

SCRUTINIZER'S REPORT

To,
The Chairman
'The International', V Floor, 16,
Marine Lines Cross Road No.1,
Off Maharshi Karve Road, Churchgate,
Mumbai-400020

Subject : Consolidated Scrutinizer's Report on remote e-voting conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by Companies (Management and Administration) Amendment Rules, 2015 and voting through electronic voting system at the 27th Annual General Meeting (AGM) of GE Power India Limited (hereinafter referred to as "the Company") held on Tuesday, July 23 ,2019 at 10:15 a.m. at Rama Watumull Auditorium, Kishinchand Chellaram College, Dinshaw Wachha Road, Churchgate, Mumbai-400020, Maharashtra, India.

NAME OF THE COMPANY	GE Power India Limited
MEETING	27th Annual General Meeting
DATE & TIME	Tuesday, July 23, 2019 at 10:15 a.m.
VENUE	Rama Watumull Auditorium, Kishinchand Chellaram College, Dinshaw Wachha Road, Churchgate, Mumbai – 400 020.

1. Appointment as Scrutinizer :

I, Hemant Kumar Singh, Practising Company Secretary was appointed as the Scrutinizer for the purpose of scrutinizing e-voting process (Remote e-voting)and voting by the use of electronic means (Insta poll) at the meeting Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 & 21 of the Companies (Management and Administration) Rules, 2014 (Amendment Rules, 2015) carried out at the 27th Annual General Meeting (AGM) of GE Power India Limited (hereinafter referred to as "the Company") held on Tuesday, July 23, 2019 at 10:15 a.m. at Rama Watumull Auditorium, Kishinchand Chellaram College, Dinshaw Wachha Road, Churchgate, Mumbai-400020, Maharashtra, India.

2. Compliance with Act:

The compliance with the provision of the Companies Act, 2013 and the Rule Made thereunder relating to voting through electronic means (by remote e-voting)and by use of electronic means (Instapoll) at the AGM by the shareholders on the resolutions proposed in the Notice of the 27th Annual general Meeting of the Company is the responsibility of the management. My responsibility as a scrutinizer is to ensure that the voting process both through electronic means and by use of electronic means



(Insta Poll) at the meeting are conducted in a fair and transparent manner and render consolidated Scrutinizer's Report of the total votes cast in favour or against if any, to the Chairman on the resolutions, based on the reports generated from the electronic voting system provided by National Securities Depository Limited (NSDL) and voting by use of electronic means (Instapoll) provided by Karvy Fintech Private Limited (Karvy).

2. Dispatch of Notice convening the meeting:

The Company has informed that, on the basis of the Register of the Members and the list of Beneficial Owners made available by the depositories viz., National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL), the Company completed dispatch of the Notice of the AGM as under:

- On June 28, 2019 by e-mail to 22861 members who had registered their e-mail – IDs with the Company/Depositories.
- On June 28, 2019 by speed post to 12802 members in physical form.

3. Cut- off Date

The voting rights were reckoned as on Tuesday, July 16, 2019, being the Cut- off date for the purpose of deciding the entitlements of members for the remote e-voting and voting at the AGM.

4. Remote e-Voting:

4.1 Agency:

The Company had appointed Karvy Fintech Private Limited (Karvy), the Registrar and Transfer Agents of the Company as the Agency for providing the remote e-voting platform.

4.2 Remote e-Voting:

Remote e-Voting platform was open from **Saturday, July 20, 2019 at 9:00 a.m. IST and ended on Monday, July 22, 2019 at 5:00 p.m. IST** and members were required to cast their votes electronically conveying their assent or dissent in respect of the Ordinary/Special Resolutions, on the e-Voting platform provided by Karvy.

5. Voting at the AGM:

5.1 As prescribed under Rule 20(4)(xiii) of the Companies (Management and Administration) Amendment Rules, 2015, for the purpose of ensuring that members who have cast their votes through remote e-Voting do not vote again at the general meeting, the Scrutinizer shall have access after closure of period of remote e-Voting and before the start of general meeting to only such details relating to members who have cast their votes through remote e-Voting, such as their names, DP ID/Client ID, folios, number of shares held but not the manner in which they have voted.



5.2 Accordingly, Karvy provided us the names, DP ID/ Client ID; folio Numbers and shareholding of the members who had cast their votes through remote e-Voting.

5.3 Karvy provided electronic voting facility (Instapoll) to the members who attended the AGM.

6. Counting process

6.1 On completion of voting at the meeting, Karvy provided me the list of members who had cast their votes, their holding details and details of vote cast on the resolution.

6.2 The votes were reconciled with the records maintained by the Company and Karvy with respect to the authorizations /proxies lodged with the Company.

6.3 The Instapoll Voting device was opened before me in the presence of two witnesses who are not the employees of the Company.

6.4 The votes on remote e-voting were unblocked at around 11.45 a.m., after conclusion of voting at the AGM in the presence of two witnesses who are not the employees of the Company and the e-voting results/ list of equity shareholders who have voted for and against were downloaded from the e- voting website of Karvy (<https://evoting.karvy.com>) and the same are being handed over to the Chairman.

7. Results:

7.1 I observed that

- a) 70 members had cast their votes at the meeting through Instapoll.
- b) 66 members had cast their votes through remote e-Voting.


7.2 The Consolidated Results with respect to each item on the agenda as set out in the Notice of the 27th AGM dated May 27, 2019 is enclosed.

7.3 Based on the aforesaid results, I report that Seven **Ordinary Resolutions** and Three **Special Resolutions** as contained in **Item No. 1 to10** of the Notice dated May 27, 2019 have been passed with requisite majority.

For **Hemant Singh & Associates**
(Company Secretaries)



Date: 23.07.2019
Place: Mumbai


Hemant Kumar Singh
Partner
M.No. 6033
C.P. No. 6370

Consolidated Results

a) **Resolution-1: Ordinary Resolution**

To receive, consider and adopt:

- a) The audited standalone financial statements of the Company for the financial year ended 31 March 2019, the Reports of the Board of Directors and Auditors thereon; and
b) The audited consolidated financial statements for the financial year ended 31 March 2019 and the report of Auditors thereon.

(i) Voted in **favour** of the resolution:

Mode of Voting	Number of Members voted	Number of vote cast by them	% of total number of valid votes cast
Remote e-Voting	62	55006674	
Voting by Instapoll	70	25461	
Total	132	55032135	99.9999

(ii) Voted **against** the Resolution:

Mode of Voting	Number of Members voted	Number of vote cast by them	% of total number of valid votes cast
Remote e-Voting	4	39	
Voting by Instapoll	0	0	
Total	4	39	0.0001

(iii) **Invalid** votes:

Total number of members whose votes were declared invalid.	Total number of votes invalid
0	0

b) **Resolution-2: Ordinary Resolution**

To declare dividend on Equity Shares for the financial year ended 31 March 2019.

(i) Voted in **favour** of the resolution:

Mode of Voting	Number of Members voted	Number of vote cast by them	% of total number of valid votes cast
Remote e-Voting	62	55006674	
Voting by Instapoll	70	25461	
Total	132	55032135	99.9999

(ii) Voted **against** the Resolution:

Mode of Voting	Number of Members voted	Number of vote cast by them	% of total number of valid votes cast
Remote e-Voting	4	39	
Voting by Instapoll	0	0	
Total	4	39	0.0001



(iii) **Invalid** votes:

Total number of members whose votes were declared invalid.	Total number of votes invalid
0	0

c) **Resolution-3: Ordinary Resolution**

To appoint a Director in place of Mr. Vishal Keerti Wanchoo, Director (DIN: 02776467), who retires by rotation, and being eligible, offers himself for re-appointment.

(i) Voted in **favour** of the resolution:

Mode of Voting	Number of Members voted	Number of vote cast by them	% of total number of valid votes cast
Remote e-Voting	60	54983016	
Voting by Instapoll	70	25461	
Total	130	55008477	99.9569

(ii) Voted **against** the Resolution:

Mode of Voting	Number of Members voted	Number of vote cast by them	% of total number of valid votes cast
Remote e-Voting	6	23697	
Voting by Instapoll	0	0	
Total	6	23697	0.0431

(iii) **Invalid** votes:

Total number of members whose votes were declared invalid.	Total number of votes invalid
0	0

d) **Resolution-4: Ordinary Resolution**

To ratify the remuneration of M/s. Shome & Banerjee, Cost Accountants (Firm Registration No. 000001), Cost Auditors for financial year 2019-20.

(i) Voted in **favour** of the resolution:

Mode of Voting	Number of Members voted	Number of vote cast by them	% of total number of valid votes cast
Remote e-Voting	62	55006674	
Voting by Instapoll	70	25461	
Total	132	55032135	99.9999



(ii) Voted **against** the Resolution:

Mode of Voting	Number of Members voted	Number of vote cast by them	% of total number of valid votes cast
Remote e-Voting	4	39	
Voting by Instapoll	0	0	
Total	4	39	0.0001

(iii) **Invalid** votes:

Total number of members whose votes were declared invalid.	Total number of votes invalid
0	0

e) **Resolution-5: Ordinary Resolution**

To appoint Mr. Prashant Chiranjive Jain (DIN:06828019) as a Director w.e.f. this Annual General Meeting and Managing Director of the Company w.e.f. 17April 2019 for a period of three (3) years.

(i) Voted in **favour** of the resolution:

Mode of Voting	Number of Members voted	Number of vote cast by them	% of total number of valid votes cast
Remote e-Voting	61	54987517	
Voting by Instapoll	70	25461	
Total	131	55012978	99.9651

(ii) Voted **against** the Resolution:

Mode of Voting	Number of Members voted	Number of vote cast by them	% of total number of valid votes cast
Remote e-Voting	5	19196	
Voting by Instapoll	0	0	
Total	5	19196	0.0349

(iii) **Invalid** votes:

Total number of members whose votes were declared invalid.	Total number of votes invalid
0	0

f) **Resolution-6: Special Resolution**

To re-appoint Mr. Arun Kannan Thiagarajan (Din : 00292757) as an Independent Director for second term of Five (5) consecutive years upto 24 July, 2024.

(i) Voted in **favour** of the resolution:

Mode of Voting	Number of Members voted	Number of vote cast by them	% of total number of valid votes cast
Remote e-Voting	52	54907436	
Voting by Instapoll	70	25461	
Total	122	54932897	99.8196



(ii) Voted **against** the Resolution:

Mode of Voting	Number of Members voted	Number of vote cast by them	% of total number of valid votes cast
Remote e-Voting	14	99277	
Voting by Instapoll	0	0	
Total	14	99277	0.1804

(iii) **Invalid** votes:

Total number of members whose votes were declared invalid.	Total number of votes invalid
0	0

g) **Resolution-7: Special Resolution**

To be re-appointed of Dr. Uddesh Kumar Kohli (Din :00183409) as an Independent Director for second term of Five (5) consecutive years upto 24 July, 2024.

(i) Voted in **favour** of the resolution:

Mode of Voting	Number of Members voted	Number of vote cast by them	% of total number of valid votes cast
Remote e-Voting	54	54925761	
Voting by Instapoll	70	25461	
Total	124	54951222	99.8529

(ii) Voted **against** the Resolution:

Mode of Voting	Number of Members voted	Number of vote cast by them	% of total number of valid votes cast
Remote e-Voting	12	80952	
Voting by Instapoll	0	0	
Total	12	80952	0.1471

(iii) **Invalid** votes:

Total number of members whose votes were declared invalid.	Total number of votes invalid
0	0



h) **Resolution-8: Ordinary Resolution**

To approve material related party transactions entered during for FY 2018-19.

(i) Voted in **favour** of the resolution:

Mode of Voting	Number of Members voted	Number of vote cast by them	% of total number of valid votes cast
Remote e-Voting	35	8139526	
Voting by Instapoll	70	25461	
Total	105	8164987	91.4323

(ii) Voted **against** the Resolution:

Mode of Voting	Number of Members voted	Number of vote cast by them	% of total number of valid votes cast
Remote e-Voting	30	765104	
Voting by Instapoll			
Total	30	765104	8.5677

(iii) **Invalid** votes:

Total number of members whose votes were declared invalid.	Total number of votes invalid
1*	46102083

* Abstained from voting

i) **Resolution-9: Ordinary Resolution**

To approve proposed material related party transactions for FY 2019-20.

(i) Voted in **favour** of the resolution:

Mode of Voting	Number of Members voted	Number of vote cast by them	% of total number of valid votes cast
Remote e-Voting	35	8135275	
Voting by Instapoll	70	25461	
Total	105	8160736	91.3847

(ii) Voted **against** the Resolution:

Mode of Voting	Number of Members voted	Number of vote cast by them	% of total number of valid votes cast
Remote e-Voting	30	769355	
Voting by Instapoll	0	0	
Total	30	769355	8.6153

(iii) **Invalid** votes:

Total number of members whose votes were declared invalid.	Total number of votes invalid
1*	46102083

* Abstained from voting



j) Resoluton-10: Special Resolution

To approve GE share Purchase Plan offered by General Electric Company, USA to the Company's employee.

(i) Voted in **favour** of the resolution:

Mode of Voting	Number of Members voted	Number of vote cast by them	% of total number of valid votes cast
Remote e-Voting	49	54491723	
Voting by Instapoll	70	25461	
Total	119	54517184	99.0642

(ii) Voted **against** the Resolution:

Mode of Voting	Number of Members voted	Number of vote cast by them	% of total number of valid votes cast
Remote e-Voting	17	514990	
Voting by Instapoll	0	0	
Total	17	514990	0.9358

(iii) **Invalid** votes:

Total number of members whose votes were declared invalid.	Total number of votes invalid
0	0

All relevant records of voting will remain in my custody until the Chairman considers, approves and signs the minutes of the 27th Annual General Meeting and the same shall be handed over thereafter to the Chairman/Company Secretary for safe keeping.



Thanking You,

Yours faithfully,

Hemant Kumar Singh
(Partner)

Membership. No. FCS 6033
C.P. No. 6370

Date: 23.07.2019

Place: Mumbai