



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-seventh (67th) Annual General Meeting of the members of GE T&D India Limited will be held on Monday, the 21st day of August, 2023 at 3:00 P.M. (IST), through Video Conferencing/ Other Audio Visual Means (“VC/OAVM”) Facility to transact the following businesses:

ORDINARY BUSINESS

1. Adoption of Audited Financial Statements

To receive, consider and adopt the audited financial statements of the Company for the financial year ended March 31, 2023, together with reports of the Board of Directors and Auditors thereon.

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

To appoint a Director in place of Mr. Sushil Kumar (DIN: 08510312) who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS

3. Ratification of remuneration of Cost Auditors for the financial year ending March 31, 2024

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

“RESOLVED THAT pursuant to the provisions of Section 148 of the Companies Act, 2013 (“the Act”) read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014 and such other applicable provisions, if any, of the Act (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), a cost audit fee of ₹ 7,50,000 (Rupees Seven Lakh Fifty Thousand only), plus applicable taxes and reimbursement of out of pocket expenses, as recommended by the Audit Committee and approved by the Board of Directors of the Company, be and is hereby confirmed, ratified and approved to be paid to M/S Ramanath Iyer & Co., Cost Accountants, (Firm Registration

No. 000019), Cost Accountants, as the Cost Auditors of the Company, to conduct the audit of the relevant cost records of the Company, as prescribed under the Companies (Cost Records and Audit) Rules, 2014, as amended from time to time, for the financial year ending March 31, 2024.

RESOLVED FURTHER THAT the Board of Director(s) and/or Company Secretary of the Company be and is hereby authorised to take necessary steps to give effect to the Resolution.”

4. 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 read with Rules made thereunder, other applicable laws/ statutory provisions, if any, (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof, for the time being in force), Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, (“Listing Regulations”) and the Company’s Policy on Related Party Transactions, and subject to such approval(s), as may be necessary from time to time, the 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/or Regulation 2(1)(zb) of the Listing Regulations in the financial year 2023-24 and up-to the date of sixty-eighth 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 ₹ 5,000 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 if any 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 as per GE restructuring plan / Verona business strategy, India cash pool arrangement along with cash lending and borrowing may/will be operated through LM Wind Power Blades (India) Private Limited (“Resulting Entity”) in India, the approval of shareholders for related party transactions given to GEIPL as above be considered to be given to the “Resulting Entity” also if the transaction happens up-to next AGM.

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.”

5. **Related Party Transactions with GE India Industrial Private Limited relating to sale/purchase/supply of any goods or material and/or availing or rendering of any 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 read with Rules made thereunder, other applicable laws/ statutory provisions, if any, (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof, for the time being in force), Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), as amended, and the Company’s Policy on Related Party Transactions and subject to such approval(s), as may be necessary from time to time, the 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 2023-24 and upto the date of sixty-eighth 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 ₹ 1,000 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 ₹ 1,350 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 as GE India Industrial Private Limited has commenced Demerger process in India wherein Vernova/ Energy business will/may be demerged from GE India Industrial Private Limited (“GEIPL” or “Demerged Entity”) to GE Renewable Energy Technologies Private Limited or any other entity (“Resulting Entity”) and the matter is before the Hon'ble NCLT, Delhi, the approval of shareholders for related party transactions given to GEIPL as above be considered to be given to the “Resulting Entity” also if the transaction happens upto next AGM.

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.”

6. **Related Party Transactions with GE India Industrial Private Limited relating 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, read with Rules made thereunder, other applicable laws/ statutory provisions, if any, (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof, for the time being in force), Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure

Requirements) Regulations, 2015 (“Listing Regulations”), the Company’s Policy on Related Party Transactions, and subject to such approval(s), as may be necessary from time to time, the 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 2023-24 and upto the date of sixty-eighth 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 ₹ 150 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 as GE India Industrial Private Limited has commenced Demerger process in India wherein Vernova/ Energy business will/may be demerged from GE India Industrial Private Limited (“GEIPL” or “Demerged Entity”) to GE Renewable Energy Technologies Private Limited or any other entity (“Resulting Entity”) and the matter is before the Hon’ble NCLT, Delhi, the approval of shareholders for related party transactions given to GEIPL as above be considered to be given to the “Resulting Entity” also if the transaction happens upto next AGM.

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.”

7. Related Party Transactions with Grid Solution SAS relating to sale/purchase/supply of any goods or material and/or, availing or rendering of any 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, read with Rules made thereunder, other applicable laws/ statutory provisions, if any, (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof, for the time being in force), Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, (“Listing Regulations”), and the Company’s Policy on Related Party Transactions and subject to such approval(s), as may be necessary from time to time, the approval of members be and is hereby accorded to the Board of Directors of the Company to enter into following transactions with Grid Solution SAS, 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 2023-24 and upto the date of sixty-eighth Annual General Meeting:

Nature of Transaction	Amount in ₹ million
Sale or purchase of materials and components	4,400
Rendering and receipt of services	1,600
Total	6,000

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.”

8. **Related Party Transaction with UK Grid Solutions Ltd relating to sale/purchase/supply of any goods or material and/or, availing or rendering of any 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, read with Rules made thereunder, other applicable laws/ statutory provisions, if any, (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof, for the time being in force), Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, (“Listing Regulations”) and the Company’s Policy on Related Party Transactions Policy, and subject to such approval(s), as may be necessary from time to time, the approval of members be and is hereby accorded to the Board of Directors of the Company to enter into following transactions with UK Grid Solutions Ltd., 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 2023-24 and upto the date of sixty-eighth Annual General Meeting:

Nature of Transaction	Amount in ₹ million
Sale or purchase of materials and components	11,500
Rendering and receipt of services	500
Total	12,000

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.”

By order of the Board
For GE T&D India Limited

Place : Noida
Date : June 26, 2023

Anupriya Garg
Company Secretary
M. No.: A18612

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 8 of the accompanying Notice, is annexed hereto.
2. General instructions for accessing and participating in the 67th Annual General Meeting (“67th AGM”) through VC/OAVM Facility and voting through electronic means including remote e-Voting.
 - a. The Ministry of Corporate Affairs (“MCA”) vide its circular dated April 8, 2020, April 13, 2020, May 5, 2020, December 8, 2021, May 5, 2022 and December 28, 2022 (collectively referred to as “MCA Circulars”), and Securities & Exchange Board of India (SEBI) vide its Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 05, 2023 read with Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022, Circular No. SEBI/HO/CFD/CMD1/ CIR/F/2020/11 dated January 15, 2021 and Circular No. SEBI/HO/CFD/CMD1/CIR/F/2020/79 dated May 12, 2020 (collectively referred to as “SEBI Circulars”) permitted convening the Annual General Meeting (“AGM”) through Video Conferencing (“VC”) or Other Audio Visual Means (“OAVM”), without physical presence of the members at a common venue. In accordance with the MCA and SEBI Circulars, provisions of the Companies Act, 2013 (“the Act”) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), this 67th AGM is being held through VC/OAVM, which does not require physical presence of members at a common venue. The deemed venue for the 67th 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 67th 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 67th AGM through VC/OAVM Facility and e-Voting during the 67th AGM.
 - c. Corporate/Institutional Investors who are Members of the Company, are encouraged to attend and vote in the 67th AGM through VC/OAVM Facility. Corporate Members intending to authorise representative(s) to vote through remote e-Voting, for participation in the 67th AGM through VC/OAVM Facility and e-Voting during the 67th AGM are requested to send a certified copy (PDF/JPEG format) of the Board Resolution/Authorization letter/ Power of Attorney together with specimen signature of those representatives 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 2022-23 and Notice of the 67th AGM will be available on the website of the Company at <https://www.ge.com/in/ge-td-india-limited>, on the website of BSE Limited at <https://www.bseindia.com/> and National Stock Exchange of India Limited at <https://www.nseindia.com/>. The Notice of 67th AGM will also be available on the website of NSDL at <https://www.evoting.nsdl.com/>.
 - e. Since this 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 67th AGM through VC/OAVM Facility and e-Voting during the 67th AGM.
 - g. Members may join the 67th 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 at 03:00 P.M. to start the 67th AGM on 21st August, 2023 and the Company may close the window for joining the VC/OAVM Facility 30 minutes after the scheduled time to start the 67th AGM.
 - h. Members may note that the facility of participation at the 67th AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders 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. who are allowed to attend the 67th AGM without restriction on account of first come first served basis.
 - 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 67th AGM and facility for those Members participating in the 67th AGM to cast vote through e-Voting system during the 67th 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 67th Annual General Meeting are as under:**
 - a. The remote e-Voting period will commence on Friday, August 18, 2023 (9:00 AM IST) and end on Sunday, August

20, 2023 (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 Monday, August 14, 2023, 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. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Monday, August 14, 2023.
- c. A person who is not a Member as on the cut-off date should treat this Notice of 67th 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"> Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section , this will prompt you to enter your existing User ID 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. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number 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. 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"> Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
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 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

B) Login Method for e-Voting and joining virtual meeting 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:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL 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'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
- 6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio

number, your PAN, your name and your registered address etc.

- d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
- 7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
- 8. Now, you will have to click on "Login" button.
- 9. After you click on the "Login" button, Home page of e-Voting will open.

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

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

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

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. rtac@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. rtac@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 67th 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.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE 67th AGM THROUGH VC/OAVM ARE AS UNDER:

- a) Member will be provided with a facility to attend the EGM/ AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM" placed under "Join meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
- 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 67th 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 Anupriya.Garg@ge.com by Wednesday, August 16, 2023 by 5:00 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 67th AGM with regard to the financial statements or any other matter to be placed at the 67th AGM, need to register themselves as a speaker by sending their request from their registered email address with subject line as 'Request for Speaker Registration' along with mentioning their name, DP ID and Client ID number/folio number and mobile number, to reach the Company's email address Anupriya.Garg@ge.com by Wednesday, August 16, 2023 by 5:00 p.m. IST. Those Members who have registered themselves as a speaker shall be allowed to ask questions during the 67th 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.nsd.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 Monday, August 14, 2023.
 - c. Any person, who acquires shares of the Company and becomes Member of the Company after the Company sends the Notice of the 67th AGM by email and holds shares as on the cut-off date i.e. Monday, August 14, 2023, may obtain the User ID and password by sending a request to the Company's registrars and share transfer agents through e-mail at rta@cbmsl.com with a copy to NSDL at evoting@nsdl.co.in. 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.nsd.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 F12361) 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 67th AGM, the Chairman shall, after response to the questions raised by the Members in advance or as a speaker at the 67th AGM, formally propose to the Members participating through VC/OAVM Facility to vote on the resolutions as set out in the Notice of the 67th 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 67th AGM.
 - f. The Scrutinizer shall after the conclusion of e-Voting at the 67th 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 two days from the conclusion of the 67th AGM, who shall then countersign and declare the result of the voting forthwith.
 - g. 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 67th AGM and the Annual Report for the financial year ended on March 31, 2023 including therein the Audited Financial Statements for financial year ended on March 31, 2023, 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 67th AGM and the Annual Report for the financial year ended on March 31, 2023 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, December 14, 2021 and March 16, 2023, 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. The Securities and Exchange Board of India ("SEBI") vide its Circulars dated November 3, 2021, December 14, 2021 and March 16, 2023 has mandated furnishing of PAN, KYC details (i.e., Postal Address with PIN Code, email address, mobile number, bank account details) and nomination details by holders of securities in prescribed forms. Effective from January 1, 2022, any service requests or complaints received from the member, are being processed by RTA on receipt of aforesaid details/ documents. On or after October 01, 2023, in case any of the above cited documents/ details are not available in the Folio(s), in terms of SEBI circulars, RTA shall be constrained to freeze such Folio(s).
7. 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>.

It is also mandatory to link PAN with AADHAAR number as per the Central Board of Direct Taxes (CBDT) circular No. 7 of 2022 dated March 30, 2022 and press release dated March 28, 2023 Security holders who are yet to link the PAN with AADHAAR number are requested to get the same done.

8. 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>.
9. The Register of Members and the Share Transfer books of the Company will remain closed from Tuesday, August 15, 2023 to Monday, August 21 2023, both days inclusive, for annual closing and the AGM.

10. 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, 2015 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, 90,708 equity shares, in respect of which the dividend for the financial year ended March 31, 2015 and for periods thereafter remained unclaimed were transferred to IEPF on September 29, 2022, 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, 2016 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.

11. 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.

12. 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.
13. 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.
14. 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.
15. 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 with a copy to Company Secretary of the company at Anupriya.Garg@ge.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.
16. Electronic copy of all the requisite documents referred to in the accompanying Notice of the 67th 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>.
17. During the 67th 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 and other documents as may be required, upon Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com>.
18. The particulars in respect of Directors seeking 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), annexed as Annexure-1.

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 23, 2023, on recommendation of the Audit Committee, has appointed M/S Ramanath Iyer & Co., Cost Accountants (Firm registration No. 000019) as cost Auditor of the Company for the F.Y 2023-24, at an aggregate fee of ₹ 7,50,000/- (Rupees Seven Lakh Fifty thousand only) plus applicable taxes and out of pocket expenses, to conduct the audit of the relevant cost records of the Company, subject to confirmation, approval and ratification of fee/remuneration by the members at the 67th AGM.

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, 2024.

Your Board recommends the Ordinary Resolution as set out in Item No. 3 for your approval.

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

Item Nos. 4, 5 and 6

The Company enters into Related Party Transactions with GE India Industrial Private Limited ("GEIPL") for which approval of shareholders of the Company is obtained as required 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 2023-24 and upto the date of sixty-eight 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 upto a maximum limit of ₹ 5,000 million 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 ("GEIPL") 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 GEIPL up to a limit of ₹ 1,500 million.

Cash pool arrangements with GEIPL has the following terms and conditions / features / advantages:

For Borrowings:

- Availability of additional source of funds to manage liquidity.
- Market benchmark rate of Interest: Present rate of interest around 7.5% to 8.5%, 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.
- 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 6.5% 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 have 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 ~ 7%) 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 ~6.35% p.a.) 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.

The Cash Pool facility will be utilised for funding requirements of the Company, including for general corporate purposes and working capital requirements.

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;
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/ sub-lease / administrative and supporting facilities sharing agreement(s) / 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 26th June, 2023 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 Companies Act, 2013 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 listed entity or its subsidiary, 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.		
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) at the terms / features as mentioned previously 	<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	Borrowings from cash pool - up to ₹ 5,000 million outstanding at any given point of time, Inter-corporate deposits (ICD)/ lending in cash pool - up to ₹ 1,500 million outstanding at any given point of time;	<ul style="list-style-type: none"> Sale and purchase of goods and/or materials, including project related services - up to ₹ 1,000 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 ₹ 1,350 million 	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 ₹ 150 million
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 defined as per the term of contract.
7.	any advance paid or received for the contract or arrangement, if any	Nil	Nil	Nil

Sl. No.	Particulars	Details		
		Cash Pool Arrangements	Sale/Purchase of goods, services	Lease / License etc.
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 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 consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction (and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided)	Borrowings: 18.0% ICDs: 5.4%	Sale & Purchase of goods and materials: 3.6% Entering into contracts/ Arrangements for services: 4.9%	0.5%
10.	If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary:		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		
	(ii) where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments, <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 6.5% 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	The Cash Pool facility is utilised for funding requirements of both parties including general corporate purposes and working capital requirements		

Sl. No.	Particulars	Details		
		Cash Pool Arrangements	Sale/Purchase of goods, services	Lease / License etc.
11.	Justification as to why the RPT is in the interest of the listed entity	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, 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 copy of the valuation or other external party report, if any such report has been relied upon;	Not applicable		

The Shareholders' approval for RPT transactions 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 2023-24 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 2023-24 and upto the date of sixty-eighth Annual General Meeting.

As GEIPL has commenced Demerger process in India wherein Vernova/ Energy business will be/may be demerged from GE India Industrial Private Limited ("GEIPL" or "Demerged Entity") to GE Renewable Energy Technologies Private Limited or any other entity ("Resulting Entity"). The matter is pending before the Hon'ble NCLT, Delhi.

Hence, shareholder's approval for related party transactions given to GEIPL as above shall be considered to be given to the Resulting Entity also in which the GEIPL Vernova/Energy business will be/ may be demerged.

As per GE restructuring plan / Verona business strategy, India cash pool arrangement along with cash lending and borrowing may/will be operated through LM Wind Power Blades (India) Private Limited ("Resulting Entity") in India. The approval of shareholders is sought for related party transactions given to GEIPL as above be considered to be given to the "Resulting Entity" also if the transaction happens upto next AGM.

Your Board recommends the Ordinary Resolution as set out in Item No. 4,5 and 6 for your approval.

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

Item No. 7

The Company pursues business in overseas as well as in domestic markets. In order to pursue the business, the Company regularly executes the following transactions with a related party namely, Grid Solution SAS which are in the ordinary course of business, at arm's length and in the interest of the Company:

- Sale or purchase of materials and components.
- Rendering and receipt of services.

Details of transaction entered / proposed with Grid Solution SAS for the financial year 2023-24 and upto the Sixty Eighth Annual General Meeting are as follows:

Nature of Transaction	Amount in ₹ million
Sale or purchase of materials and components	4,400
Rendering and receipt of services	1,600
Total	6,000

Further, be informed that Grid Solution SAS and GE T&D India Limited are part of the General Electric group and are related to each other as fellow subsidiaries. Above transactions were considered as related party transactions, and in terms of Section 177(4)(iv) of the Companies Act, 2013 and Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, related party transactions require prior approval of the Audit Committee, and all material related party transactions require prior approval of the shareholders.

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 June 26, 2023 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 Companies Act, 2013 and a summary of the information provided by the management to the audit committee is as under:

Sl. No.	Particulars	Remarks
1.	Name of the Related Party	Grid Solution SAS
2.	Name of the Director or KMP who is related	None
3.	Relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)	Grid Solution SAS & GE T&D India Limited are part of the General Electric group and are related to each other as fellow subsidiaries.
4.	Type, material terms and particulars of the proposed transaction;	Sale or purchase of materials and components Rendering and receipt of services
5.	Value of the proposed transaction	Up to ₹ 6,000 Million
6.	Tenure of the proposed transaction (particular tenure shall be specified);	The tenure of the transactions is based on terms of specific orders on case-to-case basis.
7.	any advance paid or received for the contract or arrangement, if any	Nil
8.	the manner of determining the pricing and other commercial terms, both included as part of contract and not considered as part of the contract	Pricing will be done as per the Transfer pricing Policy of the Company and the transaction is/will be at the arm's length basis.
9.	The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction (and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided)	21.6%
10.	If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary: <ul style="list-style-type: none"> (i) details of the source of funds in connection with the proposed transaction; (ii) where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments, <ul style="list-style-type: none"> o nature of indebtedness; o cost of funds; and o tenure; (iii) applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security; and (iv) the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT 	Not applicable

Sl. No.	Particulars	Remarks
11.	Justification as to why the RPT is in the interest of the listed entity	The Company pursues business in overseas as well as in domestic markets. In order to pursue this business, the Company regularly executes the transactions with the related party which are in the ordinary course of business, at arm's length and in the interest of the Company. The aforesaid transactions are proposed considering the complementary nature, competency, strength, technology of related parties and also in the best interest of the Company.
12.	A copy of the valuation or other external party report, if any such report has been relied upon;	NA

The Shareholders' approval for RPT transactions 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 2023-24 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 Grid Solution SAS for financial year 2023-24 and upto the date of sixty-eighth Annual General Meeting.

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

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.

Item No. 8

The Company pursues business in overseas as well as in domestic markets. In order to pursue the business, the Company regularly executes the following transactions with a related party namely, UK Grid Solutions Ltd which are in the ordinary course of business, at arm's length and in the interest of the Company:

- Sale or purchase of materials and components
- Rendering and receipt of services

Details of transaction entered / proposed with UK Grid Solutions Ltd for the financial year 2023-24 and upto the Sixty Eighth Annual General Meeting are as follows:

Nature of Transaction	Amount in ₹ million
Sale or purchase of materials and components	11,500
Rendering and receipt of services	500
Total	12,000

Further, be informed that UK Grid Solutions Ltd and GE T&D India Limited are part of the General Electric group and are related to each other as fellow subsidiaries. Above transactions were considered as related party transactions, and in terms of Section 177(4)(iv) of the Companies Act, 2013 and Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, related party transactions require prior approval of the Audit Committee, and all material related party transactions require prior approval of the shareholders.

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 June 26, 2023 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 Companies Act, 2013 and a summary of the information provided by the management to the audit committee is as under:

Sl. No.	Particulars	Remarks
1.	Name of the Related Party	UK Grid Solutions Ltd
2.	Name of the Director or KMP who is related	None
3.	Relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)	UK Grid Solutions Ltd & GE T&D India Limited are part of the General Electric group and are related to each other as fellow subsidiaries.
4.	Type, material terms and particulars of the proposed transaction;	Sale or purchase of materials and components Rendering and receipt of services
5.	Value of the proposed transaction	Up to ₹ 12,000 Million
6.	Tenure of the proposed transaction (particular tenure shall be specified);	The tenure of the transactions is based on terms of specific orders on case-to-case basis.
7.	any advance paid or received for the contract or arrangement, if any	Nil
8.	the manner of determining the pricing and other commercial terms, both included as part of contract and not considered as part of the contract	Pricing will be done as per the Transfer pricing Policy of the Company and the transaction is/will be at the arm's length basis.
9.	The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction (and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided)	43.3%
10.	If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary: <ul style="list-style-type: none"> (i) details of the source of funds in connection with the proposed transaction; (ii) where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments, <ul style="list-style-type: none"> o nature of indebtedness; o cost of funds; and o tenure; (iii) applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security; and (iv) the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT 	Not applicable
11.	Justification as to why the RPT is in the interest of the listed entity	The Company pursues business in overseas as well as in domestic markets. In order to pursue this business, the Company regularly executes the transactions with the related party which are in the ordinary course of business, at arm's length and in the interest of the Company. The aforesaid transactions are proposed considering the complementary nature, competency, strength, technology of related parties and also in the best interest of the Company.
12.	A copy of the valuation or other external party report, if any such report has been relied upon;	NA

The Shareholders' approval for RPT transactions 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 2023-24 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

UK Grid Solutions Ltd. for financial year 2023-24 and upto the date of sixty-eighth Annual General Meeting.

Your Board recommends the Ordinary Resolution as set out in Item No. 8 for your approval.

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.

By order of the Board
For **GE T&D India Limited**

Place : Noida
Date : June 26, 2023

Anupriya Garg
Company Secretary
M.No.: A18612

Registered Office:

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

ANNEXURE-1

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

1.	Name	Mr. Sushil Kumar, Whole-time Director & CFO (DIN: 08510312)
2.	Age	44 Years
3.	Qualification	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.
4.	Brief resume of the Director including nature of expertise in specific functional areas:	He has rich finance experience of 23 years working with organizations like GE, Alstom, Areva and Schneider. He has been working with the Company for the past 13 years and has held responsibilities in various finance domains including Chief Financial Officer, Commercial finance, Turnkey business, Strategy and Business planning. 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 13 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. He was born and grew up in India.
5.	Remuneration Last Drawn	During the Financial Year 2022-2023, Mr. Sushil Kumar was paid a total remuneration of ₹ 14,624,174/-
6.	Terms & Conditions of appointment	Same Terms and conditions as already approved by the shareholders
7.	Date of first Appointment on the Board	01 January, 2022
8.	Shareholding in the company	Holding 05 equity shares
9.	Inter-se Relationship between Directors/Managers/ Key Managerial Personnel	None
10.	Directorship held in other companies (excluding foreign companies, section 8 companies and GE T&D India Limited)*	Grid Equipments Private Limited GE Power Electronics (India) Private Limited
11.	Membership / Chairmanship of Committees of other public Companies*	None
12.	Listed entities from which the Director has resigned in the past three years	Nil
13.	Pecuniary relationship with Company etc.	Mr. Sushil Kumar is not having any Pecuniary relationship with Company.
14.	Number of Board Meetings Attended during the Financial Year 2022-23 (Total 11) Board Meetings were held during the Financial Year)	Eleven (11)

*Chairmanships/Memberships of only Audit Committees and Stakeholders Relationship Committee in all Public Limited Companies (Listed and Unlisted) have been considered except Foreign Companies, Private Companies, companies registered under section 8 of the Act and Chairmanships/Memberships in Committees of GE T&D India Limited.