



**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

**Notice of Annual General Meeting**

NOTICE is hereby given that the sixty first 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 Tuesday, the 25th day of July, 2017 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, 2017 together with the reports of the Board of Directors and Auditors thereon.
2. To declare a dividend of ₹ 1.80 (Rupee one and paise eighty only) per equity share for the financial year ended on March 31, 2017.
3. To ratify the appointment of Auditors of the Company, and 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, 142 and other applicable provisions of the Companies Act, 2013 and Companies (Audit and Auditors) Rules, 2014, pursuant to the recommendations of the audit committee of the board of directors of the Company and pursuant to the resolution passed by the members at the Annual General Meeting (AGM) held on July 26, 2016, the appointment of M/s. B S R & Associates LLP, Chartered Accountants, Firm Registration No. 116231W/W-100024, as the auditors of the Company to hold office until the conclusion of 65th AGM, be and is hereby ratified on such remuneration as may be mutually determined between the said Auditors and the Board of Directors of the Company.”

**SPECIAL BUSINESS**

**4. Approval of the remuneration of Cost Auditors for the financial year ending March 31, 2018**

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, 2018, 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. Appointment of Ms. Neera Saggi (DIN 00501029) as an Independent Director**

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 149, 152 and any other applicable provisions of the Companies Act, 2013, and the rules made thereunder (including any statutory modification(s) or re- enactment thereof, for the time being in force) read with Schedule IV to the Companies Act, 2013 and applicable provisions on SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Ms. Neera Saggi (holding DIN 00501029), be and is hereby appointed as an Independent Director of the Company with effect from July 26, 2016 up to July 25, 2021, not liable to retire by rotation.”

**6. Appointment of Mr. Stephane Cai (DIN 07607252) as Director**

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 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. Stephane Cai (holding DIN: 07607252), who was appointed as an Additional Director at the Board Meeting held on September 7, 2016 and who holds office as such up to the date of this Annual General Meeting, and being eligible, offers himself for appointment and in respect of whom the Company has received a notice in writing from a member, pursuant to the provisions of Section 160 of the Companies Act, 2013 signifying the member's intention to propose the candidature of Mr. Stephane Cai for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation.”

**7. Appointment of Mr. Ravi Kumar Krishnamurthy (DIN 03626516), Head AIS Business as Alternate Director to Mr. Michel Augonnet upto July 25, 2016 and terms of his appointment including remuneration**

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

“RESOLVED THAT pursuant to the provisions of section 161, 196, 203, read with Schedule V of the Companies Act, 2013 (“Act”) and other applicable provisions of the said Act and the Rules made thereunder, including any modifications or re-enactment(s) thereof, for the time being in force, and Article 109 of the Articles of Association of the Company, Mr. Ravi Kumar Krishnamurthy (holding DIN 03626516), Head – AIS Business acting as an alternate director to Mr. Michel Augonnet during his absence, being in whole time employment of the Company as Head –AIS Business, be appointed upto July 25, 2016 on the terms and conditions to which he was entitled in terms of his employment including remuneration and which are set out in the statement annexed hereto.

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

**8. Appointment of Mr. Ravi Kumar Krishnamurthy (DIN 03626516) as Whole-time Director & Head AIS Business and payment of remuneration to him for the period July 26, 2016 to December 20, 2016**

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

“RESOLVED THAT pursuant to the provisions of sections 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013, (“Act”) read with Schedule V of the 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 appointment of Mr. Ravi Kumar Krishnamurthy (holding DIN 03626516), as Whole-time Director & Head AIS Business of the Company for the period from July 26, 2016 to December 20, 2016 on the terms and conditions including remuneration which are set out in the statement annexed hereto and for payment of remuneration of Rs. 1,03,07,786 during the financial year ended March 31, 2017.

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

**9. Appointment of Mr. Gaurav Manohar Negi (DIN 02835748) as Director**

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 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. Gaurav Manohar Negi (holding DIN: 02835748), who was appointed as an Additional Director at the Board Meeting held on July 26, 2016 and who holds office as such up to the date of this Annual General Meeting, and being eligible, offers himself for appointment and in respect of whom the Company has received a notice in writing from a member, pursuant to the provisions of Section 160 of the Companies Act, 2013 signifying the member’s intention to propose the candidature of Mr. Gaurav Manohar Negi for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation.”

**10. Appointment of Mr. Gaurav Manohar Negi (DIN 02835748) as Whole-time Director & Chief Financial Officer and payment of remuneration to him**

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

“RESOLVED THAT pursuant to the provisions of sections 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013, (“Act”) subject to the limits contained in Schedule V of the said Act, including any statutory modification(s) or re-enactment thereof, for the time being in force, and subject to approval of Central Government and such other authorities as may be necessary, approval of the members be and is hereby accorded to appointment of Mr. Gaurav Manohar Negi (holding DIN 02835748), as Whole-time Director & Chief Financial Officer of the Company for a period of 2 years with effect from July 26, 2016, on the terms and conditions (including remuneration in the event of loss or inadequacy of profits) set out in the agreement entered into between the Company of the one part and Mr. Gaurav Manohar Negi of the other part, a copy of which is placed before the meeting, duly initialled by the Company Secretary for the purpose of identification, broad terms and conditions of which are as set out in the statement annexed hereto and for payment of remuneration of Rs. 1,32,33,082 during the financial year ended March 31, 2017.

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, subject to provisions of the Act.

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- (ii) Take all such steps and actions as may be considered necessary by the Board for the purpose of implementing this resolution.”

### 11. **Appointment of Mr. Nagesh Tilwani (DIN 07684746) as Director**

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 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. Nagesh Tilwani (holding DIN: 07684746), who was appointed as an Additional Director at the Board Meeting held on December 21, 2016 and who holds office as such up to the date of this Annual General Meeting, and being eligible, offers himself for appointment and in respect of whom the Company has received a notice in writing from a member, pursuant to the provisions of Section 160 of the Companies Act, 2013, signifying the member's intention to propose the candidature of Mr. Nagesh Tilwani for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation.”

### 12. **Appointment of Mr. Nagesh Tilwani (DIN 07684746) as Whole-time Director & Head AIS Business and payment of remuneration to him**

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

“RESOLVED THAT pursuant to the provisions of sections 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013, (“Act”) subject to the limits contained in Schedule V of the said Act, including any statutory modification(s) or re-enactment thereof, for the time being in force, and subject to approval of Central Government and such other authorities as may be necessary, approval of the members be and is hereby accorded to appointment of Mr. Nagesh Tilwani (holding DIN 07684746) for a period of two years, as Whole-time Director & Head Grid Automation Business from December 21, 2016 to January 17, 2017 and thereafter as Whole-time Director & Head – AIS business with effect from January 18, 2017, on the terms and conditions (including remuneration in the event of loss or inadequacy of profits) set out in the agreement entered into between the Company of the one part and Mr. Nagesh Tilwani of the other part, a copy of which is placed before the meeting, duly initialled by the Company Secretary for the purpose of identification, broad terms and conditions of which are as set out in the statement annexed hereto and for payment of remuneration of Rs. 23,11,022 during the financial year ended March 31, 2017.

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, subject to provisions of the Act.

- (ii) Take all such steps and actions as may be considered necessary by the Board for the purpose of implementing this resolution.”

### 13. **Appointment of Mr. Sunil Kumar Wadhwa (DIN 00259638) as Director**

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 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. Sunil Kumar Wadhwa (holding DIN: 00259638), who was appointed as an Additional Director with effect from April 4, 2017 at the Board Meeting held on March 14, 2017 and who holds office as such up to the date of this Annual General Meeting, and being eligible, offers himself for appointment and in respect of whom the Company has received a notice in writing from a member, pursuant to the provisions of Section 160 of the Companies Act, 2013, signifying the member's intention to propose the candidature of Mr. Sunil Kumar Wadhwa for the office of Director, be and is hereby appointed as a Director of the Company.”

### 14. **Appointment of Mr. Sunil Kumar Wadhwa (DIN 00259638) as Managing Director**

To consider and if thought fit, to pass, with or without modification(s), the following resolution as 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 such approvals as may be necessary, approval of the members be and is hereby accorded to appointment of Mr. Sunil Kumar Wadhwa (holding DIN 00259638), as Managing Director of the Company for a period of 5 years with effect from April 4, 2017, on the terms and conditions set out in the Agreement (including remuneration in the event of loss or inadequacy of profits) entered into between the Company of the one part and Mr. Sunil Kumar Wadhwa of the other part, a copy of which is placed before the meeting, , duly initialled by the Company Secretary for the purpose of identification, broad terms and conditions of which are as 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. Sunil Kumar Wadhwa.

- (ii) Take all such steps and actions as may be considered necessary by the Board for the purpose of implementing this resolution.”

**15. Remuneration of Mr. Rathindra Nath Basu (DIN 01192973)**

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

“RESOLVED THAT pursuant to the provisions of section 197 and other applicable provisions, if any, of the Companies Act, 2013, (“Act”) subject to the limits contained in Section II to Part II of Schedule V of the said Act, including any statutory modification(s) or re-enactment thereof, for the time being in force, and subject to the approval of the Central Government, if necessary, approval of the members be and is hereby accorded to payment of remuneration of Rs. 1,70,36,594 to Mr. Rathindra Nath Basu (holding DIN 01192973) for his services rendered to the Company as Managing Director during the period from April 1, 2016 to February 28, 2017.

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

**16. Remuneration of Mr. Subhashchandra Manilal Momaya (DIN 00017199)**

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

“RESOLVED THAT pursuant to the provisions of section 197 and other applicable provisions, if any, of the Companies Act, 2013, (“Act”) subject to the limits contained in Section II to Part II of Schedule V of the said Act, including any statutory modification(s) or re-enactment thereof, for the time being in force, and subject to the approval of the Central Government, if necessary, approval of the members be and is hereby accorded to payment of remuneration of Rs. 18,56,092 to Mr. Subhashchandra Manilal Momaya (holding DIN 00017199) for his services rendered to the Company as Whole-time Director & Chief Financial Officer during the period from April 1, 2016 to May 31, 2016.

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

**17. Service of documents to the members**

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

“RESOLVED THAT pursuant to the provisions of Section 20 and any other applicable provisions of the Companies Act, 2013 (the ‘Act’) and the rules made thereunder (including any statutory modification(s) or re-enactment thereof), consent of the members be and is hereby accorded for service of statutory

documents to a member through a particular mode as may be requested by him/ her to the Company on payment of a fee which shall not exceed the actual cost of dispatch and other incidental expenses incurred by the Company for sending the documents through that mode.

RESOLVED FURTHER THAT, the Board of directors (which shall include any Committee of the Board or any officer authorised by the Board to exercise its powers conferred by this resolution) may waive recovery of such expenses incurred by the Company for sending the documents to the shareholder, if so deemed fit by it.”

By order of the Board

Place : New Delhi  
Date : June 22, 2017

**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 17 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 and Secretarial Standard 2, 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 Wednesday, July 19, 2017 to Tuesday, July 25, 2017 (both days inclusive) for the purpose of payment of dividend for the financial year ended March 31, 2017 and the AGM.
5. Dividend on equity shares as recommended by the Board of Directors for the year ended March 31, 2017, upon declaration at the AGM, will be payable to those eligible Members whose names stand in the Register of Members/ Register of Beneficial

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holders of shares as the case may be for shares held in physical and electronic (demat) form, respectively on July 18, 2017.

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 Securities and Exchange Board of India (SEBI) vide its circular dated 21 March, 2013, has mandated that for making cash payments to the investors, companies whose securities are listed on the stock exchanges shall use any Reserve Bank of India approved electronic mode of payment such as ECS, RECS, NECS, NECS, NEFT etc. The companies and the registrar and share transfer agents are required to seek relevant bank details of shareholders from depositories for making cash payment/dividends in electronic mode. It is also mandatory to print the Bank details on the physical instrument, if the payment is made in physical mode.  
  
Accordingly members are requested to notify immediately particulars of their Bank Accounts (along with cancelled cheque) viz., Name of the Bank, Branch, complete address of the Bank, Bank Account Number, A/c Type, 9 digit MICR Code and IFSC code to enable the Company to send dividend through electronic mode and also for printing the same on the Dividend Warrants (where MICR/IFSC codes are not available) to avoid fraudulent encashment:
  - to their Depository Participants (DP) in respect of their shares held in Demat Account(s); and
  - to 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 in respect of shares held in physical form.
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, 2009,

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 23, 2015 (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 2016-17, Notice of 61th 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 is 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 is 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, [www.ge.com/in/ge-td-india-limited](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, 2017 (9:00 am) and ends on July 24, 2017 (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, 2017, 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:**

- A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)]:
  - (i) Open email and open PDF file viz; "GETD remote e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
  - (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
  - (iii) Click on Shareholder - Login
  - (iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
  - (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- (vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
- (vii) Select "EVEN" of "GE T&D India Limited".
- (viii) Now you are ready for remote e-voting as Cast Vote page opens.
- (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
- (x) Upon confirmation, the message "Vote cast successfully" will be displayed.
- (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
- (xii) 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 [vkscrutinizer@gmail.com](mailto:vkscrutinizer@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

**B. In case a Member receives physical copy of the Notice of AGM) [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy]:**

- (i) Initial password is provided as below/at the bottom of the Attendance Slip for the AGM.
- (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.

- VI. 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.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990.
- VII. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
- VIII. 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).
- IX. 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, 2017.
- X. 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, 2017, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto: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](mailto:rta@cbmsl.com).

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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.nsdl.com](http://www.evoting.nsdl.com) or contact NSDL at the following toll free no.: 1800-222-990.

- XI. 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.
- XII. 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.
- XIII. Mr. Vineet k Chaudhary of M/s VKC & Associates, Practising Company Secretary having membership no. F 5327 has 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.
- XIV. 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.
- XV. 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.
- XVI. 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 24, 2017, 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, 2018 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, 2018.

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 of the Company based on the recommendation of Nomination and Remuneration Committee at its meeting held on July 26, 2016 appointed Ms. Neera Saggi (holding DIN 00501029) as Independent Director of the Company for a period of five years with effect from July 26, 2016 up to July 25, 2021, not liable to retire by rotation.

Ms. Neera Saggi, aged 61, has 35 years of extensive and varied experience, both in the public and the private sector. For twenty-eight years, as member of Indian Administrative Service, she worked within the government with multiple stakeholders and in different sectors including ports, SEZs, and areas of export promotion, textiles, area administration and rural development.

Ms. Saggi has strong networks in multiple sectors and with different stakeholders including government, private, NGO, multilateral agencies, Consulates, Chambers of Business and Commerce. She was President of the Bombay Chamber of Commerce and Industry (BCCI) for the year 2013-14. She was the first woman to be elected in 177 years' history of this oldest Chamber in the country and was its Vice President for the year 2012-13.

She has also done Master of Business Administration, Business Administration and Management, International Centre of Public Enterprise, Ljubljana, Slovenia (Sponsored by GOI – UNDP); Master's in English Literature, Delhi University; Bachelor of Arts (Hons.), Gauhati University; One month program on "Effective Governance", conducted by IIM Ahmedabad, in association with The Kennedy School of Governance.

Ms. Saggi is a member of the Audit Committee of the Company.

Ms. Saggi currently serves with Boards of several well known companies such as GE Power India Limited, Swaraj Engines Limited, Tata Projects Limited, TRF Limited, Tata Consulting Engineers Limited, Maithon Power Limited, Tata Realty and Infrastructure Limited and Mahindra Heavy Engines Limited.

## NOTICE

She is chairperson of CARE India Solutions for Sustainable Development – Section 25 Company and a director of Welconnect India INT Association.

She is also member of Audit committee of GE Power India Limited, Swaraj Engines Limited, TRF Limited, Tata Projects Limited, Tata Consulting Engineers Limited, Maithon Power Limited, Tata Realty and Infrastructure Limited and Mahindra Heavy Engines Limited.

She does not hold any Equity Shares in the Company.

She attended all the six meetings of the board held during her tenure in the financial year ended March 31, 2017.

In terms of Section 149 and any other applicable provisions of the Companies Act, 2013, Ms. Saggi is proposed to be appointed as an Independent Director, not liable to retire by rotation for five consecutive years for a term from July 26, 2016 up to July 25, 2021.

The Company has received from Ms. Neera Saggi (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, (ii) intimation in Form DIR-8 in terms of Companies (Appointment and Qualification of Directors) Rules 2014, to the effect that she is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013, and (iii) a declaration to the effect that she meets the criteria of independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013.

In the opinion of the Board, Ms. Neera Saggi fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder for her appointment as an Independent Director of the Company and is Independent of the management.

Accordingly, approval of the members is sought for passing an Ordinary Resolution as set out at item no. 5 of the Notice for appointment of Ms. Neera Saggi as an Independent Director.

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

Except Ms. Neera Saggi herself, 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

The Board of Directors of the Company based on the recommendation of Nomination and Remuneration Committee at its meeting held on September 7, 2016, co-opted Mr. Stephane Cai (holding DIN 07607252) as an Additional Director. In the same meeting, he was also appointed as Chairman of the Board. In terms of Section 161 of the Companies Act, 2013 (“the Act”), read with Article 93 of the Articles of Association of the Company, Mr. Stephane Cai holds office as such Director upto the date of the Annual General Meeting of the Company. The Company has received a notice in writing from a member, under Section 160 of the Act, signifying the member’s intention to propose the name of Mr. Stephane Cai for appointment as a Director liable to retire by rotation.

Mr. Stephane Cai, aged 54, was the Commercial Solutions Vice President at Grid Solutions, a GE and Alstom joint venture in

GE’s Energy Connections business. He joined GE’s Grid Solutions as the Vice President of Grid Products and Global Supply Chain Management, when it was formed in 2015.

He was with Alstom for 27 years. He began as a Turbine Commissioning Engineer and over a period of 14 years, he also worked as Technical Project Manager for Turbine-Generator Set, Product Manager for large Steam Turbines and Head of Steam Turbine Product Development. In 2000, he was appointed Head of Business Development & Marketing at ABB Alstom Power Headquarters, then Vice President Business Development at Alstom Power Hydro Business two years later.

He returned to operational roles as Managing Director, Alstom Power Hydro India in 2003, then CEO of Alstom Power Turbo machines USA in 2007. He was Chief Operating Officer of the Alstom Power’s Nuclear Business from 2010 and 2012. In 2012, he joined Alstom Grid as Vice President Near & Middle East based in Dubai. In 2014, he was appointed as Senior Vice President Grid Products based in Paris.

He is graduate of the Ecole Centrale Paris, France, with a degree in Mechanical Engineering and a PhD in Fluid Mechanics. He also holds an Executive MBA from HEC Paris, France.

Mr. Stephane Cai is member of Audit Committee and Nomination and Remuneration Committee of the Board of Directors of the Company.

He does not hold any Equity Shares in the Company.

He attended four meetings of the board out of five board meetings held during his tenure in the financial year ended March 31, 2017.

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

The Board of Directors is of the opinion that his vast knowledge and varied experience will be of great value to the Company. Accordingly, approval of the members is sought for passing an Ordinary Resolution as set out at item no. 6 of the Notice for appointment of Mr. Stephane Cai as Director.

The Board commends approval of the resolution set out in Item No. 6 of the accompanying Notice as an Ordinary Resolution.

Except Mr. Stephane Cai 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 nos. 7 and 8

Mr. Ravi Kumar Krishnamurthy was in full time employment of the Company and functioned as Head – AIS Business. The Board of Directors of the Company appointed him as an alternate director to Mr. Michel Augonnet during the absence of the latter from India in terms of Section 161 of the Companies Act, 2013 (“Act”) and Articles of Association of the Company. Thus, the provisions of Sections 161,



## NOTICE

196, 203 read with Schedule V of the Act were applicable on his appointment as an alternate director

In view of nature of his full time employment in the Company, it is required to secure the approval of members to his appointment as alternate director carrying full time employment.

Hence, pursuant to Sections 161, 196, subject to the limits set out in Schedule V of the Act, the appointment of Mr. Krishnamurthy by the Board of Directors at its meeting held on July 5, 2016 and terms of appointment including remuneration for the period from April 1, 2016 to July 25, 2016 is presented to the shareholders in this meeting for their approval.

An abstract of the terms of appointment of Mr. Ravi Kumar Krishnamurthy for the period April 1, 2016 to July 25, 2016 is set out below:

1. Mr. Krishnamurthy was Key Managerial person in terms of Section 203 of the Act as long as he was alternate director
2. In terms of his employment as Head – AIS Business, Mr. Krishnamurthy was drawing the following by way of remuneration w.e.f April 1, 2016:  

Salary per annum	: ₹ 8,602,277/-
Perquisites per annum	: ₹ 12,600/-
Others (per annum)	: ₹ 1,021,543/-
Total	: ₹. 9,636,420/-
3. Mr. Krishnamurthy was also entitled to other benefits, including Bonus in accordance with the Company's Rules.
4. Mr. Krishnamurthy was also entitled to leave in accordance with the Company's Rules.

Later, the Board of Directors of the Company based on the recommendation of Nomination and Remuneration Committee at its meeting held on July 26, 2016, co-opted Mr. Ravi Kumar Krishnamurthy as an Additional Director w.e.f. July 26, 2016.

In the same board meeting dated July 26, 2016, Mr. Ravi Kumar Krishnamurthy was appointed as Whole-time Director & Head-AIS business with effect from July 26, 2016 for a period of two years in terms of Sections 196, 197 and other applicable provisions, if any, of the Act read with Schedule V of the Act and subject to approval of shareholders of the Company.

Further, Mr. Ravi Kumar Krishnamurthy resigned from the post of director & Whole-time Director & Head-AIS business of the company with effect from December 21, 2016.

The broad terms of appointment of Mr. Ravi Kumar Krishnamurthy as Whole-time Director & Head – AIS business from July 26, 2016 to December 20, 2016 were as under:

### 1. Remuneration :

#### I. Salary :

Annual gross salary, i.e. fixed salary of ₹ 1,03,36,420 including following perquisites, with such increase as may be determined by the Board from time to time.

### Perquisites:

- a) Perquisites such as furnished accommodation (or House Rent Allowance in lieu thereof), reimbursement of medical expenses, medical insurance, Company provided Car, leave travel concession for self and family, accident insurance and such other perquisites and allowances as may be decided from time to time.

For the purpose of calculating the annual value of the perquisites, the same to be evaluated as per the Income Tax Rules, wherever applicable. In the absence of any such Rule, the same to be evaluated at actual cost.

- b) The Company's contribution to Provident Fund and Superannuation Fund in accordance with the Rules and Regulations of the Company. Such contributions not to 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.
- c) Gratuity at a rate not exceeding half month's salary for each completed year of service and this would not be considered as remuneration or perquisite for the purpose of computing minimum remuneration.
- d) Encashment of leave as per the Rules of the Company.

### II. Bonus

Mr. Krishnamurthy was entitled to a bonus in accordance with Company's Rules.

- III. In the event of loss or inadequacy of profits of the Company, in any financial year during the tenure of Mr. Krishnamurthy, he was entitled to receive total remuneration not exceeding the limits specified under Section II to Part II of Schedule V to the Act, in accordance with the said Schedule, including any modifications or re-enactment thereof, for the time being in force, or such other limits as may be prescribed by the Government from time to time as minimum remuneration.

- IV. In the year of adequate profits, the total remuneration paid to him for a financial year, inclusive of bonus as per above, not to exceed 5% of the net profits of the Company, determined in accordance with the provisions of the Act, as may be applicable for the financial year.

2. Mr. Krishnamurthy was also entitled to leave in accordance with the Company's Rules.

During the financial year ended March, 31, 2017, Company re-evaluated recoverability of certain customer debts. On the basis of internal evaluation and various factors, including significant lapse of time and resultant increase in uncertainty in realisation, the Company has provided for bad debts reserve. The Company has also reassessed the pending matters relating to taxes, and accordingly, has created provisions towards direct tax and indirect tax litigations/disputes. This has resulted in loss to the Company during the financial year ended March 31, 2017 in terms of Section 198 of the Act.

## NOTICE

As per Section II to Part II of Schedule V of the Act, where in any financial year during the currency of tenure of a managerial person, the company has no profits or its profits are inadequate, it may, without Central Government approval, pay remuneration to the managerial person not exceeding the limits prescribed therein which limits can be doubled if the resolution passed by the shareholders is a special resolution. Thus, in accordance with Paragraph A of Section II to Part II of Schedule V of the Act, Mr. Krishnamurthy can be paid a sum of Rupees one crore and thirty-five lac only during the financial year ended March 31, 2017 with approval of the shareholders by way of special resolution. In view of the fact that in terms of his employment he has been paid a sum of Rs. 1,99,44,206, approval of shareholders by way of special resolution is being sought for his terms of appointment including payment of Rs. 1,03,07,786. and the remaining excess amount of Rs. 96,36,420

has been refunded by him. As per Section III to Part II of Schedule V of the Act, remuneration in excess of the limits prescribed under Section II to Part II of Schedule V of the Act may be paid to managerial persons by another company subject to the conditions provided therein. In terms of Section III to Part II of schedule V of the Act, the holding company of the Company i.e., M/s Grid Equipments Private Limited has made payment of Rs. 1,10,19,578/- to Mr. Ravi Kumar Krishnamurthy for the amount refunded by him and the bonus payable by the Company to him.

As per provisions of Section IV to Part II of Schedule V of the Act leave encashment at the end of tenure, contribution to provident fund, superannuation fund or annuity fund to the extent these either singly or put together are not taxable under the Income-tax Act, 1961 and gratuity has not been included in the above mentioned remuneration.

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

I. General Information:								
1	Nature of industry	Manufacturing						
2	Date or expected date of commencement of commercial production.	Not applicable - The Company was incorporated as a private limited company on March 13, 1957 under the name 'The English Electric Company of India (Private) Limited' and was converted into a public limited company on February 25, 1963, when its name was changed to 'The English Electric Company of India Limited'.						
3	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not applicable						
4	Financial performance based on given indicators. (Financial Year 2016-17)	Net Revenue : ₹ 42596.0 million						
		Profit / (Loss) after Tax : ₹ (867) million						
		Earnings per Share : (3.4)						
5	Foreign investments or collaborators, if any	The Company is part of General Electric Group. It has not made any foreign investments and has not entered into any foreign collaborations						
II. Information about Mr. Ravi Kumar Krisnamurthy								
1	Background details	Mr. Ravi Kumar Krishnamurthy, aged 49, is an Accountant by profession and started his career in 1992 with ALSTOM. He moved through various profiles in Finance, Human Resource, Sourcing and Operations. He was appointed as Head for Instrument Transformers (ITR) business division of the Company in 2007. He took the lead as Global Business Development Director for ITR business division in 2011 and was appointed as Head of the Air Insulated Switchgear business of the Company in 2012. He resigned as Whole-time Director & Head AIS Business with effect from December 21, 2016.						
2	Past Remuneration	The remuneration drawn by Mr. Ravi Kumar Krishnamurthy during the past two years is as follows:						
		<table border="1"> <thead> <tr> <th>Financial Year</th> <th>Amount in ₹</th> </tr> </thead> <tbody> <tr> <td>2015-16</td> <td>1,84,37,942</td> </tr> <tr> <td>2014-15</td> <td>1,21,74,681</td> </tr> </tbody> </table>	Financial Year	Amount in ₹	2015-16	1,84,37,942	2014-15	1,21,74,681
		Financial Year	Amount in ₹					
2015-16	1,84,37,942							
2014-15	1,21,74,681							
3	Recognition or awards	-						
4	Job profile and his suitability	He was the Whole-time Director and head of AIS business of the Company. He devoted whole time attention to the management of the affairs of the Company. He was also occupier for all the factories of the Company.						

5	Remuneration paid	Mr. Krishnamurthy can be paid a sum of Rupees one crore and thirty-five lac during the financial year ended March 31, 2017 in accordance with Section II to Part II of Schedule V of the Act with approval of the shareholders by way of special resolution. In terms of the employment he was paid a sum of Rs. 1,99,44,206. Accordingly, approval of the shareholders by way of special resolution is being sought for payment of Rs. 1,03,07,786 and the remaining excess amount of Rs. 96,36,420 has been refunded by him. In terms of Section III to Part II of schedule V of the Act, the holding company of the Company i.e., M/s Grid Equipments Private Limited has made payment of Rs. 1,10,19,578/- to Mr. Ravi Kumar Krishnamurthy for the amount refunded by him and the bonus payable by the Company to him. As per provisions of Section IV to Part II of Schedule V of the Act leave encashment at the end of tenure, contribution to provident fund, superannuation fund or annuity fund to the extent these either singly or put together are not taxable under the Income-tax Act, 1961 and gratuity payable at half a month's salary has not been included in the above mentioned remuneration details.
6	Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person	Considering the responsibility shouldered by him, remuneration paid to him was commensurate with industry standards and Board level positions held in similar sized and similarly positioned businesses.
7	Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any	He did not have any pecuniary relationship directly or indirectly with the Company except remuneration drawn as Whole-time Director. He is not related to any managerial personnel of the Company.
III.	<b>Other information</b>	
1	Reasons of loss or inadequate profits	During the financial year ended March 31, 2017, Company has re-evaluated recoverability of certain customer debts. On the basis of internal evaluation and various factors, including significant lapse of time and resultant increase in uncertainty in realisation, the Company has provided for bad debts reserve. The Company has also reassessed the pending matters relating to taxes, and accordingly, has created provisions towards direct tax and indirect tax litigations/disputes respectively. This has resulted in loss to the Company in terms of Section 198 of the Act.
2	Steps taken or proposed to be taken for improvement	The Company would have been in profits had the provisions as mentioned in point III (1) above not been made.
3	Expected increase in productivity and profits in measurable terms	The Company has healthy order book, which should result in stable revenue generation and resulting profitability.

A copy of the agreement entered between the Company and Mr. Ravi Kumar Krishnamurthy in respect of terms and conditions of 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.

Mr. Krishnamurthy did not hold any Equity Shares in the Company.

The approval of the members is sought by way of a special resolutions as set out at item nos. 7 and 8 of the Notice for terms of appointment including remuneration paid to him for the period upto December 20, 2016 during the financial year ended March 31, 2017.

The Board commends the resolutions set out in item nos. 7 and 8 of the accompanying Notice as Special Resolutions.

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 nos. 7 and 8 of the notice.

#### Item nos. 9 and 10

The Board of Directors of the Company based on the recommendation of Nomination and Remuneration Committee at its meeting held on July 26, 2016, co-opted Mr. Gaurav Manohar Negi as an Additional Director w.e.f July 26, 2016. In terms of Section 161 of the Companies Act, 2013 ("Act"), read with Article 93 of the Articles of Association of the Company, Mr. Gaurav Manohar Negi holds office as such Director upto the date of the Annual General Meeting of the Company. The Company has received a notice in writing from a Member, under Section 160 of the Act, signifying the member's intention to propose the name of Mr. Gaurav Manohar Negi for appointment as a Director liable to retire by rotation.

In the same board meeting dated July 26, 2016, Mr. Gaurav Manohar Negi has also been appointed as Whole-time Director & Chief Financial Officer with effect from July 26, 2016 for a period of two years in terms of Sections 196, 197 and other applicable provisions, if any, of the Act read with Schedule V of the said Act and subject to approval of shareholders of the Company.

## NOTICE

The broad terms of appointment and remuneration of Mr. Gaurav Manohar Negi as contained in the agreement are as under:

1. **Tenure** : Two years with effect from July 26, 2016

2. **Remuneration** :

**I. Annual Fixed compensation:**

Annual fixed compensation of ₹ 1,45,10,000/- (Rupees one crore forty five lacs and ten thousand only) and with effect from July 1, 2017 Rs. 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 & 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 Rs. 31,00,000 (Rupees thirty one lacs only) paid directly by the Company or a sum of Rs.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.

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 provisions of the Companies Act, 2013.

VIII. In the year of adequate profits, the total remuneration paid to him for a financial year, shall not exceed 5% of the net profits of the Company, determined in accordance with the provisions of the Companies Act, 2013, as may be applicable for the financial year. In the event of loss or inadequacy of profits of the Company in any financial year during his tenure, Mr. 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.

**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 Clause 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.
- e) In the event of termination by the Company 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.

NOTICE

- f) If Mr. Negi, at any time, is prevented by ill-health or accident or any physical or mental disability from performing his duties, 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 his duties, 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 Act.

During the financial year ended March, 31, 2017, the Company re-evaluated recoverability of certain customer debts. On the basis of internal evaluation and various factors, including significant lapse of time and resultant increase in uncertainty in realisation, the Company has provided for bad debts reserve. The Company has also reassessed the pending matters relating to taxes, and accordingly, has created provisions towards direct tax and indirect tax litigations/disputes. This has resulted in loss to the Company during the financial year ended March 31, 2017 in terms of Section 198 of the Act.

As per Section II to Part II of Schedule V of the Act, where in any financial year during the currency of tenure of a managerial person, the company has no profits or its profits are inadequate, it may, without Central Government approval, pay remuneration to the managerial person not exceeding the limits prescribed therein, which limits can be doubled if the resolution passed by the shareholders is a special resolution. Thus, in accordance

with Paragraph A of Section II to Part II of Schedule V of the Act and with approval of the shareholders by way of special resolution, Mr. Negi can be paid a sum of Rupees one crore and sixty three lac only during the financial year ended March 31, 2017 as Whole-time Director & Chief Financial Officer. Mr. Negi has been paid a sum of Rs. 1,32,33,082 during the financial year ended March 31, 2017 in accordance with the terms of his appointment as Whole-time Director & Chief Financial Officer. Since the Company has incurred losses for the financial year ended March 31, 2017, the aforesaid remuneration will be payable in accordance with Section II to Part II of Schedule V of the Act. Therefore, approval of the shareholders by way of special resolution is being sought for his appointment including for payment of Rs. 1,32,33,082 as remuneration. As per provisions of Section IV to Part II of Schedule V of the Act contribution to provident fund, superannuation fund or annuity to the extent these either singly or put together are not taxable under the Income-tax Act, 1961 and gratuity has not been included in the above mentioned remuneration.

The Company has received from Mr. Gaurav Manohar Negi (i) consent in writing to act as director in Form DIR-2 pursuant to 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 Act.

He does not hold any Equity Shares in the company.

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

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

He attended all the seven meetings of the board held during his tenure in the financial year ended March 31, 2017.

Disclosure as per Section II to Part II of Schedule V of the Act is as follows:

I. General Information:		
1	Nature of industry	Manufacturing
2	Nature of industry	Not applicable - The Company was incorporated as a private limited company on March 13, 1957 under the name 'The English Electric Company of India (Private) Limited' and was converted into a public limited company on February 25, 1963, when its name was changed to 'The English Electric Company of India Limited'.
3	Date or expected date of commencement of commercial production.	Not applicable
4	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Net Revenue : ₹ 42596 million
		Profit / (Loss) after Tax : ₹ (867) million
		Earnings per Share : (3.4)
5	Foreign investments or collaborators, if any	The Company is part of General Electric Group. It has not made any foreign investments and has not entered into any foreign collaborations.
II. Information about the appointee:		
1	Background details	Mr. Gaurav Manohar Negi, Chartered Accountant, has rich global and diverse Industry experience in financial services, media and manufacturing. His financial expertise includes, Corporate Governance, accounting, auditing, financial planning, corporate finance, taxes, investor discussion. He has over 17 years of global and local experience of working within General Electric. Prior to appointment on the Board, he was Chief Financial Officer of the Company with effect from June 1, 2016.



## NOTICE

2	Past Remuneration	Not applicable as he was appointed as Chief Financial Officer w.e.f June 1, 2016 and as Whole-time Director & Chief Financial Officer w.e.f July 26, 2016.
3	Recognition or awards	-
4	Job profile and his suitability	He is the Whole-time Director & Chief Financial Officer of the Company and his primary role entails 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.
5	Remuneration paid	As Whole-time Director & Chief Financial Officer, Mr. Negi was paid a sum of Rs. 1,32,33,082 during the financial year ended March 31, 2017. As per provisions of Section IV to Part II of Schedule V of the Act contribution to provident fund, superannuation fund or annuity to the extent these either singly or put together are not taxable under the Income-tax Act, 1961 and gratuity has not been included in the above mentioned remuneration.
6	Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person	Considering the responsibility shouldered by him, remuneration paid to him is commensurate with industry standards and Board level positions held in similar sized and similarly positioned businesses.
7	Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any	He does not have any pecuniary relationship directly or indirectly with the Company except remuneration drawn as Whole-time Director & Chief Financial Officer. He is not related to any managerial personnel of the Company.
<b>III.</b>	<b>Other information</b>	
1	Reasons of loss or inadequate profits	During the financial year ended March 31, 2017, the Company has re-evaluated recoverability of certain customer debts. On the basis of internal evaluation and various factors, including significant lapse of time and resultant increase in uncertainty in realisation, the Company has provided for bad debts reserve. The Company has also reassessed the pending matters relating to taxes, and accordingly, has created provisions towards direct tax and indirect tax litigations/disputes. This has resulted in loss to the Company in terms of Section 198 of the Act.
2	Steps taken or proposed to be taken for improvement	The Company would have been in profits had the provision as mentioned in point III (1) above not been made.
3	Expected increase in productivity and profits in measurable terms	The Company has a healthy order book, which should result in stable revenue generation and resulting profitability.

A copy of the agreement entered between the Company and Mr. Gaurav Manohar Negi in respect of terms and conditions of 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.

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

The approval of the members is required for appointment of Mr. Gaurav Manohar Negi as Whole-time Director & Chief Financial Officer w.e.f July 26, 2016 on terms of appointment including with respect to remuneration as provided above.

Accordingly, consent of the members is sought by way of ordinary and special resolutions as set out at item nos. 9 and 10, respectively of the Notice for appointment of Mr. Gaurav Manohar Negi (DIN 02835748) as Director and his appointment as Whole-time Director & Chief Financial Officer and payment of remuneration as provided above.

The Board commends the resolutions set out in Item nos. 9 and 10 of the accompanying Notice as Ordinary and Special Resolutions, respectively.

Except Gaurav Manohar Negi 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 nos. 9 & 10 of the Notice.

### Item nos. 11 and 12

The Board of Directors of the Company based on the recommendation of the Nomination and Remuneration Committee at its meeting held on December 21, 2016, co-opted Mr. Nagesh Tilwani as an Additional Director w.e.f December 21, 2016. In terms of Section 161 of the Companies Act, 2013 ("Act"), read with Article 93 of the Articles of Association of the Company, Mr. Nagesh Tilwani holds office as such Director upto the date of the Annual General Meeting of the Company. The Company has received a notice in writing from a Member, under Section 160 of the Act, signifying the member's intention to propose the name of Mr. Nagesh Tilwani for appointment as a Director liable to retire by rotation.

In the same board meeting dated December 21, 2016, Mr. Nagesh Tilwani was also appointed as Whole-time Director & Head Grid Automation Business for a period of 2 years with effect from December 21, 2016 in terms of Sections 196, 197 and other applicable provisions, if any, of the Act read with Schedule V of the Act and subject to approval of shareholders of the Company. Subsequently, in the board meeting held on February 23, 2017, Mr. Nagesh Tilwani was appointed as Head AIS Business with effect from January 18, 2017 in place of his existing role of Head Grid Automation Business.

## NOTICE

The broad terms of appointment and remuneration of Mr. Nagesh Tilwani shall be as under:

1. **Tenure** : Two years with effect from December 21, 2016

2. **Remuneration** :

I. **Annual Fixed compensation:**

Annual fixed compensation of Rs. 64,00,000/- (Rupees sixty four lac only) and with effect from January 18, 2017 Rs. 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 Policy.

II. **Short Term Incentive/ Annual Executive Incentive Program:**

Short term Incentive as 25% of the Annual fixed compensation and with effect from January 18, 2017 Annual Executive Incentive Program Pay as 35 % of the Annual fixed compensation payable as per GE Annual Executive Incentive Plan Guidelines with such changes as may be decided from time to time

III. **Benefits**

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

IV. **Additional Benefits (with effect from January 18, 2017)**

- a) Company car lease of base value up to a maximum of Rs. 31,00,000 (Rupees thirty one lacs only) paid directly by the Company or a sum of Rs.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.

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 provisions of the Companies Act, 2013.

VIII. In the year of adequate profits, the total remuneration paid to him for a financial year, shall not exceed 5% of the net profits of the Company, determined in accordance with the provisions of the Companies Act, 2013, as may be applicable for the financial year. In the event of loss or inadequacy of profits of the Company in any financial year during his tenure, Mr. 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 Clause 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 the 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.

## NOTICE

- f) If Mr. Tilwani, at any time, is prevented by ill-health or accident or any physical or mental disability from performing his duties, 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 his duties, 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 Act.

During the financial year ended March, 31, 2017, the Company re-evaluated recoverability of certain customer debts. On the basis of internal evaluation and various factors, including significant lapse of time and resultant increase in uncertainty in realisation, the Company has provided for bad debts reserve. The Company has also reassessed the pending matters relating to taxes, and accordingly, has created provisions towards direct tax and indirect tax litigations/disputes. This has resulted in loss to the Company during the financial year ended March 31, 2017 in terms of Section 198 of the Act.

As per Section II to Part II of Schedule V of the Act, where in any financial year during the currency of tenure of a managerial person, the company has no profits or its profits are inadequate, it may, without Central Government approval, pay remuneration to the managerial person not exceeding the limits prescribed therein, which limits can be doubled if the resolution passed by the shareholders is a special resolution. Thus, in accordance

with paragraph A of Section II to Part II of Schedule V of the Act, Mr. Tilwani can be paid a sum of Rupees seventy two lac only during the financial year ended March 31, 2017 with approval of the shareholders by way of special resolution. Mr. Tilwani has been paid a sum of Rs. 23,11,022 (Rupees twenty three lacs eleven thousand and twenty two only) during the financial year ended March 31, 2017 in accordance with the terms of his appointment as Whole-time Director. Since the Company has incurred losses for the financial year ended March 31, 2017, the aforesaid remuneration will be payable in accordance with Section II to Part II of Schedule V of the Act. Therefore, approval of shareholders by way of special resolution is being sought for his appointment including for payment of Rs. 23,11,022 (Rupees twenty three lacs eleven thousand and twenty two only) as remuneration. As per provisions of Section IV to Part II of Schedule V of the Act contribution to provident fund, superannuation fund or annuity to the extent these either singly or put together are not taxable under the Income-tax Act, 1961 and gratuity has not been included in the above mentioned remuneration.

The Company has received from Mr. Nagesh Tilwani (i) consent in writing to act as director in Form DIR-2 pursuant to 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 Act.

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

<b>I.</b>	<b>General Information:</b>							
1	Nature of industry	Manufacturing						
2	Date or expected date of commencement of commercial production.	Not applicable - The Company was incorporated as a private limited company on March 13, 1957 under the name 'The English Electric Company of India (Private) Limited' and was converted into a public limited company on February 25, 1963, when its name was changed to 'The English Electric Company of India Limited'.						
3	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not applicable						
4	Financial performance based on given indicators. (Financial Year 2016-17)	<table border="0"> <tr> <td>Net Revenue</td> <td>: ₹ 42596 million</td> </tr> <tr> <td>Profit / (Loss) after Tax</td> <td>: ₹ (867) million</td> </tr> <tr> <td>Earnings per Share</td> <td>: (3.4)</td> </tr> </table>	Net Revenue	: ₹ 42596 million	Profit / (Loss) after Tax	: ₹ (867) million	Earnings per Share	: (3.4)
Net Revenue	: ₹ 42596 million							
Profit / (Loss) after Tax	: ₹ (867) million							
Earnings per Share	: (3.4)							
5	Foreign investments or collaborators, if any	The Company is part of General Electric Group. It has not made any foreign investments and has not entered into any foreign collaborations.						
<b>II.</b>	<b>Information about the appointee:</b>							
1	Background details	Mr. Nagesh Tilwani, aged 43, is Bachelor of Engineering (Electrical). He has 19 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. Prior to appointment on the Board he was head of Grid Automation business of the Company.						
2	Past Remuneration	Not applicable as he was not appointed as Whole-time Director with effect from December 21, 2016.						
3	Recognition or awards	-						

NOTICE

4	Job profile and his suitability	He is Whole-time Director & Head-AIS business of the Company. He is also occupier for all the factories of the Company.
5	Remuneration paid	As Whole-time Director, Mr. Tilwani was paid a sum of Rs. 23,11,022 during the financial year ended March 31, 2017. As per provisions of Section IV to Part II of Schedule V of the Act contribution to provident fund, superannuation fund or annuity to the extent these either singly or put together are not taxable under the Income-tax Act, 1961 and gratuity has not been included in the above mentioned remuneration.
6	Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person	Considering the responsibility shouldered by him, proposed remuneration is commensurate with Industry standards and Board level positions held in similar sized and similarly positioned businesses.
7	Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any	He does not have any pecuniary relationship directly or indirectly with the Company except remuneration drawn as Whole-time Director & Head – AIS Business. He is not related to any managerial personnel of the Company.
III.	<b>Other information</b>	
1	Reasons of loss or inadequate profits	During the financial year ended March 31, 2017, the Company has re-evaluated recoverability of certain customer debts. On the basis of internal evaluation and various factors, including significant lapse of time and resultant increase in uncertainty in realisation, the Company has provided for bad debts reserve. The Company has also reassessed the pending matters relating to taxes, and accordingly, has created provisions towards direct tax and indirect tax litigations/disputes. This has resulted in loss to the Company in terms of Section 198 of the Act.
2	Steps taken or proposed to be taken for improvement	The Company would have been in profits had the provisions as mentioned in point III (1) above not been made.
3	Expected increase in productivity and profits in measurable terms	The Company has a healthy order book, which should result in stable revenue generation and resulting profitability.

Mr. Tilwani does not hold any Equity Shares in the company.

He attended all the three meetings of the Board held during his tenure in the financial year 2016-17.

A copy of the agreement entered between the Company and Mr. Nagesh Tilwani in respect of terms and conditions of 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.

Considering his background and experience, the Board is of the opinion that the appointment of Mr. Nagesh Tilwani as Whole-time Director & Head-AIS Business, will be beneficial to the Company. The approval of the members is required for appointment of Mr. Nagesh Tilwani as Whole-time Director & Head- AIS Business w.e.f December 21, 2016 on terms of appointment including with respect to remuneration as provided above.

Accordingly, consent of the members is sought for passing Ordinary and Special Resolutions as set out at item nos. 11 and 12 of the Notice for appointment of Mr. Nagesh Tilwani (DIN 07684746) as Director and appointment of Mr. Nagesh Tilwani (DIN 07684746) as Whole-time Director & Head AIS Business, respectively and payment of remuneration thereon.

The Board commends the resolutions set out in Item nos. 11 and 12 of the accompanying Notice as ordinary and special resolutions, respectively.

Except Nagesh Tilwani 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 nos. 11 and 12 of the Notice.

**Item nos. 13 and 14**

The Board of Directors of the Company based on the recommendation of the Nomination and Remuneration Committee at its meeting held on March 14, 2017, co-opted Mr. Sunil Kumar Wadhwa as an Additional Director w.e.f April 4, 2017. In terms of Section 161 of the Companies Act, 2013 ("Act"), read with Article 93 of the Articles of Association of the Company, Mr. Sunil Wadhwa holds office as such Director upto the date of the Annual General Meeting of the Company. The Company has received a notice in writing from a Member, under Section 160 of the Act, signifying the member's intention to propose the name of Mr. Wadhwa for appointment as a Director who shall not be liable to retire by rotation.

In the same board meeting dated March 14, 2017, Mr. Sunil Kumar Wadhwa was also appointed as Managing Director of the Company for a period of 5 years with effect from April 4, 2017 in terms of Sections 196, 197 and other applicable provisions, if any, of the Act read with Schedule V of the said Act and subject to approval of shareholders of the Company.

The broad terms of appointment and remuneration of Mr. Sunil Kumar Wadhwa are as under:

1. **Tenure:** Five years with effect from April 4, 2017
2. **Remuneration:**
  - I. **Annual Fixed compensation:**

Annual fixed compensation of Rs. 1,80,00,000 (Rupees one crore eighty lac only) including flexible components and Provident Fund, with such increase as may be determined by the Board from time to time

## NOTICE

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 70 % of the annual fixed compensation payable as per GE Annual Executive Incentive Plan Guidelines with such changes as may be decided from time to time

### III. Benefits

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

### IV. Additional Benefits

- a) Company car lease as per Company Policy paid directly by the company. 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) joining bonus of ₹ 70,00,000 (Rupees seventy lac only) subject to recovery in case of leaving the Company within 12 months of payment
- c) 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.
- d) 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 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. Wadhwa's remuneration will be subject to the provisions of the Companies Act, 2013,

VIII. In the year of adequate profits, the total remuneration paid to him for a financial year, shall not exceed 5% of the net profits of the Company, determined in accordance with the provisions of the Companies Act, 2013, as may be applicable for the financial year. In the event of loss or inadequacy of profits of the Company in any financial year during his tenure, Mr. Wadhwa 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 Agreement may be terminated by Mr. Wadhwa 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. Wadhwa 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 Clause 13.(d) of the Service Agreement, in the event the Company terminates this Agreement as mentioned in Clauses 13.(a) and 13(c) of the Service Agreement, the Company may, in its absolute discretion, pay Mr. Wadhwa a sum in lieu of whole or part of the notice. Notice pay (in either case) is calculated on Mr. Wadhwa's last earned basic salary at the time of separation but not the other benefits, to which Mr. Wadhwa 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 Service Agreement without assigning any reason whatsoever.
- d) The Company may also terminate the Agreement without notice if Mr. Wadhwa 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. Wadhwa 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. Wadhwa, at any time, is prevented by ill-health or accident or any physical or mental disability from performing his duties, 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 his duties, 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.

Brief profile of Mr. Sunil Kumar Wadhwa is as under:

Mr. Sunil Wadhwa, aged 57 has over 31 years of rich experience in the areas of business operations, project management, finance, corporate governance, etc.



## NOTICE

Prior to joining GE T&D India Limited as Managing Director from April 4, 2017, He served as CEO & Managing Director of IL&FS Energy Development Co. Ltd. for 5 years since April 2012. Before IL&FS, he served for 25 years in the Tata groups in oil & gas, chemicals & fertilizers and power business.

Mr. Wadhwa was Managing Director of Tata Power Delhi Distribution Company Limited (A Tata Power and Government of Delhi Joint Venture, formerly known as North Delhi Power Ltd.) during 2007 to 2012 and its Chief Financial Officer / Executive Director during 2002 to 2007.

During his tenure of 10 years in Tata Power Delhi Distribution Ltd., the Company received many recognitions including the best utility of Asia, 'Thomas Edison' award for use of technology in power business and 'Hall of Fame' recognition for Balanced scorecard implementation from Dr. Robert Kaplan. The Company reduced AT&C losses from 58% to around 10% during his tenure.

Prior to this he was CFO & Company Secretary of Tata Chemicals Ltd. during 2001 to 2002 and Head of Finance and Company Secretary of Hitech Drilling Services India Ltd. for 15 years from 1986 which was set-up as a Tata & Schlumberger JV in the oil field services sector.

He on an individual level was adjudged as the most inspirational CEO in the power sector across Asia by Asia Power (Singapore) for the year 2008 and also received Udyog Ratan award from the Institute of Economic Studies, New Delhi. He was mentor to the Tata Business Excellence teams during 2004 to 2012.

Mr. Wadhwa is a rank holder Chartered Accountant and also a Company Secretary by qualification. He is an alumnus of 'The Mothers International School' and 'Shri Ram College of Commerce', New Delhi.

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

He does not hold any Equity Shares in the company.

A copy of the agreement entered between the Company and Mr. Sunil Wadhwa in respect of terms and conditions of 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.

Considering background and experience of Mr. Sunil Wadhwa, the Board is of the opinion the appointment of Mr. Sunil Wadhwa as Managing Director, will be beneficial to the Company.

Accordingly, consent of the members is sought by way of ordinary and special resolutions as set out at item nos. 13 and 14, respectively, of the notice for appointment of Mr. Sunil Kumar Wadhwa (DIN 00259638) as Director and his appointment as Managing Director and payment of remuneration as provided above.

The Board commends the resolutions set out in Item nos. 13 and 14 of the accompanying Notice as ordinary resolutions.

Except Mr. Sunil Wadhwa 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 nos. 13 and 14 of the notice.

### Item no. 15

Mr. Rathindra Nath Basu was Managing Director of the Company since February 1, 2007. He was last appointed as Managing Director with effect from February 1, 2016, for a period of two years on the terms and conditions as to remuneration as per provisions of Section 196, 197 read with Schedule V of the Companies Act, 2013 ("Act"). The said re-appointment was also approved by the members by way of ordinary resolution passed at the 59th Annual General Meeting held on 23rd July, 2015. Mr. Basu resigned from the position of Managing Director of the Company with effect from close of business hours on February 28, 2017 and later resigned from the board with effect from April 4, 2017.

During the financial year ended March 31, 2017, management re-evaluated recoverability of certain customer debts. On the basis of internal evaluation and various factors, including significant lapse of time and resultant increase in uncertainty in realisation, the Company has provided for bad debts reserve. The management has also reassessed the pending matters relating to taxes, and accordingly, has created provisions towards direct tax and indirect tax litigations/disputes. This has resulted in loss to the Company during the financial year ended March 31, 2017 in terms of Section 198 of the Act.

As per Section II to Part II of Schedule V of the Act, where in any financial year during the currency of tenure of a managerial person, the company has no profits or its profits are inadequate, it may, without Central Government approval, pay remuneration to the managerial person not exceeding the limits prescribed therein, which limits can be doubled if the resolution passed by the shareholders is a special resolution. In accordance with Paragraph A of Section II to Part II of Schedule V of the Act, Mr. Basu can be paid a sum of Rs. one crore eighty five lac only during the financial year ended March 31, 2017 with approval of the shareholders by way of special resolution. In view of the fact that in terms of his employment he has been paid a sum of Rs. 3,15,36,594 during the financial year ended March 31, 2017, approval of shareholders by way of special resolution is being sought for payment of Rs. 1,70,36,594 and the remaining excess amount of Rs. 1,45,00,000 has been refunded by him.

As per Section III to Part II of Schedule V of the Act, remuneration in excess of the limits prescribed under Section II to Part II of Schedule V of the Act may be paid to managerial persons by another company subject to the conditions provided therein. In terms of Section III to Part II of Schedule V of the Act, the holding company of the Company i.e., M/s Grid Equipments Private Limited has paid a sum of Rs. 2,35,00,000 to Mr. Basu for the said excess amount refunded by him and bonus payable by the Company to him.

As per provisions of Section IV to Part II of Schedule V of the Act leave encashment at the end of tenure, contribution to provident fund, superannuation fund or annuity fund to the extent these either singly or put together are not taxable under the Income-tax Act, 1961 and gratuity payable at half month's salary has not been included in the above mentioned remuneration.

## NOTICE

Disclosure as per Section II to Part II of Schedule V of the Act is as follows:

I. General Information:								
1	Nature of industry	Manufacturing						
2	Date or expected date of commencement of commercial production.	Not applicable - The Company was incorporated as a private limited company on March 13, 1957 under the name 'The English Electric Company of India (Private) Limited' and was converted into a public limited company on February 25, 1963, when its name was changed to 'The English Electric Company of India Limited'.						
3	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not applicable						
4	Financial performance based on given indicators. (Financial Year 2016-17)	Net Revenue : ₹ 42596 million						
		Profit / (Loss) after Tax : ₹ (867) million						
		Earnings per Share : (3.4)						
5	Foreign investments or collaborators, if any	The Company is part of General Electric Group. It has not made any foreign investments and has not entered into any foreign collaborations.						
II. Information about the appointee:								
1	Background details	<p>Mr. Rathindra Nath Basu, aged 61 years, holds B.Tech (Electronics) from Science College, Calcutta University and B.Sc (Honours in Physics) from St Xavier's, Calcutta University. He has also attended the Advanced Management Program at Insead, France and a program on Global Electricity Markets at London Business School.</p> <p>He has 39 years of rich experience in organisations, which include, ALSTOM, AREVA, Cegelec and NTPC Limited. He started his career in 1978 with NTPC. He joined Cegelec India as the Head of the Energy Division in 1985 and was appointed as the CEO of Cegelec India in June 1989. In 1998, post Cegelec's merger with ALSTOM (erstwhile GEC ALSTHOM), he was nominated as the Managing Director of two separate business divisions of your Company - the Turnkey Systems and the Automation business. He then moved to Alstom T&amp;D, Paris in a global role where he led the Power Distribution Product Line during 2003-2007 as Vice President (Power Distribution) operations, project management, finance, corporate governance, etc.</p>						
2	Past Remuneration	Not applicable as he was not a managerial person.						
		<table border="1"> <thead> <tr> <th>Financial Year</th> <th>Amount in ₹</th> </tr> </thead> <tbody> <tr> <td>2015-16</td> <td>47,996,537</td> </tr> <tr> <td>2014-15</td> <td>21,799,075</td> </tr> </tbody> </table>	Financial Year	Amount in ₹	2015-16	47,996,537	2014-15	21,799,075
		Financial Year	Amount in ₹					
2015-16	47,996,537							
2014-15	21,799,075							
3	Recognition or awards	-						
4	Job profile and his suitability	He was the Managing Director of the Company and devoted whole time attention to the management of the affairs of the Company.						
5	Remuneration Paid	In accordance with Section II to Part II of Schedule V of the Act, Mr. Basu can be paid a sum of Rs. 1,85,00,000 (Rupees one crore eighty five lac only) during the financial year ended March 31, 2017 with approval of the shareholders by way of special resolution. In view of the fact that in terms of his employment he has been paid a sum of Rs. 3,15,36,594 approval of Shareholders by way of special resolution is being sought for payment of Rs. 1,70,36,594 and the remaining excess amount of Rs. 1,45,00,000 has been refunded by him. In terms of Section III to Part II of schedule V of the Act, the holding company of the Company i.e., M/s Grid Equipments Private Limited has paid Rs. 2,35,00,000 to Mr. Basu for the above excess amount refunded by him along with bonus payable by the Company to him. As per provisions of Section IV to Part II of Schedule V of the Act leave encashment at the end of tenure, contribution to provident fund, superannuation fund or annuity fund to the extent these either singly or put together are not taxable under the Income-tax Act, 1961 and gratuity payable at half a month's salary has not been included in the above mentioned remuneration.						
6	Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person	Considering the responsibility shouldered by him, remuneration paid to him was commensurate with Industry standards and Board level positions held in similar sized and similarly positioned businesses.						
7	Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any	He does not have any pecuniary relationship directly or indirectly with the Company except remuneration drawn as Managing Director. He is not related to any managerial personnel of the Company.						

NOTICE

III.	Other information	
1	Reasons of loss or inadequate profits	During the financial year ended March 31, 2017, the Company has re-evaluated recoverability of certain customer debts. On the basis of internal evaluation and various factors, including significant lapse of time and resultant increase in uncertainty in realisation, the Company has provided for bad debts reserve. The Company has also reassessed the pending matters relating to taxes, and accordingly, has created provisions towards direct tax and indirect tax litigations/disputes. This has resulted in loss to the Company in terms of Section 198 of the Act.
2	Steps taken or proposed to be taken for improvement	The Company would have been in profits had the provisions as mentioned in point III (1) above not been made.
3	Expected increase in productivity and profits in measurable terms	The Company has a healthy order book, which should result in stable revenue generation and resulting profitability.

The approval of the members is sought by way of a special resolution as set out at item no. 15 of the notice for remuneration paid to Mr. Rathindra Nath Basu as mentioned above.

The Board commends the resolution set out in item no. 15 of the accompanying notice as a special resolution.

None of the directors and key managerial personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at item no. 15.

**Item no. 16**

Mr. Subhashchandra Manilal Momaya was Whole-time Director & Chief Financial Officer of the Company since September 1, 2013. He was last appointed as Whole-time Director & Chief Financial Officer of the Company with effect from September 1, 2015, for a period of two years on the then existing terms and conditions as to remuneration as per provisions of Section 196, 197 read with Schedule V of the Companies Act, 2013 ("Act"). The said re-appointment was also approved by the members by way of ordinary resolution passed at the 59th Annual General Meeting held on 23rd July, 2015. Mr. Momaya superannuated from services of the company and accordingly ceased to be member of the board with effect from close of business hours on May 31, 2016.

During the financial year ended March, 31, 2017, the Company re-evaluated recoverability of certain customer debts. On the basis of internal evaluation and various factors, including significant lapse of time and resultant increase in uncertainty in realisation, the Company has provided for bad debts reserve. The management has also reassessed the pending matters relating to taxes, and accordingly, has created provisions towards direct tax and indirect tax litigations/disputes respectively. This has resulted in loss to the

Company during the financial year ended March 31, 2017 in terms of Section 198 of the Act.

As per Section II to Part II of Schedule V of the Act, where in any financial year during the currency of tenure of a managerial person, the company has no profits or its profits are inadequate, it may, without Central Government approval, pay remuneration to the managerial person not exceeding the limits prescribed therein, which limits can be doubled if the resolution passed by the shareholders is a special resolution. In accordance with Paragraph A of Section II to Part II of Schedule V of the Act, Mr. Momaya can be paid a sum of Rupees twenty four lacs only during the financial year ended March 31, 2017 with approval of the shareholders by way of special resolution. In view of the fact that in terms of his employment he has been paid a sum of Rs. 1,79,34,822 during the financial year ended March 31, 2017, approval of shareholders by way of special resolution is being sought for payment of Rs. 18,56,092 and the remaining excess amount of Rs. 16,078,730 has been refunded by him.

As per Section III to Part II of Schedule V of the Act, remuneration in excess of the limits prescribed under Section II to Part II of Schedule V of the Act may be paid to managerial persons by another company subject to the conditions provided therein. In terms of Section III to Part II of Schedule V of the Act, the holding company of the Company i.e., M/s Grid Equipments Private Limited has paid Rs. 1,68,28,566 to Mr. Subhashchandra Manilal Momaya for the said excess amount refunded by him and bonus payable by the Company to him.

As per provisions of Section IV to Part II of Schedule V of the Act leave encashment at the end of tenure, contribution to provident fund, superannuation fund or annuity fund to the extent these either singly or put together are not taxable under the Income-tax Act, 1961 and gratuity payable at half a month's salary has not been included in the above mentioned remuneration.

Disclosure as per Section II to part II of Schedule V of the Act is as follows

I.	General Information:	
1	Nature of industry	Manufacturing
2	Date or expected date of commencement of commercial production.	Not applicable - The Company was incorporated as a private limited company on March 13, 1957 under the name 'The English Electric Company of India (Private) Limited' and was converted into a public limited company on February 25, 1963, when its name was changed to 'The English Electric Company of India Limited'.
3	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not applicable

NOTICE

4	Financial performance based on given indicators. (Financial Year 2016-17)	Net Revenue : ₹ 42596million						
		Profit / (Loss) after Tax : ₹ (867) million						
		Earnings per Share : (3.4)						
5	Foreign investments or collaborators, if any	The Company is part of General Electric Group. It has not made any foreign investments and has not entered into any foreign collaborations.						
<b>II. Information about the appointee:</b>								
1	Background details	Mr. S.M. Momaya, aged 60 years, is a Chartered Accountant with 37 years of extensive experience acquired through various positions in Power, Transmission & Distribution and Instrumentation businesses. He has been working with Alstom group since 1987. He was Chief Financial Officer of Alstom India Limited from August 2000 to August 2013, Chief Financial officer to ALSTOM Power Boilers Limited during 1998 to 2000 and Chief Financial Manager of ABB Instrumentation Limited during 1995 to 1998						
2	Past Remuneration	The remuneration drawn by Mr. Subhashchandra Manilal Momaya during the past two years is as follows:						
		<table border="1"> <thead> <tr> <th>Financial Year</th> <th>Amount in ₹</th> </tr> </thead> <tbody> <tr> <td>2015-16</td> <td>15,937,300</td> </tr> <tr> <td>2014-15</td> <td>13,966,250</td> </tr> </tbody> </table>	Financial Year	Amount in ₹	2015-16	15,937,300	2014-15	13,966,250
		Financial Year	Amount in ₹					
2015-16	15,937,300							
2014-15	13,966,250							
3	Recognition or awards	-						
4	Job profile and his suitability	He was the Whole-time Director & Chief Financial Officer of the Company and his primary role was to 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.						
5	Remuneration Paid	Mr. Momaya can be paid a sum of (Rupees twenty four lac only) during the financial year ended March 31, 2017 in accordance with Section II to Part II of Schedule V of the Act with approval of the shareholders by way of special resolution. In terms of the employment he was paid a sum of Rs. 1,79,34,822. Accordingly, approval of the shareholders by way of a special resolution is being sought for payment of Rs. 1,856,092 and the remaining excess amount of Rs. 16,078,730 has been refunded by him. In terms of Section III to Part II of Schedule V of the Act, the holding company of the Company i.e., M/s Grid Equipments Private Limited has paid Rs. 1,68,28,566 to Mr. Momaya for the above excess amount refunded by him along with bonus payable by the Company to him. As per the provisions of Section IV to Part II of Schedule V of the Act, leave encashment at the end of tenure, contribution to provident fund, superannuation fund or annuity fund to the extent these either singly or put together are not taxable under the Income-tax Act, 1961 and gratuity payable at half a month's salary has not been included in the above mentioned remuneration.						
6	Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person	Considering the responsibility shouldered by him, remuneration paid to him was commensurate with industry standards and Board level positions held in similar sized and similarly positioned businesses						
7	Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any	He does not have any pecuniary relationship directly or indirectly with the Company except remuneration drawn as Whole-time Director & Chief Financial Officer. He is not related to any managerial personnel of the Company.						
<b>III. Other information</b>								
1	Reasons of loss or inadequate profits	During the financial year ended March 31, 2017, the Company has re-evaluated recoverability of certain customer debts. On the basis of internal evaluation and various factors, including significant lapse of time and resultant increase in uncertainty in realisation, the Company has provided for bad debts reserve. The Company has also reassessed the pending matters relating to taxes, and accordingly, has created provisions towards direct tax and indirect tax litigations/disputes respectively. This has resulted in loss to the Company in terms of Section 198 of the Act.						
2	Steps taken or proposed to be taken for improvement	The Company would have been in profits had the provisions as mentioned in point III (1) above not been made.						
3	Expected increase in productivity and profits in measurable terms	The Company has a healthy order book, which should result in stable revenue generation and resulting profitability						

## NOTICE

The approval of the members is sought by way of a special resolution as set out at item no. 16 of the notice for remuneration paid to Mr. Subhashchandra Manilal Momaya (DIN 00017199) during financial year ended March 31, 2017.

The Board commends the resolution set out in item no. 16 of the accompanying notice as a special resolution.

None of the directors and key managerial personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at item no. 16.

### **Item No. 17**

Under the provisions of the Companies Act, 2013 and the rules made thereunder ('the Act'), the Company is required to send statutory documents such as Annual Report, Postal Ballot Notices etc. to the members of the Company.

In terms of Section 20 of the Act, a document may be served on any member by sending it to him by post or by registered post or by speed post or by courier or by delivering at his office or address, or by such

electronic or other mode as may be prescribed. Provided, a member may request for delivery of any document through a particular mode, for which he shall pay such fees as may be determined by the Company in its AGM.

The Company has received request from member(s) for sending documents through a particular mode, hence, it is proposed to take up the matter for approval of members at this AGM of the Company.

Accordingly, your Directors propose the resolution as set out in Item No. 17 above for the approval of members as an ordinary resolution.

None of the Directors / Key Managerial Personnel of the Company / their relatives is, in any way, concerned or interested, financially or otherwise, in this resolution.

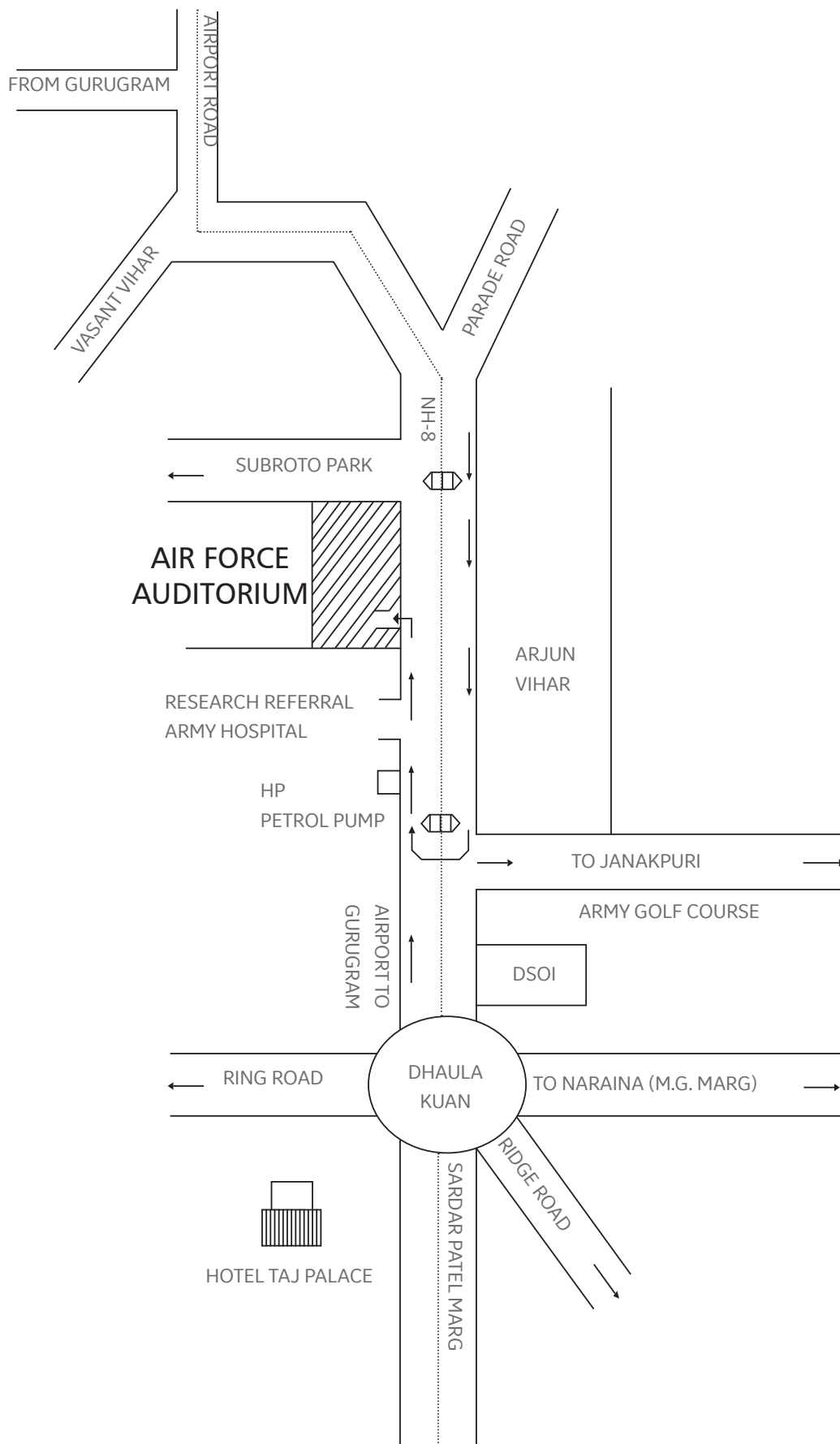
By order of the Board

Place : New Delhi  
Date : June 22, 2017

**Manoj Prasad Singh**  
Company Secretary



# ROUTE MAP TO VENUE FOR AGM





**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

**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) of .....shares 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.....

as my/our proxy to attend and vote (on a poll) for me/us and on my/ our behalf at the 61st Annual General Meeting of the Company to be held on Tuesday, the 25th July, 2017 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
<b>Ordinary Business</b>			
1.	Adoption of the audited financial statements of the Company for the financial year ended March 31, 2017 together with the reports of the Board of Directors and Auditors thereon.		
2.	Declaration of dividend of Rs.1.80 (Rupee one and paise eighty only) per equity share for the financial year ended on March 31, 2017.		
3.	Ratification of appointment of M/s. B S R & Associates LLP, Chartered Accountants, as Auditors of the Company and to authorise Board of Directors to fix their remuneration.		
<b>Special Business</b>			
4.	Approval of the remuneration of Cost Auditors for the financial year ending March 31, 2018.		
5.	Appointment of Ms. Neera Saggi (DIN 00501029) as an Independent Director.		
6.	Appointment of Mr. Stephane Cai (DIN 07607252) as Director		
7.	Appointment of Mr. Ravi Kumar Krishnamurthy (DIN 03626516), Head AIS Business as Alternate Director to Mr. Michel Augonnet up to July 25, 2016 and terms of his appointment including remuneration.		
8.	Appointment of Mr. Ravi Kumar Krishnamurthy (DIN 03626516) as Whole-time Director & Head AIS Business and payment of remuneration to him for the period July 26, 2016 to December 20, 2016.		
9.	Appointment of Mr. Gaurav Manohar Negi (DIN 02835748) as Director		
10.	Appointment of Mr. Gaurav Manohar Negi (DIN 02835748) as Whole-time Director & Chief Financial Officer and payment of remuneration to him.		
11.	Appointment of Mr. Nagesh Tilwani (DIN 07684746) as Director		

Resolution No.	Resolution	Vote*	
		For	Against
12.	Appointment of Mr. Nagesh Tilwani (DIN 07684746) as Whole-time Director & Head AIS Business and payment of remuneration to him.		
13.	Appointment of Mr. Sunil Kumar Wadhwa (DIN 00259638) as Director		
14.	Appointment of Mr. Sunil Kumar Wadhwa (DIN 00259638) as Managing Director		
15.	Payment of remuneration to Mr. Rathindra Nath Basu (DIN 01192973).		
16.	Payment of remuneration to Mr. Subhashchandra Manilal Momaya (DIN 00017199).		
17.	Service of documents to the members		

\* 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 ..... 2017.

Signature of shareholder .....

Signature of Proxy holder(s) .....

Affix Revenue Stamp here
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Notes:

1. 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.
2. 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 first Annual General Meeting (AGM) of the Company on Tuesday, the 25th July, 2017 at 9:30 A.M. at 'Air Force Auditorium', Subroto Park, New Delhi 110010.

\_\_\_\_\_  
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 2016-17 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 2016-17 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**

(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

**ELECTRONIC VOTING PARTICULARS**

EVEN (E-Voting Event Number)	USER ID	PASSWORD

**Notes:**

1. Please read the instructions given in Notice of the 61st AGM carefully before voting electronically.
2. The remote e-voting period commences on July 22, 2017 (9:00 a.m) and ends on July 24, 2017 (5:00 p.m).