



GE T&D India Limited

(formerly ALSTOM T&D India Limited)
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Noida, Uttar Pradesh
India 201301

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<http://www.ge.com/in/ge-td-india-limited>

July 28, 2017

The Secretary
BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street
MUMBAI 400 001

The Manager
Listing Department
National Stock Exchange of India Ltd
Exchange Plaza, Bandra Kurla
Complex, Bandra (East)
MUMBAI 400 051

The Secretary
The Calcutta Stock
Exchange Limited
7, Lyons Range
KOLKATA 700 001

Code No. 522275

Symbol: GET&D

Code No. 17035

Dear Sir,

Sub: **Annual Report 2016-17**

In terms of regulation 34(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith copy of Annual Report 2016-17. The same was approved and adopted in the annual general meeting of the Company held on July 25, 2017.

The same is also available at the website of the Company <https://www.ge.com/in/ge-td-india-limited> under the section "Reports & Financials".

Hope you will find the same in order.

Thanking you,

Yours faithfully,

For GE T&D India Limited
(formerly ALSTOM T&D India Limited)


Manoj Prasad Singh
Company Secretary

Encl.: A/a

GE T&D India Limited

(Formerly ALSTOM T&D India Limited)



Annual Report 2016-17



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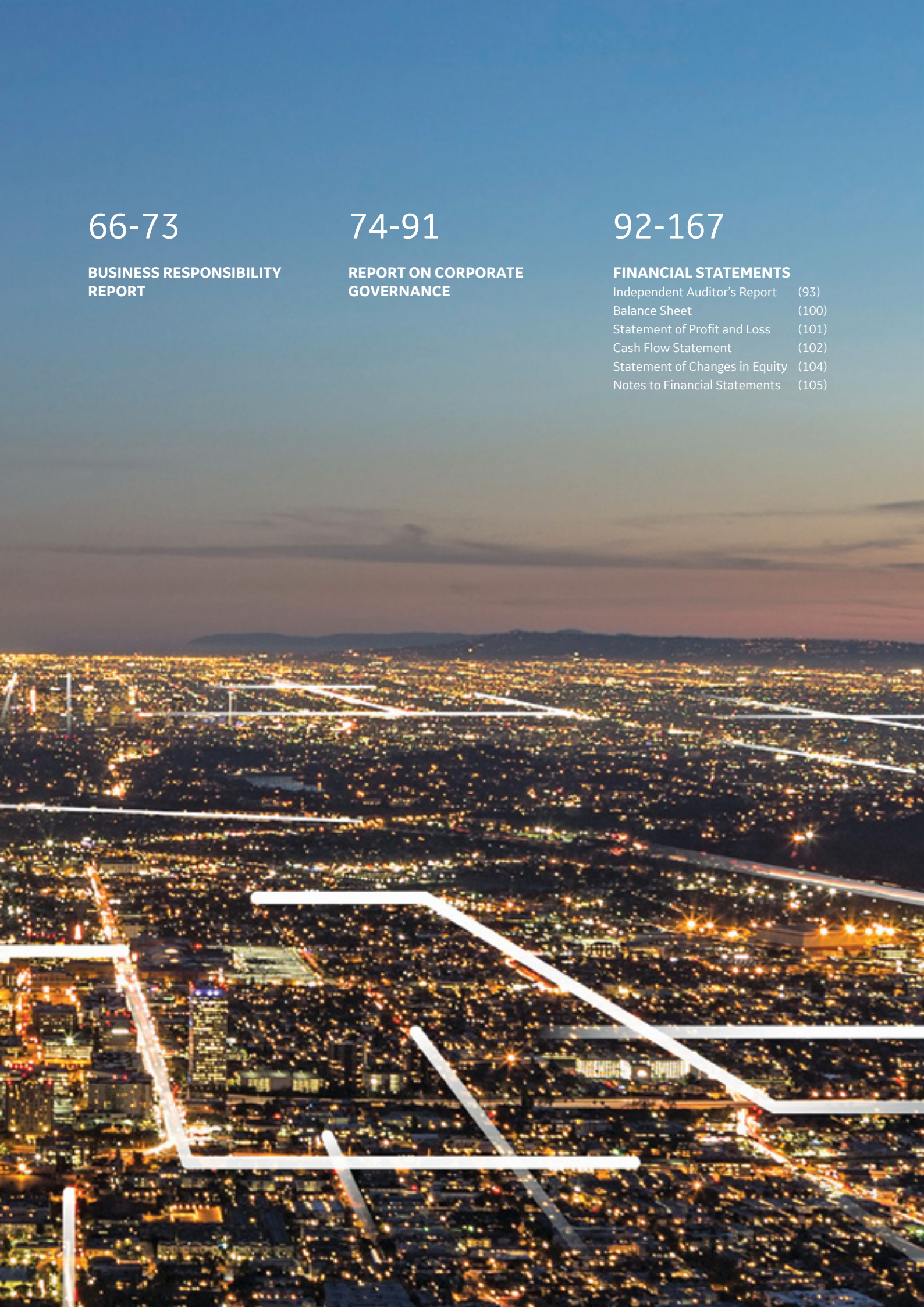
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BOARD OF DIRECTORS



1 Stephane Cai
2 Sunil Wadhwa
3 Rakesh Nath

4 Kirit S. Parikh
5 Neera Saggi
6 Bhanu Bhushan

7 Nagesh Tilwani
8 Gaurav M. Negi

CORPORATE INFORMATION

Board of Directors

Stephane Cai - Chairman¹

Sunil Wadhwa - Managing Director²

Gaurav M. Negi - Whole-time Director & Chief Financial Officer³

Nagesh Tilwani - Whole-time Director & Head – AIS Business⁴

Bhanu Bhushan

Kirit S. Parikh

Rakesh Nath

Neera Saggi⁵

Rathindra Nath Basu⁶

Michel Augonnet⁷

S. M. Momaya⁸

Isabelle Compain-Gerlier⁹

Ravi Kumar Krishnamurthy¹⁰

Chandan Roy¹¹

¹ Director and Chairman w.e.f 07.09.2016

² Managing Director w.e.f 04.04.2017

³ CFO w.e.f. 01.06.2016 and Whole-time Director & CFO w.e.f. 26.07.2016

⁴ Whole-time Director w.e.f 21.12.2016

⁵ Director w.e.f 26.07.2016

⁶ Ceased to be Managing Director w.e.f. close of business hours on 28.02.2017 and director w.e.f. 04.04.2017

⁷ Ceased to be Director w.e.f. 07.09.2016

⁸ Ceased to be Whole-time Director & Chief Financial Officer and Director w.e.f. close of business hours on 31.05.2016

⁹ Ceased to be a Director w.e.f 04.07.2016

¹⁰ Whole-time Director from July 26, 2016 to December 20, 2016. Alternate Director upto July 25, 2016

¹¹ Passed away on 23.06.2016

Committees of Directors

Audit Committee

Rakesh Nath, Chairman¹

Bhanu Bhushan

Neera Saggi²

Stephane Cai²

Isabelle Compain-Gerlier³

Michel Augonnet⁴

Chandan Roy⁵

¹ Chairman w.e.f 28.06.2016

² Member w.e.f 07.09.2016

³ Ceased to be member w.e.f. 04.07.2016

⁴ Member from 05.07.2016 upto 06.09.2016

⁵ Passed away on 23.06.2016

Stakeholders Relationship Committee

Rakesh Nath, Chairman¹

Sunil Wadhwa²

Gaurav M. Negi³

Chandan Roy⁴

Rathindra Nath Basu⁵

Michel Augonnet⁶

S. M. Momaya⁷

¹ Chairman w.e.f. 28.06.2016

² Member w.e.f. 04.04.2017

³ Member w.e.f. 26.07.2016

⁴ Passed away on 23.06.2016

⁵ Ceased to be a member w.e.f. 04.04.2017

⁶ Ceased to be member w.e.f. 26.07.2016

⁷ Ceased to be a member w.e.f. close of business hours on 31.05.016

Corporate Social Responsibility Committee

Dr. Kirit S Parikh, Chairman¹

Sunil Wadhwa²

Gaurav M. Negi³

Chandan Roy⁴

Rathindra Nath Basu⁵

Michel Augonnet⁶

S. M. Momaya⁷

¹ Member and Chairman w.e.f. 28.06.2016

² Member w.e.f. 04.04.2017

³ Member w.e.f. 26.07.2016

⁴ Passed away on w.e.f 23.06.2016

⁵ Ceased to be a member w.e.f. 04.04.2017

⁶ Ceased to be a member w.e.f. 26.07.2016

⁷ Ceased to be a member w.e.f. close of business hours on 31.05.2016

Nomination and Remuneration Committee

Rakesh Nath, Chairman¹

Bhanu Bhushan

Stephane Cai²

Chandan Roy³

Michel Augonnet⁴

¹ Chairman w.e.f. 28.06.2016

² Member w.e.f. 07.09.2016

³ Passed away on 23.06.2016

⁴ Ceased to be a member w.e.f. 07.09.2016

Company Secretary

Manoj Prasad Singh

Auditors

M/s. B S R & Associates LLP,
Chartered Accountants

Cost Auditors

M/s. Shome and Banerjee,

Cost Accountants

M/s. Jugal K. Puri & Associates,

Cost Accountants

Secretarial Auditors

VKC & Associates, Company Secretaries

Registrars and Share Transfer Agents

C B Management Services (P) Limited

P-22, Bondel Road, Kolkata - 700 019

Tel. No. : 91 33 40116700 (100 lines)

Fax No. : 91 33 40116739

Email : rta@cbmsl.com

Bankers

Axis Bank Limited

Bank of Tokyo - Mitsubishi

Citibank N.A.

Credit Agricole CIB

HSBC

ICICI Bank Limited

IDBI Bank Limited

Standard Chartered Bank

Corporate Identity Number

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

IMAGINATION AT WORK

General Electric is a global digital industrial company, transforming industry with software-defined machines and solutions that are connected, responsive and predictive.

With products and services ranging from aircraft engines, power generation, oil and gas production equipment to medical imaging, financing and industrial products, it serves customers in approximately 180 countries worldwide.

Since its incorporation in 1892, it has developed or acquired new technologies and services that has considerably broadened and changed the scope of its activities.



THE GE STORE

The GE Store is the global exchange of technology, talent, and expertise across GE's diverse businesses and markets. GE businesses give and take from the Store.



GE T&D India Limited

GE T&D India is the market leader in the Indian power transmission sector. It has over 100 years of expertise in building the transmission infrastructure for the country which has evolved greatly and today is one of the largest transmission networks in the world.

It has been a pacesetter in introducing and localising the latest technologies and solutions in the Indian market. It offers a strong and diverse portfolio of products, solutions, automation and services, comprising the entire range of transmission equipment up to Extra and Ultra High Voltages (765 kV and beyond).

This includes locally manufactured Power Transformers, Gas-Insulated Switchgears (GIS), Air-Insulated Switchgears (AIS), power electronics solutions like HVDC and FACTS that help create super highways, and highly advanced power management Smart Grid solutions for transmission and distribution, including renewable energy integration. With around 3,000 employees and six world class manufacturing sites, GE T&D India is future-ready.

**We are the future of electrification,
grid and controls**

Manufacturing Excellence 2016-17

OVER **40**

Substations Commissioned across
66 kV/132 kV/220 kV/440 kV/765 kV

OVER **50**

Renovation and modernization bays
commissioned across all voltages

OVER **1000**

Bays Commissioned across
220/400/765 kV with substation
automation

Around **31,000**

MVA Commissioned with around 100
units of transformers and reactors

**60% OF THE
ENERGY FLOW**
in India is managed on
GE T&D technology

PRODUCT PORTFOLIO



Transformers



Switchgear



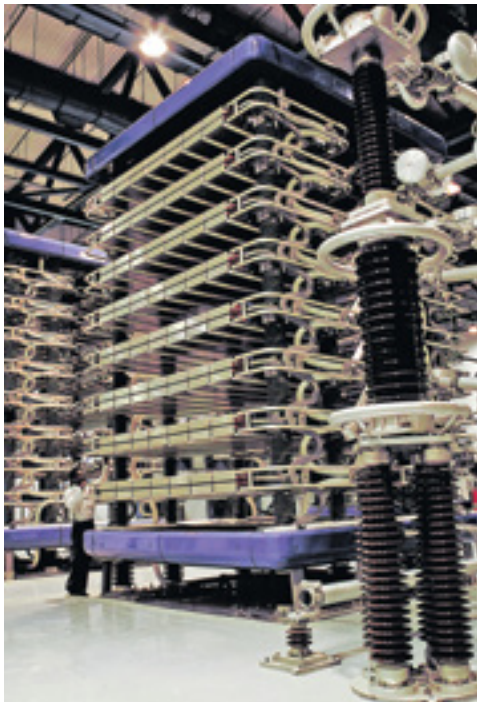
Turnkey Solutions

HIGH VOLTAGE PRODUCTS AND SUBSTATIONS

Turnkey projects and full range of equipments for long distance transmission at voltage up to 1200 kV. Switchgears for Air Insulated Substations (AIS) or Gas Insulated Substations (GIS), Circuit Breakers, Power Transformers, Instrument Transformers.

POWER ELECTRONICS

High performance applications for Alternate Current (AC)/ Direct Current (DC) conversion and interconnection of DC and AC power in High Voltage (HV) or Medium Voltage (MV) grids, Long Distance HVDC (LCC or VSC). Power quality stabilization (FACTS) and DC converters for connection of specific energy resources (offshore wind farms, renewable energy sources, battery storage etc.).



Power Electronics



Substation Automation



Services



Software Solutions

GRID AUTOMATION AND SMART SOFTWARE SOLUTIONS

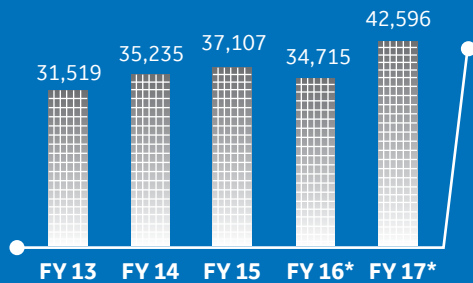
Grid Automation solutions that protect, control and monitor electrical grid. These include MICOM Agile protection relays, HA MIDOS, DS Agile substation digital control systems (DCS), DAP server RTU based control applications, protection and control schemes and engineered panel solutions (CCS) and customer support services.

Software solutions and platforms for grid control rooms and market management systems for controlling the power grid including Energy Management systems (EMS), Distribution Management Systems (DMS), Geospatial Information systems (GIS), Outage management (OMS), Demand Response, Load forecasting and Analytics solutions.

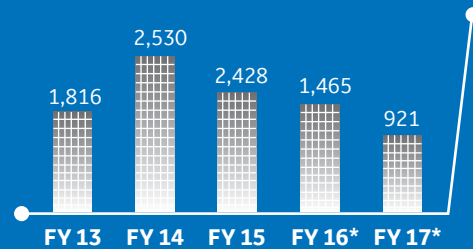
SERVICES

Services to optimize the electrical infrastructure, increase return on investment and life cycle of existing electrical grids. Network design, Asset consultancy, condition monitoring analysis, predictive maintenance, emergency support and long term service contracts.

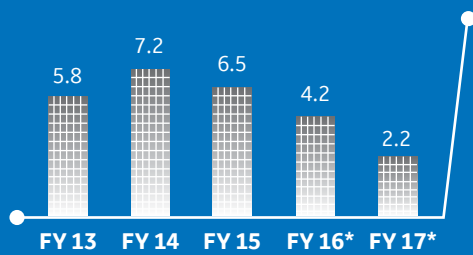
5 YEARS FINANCIAL HIGHLIGHTS



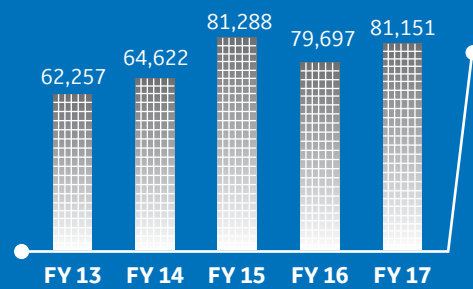
NET SALES (MINR)



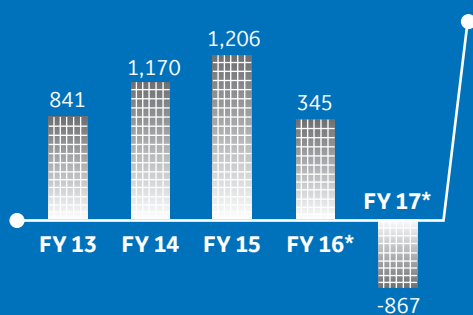
OPERATING PROFIT (MINR)



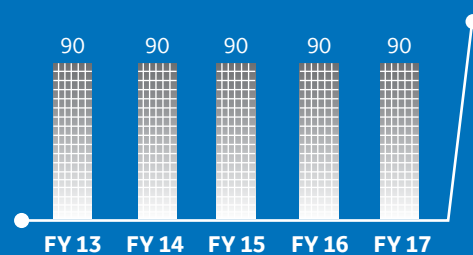
OPERATING PROFIT (%)



ORDER BACKLOG (MINR)



PAT (MINR)



DIVIDEND (%)

*March 2016 and March 2017 numbers are based on the Indian Accounting Standard (Ind-AS)

DIRECTORS' REPORT

The Directors are pleased to present the sixty-first annual report together with the audited financial statements of the company for the financial year ended March 31, 2017.

FINANCIAL RESULTS

(₹ millions)

Particulars	Year ended March 31, 2017	Year ended March 31, 2016
Sales and Services (Net)	42,596	34,715
Operating Profit before Finance Cost	921	1,465
(As percentage of gross sales)	2.2%	4.2%
Finance Cost	1,653	906
Profit Before Tax	(733)	559
Tax Expense	134	214
Other Comprehensive Income net of Tax	(40)	(2)
Total comprehensive income / (expense) after tax	(907)	343
Balance brought forward from previous year	7,717	7,929
Profit available for appropriations	6,850	8,274
Appropriations		
Proposed Dividend	461	461
Corporate Dividend Tax	94	94
Others	-	2
Balance carried forward	6,295	7,717

Financial results for the year ended March 31, 2017 are in compliance with the Indian Accounting Standards (Ind-AS) prescribed under Section 133 of the Companies Act, 2013. Consequently, previous Indian Generally Accepted Accounting Principles (IGAAP) results for the year ended March 31, 2016 have been restated to make them comparable.

During the quarter ended June 30, 2016, 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 realization, the Company has provided for an amount of Rs. 693 million as bad debts reserve (excluding provisions on account of expected credit loss). The Company has also reassessed the pending matters relating to taxes, and accordingly, has created provisions of Rs. 384 million and Rs. 1,450 million towards direct tax and indirect tax litigations/disputes respectively.

DIVIDEND

During the year under review, the Board of Directors of your Company had approved the Dividend Distribution Policy in line with the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015. The Policy is uploaded on the Company's website at <http://www.ge.com/in/ge-td-india-limited>.

Your Directors take pleasure in recommending a dividend of 90% (Rs. 1.80 per share) for every equity share of face value of Rs. 2/- each, for the financial year ended March 31, 2017.

CHANGE IN NAME

The name of your Company was changed to GE T&D India Limited from ALSTOM T&D India Limited, effective August 2, 2016, to reflect its name with that of Promoter group. The change of name of the Company does not change the legal status or constitution of the Company, nor does it affect any rights or obligations of the Company.

PERFORMANCE REVIEW

Sustained Performance in a Challenging Market Environment

Though India's overall GDP growth in the year 2016-2017 stood at 7.1% and was among the leading countries of the world, the growth in manufacturing, industry and infrastructure was not adequate to create new market opportunities and witnessed muted capex demands. Hence, the capital goods sector, where your Company operates, witnessed degrowth. Despite these challenging circumstances your Company continues to maintain its performance and stay at the forefront of technology advancements.

During the year 2016-17, asset quality of public sector banks remained a concern. The Gross Non-Performing Assets (NPAs) for public and private sector banks, as on March 2017, stood at around Rs. 6 lakh crore. As a consequence, lending to power and infrastructure sector was seen to be significantly reduced throughout the year.

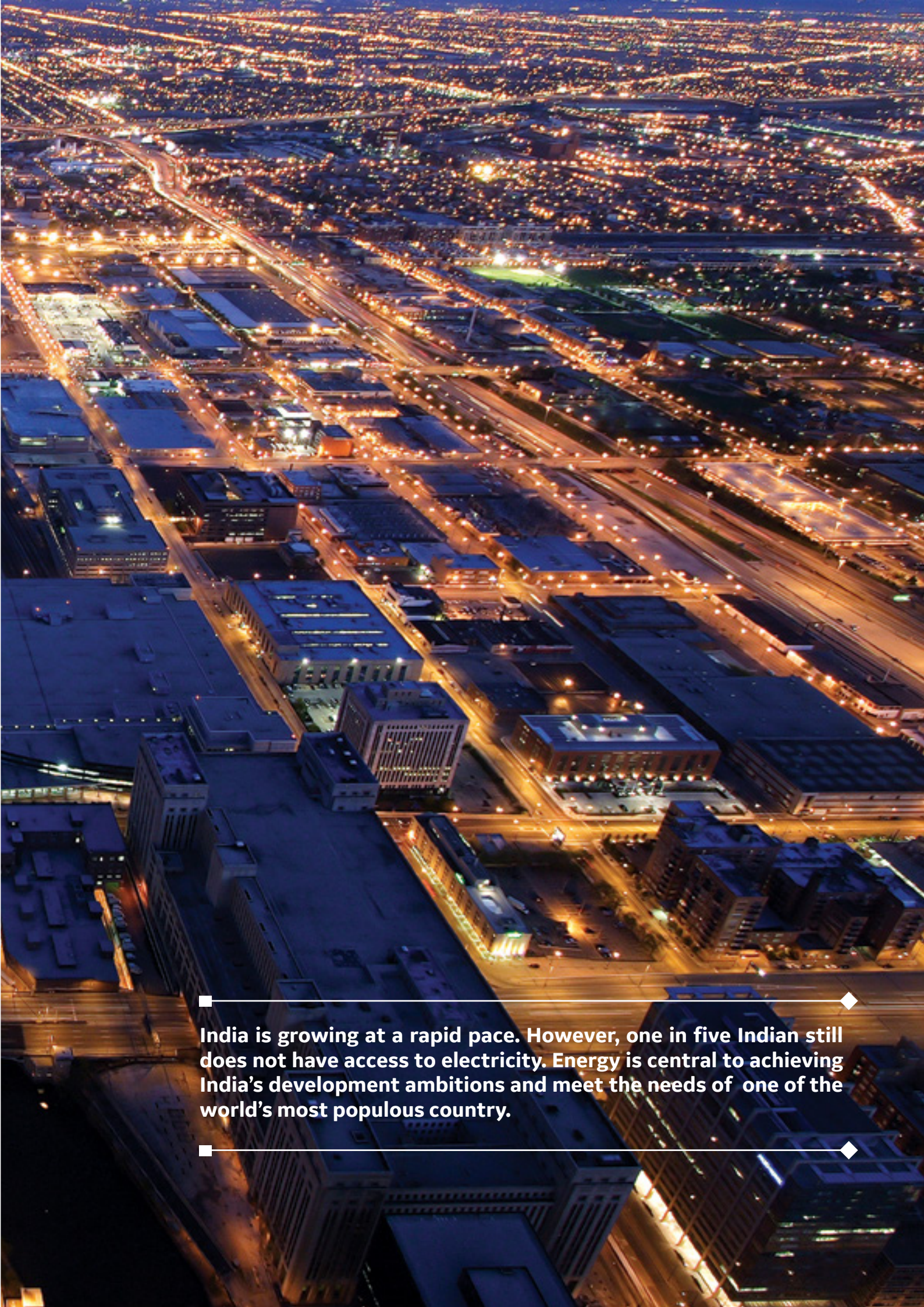
Power generation in the country continues to struggle with underutilized capacities, project slippages and off-take by state utilities. The fall in prices of solar tariffs, reaching grid parity alongside conventional thermal sources of fuel is further challenging fresh investments in conventional thermal sector.

The financial difficulties faced by state utilities in India and their inability to pay energy generators have long been at the heart of India's struggle to achieve its mission of 24x7 electricity for all. The state electricity boards and distribution companies are facing serious financial losses aggregating to over Rs. 4.3 trillion (US\$ 60 billion) and are neither able to buy power nor able to pay generation companies and equipment suppliers.

In 2015, the Indian government launched UDAY (Ujwal DISCOM Assurance Yojana) scheme to revive financial health of distribution companies in India by putting discom debt on to the books of state governments, in return for improvements in performance. But under the terms of the UDAY scheme, distribution companies cannot take out short-term loans to pay their generators. This is limiting fresh investments in the state T&D sector and thereby creating T&D grid network congestion at the State level.

All the above factors have led to a moderate growth in the T&D sector and power equipment market, also deeply impacting the market price due to demand supply mismatch. Thus, your company had to be cautious in order selection process.

Overall, despite the extremely challenging market, your Company successfully achieved a balanced portfolio of orders, resulting in sustained market leadership and improved overall performance. In addition, your Company ensured a healthy backlog of orders.



India is growing at a rapid pace. However, one in five Indian still does not have access to electricity. Energy is central to achieving India's development ambitions and meet the needs of one of the world's most populous country.

PERFORMANCE REVIEW

Success in Large High Capacity Transmission Schemes

During the financial year under review, your Company was awarded a contract by Sterlite Grid to supply 400/220 kV Gas insulated substations. These substations will be located at Gurgaon – Palwal area, in the state of Haryana and shall contribute significantly towards strengthening Haryana's grid infrastructure.

Sterlite Grid also chose your Company to execute 400/220 kV Gas Insulated substations in the Amargarh area of Kashmir, contributing towards development of grid in the Kashmir valley. This contract will enable efficient power flow to consumers in the state.



Your Company was the preferred choice for T&D equipment by central and state transmission utilities across the country. The central transmission utility Power Grid Corporation of India Limited (Power Grid) chose your Company to provide end to end turn key solution for 765kV & 400 kV substations at Chilakaluripeta in the state of Karnataka.

The Company will also execute an order for Power Grid to develop 400kV/220kV/132kV substations at Latehar and Lohardaga for the state of Jharkhand enabling a stronger grid infrastructure and improved power supply.



▲ Air Insulated substation at Bina



■ ————— ◆
**Developing the Green Energy Corridors enabling
clean energy integration to the grid**
■ ————— ◆

PERFORMANCE REVIEW

Building a Greener Grid in India

The Government of India has set ambitious target to significantly grow India's renewable energy capacity and shift to a cleaner and greener energy mix by 2020. Your Company had anticipated the opportunity and was fully prepared to manage the challenges of renewable power to the grid.

The surge in renewable energy in the country demands efficient and reliable grid evacuation network to integrate the renewable energy with the National Grid. Your Company continues to contribute to this initiative by supporting Power Grid by providing 765 kV high voltage live tank switch gear for the Bhadla and Bikaner solar evacuation project in the state of Rajasthan. The project will enable seamless integration of the solar power generated by these solar parks.

During the year, your Company also won a project for Rewa solar park in the state of Rajasthan. The project requires the Company to provide 400/220kV Air insulated switchgear, 3X 500 MVA Transformers and 1X125 MVAR Reactors.

The Company was also selected by SauryaUrja Company of Rajasthan Limited to provide a 220kV switchyard for its Jodhpur Solar Park. The contract will be a key project to be delivered by your Company jointly with private solar developers.

PERFORMANCE REVIEW

First Choice of Customers Across the Energy Chain

During the year under review, your Company was awarded a contract by Essar Projects India Limited to supply 220 kV & 400 kV Gas insulated switchgear package for Neyveli New Thermal Power (NNTP) project located in the state of Tamil Nadu.

NTPC Ltd. also chose your Company for developing a 400kV/132kV switchyard extension at Kahalgaon. The project is critical in conventional power evacuation space during the last year.

BGR Energy Systems awarded your company a key contract for North Chennai Thermal power Plant (1x800 MW). The scope includes development of 765kV Gas Insulated Substation. Your company shall also be executing a 400kV/220kV/132kV GIS substation at

Hardoi Road for UP Power Transmission Company and this will play a pivotal role in enabling the grid infrastructure in the state of Uttar Pradesh. The Gas Insulated Switchgear for these projects shall be manufactured at the company's fully localized GIS manufacturing facility at Padappai.

Your Company shall also be providing critical generator transformers and station transformers to Larsen & Toubro for NTPC's Khargone Thermal Power plant (2 X 660 MW).

Alstom Bharat Forge Power Pvt. Ltd. which is developing the critical Ghatampur Thermal Power Plant (3x660MW) in Kanpur, chose your Company for supplying power transformers.



Establishing new Milestones in Power Transformers from World Class Manufacturing at Vadodara

In the financial year 2016-17, your Company's manufacturing prowess in the field of power transformers was applauded by customers across the energy chain.

Your Company has been selected by Power Grid to provide 420 kV series reactors for Ballabgarh and Mandala substations of project.

The Company would also be delivering Shunt Reactors of 1 X 125 MVAR ratings across numerous Power Grid sites at Banka, Bolangir, Keonjhar, Durgapur, Chaibasa, Baripada, and Lakhisarai.

Transformers are integral components of an electrical grid, and essential for the efficient and safe conversion of electricity between diverse voltage systems.

During the year, your Company achieved a new milestone by delivering 200th unit of 765kV Shunt Reactor from its world class manufacturing facility at Vadodara.

These prestigious contracts reinforce your Company's position as a fully localized, high technology transmission and distribution equipment manufacturer in the country.



▲ World Class Transformers manufacturing facility at Vadodara

PERFORMANCE REVIEW

Customer at the Heart of our Technology Evolution

In December 2016, your Company organized 'Technical Days 2016' – a two day technical event that focuses on latest trends and future of the transmission & distribution industry. This was the ninth edition of the much awaited annual event which creates the opportunity of dialogue between technocrats across developers, customers and planners in the power sector. The event helps your Company to understand customer's technical expectations and adapt accordingly to strengthen Company's technical prowess. The event was attended by more than 250 customer delegates from

various organizations across India. The event was inaugurated by Mr. A.K Jha, then acting Chairman and Managing Director of NTPC Limited. The inaugural session was attended by leading State Utility CEOs and members who interacted with the participants on the evolution of the technical demands of their respective State T&D grid networks.

Keeping in mind India's growing new energy capacity addition such as solar and off grid technologies – 'Technical Days 2016' was



focused on roadmap of transmission grid till 2022 and renewable energy evacuation and stability solutions – including major trends in gas insulated substation. A panel discussion on Transmission Grid 2022 with major T&D stakeholders was highly appreciated by customers.

In addition to the technical event, your company showcased many technologies and innovations at 'SWITCH 2016', a global electrical engineering expo organized in the state of Gujarat. During the

event, GE was the knowledge partner for the Innovation module of the summit. Your Company actively participated in the conference. The highlight of the conference was the "Innovation Dome" where around 65 innovations from across the country were demonstrated. The Company presented three technology innovations in the sphere of power transmission and distribution which remarkably demonstrated how digitalization, decentralization and electrification are together transforming the power sector.



▲ Customers determine our success, GE T&D Annual Technical Days Event 2016

PERFORMANCE REVIEW

Services: Enhanced Capabilities for Managing Ageing Grid Assets

Consistent performance of past years and an adequate backlog volume at the end of this year assures solid foundation for Services business.

During the year under review, your Company won a contract with a power generation customer asset health check-up and life assessment of key substation assets. The solution is to be provided through the Company's state of the art asset management offerings. This is a small but significant step towards digital asset management, which is a key focus area in the future of Services market in India.

The year also saw a very prestigious order won by Technical Training Institute of the Company, wherein a major state transmission utility has entrusted your Company to train more than 400 of their engineers on various topics related to T&D. It involved residential program wherein each batch went through 4 days of training covering two main topics as per the need of the batch.



▲ 24*7 Technical expertise maintaining Customer assets across the country

OPERATIONAL EXCELLENCE

Achieved New Landmarks in Execution of Projects

Continuing its efforts to create differentiation through operational excellence, your Company has once again reached major landmarks in execution of projects in 2016-17.

In an important milestone, your Company successfully commissioned Pole 1 of Phase 1 of Champa 800 kV Ultra High Voltage Direct Current (UHVDC) project, transmitting 1,500 MW of power from Champa, Chhattisgarh to Kurukshetra, Haryana in March 2017

During the year under review, your Company demonstrated its expertise in execution of turnkey projects by commissioning 40 numbers of AIS and GIS substations. Main success stories were commissioning of 765 kV bay extension project for Power Grid at Phagi in record time of 6 months, commissioning of 1st solar project of 1x70 MW at Bhadla for Tata Power in 6 months, and commissioning of 110 kV GIS along with laying of 16 kms of 110 kV cable in Kollam city in record time. Apart from this large number of turnkey projects were also executed and commissioned for Company's major customers, viz Power Grid, Odisha Power

Transmission Corporation Limited (OPTCL), West Bengal State Electricity Transmission Company Limited (WBSETCL), Gujarat Energy Transmission Corporation Limited (GETCO), Andhra Pradesh Transmission Company (APTRANSCO) and Megha infrastructure.

Your Company's transformer factory in Vadodara commissioned 5 units of HVDC at Champa site, for 800kV, 23 units of ICT/GT along with 24 units of 765 kV Shunt Reactors. The transformer factory at Naini delivered 91 units and commissioned more than 70 units of Transformers & Reactors to more than 20 customers.

Throughout the year, your Company's automation unit at Pallavaram has commissioned more than 1200 bays of new and retrofit Substation Automation systems from 33kV to 765kV and commissioned more than 700 Phasor Measurement Units across the country.

All your Company's operations in India, be it in manufacturing, projects, services and automation, continue to be certified for Integrated Management System. This reinforces the quality of the processes of the Company and compliance to the same.



▲ Execution excellence in turnkey solutions

ENVIRONMENT HEALTH AND SAFETY

Your Company is committed to having a world-class program for managing Environment Health and Safety (EHS) risks. With successful integration to the GE, the EHS team adapted to the new One EHS model with a view to effectively address the different needs of leaders, managers and employees, respectively. This model consists of roles such as Business EHS Manager, Front line EHS Manager and Regional EHS Managers, who together constitute a framework for ensuring environment, health and safety.

Operational Ownership

Operational team's commitment to EHS is ensured through: (1) regular reviews of managers' EHS performance; (2) comprehensive EHS audits conducted by an independent central governance team and internal regional team (3) in-depth classroom EHS trainings for managers engaged in high Risk Operations like Lifting, Working at Height, Electrical works, LOTO Program and (4) feedback surveys in which employees anonymously evaluate their managers' EHS commitment.

EHS professionals support and guide operational managers take lead in safety and compliance programs.

EHS a Continuous Improvement Process

Your Company has long been setting benchmarks in the field of EHS strategy and systems. The Company's approach to continuous improvement includes a risk-based, integrated EHS framework tool, predictive EHS analytics, progressive risk-reduction techniques, product lifecycle assessment and robust governance systems.

EHS and engagement with Contractors Customers

Your Company's Contractors often conduct high-risk operations in challenging environments. The Company is committed to help these business partners to deliver on their own EHS performance expectations by meshing its EHS systems with theirs. The Company supports them through various trainings and engagement exercises.

Your Company bagged safety trophy for sharing the best practices in a two-day safety seminar on transmission and sub-station construction organized by Power Grid. Your Company also received EHS recognitions and appreciations from various customers, namely Maha TRANSCO, Tan Transco (Tamil Nadu state Electricity board),



▲ Contractors EHS Induction at site

Power Grid, Kerala State Electricity Board, Madhya Pradesh Power Generation Company, Airport Authority of India and UPRVUNL.

EHS training for managers

All GE operations managers undergo flagship EHS courses, namely, Plant Manager Training (PMT) or Service Manager Training (SMT). During these two-day courses, plant and service managers are trained on the EHS expectations and on strategy for delivering EHS performance. PMT and SMT also teach risk-identification skills through tabletop exercises derived from real-world case studies.

EHS Reviews

Your Company tracks EHS metrics in real time through a “Gensuite” tool. EHS performance is regularly reviewed through an internal EHS operating review within India by senior leaders of GE’s business and globally at corporate level.

Employee Feedback

As a feedback mechanism, periodic anonymous EHS-perception surveys are conducted at selected sites. These surveys are designed to measure employee’s engagement, their views of EHS performance at their workplace and their impressions on their managers’ EHS commitment.

Certifications

All business units of Company are certified under the International Organization for Standardization, Environmental Management System (ISO 14001) and Occupational Health & Safety Assessment Specification (OHSAS 18001).



HUMAN RESOURCES

The Human Resources function of your Company aligns its actions with business strategy to enable the organization in achieving its priorities.



—◆
When one person grows, we all grow—and together, we all rise
◆—

HR Partnership Model

During the year under review, the HR team has adopted a new HR partnership model to effectively address the different needs of its leaders, managers and employees.

This model consists of HR Business Partner (HRBP), HR Manager (HRM) and Centers of Excellence (COE). While HRBPs support and participate in the development and execution of business strategies in partnership with leaders, HRMs work closely with the employees and managers who provide leadership and guidance on individual HR needs and generate employee insights that influence organizational strategies. COEs on the other hand advice, execute and simplify common HR processes.

Embracing GE Beliefs

GE Beliefs are the foundation of our culture and lay out the expectations we have of our employees.

- Customers determine our success
- Stay lean to go fast
- Learn and adapt to win
- Empower and inspire each other, and
- Deliver results in an uncertain world

The HR team invested significant efforts over the year to drive awareness and adoption of GE Beliefs within your Company.

Performance Development

During the year ended March 31, 2017, the HR team facilitated the roll out of Performance Development (PD), shifting from a ratings driven evaluative approach to a developmental approach aimed at enabling each and every employee to achieve her/his true potential in their chosen profession. PD enables employees to give or request personalized insights in real-time enabling a culture of trust and openness in the organization. 'Touchpoints' provide an opportunity for Managers and Employees to initiate a dialogue that is aimed at maximizing the impact of the employee on the organization's objectives.

Culture Compass

Your Company is focused on promoting a culture of simplification, digitization and faster interdepartmental decision making based on

an employee opinion survey on culture, named as 'Culture Compass'. Culture conversations are held and opportunity actions are being executed to increase overall effectiveness at workplace.

Learning & Development

Your Company is committed to investing in its people and developing their talent. The employees are offered leadership development and career accelerator programs administered by the Crotonville, our leadership development center which has presence around the world including India. Crotonville is at the forefront of contemporary thinking in leadership, strategy and innovation. Employees can participate in class room, e-learning and blended courses throughout the year based on their developmental goals.

Through the annual 'People Review' exercise, your Company identifies and develops leaders and tracks the effectiveness of the overall organization. The significant time the leadership team invests in this exercise is an indication of the value we attach to this process.

Rewards and Recognition

The Company's in-house recognition program "Above & Beyond" continues to recognize both team and individual performance, as well as reward employee behavior exhibiting GE Beliefs.

Engaging the workforce

Your Company realizes the importance of an engaged workforce and the HR team is committed in driving key engagement activities to ensure the same. The Company has various exciting employee engagement programs. The Company's ongoing employee engagement initiative SPARK was used to identify talented young managers through impactful deliberations on contemporary business challenges. One of the teams from Pallavaram unit comprising of Srinivas Kurasakatla, Jyothi Seetharaman and Aswath Ilango secured 2nd position in National Competition for Young Managers(NCYM) organized by All India Management Association (AIMA) in 2016. Your Company also conducted a creative pathways workshop for retiring employees to reflect and act on managing their retirement gracefully.

Prevention of Sexual Harassment (POSH)

In terms of Prevention of Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 the Company has zero tolerance for sexual harassment at workplace and has set up an Internal Complaints Committee at all its Units in line with the provisions of the act. No complaint on Sexual Harassment was reported under the said Act during the financial year under review.

QUALITY AND CONTINUOUS IMPROVEMENT

Your Company is committed to continuous improvement towards industrial excellence. The success of any continuous improvement initiative is dependent on the involvement of employees. Following are a few of the achievements/key actions realized through whole hearted participation of Company's employees at all levels:

1. 24 structured process improvement projects contributing to significant operational performance improvement were successfully executed.
2. L1/L2 initiative, a proactive approach to assess and improve the level of mistake proofing in the processes, was deployed in all manufacturing units contributing to reduction of Cost of Poor Quality (COPQ).
3. Advanced Production System (APS) the global Industrial excellence model of Grid solutions has continued to progress quite well in all manufacturing units. APS model provides the necessary road maps and standards to improve and sustain Safety, Quality, Cost and Delivery (SQCD) performance and measure progress towards industrial excellence.
4. Enhancing competencies of employees at all levels is one of the key success factors for Continuous Improvement. In line with this need, two waves of Lean Six Sigma Green Belt training were conducted. On line basic problem solving tools training has been deployed to enhance basic problem solving skills at different levels in the organization. Product line basic trainings were provided to production and quality supervisors, technicians and operators, to enhance awareness of manufacturing practices. Value Stream Mapping (VSM) workshops were conducted in Padappai and Hosur units.
5. Pallavaram and Padappai sites were among the 8 Energy Connections global units selected by GE group as brilliant factory learning sites. Brilliant factory 2017 Site contract of GE



has been made in Pallavaram Unit and lean trilogy (Vision, VSM and Action Workouts) were completed

6. World Quality Day was celebrated across all the units. Employee engagement programmes to promote awareness and commitment to Quality were organized with active participation of Employees.
7. The turnkey business unit received award from Kerala State Electricity Board (KSEB) in recognition of on time completion of 110KV GIS Substation Kozhikode site and appreciation letter for high quality work in execution from Maharashtra State Electricity Transmission Company Limited (MSETCL), Kudus site;
8. Extra high voltage transformer manufacturing factory located at Vadodara received 'GREENTECH GOLD Safety Award-2016' in Engineering - Manufacturing sector for its outstanding achievement in safety management by Greentech foundation of USA.
9. Short circuit test of 105 MVA and 75MVA single phase transformer was successfully completed and certified by KEEMA Lab, Netherlands.
10. Pallavaram unit achieved 76% REACH (Registration Authorization and Evaluation of Chemicals) Compliance for Export components of HA-Midos and Micom Products (17000 components and 707 suppliers).
11. New Motor Generator (MG) set arrangement to enhance the test facility for 3 phase Partial Discharge (PD) measurement was implemented in Naini unit.



▲ World class transformers manufacturing facility at Vadodara

CORPORATE SOCIAL RESPONSIBILITY



Corporate Social Responsibility and inclusiveness are part of GE's sustainability strategy. In our context, it has wider connotations. Diversity, efficient resources management, climate change and engaging partners of your Company in the process of sustainability are part of the overall agenda. Through employee volunteering, sustainability goals, contribution by our global Foundation and country CSR efforts, GE as a group has endeavored to prioritize Company's commitment towards sustainable and inclusive development.

The Corporate Social Responsibility (CSR) Committee, chaired by Dr. Kirit S. Parikh recommends to the Board, the CSR projects/activities to be undertaken by the Company, plans for CSR expenditure, monitors the implementation of the CSR Policy and reports to the Board of Directors.

The CSR Policy of the Company can be accessed at the web-link: <http://www.ge.com/in/sites/www.ge.com.in/files/CSR%20Policy.pdf>.

In continuation of your Company's previous years' efforts on corporate social responsibility, the Company continued to drive its social development goals with a combination of key thematic areas – such as livelihood, energy & environment and activities focused on supporting broader quality of life parameters such as improved educational infrastructure, empowerment of women, improved water and sanitation facilities. Our CSR initiatives are aligned with Government of India's Swachh Bharat programme and United Nations Sustainable Development Goals.

Your Company's CSR programmes have well-structured employee participation. For the employees, who actively participate in

implementing and supporting the CSR projects, it is a rewarding experience of close engagement with communities.

Livelihood and Income Generation

Your Company is implementing a holistic livelihood programme in the neighborhood of its manufacturing location at Vadodara. The initiatives under the programme are primarily aligned with rural livelihood options and are an outcome of the assessment conducted prior to the programmes.

The focus of the Company is on enhancing income generation and savings in the five key villages of Kotambi, Alamgarh, Machlipura, Singhapura and Jambudiya. The first phase includes reskilling youth, promoting savings culture by linking with government schemes, encouraging entrepreneurship, improving farm practices and empowering people to expand their livelihood opportunities. In order to ensure sustainability of the programme, the endeavor is to promote grassroots community leadership.

The outcome of these programmes, so far, are:

- 18 Self Help Groups have been registered, comprising 180 women, which have been linked with bank schemes.
- 254 women have been trained on financial inclusion and literacy.
- 122 farmers, including 65 women farmers, have undergone training from KrishiVigyan Kendra, Indian Council of Agricultural Research
- Non-farm vocational skilling is also part of the programme, with a target to train 50 youth from the villages to take up alternative occupations as well as augment farm incomes of their families.

Energy and Environment

Access to electricity through clean energy

The Company is electrifying 100 rural households, of village Rehi Kala and the neighboring villages at Naini, Uttar Pradesh through solar power, who otherwise do not have the resources to install inverters or adopt solar power on their own. The project also involves installation of 20 bright LED street lights to illuminate village roads at night.

Enhancing quality of life

Villages development activities in the neighboring villages

The village development project at Vadodara is a holistic programme focused on overall development of the community. The Company has strengthened the infrastructure of anganwadis and schools in areas such as water, sanitation, civil and electrical renovations. The village milk collection center has been renovated resulting in better

facilities for the community. Our health camps have benefitted more than 450 people. A water treatment plant has been provided, which should benefit the entire neighbourhood with clean and safe drinking water.

Schools and children

Naini, Uttar Pradesh

The CSR programme at Naini has helped the community with water handpumps, water purifiers, booster pump, improved infrastructure, bio-toilets and a complete sanitation complex where the water is drawn through solar power. At Sarojini Naidu Hospital, the Company has supplemented their facilities with a dialysis machine, nebuliser, heat blowers, desert coolers and improved wash rooms.

Pallavaram and Padappai, Tamil Nadu

The Company has continued its support to the Primary and High Schools in the Cantonment. This year, the Company provided them with state of the art science laboratory and a smart education centre that uses audio-visual experience. A project, called NIRMANA, with a focus on health, hygiene, cleanliness and child abuse, has been effective in bringing about behavioral change and self-confidence amongst the children.

The Company has also enabled 1,600 elderly people from vulnerable sections of society in Chennai and Padappai to have access to quality eye care and cataract surgery.

Hosur, Tamil Nadu

The focus of programme at Hosur was on improving infrastructure, sanitation and providing improved water facility at the local Industrial Training Institute. The Company has provided infrastructural support to the Government Boys High School, Government Girls High School and an Industrial Training Institute under its CSR activities.

Support for people with disabilities

Saint Louis Institute for the Deaf and Blind, Chennai, Tamil Nadu, has over 600 children with visual and hearing challenges. The Company has supported the institute with a computer laboratory, a smart education center, musical instruments, tables and chairs.

At Naini, your Company has been contributing to the betterment of people with disabilities since 2015. The Company continued its efforts in this direction this year. The Accelerated Learning Camp was supported with renovated toilets, user-friendly canes for walking, sleeping beds and batteries for inverter.

The details on CSR activities of the Company is annexed as "Annexure A" to the Directors' Report.

DIRECTORS' RESPONSIBILITY STATEMENT

In compliance with section 134(5) of the Companies Act, 2013, the Directors of your Company confirm:

- that the applicable Accounting Standards have been followed in the preparation of annual accounts and that there are no material departures;
- that such accounting policies have been selected and applied consistently and the judgments and estimates made are reasonable and prudent so as to give a true and fair view of the state of affairs of your Company as at March 31, 2017 and of the profit/loss of your Company for the year ended on that date;
- that proper and sufficient care has been taken for the maintenance of adequate accounting records, in accordance with the provisions of the Companies Act, 2013, for safeguarding the assets of your Company for preventing and detecting fraud and other irregularities;
- that the annual accounts have been prepared on a going concern basis;
- that the internal financial controls to be followed by the Company have been laid down and such internal financial controls are adequate and were operating effectively; and
- that proper systems to ensure compliance with the provisions of all applicable laws have been devised and such systems were adequate and operating effectively.

DIRECTORS

During the year under review, the Board of Directors of your Company co-opted Ms. Neera Saggi as additional director in Independent category with effect from July 26, 2016 for a period of five years. Your Company also co-opted Mr. Gaurav M Negi (who was earlier appointed as Chief Financial Officer effective from June 1, 2016) as additional director and Whole-time Director & Chief financial Officer for a period of two years with effect from July 26, 2016 and Mr. Nagesh Tilwani as additional director and Whole-time Director & Grid Automation Business and later as Whole-time Director & Head AIS Business for a period of two years with effect from December 21, 2016. Mr. Negi, being whole-time director & Chief Financial Officer and Mr. Nagesh Tilwani, being Whole-time Director & Head AIS Business, are also Key Managerial Personnel of the Company. The Board of Directors also co-opted Mr. Stephane Cai as additional director liable to retire by rotation with effect from September 7, 2016 and appointed him as Chairman of the Board.

Mr. Ravi Kumar Krishnamurthy was an Alternate Director to Mr. Michel Augonnet. Due to Mr. Augonnet's presence in India at various times, Mr. Krishnamurthy ceased to be an Alternate Director for short spells of time and was intermittently re-appointed as an Alternate Director to Mr. Michel Augonnet. The Board of Directors of your Company at its meeting held on July 26, 2017, co-opted Mr. Ravi Kumar Krishnamurthy as Whole-time Director for a period of two years with effect from July 26, 2016. Later he resigned with effect from December 21, 2016. During the year under review, Mr. S.M. Momaya, superannuated from services of the Company and accordingly ceased to be Whole-time Director & Chief Financial

Officer and director of the Company with effect from close of business hours on May 31, 2016. Mr. Chandan Roy, Independent Director left for heavenly adobe on June 23, 2016. Ms. Isabelle Compain-Gerlier and Mr. Michel Augonnet resigned from the Board with effect from July 4, 2016 and September 7, 2016, respectively. Mr. Rathindra Nath Basu resigned from the position of Managing Director of the Company with effect from end of business hours on February 28, 2017 to take a global role in GE Grid Solutions as Chief Commercial Officer. Further, he resigned as a director of the Company with effect from April 4, 2017.

Your Board has appointed Mr. Sunil Wadhwa as additional director and Managing Director of the Company with effect from April 4, 2017 for a period of five years.

Necessary resolutions in respect of appointment of the directors mentioned above have been included in the notice convening the ensuing annual general meeting. Your directors commend their appointment/ re-appointment. The particulars in respect of these directors as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, are also available in the 'Board of Directors' section in the report on Corporate Governance in the Annual Report.

Managerial Remuneration

During the quarter ended June 30, 2016, 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 an amount of Rs. 693 million as bad debts reserve (excluding provisions on account of expected credit loss). The Company has also reassessed the pending matters relating to taxes, and accordingly, has created provisions of Rs. 384 million and Rs. 1,450 million towards direct tax and indirect tax litigations/disputes, respectively. This has resulted into loss in terms of Section 198 of the Companies Act, 2013.

In view of loss during the financial year ended March 31, 2017, (a) in terms of Part II of Schedule V of Companies Act, 2013 approval of Shareholders by way of special resolution is being sought for the payment of managerial remuneration (excluding the perquisites not included for the computation of the ceiling on remuneration as per Part II of Schedule V of Companies Act, 2013 viz. 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) of Rs. 1,70,36,594, Rs. 18,56,092 and Rs. 1,03,07,786 to Mr. Rathindra Nath Basu, Mr. S. M. Momaya and Mr. Ravi Kumar Krishnamurthy, respectively, and (b) amounts of Rs. 1,45,00,000, Rs. 1,60,78,730 and Rs. 96,36,420 recoverable from Mr. Rathindra Nath Basu, Mr. S. M. Momaya and Mr. Ravi Kumar Krishnamurthy, respectively, as excess remuneration have been refunded by them. In terms of Section III of Part II of schedule V of the Companies Act, 2013, the holding company of the Company i.e., M/s Grid Equipments Private Limited has made payment of Rs. 2,35,00,000, Rs. 1,68,28,566 and Rs. 1,10,19,578/- to Mr. Rathindra Nath Basu, Mr. S M Momaya and Mr. Ravi Kumar Krishnamurthy, respectively for the above amounts refunded, along with bonus payable by the Company.

Declaration by Independent Directors

All the independent directors of your Company have made declaration to the Company that they meet all the criteria of independence laid down under section 149(6) of Companies Act, 2013 and regulation 16(1)(b) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Familiarisation Programme for Independent Directors

Your Company under 'Familiarisation Programme for independent Directors', familiarises independent directors with the Company, their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, business model of the Company, etc. Your Company aims to provide its independent Directors, insight into the Company enabling them to contribute effectively.

The details of familiarisation programmes may be accessed under the Corporate Governance section of the website <http://www.ge.com/in/ge-td-india-limited>. During the year under review, independent Directors were apprised on an ongoing basis in the various Board/ Committee meetings on macro-economic environment, industry developments, regulatory updates, business overview, operations, financial statements, update on statutory compliances for Board members, etc. in this respect, presentations were made to independent Directors by the Managing Director, Whole-time Director & CFO and other management personnel. Apart from this, a familiarization programme on 'Board Evaluation' was conducted in the financial year 2016-17. This program of half an hour was attended by all the Independent Directors.

AUDIT COMMITTEE

The audit committee of your Company comprises of Mr. Rakesh Nath as the Chairman and Mr. Bhanu Bhushan, Ms. Neera Saggi and Mr. Stephane Cai as other members. Details in respect of the audit committee are provided in Corporate Governance Report forming part of the Directors' Report.

WHISTLE BLOWER POLICY/ VIGIL MECHANISM

Your Company has an "Vigil Mechanism (Ombuds & Open Reporting Procedure)" to provide an avenue to stakeholders, including employees and directors, to report concerns related to any actual or potential violation of law and 'The Spirit & The Letter Policies' including unethical practices, incorrect or misrepresentation of any financial statements and reports, any claim of theft or fraud, conflicts of interest and any claim of unfair employment practices.

Through this procedure employees are encouraged to raise integrity concerns and feel confident that they can do so without any fear of retaliation.

The said policy may be accessed under the Corporate Governance section of the website <http://www.ge.com/in/ge-td-india-limited>.

NOMINATION AND REMUNERATION POLICY

In terms of the section 178 of the Companies Act, 2013 and Part D of Schedule II of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 your Company has a Nomination and Remuneration Policy. The aforesaid policy of the Company on director's appointment and remuneration including criteria for determining qualifications, positive attributes, independence of directors and other matters is annexed as "Annexure B".

PERFORMANCE EVALUATION OF BOARD, COMMITTEES AND DIRECTORS

Nomination and Remuneration Committee in terms of Securities and Exchange Board of India (SEBI) circular no. SEBI/HO/CFD/CMD/CIR/P/2017/004 dated January 5, 2017 was aligned criterion of evaluation as prescribed.

Pursuant to the provisions of the Companies Act, 2013 and regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board has carried out the annual performance evaluation of the Directors individually including independent Directors, Board as a whole and of its various committees.

During the year under review, the Independent Directors in terms of Companies Act, 2013 and regulation 25(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, carried out performance evaluation of non-independent directors, Chairman of the Board and Board as a whole based on criterion of evaluation as approved by Nomination and Remuneration Committee.

Nomination and Remuneration Committee in terms of Companies Act, 2013, carried out evaluation of every director's performance.

The Directors expressed their satisfaction with the evaluation process.

PARTICULARS OF EMPLOYEES AND RELATED DISCLOSURES

Details as required under section 197(12) read with Rule 5(1) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is annexed as "Annexure C".

A statement showing the names of employees drawing remuneration in excess of the limits as set out in section 197(12) of the Companies Act, 2013 read with Rule 5(2) and 5(3) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is annexed as "Annexure D".

EXTRACT OF ANNUAL RETURN

The extract of the Annual Return is detailed in form MGT.9 annexed as "Annexure E".

NUMBER OF MEETINGS OF THE BOARD

During the year under review, eleven meetings of the Board of Directors were held, details of which are provided in Corporate Governance Report forming part of the Directors' Report.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

Particulars of investment made are detailed in Note 4 to the financial statements forming part of the Annual Report. Your Company has not provided any loan, guarantee or securities under section 186 of the Companies Act, 2013.

RELATED PARTY TRANSACTIONS

In terms of Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, your Company has a Related Party Transactions Policy on dealing with Related Party Transactions. The policy may be accessed under the Corporate Governance section of the website <http://www.ge.com/in/ge-td-india-limited>.

All related party transactions during the year under review were on arm's length basis and in the ordinary course of business. There were no material related party transactions made by the Company which could be considered material in accordance with Related Party Transactions Policy of the Company.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO

The particulars on Conservation of Energy, Technology Absorption, Foreign Exchange Earnings and Outgo, as prescribed under sub-section 3(m) of section 134 of the Companies Act, 2013 read with the Companies (Accounts) Rules, 2014 are provided in "Annexure F", which forms part of this report.

RISK MANAGEMENT

The Board of Directors of your Company has laid down a Risk Management Policy for the Company. It identifies elements of risks inherent to the business pertaining to tender and contract execution, operational and financial, environment, health and safety, reputation and image, currency fluctuation, compliance, etc. it also contains a control matrix in respect of sources and consequences of above risks and control measures to help manage them. Every unit and function is required to deploy the control measures and ensure timely reporting.

In the opinion of the Board, none of the above mentioned risks threaten the existence of the Company.

INTERNAL FINANCIAL CONTROL

The Board of Directors of your Company is satisfied with the internal Finance Control process. Internal control environment of the Company is reliable with well documented framework to mitigate risks. A detailed analysis is provided in the Management Discussion and Analysis Report forming part of the Directors' Report.

CORPORATE GOVERNANCE

The Company is committed to maintain and adhere to the highest standards of Corporate Governance practices.

Pursuant to regulation 34 (3) read with Schedule V of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Reports on Management Discussion and Analysis and on Corporate Governance have been included in this Report as separate sections. A certificate from B S R & Associates LLP, Chartered Accountants, regarding compliance of conditions of Corporate Governance as stipulated in regulation 34 (3) read with Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 has also been included in the Annual Report.

BUSINESS RESPONSIBILITY REPORT

In terms of SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2015, as amended, the Business Responsibility Report describing the initiatives taken from an environmental, social and governance perspective, in the prescribed format has been included in this report as separate section.

PROMOTER SHAREHOLDING

As reported in previous Directors' Report, pursuant to an 'Open Offer' in terms of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ("SEBI SAST Regulations") completed in February 2016, the shareholding of the Acquirer/ Promoter Group increased from 75% to 75.02% upon acquisition of 42,570 equity shares acquired by the GE Energy Europe B.V. in the offer. In terms of regulation 7(4) of SEBI SAST Regulations read with rule 19A of Securities Contracts (Regulations) Rules, 1957, the Company/ Promoters had one year time from completion of open offer to comply with minimum public shareholding threshold. In this respect, GE Energy Europe B.V. ("GEEE B.V.") completed sale of 42,565 equity shares in the Company on November 2, 2016, pursuant to the approval by Securities and Exchange Board of India for on-market sell down, in accordance with the provisions of the SEBI Circular No. CIR/ CFD/ CMD/ 14/ 2015 dated November 30, 2015, to comply with the minimum public shareholding threshold. Later GEEE B.V. on May 4, 2017, sold its balance shareholding (5 shares) in the Company to another existing

promoter, GE Grid Alliance B.V. On account of this transaction, GEEE B. V. has ceased to hold any shares and accordingly has ceased to be a promoter of the Company.

STATUTORY AUDITORS

M/s. B S R & Associates LLP, Chartered Accountants, were appointed as statutory auditors at previous Annual General Meeting ('AGM') to hold office till the conclusion of 65th AGM subject to ratification of the appointment by the members at every AGM. In terms of Section 139 of the Companies Act, 2013, appointment of M/s B S R & Associates LLP, Chartered Accountants, as Auditors of the Company is recommended for ratification at ensuing AGM.

COST AUDITORS

M/s. Shome & Banerjee, Cost Accountants and M/s. Jugal K Puri & Associates, Cost Accountants, were appointed as cost auditors of your Company for the financial year ended March 31, 2017 with M/s. Shome & Banerjee, Cost Accountants being the Lead Cost Auditor.

The Cost Audit Report for financial year ended March 31, 2016, of the Company was filed on August 23, 2016, well within the specified time under applicable Companies (Cost Audit Report) Rules, 2011.

In terms of the Companies (Cost Records and Audit) Rules, 2014, your Company 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 to audit the cost records of the Company related to the applicable products manufactured at its manufacturing facilities. M/s. Shome & Banerjee, Cost Accountants shall be the Lead Cost Auditor. Their remuneration approved by the Board, is recommended for ratification by the members at the ensuing AGM.

SECRETARIAL AUDITORS

As per section 204 of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules,

2014, your Company appointed M/s VKC & Associates (Company Secretaries), as Secretarial Auditor of the Company for the financial year ended March 31, 2017.

The Secretarial Audit Report from M/s VKC & Associates (Company Secretaries) for the financial year ended March 31, 2017 is annexed as "Annexure G". In reference to recovery of managerial remuneration paid in excess of amounts as laid down under the provisions of Section 197 read with Schedule V to the Act to the whole time directors/ managing director during the financial year under review, the excess amount of Rs. 40.2 million has been refunded by the respective executive directors.

ACKNOWLEDGMENTS

The Directors wish to convey their gratitude and appreciation to all of the Company's employees at all its locations for their tremendous personal efforts as well as their collective dedication and contribution to the Company's performance.

The Directors also express its gratitude to various Government/Regulatory authorities, shareholders, customers, vendors, bankers and all other business associates for their continued support extended to the Company during the financial year ended March 31, 2017 and look forward for the same in the years to come.

For and on behalf of the Board

Sunil Wadhwa
Managing Director

Gaurav M. Negi

Whole-time Director &
Chief Financial Officer

Place: New Delhi
Date : June 22, 2017

ANNEXURE A TO THE DIRECTORS' REPORT

ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY ACTIVITIES

1	A brief outline of the Company's CSR Policy, including overview of projects or programs proposed to be undertaken and a reference to the weblink to the CSR Policy and projects or programs.	The Company has framed a CSR Policy in compliance with section 135 of the Companies Act, 2013 and the weblink for the same is http://www.ge.com/in/sites/www.ge.com.in/files/CSR%20Policy.pdf
2	Composition of the CSR Committee	Dr. Kirit S. Parikh, Chairman (w.e.f. June 28, 2016) and Independent Director Mr. Sunil Wadhwa (w.e.f. April 4, 2017) Mr. Gaurav M. Negi (w.e.f. July 26, 2016) During the year, following directors were also member of CSR Committee: Mr. Rathindra Nath Basu, Member (ceased to be director w.e.f. April 4, 2017) Mr. Chandan Roy, Member (Passed away on June 23, 2016) Mr. Michel Augonnet, Member (from June 2, 2016 upto July 26, 2016) Mr. S. M. Momaya, Member (Ceased to be Whole-time Director & Chief Financial Officer w.e.f. close of business hours on 31.05.2016)
3	Average net Profit of the Company for last three financial years	₹ 1,565.1 million
4	Prescribed CSR Expenditure (2% of the amount as in item 3 above)	₹ 31.3 million
5	Details of CSR spent during the financial year	
	(a) Total amount to be spent for the financial year	₹ 31.3 million
	(b) Amount unspent, if any	Nil
	(c) Manner in which the amount was spent during the financial year	The manner in which the amount was spent is detailed in the Annexure A1
6	Reasons for not spending the prescribed amount	The Company spent an amount of Rs. 37.3 million during the financial year, which was above the required spend and includes shortfall in spend on CSR of an amount of Rs. 5.7 million during the financial year 2015-16.
7	A responsibility statement of the CSR Committee that the implementation and monitoring of CSR policy, is in compliance with CSR objectives and policy of the Company.	<p>The Company has adopted its CSR policy that complies with the objectives and requirements set in section 135 of the Companies Act, 2013 and the Rules notified thereunder. The Company intends to be a significant and consistent contributor to CSR initiatives in India by devising and implementing social improvement projects wherein it could employ its resources in favor of disadvantaged communities and for addressing socially critical issues as permitted under the Companies Act, 2013. The Company through its CSR initiatives will remain committed to improve the lives of individuals and communities in the country.</p> <p>As a responsible corporate citizen, the Company had approved/undertaken various projects like village development, water, hygiene, sanitation including bio-toilets, access to electricity through renewable energy, strengthening infrastructure of schools, empowerment of girls in school through sensitization and awareness, health services and improved facilities in hospitals and homes for the differently abled people.</p> <p>The implementation and monitoring of CSR Policy, is in compliance with CSR objectives and policy of the Company. The CSR Committee has taken all initiatives to ensure that all the identified projects are in line with the Companies Act, 2013. Proper monitoring and review mechanism is in place and is led by the Chairman of the CSR Committee, who is an Independent Director.</p>

ANNEXURE A1

(₹ millions)

S. No.	CSR project or activity identified	Sector in which the project is covered	Projects or programs 1) Local area or other 2) Specify the state and district where projects or programs was undertaken	Amount outlay (budget) project or programs wise	Amount spent on the projects or programs		Cumulative expenditure upto the reporting period**	Amount spent: Direct or through the implementing agency
					Direct expenditure on the projects or programs	Overheads		
1	Villages adoption	(x) - Rural development, promoting livelihoods, education, health, hygiene, water and sanitation in villages	Local Area: Vadodara	8.64	5.85	-	11.68	Direct: 3.85 Implementing agency Swayam Shikshan Prayog:2.00
2	Improving schools infrastructure and facilities for children	(i), (ii) Promoting education, health & hygiene in schools	Local area: Pallavaram (Chennai)	4.50	4.36	-	9.61	Direct - 4.36
3	Preventive and curative healthcare for the needy and elderly through cataract surgeries and mobile medical unit, and through provision of safe drinking water	(i) - Promoting preventive health care	Local area: Chennai, Padappai, Hosur	17.30	16.00	0.03	16.03	Direct -0.03 Implementing agency ,Help Age India:16.00.
4	Improving schools infrastructure, facilities for children with disabilities and support to children hospital	(i), (ii) - Promoting education, health & hygiene in schools and preventive health care	Local area: Naini	4.50	5.03	-	9.79	Direct: 5.03
5	Community development through renewable energy	(iv) -Ensuring environmental sustainability	Local area: Naini	2.50	1.50	0.03	1.53	Direct - 0.03 Implementing agency, Naturetech Infrastructure Private Limited: 1.50
6	Improving facilities and infrastructure for children in schools and ITI	(ii) Promoting education	Local area: Naini	4.70	4.51	-	8.52	Direct - 4.51
TOTAL				42.14	37.25	0.06	57.18	

** Includes amount spent on CSR projects/ activities since 2014-15.

ANNEXURE B TO THE DIRECTORS' REPORT

NOMINATION AND REMUNERATION POLICY

Objectives

The objective of the Nomination and Remuneration Committee of the Board of Directors of GET&D India Limited (hereinafter referred to as 'GETDIL' or 'the Company') is to ensure that the Board and top management is appropriately constituted to meet its fiduciary obligations to stakeholders, to identify persons who are qualified to become Directors and who may be appointed in senior management and/or as Key Managerial Personnel (KMP) of the Company in accordance with the criterion laid down, recommend to the Board the appointment, removal, remuneration of the Directors, Senior Management and KMP and evaluation of every Director's performance, in line with the provisions of the Companies Act, 2013 and rules prescribed therein, as amended from time to time and as per the Listing Agreement with Stock Exchange(s), as amended from time to time and/or such other statutory notification, amendment or modification, as may be applicable.

Responsibilities and Duties

The Committee shall undertake the specific duties and responsibilities listed below and shall also undertake such other duties as the Board prescribes from time to time. Specific duties and responsibilities of the Committee include:

1. Formulating criteria for determining qualifications, positive attributes and independence of a director.
2. Identifying persons who are qualified to become Directors and who may be appointed in Senior Management and as KMP of the Company in accordance with the criteria laid down, recommend to the Board their appointment and removal.
3. Recommending to the Board a policy, relating to the remuneration of the Directors, Senior Management, KMP and other employees, as may be applicable
4. Formulating criteria for evaluation of Independent Directors and the Board and carry out evaluation of every Director's performance.
5. Devising a policy on Board diversity.
6. Ensuring that level and composition of remuneration is reasonable and sufficient to attract, retain and motivate Directors of the quality required to run the company successfully.
7. Ensuring the relationship of remuneration to performance is clear and meets appropriate performance benchmarks and remuneration payable to Directors, Senior Management, KMP involves a balance between fixed and incentive pay reflecting

short and long-term performance objectives appropriate to the working of the company and its goals.

8. Carrying out any other function as is mandated by the Board from time to time and/or enforced by any statutory notification, amendment or modification, as may be applicable.
9. Performing such other functions as may be necessary or appropriate for the performance of its duties.

Powers

In discharging its responsibilities and duties, the powers of the Committee will include:

1. Sole authority to retain, compensate and terminate any search firm to be used to identify Director candidate(s) and these agencies will be accountable only to the Committee.
2. Identifying, screening and reviewing individuals qualified to serve as Directors and recommending to the Board candidates for nomination to fill Board vacancies/additions.
3. Overseeing the Company's policies and procedures for the receipt of stakeholder suggestions regarding Board composition and recommendations of candidates for membership of the Board.
4. Conducting or authorizing studies of matters within the Committee's scope of responsibility with full access to all books, records, facilities and personnel of the Company.
5. To retain outside counsel for these activities, if required and determine the compensation.
6. To sub-delegate such power and authority as the Committee deems appropriate with the purpose of meeting its objectives and duties within the scope of its terms of reference. The Committee shall, however not delegate any power or authority required by law, regulation or listing standards to be exercised solely by the Committee as a whole.

Membership

The Committee shall consist of at least three directors, all of whom shall be non-executive directors and at least half shall be independent.

The Chairman of the committee shall be an Independent Director.

The members of the Committee shall be appointed by the Board of Directors. The Board has the power to constitute/reconstitute the Committee consistent with the Company's policy and applicable law/regulations.

Meetings

The Committee will meet as often as it considers necessary, in person and/or telephonically and/or video conferencing or by other audio visual means. Any member may call a meeting of the Committee.

All meetings of the Committee shall be presided over by the Chairman of the Committee.

Other Directors, employees or such persons as may be deemed appropriate by the Chairman/Member(s) of the Committee may be invited to attend the meeting(s).

Quorum

The quorum for meetings of the Committee shall be one third of total strength or two members whichever is higher.

The participation of the Directors by video conferencing or by other audio visual means shall also be counted for the purposes of quorum.

Minutes

The Committee shall maintain written minutes of its meetings, including any formal discussions and taking on record any action taken by written consent, which shall be presented to the Board and shall be part of minutes of the Board Meeting.

Compensation to Committee Members

The Company shall not pay any remuneration to the Committee Members except sitting fees for each meeting of the Committee attended by the Non-Executive Independent Directors, as determined by the Board from time to time and Commission as may be determined by Board of Directors of the Company within overall ceiling limit approved by Shareholders of the Company.

Applicability

The Policy shall be applicable to:

1. The Board of Directors of the Company
2. KMP of the Company
3. Senior Management of the Company
4. Such other person(s) as may be prescribed by the law for the time being in force

Guidelines for Appointment and Removal of Director, KMP and Senior Management

• Appointment criteria and qualifications

1. The Committee shall identify and determine the integrity, qualification, expertise and experience of the person for

appointment as Director, KMP or at Senior Management level and recommend to the Board his / her appointment.

2. A person should possess requisite qualification, expertise and experience for the position he / she is considered for appointment. The Committee has discretion to decide whether the qualification, expertise and experience possessed by a candidate are adequate for the concerned proposed position.
3. The Company shall not appoint or continue the employment of any person as Whole-time Director who has attained the age of seventy years. Provided that the term of the person holding this position may be extended beyond the age of seventy years with the approval of shareholders by passing a special resolution and compliance of applicable provisions of law/regulations.

• Term / Tenure

I. Managing Director/Whole-time Director

The Company shall appoint/re-appoint any person as its Executive Chairman, Managing Director or Executive Director for a term not exceeding five years at a time. No re-appointment shall be made earlier than one year before the expiry of term.

II. Independent Director

An Independent Director shall hold office for a term up to five consecutive years on the Board of the Company and will be eligible for re-appointment for another term of five years on passing of a special resolution by the members of the Company, subject to the compliance of applicable law/regulations/listing agreement etc.

No Independent Director shall hold office for more than two consecutive terms, but such Independent Director shall be eligible for appointment after expiry of three years of ceasing to become an Independent Director. Provided that an Independent Director shall not, during the said period of three years, be appointed in or be associated with the Company in any other capacity, either directly or indirectly.

A person may be appointed as an Independent Director, only if the proposed appointment is within the limits prescribed under law/regulations/listing agreement to act as an Independent Director by such person in any listed Company including GE T&D India Limited.

III. Evaluation

The Committee shall carry out need based evaluation of performance of every Director, KMP and Senior Management Personnel at regular intervals/Human Resources (HR) policy of the Company.

IV. Removal

The Committee, if think fit, may recommend removal of a Director, KMP or Senior Management Personnel to the Board with reasons recorded in writing due to reasons for any

disqualification mentioned in the Companies Act, 2013, rules made thereunder or under any other applicable Act, rules and regulations, Company policy, subject to the provisions and compliance of the said Act, rules and regulations, Company policy.

V. Retirement

A Director, KMP and Senior Management Personnel shall retire as per the applicable provisions of the Companies Act, 2013 and the extant policy of the Company. The Board will have the discretion to retain the Director, KMP, Senior Management Personnel in the same position / remuneration or otherwise even after attaining the retirement age, for the benefit of the Company, subject to the recommendation of the Committee.

Guidelines Relating to the Remuneration for the Whole-time Director, KMP and Senior Management Personnel

• General

1. The remuneration / compensation / commission etc. to the Whole-time Director, KMP and Senior Management Personnel will be determined by the Committee and recommended to the Board for approval. The remuneration / compensation / commission etc. shall be subject to the terms of appointment and/or prior/post approval of the shareholders of the Company and Central Government, wherever required.
2. The remuneration and commission to be paid to Whole-time Director(s) shall be in accordance with the percentage / slabs / conditions laid down in the Articles of Association of the Company/terms of appointment approved by the Board or shareholders, as the case may be and as per the provisions of the Companies Act, 2013, and the rules made thereunder.
3. Increments to the existing remuneration / compensation structure may be recommended by the Committee to the Board which should be within the slabs approved by the Shareholders/central government in the case of Whole-time Director. Increments will be effective as per the terms of appointment or 1st April as the case may be, subject to compliance of applicable law/regulations, HR policy of the Company.
4. Where any insurance is taken by the Company on behalf of its Whole-time Director, Chief Executive Officer, Chief Financial Officer, the Company Secretary and any other employees for indemnifying them against any liability, the premium paid on such insurance shall not be treated as part of the remuneration payable to any such personnel. Provided that if such person is proved to be guilty, the premium paid on such insurance shall be treated as part of the remuneration.

• Remuneration to Whole-time / Executive / Managing Director, KMP and Senior Management Personnel

1. Fixed & Incentive pay

The Whole-time Director / KMP and Senior Management Personnel shall be eligible for a monthly remuneration as may be approved by the Board on the recommendation of the Committee, subject to compliance of applicable law/regulations and in accordance with Company's HR policies. The breakup of the Annual Fixed Pay and quantum of perquisites including, employer's contribution to P.F, pension scheme, medical expenses, etc. shall be decided and approved by the Board on the recommendation of the Committee and approved by the shareholders and Central Government, wherever required. The Whole-time Director / KMP and Senior Management Personnel shall also be eligible for Annual Variable Pay (for the calendar year) as follows:

Senior Executive Band (SEB):	50% or 70% of Annual Fixed Pay as per group policy
Executive Band (EB):	35% of Annual Fixed Pay
Senior Professional Band (SPB):	15% of Annual Fixed Pay

subject to fulfillment of the short and long-term performance objectives, as may be fixed for each official vis-à-vis the working/performance of the company.

2. Minimum Remuneration

If, in any financial year, the Company has no profits or its profits are inadequate, the Company shall pay remuneration to its Whole-time Director in accordance with the provisions of Schedule V of the Companies Act, 2013 and if it is not able to comply with such provisions, with the previous approval of the Central Government.

3. Provisions for excess remuneration

If any Whole-time Director draws or receives, directly or indirectly by way of remuneration any such sums in excess of the limits prescribed under the Companies Act, 2013 or without the prior sanction of the Central Government, where required, he / she shall refund such excess remuneration to the Company and until such sum is refunded, hold it in trust for the Company. The Company shall not waive recovery of such sums refundable to it unless permitted by the Central Government.

• Remuneration to Non- Executive / Independent Director

1. Remuneration / Commission

The remuneration / commission shall be fixed as per the slabs and conditions mentioned in the Articles of Association of the Company and the Companies Act, 2013 and the rules made thereunder.

2. Sitting Fees

The Non- Executive / Independent Director may receive remuneration by way of sitting fees of such amount as may be approved by the Board from time to time for attending meetings of Board or committee thereof. Provided that the amount of such sitting fees shall not exceed Rupees One lakh per meeting of the Board or committee or such amount as may be prescribed by the Central Government from time to time.

3. Commission

Commission may be paid within the monetary limit approved by shareholders, subject to the limit prescribed under the provisions of the Companies Act, 2013.

4. Stock Options

An Independent Director shall not be entitled to any stock option of the Company.

GLOSSARY

Board	Board of Directors of the Company
Directors	Directors of the Company
Committee	Nomination and Remuneration Committee of the Company as constituted or reconstituted by the Board
Independent Director	As prescribed in the Companies Act, 2013 and rules therein, as may be amended from time to time and Listing Agreement with Stock Exchanges, as may be amended from time to time
Senior management	Members of its core management team excluding the Board of Directors. This would also include all members of management one level below the executive directors including all functional heads and such other officer as may be prescribed under the applicable statutory provisions/regulations.
KMP	a) the Chief Executive Officer or the managing director or the manager; b) the Company Secretary; c) the Whole-time director; d) the Chief Financial Officer; and e) Such other officer as may be prescribed under the applicable statutory provisions/regulations.

Unless the context otherwise requires, words and expressions used in this policy and not defined herein but defined in the Companies Act, 2013 and rules prescribed therein, as may be amended from time to time and per the Listing Agreement with Stock Exchange(s) as may be amended from time to time, shall have the meaning respectively assigned to them therein.

ANNEXURE C TO THE DIRECTORS' REPORT

DETAILS AS REQUIRED UNDER SECTION 197(12) OF COMPANIES ACT, 2013 ("ACT") READ WITH RULE 5(1) OF COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014

1. Ratio of remuneration of each director to median remuneration of employees, percentage increase in remuneration of each Director, Chief Financial Officer and Company Secretary during the financial year ended March 31, 2017:

S. No.	Name of Director and KMP	Remuneration of Director and KMP for the financial year ended March 31, 2017 (in ₹)	Ratio of remuneration of each director to median remuneration of employees	% increase in remuneration for the financial year ended March 31, 2017 provided for the purpose of section 197(12) of the Act
1	Mr. Rathindra Nath Basu ¹ Managing Director	20,591,096*	24.7	(57.10%)
2	Mr. Gaurav M. Negi ² Whole-time Director & CFO	13,899,254	16.7	Not applicable ^b
3	Mr. S. M. Momaya ³ Ceased to be Whole-time Director & Chief Financial Officer w.e.f. close of business hours on 31.05.2016	11,173,932*	13.4	Not applicable ^b
4	Mr. Ravi Kumar Krishnamurthy ⁴ Whole-time Director & Head AIS business	15,428,756 *	18.5	Not applicable ^b
5	Mr. Nagesh Tilwani ⁵ Whole-time Director & Head AIS business	2,581,542	3.1	Not applicable ^b
6	Mr. Manoj Prasad Singh Company Secretary	4,920,882	Not applicable	12.63%
7	Mr. Chandan Roy ⁶ Independent Director	175,000 ^a	0.2	Not applicable ^b
8	Mr. Bhanu Bhushan Independent Director	520,000 ^a	0.6	(64.86%)
9	Dr. Kirit S. Parikh Independent Director	260,000 ^a	0.3	(79.37%)
10	Mr. Rakesh Nath Independent Director	490,000 ^a	0.6	(52.88%)
11	Ms. Neera Saggi ⁷ Independent Director	220,000 ^a	0.3	Not applicable ^b

Notes:

* In view of loss during the financial year ended March 31, 2017 (in terms of Section 198 of Companies Act, 2013), (a) in terms of Part II of Schedule V of Companies Act, 2013 approval of Shareholders by way of special resolution is being sought for the payment of managerial remuneration (excluding the perquisites not included for the computation of the ceiling on remuneration as per Part II of Schedule V of Companies Act, 2013 viz. 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) of Rs. 1,70,36,594, Rs. 18,56,092, and Rs. 1,03,07,786 to Mr. Rathindra Nath Basu, Mr. S. M. Momaya and Mr. Ravi Kumar Krishnamurthy, respectively, and (b) amounts of Rs. 1,45,00,000, Rs. 1,60,78,730 and Rs. 96,36,420 recoverable from Mr. Rathindra Nath Basu, Mr. S. M. Momaya and Mr. Ravi Kumar Krishnamurthy, respectively, as excess remuneration have been refunded by them. In terms of Section III of Part II of schedule V of the Companies Act, 2013, the holding company of the Company i.e., M/s Grid Equipments Private Limited has made payment of Rs. 2,35,00,000, Rs. 1,68,28,566 and Rs. 1,10,19,578/- to Mr. Rathindra Nath Basu, Mr. S M Momaya and Mr. Ravi Kumar Krishnamurthy, respectively, for the above amounts refunded, along with bonus payable by the Company. The amount mentioned in table above is net of excess remuneration refunded by them.

1 Ceased to be Managing Director w.e.f. close of business hours on 28.02.2017 and director w.e.f. 04.04.2017

2 Appointed as CFO w.e.f. 01.06.2016 and Whole-time Director & CFO w.e.f. 26.07.2016. For the period he was only CFO of the Company, a remuneration of Rs. 2,232,752 was paid.

3 Whole -Time Director & CFO upto 31.05.2016

4 Ceased to be an alternate director w.e.f. 25.07.2016. Appointed as Whole-time Director & Head AIS business w.e.f. 26.07.2016 and ceased to be director w.e.f. 21.12.2016

5 Appointed as Whole-time Director w.e.f. 21.12.2016

6 Passed away on 23.06.2016

7 Appointed as additional director w.e.f. 26.07.2016

a. In view of loss in terms of Section 198 of Companies Act, 2013, the independent directors were paid sitting fees only and no commission was paid for the period.

b. Not applicable as the director was either not a director in financial year ended March 31, 2017 or was for part of the year

- In the financial year under review, there was an increase of 13.24% in the median remuneration of employees.
- There were 2,862 permanent employees on the rolls of Company as on March 31, 2017.
- Average percentage increase made in the salaries of employees other than the managerial personnel in the last financial year i.e. 2016-17 was 8%.
- It is hereby affirmed that the remuneration paid is as per the Nomination and Remuneration policy of the Company.

ANNEXURE D TO THE DIRECTORS' REPORT

STATEMENT PURSUANT TO SECTION 197(12) OF THE COMPANIES ACT, 2013, READ WITH RULE 5(2) AND 5(3) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014

A. Particulars of top ten employees employed for the financial year under report in terms of remuneration:

Sl. No.	Name	Designation	Remuneration (in ₹)	Qualification	Experience (in Years)	Date of commencement of employment	Age (in years)	Previous employment and designation
1	Anup Kundu	Senior Site Leadership Staff Manager	22,104,115	Master of Science, Engineering Sanitary Engineering, Postgraduate Diploma Sanitary Engineering, Bachelor of Science Civil Engineering	48	September 1, 2016	71	Sr. Project Consultant, Meenakshi Energy-GDF-SUEZ, Nellore
2	Arvind Pachauri*	Human Resources Executive	14,699,781	LL.B., MSW	29	July 2, 2007	58	ABB Ltd., Vice President - HR
3	Gaurav M. Negi	Whole-time director & Chief Financial Officer	16,132,006**	B.Com, CA	19	June 1, 2016	42	CFO, Wipro GE Healthcare Ltd.
4	Manikkapurath Sivaprasad*	Executive - Business Operations	10,984,250	B.Tech. - Electrical & Electronics, MBA	27	November 6, 1998	48	Steel Authority of India Ltd., Assistant Manager
5	Nagesh Tilwani	Whole-time Director & Head-AIS business	9,719,023***	B.E. - Electrical & Electronics	22	September 14, 1996	43	Controls & Switchgear Company Ltd., Design Engineer
6	Rajan Saxena	Senior Business Operations Staff Manager	9,803,200	B.Tech. - Mechanical	38	June 1, 2008	58	Skoda Power Pvt Ltd. - GM (Service and Spares), R&M
7	Ramalingam Karthikeyan	Senior Process Improvement Manager	11,125,444	B.E. - Electrical & Electronics, PGDBA	34	October 25, 1996	56	International Components India Ltd., Manager - Operations
8	Ranganathan Vishwanathan*	Executive - Business Operations	13,035,923	B.E. - Prod	30	September 18, 2012	54	Bharat Bijalee Ltd., VP
9	Subrata Chatterjee*	Executive - Business Operations	13,029,107	B.E. (Electronics & Power)	23	August 31, 2004	48	CESC Ltd., Sr. Manager
10	Sujoy Ray*	Sales Executive	19,149,023	B.E. Electrical (Hons.)	38	May 9, 1979	60	Kesoram Industries & Cotton Mills Limited, Maintenance

B. Particulars of employees employed for the financial year under report and in receipt of remuneration for that year which, in the aggregate, was not less than Rs. One crore and two lakhs (Rs. 10,200,000/-) per annum

None other than mentioned in A above

C. Particulars of employees employed for part of the financial year under report and in receipt of remuneration for any part of that year, at a rate which, in the aggregate, was not less than Rupees eight lacs and fifty thousand (850,000) per month

Sl. No.	Name	Designation	Remuneration (in ₹)	Qualification	Experience (in Years)	Date of commencement of employment	Age (in years)	Previous employment and designation
1	Gaurav M. Negi	Whole-time Director & CFO	16,132,006**	B.Com, CA , Six Sigma Black Belt	19	June 1, 2016	42	CFO, Wipro GE Healthcare Ltd.
2	Rathindra Nath Basu	Managing Director	20,591,096****	B.Sc. Physics Hons., B.Tech. - Electronics	39	February 1, 2007	62	ALSTOM T&D, France, VP - Product Line Power Distribution
3	Ravi Kumar Krishnamurthy	Whole-time Director & Head-AIS business	15,428,756 ****	M.Com, ICWA, CS	29	July 27, 1992	49	Madras Cements Ltd., Finance Executive
4	S. M. Momaya	Whole-time Director & CFO	11,173,932****	B.Com (Hons.), ACA	37	September 1, 2013	61	Alstom India Ltd., Whole-time Director & CFO

* Remuneration paid to these employees also includes bonus for the financial year ended March 31, 2017 paid during the year under review.

** Includes salary paid w.e.f. 01.06.2016 as CFO and thereafter as Whole-time Director & CFO w.e.f. 26.07.2016.

*** Includes salary paid during the year in capacity as employee before being inducted on the Board as Whole - time Director w.e.f. 21.12.2016

**** In view of loss during the financial year ended March 31, 2017 (in terms of Section 198 of Companies Act, 2013), (a) in terms of Part II of Schedule V of Companies Act, 2013 approval of Shareholders by way of special resolution is being sought for the payment of managerial remuneration (excluding the perquisites not included for the computation of the ceiling on remuneration as per Part II of Schedule V of Companies Act, 2013 viz. 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) of Rs. 1,70,36,594, Rs. 18,56,092, and Rs. 1,03,07,786 to Mr. Rathindra Nath Basu, Mr. S. M. Momaya and Mr. Ravi Kumar Krishnamurthy, respectively, and (b) amounts of Rs. 1,45,00,000, Rs. 1,60,78,730 and Rs. 96,36,420 recoverable from Mr. Rathindra Nath Basu, Mr. S. M. Momaya and Mr. Ravi Kumar Krishnamurthy, respectively, as excess remuneration have been refunded by them. In terms of Section III of Part II of schedule V of the Companies Act, 2013, the holding company of the Company i.e., M/s Grid Equipments Private Limited has made payment of Rs. 2,35,00,000, Rs. 1,68,28,566 and Rs. 1,10,19,578/- to Mr. Rathindra Nath Basu, Mr. S M Momaya and Mr. Ravi Kumar Krishnamurthy, respectively, for the above amounts refunded, along with bonus payable by the Company. The amount mentioned in table above is net of excess remuneration refunded by them.

Notes:

- 1) Remuneration includes salary, bonus, commission, company's contributions to provident Fund / Gratuity Fund / Superannuation Fund and the value of perquisites on the basis of income Tax Rules, wherever applicable.
- 2) The above appointments are contractual.
- 3) None of the above employee is related to any of the Directors of the Company.
- 4) None of the employees by himself or along with his spouse and dependent children holds 2% or more of the equity shares of the Company.

ANNEXURE E TO THE DIRECTORS' REPORT

FORM NO. MGT - 9 EXTRACT OF ANNUAL RETURN AS ON THE FINANCIAL YEAR ENDED ON MARCH 31, 2017

[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I. Registration and Other Details:

i) CIN	:	L31102DL1957PLC193993
ii) Registration Date	:	March 13, 1957
iii) Name of the Company	:	GE T&D India Limited (formerly ALSTOM T&D India Limited)
iv) Category / Sub-Category of the Company	:	Company Limited by Shares/Indian Non-Government Company
v) Address of the Registered office and contact details	:	A-18, First Floor, Okhla Industrial Area, Phase II, New Delhi - 110 020 Tel: 91 11 41610660
vi) Whether listed company	:	Yes
vii) Name, Address and Contact details of Registrar and Transfer Agent, if any	:	C B Management Services (P) Ltd. P-22, Bondel Road, Kolkata - 700 019 Tel: 91 33 40116700 (100 Lines) Fax: 91 33 40116739

II. Principal Business Activities of the Company

Name and Description of main products/ services	NIC Code of the main product / service	% to total turnover of the Company
Switchgear all types, Control Panels, Power Transformers Electrical Substation projects and Services	271	100%

III. Particulars of Holding, Subsidiary and Associate Companies

S. No.	Name and Address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of shares held	Applicable Section
1	Grid Equipments Private Limited 9th Floor, DLF Building No.10, Tower C, DLF Cyber City, Phase II, Gurgaon -122002	U31200HR2010PTC041758	Immediate Holding	68.54	2(46)
2	GE Grid Alliance B.V. (Formerly ALSTOM Grid Holding B.V.) Bergschot, 69/2, Breda, Netherlands - 4817 PA	NA	Intermediate Holding	6.46	2(46)
3	GE Albany Global Holdings B.V, Bergschot 69/2, Breda, The Netherlands - 4817 PA	NA	Holding	-	2(46)
4	GE Energy International Cooperatief U.A. Bergschot 69/2, Breda, The Netherlands - 4817 PA	NA	Holding	-	2(46)
5	General Electric Company 41 Farnsworth Street, Boston, United States of America - 02210	NA	Ultimate Holding	-	2(46)

IV. SHARE HOLDING PATTERN (equity share capital breakup as percentage of total equity)**a) Category-wise Share Holding**

Category of Shareholders	No. of shares held at the beginning of the year (April 1, 2016)				No. of shares held at the end of the year (March 31, 2017)				% Change during the year
	Demat	Physical	Total	% of Total shares	Demat	Physical	Total	% of Total shares	
A. Promoters									
(1) Indian									
a. Individual/ HUF	-	-	-	-	-	-	-	-	-
b. Central Govt.	-	-	-	-	-	-	-	-	-
c. State Govt.(s)	-	-	-	-	-	-	-	-	-
d. Bodies Corp.	1,75,492,524	-	1,75,492,524	68.54	175,492,524	-	175,492,524	68.54	-
e. Banks/FI	-	-	-	-	-	-	-	-	-
f. Any Other	-	-	-	-	-	-	-	-	-
Sub Total A(1)	1,75,492,524	-	1,75,492,524	68.54	175,492,524	-	175,492,524	68.54	-
(2) Foreign									
a. NRIs-Individuals	-	-	-	-	-	-	-	-	-
b. Other-Individuals	-	-	-	-	-	-	-	-	-
c. Bodies Corporate	16,584,942	-	16,584,942	6.48	16,542,377	-	16,542,377	6.46	-0.02
d. Banks/FI	-	-	-	-	-	-	-	-	-
e. Any other	-	-	-	-	-	-	-	-	-
Sub Total A(2)	16,584,942	-	16,584,942	6.48	16,542,377	-	16,542,377	6.46	-0.02
Total shareholding of promoter	1,92,077,466	-	1,92,077,466	75.02	192,034,901	-	192,034,901	75.00	-0.02
(A)= (A)(1)+ (A) (2)									
B. Public Shareholding									
1. Institutions									
a. Mutual funds	24,448,846	3,500	24,452,346	9.55	24,685,854	3,500	24,689,354	9.64	0.09
b. Banks/FI	23,747	7,465	31,212	0.01	33,296	7,465	40,761	0.02	0.01
c. Central Govt	466,737	-	466,737	0.18	466,737	-	466,737	0.18	0.00
d. State Govt(s)	-	605	605	-	-	605	605	-	-
e. Venture Capital Funds	96,100	-	96,100	0.04	-	-	-	-	-0.04
f. Insurance Companies	12,643,033	-	12,643,033	4.94	10,420,400	-	10,420,400	4.07	-0.87
g. FIs	5,481,158	4,450	5,485,608	2.14	5,563,990	4,450	5,568,440	2.17	0.03
h. UTI	6,000	-	6,000	-	-	-	-	-	-
i. Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
j. Others (specify)	-	-	-	-	-	-	-	-	-
Sub-Total (B) (1)	43,165,621	16,020	43,181,641	16.86	41,170,277	16,020	41,186,297	16.09	-0.78
2. Non-institutions									
a. Bodies Corporate									
i. Indian	2,586,517	85,725	2,672,242	1.04	1,511,399	85,725	1,597,124	0.62	-0.42
ii. Overseas	-	-	-	-	-	-	-	-	-
b. Individuals									
i. Individual shareholders holding nominal share capital upto ₹1 lakh	12,378,976	3,969,150	16,348,126	6.38	13,537,560	3,853,738	17,391,298	6.79	0.41
ii. Individual shareholders holding nominal share capital in excess of ₹1 lakh	176,050	-	176,050	0.07	1,752,111	-	1,752,111	0.68	0.62
c. Others (specify)									
i) NRI	379,466	91,920	471,386	0.18	698,078	91,920	789,998	0.31	0.12
ii) Foreign National	200	405	605	-	-	405	405	-	-
iii) Trust	896,328	-	896,328	0.35	1,075,402	-	1,075,402	0.42	0.07
iv) Clearing Member	222,691	-	222,691	0.09	218,999	-	218,999	0.09	-
Sub total (B)(2)	16,640,228	4,147,200	20,787,428	8.12	18,793,549	4,031,788	22,825,337	8.91	0.80
Total Public Shareholding	59,805,849	4,163,220	63,969,069	24.98	59,963,826	4,047,808	64,011,634	25.00	0.02
(B)= (B)(1) + (B)(2)									
C. Shares held by Custodian for GDRs & ADRs									
Grand Total (A+B+C)	2,51,883,315	4,163,220	2,56,046,535	100.00	2,51,998,727	4,047,808	256,046,535	100.00	-

b) Shareholding of Promoters

S. No.	Shareholder's Name	Shareholding at the beginning of the year (April 1, 2016)			No. of shares held at the end of the year (March 31, 2017)			% change in shareholding during the year
		No. of shares	% of total shares of the Company	% of shares pledged / encumbered to total shares	No. of shares	% of total shares of the Company	% of shares pledged / encumbered to total shares	
1.	Grid Equipments Private Limited	175,492,524	68.54	Nil	1,75,492,524	68.54	Nil	-
2.	GE Grid Alliance B.V. (formerly ALSTOM Grid Holding B.V., Netherlands)	16,542,372	6.46	Nil	16,542,372	6.46	Nil	-
3.	GE Energy Europe B.V., Netherlands*	42,570	0.02	Nil	5	0.00	Nil	-0.02
	Total	192,077,466	75.02	Nil	1,92,034,901	75.00	Nil	-0.02

c) Change in Promoters' Shareholding

S. No.	Name	No. of shares at the beginning (April 1, 2016)	% of total shares of the Company	Date of increase/ decrease in shareholding	Increase/ (Decrease) in shareholding (as per weekly)	% change	Reason	Cumulative shareholding during the year	
								No. of shares	% of total shares of the Company
1.	Grid Equipments Private Limited	1,75,492,524	68.54		No Change			1,75,492,524	68.54
		At the end of the year		March 31, 2017				1,75,492,524	68.54
2.	GE Grid Alliance B.V. (formerly ALSTOM Grid Holding B.V., Netherlands)	16,542,372	6.46		No Change			16,542,372	6.46
		At the end of the year		March 31, 2017				16,542,372	6.46
3.	GE Energy Europe B.V.*	42,570	0.02	October 28, 2016	(42,565)	(0.02)	Transfer	42,565	0.02
		At the end of the year		March 31, 2017				5	0.00

* Pursuant to an 'Open Offer' in terms of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ("SEBI SAST Regulations") completed in February 2016, the shareholding of the Acquirer/Promoter Group increased from 75% to 75.02%. In terms of regulation 7(4) of SEBI SAST Regulations read with rule 19A of Securities Contracts (Regulations) Rules, 1957, the Company/ Promoters had one year time from completion of open offer to comply with minimum public shareholding threshold. GE Energy Europe B.V. has completed sale of 42,565 out of 42,570 equity shares in the Company on November 2, 2016, pursuant to the approval by Securities and Exchange Board of India for on-market sell down, in accordance with the provisions of the SEBI Circular No. CIR/CFD/CMD/14/2015 dated November 30, 2015, to comply with the minimum public shareholding threshold. Further on 4 May 2017, GE Energy Europe BV sold its balance 5 equity shares held in the Company to another existing promoter, GE Grid Alliance B.V.

d) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and holders of GDRs and ADRs)

S. No.	Name	No. of shares at the beginning (April 1, 2016)	% of total shares of the Company	Date of increase/ decrease in shareholding	Increase/ (Decrease) in shareholding (as per weekly)	% change	Reason	Cumulative shareholding during the year	
								No. of shares	% of total shares of the Company
1.	Reliance Capital Trustee Company Limited through its various schemes	14,712,891	5.75	April 1, 2016				14,712,891	5.75
				April 8, 2016	20,814	0.01	Transfer	14,733,705	5.75
				April 29, 2016	25,000	0.01	Transfer	14,758,705	5.76
				May 6, 2016	125,000	0.05	Transfer	14,883,705	5.81
				May 13, 2016	246,000	0.10	Transfer	15,129,705	5.91
				May 20, 2016	360,800	0.14	Transfer	15,490,505	6.05
				May 27, 2016	15,700	0.01	Transfer	15,506,205	6.06
				June 10, 2016	75,315	0.03	Transfer	15,581,520	6.09
				June 17, 2016	7,293	0.00	Transfer	15,588,813	6.09
				June 30, 2016	27,308	0.01	Transfer	15,616,121	6.10
				July 1, 2016	48,500	0.02	Transfer	15,664,621	6.12
				July 8, 2016	37,917	0.01	Transfer	15,702,538	6.13
				July 15, 2016	3,577	0.00	Transfer	15,706,115	6.13
				July 19, 2016	25,000	0.01	Transfer	15,731,115	6.14
				July 22, 2016	33,217	0.01	Transfer	15,764,332	6.16
				July 29, 2016	50,000	0.02	Transfer	15,814,332	6.18
				August 5, 2016	75,000	0.03	Transfer	15,889,332	6.21
August 12, 2016	122,300	0.05	Transfer	16,011,632	6.25				
August 19, 2016	25,000	0.01	Transfer	16,036,632	6.26				

S. No.	Name	No. of shares at the beginning (April 1, 2016)	% of total shares of the Company	Date of increase/decrease in shareholding	Increase/(Decrease) in shareholding (as per weekly)	% change	Reason	Cumulative shareholding during the year	
								No. of shares	% of total shares of the Company
				August 26, 2016	37,000	0.01	Transfer	16,073,632	6.28
				September 2, 2016	90,000	0.04	Transfer	16,163,632	6.31
				September 9, 2016	442,811	0.17	Transfer	16,606,443	6.49
				September 16, 2016	76,336	0.03	Transfer	16,682,779	6.52
				September 23, 2016	127,136	0.05	Transfer	16,809,915	6.57
				September 30, 2016	116,398	0.05	Transfer	16,926,313	6.61
				October 7, 2016	99,073	0.04	Transfer	17,025,386	6.65
				October 14, 2016	84,000	0.03	Transfer	17,109,386	6.68
				October 21, 2016	55,050	0.02	Transfer	17,164,436	6.70
				October 28, 2016	15,040	0.01	Transfer	17,179,476	6.71
				November 11, 2016	40,482	0.02	Transfer	17,219,958	6.73
				November 18, 2016	76,420	0.03	Transfer	17,296,378	6.76
				November 25, 2016	40,000	0.02	Transfer	17,336,378	6.77
				December 2, 2016	50,654	0.02	Transfer	17,387,032	6.79
				December 9, 2016	23,632	0.01	Transfer	17,410,664	6.80
				January 27, 2017	50,000	0.02	Transfer	17,460,664	6.82
				February 3, 2017	200,000	0.08	Transfer	17,660,664	6.90
				February 10, 2017	150,000	0.06	Transfer	17,810,664	6.96
				March 3, 2017	50,000	0.02	Transfer	17,860,664	6.98
			At the end of the year	March 31, 2017				17,860,664	6.98
2.	HDFCSL through its various schemes	4,688,707	1.83	April 1, 2016				4,688,707	1.83
				April 8, 2016	191,401	0.07	Transfer	4,880,108	1.91
				April 22, 2016	(4,847)	(0.00)	Transfer	4,875,261	1.90
				April 29, 2016	(4,299)	(0.00)	Transfer	4,870,962	1.90
				May 6, 2016	(99,573)	(0.04)	Transfer	4,771,389	1.86
				May 13, 2016	752	0.00	Transfer	4,772,141	1.86
				May 20, 2016	5,699	0.00	Transfer	4,777,840	1.87
				May 27, 2016	2,959	0.00	Transfer	4,780,799	1.87
				June 3, 2016	(220)	(0.00)	Transfer	4,780,579	1.87
				June 10, 2016	(25,000)	(0.01)	Transfer	4,755,579	1.86
				June 17, 2016	(4,093)	(0.00)	Transfer	4,751,486	1.86
				July 1, 2016	6	0.00	Transfer	4,751,492	1.86
				July 8, 2016	20	0.00	Transfer	4,751,512	1.86
				July 15, 2016	4,190	0.00	Transfer	4,755,702	1.86
				July 19, 2016	28	0.00	Transfer	4,755,730	1.86
				July 22, 2016	6,133	0.00	Transfer	4,761,863	1.86
				August 12, 2016	(50,913)	(0.02)	Transfer	4,710,950	1.84
				August 19, 2016	(56,025)	(0.02)	Transfer	4,654,925	1.82
				August 26, 2016	(215,025)	(0.08)	Transfer	4,439,900	1.73
				September 2, 2016	(42,035)	(0.02)	Transfer	4,397,865	1.72
				September 9, 2016	(243,713)	(0.10)	Transfer	4,154,152	1.62
				September 16, 2016	(186,148)	(0.07)	Transfer	3,968,004	1.55
				September 23, 2016	(26,818)	(0.01)	Transfer	3,941,186	1.54
				September 30, 2016	(22)	(0.00)	Transfer	3,941,164	1.54
				October 7, 2016	(13,562)	(0.01)	Transfer	3,927,602	1.53

S. No.	Name	No. of shares at the beginning (April 1, 2016)	% of total shares of the Company	Date of increase/decrease in shareholding	Increase/(Decrease) in shareholding (as per weekly)	% change	Reason	Cumulative shareholding during the year	
								No. of shares	% of total shares of the Company
				October 14, 2016	(69,621)	(0.03)	Transfer	3,857,981	1.51
				October 21, 2016	(28,612)	(0.01)	Transfer	3,829,369	1.50
				October 28, 2016	(2,639)	(0.00)	Transfer	3,826,730	1.49
				November 11, 2016	(200,000)	(0.08)	Transfer	3,626,730	1.42
				November 18, 2016	(10,196)	(0.00)	Transfer	3,616,534	1.41
				December 2, 2016	(6,192)	(0.00)	Transfer	3,610,342	1.41
				December 23, 2016	322	0.00	Transfer	3,610,664	1.41
				December 30, 2016	256	0.00	Transfer	3,610,920	1.41
				January 6, 2017	(18,339)	(0.01)	Transfer	3,592,581	1.40
				January 13, 2017	(19,010)	(0.01)	Transfer	3,573,571	1.40
				January 20, 2017	(16,296)	(0.01)	Transfer	3,557,275	1.39
				January 27, 2017	(10,674)	(0.00)	Transfer	3,546,601	1.39
				February 3, 2017	31,000	0.01	Transfer	3,577,601	1.40
				February 10, 2017	18,108	0.01	Transfer	3,595,709	1.40
				February 24, 2017	16,554	0.01	Transfer	3,612,263	1.41
				March 3, 2017	42,568	0.02	Transfer	3,654,831	1.43
				March 10, 2017	200,020	0.08	Transfer	3,854,851	1.51
				March 17, 2017	60,000	0.02	Transfer	3,914,851	1.53
				March 24, 2017	49,850	0.02	Transfer	3,964,701	1.55
				March 31, 2017	221,176	0.09	Transfer	4,185,877	1.63
			At the end of the year	March 31, 2017				4,185,877	1.63
3.	SBI Mutual Fund through its various schemes	4,628,900	1.81	April 1, 2016				4,628,900	1.81
				April 22, 2016	(52,000)	(0.02)	Transfer	4,576,900	1.79
				April 29, 2016	(36,820)	(0.01)	Transfer	4,540,080	1.77
				May 6, 2016	(341,904)	(0.13)	Transfer	4,198,176	1.64
				May 13, 2016	(227,776)	(0.09)	Transfer	3,970,400	1.55
				July 8, 2016	252,350	0.10	Transfer	4,222,750	1.65
				July 15, 2016	47,650	0.02	Transfer	4,270,400	1.67
				September 2, 2016	5,000	0.00	Transfer	4,275,400	1.67
				September 9, 2016	3,000	0.00	Transfer	4,278,400	1.67
				September 30, 2016	209,355	0.08	Transfer	4,487,755	1.75
				October 7, 2016	30,288	0.01	Transfer	4,518,043	1.76
				October 14, 2016	172,085	0.07	Transfer	4,690,128	1.83
				October 21, 2016	27,843	0.01	Transfer	4,717,971	1.84
				October 28, 2016	112,354	0.04	Transfer	4,830,325	1.89
				November 4, 2016	63,478	0.02	Transfer	4,893,803	1.91
				November 11, 2016	205,046	0.08	Transfer	5,098,849	1.99
				December 23, 2016	99,418	0.04	Transfer	5,198,267	2.03
				March 10, 2017	120,000	0.05	Transfer	5,318,267	2.08
			At the end of the year	March 31, 2017				5,318,267	2.08
4.	The New India Assurance Company Limited	3,843,175	1.50	April 1, 2016				3,843,175	1.50
				April 8, 2016	(4,096)	(0.00)	Transfer	3,839,079	1.50
				March 31, 2017				3,839,079	1.50
5.	General Insurance Corporation of India	2,101,000	0.82	April 1, 2016				2,101,000	0.82
			At the end of the year	March 31, 2017				2,101,000	0.82

S. No.	Name	No. of shares at the beginning (April 1, 2016)	% of total shares of the Company	Date of increase/decrease in shareholding	Increase/(Decrease) in shareholding (as per weekly)	% change	Reason	Cumulative shareholding during the year	
								No. of shares	% of total shares of the Company
6.	Sundaram Mutual Fund through its various schemes	1,672,641	0.65	April 1, 2016				1,672,641	0.65
				May 6, 2016	200,000	0.08	Transfer	1,872,641	0.73
				May 13, 2016	5,000	0.00	Transfer	1,877,641	0.73
				July 22, 2016	(34,652)	(0.01)	Transfer	1,842,989	0.72
				July 29, 2016	(41,465)	(0.02)	Transfer	1,801,524	0.70
				August 5, 2016	(10,000)	(0.00)	Transfer	1,791,524	0.70
				August 12, 2016	(10,000)	(0.00)	Transfer	1,781,524	0.70
				August 19, 2016	(42,699)	(0.02)	Transfer	1,738,825	0.68
				September 9, 2016	(13,836)	(0.01)	Transfer	1,724,989	0.67
				September 16, 2016	(40,141)	(0.02)	Transfer	1,684,848	0.66
				September 23, 2016	(78,041)	(0.03)	Transfer	1,606,807	0.63
				September 30, 2016	(64,198)	(0.03)	Transfer	1,542,609	0.60
				October 7, 2016	(27,601)	(0.01)	Transfer	1,515,008	0.59
				November 18, 2016	(15,301)	(0.01)	Transfer	1,499,707	0.59
				November 25, 2016	(83,405)	(0.03)	Transfer	1,416,302	0.55
				December 2, 2016	(60,848)	(0.02)	Transfer	1,355,454	0.53
				December 9, 2016	(55,454)	(0.02)	Transfer	1,300,000	0.51
				December 16, 2016	(440)	(0.00)	Transfer	1,299,560	0.51
				December 23, 2016	(100,000)	(0.04)	Transfer	1,199,560	0.47
				January 13, 2017	(21,829)	(0.01)	Transfer	1,177,731	0.46
				January 20, 2017	(25,000)	(0.01)	Transfer	1,152,731	0.45
				February 3, 2017	(213,532)	(0.08)	Transfer	939,199	0.37
				February 10, 2017	(149,620)	(0.06)	Transfer	789,579	0.31
February 17, 2017	(12,453)	(0.00)	Transfer	777,126	0.30				
February 24, 2017	(51,188)	(0.02)	Transfer	725,938	0.28				
March 3, 2017	(20,095)	(0.01)	Transfer	705,843	0.28				
March 10, 2017	(66,000)	(0.03)	Transfer	639,843	0.25				
March 17, 2017	(133,785)	(0.05)	Transfer	506,058	0.20				
March 24, 2017	(13,768)	(0.01)	Transfer	492,290	0.19				
March 31, 2017	(248,561)	(0.10)	Transfer	243,729	0.10				
	At the end of the year		March 31, 2017				243,729	0.10	
7.	Goldman Sachs India Fund Limited	1,508,765	0.59	April 1, 2016				1,508,765	0.59
				March 31, 2017	97,357	0.04	Transfer	1,606,122	0.63
				At the end of the year	March 31, 2017			1,606,122	0.63
8.	TATA AIA Life Insurance Company Limited through its various schemes ¹	1071812	0.42	April 1, 2016				1,071,812	0.42
				April 8, 2016	(4,896)	(0.42)	Transfer	1,066,916	0.42
				April 15, 2016	(34,111)	(0.00)	Transfer	1,032,805	0.40
				April 22, 2016	(37,534)	(0.01)	Transfer	995,271	0.39
				April 29, 2016	(25,032)	(0.01)	Transfer	970,239	0.38
				May 6, 2016	(9,000)	(0.01)	Transfer	961,239	0.38
				May 17, 2016	(40,982)	(0.00)	Transfer	920,257	0.36
				July 8, 2016	(250,000)	(0.02)	Transfer	670,257	0.26
				July 15, 2016	(33,000)	(0.10)	Transfer	637,257	0.25
				August 19, 2016	(7,331)	(0.01)	Transfer	629,926	0.25
				August 26, 2016	(200,000)	(0.00)	Transfer	429,926	0.17
				September 2, 2016	(4,456)	(0.08)	Transfer	425,470	0.17

S. No.	Name	No. of shares at the beginning (April 1, 2016)	% of total shares of the Company	Date of increase/decrease in shareholding	Increase/(Decrease) in shareholding (as per weekly)	% change	Reason	Cumulative shareholding during the year	
								No. of shares	% of total shares of the Company
				September 23, 2016	(37,272)	(0.00)	Transfer	388,198	0.15
				September 30, 2016	(136,899)	(0.01)	Transfer	251,299	0.10
				October 7, 2016	(115,417)	(0.05)	Transfer	135,882	0.05
				October 14, 2016	(14,417)	(0.05)	Transfer	121,465	0.05
				October 14, 2016	(121,465)	(0.01)	Transfer	0	0.00
			At the end of the year	March 31, 2017				0	0.00
9.	The Master Trust Bank of Japan, Ltd. As trustee of Nissay India Equity Selection Mother Fund	891973	0.35	April 1, 2016				891,973	0.35
				April 8, 2016	38,023	0.01	Transfer	929,996	0.36
				April 15, 2016	2,533	0.00	Transfer	932,529	0.36
				April 22, 2016	40,000	0.02	Transfer	972,529	0.38
				April 29, 2016	105,168	0.04	Transfer	1,077,697	0.42
				May 13, 2016	92,000	0.04	Transfer	1,169,697	0.46
				May 20, 2016	11,465	0.00	Transfer	1,181,162	0.46
				May 27, 2016	(13,368)	(0.01)	Transfer	1,167,794	0.46
				June 3, 2016	(7,428)	(0.00)	Transfer	1,160,366	0.45
				June 10, 2016	3,987	0.00	Transfer	1,164,353	0.45
				June 30, 2016	(2,665)	(0.00)	Transfer	1,161,688	0.45
				July 15, 2016	(19,000)	(0.01)	Transfer	1,142,688	0.45
				August 26, 2016	6,400	0.00	Transfer	1,149,088	0.45
				September 2, 2016	68,378	0.03	Transfer	1,217,466	0.48
				September 30, 2016	(84,569)	(0.03)	Transfer	1,132,897	0.44
				October 14, 2016	(3,100)	(0.00)	Transfer	1,129,797	0.44
				November 4, 2016	(61,000)	(0.02)	Transfer	1,068,797	0.42
			At the end of the year	March 31, 2017				1,068,797	0.42
10.	M/s Vidya Investment and Trading Co. Pvt. Ltd ¹	865779	0.34	April 1, 2016				865,779	0.34
				November 25, 2016	(125,405)	(0.05)	Transfer	740,374	0.29
				December 2, 2016	(667)	(0.00)	Transfer	739,707	0.29
				February 3, 2017	(106,800)	(0.04)	Transfer	632,907	0.25
				February 10, 2017	(224,502)	(0.09)	Transfer	408,405	0.16
				February 17, 2017	(65,736)	(0.03)	Transfer	342,669	0.13
				March 3, 2017	(246,147)	(0.10)	Transfer	96,522	0.04
				March 3, 2017	(96,522)	(0.04)	Transfer	0	0.00
			At the end of the year	March 31, 2017				0	0.00
11.	Rohini Nilekani ²	0	0.00	April 1, 2016				0	0.00
				April 30, 2016	42,000	0.02	Transfer	42,000	0.02
				September 2, 2016	543,172	0.21	Transfer	585,172	0.23
				September 9, 2016	357,712	0.14	Transfer	942,884	0.37
				September 16, 2016	204,072	0.08	Transfer	1,146,956	0.45
				November 25, 2016	150,000	0.06	Transfer	1,296,956	0.51
				December 2, 2016	50,000	0.02	Transfer	1,346,956	0.53
				March 17, 2017	42,298	0.02	Transfer	1,389,254	0.54
				March 24, 2017	111,092	0.04	Transfer	1,500,346	0.59
			At the end of the year	March 31, 2017				1,500,346	0.59

S. No.	Name	No. of shares at the beginning (April 1, 2016)	% of total shares of the Company	Date of increase/decrease in shareholding	Increase/(Decrease) in shareholding (as per weekly)	% change	Reason	Cumulative shareholding during the year	
								No. of shares	% of total shares of the Company
12.	Vanguard Emerging Markets Stock Index Fund, Aseries Of Vanguard International Equity Index Fund	496191	0.19	April 1, 2016				496,191	0.19
				April 8, 2016	4,228	0.00	Transfer	500,419	0.20
				April 15, 2016	150,000	0.06	Transfer	650,419	0.25
				May 6, 2016	24,300	0.01	Transfer	674,719	0.26
				June 10, 2016	4,715	0.00	Transfer	679,434	0.27
				June 24, 2016	16,280	0.01	Transfer	695,714	0.27
				July 22, 2016	3,330	0.00	Transfer	699,044	0.27
				July 29, 2016	10,110	0.00	Transfer	709,154	0.28
				August 5, 2016	4,833	0.00	Transfer	713,987	0.28
				August 12, 2016	8,730	0.00	Transfer	722,717	0.28
				August 19, 2016	9,058	0.00	Transfer	731,775	0.29
				September 9, 2016	6,300	0.00	Transfer	738,075	0.29
				October 7, 2016	6,720	0.00	Transfer	744,795	0.29
				October 14, 2016	4,620	0.00	Transfer	749,415	0.29
				October 21, 2016	15,750	0.01	Transfer	765,165	0.30
				October 28, 2016	6,300	0.00	Transfer	771,465	0.30
				November 11, 2016	13,560	0.01	Transfer	785,025	0.31
				November 25, 2016	10,334	0.00	Transfer	795,359	0.31
				December 2, 2016	15,706	0.01	Transfer	811,065	0.32
				January 6, 2017	1,184	0.00	Transfer	812,249	0.32
January 13, 2017	7,396	0.00	Transfer	819,645	0.32				
January 20, 2017	4,752	0.00	Transfer	824,397	0.32				
February 3, 2017	2,574	0.00	Transfer	826,971	0.32				
February 17, 2017	3,960	0.00	Transfer	830,931	0.32				
	At the end of the year		March 31, 2017				830,931	0.32	
13.	Vanguard Total International Stock Index Fund	625471	0.24	April 1, 2016				625,471	0.24
				July 15, 2016	9,119	0.00	Transfer	634,590	0.25
				September 23, 2016	13,451	0.01	Transfer	648,041	0.25
				September 30, 2016	27,498	0.01	Transfer	675,539	0.26
				At the end of the year		March 31, 2017			675,539

¹ Ceased to be in the list of top ten shareholders as on March 31, 2017. The same is reflected above since the shareholder was one of the top ten shareholders as on April 1, 2016.

² Not in the list of top ten shareholders as on April 1, 2016. The same is reflected above since the shareholder was one of the top ten shareholders as on March 31, 2017.

(e) Shareholding of Directors and Key Managerial Personnel:

None of the Directors and Key Managerial Personnel of the Company were holding shares in the Company as at the beginning of the year, during the year and at the end of the year.

V. Indebtedness**Indebtedness of the Company including interest outstanding/accrued but not due for payment**

(₹ Million)

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i. Principal Amount	-	5,035.4	-	5,035.4
ii. Interest due but not paid	-	-	-	-
iii. Interest accrued but not due	-	158.5	-	158.5
Total (i+ii+iii)	-	5,193.9	-	5,193.9
Change in Indebtness during the financial year				
• Addition	-	570.4	-	
• Reduction	-	386.7	-	
Net Change				
Indebtedness at the end of the financial year				
i. Principal Amount	-	5,180.0	-	5,180.0
ii. Interest due but not paid	-	-	-	-
iii. Interest accrued but not due	-	197.6	-	197.6
Total (i+ii+iii)	-	5,377.6	-	5,377.6

VI. Remuneration of Directors and Key Managerial Personnel**A. Remuneration to Managing Director (MD), Whole-time Directors (WTD) and/or Manager**

(In ₹)

S. No.	Particulars of Remuneration	Name of the MD/WTD/Manager					Total Amount
		Mr. Rathindra Nath Basu ¹	Mr. S. M. Momaya ²	Mr. Ravi Kumar Krishnamurthy ³	Mr. Gaurav M. Negi ⁴	Mr. Nagesh Tilwani ⁵	
1.	Gross salary						
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	16,157,913	10,953,898	14,679,026	13,213,418	1,821,585	56,825,840
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	2,404,806	3,600	210,695	19,665	489,437	3,128,203
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-	-	-	-	-
2.	Stock Option	-	-	-	-	-	-
3.	Sweat Equity	-	-	-	-	-	-
4.	Commission (as % of profits, others)	-	-	-	-	-	-
5.	Others, (Retiral Benefits)	2,028,377	216,434	539,035	666,171	270,520	3,720,539
6.	Total(A)	20,591,096*	11,173,932*	15,428,756*	13,899,254	2,581,542	63,674,580
	Ceiling as per the Act						

In view of loss during the financial year ended March 31, 2017 (in terms of Section 198 of Companies Act, 2013), (a) amounts of Rs. 14,500,000, Rs. 16,078,730 and Rs. 9,636,420 recoverable from Mr. Rathindra Nath Basu, Mr. S. M. Momaya and Mr. Ravi Kumar Krishnamurthy, respectively, as excess remuneration have been refunded by them, and (b) the remuneration (net of amounts refunded) as proposed for approval by the shareholders by way of special resolution to the respective director/ KMP is within the limits of Section II of Part II of Schedule V of the Companies Act, 2013. Amount mentioned above is net of excess amounts refunded by them.

* Please refer above note in the section "Ceiling as per the Act".

¹ Ceased to be Managing Director w.e.f. close of business hours on 28.02.2017 and director w.e.f. 04.04.2017

² Ceased to be Whole-time Director & Chief Financial Officer w.e.f. close of business hours on 31.05.2016

³ Whole-time Director from July 26, 2016 to December 20, 2016. Alternate Director to Mr. Michel Augonnet upto July 25, 2016

⁴ Appointed as CFO w.e.f. 01.06.2016 and Whole-time Director & CFO w.e.f. 26.07.2016

⁵ Appointed as Whole-time Director w.e.f. 21.12.2016

B. Remuneration to other Directors

(In ₹)

S. No.	Particulars of Remuneration	Names of the Directors					Total Amount
1.	Independent Directors	Mr. Rakesh Nath	Mr. Bhanu Bhushan	Dr. Kirit S. Parikh	Ms. Neera Saggi¹	Mr. Chandan Roy²	
	Fee for attending Board/ committee meetings	490,000	520,000	520,000	220,000	175,000	1,665,000
	Commission	-	-	-	-	-	-
	Others	-	-	-	-	-	-
	Total (1)	490,000	520,000	520,000	220,000	175,000	1,665,000
2.	Other Non-Executive Directors	Mr. Stephane Cai³	Mr. Michel Augonnet⁴	Ms. Isabelle Compain-Gerlier⁵			
	Fee for attending Board/ committee meetings	-	-	-			-
	Commission	-	-	-			-
	Others	-	-	-			-
	Total (2)	-	-	-			-
	Total (B) = (1+2)						1,665,000
	Total Managerial Remuneration (A+B)						65,339,580
	Overall ceiling as per the Act						Not Applicable- Refer note in section 'Ceiling as per the Act' under table VI A above

¹ Appointed as additional director w.e.f. 26.07.2016² Passed away on 23.06.2016³ Appointed as additional director w.e.f. 07.09.2016⁴ Ceased to be a director w.e.f. 07.09.2016⁵ Ceased to be a director w.e.f. 04.07.2016**C. Remuneration to Key Managerial Personnel other than MD/Manager/WTD**

(In ₹)

S. No.	Particulars of Remuneration	Name of Key Managerial Personnel	
		Mr. Gaurav M. Negi* Chief Financial Officer	Mr. Manoj Prasad Singh Company Secretary
1	Gross salary		
	a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	2,076,745	4,458,028
	b) Value of perquisites u/s 17(2) Income-tax Act, 1961	9,135	28,800
	c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-
2	Stock Option	-	-
3	Sweat Equity	-	-
4	Commission (as % of profit, others)	-	-
5	Others (Retiral Benefits)	146,872	434,055
	Total	22,32,752	4,920,882

* Remuneration details for the period 01.06.2016 to 25.07.2016 as Chief Financial Officer of the Company.

VII. Penalties/Punishment/Compounding of Offences

There have been no penalties/punishments/compounding of offences under Companies Act, 2013.

ANNEXURE F TO THE DIRECTORS' REPORT

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO

(Particulars under section 134(3)(m) of the Companies Act, 2013 read with the Companies (Accounts) Rules, 2014)

(A) Conservation of Energy

1. VADODARA UNIT

(i) The steps taken or impact on conservation of energy

- Power factor Control to operate at Unit PF.
- Electricity consumption reduction by daily monitoring and control.
- LED lights replaced in place of metal halide and CFLs
- Prevention of compressed air leakage and winding shop a/c heat loss
- Diesel Consumption reduction by optimisation of Vapour Phased Drying (VPD) Processing of Transformer.

(ii) The steps taken by the Company for utilising alternate sources of energy

- Electric Water Heater being replaced with Solar Water heater in Canteen Area
- Transparent Roof sheets used for natural light (winding and other new shops).
- Rain Water harvesting implemented.
- Water conservation by using Sewage Treatment Plant (STP) water in gardening.

(iii) The capital investment on energy conservation equipments

- Investment on LED fixtures of Rs. 0.2 million per annum.

2. Naini Unit

(i) The steps taken or impact on conservation of energy

- Water conservation by using Sewage Treatment Plant (STP) Water in gardening and road washing
- Reducing electricity consumption by use of LED lighting in offices as well as locations where 24 hours illumination were required, resulting in saving of Rs. 0.1 million annually.

- Integration of offices to reduce Air Conditioner Power /office illumination power. 10 number of Air Conditioners' reduced.
- Proper servicing and maintenance of Automatic Power Factor Correction (APFC) Panels and load balancing of distribution panels Power factor improved from 0.96 to 0.97.
- Micafil VPDs' operation on Cooling tower during winters and to stop Chillers and chilled water pumps, a saving of ₹ 0.7 million per annum.
- Operation of 450 KW VPD on Air Cooled chiller in place of Cooling Tower / Pumps resulting in saving of ₹ 0.5 million per annum.
- Optimisation of Protective electrical load from Uttar Pradesh Power corporation and thus a saving of ₹ 3.85 million per annum or 59.4 KUSD annually.

(ii) The steps taken by the Company for utilising alternate sources of energy

- Washroom Lights and exhaust fans operated by solar panels.
- Lime coating on office roof to reduce AC load and dropping temp. of 1.5°C and thus saving of about ₹ 0.1 million per annum.

(iii) The capital investment on energy conservation equipment

Nil

3. Pallavaram Unit

(i) The steps taken or impact on conservation of energy

- CFL lamps, PLL lamps and Sodium vapor lamps replaced with LED lamps in street lights, Office areas to conserve energy by 12500 units resulting in savings of ₹ 1 million per annum.

(ii) The steps taken by the Company for utilising alternate sources of energy

None

(iii) The capital investment on energy conservation equipments

- Capital investment of approximately ₹ 0.5 million for installation of LED Lamps in street lights and Office areas.

4. Hosur Unit

(i) The steps taken or impact on conservation of energy;

- Replacement of around 120 no(s) of CFL lights to LED lights in offices and canteen areas as well as around 40 no(s) of MH light / CFL Street lights without changing the fittings resulting in very less investment but good annual energy savings of 70 MWh.
- Replacement of MH lighting in the High voltage Lab with induction lights providing an annual savings of 10 MWh energy
- Water leakages in the domestic pipelines checked and many leaks plugged resulting in a good conservation of both water and energy
- Optimized use of ovens and autoclaves to reduce the energy consumption

(ii) The steps taken by the Company for utilising alternate sources of energy

- Solar natural light being used by using transparent roof sheets in the morning and afternoon time in the shop-floors.

(iii) The capital investment on energy conservation equipments

Nil

5. Padappai Unit

(i) The steps taken or impact on conservation of energy;

- Replacement of CFL lights to LED lights 500 numbers in the office and common areas, 70 no.(s) in Boundary area and 200 nos in utility area resulting in savings of 7MW per month.
- AHU Heater bank modification and Synchronization with Chiller by eliminating Dehumidifier. Achieved a savings of more than 30 MW energy per month.
- Air leakage survey conducted in the line and leakage arrested in Input line by replacing the damaged pipe and periodic checking process implemented.

- Natural lighting achieved a savings of more than 5MW energy per month.

- LED lightings used in office area, common utility area and labs to replace Metal halide with more than 65% energysavings .

(ii) The steps taken by the Company for utilising alternate sources of energy

- Transparent Roof sheets fixed for natural light in all factory area.

(iii) The capital investment on energy conservation equipments

- Investment made for natural lighting – ₹ 0.7 million

(B) Technology Absorption

(i) Efforts made towards technology absorption & development

- Improved leaner design of CTs and CVTs, with lesser use of natural resources.
- 800kV GIS dedicated facility as part of Make in India.

(ii) Benefits derived like product improvement, cost reduction, product development or import substitution etc.

- Cost reduction due to redesigning to cost.
- Import substitution of Pre-peg foils for Line Traps, Aluminium castings for 550 kV CTs and Rectus valve as well as Microdol powder for lower rated CTs.
- 245 kV and 420 kV (AIS) Circuit breakers value engineered
- New drives for GIS (ME-4) disconnectors

(iii) In case of imported technology (imported during the last three years reckoned from the beginning of the financial year)

Not Applicable

(iv) The expenditure incurred on Research and Development

i) Capital	: Nil
ii) Recurring	: ₹154.4 million
iii) Total	: ₹154.4 million
iv) Total R&D expenditure as % on turnover	: 0.4%

(C) FOREIGN EXCHANGE EARNINGS

• Foreign Exchange earned (in terms of actual inflow)	: ₹5829.3 million
• Foreign Exchange outgo (in terms of actual outflow)	: ₹6037.7 million

For and on behalf of the Board

Place: New Delhi
Date : June 22, 2017

Sunil Wadhwa
Managing Director

Gaurav M. Negi
Whole-time Director & Chief Financial Officer

ANNEXURE G TO THE DIRECTORS' REPORT

FORM NO. MR-3: SECRETARIAL AUDIT REPORT FOR THE FINANCIAL YEAR 2016-17

[Pursuant to section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members,
GE T&D INDIA LIMITED
(Formerly known as Alstom T & D India Limited)
CIN: L31102DL1957PLC193993
Registered Office Address: - A-18, First Floor,
Okhla Industrial Area, Phase II,
New Delhi - 110020

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by GE T&D INDIA LIMITED (Formerly known as Alstom T & D India Limited) (hereinafter called 'the Company'). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has during the audit period covering the financial year ended on March 31, 2017 complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2017 according to the provisions of: -

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) The Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'): -
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

- (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (c) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (d) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009; - Not Applicable
- (e) The Securities and exchange board of India (Share Based Employee Benefits) Regulations, 2014 - Not Applicable
- (f) The Securities and Exchange Board of India (Issue and Listing of Debt securities) Regulations, 2008; - Not Applicable
- (g) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- (h) The Securities and Exchange Board of India (Delisting of Equity shares) Regulations, 2009; - Not Applicable
- (i) The Securities and Exchange Board of India (Buy back of securities) Regulations, 1998; - Not Applicable
- (vi) The Company has identified following laws applicable specifically to the Company:
 1. The Industrial (Development and Regulation) Act, 1951;
 2. The Factories Act, 1948 & Central Rules or concerned State Rules, made thereunder;
 3. The Environment (Protection) Act, 1986;
 4. The Water (Prevention and Control of Pollution) Act, 1974 & Central Rules/ concerned state rules;
 5. The Air (Prevention and Control of Pollution) Act, 1981 & Central Rules/ concerned state rules;
 6. The Hazardous Wastes (Management and Handling) Rules, 1989;

7. The Manufacturing, Storage and Import of Hazardous Chemicals Rules, 1989;
8. The Boilers Act, 1923 and read with Indian Boilers Regulation 1950;

We have also examined compliance with the applicable provisions of the following: -

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.
- (ii) The Listing Agreements entered into by the Company with BSE Limited, National Stock Exchange of India & Calcutta Stock Exchange Limited.

During the financial year under review, the Company has paid managerial remuneration in excess of amounts as laid down under the provisions of Section 197 read with Schedule V to the Act to its whole time directors/ managing director. The excess amount of Rs. 40.2 million is being recovered by the Company from such directors, as also confirmed by the respective directors.

Subject to above said recovery of excess remuneration also being confirmed by its respective executive directors, during the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Standards and Guidelines etc. mentioned above.

We further report that the Board of Directors of the Company has been duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during

the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance and in case of shorter notice, with due consent from the directors have been obtained and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

We further report that there are adequate systems and process in the company commensurate with the size and operations of the company to monitor and ensure compliances with the applicable laws, rules, regulations and guidelines.

We further report that during the audit period the Company has no specific event/ action having major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, standards & guidelines, if any, etc. referred above.

For VKC & Associates
(Company Secretaries)

CS Vineet K Chaudhary
Partner
FCS No. 5327
C P No. 4548

Date: May 24, 2017
Place: Noida

To,
The Members,
GE T&D INDIA LIMITED
CIN L31102DL1957PLC193993
Registered Office Address: - A-18, First Floor,
Okhla Industrial Area, Phase II,
New Delhi - 110020

Our report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For VKC & Associates
(Company Secretaries)

CS Vineet K Chaudhary
Partner
FCS No. 5327
C P No. 4548

Date: May 24, 2017
Place: Noida

MANAGEMENT DISCUSSION AND ANALYSIS REPORT



MARKET OVERVIEW

The year 2016-17 continued to be challenging with moderate growth in the market, better than the preceding three years that saw a steady decline in growth. Power Infrastructure investments were primarily driven by the central utilities, state utilities and private transmission players, with focus on building high capacity power transmission corridors and strengthening the inter and intra state transmission networks.

However, Power Generation, Industry and Infrastructure sectors continued facing muted investments.

Continued Investments by Power Grid

Power Grid, the corporation that is responsible for developing the transmission infrastructure at the national level, continued to implement its Capital expenditure as per 12th five year plan of the Government of India. The key areas where Power Grid continued to invest were identified as: strengthening of 765kV network in the grid, building bulk power transmission schemes with HVDC technology, development of the Green Energy Corridors Phase II for evacuation of renewable energy and modernization of assets.

Increase in Private Participation

With the Central Government determined to increase private participation in the transmission sector, several Tariff Based Competitive Bidding (TBCB) projects are being rolled out for strengthening the grid infrastructure. Your Company is well positioned to meet the demands that will thus arise from the private players participating in these transmission schemes.

The UDAY Effect

The Government of India's UDAY (Ujwal DISCOM Assurance Yojana) scheme to turn around state electricity boards and distribution companies is seeing investments in the areas of technology

upgradation and strengthening of power infrastructure. However, the large capital outlay and states taking over debts of electricity distribution utilities, has resulted in a deterioration of state finances and execution on ground may see challenges.

Focus on Renewables

As per the Central Electricity Authority's, draft National Electricity Plan, the anticipated shift from conventional to non-conventional renewable energy may result into slowdown in thermal power projects in the future. This however, shall be compensated by the ramp-up in solar driven power generation. This is likely to benefit your Company, as the renewable capacity needs to be integrated with national transmission grid while maintaining its stability and robustness. This would further create a demand for Renewable Energy Monitoring and Control Centers (REMCs) along with stability and compensation solutions in various regions of the country.

The Industrial sector however remains cautious, when it comes to large infrastructure investments in power. Highly leveraged balance sheets and non-performing assets has resulted into deferment of fresh capex in this segment. The government of India's policies and new regulations to improve the investment climate is expected to show results in long term, till then your company continues to strongly engage with industrial customers to tap potential opportunities in the market.

The overall investment climate, in power generation, industry and infrastructure sectors remains cautious and suppressed. Transmission sector remains to be in the heart of all the new investment activities.

Your Company is closely watching these developments and consistently adopting new strategies in stay relevant in changing market conditions. Implementation of new reforms and policies is expected to improve the market conditions in the year 2017-2018.



▲ Digital Solutions for Managing Future Super Grids

OPPORTUNITIES

Expected rise in energy consumption

Indian government is keen to accelerate the growth of economy at a rate of 8-9%. Power generation and T&D sectors are the key levers to achieve this accelerated GDP growth. As on march 2017, India's per capita electricity consumption stands at a very low level of 1075 kwh, Ministry of Power is keen to double the consumption level over the next 5 to 6 years, this will lead to big investments in the Power and T&D sector.

Growing focus in Renewable Energy

Government of India's ambitious capacity ramp up in the solar sector is attracting investments from private developers, NTPC Limited and Solar Energy Corporation of India (SECI). Several states that are rich in renewable resources have already launched ambitious projects in solar energy generation and solar evacuation transmission network. Efficient and reliable transmission of this renewable power from supplying states, like Rajasthan, Gujarat, Tamil Nadu, Karnataka to demand centers across the country, will require new technology and grid stability systems.

Expansion of this additional power generation capacity will create new opportunities in the form of additional T&D infrastructure in the central as well as in the state grids. Such initiatives are expected to be largely driven by Inter region strengthen scheme.

Growth of Smart Cities

The concept of Smart Cities and the first list of chosen 20 smart

cities will see augmentation of the energy infrastructure and automation of grids in these 20 cities. 40 more cities are expected to be selected in Phase II of the Smart city program. Smart city ecosystem will demand the latest Grid efficiency and grid security technologies along with the implementation of digitization of Grid based solutions such as digital substations, demand response systems and wide area monitoring systems.

Digital India and Smart Grids

Power Grid is also mulling to introduce new technologies in the national network, such as dynamic reactive compensation, wide area monitoring systems (WAMS), phase shifting transformers, energy storage and renewable control, and asset management solutions. As a part of Digital India wave, central utilities are progressing towards centralized and digitized monitoring centers such as NTAMC and REMCs. PowerGrid is at the heart of these developments.

Mission 24x7 For All by 2019

The Government of India's objective of "24x7 Power for All by 2019" has been notified to all states which are expected to work in time bound manner to achieve this goal. Separation of agricultural feeders under DDUGJY, Integrated Power Distribution Scheme (IPDS) have been initiated. State Electricity Boards are being encouraged to upgrade their transmission, sub-transmission grids to cope with the additional power generation capacity. This strengthening of Inter and intra state network (66kV – 765kV) is expected to increase business opportunities for your Company.



Increase Demand For GIS

The scarcity of land is accelerating the transition of substation technology from AIS to GIS because GIS can be built in 15% to 20% of AIS land foot print. This is expected to drive the growth of GIS technology in the country, in which your Company has always been the pioneer. India's first Local GIS manufacturing plant at Chennai was set up by your Company.

South Asia Energy Challenge

As part of South Asian Region energy challenge, Government of India is also supporting the development of inter-regional grid with neighboring countries like Bangladesh, Sri Lanka, Nepal, Bhutan and Maldives to develop a strong SAARC grid network. Your Company is already present in these markets and is ready to participate in the future growth of these grids as and when it happens.

The GE Store Advantage

Your Company has already localized most of these advanced technologies, and is in a strong position to capitalize on vast offerings, from GE Store. GE Store offers end to end world class solutions that are supported by GE Global Research center and will be key in driving the growth of T&D in Power Grid, SEBs, Industries and Infrastructure segments.

All these initiatives by the SEBs and Ministry of Power offers growth opportunities for your Company in the 12th plan period and beyond.

THREATS

Most of the companies in Indian corporate sector are highly leveraged, hence limiting their financial capacities for new investments. Banks are also struggling with huge NPAs mostly with the Indian corporates and are being extra cautious in lending more funds.

State Electricity Board, DISCOMs are also struggling with huge accumulated losses and very few of them are in position of making big investments in T&D network infrastructure however PowerGrid, our major customer has been doing well financially.

Chinese and Korean players continue to be aggressive in the SAARC Grid with significant dumping in India, Bangladesh and Sri Lanka and continue to be a threat for your Company in the market.

The governments both at central and state levels need to push and support the infrastructure investment and growth. While your Company firmly believes that growth is imminent, yet the pace of turnaround is still slow. Your Company is aware of the adverse circumstances and is prepared to deal with the challenges, as it has done in the last five years.

BUSINESS PROJECTIONS

The overall business environment is expected to remain challenging in financial year 2017-18. Pricing pressure on margins is expected to continue. However, the company continues to have healthy order book of over INR 81 Billion as on end of March 2017 and therefore is fairly equipped to sustain market pressures.



SUPPORT FUNCTIONS

Human Resources

The permanent employee strength of the company as at March 31, 2017 was 2862. During the year, employee relations at all the Units remained cordial. This has helped your Company to promote a culture of trust and increased productivity with the employees.

Your Company also realizes the importance of gender diversity and gender sensitivity to foster a safe and secured working environment for women. A strong women network in the organization provides the platform for exchange of views and support's women in their career growth. Your company also has career focused fast track programs for women in technical roles of engineering and R&D.

With a flat hierarchical structure, your Company is focused on increasing the overall organizational efficiency and drive accountability, resulting into faster communications and expedited delivery to customers.

Your Company is well placed to handle human resource challenges.

Finance

During the year, the Company adopted India Accounting Standards (Ind-AS) prescribed under Section 133 of the Companies Act, 2013. Adoption to Ind-AS included the fair valuation of financial assets and liabilities and adoption to expected credit loss (ECL) models. Finance function continues to drive initiatives to deliver better performance at the optimum cost. Conscious spending in every function helped to reduce the other expenses (excluding bad debt reserves and tax litigation provisions) compared to last year despite general inflation. Despite difficult cash situation in the market, strong operational focus on collection and improvement in the credit period from suppliers supported to improve Working capital days of sales to 81 days from 88 days in March 2016. Borrowings at the end of the year were reduced at the levels of last year through higher utilization of borrowing in first half of the year the resulting in higher interest cost for the financial year.

Credit Rating Agency has reaffirmed the long and short term ratings indicating a high degree of safety regarding timely servicing of financial obligations. The outlook on long term rating has been retained as 'Stable'.

Overall, the employees of your Company were fully aware of the challenges of the market and did their best to collect receivables from most of our customers."

Investor Relations

Your Company firmly believes that its long-term success rests on the support and contribution from all its stakeholders.

Building a transparent, open and long-term relationships with all the stakeholders has always been our key focus. Through its quarterly earning conference calls, your Company consistently keeps the stakeholders informed on the macroeconomic as well as Transmission and Distribution (T&D) market developments. The Company also uses this opportunity to share the operational and financial performance of the Company with our Investors and Analysts.

Your Company is also committed to keep its investors fully informed on major developments by disseminating information through press releases and stock exchange communications. All presentations made and financial results shared with investors and analysis are also hosted on our website www.ge.com/in/ge-td-india-limited

RISK AND INTERNAL CONTROLS

A strong Internal Control framework has been an important part of operations and corporate governance.

The Internal Control process of the Company has been robust and provides reasonable assurance on - reliability of financial information, compliances with laws and regulations in force and realization and optimization of operations. It ensures documentation and evaluation of unit and entity level controls through existing policies and procedures, primarily to identify any significant gaps and define key actions for improvement. Also, a formal system exists for periodic monitoring and reporting of the results of the internal control self-assessments.

The Audit Committee and the Board of Directors reviewed the internal controls and the progress of implementation of the recommendations of internal audits. The management actively implements the recommendations of such reviews.

During the year, as per the provisions of Companies Act, 2013, an in-depth exercise for evaluating the adequacy of Internal Controls over Financial reporting was undertaken and their design and operating effectiveness was assessed by the management. It was concluded that as at March 31, 2017, controls were operating effectively.

Further, as part of the statutory audit, the statutory auditors opined that the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such controls were operating effectively as at March 31, 2017.

OUTLOOK

The long term outlook for transmission and distribution sector remains positive as the bulk power generated in the country needs grid infrastructure for reliable, efficient and stable power supply to consumer. The new government seems deeply committed to drive the economic growth, enable recovery of sick Gencos and SEBs and stabilize the banking system in the economy. The focus on Power and T&D sector is high. Making land available for new investments, implementing GST and improving the ease of doing business also seems to be in high focus. Your company is overall optimistic that various reforms initiated by Government of India will lead to revival of the economy, primarily due to resulting increase in capital expenditure in utilities, power generation, industry and infrastructure. Your GE T&D team is fully ready to address such growth opportunities.

The strong thrust on renewable power generation, evacuation and integration of clean energy opens up new market opportunities within the power sector. Strengthening of sub-transmission network under the Integrated Power Development Scheme (IPDS) and deployment of Power System Development Fund (PSDF) creates new markets for transmission and distribution products.

The process of tariff based competitive bidding though is posing new challenges to original equipment manufacturers in terms of providing optimized solutions at competitive costs and margins.

Under the current challenges, the Company's management team remains holistically focused and committed to deliver increased value for its stakeholders.

CAUTIONARY STATEMENT

This management discussion and analysis statement contains, what could be regarded as forward-looking statements and information. These statements include forecasts and estimates as well as the assumptions on which they are based, statements related to projects, objectives and expectations concerning future operations, products and services or future performance. The readers are hereby cautioned and advised that these forward-looking statements are subject to numerous risks and uncertainties that are difficult to foresee and actual outcomes might differ significantly.

For and on behalf of the Board

Sunil Wadhwa

Managing Director

Gaurav M. Negi

Whole-Time Director & Chief

Financial Officer

Place: New Delhi

Date : June 22, 2017

BUSINESS RESPONSIBILITY REPORT



Section A: General Information About the Company

1. Corporate Identity Number (CIN) of the Company	:	L31102DL1957PLC193993
2. Name of the Company	:	GE T&D India Limited
3. Registered address	:	A-18, First Floor, Okhla Industrial Area, Phase II, New Delhi – 110020
4. Website	:	www.ge.com/in/ge-td-india-limited
5. E-mail ID	:	company.secretary@alstom.com
6. Financial Year Reported	:	Financial Year ended March 31, 2017
7. Sector(s) that the Company is engaged in	:	Capital Goods – Electrical equipments
8. List three key products/services that the Company manufactures/provides (as in balance sheet)	:	Switchgear all types, Control Panels, Power Transformers Electrical Substation projects and Services. NIC Code of the main product/ service - 271
9. Total number of locations where business activity is undertaken by the Company		
a) Number of International Locations	:	Nil
b) Number of National Locations	:	6 manufacturing sites, 13 sales offices including 1 corporate office and 1 registered office
10. Markets served by the Company – Local/State/ National/International		<ul style="list-style-type: none"> • National and State Transmission & Distribution utilities • Domestic Industrial Customers

Section B: Financial Details of the Company

1. Paid up Capital (Rs.)	:	5121 Million
2. Total Turnover (Rs.)	:	42,596 Million
3. Total profit/ (loss) after taxes (Rs.)	:	(867.6) Million
4. Total Spending on Corporate Social Responsibility (CSR) as percentage of profit after tax (%)	:	37.3 Million
5. List of activities in which expenditure in 4 above has been incurred	:	<ul style="list-style-type: none"> (i) Villages Development (ii) Access to electricity through clean energy (iii) Education and children (iv) Support for persons with disabilities

Section C: Other Details

1. Does the Company have any Subsidiary Company/ Companies - No
2. Do the Subsidiary Company/Companies participate in the BR Initiatives of the parent company? If yes, then indicate the number of such subsidiary company(s)- Not Applicable
3. Do any other entity/entities (e.g. suppliers, distributors etc.) that the Company does business with, participate in the BR initiatives of the Company? If yes, then indicate the percentage of such entity/entities? [Less than 30%, 30 -60%, More than 60%]? All suppliers are part of the Company's supply chain compliance and sustainability approach, mainly guided by GE Integrity Guide for Suppliers, Contractors and Consultants.

Yes. As a practice, the extent of supplier involvement in Company's supply chain responsibility is that suppliers are required to sign the Company's Integrity Guide for Suppliers, Contractors and Consultants, which is a guiding document on following applicable local laws, and best practices in employment, ethical business, environment, health and safety. An exact per cent is not available at this stage.

Section D: BR Information

1. Details of Director/Directors responsible for BR

a) Details of the Director/ Director responsible for implementation of the BR policy/policies

1. DIN Number	:	00259638
2. Name	:	Mr. Sunil wadhwa
3. Designation	:	Managing Director

b) Details of BR head

No.	Particulars	Details
1	DIN (if applicable)	NA
2	Name	Mr. P V Narayanan
3	Designation	CSR Officer
4	Telephone Number	0120-4731247
5	E-mail ID	narayanan.pv@ge.com

2. Principle-wise (as per NVGs) BR Policy/policies**a) Details of compliance (Reply in Y/N)**

No.	Questions	Business Ethics	Product Responsibility	Wellbeing of Employees	Stakeholder Engagement & CSR	Human Rights	Environment	Public Policy	CSR	Customer Relations
		P1	P2	P3	P4	P5	P6	P7	P8	P9
1	Do you have a policy/ policies for...	Y	Y	Y	Y	Y	Y	Y	Y	Y
2	Has the policy being formulated in consultation with the relevant stakeholders?	Y	Y	Y	Y	Y	Y	Y	Y	Y
3	Does the policy conform to any national / international standards? If yes, specify? (50 words)	<p>GE, and its affiliates, have adopted comprehensive ethical standards, that have been adopted by GE's Board and are fully supported by GE's management. GE's The Spirit & The Letter policy cover and reflect GE's commitment to support the:</p> <ul style="list-style-type: none"> • OECD guidelines for Multinational Enterprises • Universal Declaration of Human Rights • International Labour Organization's (ILO's) Declaration on Fundamental Principles and Rights at Work • Voluntary Principles on Security and Human Rights • UN Global Compact and its 10 principles <p>For a more detailed description of GE's Integrity policies please refer - www.gesustainability.com.</p>								
4	Has the policy being approved by the Board? Is yes, has it been signed by MD/owner/ CEO/ appropriate Board Director?	<p>GE T&D India Limited, as a GE Group company, follows the conventions accepted and approved by GE Global board on social responsibility, responsible business and sustainability, in alignment with local laws.</p>								
5	Does the company have a specified committee of the Board/ Director/ Official to oversee the implementation of the policy?	Yes								
6	Indicate the link for the policy to be viewed online?	http://www.gesustainability.com/								
7	Has the policy been formally communicated to all relevant internal and external stakeholders?	Yes.								
8	Does the company have in-house structure to implement the policy/ policies	Yes.								
9	Does the Company have a grievance redressal mechanism related to the policy/ policies to address stakeholders' grievances related to the policy/ policies?	Yes.								
10	Has the company carried out independent audit/ evaluation of the working of this policy by an internal or external agency?	The policies are evaluated internally. Policies relating to health, safety and environment for factories have been audited by an external agency, MWH Global.								

b) If answer to the question at serial number 1 against any principle, is 'No', please explain why: (Tick up to 2 options) - Not Applicable

No.	Questions	P1	P2	P3	P4	P5	P6	P7	P8	P9
1	The company has not understood the Principles									
2	The company is not at a stage where it finds itself in a position to formulate and implement the policies on specified principles									
3	The company does not have financial or manpower resources available for the task									
4	It is planned to be done within next 6 months									
5	It is planned to be done within the next 1 year									
6	Any other reason (please specify)									

3. Governance related to BR

- a) **Indicate the frequency with which the Board of Directors, Committee of the Board or CEO to assess the BR performance of the Company. Within 3 months, 3-6 months, Annually, More than 1 year**

Annually

- b) **Does the Company publish a BR or a Sustainability Report? What is the hyperlink for viewing this report? How frequently it is published?**

The BRR provisions became applicable on the Company from the financial year 2016-17. The same forms part of the Directors Report. and is available on Company's website <http://www.ge.com/in/ge-td-india-limited>.

Section E: Principle-Wise Performance

Principle 1: Business should conduct and govern themselves with Ethics, Transparency and Accountability

1: _____

Business should conduct and govern themselves with Ethics, Transparency and Accountability

4: _____

Businesses should respect the interests of, and be responsive towards all stakeholders, especially those who are disadvantaged, vulnerable and marginalised

7: _____

Businesses when engaged in influencing public and regulatory policy, should do so in a responsible manner

2: _____

Businesses should provide goods and services that are safe and contribute to sustainability throughout their life cycle

5: _____

Businesses should respect and promote human rights

8: _____

Businesses should support inclusive growth and equitable development

3: _____

Businesses should promote the well-being of all employees.

6: _____

Businesses should respect, protect and make efforts to restore the environment

9: _____

Businesses should engage with and provide value to their customers and consumers in a responsible manner.

1. Does the policy relating to ethics, bribery and corruption cover only the company? Yes/ No. Does it extend to the Group/Joint Ventures/ Suppliers/Contractors/NGOs / Others?

No. "The GE Spirit & The Letter" policy on , bribery and corruption covers the Company and all its vendors, contractors, NGOs and others (anyone who works for or represents).

2. How many stakeholder complaints have been received in the past financial year and what percentage was satisfactorily resolved by the management? If so, provide details thereof, in about 50 words or so.

Your Company is committed to best Corporate Practices based on the principle of transparency, accountability, fairness and integrity to create long term sustainable value for its stakeholders. Your Company has in place Vigil Mechanism (Ombuds and Open Reporting Procedure) to provide an avenue to all stakeholders to report concerns, whether actual or potential, about integrity violations or any violation of law. In addition, your Company has an internal Code of Conduct namely 'The Spirit & The Letter' ('S&L') which is followed by anyone who works with or represents GE. All concerns received are duly investigated and resolved with appropriate corrective actions.

During the year under review 63 stakeholder concerns were raised under the GE Open Reporting system, which were duly reviewed and disposed of.

Principle 2: Businesses should provide goods and services that are safe and contribute to sustainability throughout their life cycle

1. List up to 3 of your products or services whose design has incorporated social or environmental concerns, risks and/ or opportunities.

Extra High Voltage (EHV) Current Transformer

2. For each such product, provide the following details in respect of resource use (energy, water, raw material etc.) per unit of product (optional):

a) Reduction during sourcing/production/distribution achieved since the previous year throughout the value chain?

Natural resource savings would include reduced consumption of oil, wood, steel, aluminum and copper. Process efficiency includes less energy (electricity) being used in the production process.

b) Reduction during usage by consumers (energy, water) has been achieved since the previous year?

Water consumption reduction in 32% Year on Year YOY from January to May

3. Does the company have procedures in place for sustainable sourcing (including transportation)?

If yes, what percentage of your inputs was sourced sustainably? Also, provide details thereof, in about 50 words or so.

The Company has a well-defined supplier selection and purchasing process covering 100% of the supplier base.

The process is aligning suppliers for Integrity & Compliance with the local rules and regulations and also with GE Quality standards.

The supplier onboarding process is stringent and is governed by dedicated compliance team through quality, process and safety audits (Internal & External audits) .

The Company also has processes with all direct materials suppliers called 'SRG audits' (Sourcing Reputation Guidelines). This is deployed to all direct materials suppliers to ensure stability in supply chain and also to protect GE's Reputation.

The supplier contracts are secured with the Company's purchasing Terms and Conditions and EHS guidelines including labor laws and human rights

4. Has the company taken any steps to procure goods and services from local & small producers, including communities surrounding their place of work?

If yes, what steps have been taken to improve their capacity and capability of local and small vendors?

Yes, the Company has always valued the development of Small and Medium scale suppliers.

The Company invests in growing supplier capabilities though periodic trainings, lean initiatives and collaborative and long term supply agreements with them.

5. Does the company have a mechanism to recycle products and waste? If yes what is the percentage of recycling of products and waste (separately as <5%, 5-10%, >10%). Also, provide details thereof, in about 50 words or so.

2 – 3% of Wooden packing is reused for further packing.

Principle 3: Businesses should promote the well-being of all employees.

1. Please indicate the Total number of employees - 3038

2. Please indicate the total number of employees hired on temporary/ contractual/ casual basis - 176

3. Please indicate the Number of permanent women employees - 159

4. Please indicate the Number of permanent employees with disabilities - 6

5. Do you have an employee association that is recognized by management - Yes

6. What percentage of your permanent employees is members of this recognized employee association – Approximately 33%

7. Please indicate the Number of complaints relating to child labour, forced labour, involuntary labour, sexual harassment in the last financial year and pending, as on the end of the financial year

No.	Category	No. of complaints filed during the financial year	No. of complaints pending as on end of the financial year
1	Child labour/ forced Labour/ involuntary labour	Nil	Nil
2	Sexual harassment	Nil	Nil
3	Discriminatory employment	Nil	Nil

8. What percentage of your under mentioned employees were given safety & skill upgradation training in the last year?

- a) Permanent Employees – 50%
- b) Permanent Women Employees – 70%
- c) Casual/Temporary/Contractual Employees – 50%
- d) Employees with Disabilities – 100%

Principle 4: Businesses should respect the interests of and be responsive towards all stakeholders, especially those who are disadvantaged, vulnerable and marginalised

1. Has the company mapped its internal and external stakeholders? Yes/No

The Company draws upon the insights of its own experts and from those around the globe to assess its sustainability priorities and relate them to its business strategy. Your Company work regularly with customers, regulators, non-governmental organizations, academics, government bodies and other partners to identify emerging issues and develop collaborative solutions.

The Company also leverages the knowledge of its employees at all levels of the organization who are often closest to its customers, partners and communities as part of their work responsibilities and/or volunteer initiatives.

2. Out of the above, has the company identified the disadvantaged, vulnerable & marginalized stakeholders.

GE is a signatory to UN Global Compact and follows its 10 principles. The first 6 principles have a strong thrust on social dimensions covering labour, women’s empowerment and gender equality, children, indigenous peoples, people with disabilities, and business impacts on poverty. In addition to an equal opportunity organisation, GE’s CSR activities specifically target vulnerable and marginalized groups, including children, women, elderly and people with disabilities.

3. Are there any special initiatives taken by the company to engage with the disadvantaged, vulnerable and marginalized stakeholders. If so, provide details thereof, in about 50 words or so.

The Company’s CSR activities at all locations are highly inclusive. It touched the lives of more than 200 children and adolescents

through initiatives for people with disabilities in Naini and more than 600 children at Chennai. A key CSR initiative in Tamil Nadu has been the Company’s endeavour to restore sight to the elderly poor by sponsoring their cataract surgery operations. The Company has provided for financial inclusion of women through financial literacy programme, farmer training for women and forming self-help groups at Vadodara.

Principle 5: Businesses should respect and promote human rights

1. Does the policy of the company on human rights cover only the company or extend to the Group/Joint Ventures/Suppliers/Contractors/NGOs/Others?

The policy covers the company, group, its suppliers, consultants, contractors and other key stakeholders

2. How many stakeholder complaints have been received in the past financial year and what percent was satisfactorily resolved by the management?

Nil

Principle 6: Businesses should respect, protect and make efforts to restore the environment

1. Does the policy related to Principle 6 cover only the company or extends to the Group/Joint Ventures/Suppliers/Contractors/NGOs/others.

It applies to other business partners as well. The Company expects It’s suppliers to comply with laws and regulations protecting the environment, continuously improve their resource efficiency, and not adversely affect the local community.

2. Does the company have strategies/ initiatives to address global environmental issues such as climate change, global warming, etc.? Y/N. If yes, please give hyperlink for webpage etc.

As a key stakeholder in the Energy sector, GE focuses on providing its customers with cleaner and more productive solutions to meet rising energy demand. At the same time, the Company is working in our own operations and value chains to increase resource efficiency in production.

Ecomagination is GE’s growth strategy to enhance resource productivity and reduce environmental impact on a global

scale through commercial solutions for its customers and in its operations.

<http://www.gesustainability.com/building-things-that-matter/energy-and-climate/>

3. Does the company identify and assess potential environmental risks? Y/N

Yes

4. Does the company have any project related to Clean Development Mechanism? If so, provide details thereof, in about 50 words or so. Also, if Yes, whether any environmental compliance report is filed?

Your Company does not have any Clean Development Mechanism project.

5. Has the company undertaken any other initiatives on – clean technology, energy efficiency, renewable energy, etc. Y/N. If yes, please give hyperlink for web page etc.

The company's products have a strong thrust on energy efficiency and clean technology. For details please refer to Annexure F to the Directors' Report.

GE's thrust on sustainability in business is reflected at www.gesustainability.com

6. Are the Emissions/Waste generated by the company within the permissible limits given by CPCB/SPCB for the financial year being reported?

Yes.

7. Number of show cause/ legal notices received from CPCB/ SPCB which are pending (i.e. not resolved to satisfaction) as on end of Financial Year.

Nil

Principle 7: Businesses when engaged in influencing public and regulatory policy, should do so in a responsible manner

1. Is your company a member of any trade and chamber or association? If Yes, Name only those major ones that your business deals with:

No

2. Have you advocated/lobbied through above associations for the advancement or improvement of public good? Yes/ No; if yes specify the broad areas (drop box: Governance and Administration, Economic Reforms, Inclusive Development Policies, Energy security, Water, Food Security, Sustainable Business Principles, Others)

No

Principle 8: Businesses should support inclusive growth and equitable development

1. Does the company have specified programmes/initiatives/projects in pursuit of the policy related to Principle 8? If yes details thereof.

Yes. The Company undertakes various projects through its CSR initiatives (for details please refer to Annexure A to the Directors' Report.

2. Are the programmes/projects undertaken through in-house team/own foundation/external NGO/government structures/any other organization?

The CSR projects of the Company are implemented directly through in-house team as well as through external NGO partners/implementing agencies.

3. Have you done any impact assessment of your initiative?

The programmes are developed and implemented with measurable outcomes. Baseline surveys are conducted for programmes of longer duration.

The Company has been doing regular field monitoring as well as reports in order to measure progress against targeted indicators.

4. What is your company's direct contribution to community development projects- Amount in INR and the details of the projects undertaken.

For details please refer to Annexure A to the Directors' Report

5. Have you taken steps to ensure that this community development initiative is successfully adopted by the community? Please explain in 50 words, or so.

The CSR activities and projects are conceived with close cooperation of the communities and beneficiaries. During the development of programmes, village leaders and beneficiaries are involved in the programme design. This ensures that the projects have high acceptance and sustainability.

Principle 9: Businesses should engage with and provide value to their customers and consumers in a responsible manner.

1. What percentage of customer complaints/consumer cases are pending as on the end of financial year?

Customer complaints are managed through a tool, ACT. 4% of customer complaints are overdue as on financial year ended March 31, 2017. It includes both verbal and written complaints.

2. Does the company display product information on the product label, over and above what is mandated as per local laws? Yes/No/N.A./Remarks (additional information)

No

3. Is there any case filed by any stakeholder against the company regarding unfair trade practices, irresponsible advertising and/or anti-competitive behaviour during the last five years and pending as on end of financial year. If so, provide details thereof, in about 50 words or so.

No

4. Did your company carry out any consumer survey/ consumer satisfaction trends?

The company carries out Annual Relational Survey to measure customer satisfaction level. Last survey was done in Jan-Feb 2017

Place: New Delhi
Date : June 22, 2017

For and on behalf of the Board

Sunil Wadhwa
Managing Director

Gaurav M. Negi
Whole-Time Director & Chief
Financial Officer

REPORT ON CORPORATE GOVERNANCE



In terms of Regulation 34 (3) read with Schedule V of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 [hereinafter also referred to as "Listing Regulations"], this Report along with the chapter on Management Discussion and Analysis reports on Company's (GE T&D India Limited, hereinafter also referred to as the 'Company' or 'GE T&D India') compliance on Corporate Governance provisions applicable to listed companies in India.

COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

In rapidly changing business and technological environment, your Company regularly reviews its strategic direction; operational efficiency and effectiveness; reliable reporting and compliances so as to meet various stakeholders' expectations and long term sustainability.

The Company's philosophy on Corporate Governance revolves around principles of ethical governance and is aimed at conducting business in an efficient and transparent manner and in meeting its obligations to shareholders and other stakeholders. This objective is achieved by adopting corporate practices based on principles of transparency, accountability, fairness and integrity to create long term sustainable value for all its stakeholders.

BOARD OF DIRECTORS

For GE T&D India corporate governance begins at the top of its Governance structure, its Board of Directors, which comprises of eminent experts who are committed to the key underlying principles and values that constitute the best standards of corporate governance.

A. Composition of the Board

The present strength of the Board of Directors is eight. Of the total eight Directors, five directors are non-executive, including four independent directors and one of the independent director is woman director. As at year end the Company had eight directors. Of the total eight directors, six directors were non-executive, including four independent directors and one of the independent director was woman director.

B. Brief particulars of the Directors

Mr. Stephane Cai - Chairman (Non-executive) - w.e.f. September 7, 2016

Mr. Stephane Cai, 54, is 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 a 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.

Mr. Sunil Wadhwa – Managing Director (w.e.f. April 4, 2017)

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

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.

Mr. Gaurav M. Negi – Whole-time director and Chief Financial Officer (w.e.f July 26, 2016)

Mr. Gaurav M Negi, 42, joined the Company as Chief Financial Officer on June 1, 2016 and was appointed as Whole-time Director & Chief Financial Officer w.e.f July 26, 2016. He is a Chartered Accountant and 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.

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

Mr. Nagesh Tilwani – Whole-time director & Head AIS business (w.e.f. December 21, 2016)

Mr. Nagesh Tilwani, 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. He has been working with the Company since 1996 and currently leads the Grid automation business of the Company.

Ms. Neera Saggi - Director (Non-executive - Independent) (w.e.f July 26, 2016)

Ms. Neera Saggi, 61, has 34 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.

She is chairperson of CARE India Solutions for Sustainable Development – Section 25 Company and a director of Wel connect 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.

Mr. Bhanu Bhushan – Director (Non-executive - Independent)

Mr. Bhanu Bhushan, 72, holds a first class Honors Degree in Electrical Engineering from Banaras Hindu University. Mr. Bhushan joined the Central Electricity Regulatory Commission as a Member in February 2004 and retired from the Commission in February 2009. He has worked for Indian Power Sector since graduating in 1966, in Renusagar Power Company Limited, Central Water and Power Commission, Indian Consortium for Power Projects, Bharat Heavy Electricals Limited, Desein (New Delhi) Private Limited, National Thermal Power Corporation Limited and Power Grid Corporation of India Limited.

He is member of the Audit Committee and Nomination & Remuneration Committee of the Company.

He is also on the Board of SauryaUrja Company of Rajasthan Ltd. and Nana Layja Power Company Ltd.

He is also member of Audit Committee of SauryaUrja Company of Rajasthan Ltd. and Nana Layja Power Company Ltd.

Dr. Kirit S. Parikh - Director (Non-executive - Independent)

Doctor Kirit S. Parikh, 81, former Member of India's Planning Commission with a status of Minister of State, is Chairman of Integrated Research and Action for Development (IRADe), New Delhi, a nonprofit NGO with focus on energy, environment, climate change, urbanization and inclusive development.

He was the Founder Director of the Indira Gandhi Institute of Development Research (IGIDR), Mumbai and is a Fellow of the National Academy of Sciences, India.

He was awarded "Padma Bhushan" by the president of India, the third highest civilian award in India. He has a Doctor of Science in Civil Engineering and a Master's Degree in Economics from Massachusetts Institute of Technology (MIT), USA and M. Tech from IIT (Kharagpur). He has been a Professor of Economics since 1967. He has also been a member of the Economic Advisory Councils (EAC) of five Prime Ministers of India.

He had also been a member of the Indian National Committee for Environmental Planning & Coordination (1971-74), the National Committee on Science and Technology (1974-76) and the Fuel Policy Committee (1970-74). He chaired the Expert Committee on "Integrated Energy Policy" and also the Expert Group on "Low Carbon Strategy for Inclusive Growth" set up by the Planning Commission. From 1997 to 1998, he was Special Economic Adviser to the Administrator, United Nations Development Programme (UNDP), New York. He has authored several books and served as editor of "India Development Reports" which provide a non-governmental assessment of India's development and policy options.

He is chairman of the Corporate Social Responsibility Committee of the Company.

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

He is also member of Audit Committee of Power Exchange India Limited.

Mr. Rakesh Nath - Director (Non-executive - Independent)

Mr. Rakesh Nath, 67, has about 39 years of varied experience in Power Sector planning, Operation & Maintenance of Thermal and Hydro Power Stations and Transmission System, Regulation of water supply from multi-purpose hydro projects including operation & maintenance of irrigation canal system, Power System Operation and Power Trading. He was technical member of Appellate Tribunal for Electricity (APTEL) from 2010 to May 2015. Prior to this, he was the Chairperson, Central Electricity Authority (CEA) and Ex-officio Secretary to the Government of India.

As Chairman CEA, he worked extensively for accelerated capacity addition during the 11th Five Year Plan and initiated advance action for the 12th Plan. He was closely associated with development of Ultra Mega Power Projects. He has been instrumental in preparation of a proposal for low carbon growth strategy for power sector till 2022 and CO2 base line data for power sector. He has also been ex-officio Member of CERC and Part Time Director of Nuclear Power Corporation.

Mr. Rakesh Nath has been the Member Secretary of Northern Regional Electricity Board (NREB) and Western Regional Electricity Board (WREB), the two largest regional grids of the country. He was Convener of the Working Group set up by the Government of India to prepare guidelines for interregional power transaction which paved way for structuring inter-regional power transfers across the country.

Mr. Rakesh Nath has attended courses in power system operation and control in UK in 1984 and in Sweden in 1993. He participated as member in proceedings of Expert Committee on Sedimentation of International Committee on Large Dams in Brazil in 2002. As Chairperson CEA, he was deputed to Norway to study power markets, to Switzerland for study on manufacturing of large boiler and Turbine generators with Super Critical technology and to USA to promote investments in Indian power sector. He has also been President of Central Board of Irrigation & Power from Feb. 2006 to Feb. 2010.

He is chairman of the Audit Committee, Nomination & Remuneration Committee and Stakeholders Relationship Committee of the Company.

At present, he is on the board of JSW Energy Ltd, Himachal Baspa Power Company Ltd., Jaigad Powertransco Ltd. He is also a designated partner in RNSM Energy Advisors LLP.

He is also member of Audit committee of JSW Energy Limited, Himachal Baspa Power Company Limited and Jaigad Powertransco Limited.

Mr. Rathindra Nath Basu - Managing Director (upto February 28, 2017) & Director (upto April 3, 2017)

Mr. Rathindra Nath Basu, 62, was Managing Director of GE T&D India Limited since February 1, 2007. Mr. Basu 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.

He had 39 years of rich experience in organisations, which include, ALSTOM, AREVA, Cegelac 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 he 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&D, Paris in a global role where he led the Power Distribution Product Line during 2003-2007 as Vice President (Power Distribution).

He was member of the Stakeholders Relationship Committee and Corporate Social Responsibility Committee of the Company upto April 3, 2017

He resigned as Managing Director of the Company on close of business hours on February 28, 2017 and as Director w.e.f April 4, 2017.

C. Attendance of Directors at Board Meetings, Last Annual General Meeting and their Directorships and Committee Positions

Details of attendance of the Directors at Board Meetings, last Annual General Meeting and their directorships and committee positions during the financial year under report is as follows:

Sl. No.	Name of Director	Category	Number of Board Meetings		Attendance at the last AGM held on July 26, 2016	Number of outside Directorships of public and private companies (As on March 31, 2017)	Number of Outside Board-level Committees ¹ where chairperson or member (As on March 31, 2017)	
			Held during tenure	Attended			Member	Chairman
1	Mr. Stephane Cai (Chairman) ²	Non-Executive	5	4	N.A.	-	-	-
2	Mr. Rathindra Nath Basu (Managing Director) ³	Executive (upto close of business hours on February 28, 2016) Non- Executive (upto April 3, 2017)	11	11	Yes	1	2	-
3	Mr. Gaurav M. Negi (Whole-time Director & CFO) ⁴	Executive	7	7	N.A.	1	-	-
4	Mr. Nagesh Tilwani (Whole-time Director & Head AIS business) ⁵	Executive	3	3	N.A.	-	-	-
5	Mr. Bhanu Bhushan	Non-Executive Independent	11	10	Yes	2	2	-
6	Dr. Kirit S. Parikh	Non-Executive Independent	11	9	No	3	1	-
7	Mr. Rakesh Nath	Non-Executive Independent	11	11	Yes	3	3	-
8	Ms. Neera Saggi ⁶	Non-Executive Independent	6	6	N.A.	8	7	1
9	Mr. Michel Augonnet (Chairman) ⁷	Non-Executive	6	3	Yes	N.A.	N.A.	N.A.
10	Mr. S. M. Momaya (Whole-time Director & CFO) ⁸	Executive	2	2	N.A.	N.A.	N.A.	N.A.
11	Mr. Ravi Kumar Krishnamurthy (Whole-time Director & Head AIS business) ⁹	Executive	7	3	N.A.	N.A.	N.A.	N.A.
12	Ms. Isabelle Compain -Gerlier ¹⁰	Non-Executive	3	-	N.A.	N.A.	N.A.	N.A.
13	Mr. Chandan Roy ¹¹	Non-Executive Independent	3	3	N.A.	N.A.	N.A.	N.A.

¹ Audit Committee and the Stakeholders Relationship Committee

² Appointed as additional director and chairman w.e.f 07.09.2016

³ Ceased to be Managing Director w.e.f. close of business hours on 28.02.2017 and director w.e.f. 04.04.2017

⁴ Appointed as CFO w.e.f. 01.06.2016 and Whole-time Director & CFO w.e.f. 26.07.2016

⁵ Appointed as Whole-time Director w.e.f. 21.12.2016

⁶ Appointed as additional director w.e.f. 26.07.2016

⁷ Ceased to be Director w.e.f. 07.09.2016

⁸ Ceased to be Whole-time Director & Chief Financial Officer w.e.f. close of business hours on 31.05.2016

⁹ Ceased to be an alternate director w.e.f. 25.07.2016. Appointed as Whole-time Director & Head AIS business w.e.f. 26.07.2016 and ceased to be director w.e.f. 21.12.2016

¹⁰ Ceased to be Director w.e.f. 04.07.2016

¹¹ Passed away on 23.06.2016

As mandated by Regulation 25(1) of Listing Regulations, none of the independent directors is serving as an independent director in more than seven listed entities and none of the whole-time directors is serving as an independent director in more than three listed entities. Also, as mandated by Regulation 26(1) of Listing Regulations, none of the Directors is a member of more than ten Board-level committees of public limited Indian companies; nor are they Chairperson of more than five committees in which they are directors. Moreover, none of the Directors of the Company is related to the other, or to any other employee of the Company.

D. Number of Board Meetings

During the financial year ended March 31, 2017, the Company held 11 Board meetings on – April 25, 2016, May 3, 2016, June 10, 2016, July 5, 2016, July 26, 2016, September 7, 2016, November 10, 2016, December 21, 2016, January 30, 2017, February 23, 2017 and March 14, 2017.

E. Code of Conduct and Ethics

In accordance with Regulation 17(5) of Listing Regulations, the Company's Board of Directors have laid down a 'Code of Conduct and Ethics for Directors and Senior Executives' of the Company. Duties of independent directors as laid down in the Companies Act, 2013 have been incorporated in the code. The Code is posted on the website - <http://www.ge.com/in/ge-td-india-limited>.

The purpose of this 'Code of Conduct' is to promote conduct of business ethically in an efficient and transparent manner and to meet its obligations to shareholders and all other stakeholders.

The Managing Director, Mr. Sunil Wadhwa has made a declaration that members of the Board and Senior Management Executives have affirmed compliance with the Companies "Code of Conduct and Ethics for Directors and Senior Executives" for the financial year ended March 31, 2017.

Your Company understands that Company's reputation and integrity can only be built by continuously reinforcing ethical rules and procedures.

The development of the integrity culture is a key priority for the Company. To reinforce the importance of doing business with integrity, leadership plays an important role in raising integrity awareness. To foster the culture of integrity, there is a tremendous focus on continuous training. The employees have access to e-learning module; face-to-face compliance training sessions and regular email communications Gift and Hospitality, political contribution, charitable contribution and sponsorships, conflicts of interest and Open reporting.

Your Company has "The Spirit and The Letter" policies which is available at <http://www.ge.com/in/ge-td-india-limited>. The Spirit & The Letter must be followed by anyone who works for or represents GE. It provides for official and mandatory guidelines on key principles and commitment that must be met by managers, by employees and by the Company as a whole every day.

During the course of the year, in person training sessions were conducted by the compliance on topics such as improper payments, fair employment practices, supplier relations and conflicts of interest. All employees were also assigned online training modules to become aware of the company policies.

VIGIL MECHANISM (OMBUDS & OPEN REPORTING PROCEDURE)

In accordance with Section 177 of the Companies Act, 2013 and Regulation 22 of Listing Regulations, your Company has a vigil mechanism "GE T&D India Limited – Vigil Mechanism (Ombuds & Open Reporting Procedure)".

Through this procedure all stakeholders, including employees and directors, can report concerns about any actual or potential violation of law and 'The Spirit & The Letter Policies'. They are encouraged to raise integrity concerns and feel confident that they can do so without any fear of retaliation. If a concern raiser faces any retaliation as a result of reporting a concern or supporting an investigation, he/she can inform the Chairman of the Audit Committee. The access to the Audit Committee is not restricted.

Ombuds & Open Reporting Procedure is available under corporate governance section on the website and the weblink for the same is <http://www.ge.com/in/ge-td-india-limited>.

POLICY ON MATERIALITY OF EVENTS OR INFORMATION

In compliance of Regulation 30 of Listing Regulations, your Company has a "Policy for Determination of Materiality of Event or Information" and also a Committee for Determining Materiality of an Event or Information comprising of Managing Director, Chief Financial Officer and Company Secretary. The authority for determining materiality of an event or information and making disclosure of the same to the Stock Exchanges lies with the majority of the members of the Committee.

The policy aims to ensure compliance with corporate governance principles by promoting disclosure and transparency. During the year, the Company has made disclosures to Stock Exchange(s) at the time of occurrence of the event/information and where applicable, made periodic disclosures on the associated material developments.

Policy for Determination of Materiality of Event or Information is available under corporate governance section on the website <http://www.ge.com/in/ge-td-india-limited>.

DOCUMENT PRESERVATION AND ARCHIVAL POLICY

In compliance to Regulation 9 of Listing Regulations, your Company has a "Document Preservation and Archival Policy" which establishes guidelines for management, for preservation, archival and destruction of Documents by the Company.

This policy sets out Data Retention Schedule for Company Documents and the related procedures to be followed to ensure compliance with this Policy. Retention periods are based on legal, tax, audit and defined business needs.

Document Preservation and Archival Policy is available under corporate governance section on the website <http://www.ge.com/in/ge-td-india-limited>.

REMUNERATION TO DIRECTORS

Details of remuneration to Directors, both executive and non-executive, during the financial year ended March 31, 2017 are as follows:

A. Non-Executive Directors

						(Amount in ₹)
Sl. No.	Name of the Director	Position	Sitting Fee	Commission	Total	
1	Mr. Stephane Cai	Chairman-Non-Executive	Nil	Nil	Nil	
2	Mr. Michel Augonnet ¹	Chairman-Non-Executive	Nil	Nil	Nil	
3	Mr. Chandan Roy ²	Independent Director	175,000	Nil	175,000	
4	Mr. Bhanu Bhushan	Independent Director	520,000	Nil	520,000	
5	Mr. Rakesh Nath	Independent Director	490,000	Nil	490,000	
6	Dr.Kirit S. Parikh	Independent Director	260,000	Nil	260,000	
7	Ms. Neera Saggi ³	Independent Director	220,000	Nil	220,000	
8	Ms. Isabelle Compain-Gerlier ⁴	Director	Nil	Nil	Nil	

¹ Ceased to be Director w.e.f. 07.09.2016

² Passed away on 23.06.2016

³ Appointed as additional director w.e.f. 26.07.2016

⁴ Ceased to be Director w.e.f. 04.07.2016

Notes:

- (i) In addition to the sitting fees, for attending the Board and/ or Committee meetings, in terms of the approval of Shareholders by way of Special Resolution at its meeting held on July 26, 2016, such of the non-executive Directors resident in India are entitled to remuneration by way of commission of such amount, proportion and manner, as may be determined by the Board; not exceeding in the aggregate 1% (one percent) of the net profits of the Company in a financial year computed in the manner laid down in Section 197 of the Companies Act, 2013 (erstwhile Section 198 of the Companies Act, 1956).
- (ii) The criteria for payments, including the extent, amount, proportion and manner of payment, to non-executive Directors, resident in India, is determined by the Board having regard to the time spent by such Directors for the Company's business.
- (iii) No sitting fees was paid to the non-executive Directors employed within Promoter Group for attending Board or Committee Meetings.
- (iv) Board of directors, effective May 24, 2017 increased the sitting fee payable to independent directors. The fee for attending the board meeting, Audit Committee meeting and Corporate Social Responsibility meeting is increased to ₹ 1,00,000/- per meeting and for all other meetings of the board and committees is ₹ 20,000/- per meeting.

B. Executive Directors

										(Amount in ₹)
Sl. No.	Name of the Director	Designation	Salary	Allowances	Bonus	Retiral Benefits	Others	Perquisites	Total	
1	Mr. Rathindra Nath Basu ¹	Managing Director	11,214,160	4,943,754	0	3,554,502	0	8,78,680	2,05,91,096*	
2	Mr. Gaurav M. Negi ²	Whole-time Director & CFO	4,462,949	5,471,569	3,278,900	666,171	0	19,665	1,38,99,254	
3	Mr. S. M. Momaya ³	Whole-time Director & CFO	97,81,805	11,72,092	0	2,16,435	0	3,600	1,11,73,931*	
4	Mr. Nagesh Tilwani ⁴	Whole-time Director & Head – AIS business	647,020	1,174,565	0	270,520		489,437	25,81,542	
5	Mr. Ravi Kumar Krishnamurthy ⁵	Whole-time Director & Head – AIS business	72,70,950	41,41,740	32,66,336	7,36,183	0	13,548	1,54,28,757*	

* In view of loss during the financial year ended March 31, 2017 (in terms of Section 198 of Companies Act, 2013), (a) in terms of Part II of Schedule V of Companies Act, 2013 approval of Shareholders by way of special resolution is being sought for the payment of managerial remuneration (excluding the perquisites not included for the computation of the ceiling on remuneration as per Part II of Schedule V of Companies Act, 2013 viz. 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) of Rs. 1,70,36,594, Rs. 18,56,092, and Rs. 1,03,07,786 to Mr. Rathindra Nath Basu, Mr. S. M. Momaya and Mr. Ravi Kumar Krishnamurthy, respectively, and (b) amounts of Rs. 1,45,00,000, Rs. 1,60,78,730 and Rs. 96,36,420 recoverable from Mr. Rathindra Nath Basu, Mr. S. M. Momaya and Mr. Ravi Kumar Krishnamurthy, respectively, as excess remuneration have been refunded by them. The amount mentioned in table above is net of excess remuneration refunded by them. In terms of Section III of Part II of schedule V of the Companies Act, 2013, the holding company of the Company i.e., M/s Grid Equipments Private Limited has made payment of Rs. 2,35,00,000, Rs. 1,68,28,566 and Rs. 1,10,19,578/- to Mr. Rathindra Nath Basu, Mr. S M Momaya and Mr. Ravi Kumar Krishnamurthy, respectively for the above amounts refunded, along with bonus payable by the Company. The amount mentioned in table above is net of excess remuneration refunded by them.

1 Ceased to be Managing Director w.e.f. close of business hours on 28.02.2017 and director w.e.f. 04.04.2017

2 Appointed as CFO w.e.f. 01.06.2016 and Whole-time Director & CFO w.e.f. 26.07.2016

3 Ceased to be Whole-time Director & Chief Financial Officer w.e.f. close of business hours on 31.05.2016

4 Appointed as Whole-time Director w.e.f. 21.12.2016

5 Alternate director to Mr. Michel Augonnet. Upto 24 July, 2016 Appointed as Whole-time Director & Head AIS business w.e.f. 26.07.2016 and ceased to be director w.e.f. 21.12.2016

Notes:

- (i) Notice period and severance fees: Three months' notice or three months' salary in lieu of notice may be given by the Company; and three months' notice may be given by the Executive Directors (or such shorter notice as may be agreed) subject to terms of their employment. However effective April 1, 2017, notice period and severance fees has been reduced to two months.
- (ii) Bonus to Executive Directors is paid in terms of the group/ Company policy and is determined based on the performance of the Company and the Executive Directors within the limits laid down under Companies Act, 2013.
- (iii) Remuneration to Executive Directors excludes expenditure for compensated leave, as the expense is booked based on actuarial valuation done on a total Company basis.

SHAREHOLDING OF DIRECTORS

None of the Directors holds any equity shares or convertible instruments in the Company

CEO/ CFO CERTIFICATION

In terms of Regulation 17(8) read with Part B of Schedule II of Listing Regulations, the Managing Director, Mr. Sunil Wadhwa and the Whole-time Director & Chief Financial Officer, Mr. Gaurav M. Negi have given annual certification on financial reporting and internal controls to the Board. The said annual certificate given by them is published in this report.

COMMITTEES OF THE BOARD OF DIRECTORS**A. Audit Committee**

The Company has an adequately qualified and independent Audit Committee. The present composition of the Committee is as under:

Sl. No.	Name of the Director	Category
1	Mr. Rakesh Nath ¹	Independent Director – Chairman
2	Mr. Bhanu Bhushan	Independent Member
3	Ms. Neera Saggi ²	Independent Member
4	Mr. Stephane Cai ²	Member

¹ Member of the committee w.e.f. 28.06.2016

² Member of the committee w.e.f. 07.09.2016

The above composition duly meets the requirement under Regulation 18 of Listing Regulations.

Managing Director and Chief Financial Officer are permanent invitees to all Audit Committee meetings. The Finance Controller, Internal Auditors and the representatives of Statutory Auditors and Cost Auditors are invitees to the relevant meetings of the Audit Committee.

The terms of reference of Audit Committee during the year under review were in accordance with Regulation 18 read with Part C of Schedule II of Listing Regulations.

The Audit Committee acts as a link between the management, external and internal Auditors and the Board of Directors.

During the financial year ended March 31, 2017, the Company held nine Audit Committee meetings on - April 25, 2016, May 3, 2016, June 10, 2016, July 26, 2016, September 7, 2016, November 10, 2016, January 30, 2017, February 23, 2017 and March 14, 2017. The attendance of the Audit Committee Members at the said meetings is detailed below:

Sl. No.	Names of the Director	Number of Meetings held during their tenure	Number of Meetings attended
1	Mr. Rakesh Nath ¹	6	6
2	Mr. Bhanu Bhushan	9	9
3	Ms. Neera Saggi ²	4	4
4	Mr. Stephane Cai ³	4	3
5	Mr. Chandan Roy ⁴	3	3
6	Ms. Isbaelle Compain-Gerlier ⁵	3	-
7	Mr. Michel Augonnet ⁶	2	2

¹ Member of the committee w.e.f. 28.06.2016

² Member of the committee w.e.f. 26.07.2016

³ Member of the committee w.e.f. 07.09.2016

⁴ Passed away on 23.06.2016

⁵ Ceased to be member of the committee w.e.f. 04.07.2016

⁶ Member of the Committee w.e.f. 05.07.2016 and ceased to be a member of the committee w.e.f. 07.09.2016

Mr. Rakesh Nath, Chairman of Audit Committee attended the last Annual General Meeting of the Company.

B. Stakeholders Relationship Committee

The Board of Directors have constituted a "Stakeholders Relationship Committee" in terms of the Companies Act, 2013 and Listing Regulations.

The present composition of the Committee is as under:

Sl. No.	Name of the Director	Category
1	Mr. Rakesh Nath ¹	Independent Director- Chairman of the Committee
2	Mr. Sunil Wadhwa ²	Member
3	Mr. Gaurav M. Negi ³	Member

¹ Member of the Committee w.e.f. 28.06.2016

² Member of the Committee w.e.f. 04.04.2017

³ Member of the Committee w.e.f. 26.07.2016

During the financial year ended March 31, 2017, the Company held 9 Stakeholders Relationship Committee meetings on - April 25, 2016, May 3, 2016, June 7, 2016, July 19, 2016, August 8, 2016, September 7, 2016, November 3, 2016, December 21, 2016 and March 14, 2017. The attendance of the Stakeholders Relationship Committee Members at the said meetings is detailed below

Sl. No.	Names of the Director	Number of Meetings held during their tenure	Number of Meetings attended
1	Mr. Rakesh Nath ¹	6	6
2	Mr. Sunil Wadhwa ²	N.A.	N.A.
3	Mr. Gaurav M. Negi ³	5	4
4	Mr. Chandan Roy ⁴	3	3
5	Mr. Rathindra Nath Basu ⁵	9	9
6	Mr. Michel Augonnet ⁶	2	0
7	Mr. S. M. Momaya ⁷	2	2

¹ Member of the Committee w.e.f. 28.06.2016

² Member of the Committee w.e.f. 04.04.2017

³ Member of the Committee w.e.f. 26.07.2016

⁴ Ceased to be a member of the committee w.e.f. 23.06.2016

⁵ Ceased to be a member of the committee w.e.f. 04.04.2017

⁶ Ceased to be member of the Committee w.e.f. 26.07.2016

⁷ Ceased to be a member of the committee w.e.f. close of business hours on 31.05.2016

The Committee is responsible for all matters concerning the share transfers, transmissions, issue of duplicate share certificates and attending to the grievances of the shareholders. The terms of reference of the Committee, in addition to those which are already entrusted by the Board, also includes terms of reference, as per section 178 of the Companies Act, 2013, Regulation 20 read with Part D of Schedule II of Listing Regulations or any other laws/rules, as applicable or amended from time to time.

In terms of Regulation 6 of Listing Regulations, Mr. Manoj Prasad Singh, Company Secretary is the 'Compliance Officer', who may also be contacted for any matter relating to share transfers/transmissions, non-receipt of Annual Reports, Dividend, etc.

During the financial year ended March 31, 2017, the Company received three complaints from shareholders. These were replied suitably to the shareholders.

There were no shares pending for transfer as at March 31, 2017.

C. Nomination and Remuneration Committee

In terms of section 178 of the Companies Act, 2013 read with the rules framed thereunder, the Board of Directors of the Company have constituted Nomination and Remuneration

Committee. The present composition of the Nomination and Remuneration Committee is as under:

Sl. No.	Name of the Director	Category
1	Mr. Rakesh Nath ¹	Independent Director- Chairman of the Committee
2	Mr. Bhanu Bhushan	Independent Director- Member
3	Mr. Stephane Cai ²	Independent Director- Member

¹ Member of the Committee w.e.f. 28.06.2016

² Member of the Committee w.e.f. 07.09.2016

Your Company also has a Nomination and Remuneration Policy.

The terms of reference of Nomination and Remuneration Committee are in accordance with Regulation 19 read with Part D of Schedule II of Listing Regulations.

The duties and responsibilities of the Nomination and Remuneration Committee include:

- Formulating criteria for determining qualifications, positive attributes and independence of a director.
- Identifying potential persons for appointment as Directors, Key Managerial Personnel (KMP) and other Senior Management positions.
- Recommending to the Board a policy, relating to the remuneration of the Directors, Senior Management, KMP and other employees, as may be applicable
- Formulating criteria for evaluation of Independent Directors and the Board and carry out evaluation of every Director's performance.
- Devising a policy on Board diversity.
- Ensuring that level and composition of remuneration is reasonable and sufficient to attract, retain and motivate Directors of the quality required to run the company successfully.
- Ensuring the relationship of remuneration to performance is clear and meets appropriate performance benchmarks and remuneration payable to Directors, Senior Management, Key Managerial Person involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the company and its goals.

During the financial year ended March 31, 2017, the Company held six Nomination and Remuneration Committee meetings on - April 25, 2016, July 26, 2016, September 7, 2016, December 21, 2016, February 23, 2017

and March 14, 2017. The attendance of the Nomination and Remuneration Committee members at the said meetings is detailed below:

S. No.	Names of the Director	Number of Meetings held during their tenure	Number of Meetings attended
1	Mr. Rakesh Nath ¹	5	5
2	Mr. Bhanu Bhushan	6	6
3	Mr. Stephane Cai ²	3	1
4	Mr. Chandan Roy ³	1	1
5	Mr. Michel Augonnet ⁴	3	2

¹ Member of the Committee w.e.f. 28.06.2016

² Member of the Committee w.e.f. 07.09.2016

³ Ceased to be a member of the committee w.e.f. 23.06.2016

⁴ Ceased to be a member of the committee w.e.f. 07.09.2016

D. Corporate Social Responsibility (CSR) Committee

Your Company is focused to address the objectives and requirements set for CSR both in letter and spirit of the provisions of the Companies Act, 2013 and intends to be a significant and durable contributor to CSR initiatives in India by devising and implementing social improvement projects.

In terms of section 135 of the Companies Act, 2013 and Companies (Corporate Social Responsibility Policy) Rules, 2014, the Company has Corporate Social Responsibility Committee.

The present composition of the committee is as under: -

S. No.	Name of the Director	Category
1	Dr. Kirit S. Parikh ¹	Independent Director- Chairman of the Committee
2	Mr. Sunil Wadhwa ²	Member
3	Mr. Gaurav M. Negi ³	Member

¹ Member of the Committee w.e.f. 28.06.2016

² Member of the Committee w.e.f. 04.04.2017

³ Member of the Committee w.e.f. 26.07.2016

The terms of reference of the Corporate Social Responsibility Committee are in accordance with section 135 of the Companies Act, 2013 and Companies (Corporate Social Responsibility Policy) Rules, 2014. Its mandate include recommending to the Board of Directors a CSR Policy, expenditure to be incurred on CSR and monitor CSR activities.

During the financial year ended March 31, 2017, the Company held four Corporate Social Responsibility meetings on – June 7, 2016, September 7, 2016, January 30, 2017 and March 14,

2017. The attendance of the Corporate Social Responsibility Committee members at the said meetings is detailed below:

S. No.	Names of the Director	Number of Meetings held during their tenure	Number of Meetings attended
1	Dr. Kirit S. Parikh ¹	3	3
2	Mr. Sunil Wadhwa ²	-	-
3	Mr. Gaurav M. Negi ³	3	3
4	Mr. Chandan Roy ⁴	1	1
5	Mr. Rathindra Nath Basu ⁵	4	4
6	Mr. Michel Augonnet ⁶	1	0
7	Mr. S. M. Momaya ⁷	0	0

¹ Member of the Committee w.e.f. 28.06.2016

² Member of the Committee w.e.f. 04.04.2017

³ Member of the Committee w.e.f. 26.07.2016

⁴ Passed away on 23.06.2016

⁵ Ceased to be a member of the committee w.e.f. 04.04.2017

⁶ Ceased to be a member of the committee w.e.f. 26.07.2016

⁷ Ceased to be a member of the committee w.e.f. close of business hours on 31.05.2016

E. Independent Directors meeting

In terms of Regulation 25(3) of Listing Regulations, meetings of independent directors were held on March 14, 2017 and on May 9, 2017, without the attendance of non-independent directors and members of management. All the independent directors were present in these meetings. The independent directors in these meetings reviewed/ assessed:

- i. performance of non-independent directors and the Board as a whole;
- ii. performance of the Chairperson of the company, taking into account the views of executive directors and non-executive directors;
- iii. quality, quantity and timeliness of flow of information between the company management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

The independent directors in above meetings also took note of the evaluation criterion and decided to carry out the review/ assessment of performance of the non-independent directors and the Board as a whole, Chairman of the Company and quality, quantity and timeliness of flow of information between the company management and the Board that is necessary for the Board to effectively and reasonably perform their duties based on these criterion at a meeting to be held later.

GENERAL BODY MEETINGS

The details of General Body Meetings held during the last three years are given below:

S. No.	Date	Time	Venue
Annual General Meetings			
1	July 23, 2014	9:30 a.m.	Air Force Auditorium, Subroto Park, New Delhi-110 010
2	July 23, 2015	9:30 a.m.	Air Force Auditorium, Subroto Park, New Delhi-110 010
3	July 26, 2016	9:30 a.m.	Air Force Auditorium, Subroto Park, New Delhi-110 010

1. Special resolutions passed in General Meetings or through postal Ballot during last three years during last three years

Annual General Meetings(AGM)

July 23, 2014

- Approval for borrowing money in excess of the aggregate of the paid up share capital and free reserves of the Company.

July 23, 2015

- Appointment of Mr. Ravi Kumar Krishnamurthy, Head AIS Business as Alternate Director to Mr. Pierre Laporte upto March 27, 2015 and terms of his appointment.
- Appointment of Mr. Ravi Kumar Krishnamurthy, Head AIS Business as Alternate Director to Mr. Michel Augonnet w.e.f. March 28, 2015 and terms of his appointment

July 26, 2016

- Change in name of the Company from 'ALSTOM T&D India Limited' to "GE T&D India Limited".
- Payment of commission to Non-Executive Directors resident in India.
- Appointment of Mr. Ravi Kumar Krishnamurthy (DIN 03626516), Head AIS Business as Alternate Director to Mr. Michel Augonnet and terms of his appointment

Extra-ordinary General Meetings

No Extra-ordinary General Meetings were held during last three financial years

Postal Ballot

November 13, 2014

- Authorisation for Disposal of properties of the Company at Bellary Road, Bengaluru and HauzKhas Enclave, New Delhi.

- Appointment of Mr. Ravi Kumar Krishnamurthy (DIN 03626516), Head AIS Business as alternate director and terms of his appointment.

2. Resolutions by Postal Ballot

No resolution was required to be passed through postal ballot during the year under report.

DISCLOSURES

The Company is in compliance with all the applicable mandatory requirements of Listing Regulations and/or any other regulations and guidelines of SEBI. The Company has adopted non mandatory requirements wherever necessary. Also the Company's financial statements are free from any qualifications by the Auditors.

Further, the Company has complied with the corporate governance requirements specified in Regulations 17 to 27 and clauses (b) to (i) of Regulation 46 (2) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

No material financial and commercial transactions were reported by the management to the Board, in which the management had any personal interest that either had or could have had a conflict with the interest of the Company at large.

No penalties or strictures have been imposed by SEBI, Stock Exchanges or any other statutory authority on matters relating to capital markets during the last three years.

Materially significant related party transactions

In terms of Regulation 23 of Listing Regulations, your Company has Related Party Transactions Policy on dealing with Related Party Transactions. The policy may be accessed at the web-link <http://www.ge.com/in/ge-td-india-limited>.

All related party transactions during the financial year were on arm's length basis and were in the ordinary course of business. During the year, there were no material related party transactions made by the Company which could be considered material in accordance with Related Party Transactions Policy of the Company.

CODE OF CONDUCT TO REGULATE, MONITOR AND REPORT TRADING BY INSIDERS.

In view of Regulation 9 of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, the Company has a Code of Conduct to Regulate, Monitor and Report Trading by Insiders.

The Code lays down guidelines which advise management and employees on handling Unpublished

Price Sensitive Information, procedures to be followed and disclosures to be made while dealing with Securities of the Company, and cautions them of the consequences of violations.

MANAGEMENT DISCUSSION AND ANALYSIS

Management Discussion and Analysis report forms part of the Directors' Report.

MEANS OF COMMUNICATION

Financial Results:

The Company intimates un-audited as well as audited financial results to the Stock Exchanges, immediately after the Board meetings at which they are approved. The results of the Company are also published in at least one prominent national and one regional newspaper having wide circulation. Normally the results are published in The Economic Times (English) in all editions and Nav Bharat Times (Hindi) in Delhi. The financial results are also displayed on the website <http://www.ge.com/in/ge-td-india-limited>.

News Release, Analyst Presentation, etc.:

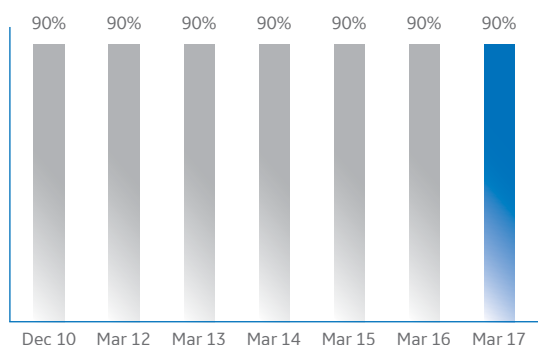
The official news releases, detailed presentations made to institutional investors, financial analysts, etc. are displayed on the website <http://www.ge.com/in/ge-td-india-limited>.

Website:

The website <http://www.ge.com/in/ge-td-india-limited> contains basic information about the Company. Information required to be disseminated on the website as per Regulation 46 of Listing Regulations are available in their respective sections on the website of the Company. The full Annual Report, shareholding pattern and Corporate Governance Report and various policies are also available in their respective sections on the said website

DIVIDEND HISTORY OF THE COMPANY

During the last seven years, the dividend paid to shareholders is as under:



UNCLAIMED DIVIDEND

The amount of dividends lying unclaimed for a period of seven years in the Unpaid Dividend Accounts of the Company will be transferred to the Investor Education and Protection Fund (IEPF) established by the Central Government.

During the year ended March 31, 2017, an amount of ₹3,737,687.00 was transferred to IEPF in respect of Dividend for the Financial Year ended on December 31, 2008. Further in respect of Dividend for the Financial Year ended on December 31, 2009, amount of ₹ 39,84,476.00 outstanding as on May 29, 2017, got transferred to IEPF within stipulated time.

Section 124 of the Companies Act, 2013 read with Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ('the Rules') mandate the transfer of shares with respect to the dividend, which has not been paid or claimed for seven consecutive years or more to IEPF.

Accordingly, the dividend for the years mentioned as follows will be transferred to the IEPF on the respective dates if the dividend remains unclaimed for seven years, and the corresponding shares will also be transferred to demat account created by the IEPF Authority if dividend is unclaimed for seven consecutive years or more:

Financial Year ended	Amount outstanding as on 31.03.2017 (₹)	Due date for transfer
31.12.2010	3,499,273.80	09.06.2018
31.03.2012	3,497,288.40	01.09.2019
31.03.2013	3,630,031.20	15.08.2020
31.03.2014	3,710,356.20	28.08.2021
31.03.2015	3,704,760.00	28.08.2022
31.03.2016	3,888,621.00	31.08.2023

The details of shares that will be transferred to IEPF as per the requirements of the rules are provided on our website at <http://www.ge.com/in/ge-td-india-limited>.

The Company shall respond to all valid requests received from the shareholders before the amounts/ shares are statutorily transferred on the above mentioned dates. Shareholders may note that both the unclaimed dividend and corresponding shares transferred to IEPF including all benefits accruing on such shares, if any, can be claimed back from IEPF following the procedure prescribed in the Rules. No claim shall lie in respect thereof with the Company.

GENERAL SHAREHOLDER INFORMATION**A Annual General Meeting (AGM)**

Date	: Tuesday, the 25th day of July, 2017
Time	: 9:30 A.M.
Venue	: Air Force Auditorium, Subroto Park, New Delhi-110 010

B Financial Year : April 1 to following March 31 period

Financial Calendar	: Announcement of financial results for April 1, 2017 to March 31, 2018
• Quarter ending June 30, 2017	: Upto August 14, 2017
• Quarter ending September 30, 2017	: Upto November 14, 2017
• Quarter ending December 31, 2017	: Upto February 14, 2018
• Financial year ending on March 31, 2018 and for the fourth quarter ending on that date	: Upto May 30, 2018

C Dates of Book Closure : From Wednesday, July 19, 2017 to Tuesday, July 25, 2017 (both days inclusive)**D Dividend Payment Date** : Dividend of ₹ 1.80 per share on Equity Shares of ₹2/-each has been recommended by the Board. Dividend, if approved at the AGM, will be paid within 30 days of the AGM

E Listing on Stock Exchanges : BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai-400 001.

National Stock Exchange of India Limited
Exchange Plaza, Bandra Kurla Complex,
Bandra (E), Mumbai-400 051.

The Calcutta Stock Exchange Limited
7, Lyons Range, Kolkata-700 001.

F Listing Fee : Annual Listing Fee for the year 2016-17 and 2017-18, as applicable has been paid to the three Stock Exchanges.**G Company Identification Number** : L31102DL1957PLC193993**H Stock Code/ Symbol**

BSE Limited	: 22275 for physical and 522275 for demat scrips
National Stock Exchange of India Limited	: GET&D
The Calcutta Stock Exchange Limited	: 17035 for physical and 10017035 for demat scrips
ISIN Number for NSDL and CDSL	: INE200A01026

I Market Price Data

(a) Monthly High-Low price of Equity Shares at BSE and comparison with S&P BSE SENSEX :

Month	Share price of the Company		S&P BSE SENSEX	
	High (₹)	Low (₹)	High	Low
April'16	459.00	372.30	26100.54	24523.20
May'16	392.00	325.75	26837.20	25057.93
June'16	380.00	327.00	27105.41	25911.33
July'16	373.10	344.00	28240.20	27034.14
August'16	351.45	314.10	28532.25	27627.97
September'16	356.90	311.25	29077.28	27716.78
October'16	360.80	330.00	28477.65	27488.30
November'16	351.00	300.00	28029.80	25717.93
December'16	327.00	285.00	26803.76	25753.74
January'17	329.95	295.10	27980.39	26447.06
February'17	317.50	294.00	29065.31	27590.10
March'17	341.00	277.05	29824.62	28716.21

(Source www.bseindia.com)

(b) Monthly High-Low price of Equity Shares at NSE and comparison with Nifty 50:

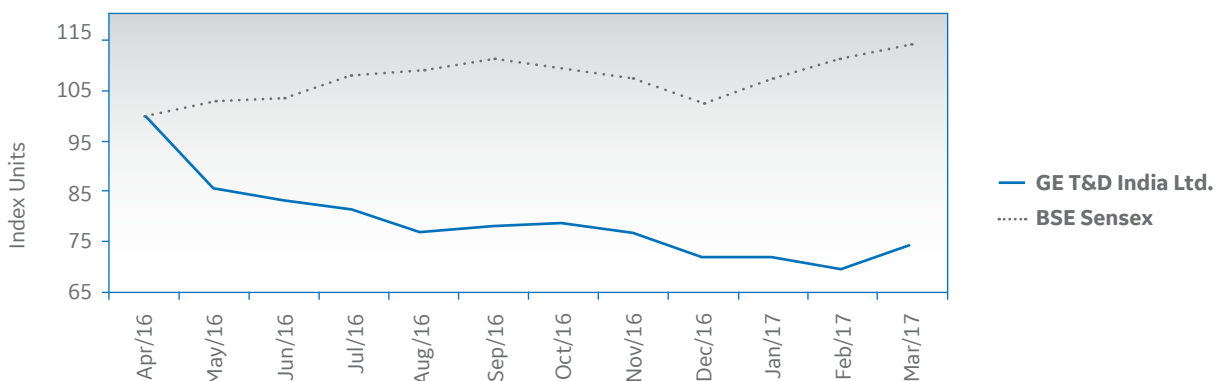
Month	Share price of the Company		Nifty 50	
	High (₹)	Low (₹)	High	Low
April'16	459.90	374.00	7992.00	7516.85
May'16	392.00	325.00	8213.60	7678.35
June'16	380.00	326.05	8308.15	7927.05
July'16	374.00	344.15	8674.70	8287.55
August'16	352.60	313.10	8819.20	8518.15
September'16	357.65	313.10	8968.70	8555.20
October'16	362.00	329.40	8806.95	8506.15
November'16	351.95	300.00	8669.60	7916.40
December'16	328.00	285.00	8274.95	7893.80
January'17	337.50	296.00	8672.70	8133.80
February'17	319.00	292.95	8982.15	8537.50
March'17	341.5	277.85	9218.4	8860.1

(Source www.nseindia.com)

(c) Since no trade of the Equity Shares has been executed on the trading platform of the Calcutta Stock Exchange Limited during the financial year ended March 31, 2017, no stock market data is available for the same.

J Stock Performance of GE T&D India Limited vs. BSE Sensex

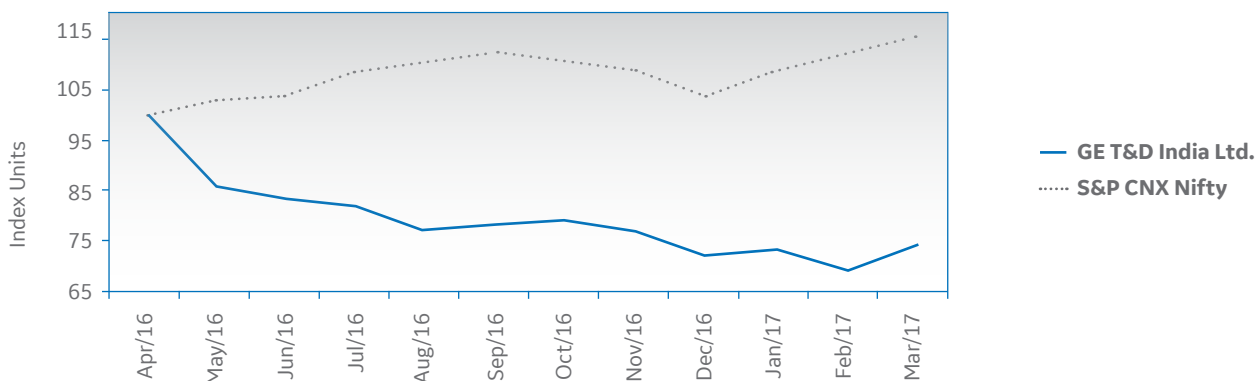
Monthly High Indexed Comparison - GE T&D India Limited Share Price With BSE Sensex



GE T&D India Limited Share Price as in April 2016 ₹ 459 = 100 units
BSE Sensex as in April 2016 26100.54=100 units.

Stock Performance of GE T&D India Limited vs. Nifty 50

Monthly High Indexed Comparison - GE T&D India Limited Share Price With Nifty 50



GE T&D India Limited Share Price as in April 2016 ₹ 459.90 = 100 units
Nifty 50 as in April 2016 7992 = 100 units.

K Shareholding pattern as on March 31, 2017

S. No.	Category	Number of Equity Shares held	Percentage (%)
1	Promoter - Grid Equipments Private Limited	175,492,524	68.54
	GE Grid Alliance B.V. (formerly Alstom Grid Holdings B.V., Netherlands)	16,542,372	6.46
	GE Energy Europe B.V., Netherlands*	5	0.00
	Total Promoter's Holding	192,034,901	75.00
2	Insurance Companies	10,420,400	4.07
3	Financial Institutions and Banks	40,761	0.02
4	UTI and other Mutual Funds	24,689,354	9.64
5	Foreign Portfolio Investors	5,568,440	2.17
6	Corporate Bodies	1,597,124	0.62
7	Non-resident Indians, Overseas Corporate Bodies and Foreign Nationals	790,403	0.31
8	Directors and their Relatives	--	--
9	General Public	19,143,409	7.48
10	Others - Clearing Member	218,999	0.09
	Trust	1,075,402	0.42
	State Government	605	0.00
	Central Government	466,737	0.18
Total		256,046,535	100.00

* Pursuant to an 'Open Offer' in terms of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ("SEBI SAST Regulations") completed in February 2016, the shareholding of the Acquirer/Promoter Group increased from 75% to 75.02%. In terms of regulation 7(4) of SEBI SAST Regulations read with rule 19A of Securities Contracts (Regulations) Rules, 1957, the Company/ Promoters had one year time from completion of open offer to comply with minimum public shareholding threshold. GE Energy Europe B.V. has completed sale of 42,565 out of 42,570 equity shares in the Company on November 2, 2016, pursuant to the approval by Securities and Exchange Board of India for on-market sell down, in accordance with the provisions of the SEBI Circular No. CIR/CFD/CMD/14/2015 dated November 30, 2015, to comply with the minimum public shareholding threshold. Further on 4 May 2017, GE Energy Europe BV sold its balance 5 equity shares held in the Company to another existing promoter, GE Grid Alliance B.V.

L Distribution of Holdings as on March 31, 2017

Category	Number of Shareholders	Percentage (%)	Number of Shares	Percentage (%)
1-500	41,002	86.37	4,807,704	1.88
501-1000	2,947	6.21	2,304,811	0.90
1001-2000	1,692	3.56	2,549,038	0.99
2001-3000	666	1.40	1,705,634	0.67
3001-4000	330	0.70	1,198,104	0.47
4001-5000	217	0.46	1,016,987	0.40
5001-10000	367	0.77	2,692,398	1.05
10001-50000	197	0.41	3,763,187	1.47
50001-100000	17	0.04	1,327,903	0.52
100001-and above	40	0.08	234,680,769	91.65
TOTAL	47475	100	256,046,535	100.00

M Registrars and Share Transfer Agents

C B Management Services (P) Limited
P-22, Bondel Road, Kolkata-700 019.
Tel. No.: 91 33 40116700 (100 lines)
Fax : 91 33 40116739 | E-mail :rta@cbmsl.com

N Share Transfer System

A Committee of Directors - Stakeholders Relationship Committee, is constituted to approve, inter-alia the transfer and transmission of shares, issue of duplicate share certificates and allied matters. In addition to the above, to expedite the share transfer process, Mr. Manoj Prasad Singh, Company Secretary and the Registrars and Share Transfer Agents, CB Management Services (P) Limited have been severally authorised to approve share transfers and transmission requests upto a limit of 10,000 Shares. Such transfer and transmission requests are

attended within the timelines prescribed under SEBI (Listing Obligations and Disclosures Requirements) Regulations 2015.

The Company has appointed CB Management Services (P) Limited as its Registrars and Share Transfer Agents. All share transfers and related operations are conducted by CB Management Services (P) Limited, which is registered with the SEBI.

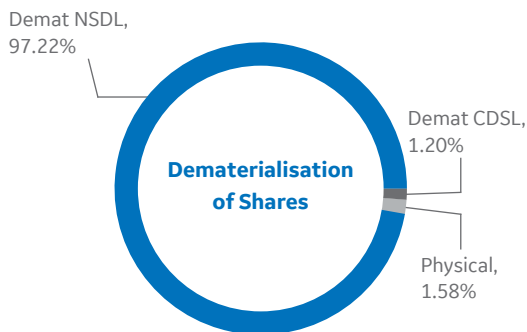
The Company's Registrars, CB Management Services (P) Limited have adequate infrastructure to serve the shareholders and process the share transfers. In compliance with the

Listing Agreement/ Listing Regulations, every six months the share processing system is audited by a practicing Company Secretary and a Certificate to that effect is issued.

Investor correspondence should be addressed to the Registrars and Share Transfer Agents or the Company, as per contact details as given at the end of the Report.

O Dematerialisation of shares and liquidity

The Company's scrip forms part of the compulsory demat segment for all investors effective June 26, 2000. To facilitate the investors in having an easy access to the Demat System, the Company has signed up with both the Depositories viz. National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL). The connectivity has been established through the Company's Registrars CB Management Services (P) Limited. As at March 31, 2017, a total of 251,998,727 equity shares of the Company, constituting 98.42% of the paid-up share capital, stand dematerialized.



P Share Capital Reconciliation Report

As stipulated by the SEBI, a qualified Practicing Company Secretary carries out the Share Capital Audit to reconcile the total admitted Capital with NSDL and CDSL and the total issued and listed capital. The Audit is carried out every quarter and the Report thereon is submitted to the Stock Exchanges and is also placed before the Board of Directors. The Report inter-alia confirms the total listed and paid up share capital of the Company is in agreement with the aggregate of the total dematerialised shares and those in the physical mode.

Q Outstanding GDRs/ ADRs/ Warrants or any Convertible Instruments, Conversion date and likely impact on Equity

The Company does not have any outstanding GDRs/ ADRs/ Warrants or any Convertible Instruments.

R Commodity Price Risk/ Foreign Exchange Risk and Hedging Activities

As a part of the Company's risk management strategy, the customer contracts are negotiated with price variation clause to mitigate the commodity price risk.

The Company uses derivative financial instruments, such as forward exchange contracts, to hedge the risks associated with foreign currency fluctuations relating to certain firm commitments and highly probable transactions. The use of

forward contracts is governed by the Company's policies on the use of such financial derivatives consistent with the Company's risk management strategy.

S Plant Locations

The Company has works/ manufacturing locations listed hereunder:

Hosur	: No. 46, SIPCOT Industrial Complex, Zuzuwadi Village, Hosur-635 126, Tamil Nadu.
Naini	: Naini Works, Mirzapur Road, Naini, Allahabad-211 008, Uttar Pradesh.
Noida	: A7, Sector 65, Noida-201 301, Uttar Pradesh.
Padappai	: 142, Salamangalam Village, Vandalur-Wallajabad High Road, Padappai-601 301, Kanchipuram Dist., Tamil Nadu.
Pallavaram	: 19/1, GST Road, Pallavaram, Chennai-600 043, Tamil Nadu.
Vadodara	: Milestone-87, Vadodara-Halol Highway, Village-Kotambi, Post-Jarod, Vadodara-391 510, Gujarat.

T Address for Correspondence/ Investor Complaints

Registrars and Share Transfer Agents
C B Management Services (P) Limited
P-22, Bondel Road, Kolkata-700 019
Tel. No.: 91 33 40116700 (100 lines)
Fax No.: 91 33 40116739
E-mail : rta@cbmsl.com

Company

Registered Office:

A-18, First Floor, Okhla Industrial Area,
Phase II, New Delhi-110 020
Tel. No.: 91 11 41610660
<http://www.ge.com/in/ge-td-india-limited>

Contact Person:

Mr. Manoj Prasad Singh
Company Secretary
Tel. No. : 91 120 4790000
Fax No. : 91 120 4790286/ 88
E-mail : company.secretary@alstom.com

For and on behalf of the Board

Sunil Wadhwa
Managing Director

Gaurav M. Negi
Whole-time Director & Chief
Financial Officer

June 22, 2017
New Delhi

CEO/ CFO CERTIFICATE

The Board of Directors,
GE T&D India Limited

We, Sunil Wadhwa, Managing Director and Gaurav M. Negi, Whole-time Director & Chief Financial Officer, certify that:

- a) We have reviewed the financial statements and cash flow statement for the financial year ended on March 31, 2017 and to the best of our knowledge and belief:
 - i. these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - ii. these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- b) To the best of our knowledge and belief, there are no transactions entered into by the Company during the financial year ended on March 31, 2017 which are fraudulent, illegal or violative of the Company's code of conduct.
- c) We accept responsibility for establishing and maintaining internal controls for financial reporting and we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and have disclosed to the Auditors and Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take, to rectify these deficiencies.
- d) We have indicated the Auditors and the Audit Committee:
 - i. Significant changes in internal control over financial reporting during the financial year ended on March 31, 2017;
 - ii. Significant changes in accounting policies during the financial year ended on March 31, 2017, and that the same have been disclosed in the notes to the financial statements; and
 - iii. That we are not aware of any instance of significant fraud during the financial year ended on March 31, 2017 with involvement therein of the management or any employee having a significant role in the Company's internal control system over financial reporting.

Place : New Delhi
Date : May 24, 2017

Sunil Wadhwa
Managing Director

Gaurav M. Negi
Whole-time Director & Chief
Financial Officer

DECLARATION BY THE MANAGING DIRECTOR

(Under regulation 34(3) read with schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015)

I, Sunil Wadhwa, Managing Director of GE T&D India Limited, hereby declare that all the members of the Board of Directors and the senior management personnel have affirmed compliance with the Company's "Code of Conduct and Ethics for Directors and Senior Executives" for the financial year ended on March 31, 2017.

Place : New Delhi
Date : May 24, 2017

Sunil Wadhwa
Managing Director

AUDITOR'S CERTIFICATE ON CORPORATE GOVERNANCE

To

The Members of GE T&D India Limited

We have examined the compliance of conditions of Corporate Governance by GE T&D India Limited (formerly known as ALSTOM T&D India Limited) ('the Company'), for the year ended 31 March 2017, as per Regulations 17 to 27, clauses (b) to (i) of regulation 46(2) and paragraphs C, D and E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations').

The compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

We conducted our examination in accordance with the Guidance Note on Report or Certificates for Special Purposes (Revised 2016) issued by the Institute of Chartered Accountants of India. The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the Institute of Chartered Accountants of India. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Review of Historical Financial Information, and Other Assurance and Related Services Engagements.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as specified in Regulations 17 to 27, clauses (b) to (i) of sub-regulation (2) of regulation 46 and paragraphs C, D and E of Schedule V of the Listing Regulations.

We state that such compliance is neither an assurance as to the future viability of the Company nor as to the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Restrictions on Use

This Certificate is issued solely for the purpose of complying with the aforesaid Regulations and may not be suitable for any other purpose.

For B S R & Associates LLP

Chartered Accountants
Firm registration number: 116231W/W-100024

Manish Gupta
Partner
Membership number: 095037

Place of Signature: New Delhi
Date: May 24, 2017

FINANCIAL STATEMENTS



Independent Auditor's Report

To the Members of GE T&D India Limited (formerly known as Alstom T&D India Limited)

1. Report on the Ind AS Financial Statements

We have audited the accompanying Ind AS financial statements of GE T&D India Limited (formerly known as "Alstom T&D India Limited") ("the Company"), which comprise the Balance Sheet as at 31 March 2017, the Statement of Profit and Loss (including "Other Comprehensive Income"), the Cash Flow Statement and the Statement of Changes in Equity for the year then ended, and a summary of the significant accounting policies and other explanatory information.

2. Management's Responsibility for the Ind AS Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these Ind AS financial statements that give a true and fair view of the state of affairs (financial position), profit or loss (financial performance including other comprehensive income), cash flows and changes in equity of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) prescribed under section 133 of the Act.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Ind AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

3. Auditor's Responsibility

Our responsibility is to express an opinion on these Ind AS financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit of the Ind AS financial statements in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the Ind AS financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the Ind AS financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the Ind AS financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the Ind AS financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the Ind AS financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Ind AS financial statements.

4. Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Ind AS financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India including the Ind AS, of the state of affairs (financial position) of the Company as at 31 March 2017, its loss (financial performance including other comprehensive income), its cash flows and the changes in equity for the year ended on that date.

5. Other Matters

The comparative financial information of the Company for the year ended 31 March 2016 and the transition date opening balance sheet as at 1 April 2015 included in these Ind AS financial statements, are based on the previously issued statutory financial statements prepared in accordance with the Companies (Accounting Standards) Rules, 2006 audited by the predecessor auditor whose report for the year ended 31 March 2016 and 31 March 2015 dated 3 May 2016 and 30 April 2015 respectively expressed an unmodified opinion on those financial statements, as adjusted for the differences in the accounting principles adopted by the Company on transition to the Ind AS, which have been audited by us.

Our opinion is not modified in respect of this matter.

6. Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government in terms of Section 143(11) of the Act, we give in "Annexure I" a statement on the matters specified in paragraphs 3 and 4 of the Order.

2. As required by Section 143(3) of the Act, we report that:
- a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - b. In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - c. The Balance Sheet, the Statement of Profit and Loss (including other comprehensive income), the Cash Flow Statement and Statement of Changes in Equity dealt with by this Report are in agreement with the books of account.
 - d. In our opinion, the aforesaid Ind AS financial statements comply with the Indian Accounting Standards prescribed under section 133 of the Act.
 - e. On the basis of the written representations received from the directors as on 31 March 2017 taken on record by the Board of Directors, none of the directors is disqualified as on 31 March, 2017 from being appointed as a director in terms of Section 164(2) of the Act.
 - f. With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure II".
 - g. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i) The Company has disclosed the impact of pending litigations on its financial position in its Ind AS financial statements – refer note 39 to the Ind AS financial statements
 - ii) The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts – refer note 45 to the Ind AS financial statements
 - iii) There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.
 - iv) The Company has provided requisite disclosures in its Ind AS financial statements as to holdings as well as dealings in Specified Bank Notes during the period from 8 November 2016 to 30 December 2016. Based on audit procedures and relying on the management representation, we report that the disclosures are in accordance with books of account maintained by the Company and as produced to us by the Management – Refer Note 44 to the Ind AS financial statements.

For **BSR & Associates LLP**

Chartered Accountants

ICAI Firm registration number: 116231W/W-100024

Manish Gupta

Partner

Membership No.: 095037

Place: New Delhi

Date: 24 May 2017

Annexure I to the Independent Auditor's Report

Referred to in paragraph 6 (1) of the Independent Auditor's Report to the Members of GE T&D India Limited (formerly known as "Alstom T&D India Limited") on the Ind AS financial statements for the Year ended 31 March 2017

- (i) (a) According to the information and explanations given to us, the Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
- (b) According to the information and explanations given to us, the fixed assets are physically verified by the management in accordance with a phased programme designed to cover all items of fixed assets over a period of three years, which, in our opinion, is reasonable having regard to the size of the Company and nature of its fixed assets. Pursuant to the programme, a portion of the fixed assets has been physically verified by the management during the year. As informed to us, no material discrepancies were observed on such verification.
- (c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of the immovable properties are held in the name of the Company.
- (ii) According to the information and explanations given to us, the inventories (excluding stocks with third parties) have been physically verified during the year by the management. In respect of inventories lying with third parties, these have substantially been confirmed by them. In our opinion, the frequency of verification is reasonable. Further, as informed, the discrepancies noticed on verification between the physical inventory and the book records were not material.
- (iii) According to the information and explanations given to us, the Company has not granted any loans, secured or unsecured, to companies, firms, limited liability partnerships or other parties covered in the register maintained under Section 189 of the Act. Accordingly, para 3 (iii) of the Order is not applicable.
- (iv) According to the information and explanations given to us, the Company has not given any loans, or made any investments, or provided any guarantee, or security as specified under section 185 and 186 of the Companies Act, 2013. Accordingly, paragraph 3(iv) of the Order is not applicable.
- (v) According to the information and explanations given to us, the Company has not accepted any deposits covered under section 73 to 76 of the Act.
- (vi) We have broadly reviewed the books of account maintained by the Company, pursuant to the rules made by the Central Government, the maintenance of cost records has been prescribed under sub section (1) of section 148 of the Companies Act, 2013 and are of the opinion that, prima facie, the prescribed accounts and records have been made and maintained. However, we have not made a detailed examination of such records with a view to determine whether they are accurate or complete.
- (vii) (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted/ accrued in the books of account in respect of undisputed statutory dues including Provident Fund, Employees' State Insurance, Income tax, Sales tax, Service tax, Duty of Customs, Duty of Excise, Value Added Tax, Cess and any other material statutory dues, to the extent applicable, have generally been regularly deposited with the appropriate authorities during the year.
- According to the information and explanations given to us, no undisputed amounts payable in respect of Provident Fund, Employees' State Insurance, Income tax, Sales tax, Service tax, Duty of Customs, Duty of Excise, Value Added tax, Cess and other material statutory dues, to the extent applicable, were in arrears as at 31 March 2017 for a period of more than six months from the date they became payable.

(b) According to the information and explanations given to us, and on the basis of the records of the Company examined by us, there are no dues of Income-tax, Sales-tax, Service tax, Duty of Customs, Duty of Excise and Value Added Tax which have not been deposited with the appropriate authorities on account of any dispute, except as mentioned below:-

Name of the Statute	Nature of dues	Amount of demand* (Rs. millions)	Amount deposited against the demand (Rs. millions)	Period to which the amount relates	Forum where dispute is pending
The Central Excise Act, 1944	Excise duty	16.8	0.4	1990-91, 1996-97, 1998-99, 2003-04, 2008-09, 2015-16, 2016-17	Appellate Authority- up to Commissioner level
		40.3	4.0	2008-09 to 2016-17	Central Excise and Service Tax Appellate Tribunal
		0.2	0.2	2008-09	Madras High court
Custom Act, 1962	Custom duty	439.9	-	2014-15	Madras High court
		5.0	-	2008-09	Custom Excise and Service Tax Appellate Tribunal
		0.1	-	2014-15 and 2015-16	Appellate Authority- Up to Commissioner Level
The Finance Act, 1994	Service tax	2.0	0.4	2009-10, 2016-17	High Court
		10.3	0.9	2015-16, 2016-17	Up to Commissioner Level
		613.6	307.9	2008-09, 2010-11 to 2013-14, 2015-16 and 2016-17	Central Excise and Service Tax Appellate Tribunal
Central Sales Tax Act and Local Sales Tax Acts (including works contract tax)	Sales tax	2,880.6	1,082.9	1988 -89 to 1990-91, 1992-93, 1993-94, 1998-99, 2000-01 to 2016-17	Appellate Authority- upto Commissioner level
		248.7	280.6	1983-84, 1986-87 to 1988 -1989, 1991-92, 2008-09 to 2012-13	Sales Tax Appellate Tribunal
Income Tax Act 1961	Income Tax	26.8	-	2006-07	Commissioner of Income Tax (Appeals)
		75.5	-	2007-08	
		100.8	-	2008-09	
		868.6	10.0	2009-10	
		573.8	-	2010-11	
		454.6	-	2011-12	
		277.3	-	2012-13	
		407.6	-	2013-14	

* Amount as per demand orders including interest and penalty, wherever indicated in the order

- (viii) According to the information and explanations given to us, the Company has not defaulted in repayment of loans or borrowings to any banks. Further, the Company does not have any loans or borrowings from any financial institution or government and the Company does not have any debentures issued / outstanding at any time during the year.
- (ix) According to the information and explanations given to us, the Company did not raise any money by way of initial public offer or further public offer (including debt instrument) and any term loans during the year. Accordingly, paragraph 3 (ix) of the Order is not applicable.
- (x) According to the information and explanations given to us, no material fraud by the Company or on the Company by its officers or employees has been noticed or reported during the year.
- (xi) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has paid managerial remuneration in excess of amounts as laid down under the provisions of Section 197 read with Schedule V to the Act to its whole time directors/ managing director. The excess amount of Rs. 40.2 million is being recovered by the Company from such directors, as also confirmed by the respective directors.
- (xii) According to the information and explanations given to us, the Company is not a Nidhi Company. Accordingly, paragraph 3(xii) of the Order is not applicable.
- (xiii) According to information and explanations given to us and on the basis of our examination of the records of the Company, all transactions with the related parties are in compliance with section 177 and 188 of the Act, where applicable, and the details have been disclosed in the Ind AS financial statements, as required by the applicable accounting standard.
- (xiv) According to information and explanations given to us, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year. Accordingly, paragraph 3(xiv) of the Order is not applicable.
- (xv) According to information and explanations given to us, the Company has not entered into any non-cash transactions with directors or persons connected with him. Accordingly, paragraph 3(xv) of the Order is not applicable.
- (xvi) According to information and explanations given to us, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

For **B S R & Associates LLP**
Chartered Accountants

ICAI Firm registration number: 116231W/W-100024

Manish Gupta

Partner

Place: New Delhi
Date: 24 May 2017

Membership No.: 095037

Annexure II to the Independent Auditor's Report

Referred to in paragraph 6 (2) (f) of the Independent Auditor's Report to the Members of GE T&D India Limited (formerly known as "Alstom T&D India Limited") on the Ind AS financial statements for the Year ended 31 March 2017

Report on the Internal Financial Controls under Clause (i) of Sub-section (3) of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of GE T&D India Limited (formerly known as "Alstom T&D India Limited") ("the Company") as of 31 March 2017 in conjunction with our audit of the Ind AS financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on 'Audit of Internal Financial Controls over Financial Reporting' issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on 'Audit of Internal Financial Controls Over Financial Reporting' (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and

maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely

detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such

internal financial controls over financial reporting were operating effectively as at 31 March 2017, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note issued by the ICAI

For **B S R & Associates LLP**

Chartered Accountants

ICAI Firm registration number: 116231W/W-100024

Manish Gupta

Partner

Membership No.: 095037

Place: New Delhi

Date: 24 May 2017

Balance Sheet

as at March 31, 2017

(All figures in Rs. Million, except share data and unless otherwise stated)

	Notes	As at March 31, 2017	As at March 31, 2016	As at April 1, 2015
Assets				
Non-current assets				
Property, plant and equipment	3	6,556.6	6,840.9	6,867.2
Capital work-in-progress	3	248.2	329.4	701.7
Financial assets				
i. Investments	4	0.1	0.1	0.1
ii. Loans	5	40.6	40.4	35.5
Deferred tax assets (net)	6	1,803.8	1,203.5	975.3
Non current tax assets (net)	7	896.5	896.5	840.8
Other non-current assets	8	1,403.2	1,161.5	630.0
Total non-current assets		10,949.0	10,472.3	10,050.6
Current assets				
Inventories	9	11,197.9	9,720.1	6,932.0
Financial assets				
i. Trade receivables	10	22,713.2	20,674.4	18,761.0
ii. Cash and cash equivalents	11	688.2	582.0	786.2
iii. Bank balances other than cash and cash equivalents	12	28.9	28.8	28.9
iv. Loans	5	79.3	70.1	66.0
v. Unbilled receivables and others	13	1,626.8	2,561.0	4,423.5
Other current assets	14	3,767.0	3,520.3	2,688.3
Assets classified as held for sale	15	89.4	89.4	89.4
Total current assets		40,190.7	37,246.1	33,775.3
Total assets		51,139.7	47,718.4	43,825.9
Equity and liabilities				
Equity				
Equity share capital	16	512.1	512.1	512.1
Other equity	17 (a)	9,815.8	11,271.5	11,475.0
Total equity		10,327.9	11,783.6	11,987.1
Liabilities				
Non-current liabilities				
Provisions	18	1,110.3	1,262.5	1,197.3
Total non-current liabilities		1,110.3	1,262.5	1,197.3
Current liabilities				
Financial liabilities				
i. Borrowings	19	5,180.0	5,035.4	2,165.8
ii. Trade payables	20			
Total outstanding dues of micro enterprises and small enterprises		301.3	610.3	945.8
Total outstanding dues of creditors other than micro enterprises and small enterprises		16,324.6	15,048.1	16,737.3
iii. Other financial liabilities	21	6,188.5	2,478.0	1,586.8
Other current liabilities	22	6,921.0	8,955.0	6,931.1
Provisions	18	3,406.8	1,655.6	1,310.9
Current tax liabilities (net)	7	1,379.3	889.9	963.8
Total current liabilities		39,701.5	34,672.3	30,641.5
Total equity and liabilities		40,811.8	35,934.8	31,838.8
Total equity and liabilities		51,139.7	47,718.4	43,825.9

Significant accounting policies

2

The accompanying notes referred to form an integral part of these financial statements.

As per our report of even date attached

For **B S R & Associates LLP**

Chartered Accountants

Firm Registration Number: 116231W/W-100024

Manish Gupta

Partner

Membership no: 095037

Place: New Delhi

Date: 24 May 2017

For and on behalf of the Board of Directors of **GE T&D India Limited****Sunil Wadhwa**

Managing Director

DIN no : 00259638

Manoj Prasad Singh

Company Secretary

Membership no : F4231

Place: New Delhi

Date: 24 May 2017

Gaurav Manohar Negi

Whole-time Director & CFO

DIN no : 02835748

Statement of Profit and Loss

for the Year ended March 31, 2017

(All figures in Rs. Million, except share data and unless otherwise stated)

	Notes	For the Year ended March 31, 2017	For the Year ended March 31, 2016
Income			
Revenue from operations	23	42,596.0	34,715.2
Other income	24	1,407.0	1,424.9
Total income		44,003.0	36,140.1
Expenses			
Cost of raw material, components consumed and project bought outs	25	29,594.8	24,970.4
Changes in inventories of finished goods and work-in-progress	26	(1,257.5)	(2,008.9)
Excise duty		2,074.7	1,681.6
Employee benefits expense	27	4,033.2	3,654.2
Finance costs	28	1,653.5	906.4
Depreciation expense	29	882.0	857.3
Other expenses	30	7,755.0	5,520.3
Total expenses		44,735.7	35,581.3
(Loss)/ profit before tax		(732.7)	558.8
Tax expense	31		
Current tax		(332.6)	(442.9)
Tax related to earlier years		(383.0)	-
Deferred tax credit (net)		581.7	229.1
Total tax expense		(133.9)	(213.8)
(Loss)/ profit for the year (A)		(866.6)	345.0
Other comprehensive income			
Items that will not be reclassified to profit or loss			
Remeasurements of defined benefits obligations		(61.8)	(3.3)
Income tax relating to above		21.4	1.1
Other comprehensive income for the year, net of tax (B)		(40.4)	(2.2)
Total comprehensive income for the year (A+B)		(906.9)	342.8
Basic and diluted (loss)/earnings per equity share		(3.4)	1.3
[Nominal value per share Rs. 2 (previous year Rs. 2)]			

Significant accounting policies

2

The accompanying notes referred to form an integral part of these financial statements.

As per our report of even date attached

For **B S R & Associates LLP**

Chartered Accountants

Firm Registration Number: 116231W/W-100024

Manish Gupta

Partner

Membership no: 095037

For and on behalf of the Board of Directors of **GE T&D India Limited****Sunil Wadhwa**

Managing Director

DIN no : 00259638

Gaurav Manohar Negi

Whole-time Director & CFO

DIN no : 02835748

Manoj Prasad Singh

Company Secretary

Membership no : F4231

Place: New Delhi

Date: 24 May 2017

Place: New Delhi

Date: 24 May 2017

Cash Flow Statement

for the Year ended March 31, 2017

(All figures in Rs. Million, except share data and unless otherwise stated)

	Year ended March 31, 2017	Year ended March 31, 2016
Cash flows from operating activities		
(Loss)/ profit before tax	(732.7)	558.8
Adjustments for:		
Provision for contractual losses	79.7	44.9
Depreciation	882.0	857.3
Provision no longer required written back	(1.1)	(254.8)
Interest income	(5.7)	(3.2)
Interest expense	896.2	620.1
Provision for doubtful debts	571.8	478.2
Bad debts written off	785.6	(99.7)
Loss on sale of property, plant and equipment	(2.0)	(1.3)
Fair valuation of revenue	1,343.5	1,149.2
Discounting at amortised cost	(92.1)	(211.8)
Mark to market of hedging instruments	(11.6)	(31.1)
Foreign exchange fluctuation (net)	224.0	115.0
	3,937.6	3,221.6
Working capital adjustments:		
(Increase)/decrease in inventories	(1,477.8)	(2,788.1)
(Increase)/decrease in trade receivables	(4,739.7)	(3,441.1)
(Increase)/ decrease in financial assets	934.2	1,854.2
(Increase)/ decrease in other assets	(551.1)	(1,384.0)
Increase/ (decrease) in trade payables	711.7	(1,977.7)
Increase/ (decrease) in current liabilities and provisions	3,283.0	4,104.5
Cash generated from operations	2,097.9	(410.6)
Direct taxes paid (net of refund)	(225.0)	(498.5)
Net cash flow from (used in) operating activities (A)	1,872.9	(909.1)
Cash flow from investing activities		
Acquisition of property, plant and equipment	(482.0)	(502.1)
Sale of fixed assets	15.8	2.8
Interest received	5.7	3.2
Net cash (used in) investing activities (B)	(460.5)	(496.1)

Cash Flow Statement

for the Year ended March 31, 2017

(All figures in Rs. Million, except share data and unless otherwise stated)

	Year ended March 31, 2017	Year ended March 31, 2016
Cash flow from financing activities		
Proceeds from short term loans	105.5	2,219.7
Interest paid	(857.1)	(464.0)
Dividend paid	(554.7)	(554.7)
Net cash (used in) flow from financing activities (C)	(1,306.3)	1,201.0
Net (decrease) in cash and cash equivalents (A+B+C)	106.2	(204.2)
Cash and cash equivalents at 1 April	582.0	786.2
Cash and cash equivalents at 31 March	688.2	582.0

The Cash flow statement has been prepared under the indirect method as set out in Indian Accounting Standard-7 on Statement of Cash Flows as notified under section 133 of the Companies Act, 2013.

As per our report of even date attached

For **B S R & Associates LLP**

Chartered Accountants

Firm Registration Number: 116231W/W-100024

Manish Gupta

Partner

Membership no: 095037

For and on behalf of the Board of Directors of **GE T&D India Limited**

Sunil Wadhwa

Managing Director

DIN no : 00259638

Gaurav Manohar Negi

Whole-time Director & CFO

DIN no : 02835748

Manoj Prasad Singh

Company Secretary

Membership no : F4231

Place: New Delhi

Date: 24 May 2017

Place: New Delhi

Date: 24 May 2017

Statement of changes in equity

for the Year ended March 31, 2017

(All figures in Rs. Million, except share data and unless otherwise stated)

A. Equity share capital

	Amount
As at 1 April 2015	512.1
Changes in equity share capital	-
As at 31 March 2016	512.1
Changes in equity share capital	-
As at 31 March 2017	512.1

B. Other equity

	Reserves and surplus				Other comprehensive income	Total
	Securities premium	General reserve	Capital reserve	Surplus in statement of profit and loss		
Balance at 1 April 2015 (refer note 17(a))	2,717.6	828.6	-	7,926.7	-	11,472.9
Profit for the year	-	-	-	345.0	-	345.0
Other comprehensive income (net of tax)	-	-	-	-	(2.2)	(2.2)
Total comprehensive income for the year	2,717.6	828.6	-	8,271.7	(2.2)	11,815.7
Transactions with owners in their capacity as owners:						
Dividends paid	-	-	-	(460.9)	-	(460.9)
Dividend distribution tax	-	-	-	(93.8)	-	(93.8)
Employee stock option expense	-	-	10.5	-	-	10.5
Balance at 31 March 2016	2,717.6	828.6	10.5	7,717.0	(2.2)	11,271.5
Profit/ (loss) for the year	-	-	-	(866.6)	-	(866.6)
Other comprehensive income/ (loss) (net of tax)	-	-	-	-	(40.4)	(40.4)
Total comprehensive income for the year	2,717.6	828.6	10.5	6,850.4	(42.6)	10,364.5
Transactions with owners in their capacity as owners:						
Dividends paid	-	-	-	(460.9)	-	(460.9)
Dividend distribution tax	-	-	-	(93.8)	-	(93.8)
Employee stock option expense	-	-	5.9	-	-	5.9
Balance at 31 March 2017	2,717.6	828.6	16.4	6,295.7	(42.6)	9,815.8

Significant accounting policies

2

The accompanying notes referred to form an integral part of these financial statements.

As per our report of even date attached

For **BSR & Associates LLP**

Chartered Accountants

Firm Registration Number: 116231W/W-100024

Manish Gupta

Partner

Membership no: 095037

For and on behalf of the Board of Directors of **GE T&D India Limited****Sunil Wadhwa**

Managing Director

DIN no : 00259638

Gaurav Manohar Negi

Whole-time Director & CFO

DIN no : 02835748

Manoj Prasad Singh

Company Secretary

Membership no : F4231

Place: New Delhi

Date: 24 May 2017

Place: New Delhi

Date: 24 May 2017

Notes to the financial statements

for the Year ended March 31, 2017

(All figures in Rs. Million, except share data and unless otherwise stated)

1. Corporate and General Information

GE T&D India Limited (formerly ALSTOM T&D India Limited) ('GETDIL' or 'the Company') is a publicly listed Company, incorporated on 13 March 1957 in India under the provisions of the Indian Companies Act.

The Company in the business of building the power transmission and distribution infrastructure. It has a portfolio of products, solutions and services, comprising the entire range of transmission equipment up to Extra and Ultra High Voltages (765 kV and beyond), including air-insulated switchgear (AIS) and locally manufactured power transformers and gas-insulated switchgear (GIS). It also provides power electronics solutions to create super highways and offers advanced power management Smart Grid solutions for transmission and distribution including renewable energy integration.

2. Summary of significant accounting policies

2.1 Basis of preparation

2.1.1 Statement of compliance

These financial statements have been prepared in accordance with Indian Accounting Standards (Ind AS) as per the Companies (Indian Accounting Standards) Rules, 2015 notified under Section 133 of Companies Act, 2013, (the 'Act') and other relevant provisions of the Act.

The financial statements up to and for the year ended 31 March 2016 were prepared in accordance with the Accounting Standards notified under Companies (Accounting Standards) Rules, 2006 (previous GAAP), notified under Section 133 of the Act and other relevant provisions of the Act.

As these financial statements are the first financial statements under Ind AS, Ind AS 101, First-time Adoption of Indian Accounting Standards, has been applied. Refer note 32 explaining the transition of financial position, financial performance and cash flows from previous GAAP to Ind AS.

These Financial Statements are approved by the Company's Board of Directors on May 24 2017.

2.1.2 Functional and presentation currency

These financial statements are presented in Indian Rupees (INR), which is also the Company's functional currency. All amounts have been rounded-off to millions and one decimal thereof, unless otherwise indicated.

2.1.3 Basis of Measurement

The financial statements have been prepared on a historical cost basis, except for the following:

- Certain financial assets and liabilities (including derivative instruments) - measured at fair value
- Net defined benefit (asset)/ liability – fair value of plan assets less present value of defined benefit obligations,
- Other financial assets and liabilities- measured as amortised cost.

2.1.4 Use of estimates and judgements

The preparation of the financial statements in conformity with Ind AS requires management to make estimates, judgments and assumptions. In preparing these financial statements, management has made judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates. Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised prospectively.

Assumptions and estimation uncertainties

Information about assumptions and estimation uncertainties that have a significant risk of resulting in a material adjustment in the year ending 31 March 2017 is included in the following notes:

This note provides an overview of the areas that involved a higher degree of judgement or complexity, and of items which are more likely to be materially adjusted due to estimates and assumptions turning out to be different than those originally assessed. Detailed information about each of these estimates and judgements is included in relevant notes together with information about the basis of calculation for each affected line item in the financial statements.

- i). Recognition of deferred tax assets – note 6

The Company has recognized deferred tax assets and concluded that the deferred tax assets will be recoverable using the estimated future taxable income based on the experience and future projections. The Company is expected to generate adequate taxable income for liquidating these assets in due course of time

- ii). Write-down of inventories - note 9

Inventories measured at the lower of cost and net realizable value. Write-down of inventories are calculated based on an analysis of foreseeable changes in demand, technology or market conditions to determine obsolete or excess inventories.

Notes to the financial statements

for the Year ended March 31, 2017

(All figures in Rs. Million, except share data and unless otherwise stated)

iii). Impairment of trade receivables – note 10

The impairment provisions for trade receivables disclosed are based on assumptions about risk of default and expected loss rates. The Company uses judgement in making these assumptions and selecting the inputs to the impairment calculation, based on the Company's history, existing market conditions as well as forward looking estimates at the end of each reporting period.

Estimates and judgements are continually evaluated. They are based on historical experience and other factors, including expectations of future events that may have a financial impact on the Company and that are believed to be reasonable under the circumstances.

iv). Estimation of provision for contract losses - note 18

Provision for contract losses is created for the difference between total estimated revenue and total estimated cost that may arise during the performance on a project based on technical evaluation and historical trends. Accordingly, based on the historical as well as recent trend, the management has estimated the expected settlement date of such losses.

v). Provision for employee benefits - note 18

The measurement of obligations and assets related to defined benefit plans makes it necessary to use several statistical and other factors that attempt to anticipate future events. These factors include assumptions about the discount rate, the rate of future compensation increases, withdrawal, mortality rates etc. The management has used the past trends and future expectations in determining the assumptions which are used in measurements of obligations.

vi). Estimation of provision for warranty- note 18

The Company generally offers three to four years warranties for its transformers products and two to three years warranties for switchgear products. Management estimates the related provision for future warranty claims based on certain percentages of revenue. The provision is based on historical warranty claim information, as well as recent trends and technical evaluation.

The assumptions made in relation to the current period are consistent with those in the prior year. Factors that could impact the estimated claim information include the success of the Company's productivity and quality initiatives.

vii). Recognition of revenue – note 23

A portion of revenue is retained by the customer (retention money) at the time of making the payment, which is released by the customer at the end of the Project. Therefore, the arrangement effectively constitutes a financing transaction as the customer makes the payment on deferred settlement terms. Contractual maturity represents the expected date of collection of retention money. Accordingly, the Company discounts the related retention money over the contractual maturity period to reduced revenue, which is recognised as finance income over the contractual maturity period.

viii). Cost of raw material, components consumed and project bought outs - note 25

A portion of payment pertaining to material cost (retention money) to be made to the vendors is retained by the Company at the time of making the payment, which is released by the Company at the future date. Therefore, the arrangement effectively constitutes a financing arrangement as the Company purchases inventories on deferred settlement terms. Contractual maturity represents the expected date of payment of retention money. Accordingly, the Company discounts the related retention money over the contractual maturity period to reduced cost of raw material, components consumed and project bought outs, which is recognised as finance cost over the contractual maturity period.

ix). Provision for litigation- note 18

The management determines the estimated probability of outcome of any litigation based on its assessment supported by technical advise on the litigation matters, wherever required.

2.1.5 Measurement of fair values

A number of the Company's accounting policies and disclosures require the measurement of fair values, for both financial and non-financial assets and liabilities. The Company has an established control framework with respect to the measurement of fair values. The Company regularly reviews significant unobservable inputs and valuation adjustments.

Fair values are categorised into different levels in a fair value hierarchy based on the inputs used in the valuation techniques as follows.

- Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities.

Notes to the financial statements

for the Year ended March 31, 2017

(All figures in Rs. Million, except share data and unless otherwise stated)

- Level 2: inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).
- Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs)

When measuring the fair value of an asset or a liability, the Company uses observable market data as far as possible. If the inputs used to measure the fair value of an asset or a liability fall into different levels of the fair value hierarchy, then the fair value measurement is categorised in its entirety in the same level of the fair value hierarchy as the lowest level input that is significant to the entire measurement.

The Company recognises transfers between levels of the fair value hierarchy at the end of the reporting period during which the change has occurred.

2.2 Significant Accounting Policies

2.2.1 Current versus non-current classification

The Company presents assets and liabilities in the Balance Sheet based on current / non-current classification. The Company has presented non-current assets and current assets before equity, non-current liabilities and current liabilities in accordance with Schedule III, Division II of Companies Act, 2013 notified by the Ministry of Corporate Affairs.

An asset is classified as current when it is :

- Expected to be realised or intended to be sold or consumed in normal operating cycle,
- Held primarily for the purpose of trading,
- Expected to be realised within twelve months after the reporting period, or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets are classified as non-current.

A liability is classified as current when: a) It is expected to be settled in normal operating cycle, b) It is held primarily for the purpose of trading, c) It is due to be settled within twelve months after the reporting period, or d) There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

All other liabilities are classified as non-current.

All assets and liabilities have been classified as current or non-current as per the Company's operating cycle and other criteria set out in Schedule III to the Companies Act, 2013. Based on the nature of products and the time between the acquisition of assets for processing and their realization in cash and cash equivalents, the Company has ascertained its operating cycle as 12 months for the purpose of current and non-current classification of assets and liabilities, except for projects business. The projects business comprises long-term contracts which have an operating cycle exceeding one year. For classification of current assets and liabilities related to projects business, the Company uses the duration of the individual life cycle of the contract as its operating cycle.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

2.2.2 Property, Plant and Equipment

Recognition and measurement

Items of property, plant and equipment are measured at cost, which includes capitalised borrowing costs, less accumulated depreciation and accumulated impairment losses, if any. Cost of an item of property, plant and equipment comprises its purchase price, including import duties and non-refundable purchase taxes, after deducting trade discounts and rebates, any directly attributable cost of bringing the item to its working condition for its intended use and estimated costs of dismantling and removing the item and restoring the site on which it is located.

If significant parts of an item of property, plant and equipment have different useful lives, then they are accounted for as separate items (major components) of property, plant and equipment.

Subsequent expenditure is capitalised only if it is probable that the future economic benefits associated with the expenditure will flow to the Company

Any gain or loss on disposal of an item of property, plant and equipment is recognised in profit or loss.

The cost of fixed assets not ready for their intended use is recorded as capital work-in-progress before such date. Cost of construction that relate directly to specific fixed assets and that are attributable to construction activity in general and can be allocated to specific fixed assets are included in capital work-in-progress.

Transition to Ind AS

On transition to Ind AS, the Company has elected to continue with the carrying value of all its property, plant and equipment recognised as at 1 April 2015 measured as

Notes to the financial statements

for the Year ended March 31, 2017

(All figures in Rs. Million, except share data and unless otherwise stated)

per the previous GAAP and use that carrying value as the deemed cost of the property, plant and equipment (see Note 32).

Depreciation methods, estimated useful lives and residual value

Depreciation is calculated on cost of items of property, plant and equipment less their estimated residual values over their estimated useful lives using the straight-line method, and is generally recognised in the statement of profit and loss. Assets acquired under finance leases are depreciated over the shorter of the lease term and their useful lives unless it is reasonably certain that the Company will obtain ownership by the end of the lease term.

Based on technical evaluation and assessment of useful lives, the estimated useful lives of certain furniture and fittings, office equipment and vehicles are lower as compared to the useful lives as prescribed under Part C of Schedule II to the Act, which management believes is the representative of useful lives of these fixed assets. Estimated useful lives of the assets are as follows:

Assets Category	Estimated useful lives (in years)	Lives as per schedule II of Companies Act, 2013
Buildings	30	30
Leasehold improvements	10	10
Plant and machinery	10	15
Furniture and fittings	4 and 10	10
Computers		
Laptops, desktops etc.	3	3
Servers and networking equipment	6	6
Office equipment	4	5
Motor vehicles	4	8

Freehold land is not depreciated. Leasehold assets are amortised over the period of the lease or the estimated useful life whichever is lesser.

Assets residual values and useful lives are reviewed at each financial year end considering the physical condition of the assets for review and adjusted residual life prospectively.

2.2.3 Intangible assets

Intangible assets are stated at acquisition cost, net of accumulated amortisation and accumulated impairment losses, if any.

Transition to Ind AS

On transition to Ind AS, the Company has elected to continue with the carrying value of all intangible assets recognised as at 1 April 2015 measured as per the previous GAAP and use that carrying value as the deemed cost of intangible assets.

Amortization methods, estimated useful lives and residual value

Intangible assets are amortised on a straight-line basis over their estimated useful lives. The amortisation period, residual value and the amortisation method are reviewed at least at each financial year end. If the expected useful life of the asset is significantly different from previous estimates, the amortisation period is changed accordingly.

Gains or losses arising from the retirement or disposal of an intangible asset are determined as the difference between the net disposal proceeds and the carrying amount of the asset and recognised as income or expense in the Statement of Profit and Loss.

2.2.4 Impairment of assets

Assessment is done at each Balance Sheet date as to whether there is any indication that an asset (tangible and intangible) may be impaired. For the purpose of assessing impairment, the smallest identifiable group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows from other assets or groups of assets, is considered as a cash generating unit. If any such indication exists, an estimate of the recoverable amount of the asset/cash generating unit is made. Assets whose carrying value exceeds their recoverable amount are written down to the recoverable amount. Recoverable amount is higher of an asset's or cash generating unit's fair value less cost of disposal and its value in use. Value in use is the present value of estimated future cash flows expected to arise from the continuing use of an asset and from its disposal at the end of its useful life.

Assessment is also done at each Balance Sheet date as to whether there is any indication that an impairment loss recognised for an asset in prior accounting periods may no longer exist or may have decreased. An impairment loss in respect of goodwill is not reversed subsequently.

2.2.5 Cash and cash equivalents

In the cash flow statement, cash and cash equivalents includes cash in hand, demand deposits with banks, other short-term highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

Notes to the financial statements

for the Year ended March 31, 2017

(All figures in Rs. Million, except share data and unless otherwise stated)

2.2.6 Inventories

Inventories comprising raw materials and components, work-in-progress, finished goods and stores and spares are valued at the lower of cost and net realisable value. The cost of inventories comprises cost of purchase (net of recoverable taxes where applicable), cost of conversion and other costs incurred in bringing the inventories to their respective present location and condition. Cost of purchased inventory are determined after deducting rebates and discounts. The cost of various categories of inventories is arrived at as follows:

- Raw materials and components - at cost determined on the weighted average cost method.
- Work-in-progress and finished goods - based on weighted average cost of production, including appropriate proportion of costs of conversion, Excise duty payable on despatch is included in the value of finished goods inventory.
- Packing materials, loose tools and consumables, being immaterial in value terms, and also based on there being purchased mostly on need basis, are expensed to the Statement of Profit and Loss at the point of purchase

Contracts work-in-progress are valued at cost or net realisable value, whichever is lower. Cost includes direct materials, labour and appropriate proportion of overheads including depreciation.

Net realisable value is the estimated selling price in the ordinary course of business, less the estimated costs of completion and estimated costs necessary to make the sale.

Provisions/write-downs for obsolescence, damaged and slow-moving inventory are made, wherever necessary and inventory is stated net of such provisions/write-downs.

2.2.7 Leases

Leases in which a significant portion of the risks and rewards of ownership are retained by the lessor are classified as operating leases. Payments made under operating leases are charged to statement of profit or loss on a straight-line basis over the period of the lease, unless the payments are structured to increase in line with expected general inflation to compensate for the lessor's expected inflationary cost increases.

2.2.8 Employee benefits

(i) Short-term obligations

Short-term employee benefit obligations are measured on an undiscounted basis and are

expensed as the related service is provided. A liability is recognised for the amount expected to be paid e.g., wages and salaries, short-term cash bonus, etc, if the Company has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee, and the amount of obligation can be estimated reliably

(ii) Share based payment transactions

The grant date fair value of equity settled share-based payment stock options granted to employees is recognised as an employee expense, with a corresponding increase in equity, over the period that the employees unconditionally become entitled to the stock options.

(iii) Defined contribution plans

A defined contribution plan is a post-employment benefit plan under which an entity pays fixed contributions into a separate entity and will have no legal or constructive obligation to pay further amounts.

Provident Fund: The Company makes specified monthly contributions towards Government administered provident fund scheme in respect of certain employees. Obligations for contributions to defined contribution plans are recognised as an employee benefit expense in profit or loss in the periods during which the related services are rendered by employees.

Superannuation Fund: Contributions are made to a scheme administered by the Life Insurance Corporation of India to discharge superannuating liabilities to the employees, a defined contribution plan, and the same is expensed to the Statement of Profit and Loss. The Company has no liability other than its annual contribution.

(iv) Defined benefit plans

A defined benefit plan is a post-employment benefit plan other than a defined contribution plan. The Company's net obligation in respect of defined benefit plans is calculated separately for each plan by estimating the amount of future benefit that employees have earned in the current and prior periods, discounting that amount and deducting the fair value of any plan assets.

The calculation of defined benefit obligation is performed annually by a qualified actuary using the projected unit credit method. When the calculation results in a potential asset for the Company, the

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(All figures in Rs. Million, except share data and unless otherwise stated)

recognised asset is limited to the present value of economic benefits available in the form of any future refunds from the plan or reductions in future contributions to the plan ('the asset ceiling'). In order to calculate the present value of economic benefits, consideration is given to any minimum funding requirements.

Remeasurements of the net defined benefit liability, which comprise actuarial gains and losses, the return on plan assets (excluding interest) and the effect of the asset ceiling (if any, excluding interest), are recognised in other comprehensive income (OCI). The Company determines the net interest expense / (income) on the net defined benefit liability / (asset) for the period by applying the discount rate used to measure the defined benefit obligation at the beginning of the annual period to the then-net defined benefit liability / (asset), taking into account any changes in the net defined benefit liability / (asset) during the period as a result of contributions and benefit payments. Net interest expense and other expenses related to defined benefit plans are recognised in profit or loss.

Gratuity: The Company funds gratuity benefits for its employees within the limits prescribed under The Payment of Gratuity Act, 1972 through contributions to a Scheme administered by the Life Insurance Corporation of India ('LIC').

In case of managerial employees, in addition to the ceiling defined under the Gratuity Act, certain additional amounts are paid depending upon the period served. This additional gratuity liability is also determined on the basis of its actuarial valuation based on the projected unit credit method as on the Balance Sheet date, changes in actuarial assumptions are charged or credited to other comprehensive income in the period in which they arise. Such liability is not funded.

Provident fund: In respect of certain employees, Provident Fund contributions are made to a Trust administered by the Company, which is a defined benefit plan

(v) Other long-term employee benefits

The Company's net obligation in respect of long-term employee benefits other than post-employment benefits is the amount of future benefit that employees have earned in return for their service in the current and prior periods; that benefit is discounted to determine its present value, and the fair value of any related assets is deducted. The obligation is measured on the basis of an annual

independent actuarial valuation using the projected unit credit method. Remeasurements gains or losses are recognised in profit or loss in the period in which they arise.

Long term compensated absences: Long term compensated absences are provided for on the basis of its actuarial valuation as per the projected unit credit method as on the Balance Sheet date.

Long term incentive plans: The Company has two incentive plans namely 'Deferred Incentive Plan' and 'Critical Skill Retainer Scheme' for different categories of managerial employees to retain and attract experienced talent. Under these plans, employees receive certain annual grants, which will be paid over a pre-determined future periods. Each pay-out is independently amortised over a period from grant date to final pay-out date. Since the Deferred Incentive Plan is withdrawn / foreclosed, the entire liability will be discharged in 2017 accordingly this plan will be treated as short term incentive plan in the current year.

2.2.9 Non-current assets (or disposal groups) held for sale

Non-current assets, or disposal groups comprising assets and liabilities are classified as held for sale, if their carrying amount will be recovered principally through a sale transaction rather than through continuing use and a sale is considered highly probable.

These are measured at the lower of their carrying amount and fair value less costs to sell, except for assets such as deferred tax assets, assets arising from employee benefits, financial assets, which are specifically exempt from this requirement. Losses on initial classification as held for sale and subsequent gains and losses on re-measurement are recognised in profit or loss.

Once classified as held-for-sale, intangible assets, property, plant and equipment and investment properties are no longer amortised or depreciated.

2.2.10 Foreign currency

(i) Foreign currency transactions

Initial recognition and settlement

Foreign currency transactions are translated into the functional currency using the exchange rates at the dates of the transactions or an average rate if the average rate approximates the actual rate at the date of the transaction. Foreign exchange gains and losses resulting from the settlement of such transactions are generally recognised in profit or loss.

Notes to the financial statements

for the Year ended March 31, 2017

(All figures in Rs. Million, except share data and unless otherwise stated)

Subsequent recognition

Monetary assets and liabilities denominated in foreign currencies are translated into the functional currency at the exchange rate at the reporting date. Non-monetary assets and liabilities that are measured at fair value in a foreign currency are translated into the functional currency at the exchange rate when the fair value was determined. Non-monetary assets and liabilities that are measured based on historical cost in a foreign currency are translated at the exchange rate at the date of the transaction.

Exchange differences are recognised in profit or loss, except exchange differences arising from the translation of the following items which are recognised in OCI.

- equity investments at fair value through OCI (FVOCI);
- a financial liability designated as a hedge of the net investment in a foreign operation to the extent that the hedge is effective; and
- qualifying cash flow hedges to the extent that the hedges are effective.

(ii) Foreign operations

Where the functional currency of the foreign operations is determined to be different from the presentation currency of the Company, then the results and financial position of each individual project office included in the Company's financial statements are translated into the currency in which the Company presents its financial statements, income and expenses for Statement of Profit and Loss presented (i.e including comparatives) are translated at exchange rates at the dates of the transactions.

2.2.11 Financial instruments

(i) Recognition and initial measurement

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity. A financial asset or financial liability is initially measured at fair value plus, for an item not at fair value through profit and loss (FVTPL), transaction costs that are directly attributable to its acquisition or issue.

Trade receivables and debt securities issued are initially recognised when they are originated. All other financial assets and financial liabilities are initially recognised when the Company becomes a party to the contractual provisions of the instrument.

(ii) Classification and subsequent measurement

Financial assets

The Company classifies its financial assets in the following measurement categories:

- those to be measured subsequently at fair value (either through other comprehensive income [debt and equity investments], or through profit or loss), and
- those measured at amortised cost.

Financial assets are not reclassified subsequent to their initial recognition, except if and in the period the Company changes its business model for managing financial assets.

A financial asset is measured at amortised cost if it meets both of the following conditions and is not designated as at FVTPL:

- the asset is held within a business model whose objective is to hold assets to collect contractual cash flows; and
- the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

A debt investment is measured at FVOCI if it meets both of the following conditions and is not designated as at FVTPL:

- the asset is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets; and
- the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

On initial recognition of an equity investment that is not held for trading, the Company may irrevocably elect to present subsequent changes in the investment's fair value in OCI (designated as FVOCI – equity investment). This election is made on an investment-by-investment basis.

All financial assets not classified as measured at amortised cost or FVOCI as described above are measured at FVTPL. This includes all derivative financial assets. On initial recognition, the Group may irrevocably designate a financial asset that otherwise meets the requirements to be measured at amortised

Notes to the financial statements

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(All figures in Rs. Million, except share data and unless otherwise stated)

cost or at FVOCI as at FVTPL if doing so eliminates or significantly reduces an accounting mismatch that would otherwise arise.

Financial assets: Business model assessment

The Company makes an assessment of the objective of the business model in which a financial asset is held at a portfolio level because this best reflects the way the business is managed and information is provided to management. The information considered includes:

- the stated policies and objectives for the portfolio and the operation of those policies in practice. These include whether management's strategy focuses on earning contractual interest income, maintaining a particular interest rate profile, matching the duration of the financial assets to the duration of any related liabilities or expected cash outflows or realising cash flows through the sale of the assets;
- how the performance of the portfolio is evaluated and reported to the Company's management;
- the risks that affect the performance of the business model (and the financial assets held within that business model) and how those risks are managed;
- how managers of the business are compensated – e.g. whether compensation is based on the fair value of the assets managed or the contractual cash flows collected; and

the frequency, volume and timing of sales of financial assets in prior periods, the reasons for such sales and expectations about future sales activity.

Transfers of financial assets to third parties in transactions that do not qualify for derecognition are not considered sales for this purpose, consistent with the Company's continuing recognition of the assets.

Financial assets that are held for trading or are managed and whose performance is evaluated on a fair value basis are measured at FVTPL.

Financial assets: Assessment whether contractual cash flows are solely payments of principal and interest

For the purposes of this assessment, 'principal' is defined as the fair value of the financial asset on initial recognition. 'Interest' is defined as consideration

for the time value of money and for the credit risk associated with the principal amount outstanding during a particular period of time and for other basic lending risks and costs (e.g. liquidity risk and administrative costs), as well as a profit margin.

In assessing whether the contractual cash flows are solely payments of principal and interest, the Company considers the contractual terms of the instrument. This includes assessing whether the financial asset contains a contractual term that could change the timing or amount of contractual cash flows such that it would not meet this condition. In making this assessment, the Company considers:

- contingent events that would change the amount or timing of cash flows;
- terms that may adjust the contractual coupon rate, including variable interest rate features;
- prepayment and extension features; and
- terms that limit the Company's claim to cash flows from specified assets (e.g. non-recourse features).

Financial assets: Subsequent measurement and gains and losses

Financial assets at FVTPL

These assets are subsequently measured at fair value. Net gains and losses, including any interest or dividend income, are recognised in profit or loss.

Financial assets at amortised cost

These assets are subsequently measured at amortised cost using the effective interest method. The amortised cost is reduced by impairment losses. Interest income, foreign exchange gains and losses and impairment are recognised in profit or loss. Any gain or loss on derecognition is recognised in profit or loss.

Debt investments at FVOCI

These assets are subsequently measured at fair value. Interest income under the effective interest method, foreign exchange gains and losses and impairment are recognised in profit or loss. Other net gains and losses are recognised in OCI. On derecognition, gains and losses accumulated in OCI are reclassified to profit or loss.

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for the Year ended March 31, 2017

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Equity investments at FVOCI

These assets are subsequently measured at fair value. Dividends are recognised as income in profit or loss unless the dividend clearly represents a recovery of part of the cost of the investment. Other net gains and losses are recognised in OCI and are not reclassified to profit or loss.

Financial liabilities: Classification, subsequent measurement and gains and losses

Financial liabilities are classified as measured at amortised cost or FVTPL. A financial liability is classified as at FVTPL if it is classified as held-for-trading, or it is a derivative or it is designated as such on initial recognition. Financial liabilities at FVTPL are measured at fair value and net gains and losses, including any interest expense, are recognised in profit or loss. Other financial liabilities are subsequently measured at amortised cost using the effective interest method. Interest expense and foreign exchange gains and losses are recognised in profit or loss. Any gain or loss on derecognition is also recognised in profit or loss. Fees paid on the establishment of loan facilities are recognised as transaction costs of the loan to the extent that it is probable that some or all of the facility will be drawn down.

(iii) Derecognition

A financial asset is derecognised only when:

- the Company has transferred the rights to receive cash flows from the financial asset or
- retains the contractual rights to receive the cash flows of the financial asset, but assumes a contractual obligation to pay the cash flows to one or more recipients.

Where the Company has transferred an asset, the Company evaluates whether it has transferred substantially all risks and rewards of ownership of the financial asset. In such cases, the financial asset is derecognised.

Where the Company has not transferred substantially all risks and rewards of ownership of the financial asset, the financial asset is not derecognised.

Where the Company has neither transferred a financial asset nor retains substantially all risks and rewards of ownership of the financial asset, the financial asset is derecognised if the Company has not retained control of the financial asset. Where the Company retains control of the financial asset, the

asset is continued to be recognised to the extent of continuing involvement in the financial asset.

The Company derecognises a financial liability when its contractual obligations are discharged or cancelled, or expire. The Company also derecognises a financial liability when its terms are modified and the cash flows under the modified terms are substantially different. In this case, a new financial liability based on the modified terms is recognised at fair value. The difference between the carrying amount of the financial liability extinguished and the new financial liability with modified terms is recognised in profit or loss.

(iv) Offsetting

Financial assets and financial liabilities are offset and the net amount presented in the balance sheet when, and only when, the Company currently has a legally enforceable right to set off the amounts and it intends either to settle them on a net basis or to realise the asset and settle the liability simultaneously.

(v) Impairment of financial assets

The Company recognises loss allowances for expected credit losses on financial assets measured at amortised cost and financial assets measured at FVOCI- debt investments. At each reporting date, the Company assesses whether financial assets carried at amortised cost and debt securities at FVOCI are credit-impaired. A financial asset is 'credit-impaired' when one or more events that have a detrimental impact on the estimated future cash flows of the financial asset have occurred.

Evidence that a financial asset is credit-impaired includes the following observable data:

- significant financial difficulty of the borrower or issuer; or
- a breach of contract such as a default or being past due.

The Company measures loss allowances at an amount equal to lifetime expected credit losses, except for the following, which are measured as 12 month expected credit losses:

- debt securities that are determined to have low credit risk at the reporting date; and
- other debt securities and bank balances for which credit risk (i.e. the risk of default occurring over the expected life of the financial instrument) has not increased significantly since initial recognition.

Notes to the financial statements

for the Year ended March 31, 2017

(All figures in Rs. Million, except share data and unless otherwise stated)

Loss allowances for trade receivables are always measured at an amount equal to lifetime expected credit losses.

Lifetime expected credit losses are the expected credit losses that result from all possible default events over the expected life of a financial instrument. 12-month expected credit losses are the portion of expected credit losses that result from default events that are possible within 12 months after the reporting date (or a shorter period if the expected life of the instrument is less than 12 months). In all cases, the maximum period considered when estimating expected credit losses is the maximum contractual period over which the Company is exposed to credit risk.

When determining whether the credit risk of a financial asset has increased significantly since initial recognition and when estimating expected credit losses, the Company considers reasonable and supportable information that is relevant and available without undue cost or effort. This includes both quantitative and qualitative information and analysis, based on the Company's historical experience and informed credit assessment and including forward-looking information.

Measurement of expected credit losses

Expected credit losses are a probability-weighted estimate of credit losses. Credit losses are measured as the present value of all cash shortfalls (i.e. the difference between the cash flows due to the Company in accordance with the contract and the cash flows that the Company expects to receive).

The Company follows 'simplified approach' for recognition of impairment loss allowance on trade receivable. Under the simplified approach, the Company does not track changes in credit risk for individual customers. Rather, it recognizes impairment loss allowance based on lifetime ECLs at each reporting date, right from initial recognition.

The Company uses a provision matrix to determine impairment loss allowance on the portfolio of trade receivables. The provision matrix is based on its historically observed default rates and delays in realisations over the expected life of the trade receivable and is adjusted for forward looking estimates. At every balance sheet date, the historical observed default rates are updated and changes in the forward-looking estimates are analysed.

Presentation of allowance for expected credit losses in the balance sheet

Loss allowances for financial assets measured at amortised cost are deducted from the gross carrying amount of the assets. For debt securities at FVOCI, the loss allowance is charged to profit or loss and is recognised in OCI.

Write-off

The gross carrying amount of a financial asset is written off (either partially or in full) to the extent that there is no realistic prospect of recovery. This is generally the case when the Company determines that the debtor does not have assets or sources of income that could generate sufficient cash flows to repay the amounts subject to the write-off. However, financial assets that are written off could still be subject to enforcement activities in order to comply with the Company's procedures for recovery of amounts due.

(vi) Derivative financial instruments

The Company uses derivative financial instruments, such as forward currency contracts to hedge its certain foreign currency risks. Derivative financial instruments are initially recognised at fair value on the date a derivative contract is entered into and are subsequently re-measured at their fair value at the end of each period. Any gains or losses arising from changes in the fair value of derivatives are taken directly to profit or loss.

2.2.12 Borrowings

Borrowings are initially recognised at fair value, net of transaction costs incurred. Borrowings are subsequently measured at amortised cost. Any difference between the proceeds (net of transaction costs) and the redemption amount is recognised in profit or loss over the period of the borrowings using the effective interest method. Fees paid on the establishment of loan facilities are recognised as transaction costs of the loan to the extent that it is probable that some or all of the facility will be drawn down. In this case, the fee is deferred until the draw down occurs. To the extent there is no evidence that it is probable that some or all of the facility will be drawn down, the fee is capitalised as a prepayment for liquidity services and amortised over the period of the facility to which it relates.

Borrowings are removed from the balance sheet when the obligation specified in the contract is discharged, cancelled or expired. The difference between the carrying amount of a financial liability that has been extinguished or transferred to another party and the consideration paid, including any non-cash assets transferred or liabilities assumed, is recognised in profit or loss as other gains/ (losses).

Notes to the financial statements

for the Year ended March 31, 2017

(All figures in Rs. Million, except share data and unless otherwise stated)

Borrowings are classified as current liabilities unless the Company has an unconditional right to defer settlement of the liability for at least 12 months after the reporting period. Where there is a breach of a material provision of a long-term loan arrangement on or before the end of the reporting period with the effect that the liability becomes payable on demand on the reporting date, the entity does not classify the liability as current, if the lender agreed, after the reporting period and before the approval of the financial statements for issue, not to demand payment as a consequence of the breach.

2.2.13 Borrowing costs

General and specific borrowing costs that are directly attributable to the acquisition, construction or production of a qualifying asset are capitalised during the period of time that is required to complete and prepare the asset for its intended use or sale. Qualifying assets are assets that necessarily take a substantial period of time to get ready for their intended use or sale. Borrowing costs consist of interest and other costs that the Company incurs in connection with the borrowing of funds (including exchange differences relating to foreign currency borrowings to the extent that they are regarded as an adjustment to interest costs).

For general borrowing used for the purpose of obtaining a qualifying asset, the amount of borrowing costs eligible for capitalization is determined by applying a capitalization rate to the expenditures on that asset. The capitalization rate is the weighted average of the borrowing costs applicable to the borrowings of the Company that are outstanding during the period, other than borrowings made specifically for the purpose of obtaining a qualifying asset. The amount of borrowing costs capitalized during a period does not exceed the amount of borrowing cost incurred during that period.

All other borrowing costs are expensed in the period in which they occur.

2.2.14 Income tax

Income tax comprises current and deferred tax. It is recognised in profit or loss except to the extent that it relates to a business combination or to an item recognised directly in equity or in other comprehensive income. The income tax expense or credit for the period is the tax payable on the current period's taxable income based on the applicable income tax rate for applicable jurisdiction adjusted by changes in deferred tax assets and liabilities attributable to temporary differences.

Current tax

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the end of the reporting period in the countries where the Company and its branches operate and generate taxable income. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

Current tax assets and current tax liabilities are offset only if there is a legally enforceable right to set off the recognised amounts, and it is intended to realise the asset and settle the liability on a net basis or simultaneously.

Deferred tax

Deferred income tax is provided in full, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements. Deferred income tax is determined using tax rates (and laws) that have been enacted or substantially enacted by the end of the reporting period and are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled. Deferred tax assets are recognised for all deductible temporary differences only if it is probable that future taxable amounts will be available to utilise those temporary differences and losses.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances relate to the same taxation authority.

Deferred tax assets are recognised to the extent that it is probable that future taxable profits will be available against which they can be used. The existence of unused tax losses is strong evidence that future taxable profit may not be available. Therefore, in case of a history of recent losses, the Company recognises a deferred tax asset only to the extent that it has sufficient taxable temporary differences or there is convincing other evidence that sufficient taxable profit will be available against which such deferred tax asset can be realised.

Deferred tax assets – unrecognised or recognised, are reviewed at each reporting date and are recognised/ reduced to the extent that it is probable/ no longer probable respectively that the related tax benefit will be realised.

Notes to the financial statements

for the Year ended March 31, 2017

(All figures in Rs. Million, except share data and unless otherwise stated)

2.2.15 Revenue

Revenue is measured at the fair value of the consideration received or receivable. Amounts disclosed as revenue are inclusive of excise duty and net of returns, trade allowances, rebates, value added taxes and amounts collected on behalf of third parties.

The Company recognises revenue when the amount of revenue can be reliably measured, it is probable that future economic benefits will flow to the entity and specific criteria have been met for each of the Company's activities as described below. The Company bases its estimates on historical results, taking into consideration the type of customer, the type of transaction and the specifics of each arrangement.

i) Revenue from sale of products

Revenue from sale of products is recognised in accordance with the terms of contract which corresponds to transfer of significant risk and rewards of ownership and are net of sales tax and trade discounts.

ii) Revenue from sale of services

Revenue from sale of services (other than long term contracts) is recognised in the accounting period in which the services are rendered. For fixed-price contracts, revenue is recognised based on the actual service provided to the end of the reporting period as a proportion of the total services to be provided (percentage of completion method) or on a completed service method.

iii) Revenue from construction contracts

Contract prices are either fixed or subject to price escalation clauses. Revenues are recognised on a percentage completion method measured by segmented portions of the contract, i.e. "Contract Milestones". The relevant cost is recognised in the financial statements in the year of recognition of revenues. Recognition of profit is adjusted to ensure that it does not exceed the estimated overall contract margin.

Contract revenue earned in excess of billing is included under "Other Current Financial Assets" and billing in excess of contract revenue is included under "Other Current Financial Liabilities" in the Balance Sheet.

If it is expected that a contract will make a loss, the estimated loss is provided for in the books of account immediately. Such losses are based on technical

assessments and on management's analysis of the risks and exposures on a case to case basis.

Amounts due in respect of price escalation claims and / or variation in contract work are recognised as revenue only if the contract allows for such claims or variations and / or there is evidence that the customer has accepted it and it is probable that these will result in revenue and are capable of being reliably measured.

Liquidated damages/penalties, warranties and contingencies are provided for, based on management's assessment of the estimated liability, as per contractual terms and / or acceptance.

iv) Other income

Interest Income

Interest income from debt instruments is recognised using the effective interest rate method. The effective interest rate is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to the gross carrying amount of a financial asset. When calculating the effective interest rate, the Company estimates the expected cash flows by considering all the contractual terms of the financial instrument (for example, prepayment, extension, call and similar options) but does not consider the expected credit losses.

Export Benefits

Export benefits are accounted for to the extent there is reasonable certainty of utilisation/realisation of the same.

2.2.16 Dividend / Distribution

The Company recognises a liability to make cash distributions to equity holders when the distribution is authorized and the distribution is no longer at the discretion of the Company. As per the corporate laws in India, a distribution is authorized when it is approved by the shareholders. A corresponding amount is recognized directly in equity.

2.2.17 Earnings per share

Basic earnings per share is calculated by dividing the net profit or loss for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the year.

For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity

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for the Year ended March 31, 2017

(All figures in Rs. Million, except share data and unless otherwise stated)

shareholders and the weighted average number of shares outstanding during the period is adjusted for the effects of all dilutive potential equity shares.

2.2.18 Provisions and contingent liabilities

Provisions

A provision is recognised if, as a result of a past event, the Company has a present legal or constructive obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation. Provisions are determined by discounting the expected future cash flows (representing the best estimate of the expenditure required to settle the present obligation at the balance sheet date) at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The unwinding of the discount is recognised as finance cost. Expected future operating losses are not provided for.

Warranties

A provision for warranties is recognised when the underlying products or services are sold. The provision is based on technical evaluation, historical warranty data and a weighting of all possible outcomes by their associated probabilities.

Onerous contracts

A contract is considered to be onerous when the expected economic benefits to be derived by the Company from the contract are lower than the unavoidable cost of meeting its obligations under the contract. The provision for an onerous contract is measured at the present value of the lower of the expected cost of terminating the contract and the expected net cost of continuing with the contract.

Before such a provision is made, the Company recognises any impairment loss on the assets associated with that contract

Contingencies

Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle or a reliable estimate of the amount cannot be made.

2.2.19 Segment reporting

An operating segment is a component that engages in business activities from which it may earn revenues and incur expenses, including revenues and expenses that relate to transactions with any of the other components, and for which discrete financial information is available. The Company is engaged in the business relating to products, projects and services for electricity transmission and related activities. Accordingly, the Company's activities/business is reviewed regularly by the Company's Managing Director assisted by an executive committee from an overall business perspective, rather than reviewing its products/services as individual standalone components

Based on the dominant source and nature of risks and returns of the Company, management has identified its business segment as its primary reporting format. The Company is engaged in the business relating to products, projects and systems for electricity transmission and related activities only, which has been defined as one business segment.

Notes to the financial statements

for the Year ended March 31, 2017

(All figures in Rs. Million, except share data and unless otherwise stated)

3. Property, plant and equipment and capital work-in-progress

Reconciliation of carrying amount

Assets	Freehold land	Leasehold land	Buildings	Leasehold improvements	Plant and equipment	Furniture and fittings	Motor vehicles	Office equipments	Total	Capital work-in-progress
Year ended 31 March 2016										
Gross carrying amount										
Deemed cost as at 1 April 2015	429.5	0.1	2,734.0	1.3	3,527.7	52.9	3.9	117.8	6,867.2	701.7
Additions	-	-	309.1	-	454.4	8.0	-	63.0	834.5	462.2
Disposals / adjustments	-	-	-	-	(1.9)	(1.1)	(0.5)	-	(3.5)	-
Transfers	-	-	-	-	-	-	-	-	-	(834.5)
Closing gross carrying amount	429.5	0.1	3,043.1	1.3	3,980.2	59.8	3.4	180.8	7,698.2	329.4
Accumulated depreciation										
Depreciation charge during the year	-	-	132.7	0.1	662.7	17.4	1.2	43.2	857.3	-
Closing accumulated depreciation	-	-	132.7	0.1	662.7	17.4	1.2	43.2	857.3	-
Net carrying amount	429.5	0.1	2,910.4	1.2	3,317.5	42.4	2.2	137.6	6,840.9	329.4

Assets	Freehold land	Leasehold land	Buildings	Leasehold improvements	Plant and equipment	Furniture and fittings	Motor vehicles	Office equipments	Total	Capital work-in-progress
Year ended 31 March 2017										
Gross carrying amount										
Opening gross carrying amount	429.5	0.1	3,043.1	1.3	3,980.2	59.8	3.4	180.8	7,698.2	329.4
Additions	-	-	30.0	-	556.9	1.2	-	36.1	624.2	543.0
Disposals / adjustments	-	-	(2.3)	-	(24.2)	-	-	-	(26.5)	-
Transfers	-	-	-	-	-	-	-	-	-	(624.2)
Closing gross carrying amount	429.5	0.1	3,070.8	1.3	4,512.9	61.0	3.4	216.9	8,295.9	248.2
Accumulated depreciation										
Opening accumulated depreciation	-	-	132.7	0.1	662.7	17.4	1.2	43.2	857.3	-
Depreciation charge during the year	-	-	139.0	0.1	675.9	14.3	1.1	51.6	882.0	-
Disposals / adjustments	-	-	-	-	-	-	-	-	-	-
Closing accumulated depreciation	-	-	271.7	0.2	1,338.6	31.7	2.3	94.8	1,739.3	-
Net carrying amount	429.5	0.1	2,799.1	1.1	3,174.3	29.3	1.1	122.1	6,556.6	248.2

Notes:

- The Company has availed deemed cost exemption for the valuation of plant, property and equipment, hence, the carrying amount as at 31 March 2015 (gross block less accumulated depreciation) was taken as the gross block as at 1 April 2015.
- Renewal of lease agreement (for which the Company has an option) in respect of 4.84 acre of land at Chennai (which expired on 13 September 1989) is still under process. The Company has contested the hike in rent by state government and the matter is sub-judice. An application of the Company for specific performance of the Lease Agreement was rejected by Trial Court, and the Company has preferred an appeal against the said Judgment, which is pending, before the High Court, Chennai.

Notes to the financial statements

for the Year ended March 31, 2017

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4. Non-current investments

	As at March 31, 2017	As at March 31, 2016	As at April 1, 2015
Investment in equity instruments (fully paid-up)			
Unquoted			
1,000 (31 March 2016: 1,000, 1 April 2015: 1,000) equity shares of Rs. 10/- each fully paid up in The English Electric Company Employees' Co.-operative Stores Limited*	-	-	-
4,555 (31 March 2016: 4,555, 1 April 2015: 4,555) equity shares of Rs.10/- each fully paid up in Woodlands 'Multispeciality Hospital Limited*	0.1	0.1	0.1
Aggregate amount of unquoted investments	0.1	0.1	0.1

*The total amount of investments in absolute value is Rs. 33,500, but for reporting purpose rounded up to Rs. 0.1 million.

5. Loans

	As at March 31, 2017		As at March 31, 2016		As at April 1, 2015	
	Non-current	Current	Non-current	Current	Non-current	Current
Unsecured considered good, unless otherwise stated						
Security deposits	40.6	79.3	40.4	70.1	35.5	66.0
	40.6	79.3	40.4	70.1	35.5	66.0

6. Deferred tax assets (net)

	As at March 31, 2017	As at March 31, 2016	As at April 1, 2015
Deferred tax assets arising on timing differences on account of:			
Disallowances under Section 43B of the Income Tax Act, 1961	111.4	250.2	251.7
Provision for C forms, contract loss etc.	823.3	286.3	262.1
Provision for loss allowance	594.2	396.5	230.9
Other Ind AS related adjustments	642.1	653.9	590.7
Others	57.1	27.3	30.6
	2,228.1	1,614.2	1,366.0
Deferred tax liabilities on account of difference between WDV of property, plant and equipment as per books and under Income Tax Act, 1961	424.3	410.7	390.7
	1,803.8	1,203.5	975.3

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for the Year ended March 31, 2017

(All figures in Rs. Million, except share data and unless otherwise stated)

6. Deferred tax assets (net) (contd..)

Movement in deferred tax assets / (liabilities)

	Disallowances under Section 43B of the Income tax Act, 1961	Provision for C forms, contract loss etc.	Provision for loss allowance	Other Ind AS related adjustments	Others	Difference between WDV of property, plant and equipment as per books and under Income Tax Act, 1961	Total
At 1 April 2015	251.7	262.1	230.9	590.7	30.6	(390.7)	975.3
(Charged)/credited:							
to profit or loss	(1.5)	24.2	165.6	62.1	(3.3)	(20.0)	227.1
Other comprehensive income	-	-	-	1.1	-	-	1.1
At 31 March 2016	250.2	286.3	396.5	653.9	27.3	(410.7)	1,203.5
(Charged)/credited:							
to profit or loss	(138.8)	537.0	197.7	(33.2)	29.8	(13.6)	578.9
Other comprehensive income	-	-	-	21.4	-	-	21.4
At 31 March 2017	111.4	823.3	594.2	642.1	57.1	(424.3)	1,803.8

7. Non current tax assets (net) / Current tax liabilities (net)

	As at March 31, 2017	As at March 31, 2016	As at April 1, 2015
Non current tax assets (net)	896.5	896.5	840.8
Current tax liabilities (net)	1,379.3	889.9	963.8

8. Other non-current assets

	As at March 31, 2017	As at March 31, 2016	As at April 1, 2015
Capital advances	11.1	45.5	2.1
Deposits under protest with government authorities	1,392.1	1,116.0	627.9
	1,403.2	1,161.5	630.0

9. Inventories

(At lower of cost or net realisable value)

	As at March 31, 2017	As at March 31, 2016	As at April 1, 2015
Raw material components [including Rs. 129.1 million (Rs. 104.5 million for 31 March 2016 and Rs. 118.8 million for 1 April 2015 lying with third parties)]	2,192.7	1,972.4	1,193.2
[Goods in transit Rs. 336.7 million (31 March 2016: Rs. 427.8 million and 1 April 2015 Rs. 150.2 million)]			
Work-in-progress	8,399.1	7,154.5	4,347.2
Finished goods	606.1	593.2	1,391.6
	11,197.9	9,720.1	6,932.0

The Company has made provisioning on inventories amounting to Rs. 320.3 million for March 2017 and Rs. 293.3 million for March 2016 on account of slow moving items. The write down and reversals are included in 'Cost of raw material, components consumed and project bought outs'.

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(All figures in Rs. Million, except share data and unless otherwise stated)

10. Trade receivables

	As at March 31, 2017	As at March 31, 2016	As at April 1, 2015
Trade receivables			
Unsecured, considered good	22,713.2	20,674.4	18,761.0
Doubtful	1,267.8	696.0	217.8
	23,981.0	21,370.4	18,978.8
Less: loss allowance on doubtful	(1,267.8)	(696.0)	(217.8)
Net trade receivables	22,713.2	20,674.4	18,761.0

At 31 March 2017, trade receivables includes retention of Rs 10,591 million (31 March 2016: Rs 8,443 million, 1 April 2015: Rs 7,315 million)

The Company's exposure to credit and currency risks, and loss allowances related to trade receivables are disclosed in Note 3 (k) (v)

11. Cash and cash equivalents

	As at March 31, 2017	As at March 31, 2016	As at April 1, 2015
Balances with banks			
in current accounts	688.2	582.0	486.2
Deposits with maturity of less than three months	-	-	300.0
	688.2	582.0	786.2

12. Bank balance other than cash and cash equivalents

	As at March 31, 2017	As at March 31, 2016	As at April 1, 2015
Earmarked balance with bank (Unclaimed dividend bank account)	26.0	26.2	26.5
Term deposits having maturity over three months but less than twelve months #	2.9	2.6	2.4
	28.9	28.8	28.9

Pledged with banks against bank guarantees.

13. Unbilled receivables and others

	As at March 31, 2017	As at March 31, 2016	As at April 1, 2015
Unbilled debtors	1,513.0	2,388.2	4,304.5
Others	113.8	172.8	119.0
	1,626.8	2,561.0	4,423.5

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(All figures in Rs. Million, except share data and unless otherwise stated)

14. Other current assets

	As at March 31, 2017	As at March 31, 2016	As at April 1, 2015
Balances with government authorities	2,478.5	2,236.5	1,789.3
Advances recoverable	708.8	537.3	469.3
Advances to contractor and vendor	435.6	565.5	344.3
Advances to employees	14.7	25.8	22.8
Prepayments	84.6	101.4	36.3
Earnest money deposits	42.0	50.7	20.5
Advance rent	2.8	3.1	5.8
	3,767.0	3,520.3	2,688.3

15. Assets classified as held for sale (lower of cost or fair value)

	As at March 31, 2017	As at March 31, 2016	As at April 1, 2015
Land and Building	89.4	89.4	89.4
	89.4	89.4	89.4

The Management has decided to discontinue the use of land based in Bangalore and building based in New Delhi amounting to Rs. 89.4 million. Such assets have been disclosed separately under "Assets classified as held for Sale". Efforts to sell these assets have been initiated and the sale is expected to happen within 12 months of the balance sheet date.

16. Equity share capital

Authorised equity share capital

	Number of shares	Amount
As at 1 April 2015	627,500,000	1,255
Movement during the year	-	-
As at 31 March 2016	627,500,000	1,255
Movement during the year	-	-
As at 31 March 2017	627,500,000	1,255

(i) Movements in equity share capital

	Number of shares	Equity share capital (par value)
Issued, subscribed and paid up share capital		
As at 1 April 2015	256,049,135	512.1
Balance at the beginning of the year	256,049,135	512.1
Add: Movement during the year	-	-
As at 31 March 2016	256,049,135	512.1
Balance at the beginning of the year	256,049,135	512.1
Add: Movement during the year	-	-
As at 31 March 2017	256,049,135	512.1

Notes to the financial statements

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(All figures in Rs. Million, except share data and unless otherwise stated)

16. Equity share capital and other equity (Contd..)

(i) Movements in equity share capital (Contd..)

Terms and rights attached to equity shares

The Company has a single class of equity shares having a par value of Rs. 2/- per share. Accordingly, all equity shares rank equally with regard to dividends and share in the Company's residual assets on winding up. The equity shares are entitled to receive dividends as declared from time to time. Voting rights cannot be exercised in respect of shares on which any call or other sums presently payable has not been paid. Failure to pay any amount called up on shares may lead to their forfeiture.

On winding up of the Company, the holders of equity shares will be entitled to receive the residual assets of the Company, remaining after distribution of all preferential amounts, in proportion to the number of equity shares held.

ii) Number of equity shares held by immediate holding company, ultimate holding company and their subsidiaries

	As at March 31, 2017	As at March 31, 2016	As at April 1, 2015
Equity shares:			
Grid Equipments Private Limited (Immediate Holding Company)	175,492,524	175,492,524	175,492,524
ALSTOM Holdings, France*	-	-	16,542,372
GE Grid Alliance B. V., Netherlands (formerly ALSTOM Grid Holding BV) (Intermediate Holding Company)*	16,542,372	16,542,372	-
GE Energy Europe B. V., Netherlands (subsidiary of Ultimate Holding company)**	5	42,570	-
	192,034,901	192,077,466	192,034,896

(iii) Details of shareholders holding more than 5% shares in the company

	As at March 31, 2017		As at March 31, 2016		As at April 1, 2015	
	Number of shares	% holding	Number of shares	% holding	Number of shares	% holding
Grid Equipments Private Limited	175,492,524	68.5%	175,492,524	68.5%	175,492,524	68.5%
ALSTOM Holdings, France*	-	-	-	-	16,542,372	6.5%
GE Grid Alliance B. V., Netherlands (formerly ALSTOM Grid Holding BV) *	16,542,372	6.5%	16,542,372	6.5%	-	-
Reliance Capital Trust Company Limited A/c through its various schemes	17,860,664	7.0%	14,712,891	5.7%	14,867,652.00	5.8%

* On 23 June 2015 GE Grid Alliance B.V., Netherlands (formerly ALSTOM Grid Holding B.V., Netherlands) acquired 16,542,372 equity shares of the Company (6.46% of the total share capital of the Company) from Alstom Holdings.

** Pursuant to an 'Open Offer' in terms of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ("SEBI SAST Regulations") completed in February 2016, the shareholding of the Acquirer/Promoter Group increased from 75% to 75.02%. In terms of regulation 7(4) of SEBI SAST Regulations read with rule 19A of Securities Contracts (Regulations) Rules, 1957, the Company/ Promoters had one year time from completion of open offer to comply with minimum public shareholding threshold. GE Energy Europe B.V. has completed sale of 42,565 out of 42,570 equity shares in the Company on 2 November 2016, pursuant to the approval by Securities and Exchange Board of India for on-market sell down, in accordance with the provisions of the SEBI Circular No. CIR/CFD/CMD/14/2015 dated 30 November 2015, to comply with the minimum public shareholding threshold. Further on 4 May 2017, GE Energy Europe BV sold its balance 5 equity shares held in the Company to another existing promoter, GE Grid Alliance B.V.

Notes to the financial statements

for the Year ended March 31, 2017

(All figures in Rs. Million, except share data and unless otherwise stated)

17 (a). Other equity

	As at March 31, 2017	As at March 31, 2016	As at April 1, 2015
a. Securities premium account			
As at the beginning and at the end of the year	2,717.6	2,717.6	2,717.6
b. General reserve			
As at the beginning and at the end of the year	828.6	828.6	828.6
c. Capital reserve			
Opening balance	10.50	-	-
Add: Employee's stock option plan	5.9	10.5	-
Closing balance	16.4	10.5	-
d. Surplus/ (loss) in Statement of profit and loss (refer note 32)			
Opening balance	7,717.1	7,928.8	8,429.3
Add: Profit/ (loss) in statement of profit and loss	(866.6)	345.0	1,205.7
Less: Depreciation adjustment pursuant to schedule II to the Companies Act, 2013	-	-	(14.4)
Less: Corporate social responsibility spend	-	-	(6.2)
Less: Ind AS adjustments (refer note 32)	-	-	(1,825.9)
Add: Tax on Ind AS adjustment	-	-	833.3
Less: Prior period adjustment	-	-	(193.5)
Add: Tax on prior period adjustment	-	-	67.0
Less: Others	-	(2.1)	(11.7)
Less: Dividend paid (refer note 17(b)(ii))	(460.9)	(460.9)	(460.9)
Less: Dividend distribution tax (refer note 17(b)(ii))	(93.8)	(93.8)	(93.8)
Closing balance	6,295.8	7,717.1	7,928.8
e. Items of Other Comprehensive Income - Remeasurements of the net defined benefit liability (net of taxes)			
Opening balance	(2.2)	-	-
Other comprehensive income	(40.4)	(2.2)	-
Closing balance	(42.6)	(2.2)	-
	9,815.8	11,271.5	11,475.0

Nature of reserves

Securities premium reserve

Securities premium reserve is used to record the premium on issue of shares. The reserve is utilised in accordance with the provisions of the Act.

General reserve

Free reserve to be utilised as per provisions of the Act.

Notes to the financial statements

for the Year ended March 31, 2017

(All figures in Rs. Million, except share data and unless otherwise stated)

17 (b). Capital management

(i) Risk management

The Company's objectives when managing capital are to

- safeguard their ability to continue as a going concern, so that they can continue to provide returns for shareholders and benefits for other stakeholders; and
- maintain an optimal capital structure to reduce the cost of capital.

The Company's policy is to maintain a strong capital base so as to maintain investor, creditor and market confidence and to sustain the future development of the business.

In order to maintain or adjust the capital structure, the Company may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares or sell assets to reduce debt, consistent with others in the industry. The Company monitors capital using a gearing ratio, which is calculated as:

Net debt (total borrowings net of cash and cash equivalents) divided by "Total equity" (as shown in the Balance Sheet).

The gearing ratios were as follows:

Particulars	As at	As at	As at
	March 31, 2017	March 31, 2016	April 1, 2015
Net debt	4,689.4	4,611.9	2,031.9
Total equity	10,327.9	11,783.6	11,987.1
Net debt to equity ratio	0.45	0.39	0.17

(ii) Dividends

Particulars	For the Year ended	For the Year ended
	March 31, 2017	March 31, 2016
(i) Equity shares		
Final dividend for the year ended 31 March 2016 of Rs. 1.80 (31 March 2015 – Rs. 1.80) per fully paid share	460.9	460.9
(ii) Dividends not recognised at the end of the reporting period		

On 24 May 2017, the Board of Directors of the Company has recommended a final dividend of Rs. 1.80 per equity share ("proposed dividend") for the financial year ended 31 March 2017, subject to approval of the shareholders at the ensuing Annual General Meeting.

The Central Government in consultation with National Advisory Committee on Accounting Standards has amended the Companies (Accounting Standards) Rules, 2006 ("amended rules"), vide notification issued by Ministry of Corporate Affairs ("MCA") dated 30 March 2016. As per the amended rules, the proposed dividend after the reporting date but before the financial statements are approved for issue, will not be recognised as a liability at the reporting date (amended Accounting Standard 4 – Contingencies and Events Occurring After the Balance Sheet Date). Additionally, as per General Circular No. 04/2016 dated 27 April 2016 issued by MCA, the amended rules should be used for preparation of the financial statements for accounting periods commencing on or after 30 March 2016.

Accordingly, the Company has not recorded Rs. 460.9 million as liability for proposed dividends (for the year ended 31 March 2017) (plus corporate dividend tax) as at 31 March 2017.

Notes to the financial statements

for the year ended March 31, 2017

(All figures in Rs. Million, except share data and unless otherwise stated)

18. Provisions

	As at March 31, 2017		As at March 31, 2016		As at 1 April 2015	
	Non-current	Current	Non-current	Current	Non-current	Current
Provision for employee benefits (refer Note 35)						
Compensated absences	180.5	40.7	251.1	37.6	270.5	33.1
Long term Incentive plans	20.6	128.5	95.5	176.0	151.5	116.3
Gratuity	192.2	-	127.5	-	112.3	-
Other Provisions:						
Warranty	717.0	776.8	788.4	709.5	663.0	656.8
Contract losses	-	330.1	-	203.0	-	124.7
Tax litigation	-	2,130.7	-	529.5	-	380.0
	1,110.3	3,406.8	1,262.5	1,655.6	1,197.3	1,310.9

(i) Information about individual provisions and significant estimates

Warranty - Warranty costs are estimated on the basis of contractual agreement, technical evaluation, past experience and global experiences. The timing of outflows is expected to be as per warranty periods as specified in various contracts.

Contract losses - Provision for contract losses are based on difference between total estimated revenues and total estimated costs. This is an application of the prudence concept under which anticipated losses are recognized immediately in the income statement. The timing of outflows is expected over the period specified in various contracts.

Tax litigation - Provision for tax litigation represents estimates made mainly for probable claims arising out of litigations / disputes pending with authorities under various statutes (i.e. Duty of Excise, Service Tax, Value Added Tax, Sales Tax, etc.). The timing of outflows is determinable only on receipt of judgment / decisions pending with various forums / authorities.

(ii) Movements in provisions

Movements in each class of provision during the financial year, are set out below:

	Warranty	Contract losses	Tax litigation
As at 1 April 2015	1,319.8	124.7	380.0
Charged/(credited) to profit or loss			
additional provisions recognised	332.7	788.3	173.8
unused amounts reversed #	(158.3)	(743.9)	(24.3)
Unwinding of discounting	86.3	33.9	-
Amounts used during the year #	(82.7)	-	-
As at 31 March 2016	1,497.8	203.0	529.5
As at 1 April 2016	1,497.9	203.0	529.5
Charged/(credited) to profit or loss			
additional provisions recognised	269.5	463.2	2,277.2
unused amounts reversed #	(273.0)	(383.4)	(659.2)
Unwinding of discounting	59.4	47.3	-
Amounts used during the year #	(59.9)	-	(16.7)
As at 31 March 2017	1,493.9	330.1	2,130.7

estimated basis used to bifurcate between reversals and utilisation.

Notes to the financial statements

for the Year ended March 31, 2017

(All figures in Rs. Million, except share data and unless otherwise stated)

19. Borrowings

	As at March 31, 2017	As at March 31, 2016	As at April 1, 2015
Unsecured			
Unsecured loans from banks *	1,205.7	1,592.4	2,168.2
Unsecured loans from related parties *	4,171.9	3,601.5	-
Total current borrowings	5,377.6	5,193.9	2,168.2
Less: Interest accrued but not due (included in note 21)	197.6	158.5	2.4
	5,180.0	5,035.4	2,165.8

*Includes interest accrued net of tax deducted at source

A. Terms and repayment schedule

Terms and conditions of outstanding borrowings are as follows:

	Year of maturity	Amount at 31 March 2017	Amount at 31 March 2016	Amount at 1 April 2015
Unsecured bank loan	On demand	1,200.0	1,150.0	2,165.8
Loan from related party	On demand	3,980.0	3,450.0	-
Overdraft balance	On demand	-	435.4	-
		5,180.0	5,035.4	2,165.8
Nominal interest rate		4.6%-8.2%	6.2%-9.0%	9.5%- 10.0%

*Includes interest accrued net of tax deducted at source

20. Trade payables

	As at March 31, 2017	As at March 31, 2016	As at April 1, 2015
Trade payables *			
Total outstanding dues of micro enterprises and small enterprises (refer note 43)	301.3	610.3	945.8
Others	16,324.6	15,048.1	16,737.3
	16,625.9	15,658.4	17,683.1

* Includes retention payables carried at amortized cost amounting to Rs 1,153.7 million for 31 March 2017 (Rs 1,263.01 million for 31 March 2016 and Rs. 1,031.9 million for 1 April 2015)

21. Other financial liabilities

	As at March 31, 2017	As at March 31, 2016	As at April 1, 2015
Current maturities of long-term debt from related parties	-	-	649.9
Interest accrued but not due	197.6	158.5	2.4
Unclaimed dividends	26.0	26.2	26.5
Billing in excess of revenue	5,281.6	1,768.3	202.9
Employee benefits payable	407.5	351.3	309.9
Capital creditors	40.2	38.4	65.4
Others	235.6	135.3	329.8
	6,188.5	2,478.0	1,586.8

Notes to the financial statements

for the Year ended March 31, 2017

(All figures in Rs. Million, except share data and unless otherwise stated)

22. Other current liabilities

	As at March 31, 2017	As at March 31, 2016	As at April 1, 2015
Payment received in advance	6,620.7	8,673.4	6,581.2
Statutory dues	300.3	281.6	349.9
	6,921.0	8,955.0	6,931.1

23. Revenue from operations

	Year ended March 31, 2017	Year ended March 31, 2016
Sale of products (including excise duty)	18,279.8	14,632.8
Revenue from execution of contracts for projects and services	22,952.2	18,519.6
Sale of services	1,279.7	1,501.6
Other operating income	84.3	61.2
	42,596.0	34,715.2

24. Other income

	Year ended March 31, 2017	Year ended March 31, 2016
Interest on deposits with banks	5.7	3.2
Interest income from financial assets at amortised cost	1,393.3	1,114.3
Net gain on disposal of property, plant and equipment	2.0	1.3
Unwinding of discount on security deposits	4.9	3.6
Provisions written back	-	254.8
Miscellaneous income *	1.1	47.7
	1,407.0	1,424.9

*Previous year includes Rs.47 million upon relinquishment of tenancy rights in respect of guest house at Kolkata.

25. Cost of raw material and components consumed and project bought outs

	Year ended March 31, 2017	Year ended March 31, 2016
Raw materials and components consumed	8,796.1	8,955.1
Projects bought outs	20,798.7	16,015.3
	29,594.8	24,970.4

Notes to the financial statements

for the Year ended March 31, 2017

(All figures in Rs. Million, except share data and unless otherwise stated)

26. Changes in inventories of finished goods and work-in-progress

	Year ended March 31, 2017	Year ended March 31, 2016
Work-in-progress		
Opening stock	7,154.5	4,347.2
Less: Closing stock	8,399.1	7,154.5
Increase in work-in-progress	(1,244.6)	(2,807.3)
Finished goods		
Opening stock	593.2	1,391.6
Less: Closing stock	606.1	593.2
(Increase)/ decrease in finished goods	(12.9)	798.4
Total changes in inventories of work-in-progress and finished goods	(1,257.5)	(2,008.9)

27. Employee benefits expense

	Year ended March 31, 2017	Year ended March 31, 2016
Salaries, wages and bonus	3,251.2	2,998.4
Contribution to provident fund and other funds	448.8	399.3
Share based payments	6.1	10.5
Staff welfare expenses	327.1	246.0
	4,033.2	3,654.2

28. Finance costs

	Year ended March 31, 2017	Year ended March 31, 2016
Interest expense on financial liabilities and provisions measured at amortised cost	122.1	257.3
Interest on duties and taxes	608.2	-
Interest cost	896.2	598.9
Interest on net defined benefit liability	27.0	29.0
Other borrowing costs	-	21.2
	1,653.5	906.4

29. Depreciation expense

	Year ended March 31, 2017	Year ended March 31, 2016
Depreciation of property, plant and equipment	882.0	857.3
	882.0	857.3

Notes to the financial statements

for the Year ended March 31, 2017

(All figures in Rs. Million, except share data and unless otherwise stated)

30. Other expenses

	Year ended March 31, 2017	Year ended March 31, 2016
Consumption of stores and spare parts	96.7	97.4
Power and fuel	367.9	331.9
Rent	124.7	121.9
Rates and taxes	1,059.2	221.5
Repairs and maintenance	477.1	515.1
Insurance	132.0	119.9
Technology license fee	508.8	381.1
Freight and octroi	1,188.8	1,214.2
Travelling	594.4	599.6
Postage and telephone	90.8	78.7
Auditors remuneration [Refer note 30 (a)]	15.7	14.0
Bank charges	170.1	168.5
Provision for doubtful debts (net)	571.8	478.2
Bad debts written off (net)	785.6	(99.7)
Trade mark fees and research and development services	409.6	481.6
Data management charges	139.8	202.1
Corporate social responsibility expenses (Refer note 30 (b))	37.3	24.7
Net foreign exchange losses	590.7	146.5
Miscellaneous expenses	394.0	423.1
	7,755.0	5,520.3

30(a). Details of payments to auditors

	Year ended March 31, 2017	Year ended March 31, 2016
Payment to auditors		
As auditor:		
Audit	5.5	4.3
Tax audit	2.1	1.6
Quarterly reviews	4.2	3.3
In other capacity		
Certification fees	2.5	3.4
Re-imburement of expenses	1.4	1.4
	15.7	14.0

Notes to the financial statements

for the Year ended March 31, 2017

(All figures in Rs. Million, except share data and unless otherwise stated)

30(b) Corporate Social Responsibility expenditure

	Year ended March 31, 2017	Year ended March 31, 2016
Amount required to be spent by the Company during the year	31.3	30.4
Amount spent during the year on		
i) Construction / acquisition of assets	-	-
ii) On purposes other than (i) above	37.3	24.7

31. Income tax expense

This note provides an analysis of the company's income tax expense, and how the tax expense is affected by non-assessable and non-deductible items. It also explains significant estimates made in relation to the company's tax positions.

(a) Income tax expense

	Year ended March 31, 2017	Year ended March 31, 2016
Current tax on profits for the year	(332.6)	(442.9)
Adjustments for current tax of prior periods	(383.0)	-
Total current tax expense	(715.6)	(442.9)
Deferred tax		
Increase in deferred tax assets	592.5	247.1
(Increase)/ decrease in deferred tax liabilities	(13.6)	(20.0)
Others	2.8	2.0
Total deferred tax credit	581.7	229.1
Income tax expense	(133.9)	(213.8)

(b) Reconciliation of tax expense and the accounting profit multiplied by India's tax rate:

	Year ended March 31, 2017	Year ended March 31, 2016
(Loss)/ profit before income tax expense	(732.7)	558.8
Enacted tax rates in India	34.608%	34.608%
Computed expected tax (expenses) / credit	253.6	(193.4)
Tax effect of amounts which are not deductible (taxable) in calculating taxable income:		
Profit on sale of property	-	(16.3)
Corporate social responsibility expense	12.9	8.5
Micro, small and medium enterprise interest	(8.4)	(5.1)
Others	(9.0)	(7.6)
Adjustments for current tax of prior periods	(383.0)	-
Income tax expense	(133.9)	(213.8)

Notes to the financial statements

for the Year ended March 31, 2017

(All figures in Rs. Million, except share data and unless otherwise stated)

32: First-time adoption of Ind AS

Explanation of transition to Ind AS

These are Company's first financial statements prepared in accordance with Ind AS.

The accounting policies set out in note 2 have been applied in preparing the financial statements for the year ended 31 March 2017, the comparative information presented in these financial statements for the year ended 31 March 2016 and in the preparation of an opening Ind AS balance sheet on the date of transition i.e. 1 April 2015 (the Company's date of transition). In preparing its opening Ind AS balance sheet, the Company has adjusted the amounts reported previously in financial statements prepared in accordance with the accounting standards notified under Companies (Accounting Standards) Rules, 2006 (as amended) and other relevant provisions of the Act (previous GAAP or Indian GAAP). This note explains the principal adjustments made by the Company in restating its financial statements prepared in accordance with previous GAAP, and an explanation of how the transition from previous GAAP to Ind AS has affected the company's financial position, financial performance and cash flows.

A. Exemptions and exceptions availed

Set out below are the applicable Ind AS 101 optional exemptions and mandatory exceptions applied in the transition from previous GAAP to Ind AS.

A.1 Ind AS optional exemptions

A.1.1 Business Combinations

As per Ind AS 101, at the date of transition, the Company may elect not to restate business combinations that occurred before the date of transition. If the Company reinstates any business combinations that occurred before the date of transition, then it restates all later business combinations from that same date. The Company has opted to restate all the business combinations prospectively occurring from the transition date.

A.1.2 Property, plant and equipment

Ind AS 101 permits a first-time adopter to elect to continue with the carrying value for all of its property, plant and equipment as recognised in the financial statements as at the date of transition to Ind AS, measured as per the previous GAAP and use that as its deemed cost as at the date of transition after making necessary adjustments for de-commissioning liabilities. Accordingly, the Company has elected to measure all of its property, plant and equipment at their previous GAAP carrying value.

A.1.3 Determining whether an arrangement contains a lease

Ind AS 101 includes an optional exemption that permits an entity to apply the relevant requirements in Appendix C of Ind AS 17 for determining whether an arrangement existing at the date of transition contains a lease by considering the facts and circumstances existing at the date of transition (rather than at the inception of the arrangement)

The Company has elected to avail of the above exemption.

A.2 Ind AS mandatory exceptions

A.2.1 Estimates

An entity's estimates in accordance with Ind AS at the date of transition to Ind AS are consistent with estimates made for the same date in accordance with previous GAAP (after adjustments to reflect any difference in accounting policies), unless there is objective evidence that those estimates were in error.

Ind AS estimates as at 1 April 2015 are consistent with the estimates as at the same date made in conformity with previous GAAP. The Company made estimates for following items in accordance with Ind AS at the date of transition as these were not required under previous GAAP:

- Impairment of financial assets based on expected credit loss model.
- Determination of discounted value for financial instruments carried at amortised cost.

Notes to the financial statements

for the Year ended March 31, 2017

(All figures in Rs. Million, except share data and unless otherwise stated)

A.2.2 De-recognition of financial assets and liabilities

Ind AS 101 requires a first-time adopter to apply the de-recognition provisions of Ind AS 109 prospectively for transactions occurring on or after the date of transition to Ind AS. However, Ind AS 101 allows a first time adopter to apply the de-recognition requirements in Ind AS 109 retrospectively from the date of the entity's choosing, provided that the information needed to apply Ind AS 109 to financial assets and liabilities derecognised as a result of past transaction was obtained at the time of initially accounting for those transactions.

The Company has elected to apply the de-recognition provisions of Ind AS 109 prospectively from the date of transition to Ind AS.

A.2.3 Classification and measurement of financial assets

Ind AS 101 requires an entity to assess classification of financial assets on the basis of facts and circumstances existing as on date of transition. Further, the standard permits measurement of financial assets accounted at amortised cost based on facts and circumstances existing at the date of transition if retrospective application is impracticable.

Accordingly, the Company has determined the classification of financial assets based on facts and circumstances that exist on the date of transition. Measurement of the financial assets accounted at amortised cost has been done retrospectively except where the same is impracticable.

B: Reconciliations between previous GAAP and Ind AS

Ind AS 101 requires an entity to reconcile equity, total comprehensive income and cash flows for prior periods. The following tables represent the reconciliations from previous GAAP to Ind AS.

Reconciliation of equity as at date of transition (1 April 2015)	Notes to first-time adoption	Previous GAAP *	Adjustments	As at 1 April 2015
Assets				
Non- current assets				
Property, plant and equipment		6,867.2	-	6,867.2
Capital work-in-progress		701.7	-	701.7
Financial assets				
i. Investments		0.1	-	0.1
ii. Loans	III A	42.8	(7.3)	35.5
Deferred tax assets (net)	X	86.7	888.6	975.3
Non current tax assets (net)		840.8	-	840.8
Other non-current assets		630.0	-	630.0
Total non current assets		9,169.3	881.3	10,050.6
Current assets				
Inventories		6,932.0	-	6,932.0
Financial assets				
i. Trade receivables	I and II	21,478.0	(2,717.0)	18,761.0
ii. Cash and cash equivalents		786.2	-	786.2
iii. Bank balances other than cash and cash equivalents		28.9	-	28.9
iv. Loans		66.0	-	66.0
v. Unbilled receivables and others		4,423.5	-	4,423.5
Other current assets	III A, B and IV	2,718.6	(30.3)	2,688.3
Assets classified as held for sale		89.4	-	89.4
Total current assets		36,522.6	(2,747.3)	33,775.3
Total assets		45,691.9	(1,866.0)	43,825.9

Notes to the financial statements

for the Year ended March 31, 2017

(All figures in Rs. Million, except share data and unless otherwise stated)

B: Reconciliations between previous GAAP and Ind AS (contd..)

Reconciliation of equity as at date of transition (1 April 2015)	Notes to first-time adoption	Previous GAAP *	Adjustments	As at 1 April 2015
Equity and liabilities				
Equity				
Equity share capital		512.1	-	512.1
Other equity	XII	12,605.9	(1,130.9)	11,475.0
Total equity		13,118.0	(1,130.9)	11,987.1
Liabilities				
Non-current liabilities				
Provisions	III D	1,362.7	(165.4)	1,197.3
Total non current liabilities		1,362.7	(165.4)	1,197.3
Current liabilities				
Financial liabilities				
i. Borrowings		2,165.8	-	2,165.8
ii. Trade payables	III C and IV	17,882.1	(198.9)	17,683.1
iii. Other financial liabilities		1,586.8	-	1,586.8
Other current liabilities		6,931.1	-	6,931.1
Provisions	III D, V and VII	1,681.6	(370.7)	1,310.9
Current tax liabilities (net)		963.8	-	963.8
Total current liabilities		31,211.2	(569.7)	30,641.5
		32,573.9	(735.1)	31,838.8
Total equity and liabilities		45,691.9	(1,866.0)	43,825.9

* The previous GAAP figures have been reclassified to conform to Ind AS presentation requirements for the purposes of this note.

Reconciliation of equity as at date of transition (1 April 2016)	Notes to first-time adoption	Previous GAAP *	Adjustments	As at March 31, 2016
Assets				
Non-current assets				
Property, plant and equipment		6,840.9	-	6,840.9
Capital work-in-progress		329.4	-	329.4
Financial assets				
i. Investments		0.1	-	0.1
ii. Loans	III A	44.5	(4.1)	40.4
Deferred tax assets (net)	X	86.0	1,117.4	1,203.5
Non current tax assets (net)		896.5	-	896.5
Other non-current assets		1,161.5	-	1,161.5
Total non current assets		9,359.0	1,113.3	10,472.3

Notes to the financial statements

for the Year ended March 31, 2017

(All figures in Rs. Million, except share data and unless otherwise stated)

Reconciliation of equity as at date of transition (1 April 2016)	Notes to first-time adoption	Previous GAAP *	Adjustments	As at March 31, 2016
Current assets				
Inventories		9,720.1	-	9,720.1
Financial assets				
i. Trade receivables	I and II	23,911.6	(3,237.2)	20,674.4
ii. Cash and cash equivalents		582.0	-	582.0
iii. Bank balances other than cash and cash equivalents		28.8	-	28.8
iv. Loans		70.1	-	70.1
v. Unbilled receivables and others		2,561.0	-	2,561.0
Other current assets	III A and B	3,526.3	(6.0)	3,520.3
Assets classified as held for sale		89.4	-	89.4
Total current assets		40,489.3	(3,243.2)	37,246.1
Total assets		49,848.3	(2,129.9)	47,718.4
Equity and liabilities				
Equity				
Equity share capital		512.1	-	512.1
Other equity	XII	12,826.3	(1,554.8)	11,271.5
Total equity		13,338.4	(1,554.8)	11,783.6
Liabilities				
Non-current liabilities				
Provisions	III D	1,387.4	(124.9)	1,262.5
Total non current liabilities		1,387.4	(124.9)	1,262.5
Current liabilities				
i. Borrowings		5,035.4	-	5,035.4
ii. Trade payables	III C and IV	15,729.9	(70.1)	15,658.4
iii. Other financial liabilities		2,478.0	-	2,478.0
Other current liabilities		8,955.0	-	8,955.0
Provisions	III D, V and VII	2,035.6	(380.1)	1,655.6
Current tax liabilities (net)		889.9	-	889.9
Total current liabilities		35,123.8	(450.1)	34,672.3
		36,511.1	(575.0)	35,934.8
Total equity and liabilities		49,848.2	(2,129.8)	47,718.4

* The previous GAAP figures have been reclassified to conform to Ind AS presentation requirements for the purposes of this note.

Notes to the financial statements

for the Year ended March 31, 2017

(All figures in Rs. Million, except share data and unless otherwise stated)

B: Reconciliations between previous GAAP and Ind AS (contd..)

Reconciliation of equity as at date of transition (1 April 2016)	Notes to first-time adoption	Previous GAAP *	Adjustments	Year ended March 31, 2016
Revenue from operations	I and IX	35,877.7	(1,162.5)	34,715.2
Other income	I, III A and B	307.0	1,117.9	1,424.9
Total income		36,184.7	(44.6)	36,140.1
Expenses				
Cost of raw material, components consumed and project bought outs	III C and D	25,018.5	(48.1)	24,970.4
Changes in inventories of finished goods and work-in- progress		(2,008.9)	-	(2,008.9)
Excise duty		1,681.6	-	1,681.6
Employee benefit expense	IX	3,643.6	10.6	3,654.2
Finance costs	III C and D	645.3	261.1	906.4
Depreciation expense		857.3	-	857.3
Other expenses	II, III D, IV, IX	5,128.7	391.6	5,520.3
Total expenses		34,966.1	615.2	35,581.3
Profit before tax		1,218.6	(659.8)	558.8
Tax expense				
Current tax		(442.9)	-	(442.9)
Deferred tax credit (net)	X	(0.7)	229.8	229.1
Total tax expense		(443.6)	229.8	(213.8)
Profit/ (loss) for the year		775.0	(430.0)	345.0
Other comprehensive income (net of tax)	17(a)	-	(2.2)	(2.2)
Total comprehensive income for the year		775.0	(432.2)	342.8

* The previous GAAP figures have been reclassified to confirm to Ind AS presentation requirements for the purposes of this note.

Explanations for reconciliation of above items as previously reported under previous GAAP to Ind AS

I. Fair valuation of revenue

Under previous GAAP, contract revenue was recorded at transaction price. Under Ind AS 11, contract revenue is measured at the fair value of the consideration received or receivable. A portion of revenue is retained by the customer (retention money) at the time of making the payment, which is released by the customer at the end of the Project. Therefore, the arrangement effectively constitutes a financing transaction as the customer makes the payment on deferred settlement terms. Contractual maturity represents the expected date of collection of retention money. Accordingly, the Company discounts the related retention money over the contractual maturity period to reduced revenue, which is recognised as finance income over the contractual maturity period.

The impact arising from the change is summarised as follows:

	March 31, 2016
Statement of profit and loss	
Revenue from operation	(1,149.2)
Other income	1,108.3
Adjustment before income tax	(40.9)

Notes to the financial statements

for the Year ended March 31, 2017

(All figures in Rs. Million, except share data and unless otherwise stated)

	March 31, 2016	April 1, 2015
Balance sheet		
Retention receivable- financial assets fair valuation	(2,091.4)	(2,049.8)
Related tax effect	723.8	709.1
Adjustment to retained earnings	(1,367.6)	(1,340.7)

II. Expected credit loss

On transition to Ind AS, the Company has recognised impairment loss on trade receivables measured at amortised cost based on the expected credit loss model as required by Ind AS 109. Consequently, trade receivables measured at amortised cost have been reduced with a corresponding decrease in retained earnings on the date of transition and there has been an incremental provision for the year ended 31 March 2016.

The impact arising from the change is summarised as follows:

	March 31, 2016
Statement of profit and loss	
Other expenses	
Allowance for doubtful debts	(478.6)
Adjustment before income tax	(478.6)

	March 31, 2016	April 1, 2015
Balance sheet		
Trade receivables (net)	(1,145.8)	(667.2)
Related tax effect	396.5	230.9
Adjustment to retained earnings	(749.2)	(436.3)

III. Discounting at amortised cost

Based on Ind AS 109, assets in form of security deposit (that are refundable in cash), earnest money deposit and liabilities in form of retention payables and provisions in form of warranty, contract loss have been accounted at amortised cost using the effective rate method.

A. Loans (Security deposit)

The impact arising from the change is summarised as follows:

	March 31, 2016
Statement of profit and loss	
Other income	0.4
Adjustment before income tax	0.4

	March 31, 2016	April 1, 2015
Balance sheet		
Loans (security deposits)	(4.1)	(7.3)
Other current assets	3.1	5.8
Related tax effect	0.3	0.5
Adjustment to retained earnings	(0.6)	(1.0)

Notes to the financial statements

for the Year ended March 31, 2017

(All figures in Rs. Million, except share data and unless otherwise stated)

B. Other current assets (Earnest money deposit)

The impact arising from the change is summarised as follows:

	March 31, 2016
Statement of profit and loss	
Other income	2.3
Adjustment before income tax	2.3

	March 31, 2016	April 1, 2015
Balance sheet		
Other current assets	(9.1)	(11.3)
Related tax effect	3.2	3.9
Adjustment to retained earnings	(6.0)	(7.4)

C. Trade Payables

As per Ind AS 109, the company applies the fair valuation principles on the retention payables due to its vendors. At the time of initial recognition, these liabilities are recognised at fair value. Subsequently, these are measured at amortised cost.

The impact arising from the change is summarised as follows:

	March 31, 2016
Statement of profit and loss	
Cost of raw material, components consumed and project bought outs	4.8
Finance costs	(140.9)
Adjustment before income tax	(136.1)

	March 31, 2016	April 1, 2015
Balance sheet		
Retention payable- financial liabilities measured at amortised cost	42.7	174.9
Related tax impact	(14.8)	(60.5)
Adjustment to retained earnings	27.9	114.4

D. Non Current Provisions

Under Ind AS, provisions are measured at discounted amounts, if the effect of time value is material. Accordingly, non current provisions comprising of long term warranty and contract loss have been discounted to their present values.

The impact arising from the change is summarised as follows:

	March 31, 2016
Statement of profit and loss	
Cost of raw material, components consumed and project bought outs	43.3
Other expenses	42.5
Finance costs	(120.2)
Adjustment before income tax	(34.4)

Notes to the financial statements

for the Year ended March 31, 2017

(All figures in Rs. Million, except share data and unless otherwise stated)

	March 31, 2016	April 1, 2015
Balance sheet		
Long term provision	124.9	165.4
Short term provision	18.9	9.5
Related tax impact	(49.7)	(60.6)
Adjustment to retained earnings	94.0	114.4

IV. Mark to market of hedging instruments

Other financial liabilities

Under Ind AS 109, it is required to de-recognise the unamortized premium at the opening balance sheet date and going forward it is required to account for the Mark To Market (MTM) gains as well, which were previously ignored.

The impact arising from the change is summarised as follows:

	March 31, 2016
Statement of profit and loss	
Other expenses	31.1
Adjustment before income tax	31.1

	March 31, 2016	April 1, 2015
Balance sheet		
Other current assets	(29.1)	(24.7)
Trade payables	59.6	24.1
Related tax impact	(10.6)	0.2
Adjustment to retained earnings	20.0	(0.4)

V. Proposed dividend and tax thereon

Under the previous GAAP, dividends proposed by the board of directors after the reporting date but before the approval of the financial statements were considered to be adjusting events and accordingly recognised (along with related dividend distribution tax) as liabilities at the reporting date. Accordingly, provision for proposed dividend and dividend distribution tax recognised under previous GAAP has been reversed and recorded in the period in which it has been approved by the shareholders.

The impact arising from the change is summarised as follows:

	March 31, 2016	April 1, 2015
Statement of profit and loss		
Balance sheet		
Provisions- proposed dividend including dividend distribution tax	554.7	554.7
Adjustment to retained earnings	554.7	554.7

VI. Remeasurements of post-employment benefit obligations

Under Ind AS, remeasurements i.e. actuarial gains and losses and the return on plan assets, excluding amount included in the net interest expenses on the net defined benefit liability are recognised in other comprehensive income instead of profit and loss. Under the previous GAAP, these measurement were forming part of statement of profit and loss for the year.

Notes to the financial statements

for the Year ended March 31, 2017

(All figures in Rs. Million, except share data and unless otherwise stated)

The impact arising from the change is summarised as follows

	March 31, 2016
Statement of profit and loss	
Prior period adjustments	-
Adjustment before income tax	-

	March 31, 2016	April 1, 2015
Balance sheet		
Provisions for duties and taxes	(193.5)	(193.5)
Related tax effect	67.0	67.0
Adjustment to retained earnings	(126.5)	(126.5)

VIII: Excise duty

Under previous GAAP, revenue from sale of goods was presented net of excise duty on sales. Under Ind AS the revenue from sale of goods is presented inclusive of excise duty. Excise duty is presented in the statement of profit and loss as an expense. This has resulted in an increase in revenue from operation and expenses for the year ended 31 March 2016. The total comprehensive income for the year ended and equity as at 31 March 2016 has remained unchanged.

The impact arising from the change is summarised as follows:

	March 31, 2016
Statement of profit and loss	
Revenue from operations	1,681.6
Excise duty	(1,681.6)
Adjustment before income tax	-

	March 31, 2016	April 1, 2015
Balance sheet		
Adjustment to retained earnings	-	-

IX: Other adjustments in relation to volume discount and share based payments measurement

The impact arising from the change is summarised as follows:

	March 31, 2016
Statement of profit and loss	
Revenue from operation	(13.3)
Other expenses	13.3
Employee benefit expenses	(10.6)
Adjustment before income tax	(10.6)

Notes to the financial statements

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(All figures in Rs. Million, except share data and unless otherwise stated)

	March 31, 2016	April 1, 2015
Balance sheet		
Other equity	(38.7)	(28.1)
Related tax effect	13.4	9.7
Adjustment to retained earnings	(25.3)	(18.4)

X. Deferred Tax Assets

Under previous GAAP, tax expense in the financial statements was computed by performing line by line addition of tax expense. Under Ind AS, deferred taxes are also recognised on undistributed profits. Deferred tax are recognised on the adjustments made on transition to the Ind AS.

The above changes (decreased)/ increased the deferred tax liability as follows based on a tax rate of 34.608%

	Note	March 31, 2016	April 1, 2015
Fair valuation of revenue	I	723.8	709.1
Loss allowance	II	396.5	230.9
Discounting at amortised cost	III	(61.0)	(116.6)
Other adjustments	IX	13.4	9.7
Mark to market financial instrument	IV	(10.6)	0.2
Prior period adjustments	VII	67.0	67.0
Others		(11.7)	(11.7)
		1,117.4	888.6

XI. Retained earnings

The above changes (decreased) other equity as follows:

	Note	March 31, 2016	April 1, 2015
Fair valuation of revenue	I	(2,091.4)	(2,049.8)
Loss allowance	II	(1,145.8)	(667.2)
Discounting at amortised cost	III	176.3	336.9
Mark to market of hedging instruments	IV	30.5	(0.6)
Proposed dividend and tax thereon	V	554.7	554.7
Other adjustments	IX	(38.7)	(28.1)
Others	IX	38.7	28.1
Prior period adjustments	VII	(193.5)	(193.5)
Tax effect on above adjustments	X	1,117.4	888.6
		(1,551.7)	(1,130.9)

XII. Reconciliation of total equity as at 31 March 2016 and 1 April 2015

	March 31, 2016	April 1, 2015
Total equity (shareholder's funds) as per previous GAAP	13,338.4	13,118.0
Ind AS adjustments and prior period adjustments on above	(1,551.7)	(1,130.9)
Others	(3.1)	-
Total equity as per Ind AS	11,783.6	11,987.1

Notes to the financial statements

for the Year ended March 31, 2017

(All figures in Rs. Million, except share data and unless otherwise stated)

XIII. Impact of Ind AS adoption on Statement of cash flows for the Year ended 31 March 2016

	Previous GAAP	Adjustments	Ind AS
Net cash flow from operating activities	(953.2)	(44.1)	(909.1)
Net cash used in investing activities	(497.6)	(1.5)	(496.1)
Net cash flow from financing activities	1,246.6	45.6	1,201.0
Net increase/(decrease) in cash and cash equivalents	(204.2)	-	(204.2)
Cash and cash equivalents as at 1 April 2015	786.2	-	786.2
Cash and cash equivalents as at 31 March 2016	582.0	-	582.0

33: Financial instruments and fair value measurements- accounting classification

A. Accounting classifications and fair values

The following table shows the carrying amounts and fair value of financial assets and financial liabilities, including their levels in the fair value hierarchy.

	As at March 31, 2017		As at March 31, 2016		As at April 1, 2015	
	FVPL	(Amortised cost)	FVPL	(Amortised cost)	FVPL	(Amortised cost)
Financial assets*						
Trade receivables	-	22,713.2	-	20,674.4	-	18,761.0
Cash and cash equivalents	-	688.2	-	582.0	-	786.2
Bank balances other than cash and cash equivalents	-	28.9	-	28.8	-	28.9
Loans (security deposit)	-	119.9	-	110.5	-	101.5
Unbilled receivables and others	-	1,626.8	-	2,561.0	-	4,423.5
Investments	-	0.1	-	0.1	-	0.1
Total financial assets	-	25,177.1	-	23,956.8	-	24,101.2
Financial liabilities						
Borrowings#	-	5,180.0	-	5,035.4	-	2,165.8
Trade payables#	-	16,625.8	-	15,658.4	-	17,683.1
Derivative financial liability	235.6	-	135.3	-	329.8	-
Other financial liabilities#	-	5,952.9	-	2,342.7	-	1,257.0
Total financial liabilities	235.6	27,758.7	135.3	23,036.5	329.8	21,105.9

* The carrying amounts of financial instruments such as trade receivable etc are a reasonable approximation of fair value.

The carrying amounts of financial instruments such as trade payable etc are a reasonable approximation of fair value.

(i) Fair value hierarchy

This section explains the judgments and estimates made in determining the fair values of the financial instruments that are :

(a) recognised and measured at fair value and

(b) measured at amortised cost and for which fair values are disclosed in the financial statements.

To provide an indication about the reliability of the inputs used in determining fair value, the group has classified its financial instruments into the three levels prescribed under the accounting standard. An explanation of each level follows underneath the table.

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Assets and liabilities which are measured at amortised cost for which fair values are disclosed

At 31 March 2017	Level 1	Level 2	Level 3	Total
Financial assets*				
Trade receivables				
Cash and cash equivalents				
Bank balances other than cash and cash equivalents				
Loans (security deposit)			119.9	119.9
Unbilled receivables and others				
Investments			0.1	0.1
Total financial assets			120.0	120.0
Financial Liabilities				
Financial Liabilities				
Borrowings#			5,180.0	5,180.0
Trade payables#				-
Derivative financial liability		235.6		235.6
Other financial liabilities#				-
Total financial liabilities		235.6	5,180.0	5,415.6

* The carrying amounts of financial instruments such as trade receivable etc are a reasonable approximation of fair value.

The carrying amounts of financial instruments such as trade payable etc are a reasonable approximation of fair value.

Assets and liabilities which are measured at amortised cost for which fair values are disclosed

At 31 March 2016	Level 1	Level 2	Level 3	Total
Financial assets*				
Trade receivables				
Cash and cash equivalents				
Bank balances other than cash and cash equivalents				
Loans (security deposit)			110.5	110.5
Unbilled receivables and others				
Investments			0.1	0.1
Total financial assets			110.6	110.6
Financial Liabilities				
Borrowings#			5,035.4	5,035.4
Trade payables#				
Derivative financial liability		135.3		135.3
Other financial liabilities#				
Total financial liabilities		135.3	5,035.4	5,170.7

* The carrying amounts of financial instruments such as trade receivable etc are a reasonable approximation of fair value.

The carrying amounts of financial instruments such as trade payable etc are a reasonable approximation of fair value.

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Assets and liabilities which are measured at amortised cost for which fair values are disclosed

At 01 April 2015	Level 1	Level 2	Level 3	Total
Financial assets*				
Trade receivables				
Cash and cash equivalents				
Bank balances other than cash and cash equivalents				
Loans (security deposit)			101.5	101.5
Unbilled receivables and others				
Investments			0.1	0.1
Total financial assets			101.6	101.6
Financial Liabilities				
Borrowings#			2,165.8	2,165.8
Trade payables#				
Derivative financial liability		329.8		329.8
Other financial liabilities#				
Total financial liabilities		329.8	2,165.8	2,495.6

* The carrying amounts of financial instruments such as trade receivable etc are a reasonable approximation of fair value.

The carrying amounts of financial instruments such as trade payable etc are a reasonable approximation of fair value.

(ii) Valuation technique used to determine fair value

When the fair value of financial assets and financial liabilities recorded in the balance sheet cannot be measured based on quoted prices in the active markets, their fair value is measured using a valuation techniques including the estimated present value technique. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgment is required in establishing fair values. Judgments include considerations of inputs such as liquidity risk, credit risk and volatility. Changes in assumptions about these factors could affect the reported fair value of financial instruments.

34: Financial risk management

The company's activities expose it to the following risks arising from the financial instruments-

- market risk
- liquidity risk
- credit risk.

This note explains the sources of risk which the entity is exposed to and how the entity manages the risk and the impact of hedge accounting in the financial statements

Risk	Exposure arising from	Measurement	Management
Credit risk	Cash and cash equivalents, trade receivables, financial assets measured at amortised cost.	Ageing analysis Credit ratings	Diversification of bank deposits, credit limits and letters of credit
Liquidity risk	Borrowings and other liabilities	Cash flow forecasts	Availability of committed credit lines and borrowing facilities
Market risk – foreign exchange	Recognised financial assets and liabilities not denominated in Indian rupee (Rs.) and future commercial transactions	Cash flow forecasting Sensitivity analysis	Forward Foreign Currency Contracts

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Risk Management Framework

The Company's board of directors has overall responsibility for the establishment and oversight of the Company's risk management framework. The Company's risk management policies are established to identify and analyse the risk faced by the Company, to set appropriate risk limits and controls and to monitor risks and adherence to limits. The board provides written principles for overall risk management, as well as policies covering specific areas, such as foreign exchange risk, interest rate risk, credit risk, use of derivative financial instruments and non-derivative financial instruments, and investment of excess liquidity. The Company's risk management is carried out by a central treasury team department under policies approved by the board of directors.

The Company's audit committee oversees how management monitors compliance with Company's risk management policies and procedures, and reviews the adequacy of the risk management framework in relation to risk faced by the Company.

(A) Credit risk

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial asset fails to meet its contractual obligations, and arises principally from the Company's receivables from customers, loans and other deposits etc.

The carrying amounts of financial assets represent the maximum credit risk exposure.

(i) Credit risk management

The Company considers the probability of default upon initial recognition of an asset and whether there has been a significant increase in credit risk on an ongoing basis throughout each reporting period on annual basis. To assess whether there is a significant increase in credit risk, the Company compares the risk of a default occurring on the asset as at the reporting date with the risk of default as at the date of initial recognition. It considers available reasonable and supportive forward looking information.

In general, it is presumed that credit risk has increased since initial recognition if the payments are more than 90 days past due.

A default on a financial asset is when the counterparty fails to make contractual payments within 90 days of when they fall due. This definition of default is determined by considering the business environment in which entity operates and other macro-economic factors.

The Company's exposure to credit risk for trade receivables by related and other than related parties are as follows:

	As at March 31, 2017	As at March 31, 2016
Receivables from related party	658.1	742.3
Receivables from other than related party	23,322.9	20,628.1
	23,981.0	21,370.4

Provision for expected credit loss

a. Security deposit and other advances

With regards to security deposit and other advances amounting to Rs. 1,746.7 million (31 March 2016 : Rs. 2,671.5 million; 1 April 2015 : Rs. 4,525 million) the management believes these to be high quality assets with negligible credit risk. The management believes the parties to which these deposits and other advances have been made have strong capacity to meet the obligations and where the risk of default is negligible or nil and accordingly no provision for expected credit loss has been provided on these financial assets.

b. Trade receivables (Expected credit loss for trade receivables under simplified approach)

Trade receivables consists of a large number of customers spread across diverse industries and geographical areas.

The Company follows 'simplified approach' for recognition of impairment loss allowance on trade receivable. Under the simplified approach, the Company does not track changes in credit risk. Rather, it recognizes impairment loss allowance based on lifetime ECLs at each reporting date, right from initial recognition.

The Company uses a provision matrix to determine impairment loss allowance on the portfolio of trade receivables. The provision matrix is based on its historically observed default rates over the expected life of the trade receivable and is adjusted for forward looking estimates. At year end, the historical observed default rates are updated and changes in the forward-looking estimates are analyzed.

Individual receivables which are known to be uncollectible are written off by reducing the carrying amount of trade receivable and the amount of the loss is recognised in the Statement of Profit and Loss within other expenses.

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(ii) Provision for expected credit losses

Year ended March 31, 2017

Expected credit loss for trade receivables (including retention monies) under simplified approach

Ageing	0-90 days	91-180 days	181-365 days	1-2 years	2-3 years	3-4 years	> 4 years	Total
Gross carrying amount	6,825.1	3,038.1	3,171.5	3,774.5	2,357.8	1,979.7	2,834.3	23,981.0
Expected loss rate (Trade Receivables)- Default risk	6%	3%	8%	16%	10%	16%	41%	
Expected loss rate (Retention Receivable)- Default risk	4%	6%	8%	16%	15%	12%	40%	
Expected loss rate (Trade Receivables)- Delay risk	13%	7%	19%	35%	14%	5%	7%	
Expected loss rate (Retention Receivable)- Delay risk	-	-	-	-	-	-	100%	
Expected credit losses (Loss allowance provision)	99.1	69.7	150.7	288.3	162.5	128.1	369.4	1,267.8
Carrying amount of trade receivables (net of impairment)	6,726.0	2,968.4	3,020.8	3,486.2	2,195.3	1,851.6	2,464.9	22,713.2

Year ended March 31, 2016

Expected credit loss for trade receivables (including retention monies) under simplified approach

Ageing	0-90 days	91-180 days	181-365 days	1-2 years	2-3 years	3-4 years	> 4 years	Total
Gross carrying amount	7,573.6	2,115.9	2,518.7	3,022.5	2,054.4	1,216.9	2,868.4	21,370.4
Expected loss rate (Trade Receivables)- Default risk	6%	2%	6%	9%	18%	16%	43%	
Expected loss rate (Retention Receivable)- Default risk	5%	4%	9%	21%	14%	9%	39%	
Expected loss rate (Trade Receivables)- Delay risk	12%	5%	20%	18%	21%	13%	12%	
Expected loss rate (Retention Receivable)- Delay risk	-	-	-	-	-	-	100%	
Expected credit losses (Loss allowance provision)	50.2	23.5	78.9	95.9	117.2	83.4	246.8	695.9
Carrying amount of trade receivables (net of impairment)	7,523.4	2,092.4	2,439.8	2,926.6	1,937.2	1,133.5	2,621.6	20,674.5

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As at April 01, 2015

Expected credit loss for trade receivables (including retention monies) under simplified approach

Ageing	0-90 days	91-180 days	181-365 days	1-2 years	2-3 years	3-4 years	> 4 years	Total
Gross carrying amount	7,854.6	1,452.0	2,181.4	2,633.1	1,407.5	1,495.1	1,955.1	18,978.8
Expected loss rate (Trade Receivables)- Default risk	7%	8%	13%	8%	19%	9%	36%	
Expected loss rate (Retention Receivable)- Default risk	7%	4%	13%	16%	9%	15%	37%	
Expected loss rate (Trade Receivables)- Delay risk	13%	4%	15%	25%	12%	13%	18%	
Expected loss rate (Retention Receivable)- Delay risk	-	-	-	-	-	-	100%	
Expected credit losses (Loss allowance provision)	19.0	9.7	25.9	35.3	24.8	23.6	79.4	217.8
Carrying amount of trade receivables (net of impairment)	7,835.6	1,442.3	2,155.5	2,597.8	1,382.7	1,471.5	1,875.7	18,761.0

(B) liquidity risk

Prudent liquidity risk management implies maintaining sufficient cash and the availability of funding through an adequate amount of committed credit facilities to meet obligations when due and to close out market positions. Considering the business requirements the treasury maintains flexibility in funding by maintaining availability under committed credit lines. Management monitors rolling forecasts of the Company's liquidity position (comprising the undrawn borrowing facilities below) and cash and cash equivalents on the basis of expected cash flows.

(i) Financing arrangements

The company had access to the following undrawn borrowing facilities at the end of the reporting period:

Particulars	As at March 31, 2017	As at March 31, 2016
Floating rate		
Expiring within one year (bank overdraft and other facilities)	10,730.0	6,086.0
Expiring beyond one year (bank loans)	-	-

The bank overdraft facilities may be drawn at any time and may be terminated by the bank without notice.

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for the Year ended March 31, 2017

(All figures in Rs. Million, except share data and unless otherwise stated)

(ii) Maturities of financial liabilities

The tables below analyse the Company's financial liabilities into relevant maturity groupings based on their contractual maturities for all non-derivative financial liabilities, and net and gross settled derivative financial instruments for which the contractual maturities are essential for an understanding of the timing of the cash flows. The amounts disclosed in the table are the contractual undiscounted cash flows. Balances due within 12 months equal their carrying balances as the impact of discounting is not significant.

Contractual maturities of financial liabilities:	Less than 1 year	More than 1 year	Total
March 31, 2017			
Non-derivatives			
Borrowings	5,180.0	-	5,180.0
Trade payables	10,754.6	5,871.2	16,625.8
Other financial liabilities	5,791.5	161.4	5,952.9
Total non-derivative liabilities	21,726.1	6,032.6	27,758.7
Derivatives			
Forward Contracts	141.4	94.2	235.6

	Less than 1 year	More than 1 year	Total
March 31, 2016			
Non-derivatives			
Borrowings	5,035.36	-	5,035.4
Trade payables	8,120.82	7,537.6	15,658.4
Other financial liabilities	2,131.38	211.3	2,342.7
Total non-derivative liabilities	15,287.6	7,748.9	23,036.5
Derivatives			
Forward Contracts	81.2	54.1	135.3

	Less than 1 year	More than 1 year	Total
April 01, 2015			
Non-derivatives			
Borrowings	2,165.8	-	2,165.8
Trade payables	9,162.8	8,520.3	17,683.1
Other financial liabilities	540.8	716.2	1,257.0
Total non-derivative liabilities	11,869.4	9,236.5	21,105.9
Derivatives			
Forward Contracts	197.9	131.9	329.8

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for the Year ended March 31, 2017

(All figures in Rs. Million, except share data and unless otherwise stated)

(C) Market risk

Market risk is the risk that changes in market prices- such as foreign exchange rates, interest rates and equity prices- will affect the Company's income or the value of its holdings of financial instrument. The objective of market risk management is to manage and control market risk exposures within acceptable parameters while optimising the return.

The Company uses derivative to manage market risks. All such transactions are carried out within the guideline as prescribed in the Company's risk management policy.

(i) Foreign currency risk

Company's policy is to hedge all firm currency exposure at inception to the extent possible. However, for individual transactions exceeding a value equivalent to Rs 6.9 million or all transactions for a project wherein the aggregate of the exposures exceeding a value equivalent to Rs 6.9 million, currency hedging is recommendatory. Individual foreign currency exposures and the hedges obtained against these individual exposures are reported and monitored.

The Company's exposure to foreign currency risk at the end of the reporting period are as follows:

	March 31, 2017			March 31, 2016		
	USD	EURO	OTHER CURRENCIES	USD	EURO	OTHER CURRENCIES
Financial liabilities						
Foreign currency loan	-	-	-	-	-	-
Trade Payables	1,375.6	2,102.7	1,011.3	1,117.2	946.7	2,884.1
Net exposure to foreign currency risk (liabilities)	1,375.6	2,102.7	1,011.3	1,117.2	946.7	2,884.1

(ii) Unhedged in foreign currency Exposure

	Currency	March 31, 2017		March 31, 2016	
		Amount in Foreign Currency Million	Rs. Million	Amount in Foreign Currency Million	Rs. Million
(a). Trade Payable	CHF	0.6	39.6		
	EUR	0.2	17.1	3.6	269.4
	GBP	0.1	6.9	0.2	19.1
	JPY	1.1	0.7	1.5	0.9
	SEK	0.3	2.3		
	USD	3.1	199.5	3.2	215.6
	QAR	1.8	32.9	8.7	160.9
	RMB	0.0	0.0	2.1	21.7
	CNY	0.1	0.9		
(b). Trade Receivables	EUR	0.1	6.2	0.7	52.4
	GBP	1.5	121.7	0.5	47.8
	BDT	74.5	60.0	53.1	61.8
	QAR	1.1	18.7	4.8	88.8
	USD	10.3	665.0	8.9	599.6
	SAR	0.1	2.2	0.1	1.8
CNY	0.1	1.0	0.2	2.1	

Notes to the financial statements

for the Year ended March 31, 2017

(All figures in Rs. Million, except share data and unless otherwise stated)

(iii) Derivative Instruments

Particulars	As at	As at
	March 31, 2017	March 31, 2016
(a) Forward Contract for export debtors outstanding	300.3	673.6
(b) Forward Contract for import creditors outstanding	1,476.7	891.9
(c) Forward cover for expected future sales / purchases	3,951.6	5,623.6

(iv) Significant forward contracts outstanding as at 31 March 2017

Foreign Currency	Number of Contracts	Amount in Foreign Currency	Amount in Rs. Million
Imports			
Euro (EUR)	199.0	30.3	2,102.7
	(406.0)	(37.2)	(2783.4)
US Dollar (USD)	169.0	21.2	1375.6
	(144.0)	(17.2)	(1160.6)
Pound Sterling (GBP)	41.0	10.0	815.1
	(75.0)	(11.6)	(1111.3)
Swiss Franc (CHF)	36.0	2.3	146.9
	(83.0)	(4.2)	(285.4)
Exports			
Euro (EUR)	47.0	6.0	417.6
	(48.0)	(5.2)	(388.4)
US Dollar (USD)	14.0	11.5	742.7
	(93.0)	(18.8)	(1268.2)
Pound Sterling (GBP)	30.0	1.0	78.9
	(11.0)	(1.0)	(97.4)

Note : Figures in brackets are for the previous years

Sensitivity Analysis

The sensitivity of profit or loss to changes in the exchange rates arises mainly from foreign currency denominated financial instruments. The impact on profit/loss before tax is as below:

	As at	As at
	March 31, 2017	March 31, 2016
USD sensitivity		
INR/USD increase by 1%	6.3	(1.5)
INR/USD Decrease by 1%	(6.3)	1.5
EURO Sensitivity		
INR/EUR Increase by 1%	16.9	5.6
INR/EUR Decrease by 1%	(16.9)	(5.6)
Other Currency		
INR/ Other Currency Increase by 1%	9.3	27.3
INR/ Other Currency Decrease by 1%	(9.3)	(27.3)

35. Provision for employee benefits

(A) Liability for compensated absences

The liability for compensated absences cover the Company's liability for Privilege Leave and Sick Leave (as per Company Policy). The amount of the provision of Rs. 40.7 million (31 March 2016 – Rs. 37.6 million, 1 April 2015 – Rs. 33.1 million) is presented as current, since the Company does not have an unconditional right to defer settlement for any of these obligations. However, based on past experience, the Company does not expect all employees to take the full amount of accrued leave or require payment within the next twelve months. The following amounts reflect leave that is not expected to be taken or paid within the next twelve months.

Particulars	As at	As at	As at
	March 31, 2017	March 31, 2016	April 1, 2015
Current compensated absences expected to be settled within the next twelve months (previous two financial years actual figures)	40.7	67.5	14.9

Notes to the financial statements

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(All figures in Rs. Million, except share data and unless otherwise stated)

(B) Long Term Incentive plans

The Company has two incentive plans namely 'Deferred Incentive Plan' and 'Critical Skill Retainer Scheme' for different categories of managerial employees to retain and attract experienced talent. Under these plans, employees will receive certain annual grants, which will be paid over a pre-determined future periods. Each pay-out is independently amortised over a period from grant date to final pay-out date. Since the Deferred Incentive Plan is withdrawn / foreclosed, the entire liability will be discharged in 2017 accordingly this plan will be treated as short term incentive plan in the current year.

In respect of 'Critical Skill Retainer Scheme', the Company's liability is actuarially determined (using the projected unit credit method) at the end of each year. Actuarial gains and losses arising from effects of changes in actuarial valuations are recognised in the Statement of Profit and Loss in the year in which they arise.

(C) Gratuity

The Company has a defined benefit gratuity plan. Every employee who has completed five years or more of service gets a gratuity on departure at 15 days salary (last drawn salary) for each completed year of service. The plan is funded with an insurance company in the form of a qualifying insurance policy.

The following tables summarise the components of net employee benefit expense recognised in the Statement of Profit and Loss and the funded status and amounts recognised in the balance sheet for the respective plans.

i). Reconciliation of present value of defined benefit obligation and present value of plan assets

	Present value of obligation	Fair value of plan assets	Net amount
01-Apr-15	575.7	463.4	112.3
Current service cost	50.7	-	50.7
Interest expense/(income)	43.0	37.0	6.0
Total amount recognised in profit or loss	93.7	37.0	56.7
Remeasurements			
Return on plan assets, excluding amounts included in interest expense/(income)	-	(0.7)	0.7
Experience (gains)/losses	2.6	-	2.6
Total amount recognised in other comprehensive income	2.6	(0.7)	3.3
Employer contributions	-	44.8	(44.8)
Benefit payments	(46.8)	(46.8)	-
March 31, 2016	625.2	497.7	127.5

Particulars	Present value of obligation	Fair value of plan assets	Net amount
01-Apr-16	625.2	497.7	127.5
Current service cost	56.2	-	56.2
Interest expense/(income)	50.0	39.8	10.2
Total amount recognised in profit or loss	106.2	39.8	66.4
Remeasurements			
Return on plan assets, excluding amounts included in interest expense/(income)	-	(6.1)	6.1
(Gain)/loss from change in demographic assumptions	(0.2)	-	(0.2)
(Gain)/loss from change in financial assumptions	56.9	-	56.9
Experience (gains)/losses	(1.0)	-	(1.0)
Total amount recognised in other comprehensive income	55.7	(6.1)	61.8
Employer contributions		63.5	(63.5)
Benefit payments	(69.8)	(69.8)	-
March 31, 2017	717.3	525.1	192.2

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for the Year ended March 31, 2017

(All figures in Rs. Million, except share data and unless otherwise stated)

35. Provision for employee benefits (contd..)

ii). Amount recognised in balance sheet

Particulars	As at	As at	As at
	March 31, 2017	March 31, 2016	April 1, 2015
Present value of funded obligations	717.3	625.3	575.7
Fair value of plan assets	525.1	497.8	463.4
Net funded obligation	192.2	127.5	112.3
Net defined benefit liability / (asset) recognised in balance sheet	192.2	127.5	112.3

iii). Expense recognised in profit or loss

Particulars	March 31, 2017	March 31, 2016
Current Service Cost	56.2	50.7
Interest Cost	10.2	5.9
	66.4	56.6

iv). Remeasurements recognised in other comprehensive income

Particulars	March 31, 2017	March 31, 2016
Actuarial (gain) loss on defined benefit obligation	55.7	2.6
Return on plan assets excluding interest income	6.1	0.7
	61.8	3.3

v). The major categories of plan assets as a percentage of the fair value of total plan assets are as follows:

Investment funds	March 31, 2017		March 31, 2016		April 1, 2015	
	Unquoted	in %	Unquoted	in %	Unquoted	in %
Investment with Insurer under cash accumulation scheme	525.1	100%	497.8	100%	463.4	100%

The overall expected rate of return on assets is determined based on the market prices prevailing on that date, applicable to the period over which the obligation is to be settled.

vi). Actuarial assumptions for gratuity:

Particulars	As at	As at	As at
	March 31, 2017	March 31, 2016	April 1, 2015
Discount rate	7.3%	8.0%	8.0%
Salary growth rate	10% in year 1 and then 8%	8.0%	8.0%
Attrition growth*	1. PB + LPB: 3.1% p.a. at all ages 2. SPB & above: 2% p.a. at all ages 3. OTHSAL: 0.4% p.a. at all ages	Age Based Upto age 30: 3.2% Age between 31 to 40: 3.3% Age between 41 to 50: 0.9% Age above 50: 2.0%	Age Based Upto age 30: 3.2% Age between 31 to 40: 3.3% Age between 41 to 50: 0.9% Age above 50: 2.0%

* The Company follows the internal band-wise attrition rate from 1 April 2016.

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for the Year ended March 31, 2017

(All figures in Rs. Million, except share data and unless otherwise stated)

Future mortality rate is based on published rates under the Indian Assured Lives Mortality (2006-08) Ult table.

The estimates of future salary increases, considered in actuarial valuation, take account of inflation, seniority, promotion and other relevant factors, such as supply and demand in the employment market.

The employees of the Company are assumed to retire at the age of 60 years.

The expected contribution payable to the plan next year is Rs 50.0 million (31 March 2016: Rs 99.2 million; 1 April 2015: Rs 76.0 million)

Projected plan cash flow

The table below shows the expected cash flow profile of the benefits to be paid to the current membership of the plan based on past service of the employees as at the valuation date :

Maturity profile	(₹ millions)
Expected benefits for the year 1	48.7
Expected benefits for the year 2	57.1
Expected benefits for the year 3	75.3
Expected benefits for the year 4	62.0
Expected benefits for the year 5	84.0
Expected benefits for the year 6	65.3
Expected benefits for the year 7	48.4
Expected benefits for the year 8	67.4
Expected benefits for the year 9	57.2
Expected benefits for the year 10 and above	1,223.9

The weighted average duration to the payment of these cash flow is 9.64 years.

vii). Sensitivity analysis

Gratuity is a lump sum plan and the cost of providing these benefits is typically less sensitive to small changes in demographic assumptions. The key actuarial assumptions to which the benefit obligation results are particularly sensitive to are discount rate and future salary escalation rate.

The following table summarizes the impact in percentage terms on the reported defined benefit obligation at the end of the reporting period arising on account of an increase or decrease in the reported assumption by 50 basis points.

Particulars	Year ended March 31, 2017	
	Discount Rate	Salary Escalation Rate
Impact of increase in 50 bps on DBO (in percentage)	(4.6%)	4.7%
Impact of increase in 50 bps on DBO (in Rs. million)	(33.2)	33.7
Impact of decrease in 50 bps on DBO (in percentage)	5.0%	(4.4%)
Impact of decrease in 50 bps on DBO (in Rs. million)	36.0	(31.8)

These sensitivities have been calculated to show the movement in defined benefit obligation in isolation and assuming there are no other changes in market conditions at the accounting date. There have been no changes from the previous periods in the methods and assumptions used in preparing the sensitivity analysis.

Notes to the financial statements

for the Year ended March 31, 2017

(All figures in Rs. Million, except share data and unless otherwise stated)

(D). Provident Fund

i) Provident Fund - defined contribution plan

The Company contributes Provident Fund for certain eligible employees to the Regional Provident Fund Commissioner. The amounts debited to the Statement of Profit and Loss in this regard during the current year were Rs. 22.7 million (Previous year - Rs. 21.8 million).

ii) Provident Fund - defined benefit plan

The Company also contributes Provident Fund for other employees into a recognised Provident Fund Trust set up for the Company and contributions to the Trust are expensed to the Statement of Profit and Loss when such amounts are due. The Company has an obligation to make good the shortfall of income on investments earned by the Trust, if any, with regard to the interest due on contributions as per the rate notified by the Government.

The details of actuarial valuation as per the certificate furnished by independent actuary are given below:

a). Reconciliation of present value of defined benefit obligation and present value of plan assets

	Present value of obligation	Fair value of plan assets	Net amount
April 1, 2015	1,439.1	1,443.8	(4.7)
Current service cost	71.3	71.3	-
Interest expense/(income)	130.3	130.6	(0.3)
Total amount recognised in profit or loss	201.6	201.9	(0.3)
Remeasurements			
Transfer In / (Out)	353.4	353.4	-
Actuarial (gain)/loss on obligations	(14.1)	(10.8)	(3.3)
Total amount recognised in other comprehensive income	339.3	342.6	(3.3)
Employees contributions	170.7	170.7	-
Benefit payments	(495.1)	(495.1)	-
March 31, 2016	1,655.6	1,663.9	(8.3)

	Present value of obligation	Fair value of plan assets	Net amount
April 1, 2016	1,655.6	1,663.9	(8.3)
Current service cost	78.4	78.4	-
Interest expense/(income)	202.5	202.7	(0.2)
Total amount recognised in profit or loss	280.9	281.1	(0.2)
Remeasurements			
Transfer In / (Out)	49.6	49.6	-
Actuarial (gain)/loss on obligations	233.8	239.6	(5.8)
(Gain)/loss from change in financial assumptions	-	-	-
Experience (gains)/losses	-	-	-
Total amount recognised in other comprehensive income	283.4	289.2	(5.8)
Employees contributions	184.9	184.9	-
Benefit payments	(545.4)	(545.4)	-
March 31, 2017	1,859.4	1,873.7	(14.3)

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for the Year ended March 31, 2017

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b). Actuarial Assumptions

	For the Year ended March 31, 2017	For the Year ended March 31, 2016
Discount Rate	7.3%	8.0%
Attrition Rate		
Upto age 30	3.2%	3.2%
Age between 31 to 40	3.3%	3.3%
Age between 41 to 50	0.9%	0.9%
Age above 50	2.0%	2.0%
Yield on assets based on the book value	8.70%-9.20%	9.02%-9.50%
Outstanding term of the liabilities	15.12 years	15.12 years
Interest rate guarantee	8.7%	8.8%
Mortality Table	IALM (2006-08) Ultimate	IALM (2006-08) Ultimate
Normal retirement age	60 years	58 years

Projected plan cash flow

The table below shows the expected cash flow profile of the benefits to be paid to the current membership of the plan based on past service of the employees as at the valuation date :

Maturity profile	(₹ millions)
Expected benefits for the year 1	55.6
Expected benefits for the year 2	61.5
Expected benefits for the year 3	68.0
Expected benefits for the year 4	75.3
Expected benefits for the year 5	83.4
Expected benefits for the year 6 and above	573.4

c). Total contribution charged to the Statement of Profit and Loss for the aforesaid schemes amounts to Rs. 114.0 million (Previous year - Rs.107.4 million).

d). Sensitivity analysis

The following table summarizes the impact in percentage terms on the reported defined benefit obligation (DBO) at the end of the reporting period arising on account of an increase or decrease in the reported assumption by 50 basis points.

Particulars	Year ended March 31, 2017	
	Discount Rate	Interest rate guarantee
Impact of increase in 50 bps on DBO (in percentage)	- 0.3%	1.3%
Impact of increase in 50 bps on DBO (in Rs. million)	(6.1)	24.7
Impact of decrease in 50 bps on DBO (in percentage)	1.3%	- 0.3%
Impact of decrease in 50 bps on DBO (in Rs. million)	24.8	(6.0)

These sensitivities have been calculated to show the movement in defined benefit obligation in isolation and assuming there are no other changes in market conditions at the accounting date. There have been no changes from the previous year in the methods and assumptions used in preparing the sensitivity analysis.

Notes:

- The composition of Plan Assets are as per the Provident Fund scheme and Act of 1952.
- The excess of the Plan Assets over the liability for the Benefit Obligation has not been recognised in the books in line with the principle of prudence.

(E) Others

In respect of other defined contribution plans, the Company has recognized the following amounts in the Statement of Profit and Loss:

- Employer's Contribution to Superannuation Fund Rs. 79.7 million (Previous year Rs. 81.4 million)
- Employer's Contribution to ESI Rs. 1.2 million (Previous year Rs. 0.8 million)

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(All figures in Rs. Million, except share data and unless otherwise stated)

36. Segment information

An operating segment is a component that engages in business activities from which it may earn revenues and incur expenses, including revenues and expenses that relate to transactions with any of the other components, and for which discrete financial information is available. The Company is engaged in the business relating to products, projects and services for electricity transmission and related activities. Accordingly, the Company's activities/business is reviewed regularly by the Company's Managing Director assisted by an executive committee from an overall business perspective, rather than reviewing its products/services as individual standalone components. Thus, the Company has only one operating segment, and no reportable segments in accordance with Ind AS - 108 'Operating Segments'.

Segment reporting - Geographical segments

(i) The entity wide disclosures as required by Ind AS -108 are as follows:

Product / Service Description	Year ended 31 March 2017	Year ended 31 March 2016
Sale of power transmission equipments	18,279.8	14,632.8
Revenue from execution of contracts for projects and services	22,952.2	18,519.6
Sale of services (Spares, repairs, modernisation etc.)	1,279.7	1,501.6
Scrap sales	84.3	61.2
Revenue from operations	42,596.0	34,715.2

(ii) Revenue from external Customers

	Year ended 31 March 2017	Year ended 31 March 2016
India	36,918.2	29,707.5
Other Countries*	5,677.8	5,007.7
	42,596.0	34,715.2

*Exports to any single country are not material to be disclosed

Note: One customer accounts for approx 30% of Company's total revenue from operations.

Non-current assets* *	Year ended 31 March 2017	Year ended 31 March 2016
India	9,104.5	9,228.4
Other countries	-	-

** Non-current assets exclude financial instruments and deferred tax assets.

37. Share based Payments

The employees of the Company are entitled to the shares of General Electric Company, United States (ultimate holding company) and ALSTOM, France (erstwhile ultimate holding company) under an equity-settled share-based compensation plan. The share based payments expense disclosed under employee benefits expense is not material hence the required disclosures has not been provided.

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38: Related Party Transactions

Names of related parties and nature of relationship:

(i) Parties with whom control exist	
General Electric Company, United States (w.e.f. 02 November 2015)*	Ultimate Holding Company
GE Energy International Cooperatief U.A., Netherlands	Intermediate Holding Company
GE Albany Global Holdings BV, Netherlands (w.e.f. 02 November 2015)*	Intermediate Holding Company
GE Grid Alliance B.V., Netherlands (formerly ALSTOM Grid Holding BV, Netherlands and ALSTOM Grid Finance BV, Netherlands)	Intermediate Holding Company
Grid Equipments Private Limited, India	Immediate Holding Company

*ALSTOM France was Ultimate Holding Company and ALSTOM Holdings France was Holding company till Nov 01, 2015.

(ii) Key managerial personnel	
Mr. Rathindra Nath Basu (Managing Director upto 28 February 2017)	
Mr. Gaurav Manohar Negi (Chief Financial Officer w.e.f. 01 June 2016 and Whole time Director and Chief Financial Officer w.e.f. 26 July 2016)	
Mr. Nagesh Tilwani (Whole time director w.e.f. 21 December 2016)	
Mr. S.M. Momaya (Whole time Director and Chief Financial Officer upto 31 May 2016)	
Mr. Ravi Kumar Krishnamurthy (Whole time Director and Head AIS business upto 20 December 2016)	

(iii) Fellow Subsidiaries with whom transactions have taken place:

Grid Solutions Argentina S.A. (formerly ALSTOM Grid Argentina SA)	Argentina	PT Grid Solutions (formerly PT ALSTOM Grid) Indonesia	Indonesia
ALSTOM Grid Australia Pty Ltd	Australia	PT Unelec Indonesia	Indonesia
ALSTOM Austria GMBH	Austria	Grid Solutions SAS (formerly ALSTOM Grid SAS)	Iraq
Grid Solutions SAS (formerly ALSTOM Grid SAS)	Bahrein	GRID Solutions S.p.A. (formerly ALSTOM Grid SpA)	Italy
GRID Solutions Belgium (formerly ALSTOM Grid Belgium)	Belgium	ALSTOM Grid Japan K.K.	Japan
GE Digital Energy do Brasil Ltda.	Brazil	Grid Solutions SAS (formerly ALSTOM Grid SAS)	Kuwait
Grid Solutions Transmissao de Energia Ltda. (formerly ALSTOM Grid Energia Ltda)	Brazil	Grid Solutions SAS (formerly ALSTOM Grid SAS)	Libya
Reason Tecnologia S.A.	Brazil	GE Power Services (Malaysia) Sdn. Bhd. (formerly ALSTOM Services Sdn Bhd)	Malaysia
GE Multilin	Canada	GE Power Solutions (Malaysia) Sdn. Bhd.	Malaysia
Grid Solutions Canada ULC (formerly ALSTOM Grid Canada Inc)	Canada	GE Grid Solutions, S.A. de C.V. (formerly ALSTOM Grid Sa De C.V)	Mexico
ALSTOM (China) Investment Co., Ltd	China	GE Grid Solutions Maroc (formerly ALSTOM Grid Maroc Sarl)	Morocco
ALSTOM (Wuhan) Engineering & Technology Co., Ltd	China	GE Power Sp.z.o.o. (formerly ALSTOM Power Sp.Zoo)	Poland
ALSTOM Grid Technology Center Co., Ltd ALSTOM Shanghai Instrument Transformers Co., Ltd China	China	Grid Solutions Portugal, Lda. (formerly ALSTOM Grid Portugal Ltda)	Portugal
ALSTOM Suzhou High Voltage Switchgear Co., Ltd	China	Grid Solutions SAS (formerly ALSTOM Grid SAS)	Qatar
GE Grid (Shanghai) Co., Ltd. (formerly ALSTOM Grid (Shanghai) Co., Ltd)	China	Grid Solutions Romania Srl (formerly ALSTOM Grid Romania Srl)	Romania
GE Energy Colombia S.A. (formerly ALSTOM Colombia SA)	Colombia	Alstom Power SA	Saudi Arabia

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(iii) Fellow Subsidiaries with whom transactions have taken place (contd.):

Grid Solutions SAS (formerly ALSTOM Grid SAS)	Qatar	ALSTOM Saudi Arabia Transport and Power Ltd	Saudi Arabia
Grid Solutions for Electrical Networks S.A.E. (formerly ALSTOM Grid for Electrical Networks S.A.E)	Egypt	COGELEX	Saudi Arabia
Grid Solutions Oy (formerly ALSTOM Grid OY)	Finland	ALSTOM Grid Saudi Arabia Ltd	Saudi Arabia
ALSTOM IS&T SAS	France	GE Grid Solutions Pte. Ltd. (formerly ALSTOM Grid Pte Ltd)	Singapore
ALSTOM Management SA	France	GE Grid Solutions S.A. (formerly ALSTOM Grid SA)	Spain
ALSTOM Power Conversion SAS	France	GE Power Management S.L.	Spain
ALSTOM POWER SYSTEMS SA	France	GE Grid (Switzerland) GmbH (formerly ALSTOM Grid AG)	Switzerland
GE Support France (ALSTOM Support France)	France	General Electric (Switzerland) GmbH	Switzerland
Grid Solutions SAS (formerly ALSTOM Grid SAS)	France	General Electric Technology GmbH (formerly ALSTOM Technology Ltd)	Switzerland
GE Grid GmbH	Germany	Grid Solutions Enerji Endustrisi A.S. (formerly ALSTOM Grid Enerji Endustrisi A.S)	Turkey
GE Grid Messwandler GmbH (formerly ALSTOM Grid Messwandler GmbH)	Germany	ALSTOM Grid Middle East FZE	UAE
GE Grid Solutions Limited	Hong Kong	Grid Solutions SAS (formerly ALSTOM Grid SAS)	UAE
GE Capital Services India **	India	GE Grid Solutions (UK) Ltd	United Kingdom
GE India Exports Private Limited	India	General Electric Energy UK Ltd (formerly ALSTOM Grid U K Ltd)	United Kingdom
GE India Industrial Private Limited	India	ALSTOM Grid LLC	USA
GE Intelligent Platforms Private Limited	India	GE Working Capital Solutions, LLC	USA
GE Power India Limited (formerly ALSTOM India Ltd)	India	General Electric International Inc.	USA
Indo Tech Transformers Limited	India	Grid Solutions Vietnam Company Ltd (formerly ALSTOM Grid Vietnam Co., Ltd)	Vietnam

** Related Party till September 2016

(iv) Employee benefit trusts where control exists:

Alstom T&D India Limited (Pallavaram PF, Trust)	India	Alstom T&D India Limited (Staff PF Trust, Kolkata)	India
Alstom T&D India Limited (Regional PF Trust, Kolkata)	India	Alstom T&D India Limited (Senior Staff PF Trust, Kolkata)	India

Notes to the financial statements

for the Year ended March 31, 2017

(All figures in Rs. Million, except share data and unless otherwise stated)

38: Related Party Transactions (contd..)

Related party transactions and balances

Description Transactions	Year ended March 31, 2017					Year ended March 31, 2016				
	Ultimate Holding company	Immediate Holding company	Fellow Subsidiaries	Key management personnel	Employee benefit trusts	Ultimate Holding company	Immediate Holding company	Fellow Subsidiaries	Key management personnel	Employee benefit trusts
Revenue from operations										
General Electric Energy UK Ltd, United Kingdom			1,373.1					1,247.7		
Grid Solutions SAS, France			683.4					238.3		
GE Grid Solutions Pte Ltd, Singapore			300.8					217.5		
ALSTOM Suzhou High Voltage Switchgear Co. Ltd, China			193.1					163.8		
GE Power India Ltd, India			146.9					-		
ALSTOM Grid LLC, USA			146.0					140.8		
COGELEX, Saudi Arabia			144.3					-		
Others			744.0					1,524.6		
Purchase of raw material, components consumed and project bought outs										
General Electric Energy UK Ltd, United Kingdom			349.7					516.2		
Grid Solutions SAS, France			183.0					509.3		
ALSTOM IS&T SAS, France			155.8					-		
GE Grid (Switzerland) GmbH, Switzerland			113.9					206.4		
Reason Tecnologia S.A., Brazil			91.0					-		
GE Multilin, Canada			89.5					-		
ALSTOM Suzhou High Voltage Switchgear Co., Ltd, China			77.5					-		
Others			216.4			14.4		1,041.1		
Purchase of fixed assets										
General Electric Energy UK Ltd, United Kingdom			64.9					5.8		

Notes to the financial statements

for the Year ended March 31, 2017

(All figures in Rs. Million, except share data and unless otherwise stated)

	Year ended March 31, 2017					Year ended March 31, 2016				
	Ultimate Holding company	Immediate Holding company	Fellow Subsidiaries	Key management personnel	Employee benefit trusts	Ultimate Holding company	Immediate Holding company	Fellow Subsidiaries	Key management personnel	Employee benefit trusts
Alstom Grid Technology Center Co., Ltd, China			8.0					9.9		
GE Grid (Switzerland) GmbH, Switzerland			5.6					13.4		
Grid Solutions SAS, France			0.2					5.0		
Others			-					5.4		
Technology licence fee and others										
General Electric Energy UK Ltd, United Kingdom			136.9					144.3		
Grid Solutions SAS, France			21.3					23.1		
General Electric Technology GmbH, Switzerland			508.8					381.1		
ALSTOM Grid LLC, USA			16.1					24.9		
Trade mark fees										
General Electric Company, USA	255.2					-				
ALSTOM Holdings, France						165.3				
ALSTOM Management SA, France								145.6		
Interest										
GE Power India Limited, India			142.9					146.8		
Grid Equipments Private Limited, India		134.9					79.4			
ALSTOM Holdings, France			-			1.0				
Dividend remitted										
Grid Equipments Private Limited, India		315.9					315.9			
GE Grid Alliance B.V., Netherlands		29.8								
GE Energy Europe B.V., Netherlands #			0.1							
ALSTOM Holdings, France	-					29.8				
Borrowings availed										
GE Power India Limited, India			1,000.0					2,000.0		
Grid Equipments Private Limited, India		330.0					1,450.0			

Notes to the financial statements

for the Year ended March 31, 2017

(All figures in Rs. Million, except share data and unless otherwise stated)

	Year ended March 31, 2017					Year ended March 31, 2016				
	Ultimate Holding company	Immediate Holding company	Fellow Subsidiaries	Key management personnel	Employee benefit trusts	Ultimate Holding company	Immediate Holding company	Fellow Subsidiaries	Key management personnel	Employee benefit trusts
Borrowings repaid										
GE Power India Limited, India			800.0					-		
ALSTOM Holdings, France						638.8				
Key management personnel Remuneration										
Rathindra Nath Basu				19.7					48.0	
S.M.Momaya				11.1					15.9	
Ravi Kumar Krishnamurthy				15.3					18.4	
Gaurav Manohar Negi				16.1					-	
Nagesh Tilwani				9.7					-	
Key management personnel compensation										
Short-term employee benefits				56.4					76.3	
Post-employment benefits				10.4					6.0	
Long-term employee benefits				3.7					-	
Employee share based payment				1.4					-	

Notes to the financial statements

for the Year ended March 31, 2017

(All figures in Rs. Million, except share data and unless otherwise stated)

	Year ended March 31, 2017					Year ended March 31, 2016				
	Ultimate Holding company	Immediate Holding company	Fellow Subsidiaries	Key management personnel	Employee benefit trusts	Ultimate Holding company	Immediate Holding company	Fellow Subsidiaries	Key management personnel	Employee benefit trusts
Contribution to Employee related trusts					78.4					71.1
Alstom T&D India Limited (Pallavaram PF Trust)										
Closing Balances										
Trade receivables										
General Electric Energy UK Ltd, United Kingdom			219.0					170.0		
ALSTOM Suzhou High Voltage Switchgear Co., Ltd, China			48.6					-		
GE Grid Solutions Pte. Ltd, Singapore			46.5					77.2		
ALSTOM Grid LLC, USA			36.9					-		
Grid Solutions SAS, France			34.8					83.6		
PT Grid Solutions Indonesia			31.4					73.4		
GE Grid Solutions, S.A. de C.V., Mexico			26.7					58.4		
ALSTOM Grid Australia Pty Ltd, Australia			21.8					-		
GE India Industrial Pvt Ltd, India			18.9					-		
COGELEX, Saudi Arabia			16.2					-		
Grid Solutions for Electrical Networks S.A.E., Egypt			16.1					-		
Others			141.2					279.7		

Notes to the financial statements

for the Year ended March 31, 2017

(All figures in Rs. Million, except share data and unless otherwise stated)

	Year ended March 31, 2017					Year ended March 31, 2016				
	Ultimate Holding company	Immediate Holding company	Fellow Subsidiaries	Key management personnel	Employee benefit trusts	Ultimate Holding company	Immediate Holding company	Fellow Subsidiaries	Key management personnel	Employee benefit trusts
Trade payables										
General Electric Technology GmbH, Switzerland			599.8					-		
General Electric Energy UK Ltd, United Kingdom			509.8					21.9		
General Electric Company, USA / ALSTOM Management SA, France	441.7							131.0		
Grid Solutions SAS, France			241.7					210.0		
GE Grid (Switzerland) GmbH, Switzerland			84.9					437.5		
Reason Tecnologia S.A., Brazil			49.7					-		
ALSTOM Holdings, France	-					166.3				
Others			266.9					389.1		
Other current assets # #										
Recoverable from key management personnel										
Rathindra Nath Basu				14.5						
S.M.Momaya				16.1						
Ravi Kumar Krishnamurthy				9.6						
Borrowings										
GE Power India Limited, India			2,200.0					2,000.0		
Grid Equipments Private Limited, India		1,780.0					1,450.0			
Other financial liabilities										
GE Power India Limited, India			102.9					132.2		
Grid Equipments Private Limited, India		89.0					19.4			

All transactions with these related parties are priced on an arm's length basis. None of the balances are secured.

The total amount of dividend remittance in absolute value is Rs. 76,626, but for reporting purpose rounded up to 0.1 million.

In view of inadequacy of profits incurred by the Company during the financial year ended 31 March 2017 (in terms of Section 198 of Companies Act, 2013), (a) in terms of Part II of Schedule V of Companies Act, 2013 approval of Shareholders by way of special resolution is being sought for the payment of managerial remuneration (excluding the perquisites not included for the computation of the ceiling on remuneration as per Part II of Schedule V of Companies Act, 2013 viz. 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) of Rs. 17.0 million, Rs. 1.8 million, and Rs. 10.3 million to Mr. Rathindra Nath Basu, Mr. S. M. Momaya and Mr. Ravi Kumar Krishnamurthy, respectively, and (b) amounts of Rs. 14.5 million Rs. 16.1 million and Rs. 9.6 million are recoverable from Mr. Rathindra Nath Basu, Mr. S. M. Momaya and Mr. Ravi Kumar Krishnamurthy respectively, as excess remuneration.

Notes to the financial statements

for the Year ended March 31, 2017

(All figures in Rs. Million, except share data and unless otherwise stated)

39. Contingent liabilities

	As at March 31, 2017	As at March 31, 2016
(a) Contingent liabilities		
(i) Demands relating to		
Sales tax matters	476.7	103.2
Excise duty and Service tax matters	48.3	245.7
(ii) Claims against the Company not acknowledged as debts pertaining to legal cases	193.3	110.1

Notes:

- 1) Pending resolution of the respective proceedings, it is not practicable for the Company to estimate the timing of cash outflows, if any, in respect of the above as it is determinable only on receipt of judgment / decisions pending with various forums / authorities.
- 2) The Company is directly or indirectly involved in other lawsuits, claims and proceedings, which arise in the ordinary course of business. The Company have challenged these litigation with respective authorities. Based on the facts currently available, management believes that likelihood of outflow of resources is remote and hence the Company has not recognised these litigations under contingent liability as well.
- 3) The Company has reviewed all its pending litigations and proceedings and has adequately provided for where provisions are required and disclosed as contingent liabilities where applicable, in its financial statements. The Company does not expect the outcome of these proceedings to have a material adverse effect on its financial position. The Company does not expect any reimbursements in respect of above contingent liabilities.

40. Capital and other commitments

	As at March 31, 2017	As at March 31, 2016
(i) Estimated amount of contracts remaining to be executed on capital account and not provided for in these accounts (net of advances)	65.4	278.1
(ii) Export commitments against Export Promotion Capital Goods (EPCG) / advance licenses for import of capital goods / raw materials, at concessional rates of duty against which an undertaking to fulfil quantified exports / deemed exports within stipulated time period	106.9	1,907.1
	172.3	2,185.2

41. Loss/ (earnings) per share

The calculations of (loss)/ profit attributable to equity shareholders and weighted average number of equity shares outstanding for purposes of basic (loss)/ earnings per share calculation are as follows:

	As at March 31, 2017	As at March 31, 2016
Basic/diluted earnings per share		
(Loss)/ earnings attributable to the equity holders of the company	(866.6)	345.0
Weighted average number of equity shares	256,049,135.0	256,049,135.0
Total basic/ diluted (loss)/ earnings per share attributable to the equity holders of the company	(3.4)	1.3

Notes to the financial statements

for the Year ended March 31, 2017

(All figures in Rs. Million, except share data and unless otherwise stated)

42. Construction contracts

	As at March 31, 2017	As at March 31, 2016
A) Amounts in relation to contracts in-progress as at end of year		
i) Amount of contract revenue recognised in the period	26,066.8	18,934.1
ii) Method used to determine the contract revenue recognised in the period*		
iii) Method used to determine the stage of completion of contract in progress #		
B) Contracts-in-progress at the end of reporting period:		
i) Aggregate amount of costs incurred and recognised profit (less recognised losses) to date	154,118.4	139,453.0
ii) Amount of advance received	4,944.0	6,886.8
iii) Amount of retention	9,216.6	7,216.8
C) Recoverable/payable at the end of reporting period:		
i) Gross amount due from customers for contract work as an assets	3,517.1	5,056.2
ii) Gross amount due to customers for contract work as a liability	5,237.2	2,005.0
D) Contingent liabilities and contingent assets in accordance with Ind AS-37, Provision, contingent liabilities and contingent assets		
	-	-

The Company has determined the stage of completion of contracts on the basis of milestones which reflects the physical proportion of contract being completed.

* Percentage of completion method

43. Micro, Small and Medium Enterprises Development Act, 2006 ("MSMED")

	As at March 31, 2017	As at March 31, 2016
The Company has amounts due to suppliers under MSMED Act. The disclosure pursuant to the said Act is as under:		
(i) The principal amount and the interest due thereon remaining unpaid to any supplier		
Principal amount	301.3	610.3
Interest thereon	1.3	25.6
(ii) The amount of interest paid by the buyer in terms of section 18, along with the amounts of the payment made to the supplier beyond the appointed day	-	-
(iii) The amount of interest due and payable for the year of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under this Act	-	-
(iv) The amount of interest accrued and remaining unpaid	1.3	25.6
(v) The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues above are actually paid to the small investor	-	-

Note: The information relates to such vendors identified as micro and small enterprises, on the basis of information available with the Company.

Notes to the financial statements

for the Year ended March 31, 2017

(All figures in Rs. Million, except share data and unless otherwise stated)

44. Specified Bank Notes

As per the notification issued by Ministry of Corporate Affairs dated 30 March 2017, amended the Schedule III to the Companies Act, 2013 under which Company shall require to disclose the details of 'Specified Bank Notes' held and transacted during the period from 08 November 2016 to 30 December 2016.

The Company does not hold any cash during the year ended March 2017 hence there are no transactions which are required to disclosed in the following manner:

	Specified Bank Notes	Other denomination Notes	Total
Closing cash in hand as on 08 November 2016	-	-	-
(+) Permitted receipts	-	-	-
(-) Permitted payments	-	-	-
(-) Amount deposited in Banks	-	-	-
Closing cash in hand as on 30 December 2016	-	-	-

45. The Company has a process whereby periodically all long term contracts (including derivative contracts) are assessed for material foreseeable losses. At the year end, the Company has reviewed and ensured that adequate provision as required under any law / accounting standards for material foreseeable losses on such long term contracts (including derivative contracts) has been made in the books of account.

46. The Company's significant leasing arrangements are primarily in respect of operating leases for premises (office, residential, warehouses etc.) and vehicles. The aggregate lease rentals charged to the statement of Profit and Loss are Rs. 124.7 million (2015-16 Rs. 121.9 million).

For **B S R & Associates LLP**

Chartered Accountants

Firm Registration Number: 116231W/W-100024

Manish Gupta

Partner

Membership no: 095037

Place: New Delhi

Date: 24 May 2017

For and on behalf of the Board of Directors of **GE T&D India Limited**

Sunil Wadhwa

Managing Director

DIN no : 00259638

Manoj Prasad Singh

Company Secretary

Membership no : F4231

Place: New Delhi

Date: 24 May 2017

Gaurav Manohar Negi

Whole-time Director & CFO

DIN no : 02835748

GLOSSARY

AC	Alternating Current	kV	Kilo Volt
AGM	Annual General Meeting	LCC	Line Commutated Converter
AIMA	All India Management Association	LED	Light Emitting Diode
AIS	Air Insulated Switchgear	MINR	Million Indian Rupees
APS	Advanced Production System	MSETCL	Maharashtra State Electricity Transmission Corporation Limited
APTRANSCO	Andhra Pradesh Transmission Company	MV	Mega Volt
CCS	Conventional Control Systems	MVA	Mega Volt Amp
CDSL	Central Depository Services (India) Limited	MW	Mega Watt
CSR	Corporate Social Responsibility	NCT	National Capital Territory
DAP	Digital Automated Platform	NNTP	Neyveli New Thermal Power
DC	Direct Current	NPA	Non Performing Assets
DCS	Digital Control Systems	NSDL	National Depository Services Limited
DDUGJY	Deen Dayal Uppadhya Gram Jyoti Yojana	NTAMC	National Transmission Asset Management Centre
DMS	Distribution Management Systems	NTPC	National Thermal Power Corporation Limited
EHS	Environment, Health and Safety	OHSAS	Occupational Health and Safety Advisory Services
EHV	Extra High Voltage	PAT	Profit After Tax
EPCG	Export Promotion Capital Goods	PD	Performance Development
FACTS	Flexible Alternating Current Transmission Systems	PowerGrid	Powergrid Corporation of India Limited
GDP	Gross Domestic Product	R&D	Research and Development
GE	General Electric	R&M	Renovation and Modernisation
GENCO	Generation Companies	RTU	Remote Terminal Unit
GETCO	Gujarat Energy Transmission Company	SAARC	South Asian Association for Regional Cooperation
GIS	Gas Insulated Switchgear	SEBI	Securities and Exchange Boards of India
GT	Generator Transformer	SECI	Solar Energy Corporation of India
HV	High Voltage	SQCD	Safety, Quality, Cost and Delivery
HVDC	High Voltage Direct Current	T&D	Transmission and Distribution
ICT	Inter Connected Transformer	TBCB	Tariff Based Competitive Bidding
IEPF	Investor Education and Protection Fund	UDAY	Ujwal Discom Assurance Yojana
IPDS	Integrated Power Distribution Scheme	UHVDC	Ultra High Voltage Direct Current
ISO	International Organization for Standardisation	VSC	Voltage Source Converter
IT	Information Technology	WAMS	Wide Area Monitoring System

OUR GEOGRAPHICAL SPREAD IN INDIA



Map not to scale - for illustrative purposes only.



GE T&D India Limited
(Formerly ALSTOM T&D India Limited)

Connecting People to Reliable and Efficient Electrical Energy

Registered Office

A-18, First Floor, Okhla Industrial Area,
Phase II, New Delhi - 110 020.
Tel. No. 91 11 41610660