilian award in India. He has a Doctor of Science in Civil Engineering and a Master's degree in Economics from Massachusetts Institute of Technology (MIT), USA and M. Tech from IIT (Kharagpur). He has been a Professor of Economics since 1967. He has also been a member of the Economic Advisory Councils (EAC) of five Prime Ministers of India.</p> <p>He had also been a member of the Indian National Committee for Environmental Planning & Coordination (1971-74), the National Committee on Science and Technology (1974-76) and the Fuel Policy Committee (1970-74). He chaired the Expert Committee on "Integrated Energy Policy" and also the Expert Group on "Low Carbon Strategy for Inclusive Growth" set up by the Planning Commission. From 1997 to 1998, he was Special Economic Adviser to the Administrator, United Nations Development Programme (UNDP), New York. He has authored, co-authored and edited 29 books and served as editor of "India Development Reports" which provide a nongovernmental assessment of India's development and policy options.</p> <p>He is a member of the Audit Committee, Nomination and Remuneration Committee and the Chairman of the Corporate Social Responsibility Committee of the Company.</p> <p>At present, he is on the board of Power Exchange India Limited, and Integrated Research and Action for Development (IRADe).</p> <p>He is also a member of Audit Committee of Power Exchange India Limited.</p>								
5. Past Remuneration (for the financial year 2020-21) (in ₹)	<table border="1"> <thead> <tr> <th>Salaries and Perquisites</th> <th>Commission</th> <th>Sitting fees</th> <th>Total</th> </tr> </thead> <tbody> <tr> <td>Nil</td> <td>1,150,000</td> <td>2,580,000</td> <td>3,730,000</td> </tr> </tbody> </table>	Salaries and Perquisites	Commission	Sitting fees	Total	Nil	1,150,000	2,580,000	3,730,000
Salaries and Perquisites	Commission	Sitting fees	Total						
Nil	1,150,000	2,580,000	3,730,000						
6. Recognition or awards	-								
7. Job profile and his suitability	As Director of the Company, he performs all the applicable duties and functions as prescribed under the Act read with rules made thereunder, Listing Regulations as amended from time to time and other applicable laws. As Director of the Company, he also brings relevant knowledge and expertise and provides required diversity in Board's decision-making process and objectivity into the functioning of the Board and improving its effectiveness.								

8.	Remuneration proposed	It is proposed to pay ₹ 1,150,000/- (Rupees One million one hundred and fifty thousand only) for the financial year 2021-22, and thereafter for a period of two financial years commencing from April 1, 2022, a remuneration (excluding sitting fees) not exceeding ₹ 2.5 million (Rupees two million five hundred thousand only) for each financial year as may be determined by the Board of Directors from time to time in accordance with Schedule V of the Companies Act, 2013.
9.	Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person	Considering the responsibility shouldered by him as independent director, proposed remuneration is commensurate with Industry standards and Board level positions held in similar sized and similarly positioned businesses.
10.	Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel or other director, if any	He does not have any pecuniary relationship, directly or indirectly, with the Company except proposed remuneration as Independent Director.

(b)

1.	Name of the Director	Mr. Rakesh Nath			
2.	DIN	00045986			
3.	Designation	Independent Director			
4.	Background details	<p>Mr. Rakesh Nath, aged 72 years, has about 44 years of varied experience in Power Sector planning, Operation & Maintenance of Thermal and Hydro Power Stations and Transmission System, Regulation of water supply from multi-purpose hydro projects including operation & maintenance of irrigation canal system, Power System Operation and Power Trading. He was technical member of Appellate Tribunal for Electricity (APTEL) from 2010 to May 2015. Prior to this, he was the Chairperson, Central Electricity Authority (CEA) and Ex-Officio Secretary to the Government of India.</p> <p>As Chairman CEA, he worked extensively for accelerated capacity addition during the 11th Five Year Plan and initiated advance action for the 12th Plan. He was closely associated with development of Ultra Mega Power Projects. He has been instrumental in preparation of a proposal for low carbon growth strategy for power sector till 2022 and CO2 base line data for power sector. He has also been ex-officio Member of CERC and Part Time Director of Nuclear Power Corporation.</p> <p>Mr. Rakesh Nath has been the Member Secretary of Northern Regional Electricity Board (NREB) and Western Regional Electricity Board (WREB), the two largest regional grids of the country. He was Convener of the Working Group set up by the Government of India to prepare guidelines for inter-regional power transaction which paved way for structuring inter-regional power transfers across the country.</p> <p>Mr. Rakesh Nath has attended courses in power system operation and control in UK in 1984 and in Sweden in 1993. He participated as member in proceedings of Expert Committee on Sedimentation of International Committee on Large Dams in Brazil in 2002. As Chairperson CEA, he was deputed to Norway to study power markets, to Switzerland for study on manufacturing of large boiler and Turbine generators with Super Critical technology and to USA to promote investments in Indian power sector. He has also been President of Central Board of Irrigation & Power from February 2006 to February 2010. He is also on the Board of various other companies.</p> <p>He is the Chairman of Audit Committee and Nomination & Remuneration Committee and a member of Assets Committee and Risk Management Committee of the Company.</p> <p>At present, he is a designated partner in RNSM Energy Advisors LLP.</p>			
5.	Past Remuneration (for the financial year 2020-21) (in ₹)	Salaries and Perquisites	Commission	Sitting fees	Total
		Nil	1,150,000	2,280,000	3,430,000
6.	Recognition or awards	-			

7.	Job profile and his suitability	As Director of the Company he performs all the applicable duties and functions as prescribed under the Act read with rules made thereunder, Listing Regulations as amended from time to time and other applicable laws. As Director of the Company, he also brings relevant knowledge and expertise and provides required diversity in Board's decision-making process and objectivity into the functioning of the Board and improving its effectiveness.
8.	Remuneration proposed	It is proposed to pay ₹ 1,150,000/- (Rupees One million one hundred and fifty thousand only) for the financial year 2021-22, and thereafter for a period of two financial years commencing from April 1, 2022, a remuneration (excluding sitting fees) not exceeding ₹ 2.5 million (Rupees two million five hundred thousand only) for each financial year as may be determined by the Board of Directors from time to time in accordance with Schedule V of the Companies Act, 2013 within overall limit of ₹ 10 Million (Rupees ten million only) in aggregate for all Non-Executive Directors taken together.
9.	Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person	Considering the responsibility shouldered by him as independent director, proposed remuneration is commensurate with Industry standards and Board level positions held in similar sized and similarly positioned businesses.
10.	Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel or other director, if any	He does not have any pecuniary relationship, directly or indirectly, with the Company except proposed remuneration as Independent Director.
(c)		
1.	Name of the Director	Ms. Neera Saggi
2.	DIN	00501029
3.	Designation	Independent Director
4.	Background details	<p>Ms. Neera Saggi, aged 66, has over 39 years of extensive and varied experience, both in the public and the private sector. For twenty-eight years, as member of Indian Administrative Service, she worked within the government with multiple stakeholders and in different sectors including ports, SEZs, and areas of export promotion, textiles, area administration and rural development.</p> <p>Ms. Saggi has strong networks in multiple sectors and with different stakeholders including government, private, NGO, multilateral agencies, Consulates, Chambers of Business and Commerce. She was President of the Bombay Chamber of Commerce and Industry (BCCI) for the year 2013-14. She was the first woman to be elected in 177 years' history of this oldest Chamber in the country and was its Vice President for the year 2012-13.</p> <p>She has also done Master of Business Administration, Business Administration and Management, International Centre of Public Enterprise, Ljubljana, Slovenia (Sponsored by GOI - UNDP); Master's in English Literature, Delhi University; Bachelor of Arts (Hons.), Gauhati University; One-month program on "Effective Governance", conducted by IIM Ahmedabad, in association with The Kennedy School of Governance.</p> <p>Ms. Saggi is a member of the Audit Committee, Nomination and Remuneration Committee and the Assets Committee of the Company. She is the Chairperson of Risk Management Committee of the Company.</p> <p>Ms. Saggi currently serves with Boards of several well-known companies such as Swaraj Engines Limited, Tata Projects Limited, LTIDPL INDVIT Services Limited, Mahindra Integrated Business Solutions Private Limited and Honeywell Automation India Limited.</p> <p>She is also member of Audit committee of Swaraj Engines Limited, Tata Projects Limited, LTIDPL INDVIT Services Limited, and Honeywell Automation India Limited.</p> <p>As member of Indian Administrative Service, she worked within the government with multiple stakeholders and in different sectors including ports, SEZs, and areas of export promotion, textiles, area administration and rural development.</p> <p>Ms. Saggi has strong networks in multiple sectors and with different stakeholders including government, private, NGO, multilateral agencies, Consulates, Chambers of Business and Commerce. She was President of the Bombay Chamber of Commerce and Industry (BCCI) for the year 2013-14. She was the first woman to be elected in 177 years' history of this oldest Chamber in the country and was its Vice President for the year 2012-13.</p> <p>She has also done Master of Business Administration, Business Administration and Management, International Centre of Public Enterprise, Ljubljana, Slovenia (Sponsored by GOI - UNDP); Master's in English Literature, Delhi University; Bachelor of Arts (Hons.), Gauhati University; One-month program on "Effective Governance", conducted by IIM Ahmedabad, in association with The Kennedy School of Governance.</p>

5.	Past Remuneration (for financial year 2020-21) (in ₹)	Salaries and Perquisites	Commission	Sitting fees	Total
		-	1,150,000	2,480,000	3,630,000
6.	Recognition or awards	-			
7.	Job profile and his suitability	As Director of the Company, she performs all the applicable duties and functions as prescribed under the Act read with rules made thereunder, Listing Regulations as amended from time to time and other applicable laws. As Director of the Company, she also brings relevant knowledge and expertise and provides required diversity in Board's decision-making process and objectivity into the functioning of the Board and improving its effectiveness.			
8.	Remuneration proposed	It is proposed to pay ₹ 1,150,000/- (Rupees One million one hundred and fifty thousand only) for the financial year 2021-22, and thereafter for a period of two financial years commencing from April 1, 2022, a remuneration (excluding sitting fees) not exceeding ₹ 2.5 million (Rupees two million five hundred thousand only) for each financial year as may be determined by the Board of Directors from time to time in accordance with Schedule V of the Companies Act, 2013 within overall limit of ₹ 10 Million (Rupees ten million only) in aggregate for all Non-Executive Directors taken together.			
9.	Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person	Considering the responsibility shouldered by her as independent director, proposed remuneration is commensurate with Industry standards and Board level positions held in similar sized and similarly positioned businesses.			
10.	Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel or other director, if any	She does not have any pecuniary relationship, directly or indirectly, with the Company except proposed remuneration as Independent Director.			
(d)					
1.	Name of the Director	Mr. Sanjay Sagar			
2.	DIN	00019489			
3.	Designation	Independent Director			
4.	Background details	<p>Mr. Sanjay Sagar, aged 64 years, has almost four decades of experience, of which the past two have been in the energy sector. He was Joint Managing Director & CEO of JSW Energy Ltd. from 2012 to 2017. During this tenure, he was instrumental in the acquisition of two hydro-electric power projects - Baspa II and Karcham Wangtoo, which marked JSW Energy's foray in the hydro power generation sector. Under his stewardship, the company grew from strength to strength with installed capacity increasing almost two folds and profitability growing more than eight times. He has received various accolades as a CEO in the Power industry including recognition as the "Best CEO (Power)" & "Power & Energy Persona of the year". He has also been an executive Director with several JSW Energy companies before he demitted office in 2017.</p> <p>He is an alumnus of Shri Ram College of Commerce, Delhi and holds a management degree from the University of Delhi.</p> <p>He is a member of the Audit Committee, Nomination & Remuneration Committee and is the Chairman of Stakeholders Relationship Committee of the Company.</p> <p>At present, he is on the board of Bhushan Power & Steel Limited and is a member of its Audit Committee.</p>			
5.	Past Remuneration (for the financial year 2020-21) (in ₹)	Salaries and Perquisites	Commission	Sitting fees	Total
		Nil	862,500	1,880,000	2,742,500
6.	Recognition or awards	He has received various accolades as a CEO in the Power industry including recognition as the "Best CEO (Power)" & "Power & Energy Persona of the year".			

7.	Job profile and his suitability	As Director of the Company, he performs all the applicable duties and functions as prescribed under the Act read with rules made thereunder, Listing Regulations as amended from time to time and other applicable laws. As Director of the Company, he also brings relevant knowledge and expertise and provides required diversity in Board's decision-making process and objectivity into the functioning of the Board and improving its effectiveness.
8.	Remuneration proposed	It is proposed to pay ₹ 1,150,000/- (Rupees One million one hundred and fifty thousand only) for the financial year 2021-22, and thereafter for a period of two financial years commencing from April 1, 2022, a remuneration (excluding sitting fees) not exceeding ₹ 2.5 million (Rupees two million five hundred thousand only) for each financial year as may be determined by the Board of Directors from time to time in accordance with Schedule V of the Companies Act, 2013 within overall limit of ₹ 10 Million (Rupees ten million only) in aggregate for all Non-Executive Directors taken together.
9.	Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person	Considering the responsibility shouldered by him as independent director, proposed remuneration is commensurate with Industry standards and Board level positions held in similar sized and similarly positioned businesses.
10.	Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel or other director, if any	He does not have any pecuniary relationship, directly or indirectly, with the Company except proposed remuneration as Independent Director.
(e)		
1.	Name of the Director	Mr. Mahesh Shrikrishna Palashikar
2.	DIN	02275903
3.	Designation	Non-Executive Director & Chairman
4.	Background details	<p>Mr. Mahesh Shrikrishna Palashikar, aged 54 years, is the President of General Electric, South Asia. In this role, he is responsible for leading GE's presence across South Asia (including India, Bangladesh and Sri Lanka). He is focused on enabling GE to win in South Asia, building strong stakeholder relationships, understanding market dynamics, partnering with all businesses to develop and facilitate the execution of the market business strategies, shaping culture, developing talent and managing enterprise risks.</p> <p>In his most recent role before this, he has led GE's Onshore Wind Energy business for the entire Asia Pacific region (including Greater China, Japan and ANZ), since October 2014. Under his leadership, the Asia Pacific region achieved record profitable growth in the key markets of China, Japan and India.</p> <p>He is a 22-year GE veteran who has worked and advanced through a series of complex and increasingly responsible assignments in manufacturing operations, global supply chain, quality, lean six sigma, sales, projects, services and business management within GE's Healthcare, Power and Renewable Energy businesses. During his GE career, he has lived in India, USA and China.</p> <p>Prior to joining GE in 2000, he worked for more than a decade with Philips Electronics N.V. in their industrial and automotive electronics business in India.</p> <p>He is the Chairman of the Board of Directors and a member of the Audit Committee, Nomination and Remuneration Committee, Corporate Social Responsibility Committee and the Chairman of the Risk Management Committee of GE Power India Limited. He is on the Global Board of Directors of the US-India Business Council (USIBC). He is a member of the India Executive Leadership Board of the US-India Strategic Partnership Forum (USISPF). He is also a member of the National Council of the Confederation of Indian Industry (CII).</p> <p>He holds a Bachelor's degree in Engineering and a degree in Cost and Management Accounting from India, as well as a Master's degree in Business Administration from USA. He has also received GE's Six Sigma Master Black Belt certification while in the USA.</p> <p>He is a member of the Audit Committee, Nomination and Remuneration Committee, and the Risk Management Committee of the Company.</p>
5.	Past Remuneration (in ₹)	Nil
6.	Recognition or awards	-

7.	Job profile and his suitability	As Director and Chairman of the Company he performs all the applicable duties and functions as prescribed under the Act read with rules made thereunder, Listing Regulations as amended from time to time and other applicable laws. As Director and Chairman of the Company, he also brings relevant knowledge and expertise and provides required diversity in Board's decision-making process and objectivity into the functioning of the Board and improving its effectiveness.
8.	Remuneration proposed	It is proposed to pay for a period of two financial years commencing from April 1, 2022, a remuneration (excluding sitting fees) not exceeding ₹ 2.5 million (Rupees two million five hundred thousand only) for each financial year as may be determined by the Board of Directors from time to time in accordance with Schedule V of the Companies Act, 2013 within overall limit of ₹ 10 Million (Rupees ten million only) in aggregate for all Non-Executive Directors taken together.
9.	Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person	Considering the responsibility shouldered by him, proposed remuneration is commensurate with Industry standards and Board level positions held in similar sized and similarly positioned businesses.
10.	Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel or other director, if any	He does not have any pecuniary relationship, directly or indirectly, with the Company except proposed remuneration as Director.
(f)		
2.	Name of the Director	Mr. Johan Bindele
2.	DIN	09612906
3.	Designation	Non-Executive Director
4.	Background details	<p>Mr. Johan Bindele, aged 45 years, has more than 25 years of experience in the energy industry, which includes running operations and large projects in India, Nepal, Sudan, Switzerland, and the US.</p> <p>He leads Grid Integration and AC Systems at GE's Grid Solutions and manages a global team of 2,000 employees spread across over 50 countries.</p> <p>The Grid Integration Solutions division, comprises of High Voltage Direct Current (HVDC) and FACTS technologies. The team designs and integrates transmission solutions that help meet the world's ever-evolving power needs. The AC Systems division delivers up to 800 kV large turnkey projects and multi-sites projects including systems engineering, civil works, erection, and commissioning.</p> <p>Prior to joining GE's Grid Solutions in 2012, he has held several leadership positions within this business including Grid Integration Operations Leader, AC Systems Operations Leader for Europe, Russia, and CIS, Site Director at AC Systems' St. Priest site in France, and Leader of the Bushing & Traction Transformers activities in the Power Transformers division.</p> <p>Mr. Johan holds an Engineering degree from France's ESIGELEC.</p> <p>He is a member of the Audit Committee and the Risk Management Committee of the Company.</p>
5.	Past Remuneration (in ₹)	Not applicable
6.	Recognition or awards	-
7.	Job profile and his suitability	As Director of the Company, he performs all the applicable duties and functions as prescribed under the Act read with rules made thereunder, Listing Regulations as amended from time to time and other applicable laws. As Director of the Company, he also brings relevant knowledge and expertise and provides required diversity in Board's decision-making process and objectivity into the functioning of the Board and improving its effectiveness.
8.	Remuneration proposed	It is proposed to pay for a period of two financial years commencing from April 1, 2022, a remuneration (excluding sitting fees) not exceeding ₹ 2.5 million (Rupees two million five hundred thousand only) for each financial year as may be determined by the Board of Directors from time to time in accordance with Schedule V of the Companies Act, 2013 within overall limit of ₹ 10 Million (Rupees ten million only) in aggregate for all Non-Executive Directors taken together.

9. Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person	Considering the responsibility, which is shouldered by non-executive directors, proposed remuneration will be commensurate with Industry standards and Board level positions held in similar sized and similarly positioned businesses.
10. Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel or other director, if any	He does not have any pecuniary relationship, directly or indirectly, with the Company except proposed remuneration as Director.

III. Other Information: As per Annexure-1

The disclosures as required have been made in the "Corporate Governance Report" forming part of the Board's Report of the Company for the year 2021-22.

The Company has not committed any default in payment of dues to any bank or public financial institution or any other secured creditor.

Members' approval is sought by way of Ordinary Resolution for payment of commission to the Non-Executive Directors including Independent Directors as set out in the said resolution.

The Board recommends the Ordinary Resolution set out at Item No. 7 of the Notice for approval by the members.

None of the Directors, Key Managerial Personnel of the Company or their respective relatives, are concerned or interested in the Resolution mentioned at Item No. 7 of the Notice, except the Non-executive Directors, to the extent of the remuneration that may be received by them.

Item Nos. 8, 9 and 10

The Company enters into Related Party Transactions with GE India Industrial Private Limited ("GEI IPL") for which approval of shareholders of the Company is obtained year on year in terms of the Companies Act, 2013 ("Act") and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"). In this respect, it is proposed to seek shareholders' approval for entering into these related party transactions during the financial year 2022-23 and upto the date of sixty-seventh Annual General Meeting of the Company.

Details in respect of these related party transactions are as under:

The Company participates in the cash pool arrangements to take short term loans to meet its working capital requirements. The Cash Pool facility is utilised for funding requirements of the Company including general corporate purposes and working capital requirements. In India, GE has a cash pool arrangement wherein GE India Industrial Private Limited ("GEI IPL") acts as a cash pool header.

In line with the cash pool arrangement structure, to the extent the Company has surplus funds on a daily closing

basis, the same also gets automatically invested in the said cash pool with GEI IPL up to a limit of ₹ 1500 million.

Cash pool arrangements with GEI IPL has the following features / advantages:

For Borrowings:

- Availability of additional source of funds to manage liquidity.
- Market benchmark rate of Interest: Present rate of interest around 6%, which is variable in nature and is determined by independent transfer pricing consultant at arm's length and is benchmarked to prevailing bank and market prices.
- It is an unsecured loan, payable on demand and gives higher flexibility to manage funds and optimize interest cost.
- No minimum tenor of borrowings. Day end balance sweep within the entities based on the utilization of funds thereby interest cost incurred on the day end balance.
- Flexibility to repay borrowings on daily basis (which in case of bank is only on due date) thereby optimizing cost of borrowings.
- The terms of the cash pool arrangement are consistent with the cash pool arrangement existing within General Electric Company and its subsidiaries.
- Pool participants can terminate cash pooling at any time.

For lending:

- Better rate of interest on investment: At present around 5% which is variable in nature and is determined by independent transfer pricing consultant at arm's length and is benchmarked to prevailing bank and market prices. However, no loan is given at a rate of interest lower than the prevailing yield of one year, three year, five year or ten year Government Security closest to the tenor of the loan in compliance with the provision of section 186(7) of the Act.

- Better fund management and optimization of the interest benefit by depositing overnight funds.
- It is an unsecured loan to cash pool header, daily callable on demand.
- No minimum tenor of deposits. Pool participants has full liquidity rights and can withdraw cash lent to the cash pool at any time without any penalty of early withdrawal. Day end balance sweep within the entities based on the utilization of funds thereby interest earned on the day end surplus balance.
- The pool participants receive a return based on 1 year Government Bond rate (currently ~ 4%) on all cash deposited in the cash pool, calculated daily, irrespective of the tenor of the investment.
- The cash pooling offered rate of 1 year with Govt. of India GSec with no penalty on early withdrawal is better than a similar Bank time deposit rate on new deposit rollovers of 91 day (currently at ~ 3.0% per annum) with 1 % penalty on early withdrawal.
- General Electric Company and its subsidiaries have never defaulted on its obligations under cash pool arrangements.
- Although the pool leader is not guaranteed, it will operate in accordance with the same rigor of the policies and guidelines as with other global cash pools. The deposits of the cash pool leader get similar protection as is available with bank deposits of the Company.
- Pool participants can terminate cash pooling at any time.

In addition to the above, in the course of its business, the Company also executes / may execute the following kind of transactions with GEIPL which are in the ordinary course of business and at arm's length and in the interest of the Company:

1. Sale and purchase of goods and/ or materials, including project related services; and
2. Entering into contract(s)/ arrangement(s) for availing or rendering of any services (other than project related services), including support/ shared services, information technology assets related services, travel related services on actual reimbursements, cost of shared services manpower training and development services.
3. Entering into contract(s)/ arrangement(s) for lease/ rental/ administrative and supporting facilities sharing agreement /sub-lease / license / sub-license of movable as well as immovable properties.

Above 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. The Audit Committee and the Board of the Directors of the Company at their respective meetings held on May 19, 2022 and May 20, 2022, respectively, reviewed, and approved the aforesaid transactions. In terms of SEBI (Listing Obligations and Disclosure Requirements) (Sixth Amendment) Regulations, 2021, 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, for Related Party Transaction for each Related Party.

The details as required under SEBI Circular SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021 and a summary of the information provided by the management to the audit committee is as under:

Sl. No.	Particulars	Details		
		Cash Pool Arrangements	Sale/purchase of goods, services	Lease / license etc.
1.	Name of the Related Party	GE India Industrial Private Limited		
2.	Name of the Director or KMP who is related	None		
3.	Relationship with the Company, including nature of its concern or interest (financial or otherwise)	GE India Industrial Private Limited and the Company, i.e., GE T&D India Limited are part of the General Electric group and are related to each other as fellow subsidiaries.		

Sl. No.	Particulars	Details										
		Cash Pool Arrangements	Sale/purchase of goods, services	Lease / license etc.								
4.	Type, material terms and particulars of the proposed transaction	<ul style="list-style-type: none"> Borrowings from cash pool (taken/ to be taken excluding interest) Inter-corporate deposits (ICD)/ lending in cash pool (given/ to be given excluding interest) <p>Material terms are detailed in point no. 10 below</p>	<ul style="list-style-type: none"> Sale and purchase of goods and /or materials, including project related services Entering into contract(s)/ arrangement(s) for availing or rendering of any services (other than project related services), including support/ shared services, information technology assets related services, travel related services on actual reimbursements, cost of shared services, manpower training and development services. 	<ul style="list-style-type: none"> Entering into contract(s) / arrangement(s) for lease/ rental/ sub-lease / administrative and supporting facilities sharing agreement(s) / license / sub-license of movable as well as immovable properties 								
5.	Value of the proposed transaction	As stated in the resolutions set out in item nos. 8, 9 and 10 of the 66th Annual General Meeting.		out in item nos. 8, 9 and 10 of the accompanying Notice of								
6.	Tenure of the proposed transaction (particular tenure shall be specified)	The tenure of borrowings/ ICDs is short-term for working capital needs and is payable/ callable on demand.	The tenure of the transactions is based on terms of specific orders on case-to-case basis.	The tenure of the lease/ license is generally upto a period of 12 months subject to renewal as per terms of contract.								
7.	any advance paid or received for the contract or arrangement, if any	Nil	Nil	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	All transactions are at arm's length and in the interest of the Company and is determined by independent transfer pricing consultant and is benchmarked to prevailing bank and market prices.	Products, components and services are tailor made for usage in products manufactured / project activities using GE technology and the transactions are in terms of Transfer Pricing Policy of the Company and at arm's length and in the interest of the Company.	All transactions are at arm's length, at Cost plus applicable transfer pricing markup and in the interest of the Company.								
9.	The percentage of the listed entity's annual turnover, for the immediately preceding financial year 2021-22 that is represented by the value of the proposed transaction	<table border="1"> <tr> <td>Borrowings</td> <td>22.8%</td> </tr> <tr> <td>ICDs</td> <td>4.9%</td> </tr> </table>	Borrowings	22.8%	ICDs	4.9%	<table border="1"> <tr> <td>Sale & Purchase of goods and materials</td> <td>8.2%</td> </tr> <tr> <td>Entering into contracts/ Arrangements for services</td> <td>4.9%</td> </tr> </table>	Sale & Purchase of goods and materials	8.2%	Entering into contracts/ Arrangements for services	4.9%	0.4%
Borrowings	22.8%											
ICDs	4.9%											
Sale & Purchase of goods and materials	8.2%											
Entering into contracts/ Arrangements for services	4.9%											

Sl. No.	Particulars	Details		
		Cash Pool Arrangements	Sale/purchase of goods, services	Lease / license etc.
10.	If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the Company:		Not applicable	Not applicable
	(i) details of the source of funds in connection with the proposed transaction;	In line with the cash pool arrangement structure, to the extent the Company has surplus funds on a daily closing basis, the same gets automatically invested in the said cash pool with GEIPL		
	(i) details of the source of funds in connection with the proposed transaction; <ul style="list-style-type: none"> o nature of indebtedness; o cost of funds; and o tenure; 	Not applicable		
	(iii) applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security; and	Unsecured loan, payable/callable on demand At present, interest is around 5% which is variable in nature and is determined by independent transfer pricing consultant at arm's length and is benchmarked to prevailing bank and market prices. However, no loan is given at a rate of interest lower than the prevailing yield of one year, three year, five year or ten year Government Security closest to the tenor of the loan in compliance with the provision of section 186(7) of the Act.		
	(iv) the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	Utilized for business working capital requirements.		
11.	Justification as to why the RPT is in the interest of the Company	Borrowing: It is an unsecured loan, payable on demand and gives higher flexibility to manage funds and optimize interest cost Lending: Better fund management and optimization of the interest benefit by depositing overnight funds.	In order to pursue business, the Company regularly executes transactions with related parties. Considering the complementary nature, strength and technology of related party, the proposed transactions are in the best interest of the Company.	It helps the Company to optimally utilise the surplus space available at office/ factory locations within the GE group companies.
12.	A statement that the valuation or other external report, if any, relied upon by the Company in relation to the proposed transaction will be made available through the registered email address of the shareholders	Not applicable		

It is to be noted that the members of the Company at the sixty-fifth Annual General Meeting held on August 6, 2021, and vide Postal Ballot dated approved entering into these material related party transactions with GEIPL for the financial year 2021-22 and onwards. The Shareholders' approval of omnibus RPTs approved in an AGM shall be valid upto the date of the next AGM for a period not exceeding fifteen months.

In terms of the Listing Regulations, 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. All material related party transactions require approval of the members.

The proposed related party transactions during financial year 2022-23 taken together with the transactions already undertaken during

the financial year are expected to exceed the threshold of 10% of the annual consolidated turnover of the Company as per the last audited financial statements and therefore would require approval of the non-related members of the Company by ordinary resolution.

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 Resolutions for the related party transactions with GEIPL for financial year 2022-23 and upto the date of sixty-seventh Annual General Meeting.

The Board of Directors recommends passing of the resolutions as set out at Item Nos. 8, 9 and 10 of this Notice as Ordinary Resolutions.

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

Place : Noida
Date : July 15, 2022

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

By order of the Board

Manoj Prasad Singh
Company Secretary
Membership No. F4231

Information required under Clause (B) (iv) of Part II of Schedule V for Item Nos. 6 & 7

I. General Information:										
1. Nature of industry	Manufacturing									
2. Date or expected date of commencement of commercial production.	Not applicable - The Company was incorporated as a private limited company on March 13, 1957 under the name 'The English Electric Company of India (Private) Limited' and was converted into a public limited company on February 25, 1963, when its name was changed to 'The English Electric Company of India Limited'.									
3. In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not applicable									
4. Financial performance based on given indicators. (Financial Year 2021-22)	<table> <tr> <td>Gross Revenue</td> <td>:</td> <td>₹ 30,659.5 million</td> </tr> <tr> <td>Profit/(Loss) after Tax</td> <td>:</td> <td>(₹ 496.2 million)</td> </tr> <tr> <td>Earnings per Share</td> <td>:</td> <td>(₹ 1.94)</td> </tr> </table>	Gross Revenue	:	₹ 30,659.5 million	Profit/(Loss) after Tax	:	(₹ 496.2 million)	Earnings per Share	:	(₹ 1.94)
Gross Revenue	:	₹ 30,659.5 million								
Profit/(Loss) after Tax	:	(₹ 496.2 million)								
Earnings per Share	:	(₹ 1.94)								
5. Foreign investments or collaborators, if any										
III. Other information:										
1. Reasons of loss or inadequate profits	During the year ended March 31, 2022, the Company incurred a loss in terms of section 198 of the Companies Act, 2013 due to lower revenue which resulted into lower recovery of fixed expenses, significant increase in commodity prices leading to increased raw material cost on firm price contracts and other cost escalations on projects. The revenue of the Company has decreased by 12% as compared to year ended March 31, 2021 due to lower backlog and book and bill orders and delay in Customer projects									
2. Steps taken or proposed to be taken for improvement	The management team is taking focused steps towards booking orders with sustainable margins, reducing cost & waste and improving working capital through lean initiatives.									
3. The management team is taking focused steps towards booking orders with sustainable margins, reducing cost & waste and improving working capital through lean initiatives.	The management team is vigorously pursuing various strategic initiatives to improve the financial performance, profitability and liquidity of your Company. The management believes all these strategic initiatives will result in better and improved profits for the Company.									