



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: ge.com/in/ge-td-india-limited

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the sixty-fifth Annual General Meeting (AGM) of the members of GE T&D India Limited will be held on Friday, the 6th day of August, 2021 at 3:00 P.M., Indian Standard Time, through Video Conferencing/ Other Audio Visual Means (“VC/OAVM”) Facility to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the audited financial statements of the Company for the financial year ended March 31, 2021, together with reports of the Board of Directors and Auditors thereon.
2. 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.
3. To appoint M/s. Deloitte Haskins & Sells, Chartered Accountants, statutory auditors of the Company to hold office from the conclusion of 65th AGM until the conclusion of 70th AGM and to authorise the Board of Directors to fix their remuneration and for that purpose, 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 139, 140, 142 and other applicable provisions of the Companies Act, 2013 and Companies (Audit and Auditors) Rules, 2014, M/s. Deloitte Haskins & Sells, Chartered Accountants, 7th Floor, Building 10, Tower B, DLF Cyber City Complex, DLF City Phase II, Gurugram - 122 002, Haryana, India, Firm Registration No. 015125N, be and are hereby appointed as statutory auditors of the Company, to hold office of the statutory auditors from conclusion of this 65th AGM until the conclusion of 70th AGM on such remuneration as may be mutually determined between the said Auditors and the Board of Directors of the Company.”

SPECIAL BUSINESS

4. **Ratification of remuneration of Cost Auditors for the financial year ending March 31, 2022**

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

“RESOLVED THAT pursuant to the provisions of Section 148 and any other applicable provisions of the Companies Act, 2013 read with Rule 14 of Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), M/s Shome & Banerjee, Cost Accountants (firm registration number: 000001), appointed as the Cost Auditors by the Board of Directors of the Company, to conduct the audit of the cost records of the Company for the financial year ending March 31, 2022, be paid the remuneration of Rs. 7,00,000/- (Seven lac 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. **Appointment of Mr. Mahesh Shrikrishna Palashikar (holding DIN 02275903) as a Director, liable to retire by rotation**

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

“RESOLVED THAT pursuant to Sections 152, 160, 161 and other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and Article 107 of the Articles

NOTICE

of Association of the Company, and as recommended by the Nomination and Remuneration Committee and by the Board of Directors of the Company, Mr. Mahesh Shrikrishna Palashikar (holding DIN 02275903), who with effect from March 1, 2021, was appointed as a Director in the casual vacancy caused due to the resignation of Mr. Vishal K Wanchoo (DIN: 02776467), be and is hereby appointed as a Director of the Company, liable to retire by rotation.”

6. **Appointment of Mr. Emanuel Esteban Nicolas Bertolini (DIN 0009071393) as a Director, liable to retire by rotation**

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

“RESOLVED THAT pursuant to the provisions of section 152, 160, 161 and other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Emanuel Esteban Nicolas Bertolini (holding DIN 0009071393), who was appointed as an Additional Director who holds office as such up to the date of this Annual General Meeting, and being eligible, offers himself for appointment and whose appointment has been recommended by the Nomination and Remuneration Committee and by the Board of Directors of the Company, be and is hereby appointed as a Director of the Company, liable to retire by rotation.”

7. **Payment of Remuneration to Non-Executive Directors**

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

“RESOLVED THAT pursuant to the provisions of Section 197 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) or any statutory modification(s) or re-enactment thereof, Regulation 17(6) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements)

Regulations, 2015, as amended from time to time and subject to all applicable approval(s), as may be required, the consent of the Company be and is hereby accorded to the Board of Directors (Board) for the payment of remuneration by way of commission for a period of 5 (five) financial years commencing from April 1, 2021; not exceeding in the aggregate 1% (one percent) of the net profits of the Company in a financial year computed in the manner laid down in Section 198 of the Act for each of the financial years of the Company commencing on or after April 1, 2021, or Rs. 10 Million (Rupees ten million only) in aggregate, whichever is lower, and the same be paid to and distributed amongst such Director(s) of the Company but excluding the Managing Director(s) and/or Wholetime Director(s) as may be determined by the Board of Directors, the amount, proportion and manner of such payment and distribution shall be as the Board may, from time to time, decide, provided further that none of the non-executive Directors shall, in any Financial Year, individually receive an aggregate remuneration (excluding sitting fees) exceeding Rs. 2.5 million (Rupees two million five hundred thousand only).”

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

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

“RESOLVED THAT pursuant to the provisions of Section 188 of the Companies Act, 2013 (“Act”) and other applicable provisions, if any, Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and the Related Party Transactions Policy of the Company, approval of members be and is hereby accorded to the Board of Directors of the Company to enter into following transactions with GE India Industrial Private Limited, a related party within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations in the financial year 2021-22 and onwards:

NOTICE

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

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

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

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

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

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

"RESOLVED THAT pursuant to the provisions of Section 188 of the Companies Act, 2013 ("Act") and other applicable provisions, if any, Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and the Related Party Transactions Policy of the Company, approval of members be and is hereby accorded to the Board of Directors of the Company to enter into following transactions with GE India Industrial Private Limited, a related party within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the

Listing Regulations in the financial year 2021-22 and onwards:

Nature of transaction with GE India Industrial Private Limited	Amount
Sale and purchase of goods and or materials or property or assets of any kind, including project related services	Up to Rs. 2500 million
Entering into contract(s)/ arrangement(s) for availing or rendering of any services (other than project related services), including support/ shared services, information technology assets related services, travel related services on actual reimbursements, cost of shared services, manpower training and development services, and sharing of registered office by way of sublease	Up to Rs. 1500 million

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

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

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

10. **Related Party Transactions with UK Grid Solutions Limited**

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

"RESOLVED THAT pursuant to the provisions of Section 188 of the Companies Act, 2013 ("Act") and other applicable provisions, if any, Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and the Related Party Transactions Policy

NOTICE

of the Company, approval of members be and is hereby accorded to the Board of Directors of the Company to enter into following transactions with UK Grid Solutions 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 2021-22 and onwards:

Nature of Transaction	Amount in Rs. million
Tender related arrangements, including joint and several liability undertakings, indemnity obligations, parent company guarantees, support letters	20000
Sale or purchase of materials and components	1000
Rendering and receipt of services	500
Total	21500

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

Place : New Delhi
Date : June 10, 2021

Manoj Prasad Singh
Company Secretary

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. 4 to 10 of the accompanying Notice, is annexed hereto.
2. General instructions for accessing and participating in the 65th AGM through VC/OAVM Facility and voting through electronic means including remote e-Voting.
 - a. In view of the outbreak of the COVID-19 pandemic, social distancing norm to be followed and the continuing restriction on movement of persons at several places in the country and in compliance with the General Circular nos. 14/2020, 17/2020, 20/2020, 02/2021 issued by the Ministry of Corporate Affairs ("MCA") and Circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/79 and SEBI/HO/CFD/CMD2/CIR/P/2021/11 issued by the SEBI (hereinafter collectively referred to as "the Circulars"), companies are allowed to hold AGM through VC, without the physical presence of members at a common venue. Hence the 65th AGM of the Company is being conducted through VC/OAVM Facility, which does not require physical presence of members at a common venue. The deemed venue for the 65th 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 65th 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 65th AGM through VC/OAVM Facility and e-Voting during the 65th AGM.
 - c. Institutional Investors who are Members of the Company, are encouraged to attend and vote in the 65th AGM through VC/OAVM Facility. Corporate Members intending to authorise representative(s)

NOTICE

- to vote through remote e-Voting, for participation in the 65th AGM through VC/OAVM Facility and e-Voting during the 65th AGM are requested to send a certified copy of the Board Resolution to the scrutinizer at pcs@vkcindia.com authorizing their representative to vote on their behalf at the meeting.
- d. In line with the MCA Circulars and SEBI Circular, the Notice of the 65th AGM will be available on the website of the Company at <http://www.ge.com/in/ge-td-india-limited>, on the website BSE Limited and NSE, at www.bseindia.com and www.nseindia.com, respectively, and also on the website of NSDL at www.evoting.nsdl.com.
 - e. Since the AGM will be held through VC/OAVM Facility, the Route Map is 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 65th AGM through VC/OAVM Facility and e-Voting during the 65th AGM.
 - g. Members may join the 65th AGM through VC/OAVM Facility by following the procedure as mentioned below which shall be kept open for the Members from 2:30 p.m. IST i.e. 30 minutes before the time scheduled to start the 65th AGM and the Company may close the window for joining the VC/OAVM Facility 30 minutes after the scheduled time to start the 65th AGM.
 - h. Members may note that the VC/OAVM Facility, provided by NSDL, allows participation of at least 1,000 Members on a first-come-first-served basis. The large members (i.e. members holding 2% or more shareholding), promoters, institutional investors, directors, key managerial personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, auditors, etc. can attend the 65th AGM without any restriction on account of first-come-first-served principle.
 - i. Attendance of the Members participating in the 65th AGM through VC/OAVM Facility shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
 - 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 65th AGM and facility for those Members participating in the 65th AGM to cast vote through e-Voting system during the 65th AGM.
3. Instructions for Members for Remote e-Voting and joining the 65th Annual General Meeting are as under:
 - a. The remote e-Voting period will commence on August 3, 2021 (9:00 am IST) and end on August 5, 2021 (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 July 30, 2021, 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 who is not a Member as on the cut-off date should treat this Notice of 65th 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.

NOTICE

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none">1. If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under "IDeAS" section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on options available against company name or e-Voting service provider - NSDL and you will be re-directed to NSDL e-Voting website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.2. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS" Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number held 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 options available against company name or e-Voting service provider - NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.4. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.

NSDL Mobile App is available on

 **App Store**  **Google Play**



Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none">1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi.2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote.3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
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NOTICE

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. Once login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on options available against company name or **e-Voting service provider-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 above mentioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43

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

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

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/ Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

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***.

NOTICE

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 General 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.

NOTICE

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.
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 or Ms. Pallavi Mhatre, Manager, 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 or pallavid@nsdl.co.in or at telephone nos. : +91-22-24994360 or +91-99202 64780 or +91-22-24994545.

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAAR (self-attested scanned copy of Aadhar Card) by email to the email address of the Registrars and Share Transfer Agents of the Company, M/s C B Management Services Pvt. Ltd. rta@cbmsl.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAAR (self-attested scanned copy of Aadhar Card) to the email address of the Registrars

and Share Transfer Agents of the Company, M/s C B Management Services Pvt. Ltd. rta@cbmsl.com. If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**

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

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE 65th 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 Helpline details of the person who may be contacted by the Member needing assistance with the use of technology, before or during the 65th AGM shall be the same persons mentioned for remote e-Voting and reproduced hereunder for convenience:
 - I. Mr. Amit Vishal, Assistant Vice President, NSDL at the designated email ID: evoting@nsdl.co.in or AmitV@nsdl.co.in or at telephone number: +91-22-24994360
 - II. Ms. Pallavi Mhatre, Manager, NSDL at the designated email ID: evoting@nsdl.co.in, pallavid@nsdl.co.in or at telephone number +91 22 2499 4545.

NOTICE

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE 65th AGM THROUGH VC/OAVM ARE AS UNDER:

- a. Member will be provided with a facility to attend the 65th AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM link" placed under "**Join General meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join General 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 65th AGM, from their registered email address, mentioning their name, DP ID and Client ID number /folio number and mobile number, to reach the Company's email address company.secretary@ge.com at least 48 hours in advance before the start of the meeting i.e. by Wednesday, August 4, 2021 by 3:00 p.m. IST. Such questions by the Members shall be taken up during the meeting and replied by the Company suitably.
- f. Members, who would like to ask questions during the 65th AGM with regard to the financial statements or any other matter to be placed at the 65th AGM, need

to register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID number/folio number and mobile number, to reach the Company's email address company.secretary@ge.com at least 48 hours in advance before the start of the 65th AGM i.e. by Wednesday, August 4, 2021 by 3:00 p.m. IST. Those Members who have registered themselves as a speaker shall be allowed to ask questions during the 65th 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 July 30, 2021.
- c. Any person, who acquires shares of the Company and becomes Member of the Company after the Company sends the Notice of the 65th AGM by email and holds shares as on the cut-off date i.e. Friday, July 30, 2021, may obtain the User ID and password by sending a request to the Company's registrars and share transfer agents e-mail address rta@cbmsl.com. However, if you are already registered with NSDL for remote e-Voting then you can use your existing user ID and password for casting your vote. If you have forgotten your password, you can reset your password by using "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.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".

NOTICE

- d. 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.
 - e. 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.
 - f. During the 65th AGM, the Chairman shall, after response to the questions raised by the Members in advance or as a speaker at the 65th AGM, formally propose to the Members participating through VC/OAVM Facility to vote on the resolutions as set out in the Notice of the 65th 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 65th AGM.
 - g. The Scrutinizer shall after the conclusion of e-Voting at the 65th AGM, first download the votes cast at the AGM and thereafter unblock the votes cast through remote e-Voting and shall make a consolidated scrutinizer's report of the total votes cast in favour or against, invalid votes, if any, and whether the resolution has been carried or not, and such Report shall then be sent to the Chairman or a person authorized by him, within 48 (forty eight) hours from the conclusion of the 65th AGM, who shall then countersign and declare the result of the voting forthwith.
 - h. The Results declared along with the report of the Scrutinizer shall be placed on the website: <https://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 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 65th AGM and the Annual Report for the financial year ended on March 31, 2021 including therein the Audited Financial Statements for financial year ended on March 31, 2021, 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 65th AGM and the Annual Report for the financial year ended on March 31, 2021 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, please send scan copy of a signed request letter mentioning your folio number, complete address, email address to be registered along with scanned self-attested copy of the PAN and any document (such as Driving Licence, Passport, Bank Statement, AADHAAR) supporting the registered address of the Member, by email to the Company's Registrars and Share Transfer Agents email address rt@cbmsl.com
 - b. For the Members holding shares in demat form, please update your email address through your respective Depository Participant/s.
 6. The Annual Report for the financial year 2020-21 and Notice of the 65th AGM, will be available on the website of the Company at <https://www.ge.com/in/ge-td-india-limited> and the website of BSE Limited at www.bseindia.com and NSE at www.nseindia.com. The Notice of 65th AGM will also be available on the website of NSDL at www.evoting.nsdl.com.
 7. The Register of Members and the Share Transfer books of the Company will remain closed from Saturday, July 31, 2021 to Friday, August 6, 2021, both days inclusive, for annual closing and the AGM.

NOTICE

8. 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, 2012 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, 39,692 Equity Shares in respect of which the dividend for the financial year ended March 31, 2013 and for the periods thereafter remained unpaid or unclaimed were transferred to IEPF Account on September 18, 2020, 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, 2014 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 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.

9. 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.
10. 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 to the Company.
11. In terms of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, securities of listed companies can only be transferred in dematerialised form with effect from April 1, 2019. In view of the above, members are advised to dematerialise shares held by them in physical form.
12. 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.
13. In case the mailing address mentioned on this Annual Report is without PIN-code, Members are requested to kindly notify their PIN-codes immediately.
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

NOTICE

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. 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 documents referred to in the accompanying Notice of the 65th AGM and the Explanatory Statement shall be available for inspection on the website of the Company at <https://www.ge.com/in/ge-td-india-limited/reports-financials>.
17. During the 65th AGM, Members may access the copy of Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act and the Register of Contracts and Arrangements in which Directors are interested maintained under Section 189 of the Act, upon Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com>.
18. The particulars in respect of Directors seeking appointment/ re-appointment in the forthcoming Annual General Meeting as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in Secretarial Standard on General Meeting (SS-2) of ICSI, are also available in the 'Board of Directors' section in the report on Corporate Governance in the Annual Report. The director has furnished the requisite consent/ declaration for their appointment/ reappointment.
19. Since the AGM will be held through VC in accordance with the Circulars, the route map, proxy form and attendance slip are not attached to this Notice.

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 June 10, 2021, on recommendation of the Audit Committee, has appointed M/s. Shome & Banerjee, Cost Accountants as Cost Auditors of the Company for the financial year ending March 31, 2022 for the manufacturing facilities of the Company at an aggregate fee of Rs. 7,00,000/- (Rupees Seven Lac only) plus applicable taxes and out of pocket expenses,

subject to ratification of fee/remuneration by the members at the Annual General Meeting.

In accordance with the provisions of Section 148 of the Companies Act, 2013 read with Rule 14 of Companies (Audit and Auditors) Rules 2014, the remuneration payable to the Cost Auditors has to be ratified by the members of the Company. Accordingly, approval of the members is sought for passing an Ordinary Resolution as set out at item no. 4 of the Notice for ratification of the remuneration payable to the Cost Auditor for the financial year ending March 31, 2022. 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

The Board of Directors, at its meeting held on February 15, 2021, on the recommendation of the Nomination and Remuneration Committee, appointed Mr. Mahesh Shrikrishna Palashikar (DIN: 02275903), as a Director, liable to retire by rotation, pursuant to Section 161(4) of the Act and other applicable provisions (including any statutory modification or re-enactment thereof for the time being in force), if any, of the Act read with Article 107 of the Articles of Association of the Company, to fill in the casual vacancy caused due to the resignation of Mr. Vishal K Wanchoo.

In terms of Section 161(4) of the Companies Act, 2013, appointment of Mr. Mahesh Shrikrishna Palashikar requires approval by the Members in this Annual General Meeting. The Company has also received a notice in writing from a member signifying his intention to propose him as a candidate for the office of the Director.

Brief profile of Mr. Mahesh Shrikrishna Palashikar is as under: Mr. Mahesh Shrikrishna Palashikar is the President of General Electric, South Asia. In this role, he is responsible for leading GE's presence across South Asia (including India, Bangladesh and Sri Lanka). He is focused on enabling GE to win in South Asia, building strong stakeholder relationships, understanding market dynamics, partnering with all businesses to develop and facilitate the execution of the market business strategies, shaping culture, developing talent and managing enterprise risks.

NOTICE

In his most recent role before this, he led GE's Onshore Wind Energy business for the entire Asia Pacific region (including Greater China, Japan and ANZ), since October 2014. Under his leadership, the Asia Pacific region achieved record profitable growth in the key markets of China, Japan and India.

He is a 21-year GE veteran who has worked and advanced through a series of complex and increasingly responsible assignments in manufacturing operations, global supply chain, quality, lean six sigma, sales, projects, services and business management within GE's Healthcare, Power and Renewable Energy businesses. During his GE career, he has lived in India, USA and China.

Prior to joining GE in 2000, He worked for more than a decade with Philips Electronics N.V. in their industrial and automotive electronics business in India.

He is the Chairman of the Board of Directors and a member of the Audit Committee, Nomination and Remuneration Committee, Corporate Social Responsibility Committee and the Chairman of the Risk Management Committee of GE Power India Limited. He is on the Global Board of Directors of the US-India Business Council (USIBC). He is a member of the India Executive Leadership Board of the US-India Strategic Partnership Forum (USISPF). He is also a member of the National Council of the Confederation of Indian Industry (CII).

He holds a Bachelor's degree in Engineering and a degree in Cost and Management Accounting from India, as well as a Master's degree in Business Administration from USA. He has also received GE's Six Sigma Master Black Belt certification while in the USA.

He is a member of the Nomination and Remuneration Committee and the Risk Management Committee of the Company.

Mr. Mahesh Shrikrishna Palashikar does not hold by himself or for any other person on a beneficial basis, any shares in the Company.

Mr. Mahesh Shrikrishna Palashikar is not related to any director of the Company.

This explanatory statement together with the accompanying notice may also be regarded as a disclosure under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS-2) of ICSI.

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

Considering background and experience of Mr. Mahesh Shrikrishna Palashikar, the Board is of the opinion that the appointment of Mr. Mahesh Shrikrishna Palashikar as Director will be beneficial to the Company.

Accordingly, consent of the members is sought by way of ordinary resolutions as set out at item no. 6 of the notice for appointment of Mr. Mahesh Shrikrishna Palashikar (DIN 02275903) as Director, liable to retire by rotation.

The Board commends the resolutions set out in Item no. 5 of the accompanying Notice as ordinary resolution.

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

Item No. 6

The Board of Directors of the Company based on the recommendation of the Nomination and Remuneration Committee at its meeting held on February 15, 2021, co-opted Mr. Emanuel Esteban Nicolas Bertolini as an Additional Director w.e.f. March 1, 2021. In terms of Section 161 of the Companies Act, 2013 ("Act"), read with Article 93 of the Articles of Association of the Company, Mr. Emanuel Esteban Nicolas Bertolini holds office as such Director up to the date of the Annual General Meeting of the Company. The Company has also received a notice in writing from a member signifying his intention to propose him as a candidate for the office of the Director.

Brief profile of Mr. Emanuel Esteban Nicolas Bertolini is as under:

Mr. Emanuel is currently the Chief Commercial Officer of Grid Solutions and since 2018 has been appointed to the Board of Directors of the Prolec JV which manufacture Power and Distribution transformers for the North American market.

NOTICE

He started his career in 1994 as a cost controller and planner at job sites in Europe and later held positions of construction and project management executing projects in the Steel and Power Industry in Middle East. In 1998 he joined a major global EPC in Mexico where, starting from 2000, he held project management, sales and O&M leadership roles in the Power Industry with responsibilities for Central and/or Latin America. In 2004 he joined an IPP in Brussels, Belgium, structuring and developing Power Generation & Nuclear projects in EMEA as a Business Development Director.

He joined GE in early 2007 at GE Energy in Belfort, France, as the Inquiry to Order (ITO) Risk Assessment and Pricing Leader for the Global Projects Operations (GPO) overseeing complex turnkey extended scope projects for simple and combined cycle power plants ranging from \$50 MM to \$2.5 billion.

In 2010 he relocated to Schenectady, NY where he became the GPO ITO Manager for Complex Projects for the GE Water & Process Technologies P&L. In 2011 his role was expanded to include the Global Industries organization and the Energy Management P&L's. From April 2013 to November 2015 he was the Global Projects Leader of the Power Delivery and Grid Automation P&L's. Based in Atlanta, US, he led the execution of power projects in the FACTS, T&D Substations and EBOP segments as well as the fulfilment and execution of the XD/GE High Voltage equipment portfolio. He contributed to the integration process of Alstom Grid leading the Projects and Engineering work stream on behalf of GE. In August 2015 he was appointed LATAM Region GM of Grid Solutions based in Sao Paulo, Brazil, where he successfully built a strong and agile sales and execution teams to deliver 2X growth on Orders and Revenues. In January 2018 Emanuel was named CEO Americas of Grid Solutions based in Atlanta, US.

He is currently based in Paris. He is fluent in English, Italian, Spanish, French, and Portuguese; holds an MBA from the University of Texas at Austin and the Instituto Tecnológico de Monterrey and a BA from the University of Trieste, Italy.

Mr. Emanuel Esteban Nicolas Bertolini does not hold by himself or for any other person on a beneficial basis, any shares in the Company.

Mr. Emanuel Esteban Nicolas Bertolini is not related to any director of the Company.

This explanatory statement together with the accompanying notice may also be regarded as a disclosure under Regulation

36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS-2) of ICSI.

He is a member of the Audit Committee of the Company.

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

Considering background and experience of Mr. Emanuel Esteban Nicolas Bertolini, the Board is of the opinion that the appointment of Mr. Emanuel Esteban Nicolas Bertolini as Director will be beneficial to the Company.

Accordingly, consent of the members is sought by way of ordinary resolutions as set out at item no. 6 of the notice for appointment of Mr. Emanuel Esteban Nicolas Bertolini (DIN 0009071393) as Director, liable to retire by rotation.

The Board commends the resolutions set out in Item no. 6 of the accompanying Notice as ordinary resolution.

Except Mr. Emanuel Esteban Nicolas Bertolini himself, none of the directors and key managerial personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolutions set out at Item no. 6 of the notice.

Item No. 7

Members of the Company at Annual General Meeting held on July 26, 2016, had given approval for the payment of remuneration by way of commission to such of the Non-executive Directors, resident in India, as may be determined by the Board but excluding the Managing/ Whole-time Director, within the limits specified under section 198 of the Companies Act, 2013, for the period of 5 (five) years commencing from April 1, 2016. Accordingly, approval of members was for the period of (five) years up to financial year 2020-21.

The Non-Executive including Independent Directors bring relevant knowledge and expertise and provide required diversity in Board's decision-making process. The role played by the Directors in Company's governance and performance is very important for sustainable growth of the Company.

NOTICE

With the enhanced Corporate Governance requirements under the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("Listing Regulations") as amended coupled with the size and complexity of operations of the Company, the role and responsibilities of the Board, particularly Non-executive Directors (including Independent Directors) has become more onerous, requiring greater time commitments, attention and a higher level of oversight.

In view of the above, the Board of Directors at its meeting held on June 10, 2021 recommended and approved payment of remuneration by way of commission not exceeding 1% of the net profits of the Company for a period of 5 (five) Financial Years commencing from April 1, 2021, in terms of Section 197 of the Act, computed in accordance with the provisions of Section 198 of the Act or Rs. 10 Million in aggregate, whichever is lower, to directors of the Company or some or any of them but excluding the Managing Director(s) and/or Whole-time Director(s) as may be determined by the Board of Directors. Further, that none of the non-executive Directors shall, in any Financial Year, individually receive an aggregate remuneration (excluding sitting fees) exceeding Rs. 2.5 Million.

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

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

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

Acknowledging the crucial role played by the Non-Executive including Independent Directors in bringing objectivity into the functioning of the Board and improving its effectiveness, the Company Law Committee in its Report recommended

for compensating Non-Executive and Independent Directors along with the Executive Directors. In view of the said recommendations, Ministry of Corporate Affairs, with effect from March 18, 2021, have amended Section 149 (9), Section 197 (3) and Schedule V providing for the companies having no profit or inadequate profit to pay remuneration to the Non-Executive Directors including Independent Directors from financial year ended March 31, 2021 in terms of Schedule V of the Act.

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

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

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

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

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

Item Nos. 8 and 9

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

NOTICE

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 Rs. 1500 million.

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

For Borrowings:

- Availability of additional source of funds to manage liquidity.
- Market benchmark rate of Interest: Present rate of interest around 5.50%, which is variable in nature and is determined by independent transfer pricing team at arm's length, but will be benchmarked to the rates charged by banks.
- 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 4% which is variable in nature and is determined by independent transfer pricing team at arm's length but is benchmarked to rates charged by banks. However, no loan is given at a rate of interest lower than the prevailing yield of one year, three year, five year or ten year Government Security closest to the tenor of the loan in compliance with the provision of section 186(7) of the Act.
- Better fund management and optimization of the interest benefit by depositing overnight funds.

- It is an unsecured loan to cash pool header, daily callable on demand.
- No minimum tenor of deposits. Pool participants has full liquidity rights and can withdraw cash lent to the cash pool at any time without any penalty of early withdrawal. Day end balance sweep within the entities based on the utilization of funds thereby interest earned on the day end surplus balance.
- The pool participants receive a return based on 1 year Government Bond rate (currently ~ 4%) on all cash deposited in the cash pool, calculated daily, irrespective of the tenor of the investment.
- The cash pooling offered rate of 1 year with Govt. of India GSec with no penalty on early withdrawal is better than a similar Bank time deposit rate on new deposit rollovers of 91 day (currently at ~ 3.0% 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.

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 or materials or property or assets of any kind, including project related services; and
2. Entering into contract(s)/ arrangement(s) for availing or rendering of any services (other than project related services), including support/ shared services information technology assets related services, travel related services on actual reimbursements, cost of shared services manpower training and development services, and sharing of registered office by way of sublease.

NOTICE

The above-mentioned related party transactions do not include any transaction in relation to the Global Engineering Operations Division (GEOD) business.

GEIPL and the Company are part of the General Electric group and are related to each other as fellow subsidiaries. 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 10, 2021, reviewed, and approved the aforesaid transactions.

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 2021-22 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.

It is to be noted that the members of the Company at the sixty-fourth Annual General Meeting held on September 28, 2020, approved entering into various material related party transactions with GEIPL for the financial year 2020-21 and onwards.

The Company is seeking approval of non-related members for the related party transactions for financial year 2021-22 and onwards as it will enable the Company to remain compliant with members' approval at the beginning of the next financial year also for its outstanding borrowing/lending together with other related party transactions.

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.

The Board of Directors recommends passing of the resolution as set out at item nos. 8 and 9 of this Notice as Ordinary Resolutions.

Item No. 10

The Company pursues business in overseas as well as in domestic markets. As part of its growth strategy the Company is looking forward to jointly bid for projects with UK Grid Solutions Limited considering the complementary nature, competency, strength, technology of related parties. For bidding in certain projects, the Company may not have the technology and also may not meet qualification requirements on standalone basis. This necessitates such joint bidding. Further, scope of work between UK Grid Solutions Limited and Company is complementary for bidding in terms of scope. With such joint bid awards, the Company will also be able to improve its order book and help growth strategy of the Company.

In case of such joint bidding, the companies are jointly and severally liable to the customer(s) and for the same the Company is required to execute necessary undertakings. Inter-se, the companies enter into indemnity obligations towards each other joint bidder for any liability arising on account of such joint bidder. Further, the bids may require a Guarantee to be issued by the Parent Company on behalf of the Company which may be provided by GE Company(ies) which are direct / indirect holding entity of the Company leading up to the ultimate holding Company viz. General Electric Company, USA.

The Company also enters into related party transactions in the nature of sale of materials, components and rendering of services to UK Grid Solutions Limited and receipt of services from UK Grid Solutions Limited.

Details of transaction entered / proposed with UK Grid Solutions Limited for the financial year 2021-22 are as below:

<u>Nature of Transaction</u>	<u>Amount in Rs. million</u>
Tender related arrangements, including joint and several liability undertakings, indemnity obligations, parent company guarantees, support letters	20000
Sale or purchase of materials and components	1000
Rendering and receipt of services	500
Total	21500

NOTICE

UK Grid Solutions Limited and the Company are part of the General Electric group and are related to each other as fellow subsidiaries. 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 meetings held on June 10, 2021, respectively, reviewed and approved the aforesaid transactions.

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 2021-22 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.

The Company is seeking approval of non-related members for the related party transactions for financial year 2021-22 and onwards as it will enable the Company to remain compliant with members’ approval at the beginning of the next financial year as the project timelines may extend beyond a financial year.

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.

The Board of Directors recommends passing of the resolution as set out at item no. 10 of this Notice as an Ordinary Resolution.

By order of the Board

Place : New Delhi
Date : June 10, 2021

Manoj Prasad Singh
Company Secretary