



## GE T&D India Limited

(CIN: L31102DL1957PLC193993)

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

Tel. No. 91 11 41610660

Website: <https://www.gevernova.com/regions/in/ge-td-india-limited>

### Notice of Annual General Meeting

**NOTICE is hereby given that the Sixty-Eighth (68<sup>th</sup>) Annual General Meeting of the members of GE T&D India Limited will be held on Wednesday, the 4<sup>th</sup> day of September, 2024 at 3:00 P.M. (IST), through Video Conferencing/ Other Audio-Visual Means (“VC/OAVM”) Facility to transact the following businesses:**

#### ORDINARY BUSINESS

##### 1. Adoption of Audited Financial Statements

To receive, consider and adopt the audited financial statements of the Company for the financial year ended March 31, 2024, together with reports of the Board of Directors and Auditors thereon.

##### 2. Declaration of Dividend

To declare a dividend of ₹ 2 (Rupee two only) per equity share for the financial year ended on March 31, 2024.

##### 3. Appointment of Mr. Johan Bindele (DIN: 09612906) as Director, liable to retire by rotation

To appoint a Director in place of Mr. Johan Bindele (DIN: 09612906) who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible, offers himself for re-appointment.

#### SPECIAL BUSINESS

##### 4. Ratification of remuneration of Cost Auditors for the financial year ending March 31, 2025

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

“**RESOLVED THAT** pursuant to the provisions of Section 148 of the Companies Act, 2013 (“the Act”) read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014 and such other applicable provisions, if any, of the Act (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), a cost audit fee of ₹ 7,50,000 (Rupees Seven Lakh

Fifty Thousand only), plus applicable taxes and reimbursement of out of pocket expenses, as recommended by the Audit Committee and approved by the Board of Directors of the Company, be and is hereby confirmed, ratified and approved to be paid to M/S Ramanath Iyer & Co., Cost Accountants, (Firm Registration No. 000019), the Cost Auditors of the Company, to conduct the audit of the relevant cost records of the Company, as prescribed under the Companies (Cost Records and Audit) Rules, 2014, as amended from time to time, for the financial year ending March 31, 2025.

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

##### 5. Related Party Transactions with Grid Solution SAS relating to sale/purchase/supply of any goods or material and/or, availing or rendering of any services.

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

“**RESOLVED THAT** pursuant to the provisions of Section 188 of the Companies Act, 2013 (“Act”) and other applicable provisions, if any, read with Rules made thereunder, other applicable laws/ statutory provisions, if any, (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof, for the time being in force), Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, (“Listing Regulations”), and the Company’s Policy on Related Party Transactions and subject to such approval(s), as may be necessary from time to time, and based on the recommendation of Audit committee and Board, the approval of members be and is hereby accorded to enter into following transactions with Grid Solution SAS, a related party within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations.

Nature of Transaction	Amount in ₹ million
Sale and purchase of goods and/or materials, including project related services	12,900
Availing or rendering of any services	1,200
<b>Total</b>	<b>14,100</b>

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

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

**RESOLVED FURTHER THAT** any of the Director(s) of the Board of Directors be and is hereby authorised to do all acts and take such steps on behalf of Board of Directors as may be considered necessary or expedient to give effect to the aforesaid resolution."

#### 6. Related Party Transaction with Grid Solutions Middle East FZE relating to sale/purchase/supply of any goods or material.

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

**"RESOLVED THAT** pursuant to the provisions of Section 188 of the Companies Act, 2013 ("Act") and other applicable provisions, if any, read with Rules made thereunder, other applicable laws/ statutory provisions, if any, (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof, for the time being in force), Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, ("Listing Regulations"), and the Company's Policy on Related Party Transactions and subject to such approval(s), as may be necessary from time to time and based on the recommendation of Audit Committee and Board, the approval of members be and is hereby accorded to enter into following transaction with Grid Solutions Middle East FZE, a related party within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations.

Nature of Transaction	Amount in ₹ million
Sale and purchase of goods and/or materials, including project related services	5,600

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

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

**RESOLVED FURTHER THAT** any of the Director(s) of the Board of Directors be and is hereby authorised to do all acts and take such steps on behalf of Board of Directors as may be considered necessary or expedient to give effect to the aforesaid resolution."

#### 7. Related Party Transaction with LM Wind Power Blades (India) Pvt Ltd relating to cash pool arrangements.

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

**"RESOLVED THAT** pursuant to the provisions of Section 188 of the Companies Act, 2013 ("Act") and other applicable provisions, if any, read with Rules made thereunder, other applicable laws/ statutory provisions, if any, (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof, for the time being in force), Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, ("Listing Regulations"), and the Company's Policy on Related Party Transactions and subject to such approval(s), as may be necessary from time to time and based on the recommendation of Audit Committee and Board, the approval of members be and is hereby accorded to enter into following transaction with LM Wind Power Blades (India) Pvt Ltd, a related party within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations.

Nature of Transaction	Amount in ₹ million
Borrowings from cash pool - up	3,000 outstanding at any given point of time
Inter-corporate deposits (ICD)/ lending in cash pool	7,000 outstanding at any given point of time
<b>Total</b>	<b>10,000</b>

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

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

**RESOLVED FURTHER THAT** any of the Director(s) of the Board of Directors be and is hereby authorised to do all acts and take such steps on behalf of Board of Directors as may be considered necessary or expedient to give effect to the aforesaid resolution.”

#### **8. Change the Name of the Company.**

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

**“RESOLVED THAT** pursuant to the provisions of Section 13 of the Companies Act 2013 and other applicable provisions, if any, read with Companies (Incorporation) Rules, 2014, (including any statutory modification or re-enactment thereof for the time being in force) and SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 and subject to the approval of Central Government (power delegated to Registrar of Companies) or such other authority(ies) as may be necessary,

the consent of the members be and is hereby given to change the name of the Company from “GE T&D INDIA LIMITED” to “GE VERNOVA T&D INDIA LIMITED.”

**“RESOLVED FURTHER THAT** upon and subject to obtaining requisite approvals, the name “GE T&D INDIA LIMITED” wherever it occurs in the Memorandum and Articles of Association of the Company, letter heads and other stationery of the Company be substituted by the name “GE VERNOVA T&D INDIA LIMITED”.

**“RESOLVED FURTHER THAT** any one Director or Company Secretary of the Company be and is hereby authorized to file necessary forms, applications etc. for giving effect to change of name & to do all such acts, deeds, things and matters as may be required or necessary in this matter on behalf of the Company.”

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

**Nimai Verma**  
Company Secretary  
M. No.: A40367

Place: Noida  
Date: July 16, 2024

**Notes:**

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("the Act") setting out material facts concerning the business under Item Nos. 4 to 8 of the accompanying Notice, is annexed hereto.
2. General instructions for accessing and participating in the 68<sup>th</sup> Annual General Meeting ('68<sup>th</sup> AGM') through VC/OAVM Facility and voting through electronic means including remote e-Voting.
  - a. The Ministry of Corporate Affairs ("MCA") vide its circular dated April 8, 2020, April 13, 2020, May 5, 2020, December 8, 2021, May 5, 2022, December 28, 2022 and September 25, 2023 (collectively referred to as "MCA Circulars"), and Securities & Exchange Board of India (SEBI) vide its Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023 read with Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022, Circular No. SEBI/HO/CFD/CMD1/CIR/F/2020/11 dated January 15, 2021 and Circular No. SEBI/HO/CFD/CMD1/CIR/F/2020/79 dated May 12, 2020 (collectively referred to as "SEBI Circulars") permitted convening the Annual General Meeting ("AGM") through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM"), without physical presence of the members at a common venue. In accordance with the MCA and SEBI Circulars, provisions of the Companies Act, 2013 ("the Act") and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), this 68<sup>th</sup> AGM is being held through VC/OAVM, which does not require physical presence of members at a common venue. The deemed venue for the 68<sup>th</sup> AGM shall be the Registered Office of the Company.
  - b. In terms of the MCA Circulars since the physical attendance of Members has been dispensed with, there is no requirement of appointment of proxies. Accordingly, the facility of appointment of proxies by Members under Section 105 of the Act will not be available for the 68<sup>th</sup> AGM. However, in pursuance of Section 112 and Section 113 of the Act, representatives of the Members may be appointed for the purpose of voting through remote e-Voting, for participation in the 68<sup>th</sup> AGM through VC/OAVM Facility and e-Voting during the 68<sup>th</sup> AGM.
  - c. Corporate/Institutional Investors who are Members of the Company, are encouraged to attend and vote in the 68<sup>th</sup> AGM through VC/OAVM Facility. Corporate Members intending to authorise representative(s) to vote through remote e-Voting, for participation in the 68<sup>th</sup> AGM through VC/OAVM Facility and e-Voting during the 68<sup>th</sup> AGM are requested to send a certified copy (PDF/JPEG format) of the Board Resolution/Authorization letter/ Power of Attorney together with specimen signature of those representatives to the scrutinizer at [pcs@vkcindia.com](mailto:pcs@vkcindia.com) authorizing their representative to vote on their behalf at the meeting.
  - d. In line with the MCA Circulars and SEBI Circulars, the Annual Report for the financial year 2023-24 and Notice of the 68<sup>th</sup> AGM will be available on the website of the Company at <https://www.governova.com/regions/in/ge-t-d-india-limited> on the website of BSE Limited at <https://www.bseindia.com> and National Stock Exchange of India Limited at <https://www.nseindia.com>. The Notice of 68<sup>th</sup> AGM will also be available on the website of NSDL at <https://www.evoting.nsdl.com>.
  - e. Since the AGM will be held through VC/OAVM Facility in accordance with the Circulars, the route map, proxy form and attendance slip are not annexed in this Notice.
  - f. National Securities Depositories Limited ("NSDL") will be providing facility for voting through remote e-Voting, for participation in the 68<sup>th</sup> AGM through VC/OAVM Facility and e-Voting during the 68<sup>th</sup> AGM.
  - g. Members may join the 68<sup>th</sup> AGM through VC/OAVM Facility by following the procedure as mentioned below which shall be kept open for the Members from 2:30 P.M. (IST) i.e., 30 minutes before the time scheduled at 3:00 P.M. (IST) to start the 68<sup>th</sup> AGM on 4<sup>th</sup> September, 2024 and the Company may close the window for joining the VC/OAVM Facility 30 minutes after the scheduled time to start the 68<sup>th</sup> AGM.
  - h. Members may note that the facility of participation at the 68<sup>th</sup> AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee and Auditors etc. who are allowed to attend the 68<sup>th</sup> AGM without restriction on account of first come first served basis.
  - i. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
  - j. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India ("ICSI"), Regulation 44 of Listing Regulations read with MCA Circulars and SEBI Circulars, the Company is providing remote e-Voting facility to its Members in respect of the business to be transacted at the 68<sup>th</sup> AGM and facility for those Members participating in the 68<sup>th</sup> AGM to cast vote through e-Voting system during the 68<sup>th</sup> AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency.

**3. Instructions for Members for Remote e-Voting and joining the 68<sup>th</sup> Annual General Meeting are as under:**

- a. The remote e-Voting period will commence on Sunday, September 1, 2024 (9:00 AM IST) and end on Tuesday, September 3, 2024 (5:00 PM IST). During this period, members of the Company, holding shares either in physical form or in dematerialized form, as on the "cut-off" date of Wednesday, August 28, 2024, may cast their vote by remote e-Voting. The remote e-Voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.
- b. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-Voting or casting vote through e-Voting system during the meeting. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Wednesday, August 28, 2024.

- c. A person who is not a member as on the cut-off date should treat this Notice of 68<sup>th</sup> AGM for information purpose only.

**How do I vote electronically using NSDL e-Voting system?**

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

**Step 1: Access to NSDL e-Voting system**

**A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode**

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li>1. Existing <b>IDEAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the "<b>Beneficial Owner</b>" icon under "<b>Login</b>" which is available under "<b>IDEAS</b>" section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "<b>Access to e-Voting</b>" under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>2. If you are not registered for IDEAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "<b>Register Online for IDEAS Portal</b>" or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>4. Shareholders/Members can also download NSDL Mobile App "<b>NSDL Speede</b>" facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol>



Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</li> <li>After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</li> <li>If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33

**B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

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

- Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
- Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/ Member’ section.
- A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID  For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID  For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company  For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
  - How to retrieve your 'initial password'?
    - If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
    - If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
- Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - Physical User Reset Password?** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
- After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
  - Now, you will have to click on "Login" button.
  - After you click on the "Login" button, Home page of e-Voting will open.

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

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

- After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
- Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
- Now you are ready for e-Voting as the Voting page opens.
- Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which



you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.

5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

#### General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/ JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [pcs@vkcindia.com](mailto:pcs@vkcindia.com) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on “Upload Board Resolution / Authority Letter” displayed under “e-Voting” tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call at 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre -Senior Manager, National Securities Depository Ltd., Trade World, 'A' Wing, 4<sup>th</sup> Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai – 400 013, at the designated email IDs: [evoting@nsdl.com](mailto:evoting@nsdl.com)

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

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

ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAAR (self-attested scanned copy of Aadhar Card) to the email address of the Registrars and Share Transfer Agents of the Company, M/s C B Management Services Pvt. Ltd. [rt@cbmsl.com](mailto:rt@cbmsl.com). If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e., Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**

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

#### THE INSTRUCTIONS FOR MEMBERS FOR E-VOTING ON THE DAY OF THE 68<sup>th</sup> AGM THROUGH VC/OAVM ARE AS UNDER:

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote during the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

#### INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE 68<sup>th</sup> AGM THROUGH VC/OAVM ARE AS UNDER:

- a) Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for access to NSDL e-Voting system. After successful login, you can see link of “VC/OAVM” placed under “Join meeting” menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve



the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.

- b) Members are encouraged to join the Meeting through Laptops for better experience.
- c) Further, Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- d) Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- e) Members can submit questions in advance with regard to the financial statements or any other matter to be placed at the 68<sup>th</sup> AGM, from their registered email address, mentioning their name, DP ID and Client ID number/folio number and mobile number, to reach the Company's email address [secretarial.compliance@ge.com](mailto:secretarial.compliance@ge.com) by Friday, August 30, 2024 by 5:00 P.M. (IST). Such questions by the Members shall be taken up during the meeting and replied by the Company suitably.
- f) Members, who would like to ask questions during the 68<sup>th</sup> AGM with regard to the financial statements or any other matter to be placed at the 68<sup>th</sup> AGM, need to register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID number/folio number and mobile number, to reach the Company's email address [secretarial.compliance@ge.com](mailto:secretarial.compliance@ge.com) by Friday, August 30, 2024 by 5:00 p.m. (IST). Those Members who have registered themselves as a speaker shall be allowed to ask questions during the 68<sup>th</sup> AGM, depending upon the availability of time. However, the opportunity to speak at the AGM out of the Registered speakers will be decided by the Company.

#### 4. Other Guidelines for Members

- a) It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-Voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on [www.evoting.nsd.com](http://www.evoting.nsd.com) to reset the password.
- b) The voting rights of Members shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date of Wednesday, 28 August, 2024.
- c) Any person, who acquires shares of the Company and becomes Member of the Company after the Company sends the Notice of the 68<sup>th</sup> AGM by email and holds

shares as on the cut-off date i.e. Wednesday, 28 August, 2024, may obtain the User ID and password by sending a request to the Company's registrars and share transfer agents through e-mail at [rta@cbmsl.com](mailto:rta@cbmsl.com) with a copy to NSDL at [evoting@nsdl.com](mailto:evoting@nsdl.com). However, if you are already registered with NSDL for remote e-Voting then you can use your existing user ID and password for casting your vote. If you have forgotten your password, you can reset your password by using "Forgot User Details/Password?" or "Physical User Reset Password?" option available on [www.evoting.nsd.com](http://www.evoting.nsd.com). In case of Individual Shareholders holding securities in Demat mode may follow steps mentioned in the Notice of the AGM under "Access to NSDL e-Voting system".

- d) Mr. Vineet K Chaudhary of M/s VKC & Associates, Practising Company Secretary having Membership No. F-5327 and failing him Mr. Mohit K Dixit, Practising Company Secretary (Membership No. F-12361) have been appointed as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-Voting process in a fair and transparent manner.
- e) During the 68<sup>th</sup> AGM, the Chairman shall, after response to the questions raised by the Members in advance or as a speaker at the 68<sup>th</sup> AGM, formally propose to the Members participating through VC/OAVM Facility to vote on the resolutions as set out in the Notice of the 68<sup>th</sup> AGM and announce the start of the casting of vote through the e-Voting system. After the Members participating through VC/OAVM Facility, eligible and interested to cast votes, have cast the votes, the e-Voting will be closed with the formal announcement of closure of the 68<sup>th</sup> AGM.
- f) The Scrutinizer shall after the conclusion of e-Voting at the 68<sup>th</sup> AGM, first download the votes cast at the AGM and thereafter unblock the votes cast through remote e-Voting and shall make a consolidated scrutinizer's report of the total votes cast in favour or against, invalid votes, if any, and whether the resolution has been carried or not, and such Report shall then be sent to the Chairman or a person authorized by him, within two days from the conclusion of the 68<sup>th</sup> AGM, who shall then countersign and declare the result of the voting forthwith.
- g) The Results declared along with the report of the Scrutinizer shall be placed on the website: <https://www.governova.com/regions/in/ge-td-india-limited/reports-financials> and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited and National Stock Exchange of India Limited (NSE).
5. Pursuant to the MCA Circulars and SEBI Circular, in view of the prevailing situation, owing to the difficulties involved in dispatching of physical copies of the Notice of the 68<sup>th</sup> AGM and the Annual Report for the financial year ended on March 31, 2024 including therein the Audited Financial Statements for financial

year ended on March 31, 2024, are being sent only by email to the Members. Therefore, those Members, whose email address is not registered with the Company or with their respective Depository Participant/s, and who wish to receive the Notice of the 68<sup>th</sup> AGM and the Annual Report for the financial year ended on March 31, 2024 and all other communication sent by the Company, from time to time, can get their email address registered by following the steps as given below:

- a. For Members holding shares in physical form: In compliance with SEBI Circulars dated November 3, 2021, December 14, 2021 and March 16, 2023, please send copy of signed Form ISR-1 mentioning your name, folio number, complete address, email address and telephone number to be registered along with scanned self-attested copy of the PAN and any document (such as Driving License, Passport, Bank Statement, AADHAAR) supporting the registered address of the Member, by post to the Company's Registrars and Share Transfer Agents: CB Management Services (P) Ltd, Unit: GE T&D India Ltd, P-22 Bondel Road, Kolkata, West Bengal - 700019. The Members can also forward a digitally signed copy of Form ISR-1 with supporting documents at the email address of the RTA: [rtta@cbmsl.com](mailto:rtta@cbmsl.com).
  - b. For the Members holding shares in demat form, please update your email address through your respective Depository Participant/s.
6. The Securities and Exchange Board of India ("SEBI") vide its Circulars dated November 3, 2021, December 14, 2021 and March 16, 2023 has mandated furnishing of PAN, KYC details (i.e., Postal Address with PIN Code, email address, mobile number, bank account details) and nomination details by holders of securities in prescribed forms. Effective from January 1, 2022, any service requests or complaints received from the member, are being processed by RTA on receipt of aforesaid details/ documents. On or after October 01, 2023, in case any of the above cited documents/ details are not available in the Folio(s), in terms of SEBI circulars, RTA shall be constrained to freeze such Folio(s).
  7. Members holding shares in physical form are requested to consider dematerializing their holding. As per SEBI norms, with effect from April 1, 2019, share transfers cannot be effected in physical form. Further, other service requests like, (i) issue of duplicate securities certificate, (ii) claim from unclaimed suspense account; (iii) renewal/exchange of securities certificate; (iv) endorsement; (v) sub-division / splitting of securities certificate; (vi) consolidation of securities certificates/folios; (vii) transmission and (viii) transposition, will also be processed/ effected in demat form only and Letter of Confirmation will be issued in lieu of Physical Share Certificate as per Gazette Notification no. SEBI/LADNRO/GN/2022/66 dated January 24, 2022 read with SEBI circular No. SEBI/HO/MIRSD/ MIRSD\_RTAMB/P/CIR/2022/8 dated January 25, 2022. Details with respect to the same are available on the website of the Company at <https://www.governova.com/regions/in/ge-t-d-india-limited>. It is also mandatory to link PAN with AADHAAR

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

8. The formats for Nomination and Updation of KYC details in accordance with the SEBI circular are available on the Company's website at <https://www.governova.com/regions/in/ge-t-d-india-limited/reports-financials>.
9. The Register of Members and the Share Transfer books of the Company will remain closed Thursday, August 29, 2024 to Wednesday, September 4, 2024, both days inclusive, for annual closing, payment of dividend and the AGM.
10. Members are requested to note that, dividends not encashed for a consecutive period of 7 years from the date of transfer to unpaid dividend account of the company are liable to be transferred to IEPF. The Company has transferred the unpaid or unclaimed dividends declared for financial years up to March 31, 2016 from time to time on due dates, to the Investor Education and Protection Fund (the IEPF) established by the Central Government.

Pursuant to the provisions of IEPF Rules, all shares in respect of which dividend has not been paid or claimed for seven consecutive years shall be transferred by the Company to the designated Demat Account of the IEPF Authority ("IEPF Account") within a period of thirty days of such shares becoming due to be transferred to the IEPF Account. Accordingly, 110,968 equity shares, in respect of which the dividend for the financial year ended March 31, 2016 and for periods thereafter remained unclaimed were transferred to IEPF on September 29, 2023, after following the prescribed procedure. The Members, whose unclaimed dividends/ shares have been transferred to IEPF, may claim the same by making an application to the IEPF Authority, in Form No. IEPF-5 available on [www.iepf.gov.in](http://www.iepf.gov.in). The Members/ Claimants can file one consolidated claim in a financial year as per the IEPF Rules.

Further, all the members who have not claimed/ encashed their dividends in the last seven consecutive years from financial year ended March 31, 2017 are advised to claim the same. In case valid claim is not received, the Company will proceed to transfer the respective shares to the IEPF Account in accordance with the procedure prescribed under the IEPF Rules.

11. SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") mandate Companies to credit the dividend to the Members electronically. Members are therefore urged to avail of this facility to ensure safe and speedy credit of their dividend into their bank account through the Banks' "Automated Clearing House" mode. Members who hold shares in demat mode should inform their Depository Participant, whereas Members holding shares in physical form should inform the Company at its Registered Office or to the Registrars and Share Transfer Agents of the Company, M/s C B Management Services Pvt. Ltd. having its office at P-22, Bondel Road, Kolkata 700 019 of the core banking account details allotted to them by their bankers. In cases where the core

- banking account details are not made available, the Company will issue the demand drafts mentioning the existing bank details available with the Company.
12. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised to not leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified from time to time.
  13. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details along with duly filled in and signed Form ISR-1 to the Company or the RTA.
  14. Members holding more than one share certificate in the same name or joint names in same order but under different Ledger Folios, are requested to apply for consolidation of such Folios and send the relevant share certificates to the Registrars and Share Transfer Agents to enable them to consolidate all such holdings into one single Account.
  15. Members holding shares in the physical form can avail of the nomination facility by filing Form No. SH.13 (in duplicate) with the Company or its Registrars and Share Transfer Agents M/s. C B Management Services (P) Ltd. where the nomination is made in respect of the securities held by more than one person jointly, all the joint holders together nominate in Form No. SH.13 any person as nominee. Blank Forms will be supplied on request.
  16. Members are requested to address all correspondence, including dividend-related matters, to RTA, M/s. CB Management Services Private Limited, P-22 Bondel Road, Kolkata, West Bengal – 700 019 or at [rta@cbmsl.com](mailto:rta@cbmsl.com) with a copy to Company Secretary of the company at [nimai.verma@ge.com](mailto:nimai.verma@ge.com). Members are requested to provide their E-mail address, telephone numbers, and quote their Folio numbers/ DP ID & Client ID in all correspondences to facilitate prompt response.
  17. Electronic copy of all the requisite documents referred to in the accompanying Notice of the 68<sup>th</sup> AGM and the Explanatory Statement shall be available for inspection in the Reports and Financials section of the website of the Company at <https://www.governova.com/regions/in/ge-td-india-limited/reports-financials>
  18. During the 68<sup>th</sup> AGM, Members may access the copy of Register of Directors & Key Managerial Personnel and their shareholding maintained under Section 170 of the Act and the Register of Contracts & Arrangements in which Directors are interested maintained under Section 189 of the Act and other documents as may be required, upon Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com>.
  19. The particulars in respect of Directors seeking re-appointment in the forthcoming Annual General Meeting as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in Secretarial Standard on General Meeting (SS-2) of Institute of Company Secretaries of India (ICSI), annexed as Annexure-1.
  20. The Board of Directors, in its meeting held on May 21, 2024, has recommended a final dividend @ 100% i.e. ₹2/- per Equity Share (face value of ₹ 2/- each) of the Company for the year ended 31<sup>st</sup> March 2024 which is subject to the shareholder's approval.
  21. The record date for the purpose of payment of the final dividend, if declared, shall be 28<sup>th</sup> August, 2024.
  22. To receive the dividend on time, Members holding shares in physical form should be KYC compliant and receive the dividend directly in their bank accounts through Electronic Clearing Service or any other means. Members are requested to send the following documents to our RTA:
    - a) Form No. ISR-1 duly filled and signed by the holders stating their name, folio number, complete address with pincode, and the following details relating to the bank account in which the dividend is to be received:
      - i. Name of Bank and Bank Branch;
      - ii. Bank Account Number & Type allotted by your bank after implementation of Core Banking Solutions;
      - iii. 11 digit IFSC Code; and
      - iv. 9-digit MICR Code.
    - b) Original copy of cheque bearing the name of the Member or first holder, in case shares are held jointly;
    - c) Self-attested copy of the PAN Card of all holders; and
    - d) Self-attested copy of any document (such as AADHAR Card, Driving License, Election Identity Card, Passport) in support of the address of the Member as registered with the Company.
    - e) Form ISR-2 duly filled signed. The signature of holders should be attested by the Bank Manager
    - f) Form SH-13 – Nomination form or ISR3 – to opt out from Nomination.
- The above Investor Service Request Forms (ISR) are available at RTA's website i.e. <https://cbmsl.com/>. According to the Finance Act, 2020, dividend income will be taxable in the hands of the Shareholders w.e.f. April 1, 2020, and the Company is required to deduct tax at source (TDS) from the dividend paid to the Members at prescribed rates in the Income Tax Act, 1961 ('the IT Act'). In general, to enable compliance with TDS requirements, Members are requested to complete and/or update their Residential Status, valid PAN linked to Aadhar, and Category as per the IT Act with their Depository Participants ('DPs') or in case shares are held in physical form, with the

Company Resident Individual Shareholder with PAN who is not liable to pay income tax can submit a yearly declaration in Form no 15 G/H to avail the benefit of non-deduction of tax at source by uploading the forms on <http://www.cbmsl.com/investor-parlour> or email to [rt@cbmsl.com.in](mailto:rt@cbmsl.com.in) by on or before August 21, 2024 to enable the Company to determine the appropriate TDS/ withholding tax rate applicable, verify the documents and provide exemption.

For the detailed process, please visit the website of the Company and also refer to the email to be sent to members in this regard. Shareholders are requested to note that if the PAN is not correct/ invalid/inoperative or have not filed their income tax returns, then tax will be deducted at higher rates prescribed under Sections 206AA or 206AB of the Income-tax Act, as applicable and in case of invalid PAN, they will not be able to get credit of TDS from the Income Tax Department.

Non-resident shareholders [including Foreign Institutional Investors (FIIs)/Foreign Portfolio Investors (FPIs)] can avail beneficial rates under tax treaty between India and their country of tax residence, subject to providing necessary documents i.e. No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 10F, any other document which may be required to avail the tax treaty benefits. For this purpose, the shareholder may submit the above documents (PDF/JPG Format) by e-mail to [secretarial.compliance@ge.com](mailto:secretarial.compliance@ge.com)

The aforesaid declarations and documents need to be submitted by on or before August 21, 2024.

Members holding shares in electronic form may please note that their bank details as furnished by the respective Depositories to the Company will be considered for remittance of dividends as per the applicable regulations of the Depositories and the Company will not entertain any direct request from such Members for change/ addition/deletion in such bank details. Accordingly, the Members holding shares in Demat form are requested to update their Electronic Bank Mandate with their respective DPs. Further, please note that instructions, if any, already given by Members in respect of shares held in physical form, will not be automatically applied to the dividend paid on shares held in electronic form.

## STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

### Item No. 4

The Board of Directors of the Company at its meeting held on May 21, 2024, on recommendation of the Audit Committee, has appointed M/s. Ramanath Iyer & Co., Cost Accountants (Firm registration No. 000019) as cost Auditor of the Company for the F.Y 2024-25, at an aggregate fee of ₹ 7,50,000/- (Rupees Seven Lakh Fifty thousand only) plus applicable taxes and out of pocket expenses, to conduct the audit of the relevant cost records of the Company, subject to confirmation, approval and ratification of fee/remuneration by the members at the 68<sup>th</sup> AGM.

In accordance with the provisions of Section 148 of the Companies Act, 2013 read with Rule 14 of Companies (Audit and Auditors) Rules 2014, the remuneration payable to the Cost Auditors has to be ratified by the members of the Company. Accordingly, approval of the members is sought for passing an Ordinary Resolution as set out at item no. 4 of the Notice for ratification of the remuneration payable to the Cost Auditor for the financial year ending March 31, 2025.

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

None of the directors and key managerial personnel of the Company and their relatives are in any way is concerned or interested, financial or otherwise, in the resolution set out at item no. 4 of the notice.

### Item No. 5

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

Nature of Transaction	Amount in ₹ million
Sale and purchase of goods and/or materials, including project related services	12,900
Availing or rendering of any services	1,200
<b>Total</b>	<b>14,100</b>

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

In terms of the Listing Regulations, a transaction with a related party is considered material, if the transaction(s) to be entered into, individually or taken together with previous transactions during a financial year, exceeds 10% of the annual consolidated turnover of the Company as per the last audited financial statements of

the Company. All material related party transactions require prior approval of the shareholders (non-related members).

The proposed related party transactions taken together with the transactions already undertaken are expected to exceed the threshold of 10% of the annual turnover of the Company as per the last audited financial statements and therefore would require prior approval of the shareholders (non-related members).

The Audit Committee and the Board of the Directors of the Company at their respective meetings held on 3 July, 2024, reviewed, and approved the aforesaid related/material related party transactions. In terms of SEBI (Listing Obligations and Disclosure Requirements) (Sixth Amendment) Regulations, 2021, the Audit Committee, has defined Material modification to be an increase beyond 10% on amount approved by the Audit Committee/ Board / Shareholders as the case may be, for Related Party Transaction for each Related Party.

**The details as required under SEBI Circular SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021 and Companies Act, 2013 and a summary of the information provided by the management to the audit committee is as under:**

Sl. No.	Particulars	Remarks
1.	Name of the Related Party	Grid Solution SAS
2.	Name of the Director or KMP who is related	None
3.	Relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)	Grid Solution SAS & GE T&D India Limited are part of the GE Vernova group and are related to each other as fellow subsidiaries.
4.	Type, material terms and particulars of the proposed transaction;	<ul style="list-style-type: none"> <li>• Sale or purchase of goods and/or materials and components, including project related services.</li> <li>• Availing and rendering of services.</li> </ul>
5.	Value of the proposed transaction	Upto INR 14,100 million
6.	Tenure of the proposed transaction (particular tenure shall be specified);	Tenure of the transactions is based on terms of specific orders on case-to-case basis. Approval is being sought till next Annual General Meeting.
7.	any advance paid or received for the contract or arrangement, if any	Nil
8.	the manner of determining the pricing and other commercial terms, both included as part of contract and not considered as part of the contract	<p>Goods, material, components and services are in ordinary course of business considering the complementary nature, strength, technology of related party the proposed transactions are in the best interest of the Company.</p> <p>All transactions are in terms of Transfer Pricing Policy of the Company and at arm's length and in the interest of the Company.</p>
9.	whether all factors relevant to the contract have been considered, if not, the details of factors not considered with the rationale for not considering those factors;	Not applicable
10.	The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction (and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided)	45%
11.	<p>If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary:</p> <p>(i) details of the source of funds in connection with the proposed transaction;</p> <p>(ii) where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments,</p> <ul style="list-style-type: none"> <li>• nature of indebtedness;</li> <li>• cost of funds; and</li> <li>• tenure;</li> </ul> <p>(iii) applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security; and</p> <p>(iv) the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT</p>	Not applicable

Sl. No.	Particulars	Remarks
12.	Justification as to why the RPT is in the interest of the listed entity	In order to pursue business, the Company regularly executes transactions with related parties. These business opportunities support in furtherance of the revenue and profitability of the Company. Considering the complementary nature, strength, technology of related party the proposed transactions are in the best interest of the Company.
13.	A copy of the valuation or other external party report, if any such report has been relied upon;	Not applicable

The Shareholders' approval for Related Party Transactions approved in an AGM shall be valid upto the date of the next AGM for a period not exceeding fifteen months. All these related party transactions are at arm's length and in the interest of the Company.

Thus, the Company is seeking approval of non-related members by way of Ordinary Resolutions for the related party transactions with Grid Solution SAS for financial year 2024-25 and upto the date of sixty-ninth Annual General Meeting.

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

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

#### Item No. 6

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

Nature of Transaction	Amount in ₹ million
Sale and purchase of goods and/or materials, including project related services	Upto 5,600 million

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

In terms of the Listing Regulations, a transaction with a related party is considered material if the transaction(s) to be entered into, individually or taken together with previous transactions during a financial year, exceeds 10% of the annual consolidated turnover of the Company as per the last audited financial statements of the Company. All material related party transactions require prior approval of the shareholders (non-related members).

The proposed related party transaction taken together with the transactions already undertaken are expected to exceed the threshold of 10% of the annual turnover of the Company as per the last audited financial statements and therefore would require prior approval of the shareholders (non-related members).

The Audit Committee and the Board of the Directors of the Company at their respective meetings held on 3 July, 2024, reviewed, and approved the aforesaid related/material related party transactions. In terms of SEBI (Listing Obligations and Disclosure Requirements) (Sixth Amendment) Regulations, 2021, the Audit Committee, has defined Material modification to be an increase beyond 10% on amount approved by the Audit Committee/ Board / Shareholders as the case may be, for Related Party Transaction for each Related Party.



**The details as required under SEBI Circular SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021 and Companies Act, 2013 and a summary of the information provided by the management to the Audit Committee are as under:**

Sl. No.	Particulars	Remarks
1.	Name of the Related Party	Grid Solutions Middle East FZE
2.	Name of the Director or KMP who is related	None
3.	Relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)	Grid Solutions Middle East FZE & GE T&D India Limited are part of the GE Vernova group and are related to each other as fellow subsidiaries.
4.	Type, material terms and particulars of the proposed transaction;	Sale of goods and/or materials and components including project related services
5.	Value of the proposed transaction	Upto INR 5,600 million
6.	Tenure of the proposed transaction (particular tenure shall be specified);	Tenure of the transactions is based on terms of specific orders on case-to-case basis. Approval is being sought till next Annual General Meeting.
7.	any advance paid or received for the contract or arrangement, if any	Nil
8.	the manner of determining the pricing and other commercial terms, both included as part of contract and not considered as part of the contract	Goods, material, components and services are in ordinary course of business considering the complementary nature, strength, technology of related party the proposed transactions are in the best interest of the Company. All transactions are in terms of Transfer Pricing Policy of the Company and at arm's length and in the interest of the Company.
9.	The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction (and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided)	18%
10.	If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary:	Not applicable
	(i) details of the source of funds in connection with the proposed transaction;	
	(ii) where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments,	
	• nature of indebtedness;	
	• cost of funds; and	
	• tenure;	
	(iii) applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security; and	
	(iv) the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	
11.	Justification as to why the RPT is in the interest of the listed entity	In order to pursue business, the Company regularly executes transactions with related parties. These business opportunities support in furtherance of the revenue and profitability of the Company. Considering the complementary nature, strength, technology of related party the proposed transactions are in the best interest of the Company.
12.	A copy of the valuation or other external party report, if any such report has been relied upon;	Not applicable

The Shareholders' approval for Related Party Transactions approved in an AGM shall be valid upto the date of the next AGM for a period not exceeding fifteen months. All these related party transactions are at arm's length and in the interest of the Company.

Thus, the Company is seeking approval of non-related members by way of Ordinary Resolutions for the related party transactions with Grid Solutions Middle East FZE for financial year 2024-25 and upto the date of sixty-ninth Annual General Meeting.

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

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



**Item No. 7**

This is to inform to the Members that there is a proposal to enter into the following transactions with a party namely LM Wind Power Blades (India) Pvt Ltd. (LM Wind), which are in the ordinary course of business, at arm's length and in the interest of the Company:

<b>Nature of Transaction</b>	<b>Amount in ₹ million</b>
Borrowings from cash pool - up	3,000 outstanding at any given point of time
Inter-corporate deposits (ICD)/ lending in cash pool	7,000 outstanding at any given point of time;
<b>Total</b>	<b>10,000</b>

LM Wind and GE T&D India Ltd. are part of the GE Vernova and are related to each other as fellow subsidiaries. Above transactions are considered as related party transactions, and in terms of the applicable provisions of Companies Act, 2013 ("Act") read with rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), related party transactions require prior approval of the Audit Committee.

In terms of the Listing Regulations, a transaction with a related party is considered material, if the transaction(s) to be entered into, individually or taken together with previous transactions during a financial year, exceeds 10% of the annual consolidated turnover of the Company as per the last audited financial statements of the Company. All material related party transactions require prior approval of the shareholders (non-related members).

The proposed related party transactions taken together with the transactions already undertaken are expected to exceed the threshold of 10% of the annual turnover of the Company as per the last audited financial statements and therefore would require prior approval of the shareholders (non-related members).

The Audit Committee and the Board of the Directors of the Company at their respective meetings held on July 3, 2024, reviewed, and approved the aforesaid related/material related party transactions. In terms of SEBI (Listing Obligations and Disclosure Requirements) (Sixth Amendment) Regulations, 2021, the Audit Committee, has defined Material modification to be an increase beyond 10% on amount approved by the Audit Committee/ Board / Shareholders as the case may be, for Related Party Transaction for each Related Party.

Cash pool arrangements from LM Wind has the following features / advantages:

**For Borrowings:**

- Availability of additional source of funds to manage liquidity.
- Market benchmark rate of Interest: Present rate of interest around 7.5% to 8.5%, which is variable in nature and is determined by independent transfer pricing consultant at arm's length and is benchmarked to prevailing bank and market prices.

- It is an unsecured loan, payable on demand and gives higher flexibility to manage funds and optimize interest cost.
- No minimum tenor of borrowings. Borrowing basis day end requirement within the entities based on the utilization of funds thereby interest cost incurred on the day end balance.
- Flexibility to repay borrowings on daily basis (which in case of bank is only on due date) thereby optimizing cost of borrowings.
- The terms of the cash pool arrangement are consistent with the cash pool arrangement existing within GE Vernova Group Company and its subsidiaries.
- Pool participants can terminate cash pooling at any time.

**For lending:**

- Better rate of interest on investment: At present around 7% which is variable in nature and is determined by independent transfer pricing consultant at arm's length and is benchmarked to prevailing bank and market prices. However, no loan is given at a rate of interest lower than the prevailing yield of one year, three-year, five year or ten-year Government Security closest to the tenor of the loan in compliance with the provision of section 186(7) of the Act.
- Better fund management and optimization of the interest benefit by depositing overnight funds.
- It is an unsecured loan to cash pool header, callable on demand.
- No minimum tenor of deposits. Pool participants have full liquidity rights and can withdraw cash lent to the cash pool at any time without any penalty of early withdrawal. Lending basis day end requirement within the entities based on availability of funds thereby interest income on the day end balance.
- The pool participants receive a return based on 1 year Government Bond rate (currently ~ 7%) on all cash deposited in the cash pool, calculated daily, irrespective of the tenor of the investment.
- The cash pooling offered rate of not less than 1 year with Govt. of India GSec with no penalty on early withdrawal is better than a similar Bank time deposit rate on new deposit rollovers of 91 day (currently at ~6.25% to 6.60% p.a.) with 1% penalty on early withdrawal.
- GE Vernova Inc and its subsidiaries have never defaulted on its obligations under cash pool arrangements.
- Although the pool leader is not guaranteed, it will operate in accordance with the same rigor of the policies and guidelines as with other global cash pools. The deposits of the cash pool leader get similar protection as is available with bank deposits of the Company.
- Pool participants can terminate cash pooling at any time.

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

**The details as required under SEBI Circular SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021, and the Companies Act, 2013 and a summary of the information provided by the management to the Audit Committee are as under:**

Sl. No.	Particulars	Details
1.	Name of the Related Party	LM Wind Power Blades (India) Pvt Ltd.
2.	Name of the Director or KMP who is related	None
3.	Nature of Relationship with the Company	LM Wind Power Blades (India) Pvt Ltd & GE T&D India Limited are part of the GE Vernova group and are related to each other as fellow subsidiaries.
4.	Relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)	
5.	Type, material terms and particulars of the proposed transaction;	<ul style="list-style-type: none"> <li>Borrowings from cash pool (taken/ to be taken excluding interest)</li> <li>Inter-corporate deposits (ICD)/ lending in cash pool (given/ to be given excluding interest)</li> </ul>
6.	Value of the proposed transaction	<ul style="list-style-type: none"> <li>Borrowings from cash pool - up to ₹ 3,000 million outstanding at any given point of time,</li> <li>Inter-corporate deposits (ICD)/ lending in cash pool - up to ₹ 7,000 million outstanding at any given point of time;</li> </ul>
7.	Tenure of the proposed transaction (particular tenure shall be specified)	The tenure of borrowings/ ICDs is short-term for working capital needs and is payable/ callable on demand. Approval is being sought till next Annual General Meeting.
8.	any advance paid or received for the contract or arrangement, if any	Nil
9.	the manner of determining the pricing and other commercial terms, both included as part of contract and not considered as part of the contract	All transactions are at arm's length and in the interest of the Company and is determined by independent transfer pricing consultant and is benchmarked to prevailing market prices.
10.	The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction (and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided)	Borrowing - 9% ICDs - 22%
11.	If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary:	
	(i) details of the source of funds in connection with the proposed transaction.	In line with the cash pool arrangement structure, to the extent the Company has surplus funds on a daily closing basis, the same gets automatically invested in the said cash pool with LM Wind Power Blades (India) Pvt Ltd.
	(ii) where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments,	Not applicable
	<ul style="list-style-type: none"> <li>nature of indebtedness;</li> <li>cost of funds; and</li> <li>tenure;</li> </ul>	
	(iii) applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security; and	Unsecured loan, payable/ callable on demand At present, interest is around 7% which is variable in nature and is determined by independent transfer pricing consultant at arm's length and is benchmarked to prevailing bank and market prices. However, no loan is given at a rate of interest lower than the prevailing yield of one year, three year, five year or ten year Government Security closest to the tenor of the loan in compliance with the provision of section 186(7) of the Act.
	(iv) the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	Utilized for business working capital requirements
12.	Justification as to why the RPT is in the interest of the listed entity	Borrowing: It is an unsecured loan, payable on demand and gives higher flexibility to manage funds and optimize interest cost Lending: Better fund management and optimization of the interest benefit by depositing overnight funds
13.	A copy of the valuation or other external party report, if any such report has been relied upon;	Not applicable

The Shareholders' approval for Related Party Transactions approved in an AGM shall be valid upto the date of the next AGM for a period not exceeding fifteen months.

All these related party transactions are at arm's length and in the interest of the Company.

Thus, the Company is seeking approval of non-related members by way of Ordinary Resolutions for the related party transactions with LM Wind Power Blades (India) Pvt Ltd. for financial year 2024-25 and upto the date of sixty-ninth Annual General Meeting.

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

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

### Item No. 8

The members be informed that after split of General Electric Company ('GEC') into GE Aerospace & GE Vernova and spun off energy business of GEC under GE Vernova Inc. w.e.f. April 2, 2024. Spin-off of the energy business resulted in transfer by GEC of 75.00% of its ultimate and indirect shareholding in GE T&D India Limited to GE Vernova Inc. Thus, GE Vernova Inc. substituted GEC and became the ultimate holding company of GE T&D India Limited.

Accordingly, the Board at its meeting held on July 16, 2024, has considered the proposal to add the name "Vernova" in the name of the Company and thus proposed to change the name from "GE T&D India Limited" to "GE Vernova T&D India Limited" subject to the approval of shareholders and other regulatory authorities as may be required.

All existing share certificates bearing the current name of the Company will, after the change of name, continue to be valid for all purposes. As per the provisions of Sections 13 and 14 of the Companies Act, 2013, approval of the shareholders is required for changing the name of the Company & consequent alteration in the Memorandum of Association and Articles of Association by way of passing a special resolution.

Further, a certificate from a Practicing Chartered Accountant as required under Regulation 45(3) of the SEBI (LODR) Regulations, 2015 has been obtained and copy of the same is available for inspection.

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

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

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

**Nimai Verma**

Company Secretary  
M. No.: A40367

Place: Noida  
Date: July 16, 2024

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

# Annexure-1

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

1.	Name	Mr. Johan Bindele, Non-Executive Director (DIN: 09612906)
2.	Age	47 Years
3.	Qualification	Mr. Johan holds an Engineering degree from France's ESIGELEC.
4.	Brief resume of the Director including nature of expertise in specific functional areas:	Mr. Johan Bindele has more than 27 years of experience in the energy industry, which includes running operations and large projects in India, Nepal, Sudan, Switzerland, and the US. He leads Grid System Integration business of GE Vernova and manages a global team of 2,000 employees spread across over 50 countries. The Grid System Integration comprises of High Voltage Direct Current (HVDC), FACTS technologies and the AC Systems. These division delivers up to 800 kV large turnkey projects and multi-sites projects including systems engineering, civil works, erection, and commissioning. The team designs and integrates transmission solutions that help meet the world's ever evolving power needs. Prior to joining GE's Grid Solutions in 2012, he has held several leadership positions within this business including Grid Integration Operations Leader, AC Systems Operations Leader for Europe, Russia, and CIS, Site Director at AC Systems' St. Priest site in France, and Leader of the Bushing & Traction Transformers activities in the Power Transformers division. Mr. Johan holds an Engineering degree from France's ESIGELEC.
5.	Remuneration Last Drawn	Not Applicable
6.	Terms & Conditions of appointment	Not Applicable
7.	Date of first Appointment on the Board	1 <sup>st</sup> June, 2022
8.	Shareholding in the company	Nil
9.	Inter-se Relationship between Directors/ Managers/ Key Managerial Personnel	None
10.	Directorship held in other companies (excluding foreign Companies, section 8 Companies and GE T&D India Limited)	Nil
11.	Membership/Chairmanship of Committees of other public Companies*	None
12.	Listed entities from which the Director has resigned in the past three years	Nil
13.	Pecuniary relationship with Company etc.	Mr. Johan Bindele is not having any Pecuniary relationship with Company.
14.	Number of Board Meetings Attended during the Financial Year 2023-24	Attended 10 Board meetings out of the 11 Board Meetings held during the Financial Year 2023-24.

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