



**GE T&D India Limited
(formerly ALSTOM 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: www.ge.com/in/ge-td-india-limited.com

Notice of Annual General Meeting

NOTICE is hereby given that the sixty-second Annual General Meeting (AGM) of the members of GE T&D India Limited will be held at Air Force Auditorium, Subroto Park, New Delhi – 110 010 on Wednesday, the 25th day of July, 2018 at 9:30 A.M. 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, 2018, together with reports of the Board of Directors and Auditors thereon.
2. To declare a dividend of ₹ 1.80 (Rupee one and eighty paise only) per equity share for the financial year ended on March 31, 2018.
3. To appoint a Director in place of Mr. Gaurav Manohar Negi (DIN: 02835748), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS

4. **Ratification of remuneration of Cost Auditors for the financial year ending March 31, 2019**

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), the Cost Auditors appointed 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, 2019, be paid the remuneration as set out below:

- a) M/s Shome & Banerjee (firm registration number: 000001), Cost Accountants - ₹5,00,000/- (Rupees five lac only) plus applicable taxes and out of pocket expenses.
- b) M/s Jugal K Puri & Associates (firm registration number: 000207), Cost Accountants - ₹ 35,000 /- (Rupees thirty five 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.”

5. **Re-appointment of Mr. Gaurav Manohar Negi (DIN 02835748) as Whole-time Director & Chief Financial Officer**

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 sections 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013, read with Schedule V of the said Act, including any statutory modification(s) or re-enactment thereof, for the time being in force, and subject to the approval of Central Government and such other authorities as may be necessary, approval of the members be and is hereby accorded for re-appointment Mr. Gaurav Manohar Negi (holding DIN 02835748), as Whole-time Director & Chief Financial Officer of the Company for a period of 5 (five) years with effect from July 26, 2018 commencing immediately after the expiry of his current tenure on July 25, 2018, on terms and conditions set out in the Agreement (including remuneration in the event of loss or inadequacy of profits) to be entered into between the Company of the one part and Mr. Gaurav Manohar Negi of the other part, a draft of which duly initialed by the Company Secretary for the purpose of identification is placed before the meeting and also set out in the Statement annexed hereto.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby also authorised to:

- (i) Agree to such increase or decrease or variations, modifications or amendments in the terms of remuneration set out in Statement annexed hereto as considered reasonable by the Board and acceptable to Mr. Gaurav Manohar Negi.
- (ii) Take all such steps and actions as may be considered necessary by the Board for the purpose of implementing this resolution.”

6. **Re-appointment of Mr. Nagesh Tilwani (DIN 07684746) as Whole-time Director & Head-HVS Business**

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 sections 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013, read with Schedule V of the said Act, including any statutory modification(s) or re-enactment thereof, for the time being in force, and subject to the approval of Central Government and such

other authorities as may be necessary, approval of the members be and is hereby accorded to re-appointment of Mr. Nagesh Tilwani (holding DIN 07684746) as Whole-time Director & Head – HVS business for a period of 5 (five) years, with effect from December 21, 2018 commencing immediately after the expiry of his current tenure on December 20, 2018, on terms and conditions set out in the Agreement (including remuneration in the event of loss or inadequacy of profits) to be entered into between the Company of the one part and Mr. Nagesh Tilwani of the other part, a draft of which duly initialled by the Company Secretary for the purposes of identification is placed before the meeting, and also set out in the Statement annexed hereto.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby also authorised to:

- (i) Agree to such increase or decrease or variations, modifications or amendments in the terms of remuneration set out in Statement annexed hereto as considered reasonable by the Board and acceptable to Mr. Nagesh Tilwani.
- (ii) Take all such steps and actions as may be considered necessary by the Board for the purpose of implementing this resolution.”

7. Directorship of Dr. Kirit Shantilal Parikh as an Independent Director in terms of SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018

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

“RESOLVED THAT in compliance with Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, approval of the members be and is hereby accorded in respect of directorship of Dr. Kirit Shantilal Parikh as Independent Director up to conclusion of his present tenure of five years on the Board of Directors of the Company which is March 27, 2020, in terms of section 149 and any other applicable provisions of the Companies Act, 2013, and the rules made thereunder (including any statutory modification(s) or reenactment thereof, for the time being in force) read with Schedule IV to the Companies Act, 2013 and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things to give effect to the resolution.”

By order of the Board

Place : New Delhi
Date : May 23, 2018

Manoj Prasad Singh
Company Secretary

Notes:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (AGM) IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.

A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company. However, a member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or member.

The instrument of proxy in order to be effective must be deposited at the registered office of the Company not less than 48 hours before the commencement of the meeting.

- 2. The relevant Statement pursuant to Section 102 of the Companies Act, 2013, in respect of the Special Business set out in Item Nos. 4 to 7 of the accompanying Notice is annexed hereto.
- 3. 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, 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/ re-appointment.
- 4. The Register of Members and Share Transfer Books of the Company shall remain closed from Thursday, July 19, 2018 to Wednesday, July 25, 2018 (both days inclusive) for the purpose of payment of dividend for the financial year ended March 31, 2018 and the AGM.
- 5. Dividend on equity shares as recommended by the Board of Directors for the year ended March 31, 2018, upon declaration at the AGM, will be payable to those eligible Members whose names stand in the Register of Members/ Register of Beneficial holders of shares as the case may be for shares held in physical and electronic (demat) form, respectively on July 18, 2018.
- 6. Members are requested to be in their seats at the meeting hall before the scheduled time for commencement of the meeting.
- 7. Corporate Members intending to send their authorized representative(s) to attend the meeting are requested to send a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the meeting.
- 8. The Company provides the facility for direct credit of the dividend to the Members' Bank Account. SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 also 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,

NOTICE

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.

9. 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.
10. SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in demat form can submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company/ RTA.
11. In case the mailing address mentioned on this Annual Report is without PIN-code, Members are requested to kindly notify their PIN-codes immediately.
12. The Company has transferred the unpaid or unclaimed dividends declared for financial years upto December 31, 2010, 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 Investor Education and Protection Fund (Uploading of information regarding unpaid and unclaimed amounts lying with companies) Rules, 2012, the Company has uploaded the details of unpaid and unclaimed amounts lying with the Company as on July 25, 2017 (date of last Annual General Meeting) on the website <http://www.ge.com/in/ge-td-india-limited> and also on the website of the Ministry of Corporate Affairs.
13. This notice is being issued having regard to provisions of Section 108 of the Companies Act, 2013, and the rules made thereunder and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
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. Shareholders 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. The Annual Report for the financial year 2017-18, Notice of 62nd AGM and instructions for remote e-voting, along with Attendance

Slip and Proxy Form, is being sent by electronic mode to all the members whose email IDs are registered with the Company/ depository participant(s) for communication purposes, unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of these documents are being sent in the permitted mode. Members may also note that these documents will be available on the website, <http://www.ge.com/in/ge-td-india-limited>

17. For members who have not registered their address, physical copies of the Annual Report are being sent in the permitted mode. Members are requested to register/ update their e-mail IDs with their respective Depository Participant(s)/ or with Company for shares in electronic form (Demat) or in physical form respectively.
18. Members are requested to bring their duly filled in attendance slips sent herewith while attending the AGM.
19. The relevant documents will also be displayed on the Company's website, <http://www.ge.com/in/ge-td-india-limited> and copies of the said documents will also be available for inspection by the members at the Registered Office of the Company during normal business hours on working days up to the date of the meeting.

20. Voting through electronics means

- I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).
- II. The facility for voting through ballot paper or e-voting facility shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper or e-voting, as will be provided by the Company.
- III. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- IV. The remote e-voting period commences on July 22, 2018 (9:00 am) and ends on July 24, 2018 (5:00 pm). During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of July 18, 2018, 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.

V. **The process and manner for remote e-voting are as under:**

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

Step 1 : Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

Step 2 : Cast your vote electronically on NSDL e-Voting system.

Details on Step 1 is mentioned below:

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholders’ section.
3. A new screen will open. You will have to enter your User ID, your Password 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***
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5. Your password details 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 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, your ‘initial password’ is communicated to you on your postal address.
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.

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.

Details on Step 2 is mentioned below:

How to cast your vote electronically on NSDL e-Voting system

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
 2. After click on Active Voting Cycles, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is in active status.
 3. Select “EVEN” of Company for which you wish to cast your vote.
 4. Now you are ready for e-Voting as the Voting page opens.
 5. 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.
 6. Upon confirmation, the message “Vote cast successfully” will be displayed.
 7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
 8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.
- VI. 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. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to vkpc@nsdl.co.in with a copy marked to evoting@nsdl.co.in
- VII. 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
- VIII. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of www.evoting.nsd.com or call on toll free no.: 1800-222-990.

- IX. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).

- X. The voting rights of members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date of July 18, 2018.

- XI. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. July 18, 2018, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or to Mr. Sujit Sen Gupta, M/s. C B Management Services Pvt. Ltd., Tel. No. (033) 4011-6728, e-mail: 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 forgot your password, you can reset your password by using “Forgot User Details/Password” option available on www.evoting.nsd.com or contact NSDL at the following toll free no.: 1800-222-990.

- XII. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.

- XIII. 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 as well as voting at the AGM through ballot paper.

- XIV. 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.

- XV. The Chairman shall, at the AGM at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, through e-voting facility or poll, as will be provided by the Company, for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.

- XVI. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer’s report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

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XVII. The Results declared alongwith the report of the Scrutinizer shall be placed on the website <http://www.ge.com/in/ge-td-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, National Stock Exchange of India Limited and The Calcutta Stock Exchange Limited.

Statement pursuant to Section 102 of the Companies Act, 2013

Item no. 4

The Board of Directors of the Company at its meeting held on May 23, 2018, on recommendation of the Audit Committee, has appointed M/s. Shome & Banerjee, Cost Accountants and M/s Jugal K Puri & Associates, Cost Accountants as Cost Auditors of the Company for the financial year ending March 31, 2019 with M/s Shome & Banerjee, Cost Accountants being the Lead Cost Auditor.

M/s Shome & Banerjee, Cost Accountants, shall be Cost Auditor of the Company for manufacturing facilities of the Company at Pallavaram, Hosur, Naini, Vadodara and Padappai, at an aggregate fee of ₹5,00,000/- plus applicable taxes and out of pocket expenses.

M/s Jugal K Puri & Associates, Cost Accountants, shall be Cost Auditors of the Company for manufacturing facility of the Company at Noida, at a fee of ₹35,000/- plus applicable taxes and out of pocket expenses.

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. 4 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending March 31, 2019.

The Board commends adoption of the resolution set out in item no. 4 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. 4 of the notice.

Item no. 5

Mr. Gaurav Manohar Negi was appointed as Whole-time Director & Chief Financial Officer of the Company from July 26, 2016 for a period of 2 (two) years, i.e. up to July 25, 2018.

In view of wide experience of Mr. Negi in the matters of finance, accounting, auditing, financial planning, corporate finance, taxes, investor discussion and considering his overall performance, the Nomination and Remuneration Committee and the Board of Directors of the Company have recommended his re-appointment for a further period of 5 (five) years. Accordingly, it is proposed to re-appoint him as Whole-time Director & Chief Financial Officer for a further period of 5(five) years from July 26, 2018 commencing immediately after the

expiry of his current tenure on July 25, 2018 at remuneration and terms in accordance with the provisions of the Companies Act, 2013 read with Schedule V thereto.

The broad terms and conditions of his re-appointment are set out in the draft Agreement to be entered with him, excerpts of which as under:

1. Tenure : Five years with effect from July 26, 2018

2. Remuneration :

I. Annual Fixed compensation:

Annual fixed compensation of ₹ 1,56,68,000 (Rupees one crore fifty six lac and sixty eight 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 and 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/- (Rupees seven lacs only) 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 consistent with Corporate guidelines. The Annual Class Grant program provides equity grants of stock options to eligible executives.
- c) Long Term Performance Award as per eligibility.

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- 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. Negi'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, except with the approval of shareholders by way of a special resolution. In the event of loss or inadequacy of profits of the Company in any financial year during his tenure, Mr. Negi 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.
- e) In the event of termination by the Company may require Mr. Negi to absent himself from its premises on garden leave and not participate in the working of the Company during the unexpired portion of the notice period.
 - f) If Mr. Negi, at any time, is prevented by ill-health or accident or any physical or mental disability from performing your duties hereunder, he shall inform the Company and supply it with such details as required. If he is unable for a period of six (6) months or more to perform your duties hereunder, the Company has the right to terminate his employment, however the Company may, at its discretion, extend the leave of absence granted to him, depending on the circumstances of his case
- Mr. Gaurav Manohar Negi's primary role would entail responsibility for the financial operations of the Company and performance of such other duties as may be assigned to him by the Board of Directors and/or Managing Director from time to time. As Whole-time Director & Chief financial Officer he is Key Managerial Personnel of the Company in terms of Section 203 of the Companies Act, 2013.

Brief profile of Mr. Gaurav Manohar Negi is as under:

Mr. Gaurav Manohar Negi, aged 43 years, Chartered Accountant and Six Sigma Black Belt, has rich global and diverse experience in Finance, Corporate Governance and Business Operations. He has over 19 years of experience working with General Electric on various global and local assignments and also been part of their Leadership programs in Finance and Executive Management. He has also worked extensively in Joint Venture of General Electric as the CFO in various sectors of Power, Healthcare and Media and also has diverse exposure to industry segments of technology based manufacturing, financial services and solutions based services. His financial expertise includes strategy, governance, corporate finance, risk management, investor relations, planning and other domains of finance.

He does not hold any Equity Shares in the Company.

He is member of the Stakeholders Relationship Committee, Corporate Social Responsibility Committee and Asset Committee of the Company.

He is also on the board of Grid Equipments Private Limited.

He attended three out of four meetings of the board held during his tenure in the financial year ended March 31, 2018.

A draft of the Agreement to be entered between the Company and Mr. Gaurav Manohar Negi in respect of terms and conditions of re-appointment, duly initialled by the Company Secretary for the purpose of identification, is available for inspection by the members at the Registered Office of the Company during normal business hours on working days up to the date of the meeting. The terms set out in the resolution and Statement pursuant to section 102 of the Companies Act, 2013 may be deemed and regarded as memorandum in terms of Section 190 of the Companies Act, 2013.

Considering his background and experience, the Board is of the opinion that the re-appointment of Mr. Gaurav Manohar Negi as Whole-time Director & Chief Financial Officer, will be beneficial to the Company.

3. Notice

- a) The Service Agreement may be terminated by Mr. Negi or the Company with two (2) months' prior notice in writing. The Company may at its sole discretion waive all or part of the notice or allow Mr. Negi to pay in lieu thereof. Any resignation would have to be accepted by the Company to become effective.
- b) Without prejudice to the Company's right to summarily dismiss him for misconduct under 14(d) of the Service Agreement, in the event the Company terminates this Agreement as mentioned in clauses 14.(a) and 14(c) of the Service Agreement, hereunder, the Company may, in its absolute discretion, pay Mr. Negi a sum in lieu of whole or part of the notice. Notice pay (in either case) is calculated on Mr. Negi's last earned basic salary at the time of separation but not the other benefits, to which Mr. Negi would have been entitled during the period of notice or during any unexpired period of notice (as the case may be).
- c) The Company reserves the right to terminate the Agreement without assigning any reason whatsoever.
- d) The Company may also terminate the Agreement without notice if Mr. Negi commits an act of misconduct, or for violations of the GE Integrity Policy. Any breach of Terms and Conditions of his appointment shall be violation of Company's policy and he may be forthwith terminated.

NOTICE

Accordingly, consent of the members is sought by way of ordinary resolution as set out at Item no. 5, of the Notice for the re-appointment of Mr. Gaurav Manohar Negi (DIN 02835748) as Whole-time Director & Chief Financial Officer and payment of remuneration as provided above.

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

Except Mr. Gaurav Manohar Negi himself, 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. 5 of the Notice.

Item no. 6

Mr. Nagesh Tilwani was appointed as Whole-time Director of the Company from December 21, 2016 for a period of 2 (two) years, i.e. up to December 20, 2018.

In view of wide experience of Mr. Tilwani in the matters of operations, business development, service marketing, sales support, client relationship management, techno-commercial functions, project coordination and after sales service support operations in the core engineering sector and considering his performance, the Nomination and Remuneration Committee and the Board of Directors of the Company have recommended his re-appointment for a further period of 5 (five) years. He has now been also entrusted with responsibilities of GIS business. Accordingly, it is proposed to re-appoint him as Whole-time Director & Head - HVS business for a further period of 5 (five) years from December 21, 2018 commencing immediately after the expiry of his current tenure on December 20, 2018 at remuneration and terms in accordance with the provisions of the Companies Act, 2013 read with Schedule V thereto.

The broad terms and conditions of his re-appointment are set out in the draft Agreement to be entered with him, excerpts of which are as under:

1. Tenure : Five years with effect from December 21, 2018

2. Remuneration :

I. Annual Fixed compensation:

Annual fixed compensation of ₹ 73,00,000/- (Rupees Seventy three lac 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 Poilcy.

II. Short Term Incentive/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 and 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 consistent with Corporate guidelines. The Annual Class Grant program provides equity grants of stock options to eligible executives.
 - c) Long Term Performance Award as per eligibility.
- 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. Tilwani'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, except with the approval of shareholders by way of a special resolution. In the event of loss or inadequacy of profits of the Company in any financial year during his tenure, Mr. Tilwani 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.

3. Notice:

- a) The Service Agreement may be terminated by Mr. Tilwani or the Company with two (2) months' prior notice in writing. The Company may at its sole discretion waive all or part of the notice or allow Mr. Tilwani to pay in lieu thereof. Any resignation would have to be accepted by the Company to become effective.
- b) Without prejudice to the Company's right to summarily dismiss him for misconduct under 14(d) of the Service Agreement, in the event the Company terminates this Agreement as mentioned in clauses 14(a) and 14(c) of the Service Agreement, the Company may, in its absolute discretion, pay Mr. Tilwani a sum in lieu of whole or part of the notice. Notice pay (in either case) is calculated on Mr. Tilwani's last earned basic salary at the time of separation but not the other benefits, to which Mr. Tilwani would have been entitled during the period of notice or during any unexpired period of notice (as the case may be).
- c) The Company reserves the right to terminate the Agreement without assigning any reason whatsoever.
- d) The Company may also terminate the Agreement without notice if Mr. Tilwani commits an act of misconduct, or for violations of the GE Integrity Policy. Any breach of Terms and Conditions of his appointment shall be violation of Company's policy and he may be forthwith terminated.
- e) In the event of termination by the Company, the Company may require Mr. Tilwani to absent himself from its premises on garden leave and not participate in the working of the Company during the unexpired portion of the notice period.
- f) If Mr. Tilwani, at any time, is prevented by ill-health or accident or any physical or mental disability from performing your duties hereunder, he shall inform the Company and supply it with such details as required. If he is unable for a period of six (6) months or more to perform your duties hereunder, the Company has the right to terminate his employment, however the Company may, at its discretion, extend the leave of absence granted to him, depending on the circumstances of his case.

As Whole-time Director, Mr. Tilwani is Key Managerial Person in terms of Section 203 of the Companies Act, 2013.

Brief profile of Mr. Nagesh Tilwani is as under:

Mr. Nagesh Tilwani, aged 45 years, is Bachelor of Engineering (Electrical). He has 23 years of experience in the areas of operations, business development, service marketing, sales support, client relationship management, techno-commercial functions, project coordination and after sales service support operations in the core engineering sector. He has been working with the Company since 1996 and currently leads the Air-Insulated Switchgear HVS business of the Company.

Mr. Tilwani does not hold any Equity Shares in the Company. He attended all the four meetings of the board held in the financial year ended March 31, 2018. The Nomination and Remuneration Committee and Audit Committee of the Board of Directors have also approved and recommended his re-appointment subject to approval Shareholders of the Company.

A draft of the Agreement to be entered between the Company and Mr. Nagesh Tilwani in respect of terms and conditions of re-appointment, duly initialled by the Company Secretary for the purpose of identification, is available for inspection by the members at the Registered Office of the Company during normal business hours on working days upto the date of the meeting. The terms set out in the resolution and Statement pursuant to Section 102 of the Companies Act, 2013 may be deemed and regarded as memorandum in terms of Section 190 of the Companies Act, 2013.

Considering his background and experience, the Board is of the opinion that the re-appointment of Mr. Nagesh Tilwani as Whole-time Director & Head - HVS Business of the Company, will be beneficial to the Company.

Accordingly, consent of the members is sought for passing Ordinary Resolution as set out at item no. 6 of the Notice for the re-appointment of Mr. Nagesh Tilwani (DIN 07684746) as Whole-time Director & Head HVS Business and payment of remuneration thereon.

The Board commends the adoption of the resolution as set out at Item no. 6 of the accompanying Notice as an Ordinary Resolution.

Except Mr. Nagesh Tilwani himself, 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. 6 of the Notice.

Item no. 7

In terms of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 which shall come into force with effect from April 1, 2019 "no listed entity shall appoint a person or continue the directorship of any person as a non-executive director who has attained the age of seventy-five years unless a special resolution is passed to that effect, in which case the explanatory statement annexed to the notice for such motion shall indicate the justification for appointing such a person"

Dr. Kirit Shantilal Parikh, aged 82 years, was appointed as an Independent Director of the Company with effect from March 28, 2015 for a period of 5 (five) years up to March 27, 2020 with approval of shareholders by way of ordinary resolution at the Annual General Meeting of the Company held on July 23, 2015.

Brief profile of Dr. Kirit Shantilal Parikh is as under:

Dr. Kirit Parikh, 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 non-government organisation with focus on energy, environment, climate change, urbanization and inclusive development. In view of the above-mentioned amendment, approval of the shareholders by way of Special Resolution is required in respect of continuance of his term as Independent Director.

NOTICE

He was the Founder Director of the Indira Gandhi Institute of Development Research (IGIDR), Mumbai and is 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.

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 several books and served as editor of “India Development Reports” which provide a non-governmental assessment of India’s development and policy options.

Dr. Kirit Shantilal Parikh is a member of the Corporate Social Responsibility committee of the Company. He has also been inducted on the Audit Committee and the Nomination and Remuneration Committee of the Company on May 23, 2018.

At present he is also on the board of Power Exchange India Limited, Climate Change Association of India, Integrated Research and Action for Development (IRADe) and Parikh Devcon Private Limited.

He is member of Audit Committee of Power Exchange India Limited. He does not hold any Equity Shares in the Company.

He attended all the four meetings of the board and all the three meetings of Corporate Social Responsibility Committee of the Company held during the financial year ended March 31, 2018.

In the opinion of the Board, Dr. Kirit S. Parikh fulfils the conditions specified in the Companies Act, 2013 and the Rules made thereunder for his appointment as an Independent Director.

Considering the experience which he brings on the Board, his overall contribution, performance and fitness, the Nomination and Remuneration Committee and the Board of Directors of the Company have recommended for continuance of his term up to March 27, 2020, in terms of SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018.

Accordingly, consent of the members is sought for passing Special Resolution as set out at item no. 7 of the Notice for continuance of the term of Dr. Kirit S. Parikh as Independent Director of the Company in terms of SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018.

The Board commends approval of the resolution set out in Item No. 7 of the accompanying Notice as Special Resolution.

Except Dr. Kirit Shantilal Parikh himself, 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. 7 of the Notice.

By order of the Board

Place : New Delhi
Date : May 23, 2018

Manoj Prasad Singh
Company Secretary



GE T&D India Limited (formerly ALSTOM 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: www.ge.com/in/ge-td-india-limited.com

PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of member(s)		e-mail Id	
Registered address		Member's Folio No/ DP ID-Client ID	

I/We, being the member(s) ofshares of GE T&D India Ltd., hereby appoint:

1) Name..... e-mail Id.....

Address.....

..... Signature..... or failing him/her

2) Name..... e-mail Id.....

Address.....

..... Signature..... or failing him/her

3) Name..... e-mail Id.....

Address.....

..... Signature..... or failing him/her

as my/our proxy to attend and vote (on a poll) for me/us and on my/ our behalf at the 62nd Annual General Meeting of the Company to be held on Wednesday, the 25th July, 2018 at 9:30 A.M. at 'Air Force Auditorium', Subroto Park, New Delhi – 110 010 and/or at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolution	Vote*	
		For	Against
Ordinary Business			
1.	Adoption of the audited financial statements of the Company for the financial year ended March 31, 2018 together with the reports of the Board of Directors and Auditors thereon.		
2.	Declaration of dividend of ₹1.80 (Rupee one and paise eighty only) per equity share for the financial year ended on March 31, 2018.		
3.	Appointment of Director in place of Mr. Gaurav Manohar Negi (DIN: 02835748), who retires by rotation and being eligible, offers himself for re-appointment.		
Special Business			
4.	Ratification of the remuneration of Cost Auditors for the financial year ending March 31, 2019.		
5.	Re-appointment of Mr. Gaurav Manohar Negi (DIN 02835748) as Whole-time Director & Chief Financial Officer.		
6.	Re-appointment of Mr. Nagesh Tilwani (DIN 07684746) as Whole-time Director & Head - HVS Business.		
7.	Directorship of Dr. Kirit S. Parikh as Independent Director in terms of SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018.		

* It is optional to indicate your preference. If you leave the 'for or against' column blank against any or all resolutions, your proxy will be entitled to vote in the manner as he/ she may deem appropriate.

As witness my/our hand(s), this day of 2018.

Signature of shareholder

Signature of Proxy holder(s)

Affix
Revenue
Stamp
here

Notes:

- This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the meeting.
- The proxy form should be signed across the revenue stamp as per specimen signature(s) registered with the Company/Depository Participant.



GE T&D India Limited

(Formerly ALSTOM T&D India Limited)

Corporate Identification No. (CIN) - L31102DL1957PLC193993

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

Tel. No. 91 11 41610660. Website: www.ge.com/in/ge-td-india-limited

ATTENDANCE SLIP

(Please complete this attendance slip and hand it over at the entrance of the Hall)

Folio No./DP ID-Client ID*	
Name and Address of the Shareholder in Block Letters	
No. of Shares held	
Name of Proxy (if any) in Block Letters	

I/We hereby record my/our presence at the sixty second Annual General Meeting (AGM) of the Company on Wednesday, the 25th July, 2018 at 9:30 A.M. at 'Air Force Auditorium', Subroto Park, New Delhi 110 010.

Signature of the Shareholder/Proxy/Representative*

*Strike out whichever is not applicable

Notes:

1. Please hand over the Attendance Slip duly completed and signed at the REGISTRATION COUNTERS
2. Electronic copy of the Annual Report 2017-18 and Notice of the AGM along with Attendance Slip and Proxy Form is being sent to all the members whose email address is registered with the Company/ Depository Participant unless any member has requested for a hard copy of the same. Members receiving electronic copy and attending the AGM can print copy of this Attendance Slip.
3. Physical copy of the Annual Report 2017-18 and Notice of the AGM along with Attendance Slip and Proxy Form is sent in the permitted mode to all the members whose email is not registered or have requested for a hard copy.

GE T&D India Limited

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Tel. No. 91 11 41610660. Website: www.ge.com/in/ge-td-india-limited

ELECTRONIC VOTING PARTICULARS

EVEN (E-Voting Event Number)	USER ID	PASSWORD

Notes:

1. Please read the instructions given in Notice of the 62nd AGM carefully before voting electronically.
2. The remote e-voting period commences on July 22, 2018 (9:00 a.m.) and ends on July 24, 2018 (5:00 p.m.)

ROUTE MAP TO VENUE FOR AGM

