



GE T&D India Limited

L31102DL1957PLC193993

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

July 14, 2021

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

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

Code No. 522275

Symbol: GET&D

Dear Sir,

Sub: Notice of 65th AGM and Annual Report for financial year ended on March 31, 2021

This is to inform you that in accordance with the General Circular nos. 14/2020, 17/2020, 20/2020 & 02/2021 issued by the Ministry of Corporate Affairs ("MCA") and Circular nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79 and SEBI/HO/CFD/CMD2/CIR/P/2021/11 issued by Securities and Exchange Board of India, the 65th Annual General Meeting (AGM) of the Members of the Company will be held on Friday, August 6, 2021 through Video Conferencing ("VC")/Other Audio Visual Means ("OAVM") without the physical presence of members at a common venue.

In accordance with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith a copy of the Notice of the sixty-fifth Annual General Meeting (AGM) of the Company scheduled to be held on Friday, August 6, 2021 along with the Annual Report for the financial year ended on March 31, 2021.

The same is also being sent to the members of the Company whose email addresses are registered with the Company / Depository Participant(s).

Thanking you,

Yours faithfully,

For GE T&D India Limited

Manoj Prasad Singh
Company Secretary



GE T&D India Limited

(CIN: L31102DL1957PLC193993)

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

Tel. No. 91 11 41610660

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

NOTICE OF ANNUAL GENERAL MEETING

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

ORDINARY BUSINESS

1. To receive, consider and adopt the audited financial statements of the Company for the financial year ended March 31, 2021, together with reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Gaurav Manohar Negi (DIN 02835748), who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint M/s. Deloitte Haskins & Sells, Chartered Accountants, statutory auditors of the Company to hold office from the conclusion of 65th AGM until the conclusion of 70th AGM and to authorise the Board of Directors to fix their remuneration and for that purpose, to consider and, if thought fit, to pass, with or without modification(s), the following resolution as an ORDINARY RESOLUTION:

“RESOLVED THAT pursuant to the provisions of Section 139, 140, 142 and other applicable provisions of the Companies Act, 2013 and Companies (Audit and Auditors) Rules, 2014, M/s. Deloitte Haskins & Sells, Chartered Accountants, 7th Floor, Building 10, Tower B, DLF Cyber City Complex, DLF City Phase II, Gurugram - 122 002, Haryana, India, Firm Registration No. 015125N, be and are hereby appointed as statutory auditors of the Company, to hold office of the statutory auditors from conclusion of this 65th AGM until the conclusion of 70th AGM on such remuneration as may be mutually determined between the said Auditors and the Board of Directors of the Company.”

SPECIAL BUSINESS

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

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

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

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to take necessary steps to give effect to the Resolution.”

5. **Appointment of Mr. Mahesh Shrikrishna Palashikar (holding DIN 02275903) as a Director, liable to retire by rotation**

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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of the Company, approval of members be and is hereby accorded to the Board of Directors of the Company to enter into following transactions with UK Grid Solutions Limited, a related party within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations in the financial year 2021-22 and onwards:

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

on such terms and conditions as the Board of Directors may deem fit, provided that the said transaction(s) so carried out shall be at arm's length basis, in the ordinary course of business and in the interest of the Company
RESOLVED FURTHER THAT consent of members be and is hereby accorded to the Board for the acts and deeds already done in the aforesaid matter and further authorized to finalize the terms and conditions as may be considered necessary, expedient or desirable and execute such agreements, documents and writings to give effect to the above resolution.

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

By order of the Board

Place : New Delhi
Date : June 10, 2021

Manoj Prasad Singh
Company Secretary

Notes:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("the Act") setting out material facts concerning the business under Item Nos. 4 to 10 of the accompanying Notice, is annexed hereto.
2. General instructions for accessing and participating in the 65th AGM through VC/OAVM Facility and voting through electronic means including remote e-Voting.
 - a. In view of the outbreak of the COVID-19 pandemic, social distancing norm to be followed and the continuing restriction on movement of persons at several places in the country and in compliance with the General Circular nos. 14/2020, 17/2020, 20/2020, 02/2021 issued by the Ministry of Corporate Affairs ("MCA") and Circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/79 and SEBI/HO/CFD/CMD2/CIR/P/2021/11 issued by the SEBI (hereinafter collectively referred to as "the Circulars"), companies are allowed to hold AGM through VC, without the physical presence of members at a common venue. Hence the 65th AGM of the Company is being conducted through VC/OAVM Facility, which does not require physical presence of members at a common venue. The deemed venue for the 65th AGM shall be the Registered Office of the Company.
 - b. In terms of the MCA Circulars since the physical attendance of Members has been dispensed with, there is no requirement of appointment of proxies. Accordingly, the facility of appointment of proxies by Members under Section 105 of the Act will not be available for the 65th AGM. However, in pursuance of Section 112 and Section 113 of the Act, representatives of the Members may be appointed for the purpose of voting through remote e-Voting, for participation in the 65th AGM through VC/OAVM Facility and e-Voting during the 65th AGM.
 - c. Institutional Investors who are Members of the Company, are encouraged to attend and vote in the 65th AGM through VC/OAVM Facility. Corporate Members intending to authorise representative(s)

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- to vote through remote e-Voting, for participation in the 65th AGM through VC/OAVM Facility and e-Voting during the 65th AGM are requested to send a certified copy of the Board Resolution to the scrutinizer at pcs@vkcindia.com authorizing their representative to vote on their behalf at the meeting.
- d. In line with the MCA Circulars and SEBI Circular, the Notice of the 65th AGM will be available on the website of the Company at <http://www.ge.com/in/ge-td-india-limited>, on the website BSE Limited and NSE, at www.bseindia.com and www.nseindia.com, respectively, and also on the website of NSDL at www.evoting.nsdl.com.
 - e. Since the AGM will be held through VC/OAVM Facility, the Route Map is not annexed in this Notice.
 - f. National Securities Depositories Limited ("NSDL") will be providing facility for voting through remote e-Voting, for participation in the 65th AGM through VC/OAVM Facility and e-Voting during the 65th AGM.
 - g. Members may join the 65th AGM through VC/OAVM Facility by following the procedure as mentioned below which shall be kept open for the Members from 2:30 p.m. IST i.e. 30 minutes before the time scheduled to start the 65th AGM and the Company may close the window for joining the VC/OAVM Facility 30 minutes after the scheduled time to start the 65th AGM.
 - h. Members may note that the VC/OAVM Facility, provided by NSDL, allows participation of at least 1,000 Members on a first-come-first-served basis. The large members (i.e. members holding 2% or more shareholding), promoters, institutional investors, directors, key managerial personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, auditors, etc. can attend the 65th AGM without any restriction on account of first-come-first-served principle.
 - i. Attendance of the Members participating in the 65th AGM through VC/OAVM Facility shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
 - j. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India ("ICSI"), Regulation 44 of Listing Regulations read with MCA Circulars and SEBI Circulars, the Company is providing remote e-Voting facility to its Members in respect of the business to be transacted at the 65th AGM and facility for those Members participating in the 65th AGM to cast vote through e-Voting system during the 65th AGM.
3. Instructions for Members for Remote e-Voting and joining the 65th Annual General Meeting are as under:
 - a. The remote e-Voting period will commence on August 3, 2021 (9:00 am IST) and end on August 5, 2021 (5:00 pm IST). During this period, members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of July 30, 2021, may cast their vote by remote e-Voting. The remote e-Voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.
 - b. A person who is not a Member as on the cut-off date should treat this Notice of 65th AGM for information purpose only.

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

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

Step 1: Access to NSDL e-Voting system

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

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

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

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

NSDL Mobile App is available on

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



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

NOTICE

Individual Shareholders (holding securities in demat mode) login through their depository participants

You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Once login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on options available against company name or **e-Voting service provider-NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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

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

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

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

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

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

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below:

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

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

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

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

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join General Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

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General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/ JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to pcs@vkcindia.com with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Mr. Amit Vishal, Assistant Vice President or Ms. Pallavi Mhatre, Manager, National Securities Depository Ltd., Trade World, 'A' Wing, 4th Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai – 400 013, at the designated email IDs: evoting@nsdl.co.in or AmitV@nsdl.co.in or pallavid@nsdl.co.in or at telephone nos. : +91-22-24994360 or +91-99202 64780 or +91-22-24994545.

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

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAAR (self-attested scanned copy of Aadhar Card) by email to the email address of the Registrars and Share Transfer Agents of the Company, M/s C B Management Services Pvt. Ltd. rta@cbmsl.com.
 2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAAR (self-attested scanned copy of Aadhar Card) to the email address of the Registrars and Share Transfer Agents of the Company, M/s C B Management Services Pvt. Ltd. rta@cbmsl.com. If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
 4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE 65th AGM THROUGH VC/OAVM ARE AS UNDER:

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The Helpline details of the person who may be contacted by the Member needing assistance with the use of technology, before or during the 65th AGM shall be the same persons mentioned for remote e-Voting and reproduced hereunder for convenience:
 - I. Mr. Amit Vishal, Assistant Vice President, NSDL at the designated email ID: evoting@nsdl.co.in or AmitV@nsdl.co.in or at telephone number: +91-22-24994360
 - II. Ms. Pallavi Mhatre, Manager, NSDL at the designated email ID: evoting@nsdl.co.in, pallavid@nsdl.co.in or at telephone number +91 22 2499 4545.

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

- a. Member will be provided with a facility to attend the 65th AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM link" placed under "**Join General meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
- b. Members are encouraged to join the Meeting through Laptops for better experience.
- c. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- d. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- e. Members can submit questions in advance with regard to the financial statements or any other matter to be placed at the 65th AGM, from their registered email address, mentioning their name, DP ID and Client ID number /folio number and mobile number, to reach the Company's email address company.secretary@ge.com at least 48 hours in advance before the start of the meeting i.e. by Wednesday, August 4, 2021 by 3:00 p.m. IST. Such questions by the Members shall be taken up during the meeting and replied by the Company suitably.
- f. Members, who would like to ask questions during the 65th AGM with regard to the financial statements or any other matter to be placed at the 65th AGM, need

to register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID number/folio number and mobile number, to reach the Company's email address company.secretary@ge.com at least 48 hours in advance before the start of the 65th AGM i.e. by Wednesday, August 4, 2021 by 3:00 p.m. IST. Those Members who have registered themselves as a speaker shall be allowed to ask questions during the 65th AGM, depending upon the availability of time.

4. **Other Guidelines for Members**

- a. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-Voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsd.com to reset the password.
- b. The voting rights of Members shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date of July 30, 2021.
- c. Any person, who acquires shares of the Company and becomes Member of the Company after the Company sends the Notice of the 65th AGM by email and holds shares as on the cut-off date i.e. Friday, July 30, 2021, may obtain the User ID and password by sending a request to the Company's registrars and share transfer agents e-mail address rta@cbmsl.com. However, if you are already registered with NSDL for remote e-Voting then you can use your existing user ID and password for casting your vote. If you have forgotten your password, you can reset your password by using "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsd.com. In case of Individual Shareholders holding securities in demat mode may follow steps mentioned in the Notice of the AGM under "Access to NSDL e-Voting system".

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- d. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-Voting or casting vote through e-Voting system during the meeting.
 - e. Mr. Vineet K Chaudhary of M/s VKC & Associates, Practising Company Secretary having membership no. F 5327 and failing him Mr. Mohit K Dixit, Practising Company Secretary (Membership No. A49021) have been appointed as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
 - f. During the 65th AGM, the Chairman shall, after response to the questions raised by the Members in advance or as a speaker at the 65th AGM, formally propose to the Members participating through VC/OAVM Facility to vote on the resolutions as set out in the Notice of the 65th AGM and announce the start of the casting of vote through the e-Voting system. After the Members participating through VC/OAVM Facility, eligible and interested to cast votes, have cast the votes, the e-Voting will be closed with the formal announcement of closure of the 65th AGM.
 - g. The Scrutinizer shall after the conclusion of e-Voting at the 65th AGM, first download the votes cast at the AGM and thereafter unblock the votes cast through remote e-Voting and shall make a consolidated scrutinizer's report of the total votes cast in favour or against, invalid votes, if any, and whether the resolution has been carried or not, and such Report shall then be sent to the Chairman or a person authorized by him, within 48 (forty eight) hours from the conclusion of the 65th AGM, who shall then countersign and declare the result of the voting forthwith.
 - h. The Results declared along with the report of the Scrutinizer shall be placed on the website: <https://www.ge.com/in/ge-td-india-limited> and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited and National Stock Exchange of India Limited (NSE).
5. Pursuant to the MCA Circulars and SEBI Circular, in view of the prevailing situation, owing to the difficulties involved in dispatching of physical copies of the Notice of the 65th AGM and the Annual Report for the financial year ended on March 31, 2021 including therein the Audited Financial Statements for financial year ended on March 31, 2021, are being sent only by email to the Members. Therefore, those Members, whose email address is not registered with the Company or with their respective Depository Participant/s, and who wish to receive the Notice of the 65th AGM and the Annual Report for the financial year ended on March 31, 2021 and all other communication sent by the Company, from time to time, can get their email address registered by following the steps as given below:
 - a. For Members holding shares in physical form, please send scan copy of a signed request letter mentioning your folio number, complete address, email address to be registered along with scanned self-attested copy of the PAN and any document (such as Driving Licence, Passport, Bank Statement, AADHAAR) supporting the registered address of the Member, by email to the Company's Registrars and Share Transfer Agents email address rt@cbmsl.com
 - b. For the Members holding shares in demat form, please update your email address through your respective Depository Participant/s.
 6. The Annual Report for the financial year 2020-21 and Notice of the 65th AGM, will be available on the website of the Company at <https://www.ge.com/in/ge-td-india-limited> and the website of BSE Limited at www.bseindia.com and NSE at www.nseindia.com. The Notice of 65th AGM will also be available on the website of NSDL at www.evoting.nsdl.com.
 7. The Register of Members and the Share Transfer books of the Company will remain closed from Saturday, July 31, 2021 to Friday, August 6, 2021, both days inclusive, for annual closing and the AGM.

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8. Members are requested to note that, dividends not encashed for a consecutive period of 7 years from the date of transfer to unpaid dividend account of the company are liable to be transferred to IEPF. The Company has transferred the unpaid or unclaimed dividends declared for financial years up to March 31, 2012 from time to time on due dates, to the Investor Education and Protection Fund (the IEPF) established by the Central Government.

Pursuant to the provisions of IEPF Rules, all shares in respect of which dividend has not been paid or claimed for seven consecutive years shall be transferred by the Company to the designated Demat Account of the IEPF Authority ("IEPF Account") within a period of thirty days of such shares becoming due to be transferred to the IEPF Account. Accordingly, 39,692 Equity Shares in respect of which the dividend for the financial year ended March 31, 2013 and for the periods thereafter remained unpaid or unclaimed were transferred to IEPF Account on September 18, 2020, after following the prescribed procedure. The Members, whose unclaimed dividends/ shares have been transferred to IEPF, may claim the same by making an application to the IEPF Authority, in Form No. IEPF-5 available on www.iepf.gov.in. The Members/Claimants can file one consolidated claim in a financial year as per the IEPF Rules.

Further, all the members who have not claimed/ encashed their dividends in the last seven consecutive years from financial year ended March 31, 2014 are advised to claim the same. In case valid claim is not received, the Company will proceed to transfer the respective shares to the IEPF Account in accordance with the procedure prescribed under the IEPF Rules.

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

Kolkata 700 019 of the core banking account details allotted to them by their bankers. In cases where the core banking account details are not made available, the Company will issue the demand drafts mentioning the existing bank details available with the Company.

9. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised to not leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified from time to time.
10. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company.
11. In terms of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, securities of listed companies can only be transferred in dematerialised form with effect from April 1, 2019. In view of the above, members are advised to dematerialise shares held by them in physical form.
12. Members holding more than one share certificate in the same name or joint names in same order but under different Ledger Folios, are requested to apply for consolidation of such Folios and send the relevant share certificates to the Registrars and Share Transfer Agents to enable them to consolidate all such holdings into one single Account.
13. In case the mailing address mentioned on this Annual Report is without PIN-code, Members are requested to kindly notify their PIN-codes immediately.
14. Members holding shares in the physical form can avail of the nomination facility by filing Form No. SH.13 (in duplicate) with the Company or its Registrars and Share Transfer Agents M/s. C B Management Services (P) Ltd. Where the nomination is made in respect of the securities held by more than one person jointly, all the joint holders together nominate in Form No. SH.13 any person as nominee. Blank Forms will be supplied on

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request.

15. Members are requested to address all correspondence, including dividend-related matters, to RTA, M/s C B Management Services Private Limited, P-22 Bondel Road, Kolkata, West Bengal – 700 019 or at rta@cbmsl.com. Members are requested to provide their E-mail address, telephone numbers, and quote their Folio numbers/ DP ID & Client ID in all correspondences to facilitate prompt response.
16. Electronic copy of all the documents referred to in the accompanying Notice of the 65th AGM and the Explanatory Statement shall be available for inspection on the website of the Company at <https://www.ge.com/in/ge-td-india-limited/reports-financials>.
17. During the 65th AGM, Members may access the copy of Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act and the Register of Contracts and Arrangements in which Directors are interested maintained under Section 189 of the Act, upon Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com>.
18. The particulars in respect of Directors seeking appointment/ re-appointment in the forthcoming Annual General Meeting as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in Secretarial Standard on General Meeting (SS-2) of ICSI, are also available in the 'Board of Directors' section in the report on Corporate Governance in the Annual Report. The director has furnished the requisite consent/ declaration for their appointment/ reappointment.
19. Since the AGM will be held through VC in accordance with the Circulars, the route map, proxy form and attendance slip are not attached to this Notice.

STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 4

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

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

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

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

Item No. 5

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

Item No. 6

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

Item No. 7

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

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

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

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

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

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

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

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

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

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

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

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

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

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

Item Nos. 8 and 9

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

NOTICE

In line with the cash pool arrangement structure, to the extent the Company has surplus funds on a daily closing basis, the same also gets automatically invested in the said cash pool with GEIPL up to a limit of Rs. 1500 million.

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

For Borrowings:

- Availability of additional source of funds to manage liquidity.
- Market benchmark rate of Interest: Present rate of interest around 5.50%, which is variable in nature and is determined by independent transfer pricing team at arm's length, but will be benchmarked to the rates charged by banks.
- It is an unsecured loan, payable on demand and gives higher flexibility to manage funds and optimize interest cost.
- No minimum tenor of borrowings. Day end balance sweep within the entities based on the utilization of funds thereby interest cost incurred on the day end balance.
- Flexibility to repay borrowings on daily basis (which in case of bank is only on due date) thereby optimizing cost of borrowings.
- The terms of the cash pool arrangement are consistent with the cash pool arrangement existing within General Electric Company and its subsidiaries.
- Pool participants can terminate cash pooling at any time.

For lending:

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

- It is an unsecured loan to cash pool header, daily callable on demand.
- No minimum tenor of deposits. Pool participants has full liquidity rights and can withdraw cash lent to the cash pool at any time without any penalty of early withdrawal. Day end balance sweep within the entities based on the utilization of funds thereby interest earned on the day end surplus balance.
- The pool participants receive a return based on 1 year Government Bond rate (currently ~ 4%) on all cash deposited in the cash pool, calculated daily, irrespective of the tenor of the investment.
- The cash pooling offered rate of 1 year with Govt. of India GSec with no penalty on early withdrawal is better than a similar Bank time deposit rate on new deposit rollovers of 91 day (currently at ~ 3.0% p.a.) with 1 % penalty on early withdrawal.
- General Electric Company and its subsidiaries have never defaulted on its obligations under cash pool arrangements.
- Although the pool leader is not guaranteed, it will operate in accordance with the same rigor of the policies and guidelines as with other global cash pools. The deposits of the cash pool leader get similar protection as is available with bank deposits of the Company.
- Pool participants can terminate cash pooling at any time.

In addition to the above, in the course of its business, the Company also executes / may execute the following kind of transactions with GEIPL which are in the ordinary course of business and at arm's length and in the interest of the Company:

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

NOTICE

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

GEIPL and the Company are part of the General Electric group and are related to each other as fellow subsidiaries. Above transactions are considered as related party transactions, and in terms of the applicable provisions of Companies Act, 2013 ("Act") read with rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), related party transactions require prior approval of the Audit Committee. The Audit committee and the Board of the Directors of the Company at their respective meetings held on June 10, 2021, reviewed, and approved the aforesaid transactions.

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

The proposed related party transactions during financial year 2021-22 taken together with the transactions already undertaken during the financial year are expected to exceed the threshold of 10% of the annual consolidated turnover of the Company as per the last audited financial statements and therefore would require approval of the non-related members of the Company by ordinary resolution.

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

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

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

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

Item No. 10

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

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

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

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

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

NOTICE

UK Grid Solutions Limited and the Company are part of the General Electric group and are related to each other as fellow subsidiaries. Above transactions are considered as related party transactions, and in terms of the applicable provisions of Companies Act, 2013 (“**Act**”) read with rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”), related party transactions require prior approval of the Audit Committee. The Audit committee and the Board of the Directors of the Company at their meetings held on June 10, 2021, respectively, reviewed and approved the aforesaid transactions.

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

The proposed related party transactions during financial year 2021-22 taken together with the transactions already undertaken during the financial year are expected to exceed the threshold of 10% of the annual consolidated turnover of the Company as per the last audited financial statements and therefore would require approval of the non-related members of the Company by ordinary resolution.

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

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

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

By order of the Board

Place : New Delhi
Date : June 10, 2021

Manoj Prasad Singh
Company Secretary



GE T&D India Limited

Enabling India's Energy Transition



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This report is also available online at
<https://www.ge.com/in/ge-td-india-limited>

CORPORATE INFORMATION

Board of Directors

Mahesh S. Palashikar - Director & Chairman
(w.e.f. March 1, 2021)

Pitamber Shivnani - Managing Director & Chief Executive Officer
(CEO w.e.f. January 15, 2020 and Managing Director & CEO w.e.f. July 1, 2020)

Emanuel Bertolini - Director
(w.e.f. March 1, 2021)

Gaurav M. Negi - Director

Kirit S. Parikh - Independent Director

Rakesh Nath - Independent Director

Neera Saggi - Independent Director

Sanjay Sagar - Independent Director
(w.e.f. July 1, 2020)

Vishal K Wanchoo - Director & Chairman
(Up to February 28, 2021)

Nagesh Tilwani - Whole-time Director
(Up to February 28, 2021)

Committees of Directors

Audit Committee

Rakesh Nath - Chairman

Dr. Kirit S. Parikh

Neera Saggi

Sanjay Sagar
(Member w.e.f. July 1, 2020)

Gaurav M. Negi
(Member w.e.f. July 1, 2020)

Emanuel Bertolini
(Member w.e.f. March 1, 2021)

Vishal K Wanchoo
(Member upto February 28, 2021)

Stakeholders Relationship Committee

Gaurav M. Negi - Chairman
(Chairman w.e.f. July 1, 2020)

Pitamber Shivnani
(Member w.e.f. July 1, 2020)

Sanjay Sagar
(Member w.e.f. July 1, 2020)

Rakesh Nath
(Member and Chairman upto June 30, 2020)

Vishal K Wanchoo
(Member up to June 30, 2020)

Corporate Social Responsibility Committee

Dr. Kirit S Parikh - Chairman

Pitamber Shivnani
(Member w.e.f. July 1, 2020)

Gaurav M. Negi

Vishal K Wanchoo
(Member upto June 30, 2020)

Nagesh Tilwani
(Member from July 1, 2020 to February 28, 2021)

Nomination and Remuneration Committee

Rakesh Nath - Chairman

Dr. Kirit S. Parikh

Neera Saggi

Sanjay Sagar
(Member w.e.f. July 1, 2020)

Mahesh Shrikrishna Palashikar
(Member w.e.f. March 1, 2021)

Vishal K Wanchoo
(Member upto February 28, 2021)

Risk Management Committee

Neera Saggi - Chairperson

Rakesh Nath

Pitamber Shivnani
(Member w.e.f. July 1, 2020)

Mahesh S. Palashikar
(Member w.e.f. March 1, 2021)

Gaurav M. Negi

Vishal K. Wanchoo
(Member upto February 28, 2021)

Chief Financial Officer

Sushil Kumar

Company Secretary

Manoj Prasad Singh

Auditors

M/s B S R & Associates LLP
Chartered Accountants

Cost Auditors

M/s Shome and Banerjee
Cost Accountants

Secretarial Auditors

VKC & Associates
Company Secretaries

Registrars and Share Transfer Agents

C B Management Services (P) Limited

P-22, Bondel Road,
Kolkata - 700 019
Tel. No.: 91 33 40116700
(100 lines)
Fax No.: 91 33 40116739
Email: rta@cbmsl.com

Bankers

Axis Bank Limited
Citibank N.A.
Credit Agricole CIB
Deutsche Bank
HSBC
HDFC Bank
ICICI Bank Limited
IDBI Bank Limited
Standard Chartered Bank
State Bank of India
YES Bank

Corporate Identity Number

L31102DL1957PLC193993

Registered Office

A-18, First Floor, FIEE Complex
Okhla Industrial Area, Phase II
New Delhi - 110 020
Tel. No. 91 11 41610660

Website

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

BOARD OF DIRECTORS AND KEY MANAGERIAL PERSONNEL



Mr. Mahesh Shrikrishna Palashikar*
Chairman Non-executive

Mr. Mahesh Shrikrishna Palashikar is the President of General Electric, South Asia responsible for leading GE's presence across South Asia.

He has led GE's Onshore Wind Energy business for the entire Asia Pacific region, since October 2014. Under his leadership, the Asia Pacific region achieved record profitable growth in the key markets of China, Japan and India.

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

He has worked with Philips Electronics N.V. He is the Chairman of the Board of GE Power India Ltd. He is on the Global Board of Directors of the US-India Business Council. He is a member of the India Executive Leadership Board of the US-India Strategic Partnership Forum. He is also a member of the National Council of the Confederation of Indian Industry.

He holds a Bachelor's degree in Engineering, a degree in Cost and Management Accounting from India, and a Master's degree in Business Administration from USA.

*Appointed w.e.f. March 1, 2021



Mr. Pitamber Shivnani*
Managing Director & Chief Executive Officer

Mr. Pitamber Shivnani has extensive experience of 34 years in the transmission and distribution sector in India. He was the President of the Power Grid Division of ABB India from January 1, 2016 till October 14, 2019. In this role he was responsible for its four business units - Transformers, High Voltage, Grid Automation and Grid Integration. He also led ABB India's largest manufacturing facility in Maneja, Vadodara. He started his career with ABB in 1987 and has held roles of increasing responsibilities across various divisions since then. He played a major role in the significant expansion of ABB's transformer business in India. Also, under his leadership ABB Grid's business grew its manufacturing footprint in India by adding new factories and expanded its product portfolio by adding Ultra High Voltage products.

He earned an undergraduate degree in Electrical Engineering from IIT, Roorkee. He has attended Senior Leadership Development Program from IMD, Switzerland and Harvard School of Business, USA.

*Appointed as CEO w.e.f. January 15, 2020 and MD & CEO w.e.f. July 1, 2020



Mr. Emanuel Esteban Nicolas Bertolini*
Non-Executive Director

Mr. Emanuel Esteban Nicolas Bertolini is Chief Commercial Officer of Grid Solutions and since 2018 is on the Board of the Prolec JV.

He started his career in 1994 and has worked across globe in varied roles and responsibilities before joining GE in 2007 at GE Energy in France, as the Inquiry to Order Risk Assessment and Pricing Leader for the Global Projects.

Since 2010 he has taken responsibilities for Complex Projects for the GE Water & Process Technologies P&L, Global Industries organization and the Energy Management P&L's, Global Projects Leader of the Power Delivery and Grid Automation P&L's, execution of power projects in the FACTS, T&D Substations and EBOP segments, execution of the XD/GE, High Voltage equipment portfolio. In August 2015 he was appointed LATAM Region GM of Grid Solutions based in Sao Paulo, Brazil, where he successfully built a strong and agile sales and execution teams to deliver 2X growth on Orders and Revenues. In January 2018 he was named CEO Americas of Grid Solutions based in Atlanta, US.

He is an MBA from the University of Texas and a BA from the University of Trieste, Italy.

*Appointed as Additional Director w.e.f. March 1, 2021



Mr. Gaurav M. Negi
Director

Mr. Gaurav M Negi has over 23 years of diverse exposure in the field of Finance, Corporate Governance and Business Operations. A Chartered Accountant and Six Sigma Black Belt, he has been working with GE since 1999 and has held assignments with progressive responsibilities both in India and Internationally. He has been part of the prestigious Leadership Programs of GE in Finance and Executive Management and done certificate course from the Harvard Business School. Mr. Negi is currently the CFO for GE Renewables Onshore Wind, Asia Pacific Region. In the past, he has held the position of Whole-time Director & CFO of GE T&D India Limited, and prior to joining the Company, he has held CFO & Senior Finance positions in various GE Joint Ventures & Business segments gaining a rich exposure in various industry segments. His financial expertise includes strategy, governance, corporate finance, risk management, investor relations, planning and other domains of finance.

Mr. Negi is an alumnus of St. Columba's School, New Delhi and a commerce graduate from The Hindu College, Delhi University and has done his articles from M/s. A.F. Ferguson & Co., New Delhi.



Dr. Kirit S. Parikh
Independent Director

Professor Kirit Parikh former Member of India's Planning Commission with a status of Minister of State, is Chairman of Integrated Research and Action for Development (IRADe), New Delhi, a non-profit NGO with focus on energy, environment, climate change, urbanization and inclusive development. He was the Founder Director of the Indira Gandhi Institute of Development Research (IGIDR), Mumbai and is a Fellow of the National Academy of Sciences, India. He was awarded "Padma Bhushan" by the president of India, the third highest civilian award in India. He has a Doctor of Science in Civil Engineering and a Master's degree in Economics from Massachusetts Institute of Technology (MIT), USA and M. Tech from IIT (Kharagpur). He has been a Professor of Economics since 1967. He has also been a member of the Economic Advisory Councils (EAC) of five Prime Ministers of India.



Mr. Rakesh Nath
Independent Director

Mr. Rakesh Nath has about 43 years of varied experience in power sector planning, Operation & Maintenance of Thermal and Hydro Power Stations and Transmission System, Regulation of water supply from multi-purpose hydro projects including operation & maintenance of irrigation canal system, Power System Operation and Power Trading. He was technical member of Appellate Tribunal for Electricity (APTEL) from 2010 to May 2015. Prior to this, he was the Chairperson, Central Electricity Authority (CEA) and Ex-Officio Secretary to the Government of India. Mr. Rakesh Nath has been the Member Secretary of Northern Regional Electricity Board (NREB) and Western Regional Electricity Board (WREB), the two largest regional grids of the country. Mr. Rakesh Nath has attended courses in power system operation and control in UK in 1984 and in Sweden in 1993.



Ms. Neera Saggi
Independent Director

Ms. Neera Saggi has over 38 years of extensive and varied experience, both in the public and the private sector. For twenty-eight years, as member of Indian Administrative Service, she worked within the government with multiple stakeholders and in different sectors including ports, SEZs, and areas of export promotion, textiles, area administration and rural development. She has also done Master of Business Administration, Business Administration and Management, International Centre of Public Enterprise, Ljubljana, Slovenia (Sponsored by GOI – UNDP); Master's in English Literature, Delhi University, Bachelor of Arts (Hons.), Gauhati University; One-month program on "Effective Governance", conducted by IIM Ahmedabad, in association with The Kennedy School of Governance.



Mr. Sanjay Sagar*
Independent Director

Mr. Sanjay Sagar has almost four decades of experience, of which the past two have been in the energy sector. He was Joint Managing Director & CEO of JSW Energy Ltd from 2012 to 2017. During this tenure, he was instrumental in the acquisition of two hydroelectric power projects - Baspa II and Karcham Wangtoo, which marked JSW Energy's foray in the hydro power generation sector. Under his stewardship, JSW Energy grew from strength to strength with installed capacity increasing almost two folds and profitability growing more than eight times. He has received various accolades as a CEO in the Power industry including recognition as the "Best CEO (Power)" & "Power & Energy Persona of the year". He has also been an executive Director with several JSW Energy companies before he demitted office in 2017. He is an alumnus of Shri Ram College of Commerce, Delhi and holds a management degree from the University of Delhi.

**we.f. July 1, 2020*



Mr. Sushil Kumar
Chief Financial Officer

Mr. Sushil Kumar has rich finance experience of 20 years working with organizations like GE, Alstom, Areva and Schneider. He has been working with the Company for the past 10 years and has held responsibilities in various finance domains including commercial finance, turnkey business, strategy and business planning. He has led integration efforts and drove various finance initiatives in the Company. He started his career as Audit Manager in M/s A. F. Ferguson & Co. where he spent three years before moving to the power industry. He is a Chartered Accountant and an alumnus of the Shri Ram College of Commerce, University of Delhi.



Mr. Manoj Prasad Singh
Company Secretary

Mr. Manoj Prasad Singh has over 24 years of experience in Company Secretary function. He has rich exposure in handling Boards, Mergers and Acquisitions, Takeovers, IPO, Listing, Joint Ventures, FDI, Employee Stock Options and shareholder services. He has been Company Secretary of the Company since October, 2011. Prior to this, he has worked with Cairn India, Avantha Power and LNJ Bhilwara Group. His responsibilities include Corporate and Securities law compliances, Governance and Corporate Social Responsibility activities of the Company. He is a fellow member of the Institute of Company Secretaries of India (ICSI), Law Graduate from University of Delhi and executive MBA from FMS, University of Delhi.

BUILDING A WORLD THAT WORKS

General Electric is a high-tech industrial company that operates worldwide through its four industrial segments, Power, Renewable Energy, Aviation and Healthcare, and its financial services segment. We serve customers in over 170 countries. Manufacturing and service operations are carried out at 82 manufacturing plants located in 28 states in the United States and Puerto Rico and at 149 manufacturing plants located in 34 other countries.



GE RENEWABLE ENERGY

GE's Renewable Energy includes one of the broadest portfolios in the industry to provide end-to-end solutions for our customers demanding reliable and affordable renewable energy by combining onshore and offshore wind, blades, hydro, storage, solar and grid solutions, as well as hybrid renewables and digital services offerings. We have installed more than 400 gigawatts of clean renewable energy equipment and equipped more than 90 percent of utilities with our grid solutions in developed and emerging markets

**WE ARE UNLEASHING
LIMITLESS ENERGY**



GE T&D MAKING IN INDIA SINCE 1957

GE T&D is the listed entity of GE's Grid Solutions business in India. With over 100 years of presence in India, GE T&D India is a leading player in the power transmission and distribution business. The company provides a versatile and robust range of solutions for connecting and evacuating power from generations sources onto the grid, providing utilities with the tools needed to support the increase in demand swiftly. GE T&D India offers products ranging from medium voltage to ultrahigh voltage (1200 kV) for power generation, transmission and distribution industry.

GE T&D India has a predominant presence in all stages of the power supply chain and offers a wide range of products and related services that include power transformers, circuit breakers, gas insulated switchgears, instrument transformers, substation automation equipment, digital software solutions, turnkey solutions for substation engineering and construction, Flexible AC Transmission Systems (FACTS), High Voltage DC (HVDC) and maintenance support. With 6 plant locations, GE T&D India is future ready to meet the industry's growing demand for grid equipment and services. GE is focused towards introducing green and digital solutions aimed at making the Indian grid smarter, resilient and environment friendly.

ACCELERATING THE ENERGY TRANSITION

Operational excellence 2021

~32 substations
with more than **200 Bays**
commissioned across
66kV/132kV/220kV/400kV/765kV
voltage levels

~5,543 MVA
commissioned with over
34 units of transformers
and reactors

~50% of the Energy Flow
on India is managed
through GE T&D's technology

~760 bays
commissioned across
various kV levels upto
765 kV with substation
automation

~113
renovation and modernization
bays commissioned across all
voltage levels

PRODUCT PORTFOLIO

Grid Solutions

Helping to meet growing energy demands



Improving grid resiliency and energy efficiency



Upgrading and digitizing aging infrastructure



Enabling renewables and a diversified energy mix



Advanced Grid Products and Services

Industry leading primary equipment and expertise



Power Electronics

High voltage DC
Flexible AC transmission systems
Industrial DC substations



High Voltage Equipment

Transformers
Gas insulated substations Air insulated substations Capacitors and reactors



Projects and Services

Turnkey projects and consulting Electrical balance of plant High voltage substations Maintenance and asset management



New Technologies

GE G3 Green Gas for Grid
Digital Substations

Industry leading digital solutions



Industrial Digital

Edge-to-cloud infrastructure
Fleet-level analysis
Optimization analytics APM / ALM



Energy Management

Energy Management & Market Management
Distribution and outage management
Virtual power plant-DERMS



Automation and Protection

Protection and control
Substation automation
Communications

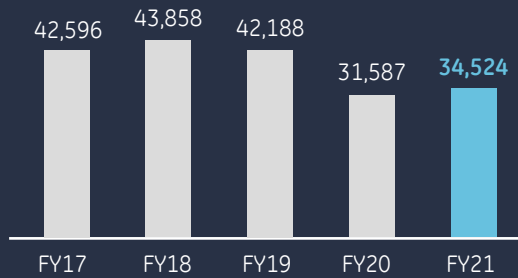


Asset Management

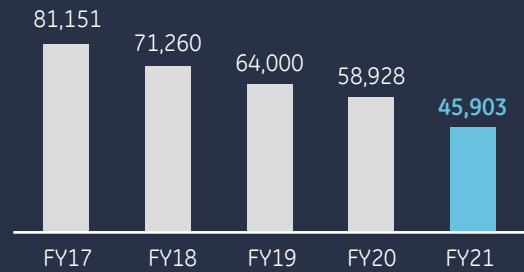
Remote monitoring and diagnostics
Geospatial and mobile solutions



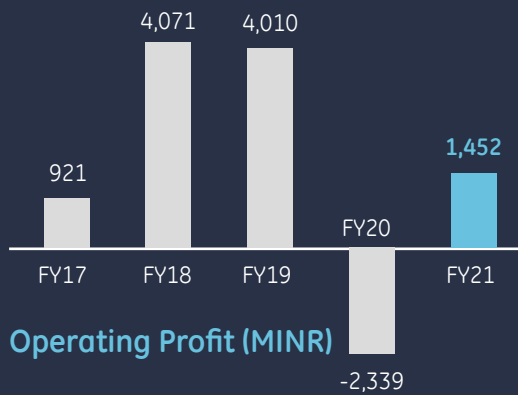
5 YEARS FINANCIAL HIGHLIGHTS



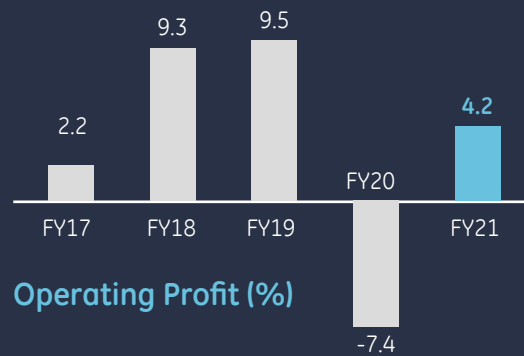
Net Sales (MINR)



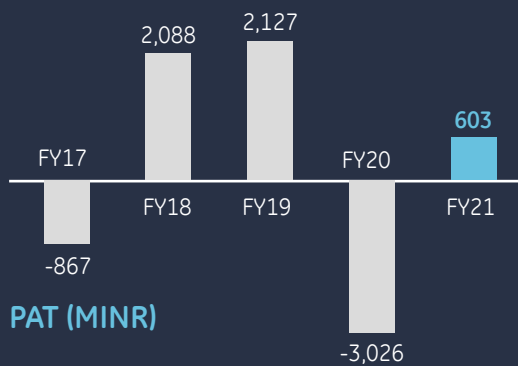
Order backlog (MINR)



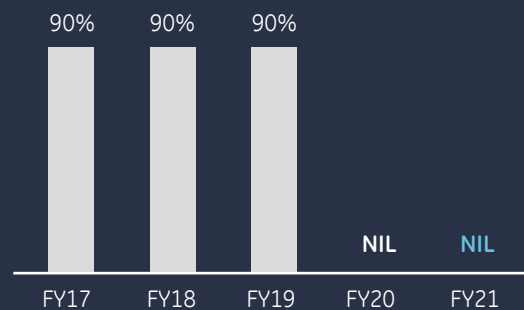
Operating Profit (MINR)



Operating Profit (%)

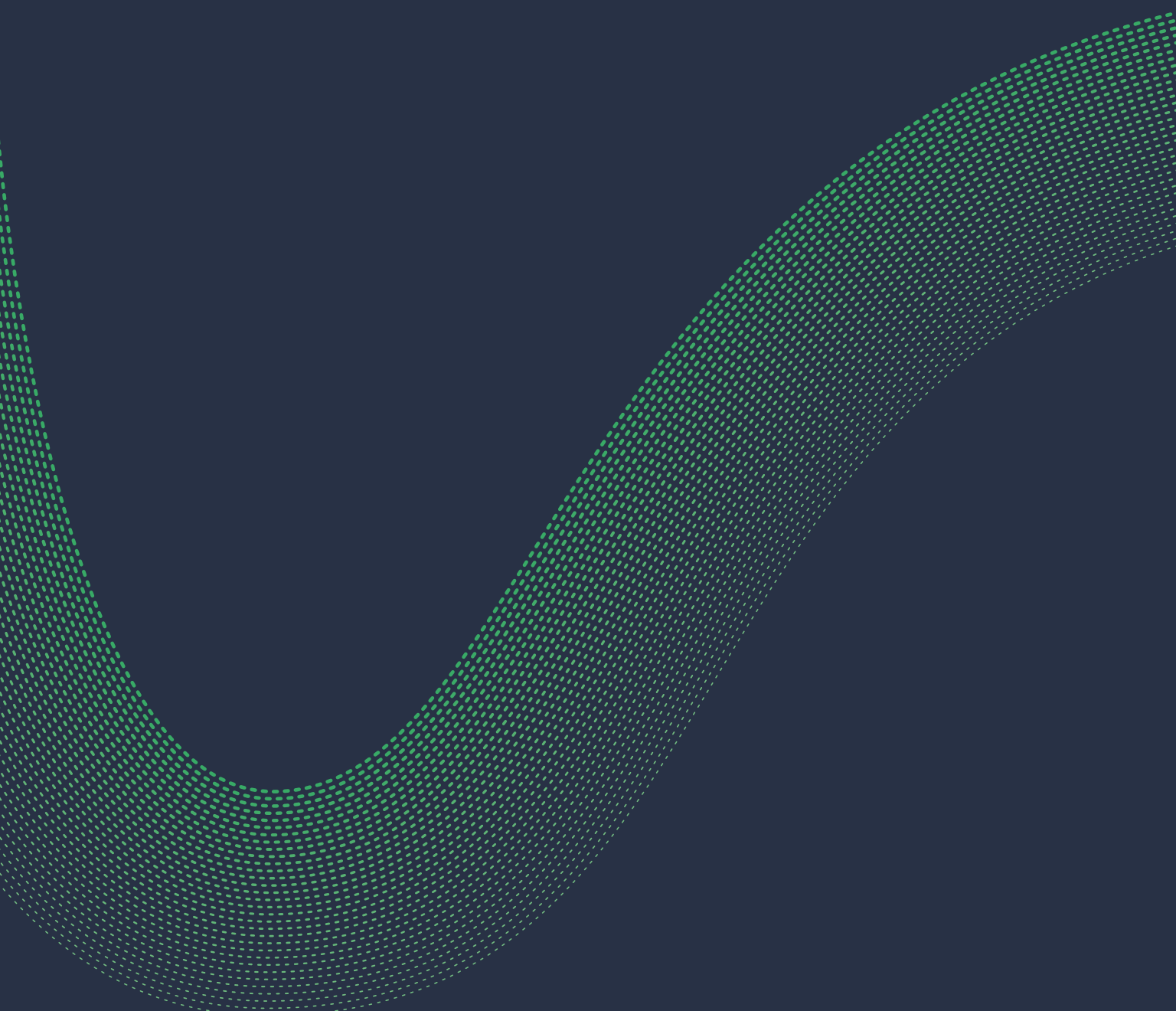


PAT (MINR)



Dividend (%)

DIRECTORS' REPORT



DIRECTORS' REPORT

The Directors are pleased to present the 65th Annual Report, together with the audited financial statements of the Company for the financial year ended March 31, 2021.

Financial Results

(Rs. millions)

| Particulars | Year ended March | Year ended March |
|--|------------------|------------------|
| | 31, 2021 | 31, 2020 |
| Sales and Services (Net) | 34,523.7 | 31,587.0 |
| Operating Profit before Finance Cost | 1,452.4 | (2,339.1) |
| (As percentage of gross sales) | 4.2% | -7.4% |
| Finance Cost | 593.6 | 681.9 |
| Profit/(Loss) Before Tax and exceptional items | 858.8 | (3,021.0) |
| Exceptional items (income) / expense | (34.6) | 535.6 |
| Less: Tax (expenses) / income | (290.2) | 531.0 |
| Profit/(Loss) After Tax | 603.2 | (3,025.6) |
| Other comprehensive income/(loss) | 108.8 | (183.8) |
| Balance brought forward from previous year | 6,430.1 | 10,195.1 |
| Profit available for appropriations | 7,142.0 | 6,985.7 |
| Dividend Paid | 0 | (460.9) |
| Corporate Dividend Tax | 0 | (94.7) |
| Balance carried forward | 7,142.0 | 6,430.1 |

Financial results for the year ended March 31, 2021 are in compliance with the Indian Accounting Standards (Ind-AS) prescribed under Section 133 of the Companies Act, 2013.

Dividend

In view of ongoing COVID-19 pandemic and to conserve cash and maintain liquidity, the Board of Directors decided not to recommend dividend for the financial year 2020-21.

The Dividend Distribution Policy of your Company is in line with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The policy is available on your Company's website at <http://www.ge.com/in/ge-td-india-limited>.



Commissioned Pole-4 of Champa Kurukshetra Phase-2 project for PGCIL. With commissioning of the fourth pole, the capacity of Champa-Kurukshetra transmission link has increased to 6000 MW



Services team of GE T&D Grid Solutions worked round the clock to ensure uninterrupted delivery of power supply at Delhi & Chennai airport

Performance Review

Financial year 2020-21 was marked not only by its challenges due to COVID-19, but also by how people of our country came together to fight it. Your company continued to operate its plants and sites in accordance with the advisories issued from time to time, by the Central, State and local Governments, while strictly following the prescribed safety protocols. Like every sector, power sector also faced enormous challenges but despite of all the unprecedented hurdles, the company has been able to sustain market pressures. This is the result of the commitment your Company's employees and the grit they have shown even during the toughest times of the pandemic.

In a challenging environment of FY 2020-21, GDP reflected a negative growth of 7.3%. The Financial Year witnessed a complete lockdown worldwide, the likes of which had never been experienced. The power demand plunged to 123 GW against 165 GW, and an astounding drop of ~25% was observed. Only 7 GW of generation was added into the grid against the target of 15 GW. The Distribution Companies (DISCOM) sector has been one of the worst hit due to the pandemic.

During the year the Company continued to demonstrate its operational excellence by commissioning 32 AIS & GIS substations, strengthening the Nation's transmission network, and adding new capacity into the Grid. Throughout the duration of nationwide lockdown the Company's Services teams ensured that all the Long Term Maintenance Sites, Delhi and Chennai International Airports, were operational and provided >99.5% power availability to the customers. All the Company's plants continued to adopt several lean principals resulting in significant reduction of manufacturing lead time, efficient utilization of space and reduced cycle time, leading to overall cost effectiveness.

The Government of India (GOI) has shown strong support to the power sector by allocating USD 12 Billion (INR 90,000 Crores) as stimulus package to boost the sector. The Government is also committed to reach 175 GW of renewable power by the end of 2022 and 450 MW by 2030. The policy boost via Electricity (Amendment) Act, 2020 is part of the efforts being made to achieve this vision.



GE T&D supported Power System Operation Corporation (POSOCO) and Power Grid Corporation of India Limited (PGCIL) to keep India's electrical grid stable during the 'Light's off event on April 5th, 2020

Focus on the Power Sector

India's power grid is already known to be robust with incremental improvements happening over past many years. Power System Operation Corporation Limited (POSOCO) is leading as the chief operator of the grid coordinating between the National Load Dispatch Centres (NLDC), Regional Load Dispatch Centres (RLDC) and State Load Dispatch Centres (SLDC). The strength of the transmission system was proven on April 5, 2020, when for nine minutes the Prime Minister of India had called for a volunteered drop in power. This was a real test of strength for the Indian power grid. But with a well coordinated effort, a massive 32 GW drop of power, from ~112 GW to ~85 GW - that had a potential to collapse the Grid - was recovered successfully to ~114 GW of demand after 10 minutes. Your Company closely worked with the utilities to make this event a success.

The GOI has continuously kept the power sector in focus, disbursing a considerable stimulus package and giving due attention in the latest budget. DISCOMs being the most vulnerable link in the chain, there was an immediate need to strengthen the sector. Investment for schemes approximately worth Rs. 3000 billion have been allocated in the next five years with a target to reduce AT&C losses by smart/prepaid metering projects, Distribution Automation, Digital/ADMS Drive. Investments through privatization of DISCOMs and choice of multiple suppliers in a town by delicensing DISCOM business via policy route are some of the steps taken to improve the performances of distribution companies. As part of the COVID-19 stimulus package, the finance ministry also announced the privatisation of the distribution systems of the Union Territories.

Focus on Clean, Round the Clock energy

India has embarked on an ambitious target of 450 GW of renewable energy by 2030. Renewable energy has a share of 23.39% in the total installed generation capacity in the country. The National Electricity Plan (NEP) framed by the Ministry of Power (MoP) has a 10-year detailed action plan with the objective to provide electricity across the country and has further prepared a plan to ensure that power is supplied to the citizens efficiently and at a reasonable cost.

Make in INDIA (MII) – Renewable power addition in 2020 was slow with just ~7 GW of Solar and Wind getting added to the grid. A budget of Rs. 250 billion has been allocated to Solar Energy Corporation of India (SECI) and Indian Renewable Energy Development Agency (IREDA) to boost renewable energy schemes in the country. To support the share of domestic manufacturing in the renewable energy sector, starting April 1, 2022, Basic Custom Duty (BCD) of 40% is being imposed on solar panels and 25% on solar cells.

To get a larger share of the domestic manufacturing in the country's T&D sector, the Department for Promotion of Industry and Internal Trade (DPIIT) and Ministry of Finance came up with restrictions on import from countries sharing land borders. For a secure environment and cyber secured products in the industry, the GOI has defined a new policy of testing all the communicable and smart products being imported for trojan like vulnerabilities.

For creating financial support in the transmission sector, creation of Transmission Asset Monetization and Development Finance institution was done to increase the investments in the sector. The projects will be more bankable and will help in financing income-generating infrastructure projects like intra-state transmission schemes.

Future policy

The new budget has also announced the launch of a Hydrogen Energy Mission in 2020-21 for generating hydrogen from renewable energy sources. This will bring the country at the forefront of the energy transition boost through infrastructure creation, railway electrification, scrapping old vehicles etc., and may promote more Electrical Vehicles (EVs) resulting in increased per capita consumption.



66kV Gas Insulated Substation at Dochula from Bhutan Power Corporation Limited

Cross-Boundary Market Access

During the harsh lockdown in 2020, while India's market stayed stressed on all fronts, your Company kept its focus on the niche areas and other geographies, where it could perform, like exports. In the Cross border market, your Company won following orders approximately worth Rs. 4,736 million.

- *Nepal Electricity Agency (NEA)-Nepal for 3 X400 kV Substations*
- *Powergrid Corporation India Limited (PGCIL) / Satluj Jal Vidyut Nigam Limited (SJVN) for setting up 400 kV GIS & 220 kV AIS substation at Dhalkebar, Nepal*
- *Bhutan Power Company for 66/11 kV GIS Dhocula substation.*
- *Meghnaghat Switchyard for Gas power station in Bangladesh*

These overseas market orders gave a boost to order intake and also brought desired profitability to the Company. This also eased the pressure on the Company's factories and production.

Green Energy Corridor TBCB Market

The Tariff-based Competitive Bidding (TBCB) packages could not be materialized in the first half of 2020-21 as planned. To catch up on the lost time, agencies expediated the processes and released the critical packages in the fourth quarter of 2020-21. Some of the packages have been annulled and put in abeyance. The states also reprioritized their projects. This was majorly the impact of delays in renewable generation projects due to COVID-19. Some renewable projects also faced the setback due to offtake Power Purchase Agreements cancellations. As the market started maturing in the fourth quarter of financial year 2020-21, five packages were decided for the TBCB route. All the five were won by PGCIL. Your Company won two projects in TBCB amounting to Rs. 2600 million:

- *765 kV Shunt reactor for Package C - Bhadla II, Sikar II and Neemrana*
- *765 kV shunt reactors for Package D - Sikar & Aligarh*
- *GIS product orders for Sterlite's 400 kV & 220 kV Kasaragod Substations*

As the market unveils further, your Company will continue to keep a tab on the projects and upcoming opportunities. Projects for 20 GW are further lined up in Madhya Pradesh and Rajasthan for evacuation of renewable power via Green Energy Corridors (GEC).

Leveraging the Digital and Secure Grid Automation Wave

One of the impacts of the pandemic on the industry was realizing the need for secured and reliable automation in the grid. Lockdowns and restricted movements of manpower created the need for unmanning substations, working remotely, and maintaining the assets from remote locations. In this move, your Company is continuously evolving its solutions and products for more automation of orders in basket.

Not only automation but secure automation is need of the hour. Your Company's robust and reliable cyber secured solutions won customer confidence and have taken its installed base to the next level by securing following orders:

- *Automation of seven 220 kV substations from Odisha Power Transmission Corporation Limited (OPTCL)*
- *Upgradation of 400 kV substations at Sriperumbudur, Kadaperi and Vilupuram from Tamil Nadu Transmission Corporation Limited (TANTRANSCO)*
- *Remote substation operation for 400/220/132 kV from H.P. Power Transmission Corporation Ltd.*

Continued focus on this market in 2020-21 and beyond will further build your Company's strength.

Services: Handling of aging grid assets requiring upgrades, supported with latest technology

The Services business continued delivering high profitability through execution with consistent and significant growth in operating margin during the year, although the order intake was partially lower than expected. The competence developed over the years in renovation and modernization projects helped the Company remain successfully competitive in the market, and efficiently overcome challenges often associated with such projects.

The financial year 2020-21 was a challenging year for upgradation of the Renovation Modernization and Bay Extension (RME) business, as India was under a complete lockdown from March 2020 due to the COVID-19 pandemic.

By early June 2020, all the Renovation, Modernization & Extension sites were re-mobilized, and operations started while observing all COVID-19 precautions and following Government issued guidelines.

The Company successfully completed a 400 kV GIS bay for PGCIL Kanpur site during the lockdown period and met customer requirements before the scheduled time of completion.

The Services team successfully completed one of the major projects, DVC Ramgarh in the first quarter of financial year 2020-21. The taking Over Certificate against the same has been received from the customer along with best EHS, quality and accident-free site completion appreciation Letter.

In order to get the major bus shutdowns, the Services team identified critical priority bays in discussion with Karnataka Power Transmission Corporation Limited (KPTCL) for the 220 kV Hoody substation and executed and completed the bays on time. This bay majorly feeds IT companies and the Bangalore International Airport.

Despite the nationwide lockdown, services at LTMC sites were operational and provided more than 99.5% power availability to customers. The LTMC contract of Chennai International Airport has also been renewed for subsequent two years due to the outstanding performance delivered by the Services team since the past seven years.

The Services business, with the presence of Asset Performance Management (APM) experts in the region and support from GE's global service Center of Excellence (CoE), is at the forefront of services being offered by GE APM. Satisfied by the benefits received by implementing the Company's APM

solution in 2017, Haldia Energy Limited awarded the repeat APM order to your Company in 2019 and 2020.

The Gas Insulated Switchgear (GIS) Field Services teams worked relentlessly during the pandemic for the repair and maintenance work on various GIS sites, thereby ensuring uninterrupted power transmission from major hydro power plants in Sikkim and J&K. This activity was very important for your Company's hydro power generation customers to ensure uninterrupted power transmission during the peak generation season starting from April 2020. The hard work and determination of your Company's field experts exceeded the customer expectations.

Your Company's Air Insulated Substation (AIS) services business successfully completed the major overhauling and annual maintenance of the current GL series of Circuit Breakers (CBs) as well as legacy products (72.5 kV, 145 kV & 400 kV CBs) in India and Bangladesh. Your Company successfully installed and commissioned 41 disconnectors at M/s Hyosung site a/c PowerGrid Dhaka, Bangladesh, as well as thirty 420 kV disconnectors, ten 245 kV and one 36 kV disconnector). This increased the Services team's footprint in Bangladesh. The Services team in India attended the emergency breakdown of 66 kV CB at the Hydel power generation substation of Haryana Power Generation Corporation Limit in Yamunanagar, using the Smart Helmet. HPGL appreciated this new innovative approach of GE and this helped us to leverage your Company's strength in innovation for creating new service business opportunities.

Despite COVID-19, the Power Transformer Services team had been working to meet customer requirements and emergencies with full dedication and commitment, and completed major dismantling of old transformers, installation of new transformers restoring the generation for NHPC, the Bairasiul Hydro Power Project along with other critical repairs and site maintenance such as 100 MVA, furnace transformer and other power transformers. The work done by the Power Transformer Services team in 2019-20 at HVDC converter transformers paid off well in 2020-2021. The Transformer services team made history once more by completing major overhauling of a set of HVDC converter transformers at PGCIL, Bhadravati, well within the defined shutdown time. The team broke previous record while maintaining compliance to the set safety norms.

Network Consultancy Services successfully conducted multiple studies for dynamic modelling of solar and wind plants in PSS/e-software and dynamic studies for validation of the model as per CEA 2019 guidelines for various developers in India.

Operational Excellence

Fulfilling Promises Year after Year

Your Company's experience of more than 32 years in turnkey project execution continues to help it in reaching new landmarks in operational excellence year after year. The Company's dedicated project management team, efficiently supported by engineering, sourcing, procurement, finance, HR and other support functions, is always focused on delivering commitments for customers and other stakeholders.

Your Company successfully commissioned 28 AIS and GIS substations, strengthening the Nation's transmission network, and adding new capacity into the grid. In doing so, the Company achieved the critical milestone of charging substations for its esteemed customers, which included PGCIL, Tata Power Delhi Distribution Limited (TPDDL), Chhattisgarh State Transmission Company Limited (CSPTCL), National Thermal Power Corporation (NTPC), Odisha Power Transmission Corporation Limited (OPTCL), Kerala State Electricity Board (KSEB), Adani Transmission Limited (ATL), Himachal Pradesh Power Transmission Corporation Limited (HPPTCL), West Bengal State Electricity Transmission Company Limited (WBSETCL), Azure Power and others.

During the year under review, your Company demonstrated its expertise by commissioning the challenging 400 kV AIS substation for Sterlite Power at PK BARI, as part of the NER-



66 kV Gas Insulated Substation for HPPTCL at Urni

Il Project, with an installed capacity of 1260 MVA. Besides difficult terrain, monsoon period of five months in a year and very high rainfall added complexity to the project which was delivered by meticulous planning while leveraging GE's executional capabilities.

Your Company also commissioned 66 kV GIS Bays at Urni for HPPTCL which is a very compact substation located in difficult terrain, energized 5 MVA Trafo at Dochula for Bhutan Power Corporation (BPC), and completed solar site for Azure Power Bhadla, with a capacity of 450 MW DC power.

Your Company while adhering to all COVID-19 guidelines, ensured that customer deliverables are given due attention and achieved major milestones by successfully commissioning the critical 400 kV GIS bays at Ramagundam for NTPC's 2X800 MW plant and also charged 765 kV GT bays at NTPC Darlipalli, 400/220/132 kV AIS bays at PGCIL Firozabad and 220 kV GIS bays at Kerala.

All of the Company's operations in India, including manufacturing, projects, services and automation, are certified for integrated management system. This reinforces the quality of the processes of the Company and their compliance.



220 kV Gas Insulated Substation (GIS) bays and 160 MVA Transformer commissioned for Kerala State Electricity Board (KSEB) at Kaloor

Environment, Health and Safety

Your Company is committed to protecting its people and the communities in which it operates, through Environmental, Health and Safety (EHS) excellence. The Company aims to continuously improve its EHS systems as an integral part of its operational strategy. EHS excellence is core to what the Company does, and fundamental to who we are.

The Company strives to provide and promote a safe and healthy working environment, use natural resources and energy in a sustainable way and to avoid adverse impact to all its stakeholders.

The primary objective of the Company is to prevent any harm or damage to people, property and the environment, ensuring compliance with applicable regulations. Your Company aims to promote the health, safety, and well-being of all its employees at the workplace, to achieve the ultimate goal of zero accident.

EHS Monitoring

Your Company tracks EHS statistics, training status, incident data, audit score, sub-contractor EHS performance and legal compliance on real time basis through online tools like Gensuite, Complyworks, Nimonik, Unifer and "ENHESA". EHS performance is regularly reviewed through an internal EHS operating review process by senior leaders of GE's business, within India, and globally at the corporate level.



Tree plantation drive during World Environment Day Champion



Adhering to all COVID-19 precautionary measures during morning Toolbox Talk



National Road Safety Campaign

Certifications

All business units of Company are certified under the International Organization for Standardization, Environmental Management System (ISO 14001), and Occupational Health and Safety Management System (ISO45001:2018).

COVID-19 Safety Measures

To combat COVID-19 your Company prepared a "Medical Response Plan" and a "Site Resumption Plan" and ensured its strict adherence at all factories and sites. As a part of pre-mobilization, project managers, supervisors and operations managers assessed the protection measures in place as per local and GE regulations and implemented those guidelines at their facilities.

All working areas were disinfected completely and regularly using safe disinfectant mediums. Wearing of face masks was made mandatory for all employees. Hand sanitizers with a touch-free mechanism were placed on all floors, entry points, common points and gates, and everyone entering the GE work area was mandated to comply with the GE COVID-19 Site management process or was denied access.

Mandatory thermal scanning of everyone entering and exiting the unit premises was performed with a no-touch infrared thermometer. Separate isolation areas were identified near main entry gate. Visitors at site were discouraged unless it was essential to business. Social distancing was mandated on all sites and all delivery vehicles, conveyance vehicles and



Appreciation certificates from National Safety Council of India for two project sites

tools were sanitized at regular intervals.

New seating arrangements were made at canteens, work location, etc. for maintaining social distancing and awareness among employees was created through training sessions, posters, etc. To minimize the impact on the Company's operations especially at factories, the EHS team mobilized the workforce by setting up temporary accommodation near the factories, with due approval from the government.

As a testimony to the Company's commitment towards effective implementation of affirmative action policies, during the year under review your Company was conferred with the "Safety Innovation Award 2020: Energy Sector, Thrust on Renewable Energy Sector", organized by the Institution of Engineers India (IEI).



Recognitions

Your Company received the award for its innovative safety management system. The award recognises reliability, good management practices, compliance, integrity and alignment to safety, environment and health standards.

The Company also received the EHS award from CIDC (Construction Industry Development Council) for the best EHS Implementation at 66/11 kV TPDDL Narela project site and "Certificate of Appreciation" from National Safety Council

of India (NSCI), for 400 kV/132 kV AIS, Sterlite, Tripura and 220 kV GIS KSEBL, Kochi Zone projects for the Assessment year 2020. Your Company also bagged the Best Contractor award from Doosan for "Outstanding EHS Performance" at the Jawaharpur site, and the HMEL, Bhatinda Project Team won a trophy and certificate in the Social Distancing Audit by HMEL/EIL. The Company also received appreciation certificates and awards from various prestigious clients like PGCIL, TATA Power, SAIL, State Electricity Boards, Damodar Valley Corporation (DVC), etc.



66/11 KV TPDDL, Narela project site won EHS award from CIDC (Construction Industry Development Council)



Doosan, Jawaharpur site won an award for outstanding performance in EHS



National safety campaign at LTI, Vadodara



Safety Innovation Award for 2020 from The Institution of Engineers (India) for Innovative Safety Management System

Human Resources: Aligning Priorities to Protect the Company and Safety of Employees During Uncertain Times

The Company's Human Resources (HR) priorities were designed to support the execution of the business strategy and improve organizational effectiveness. HR efforts were well in-line to drive the desired culture as well as to promote safety standards across the offices, factories, and sites.

Impact and initiatives during COVID-19

The COVID-19 pandemic has posed unprecedented disruptions in business operations across the globe. At your Company, the first and foremost priority is the health and safety of its employees and the community in which your Company operates (project sites, factories etc.). Your Company has been operating its facilities in accordance with the advisories issued from time to time, by the central, state, and local governments, including the prescribed hygiene and safety standards and social distancing norms.

Your Company conducted virtual zero-cost trainings for employees. These were conducted by local regional learning teams. Some other HR measures taken were COVID-19 specific leaves, roll-out of COVID-19 insurance policy and the

re-opening of medical insurance window so that employees can opt for suitable medical insurance coverage.

Your Company also initiated voluntary 10% salary reduction of employees belonging to certain business, which contributed to the cash flow of the Company and went a long way to mitigate the risk due to pandemic. This needs special attention because close to 72% of your Company's employees voluntarily opted for the salary cut and they drove strong operational rigor to deliver breakeven cash flow by the end of the third quarter. This allowed a payout of the 10% deducted amount which was paid back to respective employees in the month of January 2021. This gesture of employees shows their commitment and dedication to the business.

Employee Engagement

During these tough times, employee engagement evolved significantly with remote working. There was increased focus on roundtables, virtual townhalls, one-to-one calls, team touchpoints, all employee webcasts and focused group



Pitamber Shivnani, MD & CEO, GE T&D India Limited, visiting the Company's manufacturing facility at Hosur to recognize and encourage the employees

discussion. Initiatives like “Festive week” which was to promote engagement by virtually connecting employees through all locations for several fun events in which they collaborated with each other by sharing pictures, participating in games to break the monotony of working from home. “All Ideas Matter” was another such initiative where every employee was free to share ideas to make the business more efficient and profitable. This initiative also showed that every voice matters, and active participation of employees emphasized their engagement as well as ownership towards the business priorities.

The Company's quarterly Culture and Engagement Pulse survey helped get employee feedback. GE's “Employee Engagement Charter” enables action on ‘Connect’, ‘Engage’, ‘Communicate’ and ‘Get feedback’ from employees. The engagement scores have gradually moved positively through the year which shows initiatives like Employee Connect, “All Ideas Matter” and Festive carnival were able to drive right culture and engagement among employees. With increased focus on well-being, your Company's wellness team -Health Ahead - came with several initiatives on physical as well as mental wellness.

Rewards and recognition of efforts became an important aspect of employee engagement through the year. The Quarterly MD & CEO award which recognizes effort on quarterly basis of employee within Grid Solutions became an important recognition platform for employees.



One of our Women's Network employees team

Talent Management

The Athena Program was organized to accelerate development of the most talented women employees, where the business leaders were directly responsible to mentor as well as coach these employees during the tenure of Athena program.

The “Annual People Review” process, a Company initiative, enables the leaders to identify the critical population in each function, with a focus on building the leadership succession pipeline. Your Company had robust review sessions with business and function leaders where talents of key employees were discussed along with the action plan to develop and grow them in the role. Actionable tasks like job rotation, stretched assignment, role addition was implemented to develop a stronger pipeline within the organization for critical roles.

Organization Structure

Your Company always strives to make the organization nimble and flexible with changing times. In the very same spirit, organization restructuring to ensure optimum span and layers within the respective teams was initiated.

Culture

Your Company's aim is to sustain a culture based on leadership behaviors of humility, transparency and focus



Pitamber Shivnani, MD & CEO, GE T&D India Limited talking to the workforce on Women's Leadership

with a commitment to unyielding integrity. The Grid Solutions organizational culture supports talent attraction, engagement and retention and ensures your Company's ways of working are strongly connected to your Company's goals.

Inclusion and Diversity is a crucial pillar of your Company's culture and to follow it in true spirit, your Company is committed to invest in programs that focus on building a diverse and talented workforce. One such program which focused on accelerating development for women employees was the Athena Program launched in June 2020. This program focuses on various aspects such as mentoring, networking and learning experiences, and was aimed at accelerating development of 16 talented women employees at GE T&D India. On the same lines, Fulcrum, a diversity and inclusion program, for building a holistic ecosystem for diverse candidates with focus on on-boarding, networking and awareness was also launched.

Workforce

GE organization transitioned to Workday which is a cloud-based HR enterprise management platform. The transition to Workday was smooth and to have employees ready for the change, your Company initiated several training sessions, quizzes, all employee communication so that employees could handle the change management effectively.

GE's approach to talent management aims to ensure strong individual and company performance. Your Company's development offerings are designed to support these goals. There has been a significant shift in performance management tool from Performance Development (PD) to People, Performance and Growth (PPG) which will not only focus on priorities but also how these priorities will be met. By the end of the year, employees will have two separate ratings i.e., one on goals met and other on leadership behaviors.

On compensation, there was a complete salary as well as promotion freeze during the year 2020. Despite uncertainty, bonus was paid out to the employees in April 2020 for their performance in 2019. Salary increments happened for the employees in Jan 2021 for the performance year 2019. This helped save cash outflow during the pandemic. Long term settlement has already been signed for Vadodara while for other factories, it is in under progress.

Quality and Continuous Improvement

During the year under review, the Deployment of Quality and Continuous Improvement initiatives have continued to progress well with significant contribution to business results. Your Organization is committed to continuous improvement towards business excellence.

Following are a few of the achievements/key actions realized through wholehearted participation of GE T&D India's employees at all levels:

1. 22 structured process improvement actions including Lean, Six Sigma Projects contributing to significant operational performance improvement were successfully executed.
2. Enhancing continuous improvement competencies at all levels was continued with relevant trainings (Lean, Lean Six Sigma, Problem Solving (8D/GE PSR, Mistake Proofing...), Lean Kaizen events and coaching improvement projects, across the units to enhance the quality and continuous improvement competencies of employees at all levels.
3. Grid Solutions Quality Suite, a new digital platform to report non-conformities and track the root cause analysis of the reported problems was launched across all sites. This digital transformation tool contributes towards quality improvement and further strengthened the standardized and integrated quality event management systems.
4. Grid Solutions Digital Root Cause Analysis (RCA) tool, a new digital platform to manage, track and report the root cause analysis using 8D and GE PSR methodologies and faster resolution for the reported non-conformities was launched globally across all sites including India.
5. Implementation of Lean Kaizen events to eliminate waste and improve existing processes, relevant lean and problem-solving trainings, suggestion schemes and employee engagement initiatives have contributed to significant operational performance improvement across all Indian sites.
6. Lean Associate Training for shop floor associates and Lean Fundamentals training for middle management,

were conducted with an objective to develop and improve lean competencies among the employees.

7. All Indian plants participated in the GE Renewable Energy Global Lean Week conducted in January 2021. Kaizen events are being continuously conducted across units contributing to operational performance improvement.
8. Reoriented L1/L2 deployment, a global initiative to proactively assess and improve the level of mistake proofing in prioritized value streams (manufacturing lines), continued to progress well and contributed to process quality improvement.
9. The Turnkey business unit received a memento from the Kerala State Electricity Board (KSEB) recognizing the Outstanding Performance and Timely Completion of the 220 kV GIS substation for Aluva and 220 kV GIS substation for Kaloor projects. The unit also received an appreciation letter for adopting the best quality process in execution of 400/220 kV GIS substation for Uttar Pradesh Power Transmission Corporation Limited's (UPPTCL) Sahupuri site.
10. Quality and continuous improvement teams across Indian sites stepped up to the challenge of COVID-19 and successfully conceptualized innovative Kaizens. A few of them are – layout modification without impacting the production output by maintaining social distancing between operators, leveraging remote test facility, online portal for supplier test reports, hands-free door opening, temperature scanning etc.
11. World Quality Day was celebrated across all the units. Employee engagement programs to promote awareness and commitment to Quality were organized with active participation from employees.
12. Power transformer manufacturing unit at Vadodara successfully tested two transformers for Summit Meghnaghat Project in Bangladesh. This is the first successfully tested export product from the unit.
13. The HVS Padappai Site implemented Main Contact Resistance Measurement (CRM) including earthing switches in Factory Acceptance Test (FAT), which improved main contact measurement resulting in the reduction of rework at site.

14. The HVS Padappai Site implemented a dielectric cleanliness improvement program for Gas Insulated Switchgears (GIS) which includes vacuum machine efficiency weekly checks, online air quality improvement and implementation of dust ingress prevention systems.
15. The HVS Hosur Site successfully completed in-house thermal stability test on 550 kV CT with 5000 Amps current ratio thereby improving the product competitiveness for export markets.

Corporate Social Responsibility

Sustainable initiatives and social responsibility form an integral part of your Company through which, your Company manages the business of today with the future in mind. The Company's Corporate Social Responsibility (CSR) activities reflect its philosophy of helping to build a better, more sustainable society. Over the years, across all sites, your Company has been engaged in several initiatives and has focused on strengthening the marginalized sections of the community through multiple interventions such as healthcare, access to clean drinking water, infrastructure development, support for persons with disabilities, skill development, entrepreneurship programs and during the year under review, COVID-19 Emergency Response. These programs are carefully curated depending upon the needs of the community for the overall development and upliftment of the society.

COVID-19 Emergency Response

Delhi – NCR, Vadodara, Padappai, Pallavaram and Hosur

In the wake of the COVID-19 pandemic, your Company prioritized response towards containing this global health crisis by strengthening the health system response, protection of health of front-line workers and providing food aid to the migrant workers and daily wage laborers with essential kits. Your Company also extended its support to hospitals by supplying medical utility packages and essential safety kits to the frontline workers in five different geographical locations of the Company and vaccination support vehicle to the district authority.

Village Development

Vadodara, Gujarat

During the year under review, your Company renewed the comprehensive and multi-pronged program to support the communities in Vadodara, the location of your Company's large transformer factory. 'Pragati Ek Disha', reaches out to five key villages of Kotambi Gram Panchayat, Alamgarh, Machhlipura, Singhapura and Jambudia Pura and focuses on providing healthcare and women empowerment through bank linkages and livelihood.

Healthcare was one of the major focus areas of this program. The programme has a health clinic at Kotambi which provides easy access to primary health services. Free medicine and consultancy services are provided to patients. The clinic conducts around 300 OPDs in a month. Specialized health camps were also organized in order to improve health and well-being of the community. These health clinic and camps helped in reducing the out of pocket expenditure of the villagers.

The program focused on strengthening and scaling up the self-help groups (SHGs), including building access to institutional credit, microenterprises training, greater collectivization, and access to market linkage. Trainings were organized on income generation activities like mop-making, phenyl and handwash making. Many women are also engaged in activities like agarbatti making, catering and mop making which has not only helped in enhancing their income but also has empowered them and made them more confident as individuals.

Skill Development

Delhi NCR

Your Company has been on a journey to empower and train individuals through various skill development programs. The programs focus upon development of youth through vocational training in retail, hospitality and basic computer skills. As a part of project Samriddhi, your Company helped rural women from marginalized communities in North-West area of New Delhi by conducting trainings on financial literacy, equipping them with knowledge about effective planning and execution and business development in order

to assist them to set up small scale businesses for a self-reliant livelihood.

The Hunar project located at Khora, Ghaziabad, is aimed at empowerment of the youth belonging to the disadvantaged sections through skill building trainings along with personality development. As part of the project, youths are equipped with essential market oriented vocational and life skills. The project so far has trained 1024 young men and women in retail and remedial services and were also trained in Financial Literacy workshops. 273 skilled youths were certified by India Skills, a third-party assessment agency, while 151 trainees have been placed with various companies.

Energy and Environment

The Company has the "Green Your Space" program which aims at spreading awareness among school children on undertaking sustainable activities and giving them an opportunity to come up with ideas on sustainability in their respective communities.

Schools and Children

Noida, Uttar Pradesh

Your Company initiated supporting the first batch of Udayan Shalini Fellowship (USF) programme at Noida chapter. It is a programme which aims at providing financial support and mentoring to girls from underprivileged sections of the society and are socially or economically challenged. The USF Programme supports girls over the course of their entire journey, from Class XI until competition of university or vocational training alongside an employability module. They receive far more than just financial provision, as the programme includes mentoring, resource workshops, multi-day residential camps and education on social issues. Udayan Care firmly believes that its Fellows must start giving back to society at the same time as they receive help. Towards this, the programme has a component of 50 hours of obligatory social work for them.

During the year under review, due to the pandemic, two digital surveys were also conducted to assess the need of smartphones amongst the Shalinis, enabling them by way of providing smartphone to attend their classes and workshops online.

Your Company has also initiated development of Science, Technology, Engineering Mathematics (STEM) tinkering labs at two schools at Noida, wherein approximately 450 student beneficiaries will get hands-on experience on different STEM kits, robotic kits and modules under the supervision of a well-educated and trained facilitator in STEM education. The students would also get the chance to be digital literate and learn concepts. Participants would also get a chance to learn life-skills and will be provided with career-counselling to develop their goals and to participate in talent and creativity enhancing competitions.

Padappai, Pallavaram and Hosur, Tamil Nadu

Your Company has re-invested its support into setting up of a smart class at Panchayat Union Middle School, Keelpadappai. The Company has also undertaken renovation of the science lab at Thally Higher Secondary School, Hosur. The Company will also be providing infrastructure support to Cantonment Primary School at Pallavaram.

Health

Padappai and Hosur

While quality healthcare is the fundamental right of every individual, challenges such as lack of proper infrastructure, dearth of medical functionaries, and medical facilities plague majority of India's population living in rural areas. As a measure to bridge this gap, your Company has continued its preventive healthcare programme of mobile medical unit at Padappai and also initiated deployment of another Mobile Health Unit (MHU) at Hosur.

The project aims at bringing healthcare services to the doorstep of disadvantaged communities in remote areas. This initiative not only helps to mobilize the community, but it also ensures greater outreach among rural people to avail its services free of cost. Awareness sessions on the COVID-19 pandemic and related hygiene, distancing and masking wearing were also conducted.



Distribution of COVID-19 Emergency Response supplies



Cotton Wicks training at Alamgadh



Vocational skills classroom training of youth being undertaken, while following all safety protocols



Appreciation certificates distribution at Samridधि



Upskill training at Samridधि

At Padappai and Hosur, the Company's clean water initiative which aims at providing access to clean drinking water to local communities is still ongoing and self-sustaining.

Support for People with Disabilities

NCR, Vadodara, Padappai, Pallavaram and Hosur

The Company completed a programme for the benefit of visually impaired students to access online library and thereby enabling them to have access to education, rehabilitation and welfare, for their empowerment and independent living. The visually impaired students were provided with laptops with pre-installed screen reading software. Relevant curriculum books were converted to accessible digital format and uploaded to Sugamya Pustakalaya, national online library for print disabled, providing access to the needy students across India. Several

online trainings were given to the students. The project provided a holistic solution to Visually impaired students for pursuing their education independently.

The Company has continued its support this year by way of another programme designed for providing assistive devices to approximately 300 students along with their course contents in accessible digital format and training to use these solutions efficiently. In order to maximize the impact through this project and to serve specific need of end users, the students will be able to choose assistive device of their preference.

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



Health Camp at Kotambi Clinic



Stepping up to combat COVID-19 pandemic through contribution of Ventilators



Inauguration of portable testing units at DM office, Noida

Directors

During the year under review, the Board of Directors of your Company co-opted Mr. Sanjay Sagar as additional director in Independent category with effect from July 1, 2020 for a period of five years. Your Company also co-opted Mr. Pitamber Shivnani (who was earlier appointed as Chief Executive Officer effective from January 15, 2020) as additional director and Managing Director & Chief Executive Officer with effect from July 1, 2020 up to December 31, 2022.

The aforesaid appointments were duly approved by members of the Company at sixty fourth Annual General Meeting held on September 28, 2020. In the same Annual General Meeting, members of the Company also approved re-appointment of Ms. Neera Saggi as Independent Director for another term of five consecutive years with effect from July 26, 2021.

In the course of the year under review, Mr. Vishal K. Wanchoo, superannuated from services of GE and accordingly resigned from the Board of Directors of your Company with effect from March 1, 2021. In view of increased responsibilities within the GE group Mr. Nagesh Tilwani also resigned as Whole-time Director and as Director of your Company with effect from March 1, 2021.

The Board of Directors of your Company at its meeting held on February 15, 2021, subject to approval of the members of your Company, appointed Mr. Mahesh Shrikrishna Palashikar as a Director with effect from March 1, 2021 to fill up the causal vacancy caused due to the resignation of Mr. Vishal K Wanchoo. In the same Board Meeting, Mr. Mahesh Shrikrishna Palashikar was appointed as Chairman (non-executive) of the Board of Directors with effect from March 1, 2021. In the same Board Meeting dated February 15, 2021, Board of Directors of your Company also co-opted Mr. Emanuel Esteban Nicolas Bertolini as additional director with effect from March 1, 2021, liable to retire by rotation.

In terms of section 152 of the Companies Act, 2013 and Articles 104 and 105 of Articles of Association of your Company, Mr. Gaurav M. Negi, Director of your Company retires by rotation at the ensuing AGM and, being eligible, offers himself for re-appointment.

Necessary resolutions in respect of appointment/ re-appointment of the directors mentioned above have been included in the notice convening the ensuing annual general

meeting. Your directors commend their appointment/ re-appointment. The particulars in respect of these directors as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, are also available in the in the 'Board of Directors' section in the report on Corporate Governance and the notice convening the sixty-fifth Annual General Meeting.

Key Managerial Personnel

As on March 31, 2021 the following are the Key Managerial Personnel of your Company in terms of the Companies Act, 2013, read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014:

| Name | Designation |
|------------------------------------|---|
| Mr. Pitamber Shivnani ¹ | Managing Director & Chief Executive Officer |
| Mr. Sushil Kumar | Chief Financial Officer |
| Mr. Manoj Prasad Singh | Company Secretary |

¹ CEO w.e.f. January 15, 2020 and Managing Director & CEO w.e.f. July 1, 2020

Mr. Nagesh Tilwani was Key Managerial Personnel as Whole-time Director up to close of business hours on February 28, 2021.

Declaration by Independent Directors

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

Familiarisation Programme for Independent Directors

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

During the year under review, your Company conducted one session of Familiarisation Programme for Independent Director appointed during the year.

The details of familiarization programmes may be accessed under the Corporate Governance section of the website: <http://www.ge.com/in/ge-td-india-limited>. During the year under review, Independent Directors were apprised on an ongoing basis in the various Board/ Committee meetings on macro-economic environment, industry developments, regulatory updates, business overview, operations, financial statements, update on statutory compliances for Board members, etc. In this respect, presentations were made to Independent Directors by the Managing Director/ Chief Executive Officer, Whole-time Director, Chief Financial Officer, Company Secretary and other management personnel.

Directors' Responsibility Statement

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

- the applicable Accounting Standards have been followed in the preparation of annual accounts and that there are no material departures
- such accounting policies have been selected and applied consistently and the judgments and estimates made are reasonable and prudent so as to give a true and fair view of the state of affairs of your Company as at March 31, 2021 and of the profit of your Company for the year ended on that date
- proper and sufficient care has been taken for the maintenance of adequate accounting records, in accordance with the provisions of the Companies Act, 2013, for safeguarding the assets of your Company for preventing and detecting fraud and other irregularities
- the annual accounts have been prepared on a going concern basis
- the internal financial controls to be followed by your Company have been laid down and such internal financial controls are adequate and were operating effectively and
- proper system to ensure compliance with the provisions of all applicable laws have been devised and such systems were adequate and operating effectively

Audit Committee

The Audit Committee of your Company comprises of Mr. Rakesh Nath as the Chairman, Dr. Kirit S. Parikh, Ms. Neera Saggi, Mr. Sanjay Sagar and Mr. Emanuel Bertolini and Mr. Gaurav M. Negi as other members. Details in respect of the Audit Committee are provided in the Corporate Governance Report forming part of the Directors' Report.

Whistle Blower Policy/ Vigil Mechanism

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

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

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

Nomination and Remuneration Policy

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

The policy is available at the website of your Company under the Corporate Governance Section and can be accessed at <http://www.ge.com/in/ge-td-india-limited>.

Performance Evaluation of Board, Committees and Directors

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

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

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

The Directors expressed their satisfaction with the evaluation process.

Particulars of Employees and Related Disclosures

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

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

Annual Return

As per provisions of Section 92(3) of the Companies Act, 2013, the Annual Return of your Company is hosted on the Reports & Financials section of your Company's website: <https://www.ge.com/in/ge-td-india-limited/reports-financials>.

Meetings of the Board and its Committees

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

The Secretarial Standards as issued by the Institute of Company Secretaries of India (ICSI), as applicable, have been duly complied with.

Particulars of Loans, Guarantees or Investments

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

Related Party Transactions

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

Omnibus approval for related party transactions (at arm's length and in ordinary course of business) which were foreseen and repetitive in nature was obtained from the Audit Committee. All related party transactions during the year under review were on arm's length basis and in the ordinary course of business. The disclosures pertaining to transactions with Related Parties in compliance with applicable accounting standards have been provided in Note No. 38 of the Notes to financial statements.

In terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") disclosures of transactions of the Company with Grid Equipments Private Limited, promoter Company, holding 68.54% shares in the Company:

| Description | (Rs. In million) | |
|-------------------------|------------------|----------------|
| | March 31, 2021 | March 31, 2020 |
| Interest | 97.5 | 52.3 |
| Dividend Remitted | - | 315.9 |
| Borrowings | 4,000 | 1,930.0 |
| Repayment of Borrowings | 5,330 | 600.0 |

During the year under review, your Company, with the approval of shareholders, entered into Related Party Transactions which may be considered material in terms of Section 188 of the Companies Act, 2013 and Listing Regulations. The disclosure of related party transactions as required under Section 134(3)(h) of the Companies Act, 2013 in Form AOC -2 is provided as "Annexure E".

Further, material related party transactions entered/proposed to be entered for financials year 2021-22 onwards are detailed in the notice of the ensuing Annual General Meeting of the Company

Subsidiary Companies

During the year under review, your Company did not have any subsidiary or associate Company in terms of the Companies Act, 2013.

Conservation of Energy, Technology Absorption, Foreign Exchange Earnings and outgo

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

Global Engineering Operations Division (India for Global)

The Company amongst other business activities, as part of its Global Engineering Operations Division (India for Global) ("GEOD") provides engineering services to other GE Grid entities outside India through an Engineering Services team. The activities of the said business are to provide engineering and product & project design services to global affiliates of GE

Grid Solutions and hence non-core to Company's business. There is another Engineering Services team in the Company which provides engineering support for the India business of the Company.

GEOD is a captive service provider for GE Grid group companies. The turnover of GEOD during the financial year ended March 31, 2020 was less than 3% of the overall turnover of the Company and the net book value of the assets was also less than 2% of the net worth of the Company. All customers of GEOD are internal GE entities. There are no customers outside the GE group. The contracts/purchase orders from other GE Grid group companies are issued for short term requirements of up to 1 year. There are no long-term contracts for GEOD. There is also no exclusivity from GE Grid entities in these contracts/purchase orders.

To support GE Grid's global technology development, GE is creating a Global Engineering Operating Centre which is being set-up as part of GE India Industrial India Private Limited ("GEIPL").

The Board of Directors at its meeting held on January 15, 2021 approved sale of the GEOD to GEIPL, together with the assets and manpower comprised therein along with its corresponding liabilities by way of slump sale basis on an "as is where is" basis at a purchase consideration of Rs. 873 million on the basis of independent valuation and sought approval of members of the Company for the same by way of Postal Ballot. However, the resolution was not approved by the non-related members. Accordingly, the Company did not proceed with sale of the GEOD and the Business Transfer Agreement dated January 29, 2021, between the Company and GEIPL, stood terminated in accordance with the terms thereof.

The Company was subsequently informed by GE Grid Solutions that in relation to short term, non-exclusive contracts/purchase orders for global engineering services with other companies in the GE Grid Solutions division outside India, with effect from 30 June 2021 no new contracts/purchase orders will be issued to the Company in relation to those services and existing contracts/purchase orders will lapse at their expiry date or be terminated by notice.

The principal impact of the reduction in engineering services will be excess capacity in GEOD. To mitigate restructuring cost of impacted employees and assets, the Company is exploring potential solutions to minimize impact on the Company.

Naini Unit

In the previous Directors' Report it was informed that the Company has executed an agreement to sell its undertaking at Naini, Allahabad to M/s Shirdi Sai Electricals Limited, consisting of its rights in the leased land, identified movable and immovable properties, as per the terms of the business transfer agreement executed in this regard, subject to such consents as may be required to close the transaction.

The Company is in process of obtaining necessary consents from government authorities for consummation of the sale. Detailed note is available in the Notes to Financial Statements.

Risk Management

The Board of Directors of your Company has constituted a Risk Management Committee in terms of Listing Regulations to overlook the Risk Mitigation and Management of your Company. Details of composition forms part of the Corporate Governance Report.

The Risk Management Committee and the Board of Directors of your Company reviewed the Risk Management Policy for your Company and has adopted Enterprise Risk Management Policy. The Policy identifies elements of risks inherent to the business pertaining to operational, financial, environment, health and safety, reputation and image, currency fluctuation, compliance, cyber security, etc. Every unit and function are required to deploy the control measures and ensure timely reporting.

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

Internal Financial Control

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

Corporate Governance

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

Business Responsibility Report

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

Statutory Auditors and Auditors' Report

The members of your Company at its 60th Annual General Meeting (AGM) held on July 26, 2016 appointed M/s. B S R & Associates LLP, Chartered Accountants, Firm Registration No. 116231W/W-100024 as Statutory Auditors to hold office till the conclusion of 65th AGM at remuneration to be fixed by the Board of Directors.

It is now proposed to appoint M/s. Deloitte Haskins & Sells, Chartered Accountants, who have given their consent for appointment, as statutory Auditors from conclusion of ensuing 65th Annual General Meeting till the conclusion of 70th Annual General Meeting in terms of section 139 of the Companies Act, 2013. M/s. Deloitte Haskins & Sells, Chartered Accountants, have confirmed that their appointment, if made, would be in accordance with the conditions as prescribed in Rule 4 of Companies (Audit and Auditors) Rules, 2014 and

that they satisfy the criteria provided in Section 141 of the Companies Act, 2013.

The Auditors' Report for the financial year 2021 does not contain any qualification, reservation or adverse remark. The Report is enclosed with the financial statements in this Annual Report.

Cost Auditors

The maintenance of cost records as specified by the Central Government under sub-section (1) of section 148 of the Companies Act, 2013, is required by your Company and accordingly such accounts and records are made and maintained. The Cost Audit Report for financial year ended March 31, 2020, of your Company was filed on October 1, 2020, within time under Companies (Cost Records and Audit) Rules, 2014.

In terms of the Companies (Cost Records and Audit) Rules, 2014, your Company has appointed M/s. Shome & Banerjee, Cost Accountants, as cost auditor of your Company for the financial year ending March 31, 2022 to audit the cost records of your Company related to the applicable products manufactured at its manufacturing facilities. The remuneration approved by the Board, is recommended for ratification by the members at the ensuing AGM.

Secretarial Auditors

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

Personnel) Rules, 2014, your Company appointed M/s VKC & Associates, Company Secretaries, as Secretarial Auditor of your Company for the financial year ended March 31, 2022.

The Secretarial Audit Report from M/s VKC & Associates, Company Secretaries for the financial year ended March 31, 2021 does not contain any qualification, reservation or adverse remark and is annexed as "Annexure G".

Acknowledgements

The Board of Directors of your Company thank the customers, investors, vendors, dealers, business associates and bankers for their continuous support during the year. The Board also conveys its gratitude to the Statutory Authorities and institutions and look forward to their continued support in all future endeavours. The Board places on record its appreciation of the contribution made by the employees at all levels. Your Company's resilience to face challenges was made possible by their hard work, solidarity, co-operation and support.

For and on behalf of the Board

Mahesh Shrikrishna Palashikar

Chairman

DIN: 02275903

Place : Gurugram

Date: June 10, 2021

“ANNEXURE A” TO DIRECTORS’ REPORT

ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY ACTIVITIES FOR THE FINANCIAL YEAR 2020-21

(Pursuant to the Companies (Corporate Social Responsibility) Rules, 2014)

1. Brief outline on CSR Policy of your Company

Your Company strives to position itself as a prominent player in the global sustainable environmental transition and its CSR policy underlines this. Your Company through CSR initiatives is committed to improve the lives of individuals and communities in the country. Your Company's CSR initiative reflects this ethos. Your Company has framed a CSR Policy in compliance with section 135 of the Companies Act, 2013 and the weblink for the same is:

https://www.ge.com/in/sites/www.ge.com.in/files/Corporate%20Social%20Responsibility%20Policy_1.pdf

2. Composition of CSR Committee:

| Sl. No. | Name | Designation | DIN | No. of CSR Committee Meeting attended during the Reporting FY |
|---------|-----------------------|---------------------------------|----------|---|
| 1 | Dr. Kirit S Parikh | Independent Director, Chairman | 00684234 | 3 |
| 2 | Mr. Pitamber Shivnani | Member | 05187407 | 3 |
| 3 | Mr. Gaurav M Negi | Member | 02835748 | 3 |
| 4 | Mr. Vishal K Wanchoo | Member [upto June 30, 2020] | 02776467 | 1 |
| 5 | Mr. Nagesh Tilwani | Member [upto February 28, 2021] | 07684746 | 2 |

3. Provide the web-link where Composition of CSR committee, CSR Policy and CSR projects approved by the board are disclosed on the website of the Company

Composition of CSR Committee: <https://www.ge.com/in/sites/www.ge.com.in/files/Committees%20of%20the%20Board%20w.e.f.%20March%201%2C%202021.pdf>

CSR Policy: https://www.ge.com/in/sites/www.ge.com.in/files/Corporate%20Social%20Responsibility%20Policy_0.pdf

CSR Projects approved by the Board : https://www.ge.com/in/sites/www.ge.com.in/files/Corporate%20Social%20Responsibility%20Policy_1.pdf

4. Provide the details of Impact assessment of CSR projects carried out in pursuance of sub-rule (3) of rule 8 of the Companies (Corporate Social responsibility Policy) Rules, 2014, if applicable (attach the report).

The requirement to undertake mandatory Impact Assessment was not applicable to your Company during the year under review.

5. Details of the amount available for set off in pursuance of sub-rule (3) of rule 7 of the Companies (Corporate Social responsibility Policy) Rules, 2014 and amount required for set off for the financial year, if any

Not applicable

6. Average net profit of the Company as per section 135(5)

Rs. 1,166.2 million

7. a) Two percent of average net profit of the Company as per section 135(5)

Rs. 23.3 million

b) Surplus arising out of the CSR projects or programmes or activities of the previous financial years.

NIL

(c) Amount required to be set off for the financial year, if any

NIL

(d) Total CSR obligation for the financial year (7a+7b-7c).

Rs. 23.3 million

8. (a) CSR amount spent or unspent for the financial year

| Total Amount Spent for the Financial Year. | Amount Unspent (in Rs.) | | | | |
|--|--|------------------|--|--------|------------------|
| | Total Amount transferred to Unspent CSR Account as per section 135(6). | | Amount transferred to any fund specified under Schedule VII as per second proviso to section 135(5). | | |
| | Amount | Date of transfer | Name of fund | Amount | Date of transfer |
| Rs. 23.3 million | Not applicable | | | | |

(b) Details of CSR amount spent against ongoing projects for the financial year

| (1) | (2) | (3) | (4) | (5) | (6) | (7) | (8) | (9) | (10) | (11) |
|----------------|---------------------|---|---------------------|-------|-------------------------------------|------------------|----------------------------------|--|--|---|
| S. No. | Name of the Project | Item from the list of activities in Schedule VII to the Act | Local Area (Yes/No) | State | Location of the project District | Project Duration | Amount allocated for the project | Amount spent in the current financial year | Mode of Implementation - Direct (Yes/No) | Mode of Implementation - Through Implementing Agency Name CSR Registration Number |
| NOT APPLICABLE | | | | | | | | | | |

(c) Details of CSR amount spent against other than ongoing projects for the financial year:

| (1) | (2) | (3) | (4) | (5) | (6) | (7) | (8) | (9) | (10) |
|--------|--|--|---------------------|---------------|-------------------------------------|--|------------|--|---|
| S. No. | Name of the Project | Item from the list of activities in Schedule VII to the Act | Local Area (Yes/No) | State | Location of the project District | Amount spent in the current financial year | Over-heads | Mode of Implementation - Direct (Yes/No) | Mode of Implementation - Through Implementing Agency Name CSR Registration Number |
| 1 | Udayan Shaalini Fellowship program for girls | (ii) promoting education, including special education and employment enhancing vocation skills especially among children, women, elderly and the differently abled and livelihood enhancement projects | Yes | Uttar Pradesh | Noida | 1.0 | - | No | Udayan Care CSR00000619 |

| (1) | (2) | (3) | (4) | (5) | | (6) | (7) | (8) | (9) | (10) | |
|--------------|--|--|---------------------|----------------------------|---|--|------------|--|--|-------------------------|--|
| S. No. | Name of the Project | Item from the list of activities in Schedule VII to the Act | Local Area (Yes/No) | Location of the project | | Amount spent in the current financial year | Over-heads | Mode of Implementation - Direct (Yes/No) | Mode of Implementation - Through Implementing Agency | | |
| | | | | State | District | | | | Name | CSR Registration Number | |
| 2 | Infrastructure and developmental initiatives and contribution to educational institutions, disability centres or issues, health institutions or issues, and development of local communities | i) Promoting preventive healthcare ii) Promoting education, including special education among children and differently abled. | Yes | Tamil Nadu | Pallavaram (Chennai), Padappai (Chennai), Hosur (Tamil Nadu), | 1.2 - | - | No | United Way of Delhi | CSR00000216 | |
| 3 | Preventive and curative healthcare for the needy and elderly through mobile medical unit | (i) Promoting preventive health care | Yes | Tamil Nadu | Hosur | 2.8 - | - | No | HelpAge India | CSR00000901 | |
| 4 | Villages adoption - Holistic development of five villages of Kotambi Gram Panchayat through livelihoods, health and education initiatives | (x) Rural development, promoting livelihoods, education, health, hygiene, water and sanitation in villages | Yes | Gujarat | Vadodara | 2.0 - | - | No | Deepak Foundation | CSR00000353 | |
| 5 | Digital empowerment of visually impaired students | (ii) Promoting education, including special education among children and differently abled | Yes | Delhi, Gujarat, Tamil Nadu | Delhi NCR, Vadodara, Padappai, Pallavaram and Hosur | 5.0 - | - | No | Saksham | CSR00002055 | |
| 6 | COVID-19 Emergency Response | (i) promoting health care including preventive health care (xii) disaster management, including relief, rehabilitation and reconstruction activities. | Yes | Delhi, Gujarat, Tamil Nadu | Delhi-NCR, Pallavaram (Chennai), Padappai (Chennai), Hosur (Tamil Nadu) | 10.6 - | - | No | United Way of Delhi | CSR00000216 | |
| 7 | Review and Impact assessment of programmes | Monitoring & evaluation | NA | | All CSR sites and programme | 0.9 - | - | Yes | - | - | |
| TOTAL | | | | | | 23.3 | | | | | |

(d) Amount spent in Administrative Overheads

NIL

(e) Amount spent on Impact Assessment, if applicable

Not applicable

(f) Total amount spent for the Financial Year (8b+8c+8d+8e)

Rs. 23.35 million

(g) Excess amount for set off, if any

Not applicable

| Sl. No. | Particular | Amount (Rs. in million) |
|---------|---|-------------------------|
| (i) | Two percent of average net profit of the Company as per section 135(5) | 23.3 |
| (ii) | Total amount spent for the Financial Year | 23.3 |
| (iii) | Excess amount spent for the financial year [(ii)-(i)] | - |
| (iv) | Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any | - |
| (v) | Amount available for set off in succeeding financial years [(iii)-(iv)] | - |

9. (a) Details of Unspent CSR amount for the preceding three financial years

| Sl. No | Preceding Financial Year | Amount transferred to Unspent CSR Account under section 135 (6) (Rs. in million) | Amount spent in the reporting Financial Year (Rs. in million) | Amount transferred to any fund specified under Schedule VII as per section 135(6), if any | | | Amount remaining to be spent in succeeding financial years (Rs. in million) |
|----------------|--------------------------|--|---|---|-------------------------|------------------|---|
| | | | | Name of the fund | Amount (Rs. in million) | Date of transfer | |
| NOT APPLICABLE | | | | | | | |

(b) Details of CSR amount spent in the financial year for ongoing projects of the preceding financial year(s)

| Sl. No | Project ID | Name of the Project | Financial Year in which the project was commenced | Project duration (in months) | Total amount allocated for the project (Rs. in million) | Amount spent on the project in the reporting Financial Year (Rs. in million) | Cumulative amount spent at the end of reporting Financial Year (Rs. in million) | Status of the project - Completed /Ongoing |
|--------|------------|---------------------|---|------------------------------|---|--|---|--|
| NIL | | | | | | | | |

10. In case of creation or acquisition of capital asset, furnish the details relating to the asset so created or acquired through CSR spent in the financial year

Not applicable

11. Specify the reason(s), if the Company has failed to spend two per cent of the average net profit as per section 135(5).

Not applicable

Dr. Kirit S Parikh

Chairman of CSR Committee
DIN: 00684234
Place: New Delhi

Pitamber Shivnani

Managing Director & Chief Executive Officer
DIN: 05187407
Place: Noida

Date : June 10, 2021

"ANNEXURE B" TO DIRECTORS' REPORT

NOMINATION AND REMUNERATION POLICY

OBJECTIVES

The objective of the Nomination and Remuneration Committee of the Board of Directors of GE T&D India Limited (hereinafter referred to as 'GETDIL' or 'the Company') is to ensure that the Board and top management is appropriately constituted to meet its fiduciary obligations to stakeholders, to identify persons who are qualified to become Directors and who may be appointed in senior management and/or as Key Managerial Personnel (KMP) of the Company in accordance with the criteria's laid down, recommend to the Board the appointment, removal, remuneration of the Directors, Senior Management and KMP and evaluation of every Director's performance, in line with the provisions of the Companies Act, 2013 and rules prescribed therein, as amended from time to time and as per the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), as amended from time to time and/or such other statutory notification, amendment or modification, as may be applicable.

RESPONSIBILITIES AND DUTIES

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

1. Formulating criteria for determining qualifications, positive attributes and independence of a director.
2. Identifying persons who are qualified to become Directors and who may be appointed in Senior Management and as KMP of the Company in accordance with the criteria laid down, recommend to the Board their appointment and removal.
3. Recommending to the Board a policy, relating to the remuneration of the Directors, Senior Management, KMP and other employees, as may be applicable.
4. Formulating criteria for evaluation and manner of effective evaluation of Independent Directors, Board, its committees and every Director's performance.
5. Devising a policy on Board diversity.
6. Ensuring that level and composition of remuneration is reasonable and sufficient to attract, retain and motivate Directors of the quality required to run the Company successfully
7. Ensuring the relationship of remuneration to performance is clear and meets appropriate performance benchmarks and remuneration payable to Directors, Senior Management, KMP involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the Company and its goals
8. Carrying out any other function as is mandated by the Board from time to time and/or enforced by any statutory notification, amendment or modification, as may be applicable
9. Performing such other functions as may be necessary or appropriate for the performance of its duties

POWERS

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

1. Sole authority to retain, compensate and terminate any search firm to be used to identify Director candidate(s) and these agencies will be accountable only to the Committee
2. Identifying, screening and reviewing individuals qualified to serve as Directors and recommending to the Board candidates for nomination to fill Board vacancies/ additions
3. Overseeing the Company's policies and procedures for the receipt of stakeholder suggestions regarding Board composition and recommendations of candidates for membership of the Board
4. Conducting or authorizing studies of matters within the Committee's scope of responsibility with full access to all books, records, facilities and personnel of the Company
5. To retain outside counsel for these activities, if required and determine the compensation.
6. To sub-delegate such power and authority as the Committee deems appropriate with the purpose of

meeting its objectives and duties within the scope of its terms of reference. The Committee shall, however, not delegate any power or authority required by law, regulation or listing standards to be exercised solely by the Committee as a whole

MEMBERSHIP

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

The Chairman of the committee shall be an Independent Director.

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

MEETINGS

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

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

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

QUORUM

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

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

MINUTES

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

COMPENSATION TO COMMITTEE MEMBERS

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

APPLICABILITY

The Policy shall be applicable to:

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

GUIDELINES FOR APPOINTMENT AND REMOVAL OF DIRECTOR, KMP AND SENIOR MANAGEMENT

- **Appointment criteria and qualifications**
 1. The Committee shall identify and determine the integrity, qualification, expertise and experience of the person for appointment as Director, KMP or at Senior Management level and recommend to the Board his / her appointment.
 2. A person should possess requisite qualification, expertise and experience for the position he / she is considered for appointment. The Committee has discretion to decide whether the qualification, expertise and experience possessed by a candidate are adequate for the concerned proposed position.
 3. The Company shall not appoint or continue the employment of any person as Whole-time Director/ Independent Director who has attained the age of seventy or seventy-five years, respectively. Provided that the term of the person holding this position may be extended beyond the above mentioned age with the approval of shareholders

by passing a special resolution and compliance of applicable provisions of law/regulations.

- **Term / Tenure**

- I. Managing Director/Whole-time Director**

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

- II. Independent Director**

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

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

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

- III. Evaluation**

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

- IV. Removal**

The Committee, if think fit, may recommend removal of a Director, KMP or Senior Management Personnel to the Board with reasons recorded in writing due to reasons for any disqualification mentioned in the Companies Act, 2013, rules made thereunder or under any other applicable Act, rules and regulations, Company policy, subject to the provisions and compliance of the said Act, rules and regulations, Company policy.

- V. Retirement**

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

GUIDELINES RELATING TO THE REMUNERATION FOR THE WHOLE-TIME DIRECTOR, KMP AND SENIOR MANAGEMENT PERSONNEL

- **General**

1. The remuneration / compensation / commission etc. to the Whole-time Director, KMP and Senior Management Personnel will be determined by the Committee and recommended to the Board for approval. The remuneration / compensation / commission etc. shall be subject to the terms of appointment and/or prior/post approval of the shareholders of the Company and Central Government, wherever required.
2. The remuneration and commission to be paid to Whole-time Director(s) shall be in accordance with the percentage / slabs / conditions laid down in the Articles of Association of the Company/ terms of appointment approved by the Board or shareholders, as the case may be and as per the provisions of the Companies Act, 2013, and the

rules made thereunder and Listing Regulations.

3. Increments to the existing remuneration / compensation structure may be recommended by the Committee to the Board which should be within the slabs approved by the Shareholders/ central government in the case of Whole-time Director. Increments will be effective as per the terms of appointment or 1st April as the case may be, subject to compliance of applicable law/ regulations, HR policy of the Company.
4. In terms of Listing Regulations, the Company shall undertake a Directors and Officers Insurance for all its Independent Directors. The premium paid on Directors and Officers Insurance taken by the Company on behalf of its Whole-time Director, Chief Executive Officer, Chief Financial Officer, the Company Secretary and any other employees for indemnifying them against any liability, shall not be treated as part of the remuneration payable to any such personnel. Provided that if such person is proved to be guilty, the premium paid on such insurance shall be treated as part of the remuneration.

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

1. **Fixed & Incentive pay**

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

Senior Executive Band (SEB) : 50% or 70% of Annual Fixed Pay as per group policy

Executive Band (EB) : 35% of Annual Fixed Pay

Senior Professional Band (SPB) : 15% of Annual Fixed Pay

Subject to fulfilment of the short and long-term performance objectives, as may be fixed for each official vis-à-vis the working/performance of the Company.

2. **Minimum Remuneration**

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

3. **Provisions for excess remuneration**

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

- **Remuneration to Non- Executive / Independent Director**

1. **Remuneration / Commission**

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

2. **Sitting Fees**

The Non- Executive / Independent Director may receive remuneration by way of sitting fees of such amount as may be approved by the Board

from time to time for attending meetings of Board or committee thereof. Provided that the amount of such sitting fees shall not exceed Rupees One lac per meeting of the Board or committee, or such amount as may be prescribed by the Central Government from time to time.

3. Commission

Commission may be paid within the monetary limit approved by shareholders, subject to the limit prescribed under the provisions of the Companies Act, 2013. The approval of shareholders by special resolution shall be obtained every year, in which the annual remuneration payable to a single non-executive director exceeds fifty per cent of the total annual remuneration payable to all non-executive directors, giving details of the remuneration thereof.

4. Stock Options

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

GLOSSARY

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

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

"ANNEXURE C" TO DIRECTORS' REPORT

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

1. Ratio of remuneration of each director to median remuneration of employees, percentage increase in remuneration of each Director, Chief Financial Officer and Company Secretary during the financial year ended March 31, 2021

| S. No. | Name of Director and KMP | Remuneration of Director and KMP for the financial year ended March 31, 2021 (in Rs.) * | Ratio of remuneration of each director to median remuneration of employees | % increase in remuneration for the financial year ended March 31, 2021 provided for the purpose of section 197(12) of the Act |
|--------|---|---|--|---|
| 1. | Mr. Mahesh Shrikrishna Palashikar ¹ Chairman | Not applicable | Not applicable | Not applicable |
| 2. | Mr. Pitamber Shivnani ² Managing Director & Chief Executive Officer | 23,654,759 ^a | 27.7 | Not Applicable |
| 3. | Mr. Emanuel Esteban Nicolas Bertolini Non-Executive Director ³ | Not Applicable | Not Applicable | Not Applicable |
| 4. | Mr. Gaurav Manohar Negi Non-Executive Director | Not Applicable | Not Applicable | Not Applicable |
| 5. | Mr. Sushil Kumar, Chief Financial Officer | 8,684,929 | Not applicable | Not applicable ^b |
| 6. | Mr. Manoj Prasad Singh Company Secretary | 60,11,161 | Not Applicable | 2.7 |
| 7. | Dr. Kirit S. Parikh Independent Director | 3,730,000 | 4.36 | 98.4 ^d |
| 8. | Mr. Rakesh Nath Independent Director | 3,430,000 | 4.01 | 109.1 ^d |
| 9. | Ms. Neera Saggi Independent Director | 3,630,000 | 4.24 | 111.0 ^d |
| 10. | Mr. Sanjay Sagar Independent Director ⁴ | 2,742,500 | 3.21 | Not applicable ^b |
| 11. | Mr. Vishal K Wanchoo ⁵ Chairman | 620,000 | 0.7 | Not applicable |
| 12. | Mr. Nagesh Tilwani ⁶ Whole-time Director | 7,486,125 ^c | 8.8 | Not applicable ^b |

¹ Appointed as Director in casual vacancy and Chairman of the Board w.e.f. March 1, 2021

² Appointed as Managing Director & Chief Executive Officer w.e.f. July 1, 2020

³ Appointed as Non-Executive Additional Director w.e.f. March 1, 2021

⁴ Appointed as Independent Director w.e.f. July 1, 2020

⁵ Ceased to be Chairman of the Board and Director w.e.f. March 1, 2021

⁶ Ceased to be Whole-time Director & Director w.e.f. March 1, 2021

^a Includes salary received as Chief Executive Officer upto June 30, 2020 and Managing Director & CEO w.e.f. July 1, 2020 onwards

^b Not applicable as the director/ key managerial personnel was either not a director in financial year ended March 31, 2021/ March 31, 2020 or was for part of the year

^c Salary received as Whole-time Director & Head – HVS Business upto February 28, 2021 only

^d The increase in remuneration is also due to the fact that in the previous financial year, Independent Directors were not paid any commission in view of loss.

^e Key Managerial Persons percentage change in remuneration for the financial year is not comparable and reflective of performance assessment in view of bonus pay-outs, other benefits, etc.

Note:

* Remuneration includes Gratuity, leave encashment at the end of the year, contribution to provident fund and superannuation.

2. In the financial year under review, all employee's median remuneration was Rs. 855,537 and there was a decrease of 1.42% in the median remuneration of employees.

3. There were 2599 permanent employees on the rolls of Company as on March 31, 2021.

4. Average percentage increase made in the salaries of employees other than the managerial personnel in the last financial year i.e. 2020-21 was 8.75%.

5. It is hereby affirmed that the remuneration paid is as per the Nomination and Remuneration policy of your Company.

"ANNEXURE D" TO DIRECTORS' REPORT

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

A. Particulars of top ten employees employed for the financial year in terms of remuneration drawn

| Sl. No. | Name | Designation | Remuneration (in Rs.) | Qualification | Experience (in Years) | Date of commencement of employment | Age (in years) | Previous employment and designation |
|---------|--------------------|---|-----------------------|----------------------------------|-----------------------|------------------------------------|----------------|--|
| 1. | Pitamber Shivnani | Chief Executive Officer upto June 30, 2020; and Managing Director & Chief Executive Officer | 2,36,54,759 | B. Tech – Electrical Engineering | 34 | January 15, 2020 | 59 | ABB India Limited - President and Local Head of Power Grids Division |
| 2. | Amaresh Singh | Executive - HR Business Partnership | 1,74,99,947 | LL.B., PGDBM & IR | 29 | August 1, 2019 | 54 | GE Power India Limited - Executive - HR Business Partnership |
| 3. | Sandeep Zanzaria | Executive - Sales | 1,37,13,243 | B.E. – Electrical, PGDM | 31 | August 9, 2017 | 54 | Schneider Electric India Private. Limited – Vice President |
| 4. | Subrata Chatterjee | Executive-Business Operations | 1,32,81,499 | B.E. (Electronics & Power) | 28 | August 31, 2004 | 52 | CESC Limited – Sr. Engineer |
| 5. | Nagesh Tilwani | Whole-time Director upto February 28, 2021; and Head – HVS Business w.e.f. March 1, 2021 | 1,08,73,000 | B.E.- Electrical | 26 | September 14, 1996 | 48 | Controls & Switchgear Company Limited., Design Engineer |
| 6. | Rakesh Singh | Executive-Business Operations | 89,06,087 | B.E. | 24 | June 11, 2007 | 46 | ALSTOM T&D India Limited - Project Director |

| Sl. No. | Name | Designation | Remuneration (in Rs.) | Qualification | Experience (in Years) | Date of commencement of employment | Age (in years) | Previous employment and designation |
|---------|---------------------|--|-----------------------|----------------------|-----------------------|------------------------------------|----------------|---|
| 7. | Sushil Kumar | Chief Financial Officer | 86,13,737 | Chartered Accountant | 21 | November 3, 2009 | 42 | Schneider Electric India Private Limited - Sr Commercial Controller |
| 8. | Surajit Mukherjee | Senior HR Business Partnership Staff Manager | 85,67,386 | B.Com | 14 | March 16, 2007 | 58 | Global Steel Holdings Limited, Nigeria - HR Head |
| 9. | Dharmesh Save | Senior Plant Management Staff Manager | 84,02,488 | BE Mechanical | 23 | May 1, 2019 | 45 | GE Power Systems India Private Limited - Sanand Materials Leader |
| 10. | Subramanian Ganesan | Finance Digital Transformation Leader | 78,86,388 | BSc., FCMA | 25 | October 6, 1995 | 54 | RPG BTP (India) Limited - Supervisor -Factory Accounts & Taxes |

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

None other than mentioned in A above.

C. Particulars of employees employed for part of the financial year under report with an average salary of not less than Rupees eight lacs and fifty thousand per month

| Sl. No. | Name | Designation | Remuneration (in Rs.) | Qualification | Experience (in Years) | Date of commencement of employment | Age (in years) | Previous employment and designation |
|---------|--------------------------|--|-----------------------|--|-----------------------|------------------------------------|----------------|--|
| 1. | Manikkapurath Sivaprasad | Executive-Business Operations | 36,71,510 | B.Tech. -Electrical & Electronics, MBA | 31 | November 6, 1998 | 52 | Steel Authority of India Limited - Assistant Manager |
| 2. | Mariasundaram S Antony | Region Leader- ACS South AsiaExecutive Business Operations - India | 78,90,761 | Master's in Engineering | 32 | January 15, 2021 | 53 | GE Gas Power - GM, India Engineering Operations |
| 3. | Ajay Jain | Senior Operation Management Staff Manager | 53,32,004 | B.Sc. (Electrical Engineering) | 16 | October 30, 2004 | 49 | ABB Limited - Manager |
| 4. | Ramalingam Karthikeyan | Senior Process Improvement Director | 44,24,103 | B.E.- Electrical & Electronics, PGDBA | 38 | October 25, 1996 | 60 | International Components India Limited - Manager- Operations |

Notes:

- 1) Remuneration includes salary, bonus, commission, Company's contributions to Provident Fund / Gratuity Fund / Superannuation Fund and the value of perquisites on the basis of Income Tax Rules, wherever applicable but excluding severance allowance, Gratuity, leave encashment and Superannuation paid at the time of separation.
- 2) The above appointments are contractual.
- 3) None of the above employee is related to any of the Directors of the Company.
- 4) None of the employees by himself or along with his spouse and dependent children holds 2% or more of the equity shares of Company.
- 5) During the year under report, none of the employees was in receipt of remuneration in excess of the Managing Director of Company.

"ANNEXURE E" TO DIRECTORS' REPORT

FORM NO. AOC-2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

Form for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arms' length transactions under third proviso thereto

1. Details of contracts or arrangements or transactions not at arm's length basis: NIL
2. Details of material contracts or arrangement or transactions at arm's length basis

| S. No. | Name of the related party and nature of relationship | Nature of transactions (Rs. in Millions) | Transactions Value | Duration of transactions | Salient terms of transactions | Date of approval by the board | Amount paid in advance (Rs. in Millions) |
|---|--|---|--------------------|--------------------------|--|-------------------------------|--|
| 1 | Grid Solutions SAS (Fellow Subsidiaries) | Sales Orders | 3,580 | 1 year to 3 years | The related party transactions (RPTs) entered during the year were in the ordinary course of business and on arm's length basis. | August 31, 2020 | Nil |
| | | Purchase Orders | 317 | 1 year to 3 years | | | |
| | | Rendering of services | 262 | Yearly revenue | | | |
| | | Receipt of Services | 274 | Yearly Expenses | | | |
| 2 | GE India Industrial Pvt Ltd (Fellow Subsidiaries) | Purchase Orders | 29 | 1 year to 3 years | The related party transactions (RPTs) entered during the year were in the ordinary course of business and on arm's length basis. | April 28, 2020 | Nil |
| | | Rendering of services | 1 | Yearly revenue | | | |
| | | Receipt of Services | 405 | Yearly Expenses | | | |
| | | Interest on loan | 52 | Yearly Expenses | | | |
| | | Borrowing (Maximum outstanding during the year) | 1,963 | Recurring | | | |
| Lending (Maximum lending during the year) | 902 | Recurring | | | | | |
| Total | | | 7,784 | | | | |

For and on behalf of the Board

Mahesh Shrikrishna Palashikar
Chairman
DIN: 02275903

Place : Gurugram
Date: June 10, 2021

"ANNEXURE F" TO DIRECTORS' REPORT

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

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

A. CONSERVATION OF ENERGY

1. Vadodara Unit

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

Various project initiatives executed as part of conservation of energy resulting in annual savings of Rs. 1.2 million. Projects include the following:

- Vapor Phase Drying (VPD) oven chiller pump (15KW Capacity, 2 Nos) uptime reduction to feed only required quantity applicable for processing rather than continuous operation. This resulted in annual projected savings of Rs. 0.6 million.
- Periodic inspection of air consumption station, continuous monitoring of 14 points to arrest leak which accounted savings of Rs. 0.4 million.
- Carbon neutral program initiative of converting 400W metal halide to 203W LED resulting in illumination improvement for shop technicians and savings of Rs. 0.2 million.

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

- Hybrid renewable energy contract using Wind & Solar power (3rd party power sale model) with a capacity of 1.50MW Wind & 1.125 MW solar. Project is under final evaluation.

(iii) The capital investment on energy conservation equipment

- Rs. 7.35 million towards carbon neutral program to convert Metal halide to LED's having potential of Rs. 4.8 million energy savings.

- Rs. 10 million towards fire hydrant piping routing above ground to arrest water leaks locations.

2. Pallavaram Unit

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

- More than 150 numbers of conventional fluorescent tubes are replaced by LED lamps in offices, resulting in power savings of 31,250 units per year.

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

- 0.3 MW of roof top solar panels installed on OPEX model with TATA Solar power; Approval received from government authorities and synchronized to grid.

(iii) The capital investment on energy conservation equipment

- Capital investment of approximately Rs. 0.4 million used for the installation of LED lamps (as mentioned above)

3. Hosur Unit

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

- Survey on compressed air line leakages conducted. Regular checking mechanism has been activated to ensure control on energy consumption.
- New sky lights installed on roof tops in shop floor/stores areas resulting in conservation of more than 3000 units by the initiative taken.
- Autoclave 4 and 6 – Heating Process modification initiated. More than 2400 units per month are being conserved from the initiative.

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

- Started using solar power from October 15, 2020 onwards with a consumption of 4.40 Lakh units since then resulting in savings of more than Rs. 0.7 million since installation.

4. Padappai Unit**(i) The steps taken or impact on conservation of energy**

- There is 3% reduction in overall energy consumption comparing 2020 vs 2019, whereas the production output increased by 30% in 2020 vs 2019 in two out of four product manufacturing.
- Old UPS synchronized and load balancing completed, as a result of which, UPS requirement is reduced from 2x40 KVA to 60 KVA UPS
- Touch-free sensor type taps installed in wash basins, ensuring water consumption as well as COVID risk mitigation.

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

- Roof top solar capacity is optimized to 700 KW. The installation work in progress. The Company is scheduled to draw green electrons from August 2021 onwards.

(iii) The capital investment on energy conservation equipment

- Sensor type taps procured at the cost of USD 3000.

B. TECHNOLOGY ABSORPTION**(i) Efforts made towards technology absorption & development**

For details regarding imported technology and status regarding their absorption, please see the Schedule annexed hereto

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

For details regarding imported technology and status regarding their absorption, please see the Schedule annexed hereto

(iii) The expenditure incurred on Research and Development

| | |
|--|---------------------|
| i) Capital | : Nil |
| ii) Recurring | : Rs. 140.2 million |
| iii) Total | : Rs. 140.2 million |
| iv) Total R&D expenditure as % on turnover | : 0.4% |

C. FOREIGN EXCHANGE EARNINGS

- Foreign Exchange earned (in terms of actual inflow) : Rs. 3,829 million
- Foreign Exchange outgo (in terms of actual outflow) : Rs. 4,510 million

For and on behalf of the Board

Mahesh Shrikrishna Palashikar

Place : Gurugram

Chairman

Date: June 10, 2021

DIN: 02275903

Schedule with reference to B (i) & (ii)

| Technology | Year of Import | Status of absorption |
|---|----------------|----------------------|
| 220 kV Digital CT Application for Hybrid Line Protection at Reliance Mumbai | 2019-20 | Fully absorbed |
| Track Side Transformer up to 220 kV | 2018-19 | Under Absorption |
| Electromagnetic voltage transformer (EMVT) | 2019-20 | Under Absorption |
| Gas Insulated Voltage transformer (GIS-VT) | 2019-20 | Under Absorption |

"ANNEXURE G" TO DIRECTORS' REPORT

FORM NO. MR-3
SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 31.03.2021

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

To,
The Members,
GE T&D INDIA LIMITED
CIN: L31102DL1957PLC193993

Registered Office Address:

A-18, First Floor, Okhla Industrial Area
Phase II, New Delhi - 110020

We report that:

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

Company's Responsibilities

The Company's Management and Board of Directors are responsible for the maintenance of secretarial records under the Companies Act, 2013 and compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards. Further the Company's management and the Board of Directors are also responsible for establishing and maintaining adequate systems and process, commensurate with the size and operations of the company to identify, monitor and ensure compliances with the applicable laws, rules, regulations and guidelines.

Auditor's Responsibilities Statement

Our responsibility is only to examine and verify those compliances on a test basis and express an opinion on these secretarial records based on our audit.

We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The records was verified on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.

We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company. Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.

The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

Limitations

Due to the inherent limitations of an audit including internal, financial and operating controls, there is an unavoidable risk that some Misstatements or material non-compliances may not be detected, even though the audit is properly planned and performed in accordance with the Secretarial Auditing Standards as prescribed by Institute of Company Secretaries of India (ICSI).

Further, we conducted the secretarial audit by examining the secretarial records including minutes, documents, registers, other records and returns related to the applicable laws on the Company etc. However, due to lockdown to fight COVID-19 followed by restrictions imposed by local authorities and State Government, some of the documents and records mentioned above have been received via electronic means. The management has confirmed that the records submitted to us are the true and correct. We have also relied upon representation given by the management of the Company for certain areas which otherwise requires physical verification.

Basis of Opinion

We have followed the audit practices, secretarial auditing standards and processes as were applicable and appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. Some records are verified -on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion. We also believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Report on Secretarial Records and Compliances made thereunder

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the - secretarial audit, we hereby report that in our opinion, the Company has during the audit period covering the financial year ended on March 31, 2021 complied with the statutory provisions listed hereunder and also that the Company has proper Board- processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2021 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) The Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - (c) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
 - (d) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; - **Not Applicable**
 - (e) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; - **Not Applicable**
 - (f) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; - **Not Applicable**
 - (g) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client; **Not Applicable as the Company is not a registered Registrar to an Issue or Transfer Agent.**
 - (h) The Securities and Exchange Board of India (Delisting of Equity shares) Regulations, 2009; - **Not Applicable**
 - (i) The Securities and Exchange Board of India (Buy back of Securities) Regulations, 2018; - **Not Applicable**
- (vi) The Company has identified following laws applicable specifically to the Company and we have relied upon the representation made by the Company and its officers for the system and mechanism framed by the Company for compliances made under following laws:
 1. The Industrial (Development and Regulation) Act, 1951;
 2. The Factories Act, 1948 & Central Rules or concerned State Rules, made thereunder;
 3. The Environment (Protection) Act, 1986;
 4. The Water (Prevention and Control of Pollution) Act, 1974 & Central Rules/concerned state rules;

5. The Air (Prevention and Control of Pollution) Act, 1981 & Central Rules/concerned state rules;
6. The Hazardous Wastes (Management and Handling) Rules, 1989;
7. The Manufacturing, Storage and Import of Hazardous Chemicals Rules, 1989;
8. The Boilers Act, 1923 and read with Indian Boilers Regulation 1950;

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

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

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Standards and Guidelines etc. mentioned above.

We further report that:

The Board of Directors of the Company has been duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice(s) have been given to all directors to schedule the Board Meetings and Committee Meetings, agenda and detailed notes on agenda were sent at least seven days in advance and in case of shorter notice, compliance as required under the Act has been made by the Company and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

All decisions at Board Meetings and Committee Meetings have been carried out with requisite majority of the members of the Board or committees as the case may be. Further there is no case of views of the dissenting members as per the recordings in the minutes of the meetings of the Board or Committee(s) thereof.

We further report that there are adequate systems and process in the company commensurate with the size and operations of the company to monitor and ensure

compliances with the applicable laws, rules, regulations and guidelines.

We further report that during the Audit period, the Company has the following specific event/action having major bearing on the company's affairs in pursuance of the above referred laws, rules, regulations, standards & guidelines, if any, as may be referred to above:

During the period under review,

- i. Members of the Company at Sixty Fourth Annual General Meeting held on September 28, 2020 have:
 - a. Approved the Managerial Remuneration of Mr. Sunil Wadhwa (MD), Mr. Gaurav Manohar Negi (WTD & CFO) and Mr. Nagesh Tilwani (WTD & Head-HVS Business) aggregating to Rs. 55.6 millions - in terms of Section 197 read with Schedule V of the Act paid by the Company, for their respective tenure during the Financial Year 19-20.
 - b. Also, passed the resolution in terms of Section 180(1)(c) of the Act, for increasing the borrowing limits from Rs. 500 crores to Rs. 1000 crores over and above the aggregate of the paid-up share Capital, securities premium and free reserves of the Company.
 - c. Further passed a resolution in terms of Section 188 of the Act read with Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and other applicable provisions, if any, for certain Related Party Transactions with GE India Industrial Pvt. Ltd. and Grid Solutions SAS, France on such terms and conditions as the Board of Directors may deem fit.
- ii. The Company has proposed a resolution to shareholders, in terms of Section 188 of the Act read with Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, for Sale / transfer / disposal of the Global Engineering Operations Division with GE India Industrial Private Limited ("GEIPL"), a Related Party, through Postal Ballot Notice dated February 4, 2021. However, the resolution *has not been carried on* with the requisite majority.

iii. As informed by the management, In order to optimize the utilization level of the Company's transformer business and consolidation of the transformer manufacturing operations in India, the Company had executed a Business Transfer Agreement ("BTA") dated December 23, 2019 to sell its undertaking at Naini, Allahabad to a third party at a proposed consideration of Rs. 250 Millions. The proposed sale consists of the Company's rights in the leased land at the facility, identified movable

and immovable properties and assumed liabilities. The validity period of BTA has been further extended to 30th June, 2021 with additional consideration of Rs. 107.4 Millions for the reimbursement of expenditure incurred by the Company during the extension of BTA. The consummation of the agreement is subject to conditions precedent as laid down in the agreement, including obtaining consent from the regulatory authorities for transfer of rights on leased land.

For VKC & ASSOCIATES

(Company Secretaries)

Unique Code: P2018DE0770000

CS Mohit K Dixit

Partner

ACS No. 49021

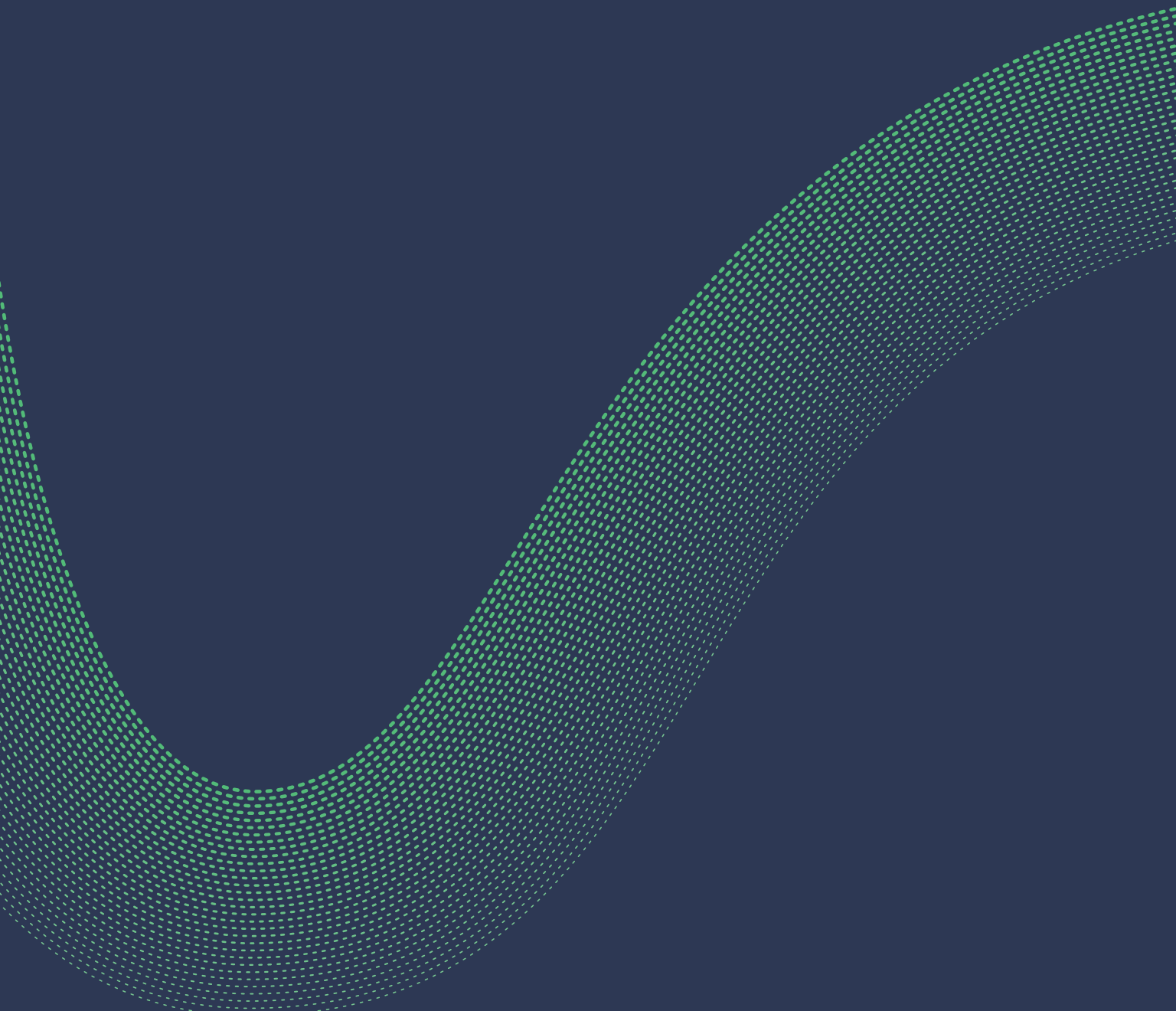
C P No. 17827

Place : New Delhi

Date: June 10, 2021

UDIN: A049021C000437134

MANAGEMENT DISCUSSION AND ANALYSIS REPORT



MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Market Overview

The Power sector in India witnessed a slow growth in the financial year 2020-21, primarily due to the impact of the COVID pandemic. However, with a total installed power generating capacity of ~382 GW as of March 31, 2021, India did once again emerge as the world's third-largest electricity producer.

The financial year 2020-21 was one of learning and innovation, requiring us to work with minimum resources and an optimum use of technology. As a result of the complete lockdown in the country, the first and second quarters of the financial year 2020-21 were slow, but the third and fourth quarters picked up just in time helping us to partially recover from the impact the Company had suffered due to the pandemic.

The focus on transmission, with more Green Energy Corridors (GEC) and substations for renewable power evacuation continued in financial year 2020-21. Along with this, the announcement of privatization of DISCOMs brought in more investment opportunities in the market.

Due to the pandemic, the financial year 2020-21 observed a lower generation capacity addition compared to the target, only 7-8 GW was added during the year. This had an impact on the overall electricity value chain, with state utilities and industry getting effected the most. The State transmission utilities had to reprioritize few projects due to the restructuring of demand patterns, this had a downward effect on the industries and infrastructure segment, where capex investments slowed down. Expansion of few electrification projects was also deferred. The transmission and distribution market remain under realized because of these few major reasons.

Renewable Energy and Round-the-Clock Power

India has committed to an ambitious target of reaching 175 GW of renewable energy capacity by 2022 and 450 GW by 2030. The Government of India (GOI) has been consistently emphasizing the need to achieve these goals. As of now, 92



400 kV 125 MVAR bus reactor for NTPC at Kahalgaon

GW has been achieved already, 47 GW is under installation and 27 GW is in the tendering stage, although this does not include large hydropower projects. With the inclusion of large hydropower projects of 45 GW in the renewable energy space, India intends to touch 220 GW of renewable energy capacity by 2022. India is rapidly developing its capability for manufacturing solar cells and modules locally under the Prime Minister's Atmanirbhar Bharat's scheme. Apart from developing manufacturing capabilities, India also needs to develop its ancillary industry for ensuring that the products developed are competitive in the global market. The GOI is working on policies to bridge this gap and get the unfinished projects back on track. These policies are expected to play a pivotal role in achieving the country's renewable goal.

India's overall wind power potential is 695 GW. The installed wind power capacity has grown by 1.8 times over the past 6.5 years to ~ 38.79 GW (as on February 28, 2021), and India now has the fourth largest wind power capacity in the world. The wind energy sector is led by the indigenous wind power industry with a strong project ecosystem, operation capabilities and a manufacturing base of about 10 GW per annum. The Ministry of Renewable Energy is developing a strategy and roadmap to harness the potential of offshore wind energy along India's coastline.

The country witnessed a trend for the realization of hybrid power by bundling wind, solar, hydro and storage projects. Round-the-clock tenders with 80% plant load factor using a mix of renewable resources has been an ambitious and well appreciated move. The government is seeking these hybrid bids with a view to make renewable energy more acceptable into the grid and enable India's DISCOMS to buy more renewable energy. This will further add on large scale grid connected renewable energy projects in the country. Several companies are also showing interest in these projects in order to achieve a net-zero carbon status.

With more renewable energy set to generate in the coming two years, a parallel transmission program of a Green Energy Corridor is underway to support the addition of 66 GW of transmission lines to carry renewable power into the grid. Phase one of this project has been completed, and phase two is expected to be completed in the first quarter of 2021-22.

Tariff-based competitive bidding (TBCB) for further projects is ongoing in State and Central utilities. This opens opportunities and a strong pipeline of potential orders for GE T&D India Ltd.



GE T&D India Pallavaram plant

Environment and Decarbonization

CO₂ emissions from India are estimated to increase to 2.7 times the 2015 levels to around 5,700MT by 2040—constituting 13% of the world total. This puts India in the center stage for measures against global warming and towards decarbonization. Decarbonization of the power sector along with increased electrification of energy demand hold the key to achieving deep-decarbonization for India.

India is committed to COP 21 and SDG 7 as per the Paris Climate Accord. Vast leaps on the energy front are being taken meet these targets. India has witnessed the fastest rate of growth in renewable energy capacity addition among all large economies. The renewable energy has grown by 2.5 times and solar energy by over 13 times. Presently, renewable energy constitutes 24% of the country's installed power capacity and ~11.5% of the electrical energy generation. If we consider large hydropower as renewable power, the share of renewable energy in electric installed capacity would be about 36% and about 26% of the electricity energy generation. Climate continues to be at the top of priority in the power sector. Concerns like rise in global temperatures, reduction in use of CO₂ emissions in grid and transmission systems need to be addressed on priority.

Use of safer gases in T&D equipment, instead of SF₆, which is an extremely potent greenhouse gas with a high global warming potential, is going to be very critical. GE is

ready with the g3 (Green Gas for Grid) based Gas Insulated Switchgear, which has the capability of reducing the environmental impact compared to SF6 based products. g3 has 99% less global warming potential, compared to SF6. On the other hand, migrating to digital substations is set to reduce the harmful effects of metal and copper footprints in the substations

Tariff-based Competitive Bidding - Market and Projects

The later part of the financial year 2020-21 witnessed the realization of only few TBCB projects. The number of projects launched are still away from the targets, primarily due to COVID-19 impact. Some of the planned TBCB projects are delayed due to readiness and land issues.

These postponed TBCB projects are expected to be tendered in the upcoming year and more States are expected to join the trend. The Power Grid Corporation of India Limited (PGCIL) has been the one of the major players in the TBCB market. In Financial Year 2020-21 PGCIL won five of seven

allotted projects proving its dominance in the segment. Adani has been able to prove itself as another successful private developer in the TBCB market. The trend is expected to continue with a mix of PGCIL and private developers. Recently, the GOI has released guidelines for all the states to adopt TBCB as the preferred route for transmission corridors schemes.

The Need for Automation

Due to the COVID-19 impact, automation emerged as the clear winner in the power sector. The restriction on movements of resources created the drive for automation. Projects like "Unmanning of Substations", more Remote Substation Operation projects and remote testing have been clear winners in the market. During the countrywide lockdown, the power sector was declared as an essential service that needs to run in the country without any breakdown and major hiccups.

Site operations continued during the lockdown. Organizations and customers stepped up and accepted Factory Acceptance



GE T&D India Paddapai plant



GE T&D India Vadodara Plant

Tests and Site Acceptance Tests to be carried out remotely. High definition cameras, powered by the latest imaging technology and software, were installed at the venues.

This automation trend is expected to pick up in the time to come and will open scope for more cost improvisation and innovation. Your Company excels in this space with latest Grid Automation technologies and software solutions.

Digitalization and Asset Performance Management Service

With 24x7 availability of reliable power, service is always a key focus area. To run T&D equipment efficiently, timely services are required. Solutions around Asset Performance Management (APM) have evolved and are creating a healthy demand in the industry and utilities segment. The solutions are a mix of invasive hardware sensors in the transformers, circuit breakers and switchgears with remote software that determine the health of the T&D equipment. This helps in timely detection of emerging faults in the grid network and equipment, thereby helping the utilities to provide safe, reliable and round the clock power for their customers. Once again, your Company is a pioneer in providing round-the-clock maintenance services using state-of-the-art technology like virtual helmets and AMP software.

Focus on Cyber Security

Increased digitization and use of technology exposes the grid to threats like cyber-attacks. Hence, to combat this threat, the State and Central Utilities, along with the Ministry of Power, came out with specific guidelines to adhere to cyber security norms in the grid systems. This will bring in more opportunities in the T&D sector for technology players like your Company, in the upcoming years. Recent tenders in the country for peak hours that involve technologies like power storage are few such examples. All this will increase the confidence of investors in the power sector.

Neighbouring Markets

The Financial Year 2020-21 observed rising energy demand from neighboring countries, especially Bangladesh, Nepal and Bhutan. Inter-regional power flow continues to rise year on year. ADB and World bank have been funding these

projects and helping in augmenting the regional power generation capacity and balanced the overall grid.

Nepal has emerged strong in the year 2020-21 for reforming and strengthening its power grid network. Funded by ADB and other foreign investments, Nepal has planned several transmission projects for the upcoming fiscal year. The available hydro power projects are the main drivers for this growth in the Nepal region. The Power Grid Corporation of India is playing a pivotal role in offering project management, network study, and other associated technical support to Nepal.

Your Company was awarded a multi-million dollar contract in Q4 of FY 2020-21 to upgrade three Gas-Insulated Substations (GIS) located in Khimti, Barhabise and Lapsipedi in Nepal. These modern substations will deliver uninterrupted hydro energy to hundreds of thousands of households in the power scarce regions outside Nepal's capital Kathmandu that still do not have access to the national grid. The contract, awarded by Nepal Electricity Authority (NEA), is the state-owned parent generator and distributor of electric power in Nepal that operates and maintains the country's installed power capacity of around 1,332 Megawatts (MW).

Policy, Regulation and Consolidations

National Solar Mission (NSM)

Harnessing solar energy is one of the major component of India's renewable energy strategy. Most parts of India receive abundant solar radiation and the country has an estimated solar energy potential of about 750 GW solar power. A long-term target of 450 GW by 2030 is ambitious but achievable. The GOI is working proactively on the policy side to achieve the set target. As of end February, with ~35GW of on ground solar and 4.3GW of rooftop solar, India has surpassed wind power installed capacity first time, while another 74 GW is in the pipeline with 47 GW in the commissioning stage, and 27 GW under in tendering. Rooftop solar needs further push in terms of policy to make the rooftop solar segment attractive. In recent times there have been talks in many states for implementing gross metering over net metering for more than 10kW rooftop solar. To give a boost to domestic solar cell manufacturing in residential sector, use of domestically manufactured solar cells and modules have been mandated.

DISCOM Strengthening

In order to make DISCOMs independent with healthy financials, the GOI has been taking numerous steps. The stimulus package of USD 12 Billion was majorly distributed to DISCOMs to pay the accrued debts to power generators. Further, the regulation for privatization of DISCOMs drive has been emphasized once again by the GOI, and hence we can expect more DISCOMs from the private domain in the coming years. This will bring more technological investments in the distribution segment and help in the reduction of the AT&C losses.

In 2020, the Centre decided for privatising the power distribution system, which belong mostly to the State governments. As part of the COVID-19 stimulus package, the finance ministry announced the privatisation of the distribution systems of the Union Territories.

The GOI has also announced steps for listing multiple electricity distributors in one geographical area, with consumer getting the choice to pick their favorite service provider. The sense of competition will improve reliability and quality of power, thus bringing more technological investments in the DISCOM grid market.

Independent CTU

The GOI has asked State-owned Power Grid Corporation to set up a Central Transmission Utility (CTU) with an independent accounting and board structure. PGCIL is to set up a CTU, a 100% owned subsidiary of PGCIL with a separate accounting and board structure, which would be responsible for carrying

out statutory functions, as identified for CTU under the Electricity Act 2003, as well as other functions assigned to CTU by the Central Electricity Regulatory Commission. This will benefit transparent transmission planning and encourage private investments.

Investments in Power Sector

The Power sector got special attention in the GOI budget for the year 2021-22. The GOI announced INR 3000 Billion (USD 40 Billion) investment schemes spread over the next five years with a target to reduce AT&C Losses. This emphasizes the commitment and focus that the GOI is continuously bringing to the Power sector.

This also attracts flow of money from international financing companies like Germany's KFW group, Japan International Cooperation Agency (JICA) and the World Bank as major investors in the Indian Power sector. The GOI has successfully roped in KFW for further investments in renewable power evacuation projects. KFW intends to invest USD 500 Billion in the sector, for the projects planned until 2028. Bangladesh continues to be a lucrative market for investments by KFW and JICA.

Make in India policy

The Make in India initiative aims to boost manufacturing's share of GDP from 16% to 25% percent by 2022 and create ~100 million additional jobs in the country. The development of technology and innovation will be a key driver for India's



Three 132 kV Air Insulated Switchyard (AIS) bays commissioned for Sterlite in North Eastern Region Substation package at Surajmani Nagar

economic growth. This level of industrialization would lead to substantial growth in electricity demand as well as in the power sector. The government's scheme of 'ATMANIRBHAR BHARAT' further strengthens the 'Make in India' policy. The GOI has also been encouraging the power sector to follow the Make in India policy in true spirits. One such example is the GOI's mandate to test all imported grid connected equipments for possible trojans or cyber threats. In the solar segment, government or government entities have been mandated to procure and use domestically manufactured solar PV cells and modules only. There has also been an extension of safeguard duty on import of solar PV cells and modules.

Opportunities

Despite of the pandemic, India has shown good recovery. India's various policies to fight the crisis, along with vaccine related initiatives to support its own residents as well as other nations, has been applauded globally. There was a negative GDP in Q1 of the Financial Year 2020-21, but by fighting back strongly in Q2, India closed the Q3 and Q4 of the 2020-21 Financial Year on positive GDP figures. India also led the rank as the favorite economy for global investments. The growth opportunities and demands led to a continuous inflow of FDIs despite the pandemic. The target to achieve USD 5 Trillion in GDP by the year 2024-25 and the GOI's initiatives to empower India's power sector to enable them in achieving this target seems to be going in the right direction. The demand for electricity is continuously growing with a peak demand of ~182 GW, i.e., ~4% more than Financial Year 2019-20. Further growth targets are expected at a steady rate of ~5.5% CAGR and estimated to hit 1566 Billion units by 2022.

Digitalization and automation opportunities in the power sector have helped mitigate the risks involved in the industry and utility business. Asset management, condition-based monitoring, and IOT-driven solutions are the best opportunities in these turbulent times. Your Company is leading the space with robust and proven solutions in this domain.

In recent times, India has seen the solar power tariff as low as INR 1.99 per unit. This proves the Country's strength in the power sector and the capability to execute at a large-scale level. All the solar projects were oversubscribed showing the confidence of investors in the region.



Energized 400kV GSS, RSS with 150MVA Trafo & 12x12.5 MW ICRs for Azure Power at Bikaner

The government plans to achieve 175 GW of renewable energy power generation by end of 2022. To generate such tremendous power, the transmission infrastructure must be future ready. With many upcoming Inter-state transmission projects, private investments through TBCB and Green Energy Corridors (GEC), we expect a sustainable growth in the transmission industry. With more substations, more renewable power will be absorbed in the grid. With more renewable energy getting integrated into the grid, more Flexible Alternating Current Systems (FACTS) project opportunities to balance the reactive power are expected, especially in the States generating more renewable power. The government plans to set up a 900-km power transmission link, through HVDC transmission technology, that will help large solar and wind energy projects in Ladakh supply electricity across the country. The project is likely to be executed in next three to four years. The marquee project seeks to resolve grid connectivity problems faced by the region. This is also expected to attract investments for setting up green energy projects in the cold desert region.

The new electric vehicle policy announced by the State governments gives thrust to the charging infrastructure. The increase EV adoption is expected to drive innovations in the grid stabilization market and thus bring more opportunities for your company.

All these opportunities are focused on providing clean, round-the-clock, safe and reliable energy to the end users and promise a stable growth of the transmission and distribution sector.

Threats

The COVID-19 pandemic is potentially the biggest threat to the power sector and the economy. Several initiatives are being taken by the GOI to minimize the impact by initiatives like vaccination drives, providing free vaccines and upgrading the medical infrastructure are being taken across the Country. The risk in the power sectors is being mitigated through technological solutions. But a prolonged COVID-19 pandemic situation may impact all sectors and companies around the globe, alike.

There have been initial delays in existing on-ground solar projects due to lockdowns, logistic hurdles, and restriction on imports of certain modules. To boost the local production capability, basic custom duties are being imposed from 1st April 2022, on solar panels and solar cell imports. The government imposed 25% custom duties on invertors and extended extra 15% on the cells and modules. Fixed tariff Power Purchase Agreements (PPAs) and a levelized cost of energy are creating some funding hiccups and delays for projects that were allotted in the Financial Year 2019-20.

The country also faces challenges in mobilization of the necessary finance and investment on competitive terms. Banking and finance sectors need to gear up to make long term international funds available. Continuous efforts are to be made for mitigating investment risks, while approval processes would need to be made easier.

The implementation of renewable projects is expected to be delayed by three to four months. The peak demand of 163 GW was observed at 120 GW, i.e., a downfall of ~23% during the pandemic. The real assessment and longevity of COVID-19 pandemic is yet to be ascertained for down the line impacts. The economy in the power sector is anticipated to slow down temporarily, but a bounce back is expected over next few months. The government is committing to ramp up the tendering activities for future projects along with providing extended financial support for ongoing projects.

The private sector has been a major force of growth for India's power sector via TBCB and privatization of DISCOMS and utilities. The recent policy push towards offshore wind, solar-wind hybrid and floating solar are steps in the right direction, but these must be seen through and scaled up for the sector to expand. Further focus on battery storage projects and permeation of clean energy in sanitation and waste sectors would also push the demand for rooftop solar, off-grid solar and biogas solutions. The Government's commitment and coordination are instrumental in realizing the initial traction in India's renewable space. This will be instrumental to revive the momentum and to tackle the challenging task of restoring the financial health of DISCOMS by reducing transmission losses.

Your Company is aware and well prepared to manage these threats by taking necessary steps for a sustainable business growth.



Business Projections

The overall business environment is expected to improve in the Financial Year 2021-2022, as the market recovers. The company is cautious and selective in choosing its playfield and playing by its strengths. However, the Company continues to have a healthy order booking of more than Rs. 45.9 Billion as on March 31, 2021, and therefore is equipped and well positioned to sustain market pressures.

Human Resource

The permanent employee strength of the Company as on March 31, 2021 was 2599.

Industrial Relations

During the year under review, labor relations at Padappai, Pallavaram, Hosur and Vadodara units remained cordial. This has helped your Company to promote a culture of trust and high performance within the employees. Long Term Settlement has been signed for Hosur, Pallavaram and Vadodara. For Padappai, the LTS negotiation is underway. The Naini unit is on sale, and to complete this sale the lease transfer is a mandatory step. The lease transfer from the Government to the buyer is under process.

Diversity

Gender diversity has always been important to your Company. Your Company understands the gender sensitivities. Hence,

providing a safe and secure work environment for women is always a top priority. Your Company always aims to enrich its gender diversity while hiring for open positions. The management promotes a diverse work culture and adopts fair and transparent employment practices for gender-diverse candidates.

Your Company has a strong network of women employees in the organization that acts as a platform for exchanging views and supporting women in their career growth. Your Company also has career focused fast-track programs for women in technical roles of engineering and R&D

Succession planning

The Management with support from the Human Resource team keeps a sharp focus on the identification of successors for all leadership positions as well as for positions that require crucial skill sets.

The company has introduced new performance management tool called , 'People, Performance and Growth'. Along with that, your Company has moved to a new HR Enterprise resource planning (ERP) platform called Workday.

Your Company is focused on increasing the overall organizational efficiency and driving accountability with the objective of faster communications and expedited delivery to customers.



GE T&D Hosur plant

Finance

The finance function continues to drive initiatives to deliver better performance for your Company. There is a strong focus on risk management, internal controls and cost optimization through intense operational rigor and financial discipline. During the financial year 2020-21, the Company has generated profit after tax of Rs. 603.2 Million, due to higher execution and control over expenses. Operational profits for the year and timely realization of cash from customers has resulted into cash inflow from operating activities of Rs. 2,691.3 million. As of March 31, 2021, the Company has net borrowings of Rs. 1,610.8 million. The endeavour is to have a continuous focus around receivable and retention collection to generate cash.

During financial year 2020-21, the Credit Rating Agency ICRA has reaffirmed short-term rating as (A1+) and revised long-term rating to (A+) (Stable). The outlook for long term rating has been revised to 'Negative'.

Details of significant changes (i.e., change of 25% or more as compared to the immediately previous financial year) in key financial ratios, along with detailed explanations thereof, including:

| | Ratio | Calculation | Unit | Mar-21 | Mar-20 | Change |
|-------|--------------------------------------|--|-------|--------|--------|----------|
| (I) | Debtors Turnover | Operating Revenue/Avg. Receivables | Times | 1.82 | 1.61 | 13% |
| (II) | Inventory Turnover | COGS/Avg. Inventory | Times | 4.13 | 3.55 | 16% |
| (III) | Interest Coverage Ratio ¹ | EBIT/Interest | Times | 2.45 | -3.43 | -171% |
| (IV) | Current Ratio | Total Current Assets/Total Current Liabilities | Times | 1.10 | 1.08 | 2% |
| (V) | Debt Equity Ratio ² | Debt/Shareholder Equity | Times | 0.20 | 0.47 | -58% |
| (VI) | Operating Profit Margin (%) | Operating Income/ Operating Revenue | % | 4.2% | -7.4% | +1160bps |
| (VII) | Net Profit Margin (%) | PAT/ Operating Revenue | % | 1.7% | -9.6% | +1130bps |

¹ Higher Interest Coverage ratio because of higher profits as a result of control over expenses and also lesser finance cost

² Lower Debt Equity ratio because of lesser borrowings from bank

Details of any change in Return on Net Worth as compared to the immediately previous financial year along with a detailed explanation thereof:

Net worth of the Company has increased to ₹ 11,227 million as on March 31, 2021 compared to ₹ 10,515 million as on March 31, 2020 primarily driven by profit generation.

Investor Relations

Your Company has been committed to seek views and suggestions from its stakeholders and share the required information with them in a very transparent manner for betterment and growth. Therefore, engaging them productively is an utmost priority for your Company in order to ensure sustainable performance. Further, keeping close to its investors and maintaining a good connect is one of the important aspects for building a good and fruitful relationship. Your Company holds quarterly earnings conference calls with its investors and analysts. During these quarterly calls, the Company provides an update on the T&D market as well as visibility on potential opportunities. The company also presents its operational and financial performance before the

forum. During the conference call, all attendees are open to raise their questions and seek clarification directly from the top management.

The Company is also disseminating information through press releases and stock exchange communications, thus keeping its stakeholders well informed of the developments. All presentations, analysis and financial results are shared with the investors and are also uploaded on the Company's website www.ge.com/in/ge-td-india-limited.

Risk and Internal Controls

A robust internal control framework has been an essential part of the Company's operations and corporate governance. The

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

During the year, as per the provisions of Companies Act, 2013, an in-depth exercise for evaluating the adequacy of internal controls over financial reporting, was undertaken, and the management assessed their design and operating effectiveness. It was concluded that, as on March 31, 2021, controls were operating effectively.

Further, as part of the statutory audit, the statutory auditors opined that the Company has, in all material respects, an adequate internal financial control system over financial reporting. All such controls were operating effectively as on March 31, 2021.

Outlook

The Indian Power sector is undergoing a significant change that has redefined the industry outlook. Sustained economic growth continues to drive electricity demand in India. The GOI's focus on attaining 'Power for All' has accelerated capacity addition in the country. At the same time, the competitive intensity is increasing at both the market and supply sides (fuel, logistics, finances, and manpower).

The growth of the power sector has been a continuous focus area for the GOI. In the National Investment Plan (NIP) of INR 102 lac crore, the power sector received 25% of the budget for the next five years. The year 2020-21 has been reset year for the transmission sector's growth, with Extra High Voltage (EHV) projects bouncing (765 kV/400 kV) back in the market. Steady growth in electricity demand will ensure and maintain a positive outlook and continued growth. With robust government initiatives and focus on renewable projects the growth in the power transmission sector will remain stable.

In the next five to ten years, the T&D market is expected to grow at a steady pace because of the following factors:

- i. 450 GW of renewable energy till 2030
- ii. India's commitment to COP21 to reduce carbon footprint by 40% by 2040
- iii. Adoption of electrical vehicles will bring in fresh demand for electricity, which will require upgrading of the grid infrastructure with latest technologies. The 'National Electric Mobility Mission Plan' aims at 100% adoption of EVs by 2030. The Indian Railways also plans to introduce 16,000 km of new lines, besides doubling the existing lines of 6,900 km. This would be a key demand driver in the next decade
- iv. Cross-border power trade and strengthening of inter-regional grid.
- v. Hybrid market opportunities and projects consisting of wind, solar, and battery storage will continue to evolve. The Company has developed capabilities and solutions in these areas.
- vi. Last, but most importantly, the demand for side growth, which is forecasted at ~6.0%, is generating a need for more power, and in turn a robust transmission network is required for the same.

The management of the Company is focused and committed to leverage the evolving scenario in the power sector

Cautionary Statement

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

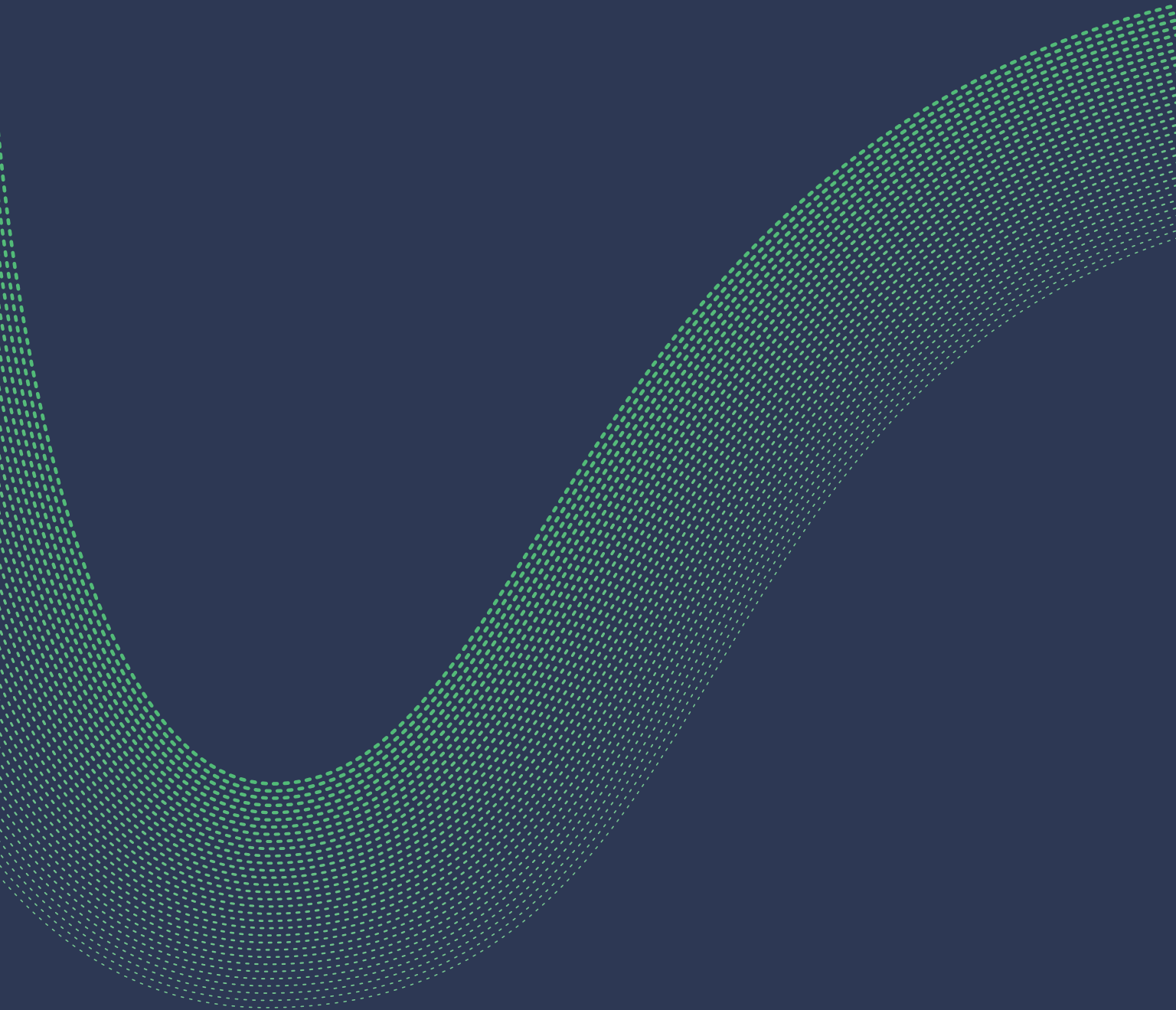
For and on behalf of the Board

Mahesh Shrikrishna Palashikar

Place : Gurugram
Date : June 10, 2021

Chairman
DIN: 02275903

BUSINESS RESPONSIBILITY REPORT



BUSINESS RESPONSIBILITY REPORT

SECTION A: GENERAL INFORMATION ABOUT THE COMPANY

| | | |
|-----|---|---|
| 1. | Corporate Identity Number (CIN) of the Company | L31102DL1957PLC193993 |
| 2. | Name of the Company | GE T&D India Limited |
| 3. | Registered address | A-18, First Floor, FIEE Complex, Okhla Industrial Area, Phase II, New Delhi – 110020 |
| 4. | Website | www.ge.com/in/ge-td-india-limited |
| 5. | E-mail ID | company.secretary@ge.com |
| 6. | Financial Year Reported | Financial Year ended March 31, 2021 |
| 7. | Sector(s) that the Company is engaged in | Capital Goods – Electrical equipment |
| 8. | List three key products/services that the Company manufactures/provides (as in balance sheet) | Switchgear all types, Control Panels, Power Transformers Electrical Substation projects and Services. NIC Code of the main product/service – 271 |
| 9. | Total number of locations where business activity is undertaken by the Company: | |
| | a) Number of International Locations | Nil |
| | b) Number of National Locations | 6 plant locations, 9 sales offices including 1 corporate office and 1 registered office |
| 10. | Markets served by the Company – Local/State/ National/International | <ul style="list-style-type: none"> National and State Transmission & Distribution utilities Neighbouring countries Utility and market-Nepal/Bangladesh/ Bhutan/Sri Lanka Domestic Industrial customers Domestic power generation – conventional and renewable Export of products |

SECTION B: FINANCIAL DETAILS OF THE COMPANY

| | | |
|----|---|--|
| 1. | Paid up Capital (Rs.) | 512.1 million |
| 2. | Total Turnover (Rs.) | 34,523.7 million |
| 3. | Total profit/(Loss) after taxes (Rs.) | 603.2 million |
| 4. | Total Spending on Corporate Social Responsibility (CSR) as percentage of profit after tax (%) | Your Company spent Rs. 23.3 million which was 2% of its Net Profit in terms of section 135 of the Companies Act, 2013. Percentage cannot be determined as the Company incurred a loss during the financial year 2019-20. |
| 5. | List of activities in which expenditure in 4 above has been incurred | <ul style="list-style-type: none"> I. COVID-19 Emergency Response II. Preventive Healthcare III. Education and children IV. Support for persons with disabilities |

SECTION C: OTHER DETAILS

1. Does the Company have any Subsidiary Company/ Companies

No

2. Do the Subsidiary Company/Companies participate in the Business Responsibility (BR) Initiatives of the parent Company? If yes, then indicate the number of such subsidiary Company(s)-

Not Applicable

3. Do any other entity/entities (e.g. suppliers, distributors etc.) that the Company does business with, participate in the BR initiatives of the Company? If yes, then indicate the percentage of such entity/entities? [Less than 30%, 30- 60%, More than 60%]

Yes. As a practice, the extent of supplier involvement in Company's supply chain responsibility is that suppliers, Distributors and channel partners are required to sign the Company's Integrity Guide for Suppliers, Contractors and Consultants, which is a guiding document on following applicable local laws, and best practices in employment, ethical business, environment, health and safety.

SECTION D: BUSINESS RESPONSIBILITY INFORMATION

1. Details of Director/Directors responsible for BR

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

1. DIN : 05187407
2. Name : Mr. Pitamber Shivnani
3. Designation : Managing Director & CEO

b) Details of BR head

| No. | Particulars | Details |
|-----|---------------------|---------------------------------|
| 1 | DIN (if applicable) | NA |
| 2 | Name | Mr. Manoj Prasad Singh |
| 3 | Designation | Company Secretary & CSR Officer |
| 4 | Telephone Number | 0120-5021500 |
| 5 | E-mail ID | manojprasad.singh@ge.com |

2. Principle-wise (as per NVGs) BR Policy/policies

a) Details of compliance (Reply in Y/N)

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

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

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

3. Governance related to Business Responsibility Report

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

Annually

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

Business Responsibility Report forms part of the Directors' Report and is available on Company's website <https://www.ge.com/in/ge-td-india-limited>.

SECTION E: PRINCIPLE-WISE PERFORMANCE



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

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

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

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

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

During the year under review 42 stakeholder concerns were raised under the GE Open Reporting system. Approximately 79% of the cases were resolved as at the end of March 31, 2021.

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

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

- a) Extra High Voltage (EHV) Current Transformer
- b) Extra High Voltage Circuit Breakers
- c) Manufacturing of Conventional Relays

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

- a) Reduction during sourcing/production/distribution achieved since the previous year throughout the value chain
 - EHV Current Transformer: Natural resource savings would include reduced consumption of oil, wood, steel, aluminium and copper. Process efficiency includes less energy (electricity) being used in the production process
 - EHV Circuit Breakers: SF6 gas reduction and weight reduction in steel structures
- b) Reduction during usage by consumers (energy, water) has been achieved since the previous year? Details mentioned in Annexure F to the Directors' Report.

3. Does the Company have procedures in place for sustainable sourcing (including transportation)? If yes, what percentage of your inputs was sourced sustainably? Also, provide details thereof, in about 50 words or so.

The Company has a well-defined supplier selection and purchasing process covering 100% of the supplier base. A stringent supplier onboarding process governed by dedicated compliance team through quality, process and safety audits (internal and external audits), aligns the suppliers for Integrity & Compliance with the local rules and regulations and also with GE quality standards. The Company also has processes with all direct materials suppliers called 'SRG audits' (Sourcing Reputation Guidelines). This is deployed to all direct materials suppliers to ensure stability in supply chain and also to protect GE's Reputation.

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

The Company has procedures in place for sustainable sourcing and the conformance is verified through qualification audits, Process audits and Supplier Responsibility Guidelines audits.

Supplier Regulation Guideline (SRG) procedure is used to assess the supplier compliance which includes environmental compliances & excellence. Accordingly, all suppliers are audited on regular basis as per SRG guidelines, where compliance to Environment Regulations and insistence on Environment improvement actions are assessed. The availability of Environmental legal permits and actions taken to ensure compliance to permit conditions are also verified. During the year under review, the Company has expanded its sustainability focus to include:

- Decarbonization of operations and reduction of cost through energy efficiency, renewable electricity and waste reduction
- Decarbonization of supply chain through setting up supplier sustainability requirements, zero carbon logistics, zero carbon steel. Suppliers are required to disclose their carbon emissions; target 100% renewable electricity by 2025, and also engage with the Company to strive towards reduction of material logistics' emissions
- Achieving product sustainability through economic designs, transitioning from SF6 to g3 Gas. The Company is systematically moving to more sustainable packing methods for the equipment using corrugated boxes and biodegradable jungle wood solutions.
- Measures taken to reduce the usage of woods in the finished goods packing through packing contractors, actions like migration to steel package from wood is done for product variants, optimisation of package through re-engineering done
- To minimise the package waste from raw materials, the pallets & fixtures used for raw materials are sent back to supplier for repacking and thereby generation of wastage is avoided
- Paperless transactions with supplier for drawings, PO's and test reports, thereby reducing the generation of paper waste.

4. Has the Company taken any steps to procure goods and services from local & small producers, including communities surrounding their place of work? If yes, what steps have been taken to improve their capacity and capability of local and small vendors?

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

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

The Company supports local and small vendors by continuous visits and audits at their premises. The Supplier performance is reviewed regularly, and improvement actions are decided with mutual consents. Whenever needed, we train the suppliers' employees to improve their competencies.

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

- 2% to 3% of Wooden packing is reused for further packing
- Recycling of products and waste – 5% to 10%
- Packing materials used for incoming materials are being reused for re-packing of finished goods.
- Waste generated from factories are recycled and used
- Hazardous wastes are sent to authorised recyclers approved by state government
- Well-defined processes in place to recycle and reuse waste related to SF6 Gas and oil as used in the manufacturing process
- Following quality norms, your Company has processes in place to selectively reuse material from rejected/ returned product

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

| | | |
|---|--|--|
| 1. Total number of employees | : | 2599 permanent employees |
| 2. Total number of employees hired on temporary/ contractual/ casual basis | : | 1454 |
| 3. Number of permanent women employees | : | 147 |
| 4. Number of permanent employees with disabilities | : | 15 |
| 5. Do you have an employee association that is recognised by management? | : | Yes |
| 6. What percentage of your permanent employees is members of this recognised employee association? | : | Approximately 40% |
| 7. Please indicate the Number of complaints relating to child labour, forced labour, involuntary labour, sexual harassment in the last financial year and pending, as on the end of the financial year: | | |
| No. Category | No. of Complaints filed during the financial year | No. of complaints pending as on end of the financial year |
| 1. Child labour/ forced Labour/ involuntary labour | Nil | Nil |
| 2. Sexual harassment | Nil | Nil |
| 3. Discriminatory employment | Nil | Nil |
| 8. What percentage of your under mentioned employees were given safety & skill upgradation training in the last year? | | |
| a. Permanent Employees | : | 98% |
| b. Permanent Women Employees | : | 99% |
| c. Casual/Temporary/Contractual Employees | : | 85% |

Principle 4: Businesses should respect the interests of and be responsive towards all stakeholders, especially those who are disadvantaged, vulnerable and marginalised**1. Has the Company mapped its internal and external stakeholders? Yes/No**

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

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

2. Out of the above, has the Company identified the disadvantaged, vulnerable & marginalised stakeholders.

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

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

The Company's CSR activities at all locations are highly inclusive. The Company has continued fellowship programme at Noida in order to facilitate education of female underprivileged students. Your Company has also set up Science Technology Engineering Mathematics (STEM) Labs in the previous year. In Chennai and neighbouring areas, the Company's programme on the Company's mobile medical van which operates in Padappai and neighbouring areas has achieved over 40,000 treatments during the years 2017-2020. Your Company is in the process of deploying another Mobile Medical Unit at Hosur. At Vadodara, the Company has provided for villages adoption which includes farmer training, forming self-help groups, mobile libraries and health camps. At NCR, the Company initiated a programme for the digital empowerment of visually impaired students to enable them to become self-reliant and independent. The Company's COVID-19 emergency response has provided support to hospitals, frontline workers and migrant families. Details of the programmes are also available in the Directors' Report and Annexure A thereto.

Principle 5: Businesses should respect and promote human rights

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

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

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

Nil

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

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

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

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

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

Ecomagination is GE's growth strategy to enhance resource productivity and reduce environmental impact on a global scale through commercial solutions for our customers and in our own operations. As part of this strategy, we are: investing in cleaner technology and business innovation; developing solutions to enable economic growth while avoiding emissions and reducing water consumption; committing to reduce the environmental impact in our own operations; and developing strategic partnerships to solve some of the toughest environmental challenges at scale to create a cleaner, faster, smarter tomorrow.

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

Yes

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

Your Company does not have any Clean Development Mechanism projects.

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

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

GE's thrust on sustainability in business is reflected at <https://www.ge.com/sustainability/>.

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

Yes.

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

Nil

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

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

Yes, Indian Electrical and Electronics Manufacturers Association (IEEMA).

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

Yes, to help promote 'Make in India' policy for Power Transmission and Distribution Products, standardisation

of Testing procedure and validity durations of Power Transmission and Distribution Products.

Principle 8: Businesses should support inclusive growth and equitable development

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

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

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

The CSR projects of the Company are implemented through internally validated external NGO partners/ implementing agencies.

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

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

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

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

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

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

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

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

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

Customer complaints are managed through a tool, ACT. 6.8% of customer complaints are overdue as on end of financial year March 31, 2021. It includes both verbal and written complaints.

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

No, the Company does not display product information on the product label, over and above what is mandated as per local laws.

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

No

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

Your Company management runs customer engagement sessions like "voice of customer", technical seminars to measure customer satisfaction level. Customer satisfaction survey is sent on closure of customer complaints in ACT.

For and on behalf of the Board

Mahesh Shrikrishna Palashikar

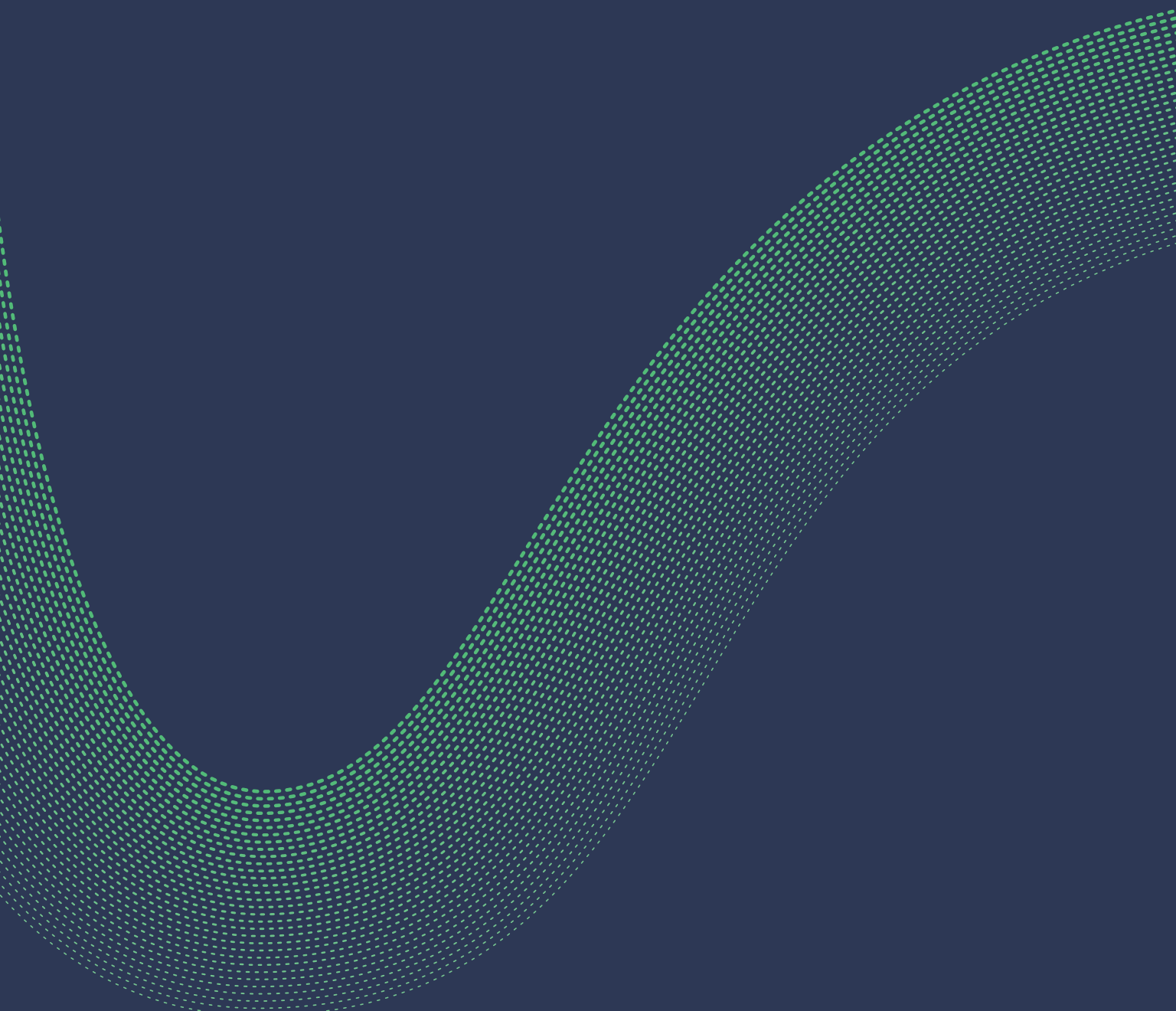
Chairman

Place : Gurugram

Date: June 10, 2021

DIN: 02275903

CORPORATE GOVERNANCE REPORT



REPORT ON CORPORATE GOVERNANCE

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

COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

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

Your Company's philosophy on Corporate Governance revolves around the principles of ethical governance. It aims at conducting business in an efficient manner and meeting its obligations to shareholders and other stakeholders with a firm commitment to values. Our Corporate Governance framework ensures that we adopt corporate practices based on principles of transparency, accountability, fairness, and integrity to create a sustainable value for all our stakeholders. Your Company emphasises developing a transparent relationship of trust and faith with the stakeholders of your Company and conduct its business which is symbiotic for growth of your Company as well as the people associated with it.

BOARD OF DIRECTORS

For your Company, Corporate Governance begins at its highest governance authority, the Board of Directors. Further, the Board of Directors of your Company comprises eminent experts, who are committed to the organisation's key principles and values, which constitute the best standards of corporate governance.

A. Composition of the Board

As of March 31, 2021, the Board comprised of eight Directors, of which seven are non-executive, including four independent directors and out of which one is an independent woman director.

B. Skills Matrix of the Board of Directors

In accordance with the Listing Regulations, as amended, the Board of Directors of your Company has identified the following skills as required in the context of its business and sector for it to function effectively and those are sufficiently available with the board. All these skills/ expertise are available with the Board of Directors.

Core skills/ expertise/ competencies identified by the Board of Directors are Leadership, Strategic Thinking, Industry Knowledge, Corporate Governance, Organisational Management, Financial Expertise, Legal, Corporate Affairs, Risk Management, Technology/IT.

The following table displays the Core skills/ expertise/ competencies of the Directors:

| Skills/ Expertise/ Competencies | Mr. Mahesh Shrikrishna Palashikar | Mr. Pitamber Shivnani | Mr. Emanuel Bertolini | Mr. Gaurav M. Negi | Dr. Kirit S Parikh | Mr. Rakesh Nath | Ms. Neera Saggi | Mr. Sanjay Sagar |
|---------------------------------|-----------------------------------|-----------------------|-----------------------|--------------------|--------------------|-----------------|-----------------|------------------|
| Leadership | √ | √ | √ | √ | √ | √ | √ | √ |
| Strategic Thinking | √ | √ | √ | √ | √ | √ | √ | √ |
| Industry Knowledge | √ | √ | √ | | √ | √ | √ | √ |
| Corporate Governance | | √ | √ | √ | √ | | √ | √ |
| Organisational Management | √ | √ | √ | √ | √ | √ | √ | √ |
| Financial Expertise | √ | √ | √ | √ | √ | √ | | |
| Legal | | | | | | √ | | √ |
| Corporate Affairs | √ | | | √ | | | √ | √ |
| Risk Management | √ | √ | √ | √ | | √ | √ | |
| Technology/IT | | √ | | | √ | √ | | |

C. Brief particulars of the Directors



Mr. Mahesh Shrikrishna Palashikar*
Chairman

Mr. Mahesh Shrikrishna Palashikar, aged 53 years, is the President of General Electric, South Asia. In this role, he is responsible for leading GE's presence across South Asia (including India, Bangladesh and Sri Lanka). He is focused on enabling GE to win in South Asia, building strong stakeholder relationships, understanding market dynamics, partnering with all businesses to develop and facilitate the execution

of the market business strategies, shaping culture, developing talent and managing enterprise risks.

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

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

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

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

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

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

* appointed w.e.f. March 1, 2021



Mr. Pitamber Shivnani
Managing Director
& CEO

Mr. Pitamber Shivnani, aged 59 years, who was appointed as the Managing Director & CEO w.e.f. July 1, 2020, has an extensive experience of 34 years in the Transmission and Distribution sector in India. He was the President of the Power Products Division of ABB India from June, 2010 to December, 2015 and subsequently the President of Power Grid Division of

ABB India from January 1, 2016 till October 14, 2019. In this role he was responsible for its four business units - Transformers, High Voltage, Grid Automation and Grid Integration. He also led ABB India's largest manufacturing facility in Maneja, Vadodara for almost a decade. He started his career Committee positions, GEPL with ABB in 1987 in the sales and commercial function as manager in Northern India region and has held roles of increasing responsibilities across various divisions since then. He played a major role in the significant expansion of ABB's transformer business in India. Also, under his leadership ABB Grid's business grew its manufacturing footprint in India by adding new factories and expanded its product portfolio by adding Ultra High Voltage products. Mr. Pitamber Shivnani received ABB Group Global CEO Award in 2010.

He is an Alumnus of Indian Institute of Technology, Roorkee from where he graduated in Electrical Engineering in 1986. He has attended Senior Leadership Development Program from International Institute of Management Development (IMD), Switzerland and Harvard School of Business, USA.

He is a member of the Stakeholders Relationship Committee and the Corporate Social Responsibility Committee of the Company. He is also on the Board of Grid Equipments Private Limited.



Mr. Emanuel Esteban Nicolas Bertolini#
Director

Mr. Emanuel Esteban Nicolas Bertolini, aged 52 years, is currently the Chief Commercial Officer of Grid Solutions and since 2018 has been appointed to the Board of Directors of the Prolec JV which manufacture Power and Distribution transformers for the North American market.

appointed w.e.f. March 1, 2021

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

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

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

He is currently based in Paris. He holds an MBA degree from the University of Texas at Austin and the Instituto Tecnológico de Monterrey Committee positions and a BA from the University of Trieste, Italy.

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

Mr. Gaurav M Negi, aged 46 years, has over 23 years of diverse exposure in the field of Finance, Corporate Governance and Business Operations. A Chartered Accountant and Six Sigma Black Belt, he has been working with General Electric since 1999 and has held assignments with progressive responsibilities both



Mr. Gaurav M Negi
Director

in India and Internationally. He has been part of the prestigious Leadership Programs of General Electric in Finance and Executive Management and done certificate course from the Harvard Business School. Mr. Negi is currently the Chief Financial Officer for GE Renewables Onshore Wind, Asia Pacific Region. In the past, he has held the position of Whole-time Director & CFO of GE T&D India Limited, and prior to joining your Company, he has held CFO & Senior Finance positions in various GE Joint Ventures & Business segments gaining a rich exposure in service segments of Financial Services and Media and technology-based manufacturing segments of Power, Transmission, Healthcare and Transportation. His financial expertise includes strategy, governance, corporate finance, risk management, investor relations, planning and other domains of finance.

Mr. Negi is an alumnus of St. Columba's School, New Delhi and a commerce graduate from The Hindu College, Delhi University and has done his articles from M/s A.F. Ferguson & Co., New Delhi. He is a member of the Corporate Social Responsibility Committee, Assets Committee and Risk Management Committee and the Chairman of Stakeholders Relationship Committee of the Company.

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



Ms. Neera Saggi
Director
(Non-Executive - Independent)

Ms. Neera Saggi, aged 65 years, has over 38 years of extensive and varied experience, both in the public and the private sector. For twenty-eight years, as member of Indian Administrative Service, she worked within the government with multiple stakeholders and in different sectors including ports, SEZs, and areas of export promotion, textiles, area administration and rural development.

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

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

Ms. Saggi is a member of the Audit Committee, Nomination and Remuneration Committee and the Assets Committee of your Company. She is the Chairperson of Risk Management Committee of your Company.

Ms. Saggi currently serves with Boards of several well-known companies such as GE Power India Limited, Swaraj Engines Limited, Tata Projects Limited, Tata Steel BSL Limited (formerly Bhushan Steel Limited), Mahindra Integrated Business Solutions Private Limited, LTIDPL INdviT Services Limited, and Honeywell Automation India Limited.

She is also member of Audit committee of GE Power India Limited, Swaraj Engines Limited, Tata Projects Limited, Tata Steel BSL Limited (formerly Bhushan Steel Limited), Honeywell Automation India Limited, Mahindra Integrated Business Solutions Private Limited is the Chairperson of Nomination and Remuneration Committee of Honeywell Automation India Limited and Risk Management Committee of Swaraj Engines Limited.



Professor Kirit Parikh
Director
(Non-Executive - Independent)

Professor Kirit Parikh, aged 85 years, former Member of India's Planning Commission with a status of Minister of State is Chairman of Integrated Research and Action for Development (IRADe), New Delhi, a not-for-profit NGO with focus on energy, environment, climate change, urbanisation and inclusive development.

He was the Founder Director of the Indira Gandhi Institute of Development Research (IGIDR), Mumbai and is a Fellow of the National Academy of Sciences, India. He was awarded "Padma Bhushan" by the president of India, the third highest civilian award in India. He has a Doctor of Science in Civil Engineering and a Master's degree in Economics from Massachusetts Institute of Technology (MIT), USA and M. Tech from IIT (Kharagpur). He has been a Professor of Economics since 1967. He has also been a member of the Economic Advisory Councils (EAC) of five Prime Ministers of India.

He had also been a member of the Indian National Committee for Environmental Planning & Coordination (1971-74), the National Committee on Science and Technology (1974-76) and the Fuel Policy Committee (1970-74). He chaired the Expert Committee on "Integrated Energy Policy" and also the Expert Group on "Low Carbon Strategy for Inclusive Growth" set up by the Planning Commission. From 1997 to 1998, he was Special Economic Adviser to the Administrator, United Nations Development Programme (UNDP), New York. He has authored, co-authored and edited 29 books and served as editor of "India Development Reports" which provide a non-governmental assessment of India's development and policy options.

He is a member of the Audit Committee, Nomination and Remuneration Committee and the Chairman of the Corporate Social Responsibility Committee of your Company.

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

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



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

Mr. Rakesh Nath, aged 71 years, has about 43 years of varied experience in Power Sector planning, Operation & Maintenance of Thermal and Hydro Power Stations and Transmission System, Regulation of water supply from multi-purpose hydro projects including operation & maintenance of irrigation canal system, Power System Operation and Power

Trading. He was technical member of Appellate Tribunal for Electricity (APTEL) from 2010 to May 2015. Prior to this, he was the Chairperson, Central Electricity Authority (CEA) and Ex-Officio Secretary to the Government of India.

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

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

Mr. Rakesh Nath has attended courses in power system operation and control in UK in 1984 and

in Sweden in 1993. He participated as member in proceedings of Expert Committee on Sedimentation of International Committee on Large Dams in Brazil in 2002. As Chairperson CEA, he was deputed to Norway to study power markets, to Switzerland for study on manufacturing of large boiler and Turbine generators with Super Critical technology and to USA to promote investments in Indian power sector. He has also been President of Central Board of Irrigation & Power from February, 2006 to February, 2010. He is also on the Board of various other companies.

He is the Chairman of Audit Committee and Nomination & Remuneration Committee and a member of Assets Committee and Risk Management Committee of your Company.

At present, he is a designated partner in RNSM Energy Advisors LLP.



Mr. Sanjay Sagar
Director
(Non-Executive - Independent)

Mr. Sanjay Sagar, aged 63 years, appointed as Independent Director w.e.f. July 1, 2020 has almost four decades of experience, of which the past two have been in the energy sector. He was Joint Managing Director & CEO of JSW Energy Limited from 2012 to 2017. During this tenure, he was instrumental in the acquisition of two hydro-electric power projects - Baspa II

and Karcham Wangtoo, which marked JSW Energy's foray in the hydro power generation sector. Under his stewardship, your Company grew from strength to strength with installed capacity increasing almost two folds and profitability growing more than eight times. He has received various accolades as a CEO in the Power industry including recognition as the "Best CEO (Power)" & "Power & Energy Persona of the year". He has also been an executive Director with several JSW Energy companies before he demitted office in 2017.

He is an alumnus of Shri Ram College of Commerce, Delhi and holds a management degree from the University of Delhi.

He is a member of the Audit Committee, Nomination & Remuneration Committee and Stakeholders Relationship Committee of your Company.

At present, he is on the board of Carroballista Systems Limited and Agneya Systems Limited.

® appointed w.e.f. July 1, 2020

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

- a. Details of attendance of the Directors at Board Meetings, last Annual General Meeting and their directorships, committee positions and names of the other listed companies, where such director is a Director and Category of Directorship during the financial year under report is as follows:

| Sl. No. | Name of Director | Category | Number of Board Meetings | | Attendance at the last AGM held on September 28, 2020 | Number of outside Directorships of public and private companies (As on March 31, 2021) | Number of Outside Board-level Committees* where chairperson or member (As on March 31, 2021) | | Category of Directorship and name of the other Listed Companies as on March 31, 2021 |
|---------|---|---------------------------|--------------------------|----------|---|--|--|----------|---|
| | | | Held during tenure | Attended | | | Member | Chairman | |
| 1 | Mr. Mahesh Shrikrishna Palashikar ¹ | Non-Executive Chairman | - | - | N.A. | 1 | 1 | 0 | Non-Executive Director & Chairman GE Power India Limited |
| 2 | Mr. Pitamber Shivnani ² (Managing Director & CEO) | Executive | 9 | 9 | Yes | 1 | - | - | - |
| 3 | Mr. Emanuel Bertolini ³ | Non-Executive | - | - | N.A. | - | - | - | - |
| 4 | Mr. Gaurav M. Negi | Non-Executive | 11 | 11 | Yes | 1 | - | - | - |
| 5 | Dr. Kirit S. Parikh | Non-Executive Independent | 11 | 11 | Yes | 2 | 1 | - | - |
| 6 | Mr. Rakesh Nath | Non-Executive Independent | 11 | 10 | Yes | - | - | - | - |
| 7 | Ms. Neera Saggi | Non-Executive Independent | 11 | 11 | Yes | 7 | 6 | - | Independent Director: GE Power India Limited Swaraj Engines Limited Honeywell Automation India Limited Tata Steel BSL Limited |
| 8 | Mr. Sanjay Sagar ⁴ | Non-Executive Independent | 9 | 9 | Yes | 2 | - | - | - |
| 9 | Mr. Vishal K Wanchoo ⁵ | Non-Executive Chairman | 11 | 11 | Yes | - | - | - | - |
| 10 | Mr. Nagesh Tilwani ⁶ (Whole-time Director) | Executive | 11 | 10 | Yes | - | - | - | - |

*Audit Committee and the Stakeholders Relationship Committee in public limited companies whether listed or not

¹ Appointed as Director in casual vacancy and Chairman of the Board w.e.f. March 1, 2021

² Appointed as Managing Director & CEO w.e.f. July 1, 2020

³ Appointed as Additional Director w.e.f. March 1, 2021

⁴ Appointed as Independent Director w.e.f. July 1, 2020

⁵ Ceased to be Director w.e.f. March 1, 2021

⁶ Ceased to be Whole-time Director & Director w.e.f. March 1, 2021

As mandated by Regulation 25(1) of Listing Regulations, no person has been appointed as an Alternate Director for an independent director of your Company. In accordance with SEBI (LODR) Regulations, 2015, as amended, in the opinion of the board, the independent directors fulfil the conditions specified in these regulations and are independent of the management. Also, as mandated by Regulation 26(1) of Listing Regulations, none of the Directors is a member of more than ten Board-level committees of public limited Indian companies; nor are they Chairperson of more than five committees in which they are directors. Moreover, none of the Directors of your Company is related to the other, or to any other employee of your Company.

Further, in terms of Listing Regulations, M/s VKC & Associates, Company Secretaries, have certified that none of the directors on the board of your Company as on March 31, 2021 have been debarred or disqualified from being appointed or continuing as directors of companies by the Board/Ministry of Corporate Affairs or any such statutory authority.

E. Number of Board Meetings

During the financial year ended March 31, 2021, your Company held 11 meetings of the Board of Directors, on April 28, 2020, June 29, 2020, August 10, 2020, August 31, 2020, September 9, 2020, October 7, 2020, November 10, 2020, December 21, 2020, December 29, 2020 and adjourned meeting held on January 15, 2021, February 12, 2021 and February 15, 2021. The gap between two consecutive meetings of the Board was less than one hundred and twenty days.

F. Familiarisation Programme for Independent Directors

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

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

G. Performance Evaluation of Independent Directors

The performance evaluation of Independent Directors was conducted by the entire Board of Directors wherein the Directors being evaluated did not participate.

H. Code of Conduct and Ethics

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

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

The Managing Director & Chief Executive Officer, Mr. Pitamber Shivnani has made a declaration that members of Board of Directors and Senior Management personnel have affirmed compliance with the 'Code of Conduct of Board of Directors and Senior Management' for the financial year ended March 31, 2021.

Your Company understands that Company's reputation and integrity can only be built by continuously reinforcing the value of ethical behaviour and following procedures.

The development of the integrity culture is a key priority for your Company. The leadership team plays a vital role in reinforcing the importance of doing business with integrity as well as in raising awareness about the same among employees. To foster a culture of integrity, your Company is focusing on continuous training. The employees are assigned e-learning modules and face-to-face compliance training for which completion is tracked. Awareness is also created through regular email communications, gift and hospitality, political contributions, charitable contributions and sponsorships, conflicts of interest, and open reporting.

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

During the year under review, virtual sessions were conducted by the compliance team on topics such as Open Reporting, Improper Payments Prevention, International Trade compliance. Employees were also assigned online training modules on GE’s Code of Conduct; Spirit & Letter, covering topics such as Conflict of Interest, reporting and recordkeeping, supplier relationships, fair competition, GE proprietary information and information resources, cyber security, Insider Trading and respectful workplace.

VIGIL MECHANISM (OMBUDS & OPEN REPORTING PROCEDURE)

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

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

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

POLICY ON MATERIALITY OF EVENTS OR INFORMATION

In compliance with Regulation 30 of Listing Regulations, your Company has a “Policy for Determination of Materiality of Event or Information” and also a Committee for Determining Materiality of an Event or Information comprising of Managing Director/ Chief Executive Officer, Chief Financial Officer and Company Secretary.

The authority for determining materiality of an event or information and making disclosure of the same to the Stock Exchanges lies with the majority of the members of the Committee.

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

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

DOCUMENT PRESERVATION AND ARCHIVAL POLICY

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

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

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

REMUNERATION TO DIRECTORS

Details of remuneration to Directors, both executive and non-executive, during the financial year ended March 31, 2021 are as follows:

| A. Non-Executive Directors | | | (Amount in Rupees) | | |
|----------------------------|--|----------------------------|--------------------|------------|-----------|
| Sl. No. | Name of the Director | Position | Sitting Fee | Commission | Total |
| 1 | Mr. Mahesh Shrikrishna Palashikar ¹ | Chairman-Non-Executive | N.A. | - | - |
| 2 | Mr. Emanuel Bertolini ² | Director – Non - Executive | N.A. | - | - |
| 3 | Mr. Gaurav M. Negi | Director – Non - Executive | N.A. | - | - |
| 4 | Dr. Kirit S. Parikh | Independent Director | 2,580,000 | 1,150,000 | 3,730,000 |
| 5 | Mr. Rakesh Nath | Independent Director | 2,280,000 | 1,150,000 | 3,430,000 |
| 6 | Ms. Neera Saggi | Independent Director | 2,480,000 | 1,150,000 | 3,630,000 |
| 7 | Mr. Sanjay Sagar ³ | Independent Director | 1,880,000 | 862,500 | 2,742,500 |
| 8 | Mr. Vishal K Wanchoo ⁴ | Chairman-Non-Executive | 620,000 | - | 620,000 |

¹ Appointed as Director in Casual Vacancy w.e.f. March 1, 2021

² Appointed as Additional Director w.e.f. March 1, 2021

³ Appointed w.e.f. July 1, 2020

⁴ Ceased to be Director w.e.f. March 1, 2021

Notes:

- (i) In addition to the sitting fees, for attending the Board and/ or Committee meetings, in terms of the approval of Shareholders by way of Special Resolution at its meeting held on July 26, 2016, such of the non-executive Directors resident in India are entitled to remuneration by way of commission of such amount, proportion and manner, as may be determined by the Board; not exceeding in the aggregate 1% (one percent) of the net profits of your Company in a financial year computed in the manner laid down in Section 197 of the Companies Act, 2013. The Independent Director shall be paid, within the overall aggregate limit of 1% of Net Profits of your Company, excluding payment received by them by way of sitting fee, within the limits of Section 197 of the Companies Act, 2013.
- (ii) The criteria for payments, including the extent, amount, proportion and manner of payment, to non-executive Directors, resident in India, is determined by the Board having regard to the time spent by such Directors for your Company's business.
- (iii) On the recommendation of the Nomination and Remuneration Committee, the Board at its meeting held on February 15, 2021 approved payment of sitting fee to Mr. Vishal K Wanchoo w.e.f. January 1, 2021 for attending the Board meetings and Committee meetings equal to the Sitting fee paid to an Independent Director for the respective Board meeting and Committee meeting, which is within the limits prescribed under the Companies Act, 2013 read with rules made thereunder.
- (iv) No sitting fees was paid to the non-executive Directors employed within Promoter Group for attending Board or Committee Meetings.

- (v) The Board of Directors at its meeting held on June 10, 2021 approved Commission to the Independent Directors for the financial year ended March 31, 2021 as mentioned in the table above.
- (vi) The fee for attending the board meeting, Audit Committee meeting, Risk Management Committee meeting and Corporate Social Responsibility meeting is Rs. 1,00,000/- and Rs. 20,000/- per meeting for other Committee meetings.

B. Executive Directors

(Amount in Rs.)

| Sl. No. | Name of the Director | Designation | Salary | Allowances | Bonus | Retiral Benefits | Others | Perquisites | Total |
|---------|----------------------------------|---|-----------|------------|-----------|------------------|--------|-------------|-------------|
| 1 | Mr.PitamberShivnani ¹ | Managing Director & CEO | 4,124,592 | 7,454,948 | 6,498,000 | 684,182 | - | 1,101,038 | 1,98,62,760 |
| 2 | Mr. Nagesh Tilwani ² | Whole-time Director & Head - HVS Business | 24,72,350 | 39,73,538 | 0 | 10,20,437 | - | 19,800 | 74,86,125 |

¹ Appointed as Managing Director & CEO w.e.f. July 1, 2020. Remuneration is for the tenure as Managing Director & CEO w.e.f. July 1, 2020.

² Ceased to be Whole-time Director and Director w.e.f. March 1, 2021. Remuneration is for the tenure as Whole-time Director upto February 28, 2021.

Notes:

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

SHAREHOLDING OF DIRECTORS

None of the Directors as on March 31, 2021, holds any equity shares or convertible instruments in your Company.

CEO/ CFO Certification

In terms of Regulation 17(8) read with Part B of Schedule II of Listing Regulations, the Managing Director & Chief Executive Officer, Mr. Pitamber Shivnani and the Chief Financial Officer, Mr. Sushil Kumar have given annual certification on financial reporting and internal controls to the Board. The said annual certificate given by them is published in this report.

COMMITTEES OF THE BOARD OF DIRECTORS

A. Audit Committee

Your Company has an adequately qualified and independent Audit Committee. The composition of the Committee during the financial year was as under:

| Sl. No. | Name of the Director | Category |
|---------|------------------------------------|--------------------------------|
| 1 | Mr. Rakesh Nath | Independent Director- Chairman |
| 2 | Dr. Kirit S. Parikh | Independent Director- Member |
| 3 | Ms. Neera Saggi | Independent Director- Member |
| 4 | Mr. Sanjay Sagar ¹ | Independent Director- Member |
| 5 | Mr. Emanuel Bertolini ² | Director – Member |
| 6 | Mr. Gaurav M. Negi ¹ | Director – Member |
| 7 | Mr. Vishal K Wanchoo ³ | Director – Member |

¹ Member of Committee w.e.f. July 1, 2020

² Member of Committee w.e.f. March 1, 2021

³ Ceased to be member of Committee w.e.f. March 1, 2021

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

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

The terms of reference of Audit Committee are in accordance with Regulation 18 read with Part C of Schedule II of Listing Regulations.

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

During the financial year ended March 31, 2021, your Company held eleven (11) Audit Committee meetings on - April 28, 2020, June 29, 2020, August 10, 2020, August 31, 2020, September 9, 2020, November 10, 2020, December 21, 2020, December 29, 2020, January 15, 2021, February 12, 2021 and March 18, 2021. The attendance of the Audit Committee Members at the said meetings is detailed below:

| Sl. No. | Name of the Director | Number of Meetings held during their tenure | Number of Meetings attended |
|---------|------------------------------------|---|-----------------------------|
| 1 | Mr. Rakesh Nath | 11 | 10 |
| 2 | Dr. Kirit S. Parikh | 11 | 11 |
| 3 | Ms. Neera Saggi | 11 | 11 |
| 4 | Mr. Sanjay Sagar ¹ | 9 | 9 |
| 5 | Mr. Emanuel Bertolini ² | 1 | 1 |
| 6 | Mr. Gaurav M. Negi ¹ | 9 | 9 |
| 7 | Mr. Vishal K Wanchoo ³ | 10 | 10 |

¹ Member of Committee w.e.f. July 1, 2020

² Member of Committee w.e.f. March 1, 2021

³ Ceased to be member of Committee w.e.f. March 1, 2021

Mr. Rakesh Nath, Chairman of Audit Committee attended the last Annual General Meeting of your Company which was held on September 28, 2020.

B. Stakeholders Relationship Committee

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

The composition of the Committee during the financial year was as under:

| Sl. No. | Name of the Director | Category |
|---------|------------------------------------|--|
| 1 | Mr. Gaurav M. Negi ¹ | Non-Executive Director – Chairman |
| 2 | Mr. Sanjay Sagar ² | Member |
| 3 | Mr. Pitamber Shivnani ² | Member |
| 4 | Mr. Rakesh Nath ³ | Independent Director – Chairman of the Committee |
| 5 | Mr. Vishal K Wanchoo ⁴ | Member |

¹ Chairman of the Committee w.e.f. July 1, 2020

² Member of Committee w.e.f. July 1, 2020

³ Chairman and member of the Committee upto June 30, 2020

⁴ Member upto June 30, 2020

During the financial year ended March 31, 2021, your Company held one Stakeholders Relationship Committee meeting on December 24, 2020 with the presence of all the members of the Stakeholders Relationship Committee.

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

- considering and resolving the grievances of security holders of your Company
- looking into the mechanism of redressal of grievances
- considering and resolving the grievances of the security holders of the Company including complaints related to transfer of shares, non-receipt of annual report and non-receipt of declared dividends.
- As per SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 which came into effect on April 1, 2019, 'Stakeholders Relationship Committee' was entrusted with additional terms of reference, which include:
 - Resolving the grievances of the security holders of the Company including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc.
 - Review of measures taken for effective exercise of voting rights by shareholders.
 - Review of adherence to the service standards adopted by the Company in respect of various services being rendered by the Registrar & Share Transfer Agent.

- Review of the various measures and initiatives taken by the Company for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of your Company.

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

During the financial year ended March 31, 2021, your Company received 10 complaints from shareholders, which were resolved satisfactorily.

There were nil shares pending for transfer as at March 31, 2021. In accordance with SEBI Circular SEBI/LAD-NRO/GN/2018/24 dated June 8, 2018; the transfer of shares shall only be done in dematerialised form with effect from April 1, 2019.

C. Nomination and Remuneration Committee

In terms of section 178 of the Companies Act, 2013 read with the rules framed thereunder, the Board of Directors of Company have constituted Nomination and Remuneration Committee. The composition of the Nomination and Remuneration Committee during the financial year was as under:

| Sl. No. | Name of the Director | Category |
|---------|--|---|
| 1 | Mr. Rakesh Nath | Independent Director- Chairman of the Committee |
| 2 | Dr. Kirit S. Parikh | Independent Director- Member |
| 3 | Ms. Neera Saggi | Independent Director- Member |
| 4 | Mr. Sanjay Sagar ¹ | Independent Director- Member |
| 5 | Mr. Mahesh Shrikrishna Palashikar ² | Director – Member |
| 6 | Mr. Vishal K Wanchoo ³ | Director – Member |

¹ Member w.e.f. July 1, 2020

² Member of the Committee w.e.f. March 1, 2021

³ Member upto February 28, 2021

Your Company also has a Nomination and Remuneration Policy which is enclosed as Annexure B to the Directors' Report and available on the website of your Company <https://www.ge.com/in/ge-td-india-limited>.

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

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

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

During the financial year ended March 31, 2021, your Company held three Nomination and Remuneration Committee meetings on – June 29, 2020, February 15, 2021 and March 18, 2021. The attendance of the Nomination and Remuneration Committee members at the said meetings is detailed below:

| Sl. No. | Name of the Director | Number of Meetings held during their tenure | Number of Meetings attended |
|---------|--|---|-----------------------------|
| 1 | Mr. Rakesh Nath | 3 | 3 |
| 2 | Dr. Kirit S. Parikh | 3 | 3 |
| 3 | Ms. Neera Saggi | 3 | 3 |
| 4 | Mr. Sanjay Sagar ¹ | 2 | 2 |
| 5 | Mr. Mahesh Shrikrishna Palashikar ² | 1 | 1 |
| 6 | Mr. Vishal K Wanchoo ³ | 2 | 2 |

¹ Member w.e.f. July 1, 2020

² Member w.e.f. March 1, 2021

³ Member upto February 28, 2021

D. Corporate Social Responsibility (CSR) Committee

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

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

The composition of the Committee during the financial year was as under:

| Sl. No. | Name of the Director | Category |
|---------|------------------------------------|--|
| 1 | Dr. Kirit S. Parikh | Independent Director – Chairman of the Committee |
| 2 | Mr. Pitamber Shivnani ¹ | Member |
| 3 | Mr. Gaurav M. Negi | Member |
| 4 | Mr. Vishal K Wanchoo ² | Member |
| 5 | Mr. Nagesh Tilwani ³ | Member |

¹ Member of the Committee w.e.f. July 1, 2020

² Member of the Committee upto June 30, 2020

³ Member of the Committee from July 1, 2020 to February 28, 2021

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

During the financial year ended March 31, 2021, your Company held three Corporate Social Responsibility Committee meetings on – June 28, 2020, August 10, 2020, and February 11, 2021.

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

| Sl. No. | Name of the Director | Number of Meetings held during their tenure | Number of Meetings attended |
|---------|------------------------------------|---|-----------------------------|
| 1 | Dr. Kirit S. Parikh | 3 | 3 |
| 2 | Mr. Pitamber Shivnani ¹ | 2 | 2 |
| 3 | Mr. Gaurav M. Negi | 3 | 3 |
| 4 | Mr. Vishal K Wanchoo ² | 1 | 1 |
| 5 | Mr. Nagesh Tilwani ³ | 2 | 2 |

¹ Member of the Committee w.e.f. July 1, 2020

² Member upto June 30, 2020

³ Member of the Committee from July 1, 2020 to February 28, 2021

E. Risk Management Committee

In terms of Regulation 21 of the Listing Regulations, your Company also has a Risk Management Committee a Risk Management Committee. The roles and responsibilities of the Risk Management Committee include monitoring and reviewing of risk management plan, in addition to any other terms as may be referred by the Board of Directors, from time to time. The composition of the Committee during the financial year was as under:

| Sl. No. | Name of the Director | Category |
|---------|--|---|
| 1 | Ms. Neera Saggi | Independent Director-Chairperson of the Committee |
| 2 | Mr. Rakesh Nath | Independent Director |
| 3 | Mr. Mahesh Shrikrishna Palashikar ¹ | Director – Member |
| 4 | Mr. Pitamber Shivnani ² | Managing Director & CEO – Member |
| 5 | Mr. Gaurav M. Negi | Director – Member |
| 6 | Mr. Vishal K Wanchoo ³ | Director – Member |

¹ Member of the Committee w.e.f. March 1, 2021

² Member of the Committee w.e.f. July 1, 2020

³ Member of the Committee upto February 28, 2021

During the financial year ended March 31, 2021, your Company held two Risk Management Committee meetings on August 11, 2020 and February 12, 2021. All the Committee members were present in the meeting. Mr. Sushil Kumar, Chief Financial Officer is also the Risk Management Officer of your Company.

The duties and responsibilities of the Risk Management Committee include:

- Assisting the Board in fulfilling its risk management oversight responsibilities with regard to identification, evaluation and mitigation of operational, strategic and external environment risks
- Ensuring that management has instituted adequate process to evaluate major risks faced by your Company
- Establishing the role and responsibilities of officers/team who shall be responsible for:
 - Facilitating the execution of risk management practices in the enterprise
 - Reviewing enterprise risks from time to time, initiating mitigation actions, identifying owners and reviewing progress
 - Reporting risk events and incidents in a timely manner
- Monitoring and reviewing risk management practices of your Company
- Reviewing and approving risk-related disclosures
- Reviewing and monitoring cyber security
- Recommend to the Board a Risk Management Policy for approval
- Report risk profile of your Company to the Board
- Any other terms as may be specified by the Board from time to time

The Committee has reviewed the risks highlighted by management, ownerships, mitigation plans, significance of risk and likelihood of occurrence with impact on Profit and loss statement and cash.

F. Independent Directors meeting

In terms of Regulation 25(3) of Listing Regulations, one meeting of independent directors was held on March 18,

2021, without the attendance of non-independent directors and members of management. All the independent directors were present in this meeting.

The independent directors in above meeting reviewed and assessed performance of the non-independent directors and the Board as a whole, Chairman of your Company and quality, quantity and timeliness of flow of information between your Company management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

GENERAL BODY MEETINGS

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

| Sl. No. | Date | Time | Venue |
|--------------------------------|--------------------|-----------|---|
| Annual General Meetings | | | |
| 1 | July 25, 2018 | 9:30 a.m. | Air Force Auditorium, Subroto Park, New Delhi-110 010 |
| 2 | July 24, 2019 | 9.30 a.m. | Air Force Auditorium, Subroto Park, New Delhi-110 010 |
| 3 | September 28, 2020 | 9.30 a.m. | Held through Video Conferencing/ Other Audio Visual Means |

Extra-ordinary General Meetings

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

Postal Ballot

A Notice of Postal dated February 4, 2021 was circulated through electronic means seeking approval of members of the Company through Ordinary Resolution for entering into Material Related Party Transactions with GE India Industrial Private Limited as set out in the postal ballot notice.

The remote e-voting period remained open from Saturday, February 6, 2021 at 09:00 A.M. (IST) and ended on Sunday, March 7, 2021 at 05:00 P.M. (IST).

On March 9, 2021, the results of Postal Ballot were announced that the Resolution was not passed with requisite majority.

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

a) Annual General Meeting

July 25, 2018

- Approval of directorship of Dr. Kirit Shantilal Parikh upto March 27, 2020 in terms of SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018

July 24, 2019

- Approval of Re-appointment of Dr. Kirit Shantilal Parikh (DIN 00684234) as an Independent Director
- Approval of Re-appointment of Mr. Rakesh Nath (DIN 00045986) as an Independent Director
- Approval in respect of GE, United States, international Share Purchase plan offered to the employees of the Company

September 28, 2020

- Appointment and remuneration of Mr. Pitamber Shivnani (DIN 05187407) as Managing Director & Chief Executive Officer
- Re-appointment of Ms. Neera Saggi (DIN 00501029) as an Independent Director
- Remuneration of Mr. Sunil Wadhwa (DIN 00259638)
- Remuneration of Mr. Gaurav Manohar Negi (DIN 02835748)
- Remuneration of Mr. Nagesh Tilwani (DIN 07684746)
- Increase in borrowing limits

b) Extra-ordinary General Meetings

No Extra-Ordinary General Meetings were held during the financial year under review.

c) Postal Ballot

No Special Resolution was required to be passed through postal ballot

DISCLOSURES

Your Company is in compliance with all the applicable mandatory requirements of Listing Regulations and/or any other regulations and guidelines of SEBI. Your Company has adopted non-mandatory requirements wherever necessary.

A. The Board

The Chairman of your Company is a Non-Executive Director. The Chairman is not entitled to any compensation for holding Chairman's office.

B. Shareholder Rights

The financial performance of every quarter / half-year is disseminated to the shareholders through Stock Exchanges, published in newspapers and also uploaded on Company's website. Any other half-yearly declaration of financial performance or the summary of the significant events in last six months is not sent to each household of the shareholder separately.

C. Modified opinion(s) in audit report

Your Company's financial statements are free from any qualifications by the Auditors.

D. Reporting of internal auditor

The internal auditor reports directly to the Audit Committee

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

No material financial and commercial transactions were reported by the management to the Board, in which the management had any personal interest that either had or could have had a conflict with the interest of your Company at large. No penalties or strictures have been imposed by SEBI, Stock Exchanges or any other statutory authority on matters relating to capital markets during the last three years.

Materially significant related party transactions:

In terms of Regulation 23 of Listing Regulations, your Company has formulated a Related Party Transactions

Policy on dealing with Related Party Transactions. The policy may be accessed at the web-link <http://www.ge.com/in/ge-td-india-limited>.

All related party transactions during the financial year were on arm's length basis and were in the ordinary course of business. During the year under review, your Company, with the approval of shareholders, entered into Related Party Transactions which may be considered material in terms of Section 188 of the Companies Act, 2013 and Listing Regulations. The disclosure of related party transactions as required under Section 134(3)(h) of the Companies Act, 2013 in Form AOC-2 is provided as "Annexure E" to the Directors' Report. There are no materially significant related party transactions which may have potential conflict with the interest of the Company at large.

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

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

The Code lays down guidelines which advise management and employees on handling Unpublished Price Sensitive Information, procedures to be followed and disclosures to be made while dealing with Securities of your Company and cautions them of the consequences of violations.

The code is available on the website <http://www.ge.com/in/ge-td-india-limited>.

In terms of Regulation 9(A)(4) of the Securities and Exchange Board of India (Prevention of Insider Trading) Regulations, 2018, as amended, the Audit Committee reviewed and verified that the systems for internal control are adequate and are operating effectively for Trading Window closures, proper maintenance of details of designated persons, digital database, whistle blower mechanism to report instances of leak of unpublished price sensitive information. No instances of non-compliances, violation of regulations, or contravention with the Code and Regulations were reported.

MANAGEMENT DISCUSSION AND ANALYSIS

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

MEANS OF COMMUNICATION

Financial Results

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

News Release, Analyst Presentation, etc.

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

Website

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

Dividend History of your Company

The Board of Directors of your Company, in view of ongoing COVID-19 pandemic and to conserve cash, to maintain liquidity, has not recommended any Dividend for the financial year ended March 31, 2021.

The Board of Directors of your Company also had not recommended any dividend for the financial year ended March 31, 2020. However, for the ten years prior to financial year ended March 31, 2020, the Company had consistently paid dividend at the rate of 90% of the face value of shares.

TRANSFER OF UNCLAIMED DIVIDEND AND UNDERLYING SHARES TO IEPF

Unclaimed Dividend

The amount of dividends lying unclaimed for a period of seven years in the Unpaid Dividend Accounts of your Company will

be transferred to the Investor Education and Protection Fund (IEPF) established by the Central Government.

During the year ended March 31, 2021, an amount of Rs. 3,516,979 was transferred to IEPF in respect of Dividend for the Financial Year ended on March 31, 2013. Further in respect of Dividend for the Financial Year ended on March 31, 2014, the outstanding amount lying in Unclaimed Dividend account of Your Company as on August 28, 2021, will be transferred to IEPF within stipulated time.

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

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

| Financial Year ended | Amount outstanding as on 31.03.2021 (in Rs.) | Due date for transfer |
|----------------------|--|-----------------------|
| 31.03.2014 | 3618790.2 | 28.08.2021 |
| 31.03.2015 | 3609154.8 | 28.08.2022 |
| 31.03.2016 | 3846803.4 | 31.08.2023 |
| 31.03.2017 | 3995308.8 | 30.08.2024 |
| 31.03.2018 | 1990060.2 | 30.08.2025 |
| 31.03.2019 | 1857711.6 | 29.08.2026 |

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

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

Transfer of Shares to IEPF

As per IEPF (Accounting, Audit, Transfer and Refund) Rules, 2016 (“Rules”), companies are required to transfer the underlying shares to the IEPF, in respect of which dividends have remained unclaimed for a consecutive period of seven years.

Accordingly, 39,692 equity shares, in respect of which the dividend for the financial year ended March 31, 2013 and for periods thereafter remained unclaimed were transferred to IEPF on September 18, 2020. The voting rights on the shares transferred to the Fund shall remain frozen until the rightful owner claims the shares.

The next due date of transfer of shares in respect of which the dividend for the financial year ended March 31, 2014 and for periods thereafter remain unclaimed to IEPF would be in the month of August 2021 and accordingly your Company has issued a newspaper advertisement in this respect and have also sent individual letters to the concerned shareholders requesting them to claim the unclaimed dividend for the financial year ended March 31, 2014 and for the periods thereafter, failing which the corresponding shares will be transferred to IEPF.

GENERAL SHAREHOLDER INFORMATION

| | | |
|---|--|--|
| A | Annual General Meeting (AGM) | |
| | Date | : Friday, the 6 th day of August, 2021 |
| | Time | : 3:00 P.M. |
| | Venue | : The meeting will be conducted through VC / OAVM pursuant to the MCA Circular dated May 5, 2020 and other relevant circulars and notifications from time to time as may be applicable. The deemed venue for the AGM shall be the Registered Office of your Company. |
| B | Financial Year | : April 1 to following March 31 period |
| | Financial Calendar | : Announcement of financial results for April 1, 2021 to March 31, 2022 |
| | • Quarter ending June 30, 2021 | : Up to August 14, 2021 |
| | • Quarter ending September 30, 2021 | : Up to November 14, 2021 |
| | • Quarter ending December 31, 2021 | : Up to February 14, 2022 |
| | • Financial year ending on March 31, 2022 and for the fourth quarter ending on that date | : Up to May 30, 2022 |
| C | Dates of Book Closure | : From Saturday, July 31, 2021 to Friday, August 6, 2021 (both days inclusive) |
| D | Dividend Payment Date | : Not applicable |
| E | Listing on Stock Exchanges | : BSE Limited, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai-400 001. National Stock Exchange of India Limited, Exchange Plaza, Bandra Kurla Complex, Bandra (E), Mumbai-400 051. |
| F | Listing Fee | : Annual Listing Fee for the year 2020-21 and 2021-22, as applicable has been paid to the two Stock exchanges. |
| G | Company Identification Number | : L31102DL1957PLC193993 |
| H | Stock Code/ Symbol | |
| | BSE Limited | : 22275 for physical and 522275 for demat scrips |
| | National Stock Exchange of India Limited | : GET&D |
| | ISIN Number for NSDL and CDSL | : INE200A01026 |

I. Market Price Data

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

| Month | Share price of the Company | | S&P BSE SENSEX | |
|--------------|----------------------------|-----------|----------------|----------|
| | High (Rs.) | Low (Rs.) | High | Low |
| April'20 | 97.55 | 65.40 | 33887.25 | 27500.79 |
| May'20 | 86.00 | 58.00 | 32845.48 | 29968.45 |
| June'20 | 86.00 | 58.60 | 35706.55 | 32348.10 |
| July'20 | 91.00 | 72.95 | 38617.03 | 34927.20 |
| August'20 | 118.80 | 80.55 | 40010.17 | 36911.23 |
| September'20 | 111.60 | 80.00 | 39359.51 | 36495.98 |
| October'20 | 97.50 | 80.60 | 41048.05 | 38410.20 |
| November'20 | 109.40 | 80.50 | 44825.37 | 39334.92 |
| December'20 | 130.45 | 100.00 | 47896.97 | 44118.10 |
| January'21 | 137.65 | 114.65 | 50184.01 | 46160.46 |
| February'21 | 138.55 | 109.70 | 52516.76 | 46433.65 |
| March'21 | 148.50 | 112.70 | 51821.84 | 48236.35 |

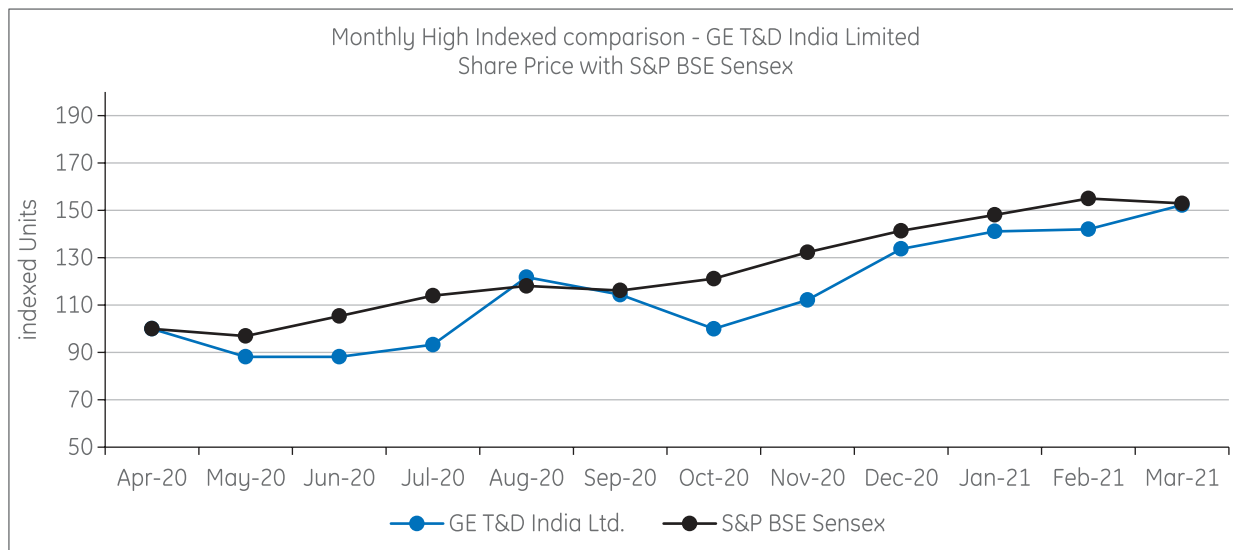
(Source www.bseindia.com)

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

| Month | Share price of the Company | | Nifty 50 | |
|--------------|----------------------------|-----------|----------|----------|
| | High (Rs.) | Low (Rs.) | High | Low |
| April'20 | 97.90 | 65.00 | 9889.05 | 8055.80 |
| May'20 | 83.95 | 58.00 | 9598.85 | 8806.75 |
| June'20 | 85.80 | 58.00 | 10553.15 | 9544.35 |
| July'20 | 89.75 | 72.80 | 11341.40 | 10299.60 |
| August'20 | 119.10 | 82.20 | 11794.25 | 10882.25 |
| September'20 | 111.95 | 80.15 | 11618.10 | 10790.20 |
| October'20 | 94.70 | 80.10 | 12025.45 | 11347.05 |
| November'20 | 109.65 | 80.00 | 13145.85 | 11557.40 |
| December'20 | 130.65 | 98.85 | 14024.85 | 12962.80 |
| January'21 | 137.75 | 107.25 | 14753.55 | 13596.75 |
| February'21 | 138.85 | 109.50 | 15431.75 | 13661.75 |
| March'21 | 148.55 | 112.40 | 15336.30 | 14264.40 |

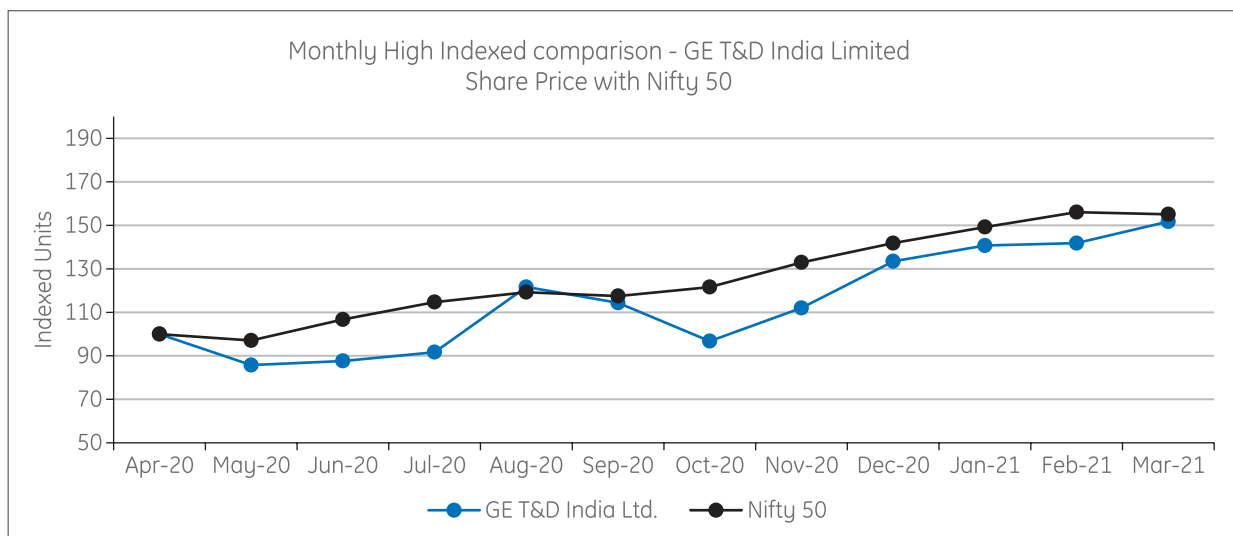
(Source www.nseindia.com)

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



GE T&D India Limited Share price as in April 2020 Rs. 97.55 = 100 units
 Nifty 50 as in April 2020 33,887.25 = 100 units

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



GE T&D India Limited Share price as in April 2020 Rs. 97.90 = 100 units
 Nifty 50 as in April 2020 9889.05 = 100 units

K. Shareholding pattern as on March 31, 2021

| S. No. | Category | Number of Equity Shares held | Percentage (%) |
|--------|---|------------------------------|----------------|
| 1 | Promoter - Grid Equipments Private Limited | 175,492,524 | 68.54 |
| | GE Grid Alliance B.V. (formerly Alstom Grid Holdings B.V., Netherlands) | 16,542,377 | 6.46 |
| | Total Promoters' Holding | 192,034,901 | 75.00 |
| 2 | Insurance Companies | 5,015,341 | 1.96 |
| 3 | Financial Institutions and Banks | 5,269 | 0.00 |
| 4 | UTI and other Mutual Funds | 33,590,406 | 13.12 |
| 5 | Foreign Portfolio Investors | 1,203,262 | 0.47 |
| 6 | Corporate Bodies | 836,891 | 0.33 |
| 7 | Non-resident Indians, Overseas Corporate Bodies and Foreign Nationals | 776,945 | 0.30 |
| 8 | Directors and their Relatives | -- | -- |
| 9 | General Public | 19,610,772 | 7.66 |
| 10 | Others | | |
| | Clearing Member | 112,797 | 0.04 |
| | Trust | 2,148 | 0.00 |
| | State Government | 605 | 0.00 |
| | IEPF | 1,357,371 | 0.53 |
| | LLP | 1,130,864 | 0.44 |
| | HUF | 368,690 | 0.15 |
| | Employee | 273 | 0.00 |
| | Total | 256,046,535 | 100.00 |

L. Distribution of Holdings as on March 31, 2021

| Category | Number of Shareholders | Percentage (%) | Number of Shares | Percentage (%) |
|------------------|------------------------|----------------|------------------|----------------|
| 1-500 | 37823 | 86.11 | 4276574 | 1.67 |
| 501-1000 | 2793 | 6.36 | 2222558 | 0.87 |
| 1001-2000 | 1563 | 3.56 | 2351403 | 0.92 |
| 2001-3000 | 598 | 1.36 | 1524774 | 0.60 |
| 3001-4000 | 327 | 0.75 | 1178232 | 0.46 |
| 4001-5000 | 219 | 0.50 | 1027371 | 0.40 |
| 5001-10000 | 384 | 0.87 | 2818090 | 1.10 |
| 10001-50000 | 182 | 0.42 | 3158632 | 1.23 |
| 50001-100000 | 10 | 0.02 | 692453 | 0.27 |
| 100001-and above | 23 | 0.05 | 236796448 | 92.48 |
| Total | 43922 | 100.00 | 256046535 | 100.00 |

M. Registrars and Share Transfer Agents

C B Management Services (P) Limited

P-22, Bondel Road, Kolkata-700 019.

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

Fax : 91 33 40116739

E-mail : rta@cbmsl.com

N. Share Transfer System

A Committee of Directors - Stakeholders Relationship Committee, is constituted to approve, inter-alia the transfer and transmission of shares, issue of duplicate share certificates and allied matters. In addition to the above, to expedite the share transfer process, Mr. Manoj Prasad Singh, Company Secretary and the Registrars and Share Transfer Agents, CB Management Services (P) Limited have been severally authorised to approve share transfers and transmission requests upto a limit of 10,000 Shares. Such transfer and transmission requests are attended within the timelines prescribed under SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015.

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

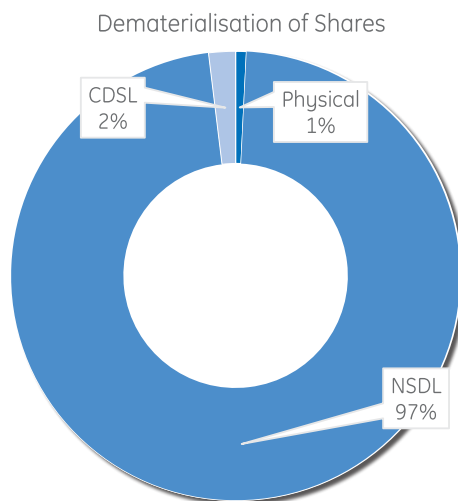
Your Company's Registrars, CB Management Services (P) Limited have adequate infrastructure to serve the shareholders and process the share transfers. In compliance with the Listing Agreement/ Listing Regulations, every six months the share processing system is audited by a practicing Company Secretary and a Certificate to that effect is issued.

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

In accordance with SEBI Circular SEBI/LAD-NRO/GN/2018/24 dated June 8, 2018; the transfer of shares shall only be done in dematerialised form with effect from April 1, 2019.

O. Dematerialisation of shares and liquidity

Your Company's scrip forms part of the compulsory demat segment for all investors effective June 26, 2000. To facilitate the investors in having an easy access to the Demat System, your Company has signed up with both the Depositories viz. National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL). The connectivity has been established through your Company's Registrars CB Management Services (P) Limited. As at March 31, 2021, a total of 254,047,599 equity shares of your Company, constituting 99.22% of the paid-up share capital, stand dematerialised.



P. Share Capital Reconciliation Report

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

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

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

R. Foreign Exchange Risk and Hedging Activities

Your Company is exposed to foreign exchange risk on account of import & export transactions. Your Company uses derivative financial instruments, such as forward exchange contracts, to hedge the risks associated with foreign currency fluctuations relating to certain firm commitments and highly probable transactions. All such transactions are carried out within the guideline as prescribed in your Company's risk management policy.

S. Commodity Price Risk

Your Company is exposed to commodity price risk on account of procurement of base metals (Copper & CRGO steel) to be used in manufacturing activities. As a part of your Company's risk management strategy, the customer contracts are negotiated with price variation clause to mitigate the commodity price risk.

Details of commodities Exposure are as below:

a. Total exposure of the listed entity to commodities in INR: 3,015 million

b. Exposure of the listed entity to various commodities:

| Commodity Name | Exposure in INR towards the particular commodity (in million) | Exposure in Quantity terms towards the particular commodity | % of such exposure hedged through commodity derivatives | | | | |
|----------------|---|---|---|----------|----------------------|----------|-------|
| | | | Domestic Market | | International Market | | Total |
| | | | OTC | Exchange | OTC | Exchange | |
| Copper | 1,541 | 2,523 MT | - | - | - | - | - |
| CRGO Steel | 1,474 | 8,819 MT | - | - | - | - | - |

c. Commodity risks faced by your Company during the year and how they have been managed

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

T. Plant Locations

Your Company has works/ manufacturing locations listed hereunder:

| | |
|------------|--|
| Hosur | : Plot No. 46, SIPCOT Industrial Complex, Zuzuwadi Village, Hosur-635 126, Tamil Nadu. |
| Naini* | : Naini Works, Mirzapur Road, Naini, Allahabad-211 008, Uttar Pradesh. |
| Noida | : A - 225, Sector - 83, Noida - 201 305, Uttar Pradesh |
| Padappai | : 142, Salamangalam Village, Vandalur-Wallajabad High Road, Padappai-601 301, Kanchipuram Dist., Tamil Nadu. |
| Pallavaram | : 19/1, GST Road, Pallavaram, Chennai-600 043, Tamil Nadu. |
| Vadodara | : Milestone-87, Vadodara-Halol Highway, Village-Kotambi, Post-Jarod, Vadodara-391 510, Gujarat. |

*Your Company has executed an agreement to sell its undertaking at Naini, Allahabad to M/s Shirdi Sai Electricals Limited

U. Address for Correspondence/ Investor Complaints

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

Company

Registered Office :
 A-18, First Floor, Okhla Industrial Area, Phase II, New Delhi-110 020
 Tel. No. : 91 11 41610660
 Fax No. : 91 11 41610659
 Website : <http://www.ge.com/in/ge-td-india-limited>

Contact Person :
 Mr. Manoj Prasad Singh Company Secretary
 Tel. No. : 91 120 5021500
 Fax No. : 91 120 5021501
 Email ID : company.secretary@ge.com

V. Credit Ratings

List of all credit ratings obtained by the entity along with any revisions thereto during the relevant financial year, for all debt instruments of such entity or any fixed deposit programme or any scheme or proposal of the listed entity involving mobilisation of funds, whether in India or abroad.

Summary of rated instruments

| Instrument | Amount (Rs. in million) | Rating Agency | Rating action |
|---|-------------------------------|------------------|--|
| Fund based – Working Capital Facilities | 6,100 | ICRA | [ICRA]A+ (Negative); revised from [ICRA]A+ (Stable) |
| Non-fund based – Bank Guarantee/Letter of Credit | 43,800 | ICRA | [ICRA]A+(Negative)/[ICRA]A1+; revised from [ICRA]A+ (Stable) / [ICRA]A1+ |
| Unallocated | 20,100 | ICRA | [ICRA]A+(Negative)/[ICRA]A1+; revised from [ICRA]A+ (Stable) / [ICRA]A1+ |
| Total | 70,000 | | |

During the financial year under review ICRA revised the long-term rating from [ICRA]A+ (Stable) (pronounced ICRA A plus outlook stable) to [ICRA]A+ (Negative) (pronounced ICRA A plus outlook negative) and reaffirmed the short-term rating of [ICRA]A+ (Negative) (pronounced ICRA A plus outlook negative) for Rs. 6,100.0-crore bank facilities of GE T&D India Limited. The outlook on the long-term rating is Negative.

W. Total fees for all services paid by the listed entity and its subsidiaries, on a consolidated basis, to the statutory auditor and all entities in the network firm/network entity of which the statutory auditor is a part

| Particulars | (Rs. in million) | |
|-----------------------------|--------------------------------------|--------------------------------------|
| | For the year ended March 31, 2021 | For the year ended March 31, 2020 |
| As auditor: | | |
| Audit | 9.7 | 8.6 |
| Tax audit | 2.0 | 2.0 |
| Quarterly reviews | 4.5 | 4.5 |
| In other capacity: | | |
| Certification fees / Others | 1.0 | 1.0 |
| Re-imbursment of expenses | 1.2 | 1.2 |
| Total | 18.4 | 17.3 |

X. Disclosures in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013

| | | |
|---|---|-----|
| a. number of complaints filed during the financial year | : | Nil |
| b. number of complaints disposed of during the financial year | : | Nil |
| c. number of complaints pending as on end of the financial year | : | Nil |

For and on behalf of the Board

Place : Gurugram
Date: June 10, 2021

Mahesh Shrikrishna Palashikar
Chairman
DIN: 02275903

CEO/ CFO CERTIFICATE

The Board of Directors,
GE T&D India Limited

We, Pitamber Shivnani, Managing Director & Chief Executive Officer and Sushil Kumar, Chief Financial Officer, certify that:

- a) We have reviewed the financial statements and cash flow statement for the financial year ended on March 31, 2021 and to the best of our knowledge and belief:
 - i. these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - ii. these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- b) To the best of our knowledge and belief, there are no transactions entered into by the Company during the financial year ended on March 31, 2021 which are fraudulent, illegal or violative of the Company's code of conduct, other than as disclosed to the Audit Committee of the Board of Directors.
- c) We accept responsibility for establishing and maintaining internal controls for financial reporting and we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and have disclosed to the Auditors and Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take, to rectify these deficiencies.
- d) We have indicated the Auditors and the Audit Committee:
 - i. significant changes in internal control over financial reporting during the financial year ended on March 31, 2021;
 - ii. significant changes in accounting policies during the financial year ended on March 31, 2021 and that the same have been disclosed in the notes to the financial statements; and
 - iii. that we are not aware of any instance of significant fraud during the financial year ended on March 31, 2021 with involvement therein of the management or any employee having a significant role in the Company's internal control system over financial reporting.

Place : Noida
Date : June 10, 2021

Pitamber Shivnani
Managing Director & Chief Executive Officer

Sushil Kumar
Chief Financial Officer

DECLARATION BY THE MANAGING DIRECTOR & CHIEF EXECUTIVE OFFICER

UNDER REGULATION 34(3) READ WITH SCHEDULE V OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

I, Pitamber Shivnani, Managing Director & Chief Executive Officer of GE T&D India Limited, hereby declare that all the members of the Board of Directors and the senior management personnel have affirmed compliance with your Company's "Code of Conduct and Ethics for Directors and Senior Management".

Place : Noida
Date : June 10, 2021

Pitamber Shivnani
Managing Director & CEO

INDEPENDENT AUDITORS' CERTIFICATE ON COMPLIANCE WITH THE CORPORATE GOVERNANCE REQUIREMENTS UNDER SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

To the Members of **GE T&D India Limited**

1. This certificate is issued in accordance with the terms of our engagement letter dated 13 November 2018 and addendum to the engagement letter dated 13 November 2018.
2. We have examined the compliance of conditions of Corporate Governance by GE T&D India Limited ("the Company"), for the year ended 31 March 2021, as stipulated in regulations 17 to 27, clauses (b) to (i) of regulation 46(2) and paragraphs C, D and E of Schedule V of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time ("Listing Regulations") pursuant to the Listing Agreement of the Company with Stock Exchanges.

Management's Responsibility

3. The compliance of conditions of Corporate Governance as stipulated under the listing regulations is the responsibility of the Company's Management including the preparation and maintenance of all the relevant records and documents. This responsibility includes the design, implementation and maintenance of internal control and procedures to ensure the compliance with the conditions of Corporate Governance stipulated in the Listing Regulations.

Auditors' Responsibility

4. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.
5. Pursuant to the requirements of the Listing Regulations, it is our responsibility to provide a reasonable assurance whether the Company has complied with the conditions of Corporate Governance as stipulated in Listing Regulations for the year ended 31 March 2021.
6. We conducted our examination of the above corporate governance compliance by the Company in accordance with the Guidance Note on Reports or Certificates for Special Purposes (Revised 2016) and Guidance Note on Certification of Corporate Governance both issued by the Institute of the Chartered Accountants of India (the "ICAI"), in so far as applicable for the purpose of this certificate. The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI
7. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

Opinion

8. In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Regulations.
9. We state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Restriction on use

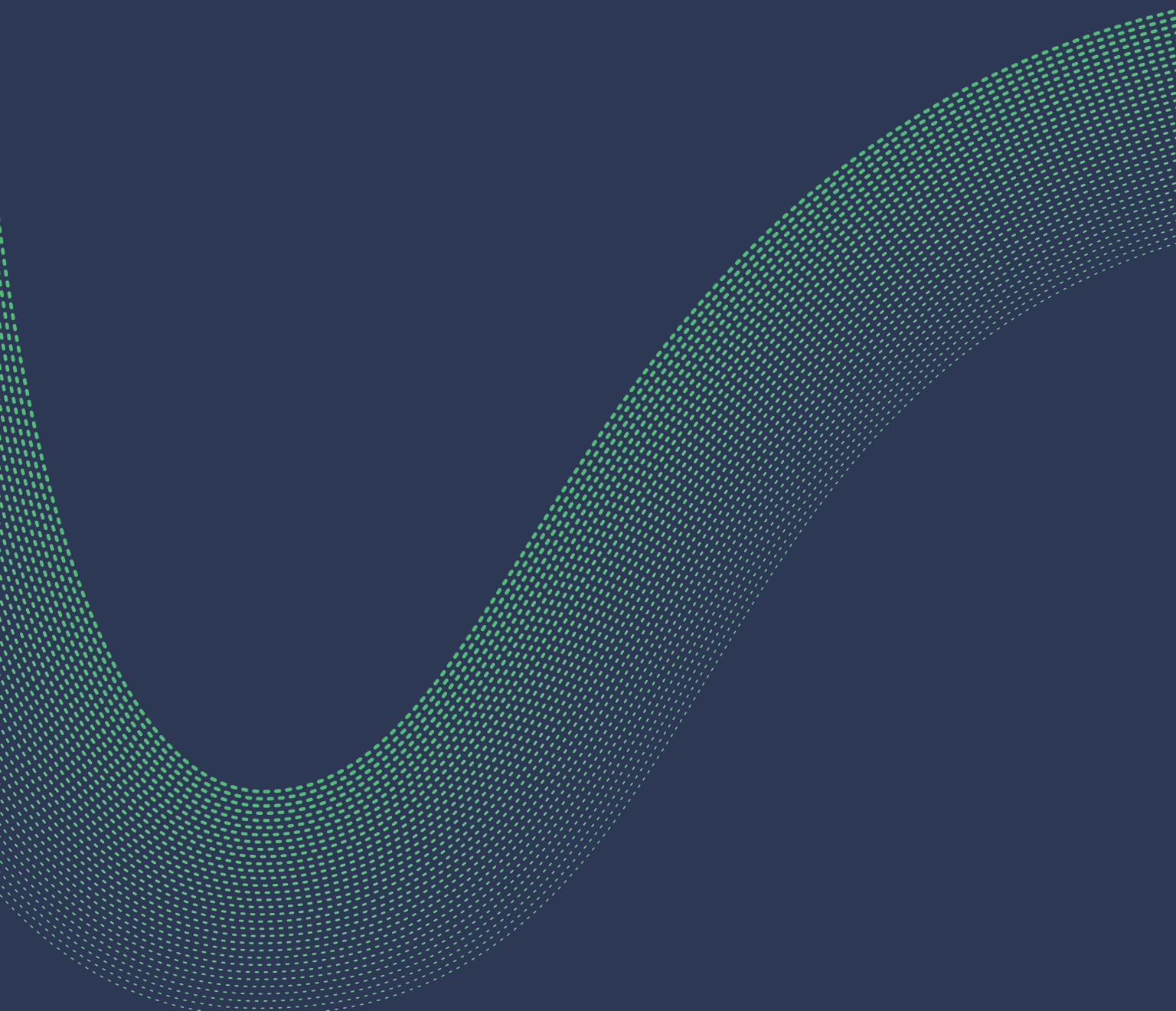
10. The certificate is addressed and provided to the Members of the Company solely for the purpose of enabling the Company to comply with the requirement of the Listing Regulations and should not be used by any other person or for any other purpose. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this certificate is shown or into whose hands it may come without our prior consent in writing.

For **B S R & Associates LLP**
Chartered Accountants
Firm Registration No: 11623 IW/W-100024

Manish Kapoor
Partner
Membership No.: 510688
UDIN: 21510688AAAABB7178

Place: Gurugram
Date: 10 June 2021

FINANCIAL STATEMENTS



INDEPENDENT AUDITORS' REPORT

To the Members of **GE T&D India Limited**

Report on the Audit of the Financial Statements

OPINION

We have audited the financial statements of GE T&D India Limited ("the Company"), which comprise the balance sheet as at 31 March 2021, the statement of profit and loss (including other comprehensive income), statement of changes in equity and statement of cash flows for the year then ended, and notes to the financial statements, including a summary of the significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 ("Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31 March 2021, and profit and other comprehensive income, changes in equity and its cash flows for the year ended on that date.

BASIS FOR OPINION

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those SAs are further described in the *Auditor's Responsibilities for the Audit of the Financial Statements* section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together

with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

EMPHASIS OF MATTER

We draw attention to Note 18 of the financial statements, which explained that during the year ended 31 March 2020, the provision for warranty and other product related settlements included a provision on the basis of the Company's best estimate to settle a potential liability arising out of some weaknesses detected by the Company in carrying out certain testing procedures in respect of certain products in the past. The management had taken corrective steps to strengthen these procedures. The estimates involve assumptions made by management and are subject to uncertainties/ sensitivities in terms of amount and timing of outflows.

Our opinion is not modified in respect of above matter.

KEY AUDIT MATTERS

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Description of Key Audit Matter

The key audit matter

Revenue recognition

A significant portion of Company's business comprises long-term projects, including construction-type and fixed price projects. Revenue from these contracts is recognized in accordance with accounting policies as detailed in "significant accounting policies" in the financial statements.

There are various areas involving complexities, judgements and estimates involved in accounting for revenue recognized on "over the time" basis, including:

- Estimation of total contract costs at inception and remaining costs to completion.
- Assessment of various risks emanating from operational delays, contract terms, changes in estimations. This requires the Company to estimate various costs to capture such risks, including liquidated damages and warranties.
- Accounting for variations and claims, including timing of recognition

Revenues, contract costs and resultant margin recognition may deviate significantly from original estimates. Such deviations may be caused due to inherent risks in this business or resulting from possible effects of the ongoing COVID -19 pandemic.

In view of above, we determined this area to an area involving significant risk and an area of audit focus, and accordingly, a key audit matter.

Recoverability of trade receivables

Trade receivables, including retention money with customers, amounted to Rs. 19,050.4 million at year-end, which is significant part of the total assets of the Company. Impairment loss on trade receivables is recognized in accordance with accounting policies as detailed in "significant accounting policies" in the financial statements.

Customer contracts typically involve time consuming and complex conditions around closure of contracts, including technical acceptances, which lead to longer and significant time for realization of receivables.

How the matter was addressed in our audit

In view of the significance of the matter, following audit procedures were applied in this area, amongst others to obtain sufficient and appropriate audit evidence:

- Obtained an understanding of the processes adopted to carry out accounting for revenue on "over the time" basis.
- Tested key controls (both design and operating effectiveness) over project accounting from initiation to recording on the above-mentioned projects.
- For selected contracts (selected on the basis of size of contracts, quantum of changes in margins, completion progress and other relevant criteria) tested the following:
 - Examined contracts, its significant terms and conditions and correspondences with customers;
 - Evaluated various assumptions and estimates including estimated contract revenue/ costs, risk provisions, contract variation claims, provision for liquidated damages, contract modifications etc;
 - In respect of contracts with significant changes in margins during the year, read the "project management review" documents (as evidence of project reviews), wherever available. Discussed with project controllers, the reasons for such changes in revenues/ cost;
 - Obtained a detailed breakdown of the total estimated costs to completion for contracts in progress during the year and compared actual costs incurred involving estimates of cost incurred at the reporting date. Tested cost of sales by applying sampling methodology.

In view of the significance of the matter, following audit procedures were applied in this area, amongst others to obtain sufficient and appropriate audit evidence:

- Obtained an understanding of the processes implemented to estimate impairment provision against trade receivables.
- Tested key controls (both design and operating effectiveness) over estimation of impairment loss.
- In respect of significant provisions made for specific trade receivables, obtained and evaluated specific documented assessment from the Company. Examined related available information such as correspondences with customers and publicly available information.

The key audit matter

As a result of above, assessment of realisability of trade receivables, involves critical evaluation of various factors, including impact of external environment such as capability of customers to pay.

The Company makes an impairment allowance for specific customers on the basis of case to case analysis. It further makes an estimate of impairment allowance for balance receivables on the basis of an “expected credit loss” model in accordance with Ind AS 109, *Financial Instruments*. The Company further considers impact of external environment, such as possible effect from the COVID-19 pandemic. In view of above, we determined this area to an area of audit focus, and accordingly, a key audit matter.

Taxes (including litigations)

The Company’s operations are subject to complexities arising from applicability of various laws and regulations with respect to positions on matters relating to income tax, sales tax, goods and services tax, service tax, excise, customs etc. (either past or present). Provision for taxes is recognized or contingent liabilities are disclosed in accordance with accounting policies as detailed in “significant accounting policies” in the financial statements.

Judgment is required in assessing the range of possible outcomes for some of these matters. These judgments could change over time as each of the matter progresses depending on experience on actual assessment proceedings by tax and other authorities and other judicial precedents.

The Company makes an assessment to determine the outcome of these tax positions and decides to make an accrual or consider it to be a possible contingent liability. In particular, this affects the measurement and accuracy of provision for taxes.

Due to above mentioned factors, we have determined this to be a key audit matter.

How the matter was addressed in our audit

- Evaluated the “expected credit loss” model adopted to estimate the impairment allowance and tested the related computations.
- Obtained and tested the base data used in the above-mentioned model such as trade receivables ageing, historical billing and collection data.
- Evaluated the various assumptions and judgements applied such as discount rate, period of delays of receipts from customers, etc.

In view of the significance of the matter, following audit procedures were applied in this area, amongst others to obtain sufficient and appropriate audit evidence:

- We obtained an understanding of the key uncertain tax positions based on list of ongoing litigations and tax computations for the current year.
 - We analysed select key correspondences with the authorities to identify any additional uncertain tax positions.
 - Tested key controls (both design and operating effectiveness) over estimate of provisions for various taxes.
 - We analysed the Company’s judgment regarding the eventual resolution of matters with various tax authorities. In this regard, we understood how the Company has considered past experience, where available, with the authorities in the respective jurisdictions.
 - We also considered external legal opinions and consultations made by the Company for key matters.
 - Involved specialists to evaluate estimates on the basis of the facts of each case, internal evaluations, legal precedence, assumptions made and external legal opinions.
-

INFORMATION OTHER THAN THE FINANCIAL STATEMENTS AND AUDITORS' REPORT THEREON

The Company's management and Board of Directors are responsible for the other information. The other information comprises the information included in the Company's annual report, but does not include the financial statements and our auditors' report thereon.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

MANAGEMENT'S AND BOARD OF DIRECTORS' RESPONSIBILITY FOR THE FINANCIAL STATEMENTS

The Company's management and Board of Directors are responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these financial statements that give a true and fair view of the state of affairs, profit/loss and other comprehensive income, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring accuracy and completeness of the accounting records, relevant to the

preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management and Board of Directors are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors is also responsible for overseeing the Company's financial reporting process.

AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE FINANCIAL STATEMENTS

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3) (i) of the Act, we are also responsible for expressing

our opinion on whether the Company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures in the financial statements made by the Management and Board of Directors.
- Conclude on the appropriateness of the Management and Board of Directors use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditors' report unless law or

regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

1. As required by the Companies (Auditors' Report) Order, 2016 ("the Order") issued by the Central Government in terms of section 143 (11) of the Act, we give in the "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143(3) of the Act, we report that:
 - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - c) The balance sheet, the statement of profit and loss (including other comprehensive income), the statement of changes in equity and the statement of cash flows dealt with by this Report are in agreement with the books of account.
 - d) In our opinion, the aforesaid financial statements comply with the Ind AS specified under section 133 of the Act.
 - e) On the basis of the written representations received from the directors as on 31 March 2021 taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2021 from being appointed as a director in terms of Section 164(2) of the Act.
 - f) With respect to the adequacy of the internal financial controls with reference to financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".

(B) With respect to the other matters to be included in the Auditors' Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

- i. The Company has disclosed the impact of pending litigations as at 31 March 2021 on its financial position in its financial statements - Refer Note 39 to the financial statements.
- ii. The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts- Refer Note 18 to the financial statements.
- iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.
- iv. The disclosures in the financial statements regarding holdings as well as dealings in specified bank notes during the period from 8 November 2016 to 30 December 2016 have not been made in these financial statements since they do not pertain to the financial year ended 31 March 2021.

(C) With respect to the matter to be included in the Auditors' Report under section 197(16):

In our opinion and according to the information and explanations given to us, the remuneration paid by the company to its directors during the current year is in accordance with the provisions of Section 197 of the Act. The remuneration paid to any director is not in excess of the limit laid down under Section 197 of the Act. The Ministry of Corporate Affairs has not prescribed other details under Section 197(16) which are required to be commented upon by us.

For **B S R & Associates LLP**
Chartered Accountants
ICAI Firm registration number:
116231W/W-100024

Manish Kapoor

Partner

Place : Gurugram
Date: June 10, 2021

Membership No.: 510688
UDIN: 21510688AAAAAZ1780

ANNEXURE A REFERRED IN THE INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF GE T&D INDIA LIMITED ON THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2021

- (i) (a) According to the information and explanations given to us, the Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
- (b) According to the information and explanations given to us, the fixed assets are physically verified by the management in accordance with a phased programme designed to cover all items of fixed assets over a period of three years, which, in our opinion, is reasonable having regard to the size of the Company and nature of its fixed assets. Pursuant to the programme, a portion of the fixed assets has been physically verified by the management during the year. As informed to us, no material discrepancies were observed on such verification.
- (c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of the immovable properties are held in the name of the Company.
- (ii) According to the information and explanations given to us, the inventories (excluding stocks with third parties and goods-in-transit) have been physically verified during the year by the management. In respect of inventories lying with third parties, these have substantially been confirmed by them. In our opinion, the frequency of verification is reasonable. Further, as informed, the discrepancies noticed on verification between the physical inventory and the book records were not material.
- (iii) According to the information and explanations given to us, the Company has not granted any loans, secured or unsecured, to companies, firms, limited liability partnerships or other parties covered in the register maintained under Section 189 of the Act. Accordingly, paragraph 3(iii) of the Order is not applicable.
- (iv) According to the information and explanations given to us, the Company has not given any loans, or made any investments, or provided any guarantee, or security as specified under Section 185 and 186 of the Companies Act, 2013. Accordingly, paragraph 3(iv) of the Order is not applicable.
- (v) According to the information and explanations given to us, the Company has not accepted any deposits covered under Section 73 to 76 of the Act.
- (vi) We have broadly reviewed the books of account maintained by the Company, pursuant to the rules made by the Central Government, the maintenance of cost records has been prescribed under sub section (1) of Section 148 of the Companies Act, 2013 and are of the opinion that, prima facie, the prescribed accounts and records have been made and maintained. However, we have not made a detailed examination of such records with a view to determine whether they are accurate or complete.
- (vii) (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted/ accrued in the books of account in respect of undisputed statutory dues including Provident Fund, Employees' State Insurance, Income tax, Cess, Goods and Service Tax and any other material statutory dues, to the extent applicable, have generally been regularly deposited with the appropriate authorities during the year.
According to the information and explanations given to us, no undisputed amounts payable in respect of Provident Fund, Employees' State Insurance, Income tax, Cess, Goods and Service Tax and other material statutory dues, to the extent applicable, were in arrears as at 31 March 2021 for a period of more than six months from the date they became payable.

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

| Name of the Statute | Nature of dues | Amount of demand (Rs. millions) | Amount deposited against the demand (Rs. millions) | Period to which the amount relates | Forum where dispute is pending |
|---|---------------------|---------------------------------|--|--|---|
| The Central Excise Act, 1944 | Excise duty | 4.1 | 0.4 | 2008-09, 2015-16, 2018-19, 2019-20 | Appellate Authority- up to Commissioner level |
| | | 46.8 | 3.1 | 2011-12 to 2016-17, 2018-19 | Central Excise and Service Tax Appellate Tribunal |
| | | 0.2 | 0.2 | 2008-09 | Madras High Court |
| Custom Act, 1962 | Custom duty | 62.0 | - | 2002-03 | Supreme Court |
| | | 444.3 | - | 2002 to 2014 | Madras High Court |
| | | 190.0 | - | 2013 to 2017 | Custom Excise and Service Tax Appellate Tribunal |
| | | 177.6 | - | 2000-01, 2015 to 2020 | Appellate Authority- up to Commissioner Level |
| The Finance Act, 1994 | Service tax | - | 0.1 | 2016-17, 2018-19 | Madras High Court |
| | | 1.7 | 0.04 | 2009-10, 2015-16, 2019-20, 2020-21 | Up to Commissioner Level |
| | | 189.1 | 115.3 | 2010-11 to 2013-14, 2015-16 to 2019-20 | Central Excise and Service Tax Appellate Tribunal |
| Central Sales Tax Act and Local Sales Tax Acts (including works contract tax) | Sales tax | 6,527.6 | 1,285.2 | 2000-01 to 2017-18 | Appellate Authority- upto Commissioner level |
| | | 601.6 | 365.0 | 1986-87, 2008-09 to 2017-18 | Sales Tax Appellate Tribunal |
| The Goods & Service Tax Act | Goods & Service Tax | 300.0 | 34.2 | 2017-18, 2020-21 | Appellate Authority- upto Commissioner level |

| Name of the Statute | Nature of dues | Amount of demand (Rs. millions) | Amount deposited against the demand (Rs. millions) | Period to which the amount relates | Forum where dispute is pending |
|---------------------|----------------|---------------------------------|--|------------------------------------|--|
| Income Tax Act 1961 | Income Tax | 10.5 | - | 2005-06 | Madras High Court |
| | | 140.0 | - | 2011-12 | |
| | | 248.4 | - | 2012-13 | |
| | | 100.8 | - | 2008-09 | Income Tax Appellate Tribunal/Commissioner of Income Tax (Appeals) |
| | | 868.6 | 71.6 | 2009-10 | |
| | | 22.5 | - | 2008-09 | Income Tax Appellate Tribunal |
| | | 573.8 | 61.6 | 2010-11 | Commissioner of Income Tax (Appeals) |
| | | 26.8 | 26.6 | 2006-07 | |
| | | 75.5 | 34.2 | 2007-08 | |
| | | 454.6 | 35.0 | 2011-12 | |
| | | 277.3 | 32.5 | 2012-13 | |
| | | 407.6 | 38.0 | 2013-14 | |
| | | 218.1 | 15.0 | 2015-16 | |
| | | 202.8 | 27.2 | 2016-17 | |

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

- (viii) According to the information and explanations given to us, the Company has not defaulted in repayment of loans or borrowings to any banks. Further, the Company does not have any loans or borrowings from any financial institution or government and the Company does not have any debentures issued / outstanding at any time during the year.
- (ix) According to the information and explanations given to us, the Company did not raise any money by way of initial public offer or further public offer (including debt instrument) and any term loans during the year. Accordingly, paragraph 3 (ix) of the Order is not applicable.
- (x) According to the information and explanations given to us, no material fraud by the Company or on the Company by its officers or employees has been noticed or reported during the year.
- (xi) According to the information and explanations given to us and based on our examination of the records of the Company, the managerial remuneration has been paid or provided by the Company in accordance with the provisions of Section 197 read with Schedule V to the Act.
- (xii) According to the information and explanations given to us, the Company is not a Nidhi Company. Accordingly, paragraph 3(xii) of the Order is not applicable.
- (xiii) According to information and explanations given to us and on the basis of our examination of the records of the Company, all transactions with the related parties are in compliance with Section 177 and 188 of the Act, where applicable, and the details have been disclosed in the financial statements, as required by the applicable accounting standard.

- (xiv) According to information and explanations given to us, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year. Accordingly, paragraph 3(xiv) of the Order is not applicable.
- (xv) According to information and explanations given to us, the Company has not entered into any non-cash

transactions with directors or persons connected with him. Accordingly, paragraph 3(xv) of the Order is not applicable.

- (xvi) According to information and explanations given to us, the Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934.

For **B S R & Associates LLP**
Chartered Accountants
ICAI Firm registration number:
116231W/W-100024

Manish Kapoor
Partner

Place : Gurugram
Date: June 10, 2021

Membership No.: 510688
UDIN: 21510688AAAAAZ1780

ANNEXURE B TO THE INDEPENDENT AUDITORS' REPORT ON THE FINANCIAL STATEMENTS OF GE T&D INDIA LIMITED FOR THE YEAR ENDED 31 MARCH 2021.

Report on the internal financial controls with reference to the aforesaid financial statements under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013

(Referred to in paragraph 2(f) under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

Opinion

We have audited the internal financial controls with reference to financial statements of GE T&D India Limited ("the Company") as of 31 March 2021 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

In our opinion, the Company has, in all material respects, adequate internal financial controls with reference to financial statements and such internal financial controls were operating effectively as at 31 March 2021, based on the internal financial controls with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (the "Guidance Note").

MANAGEMENT'S RESPONSIBILITY FOR INTERNAL FINANCIAL CONTROLS

The Company's management and the Board of Directors are responsible for establishing and maintaining internal financial controls based on the internal financial controls with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013 (hereinafter referred to as "the Act").

AUDITORS' RESPONSIBILITY

Our responsibility is to express an opinion on the Company's internal financial controls with reference to financial statements based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing, prescribed under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls with reference to financial statements. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to financial statements were established and maintained and whether such controls operated effectively in all material respects.

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

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

MEANING OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO FINANCIAL STATEMENTS

A company's internal financial controls with reference to financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted

accounting principles. A company's internal financial controls with reference to financial statements include those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

INHERENT LIMITATIONS OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO FINANCIAL STATEMENTS

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

For **B S R & Associates LLP**

Chartered Accountants

ICAI Firm registration number:

116231W/W-100024

Manish Kapoor

Partner

Place : Gurugram

Membership No.: 510688

Date: June 10, 2021

UDIN: 21510688AAAAAZ1780

Balance Sheet

as at March 31, 2021

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

| | Notes | As at March 31, 2021 | As at March 31, 2020 |
|--|--------|-------------------------|-------------------------|
| ASSETS | | | |
| Non-current assets | | | |
| Property, plant and equipment | 3 | 4,029.9 | 4,288.5 |
| Right of use assets | 3 (a) | 898.2 | 1,075.0 |
| Capital work-in-progress | 3 | 216.6 | 121.3 |
| Intangible assets | 3 | 7.9 | 13.7 |
| Financial assets | | | |
| i. Investments | 4 | 0.1 | 0.1 |
| ii. Loans | 5 | 111.8 | 114.7 |
| Deferred tax assets (net) | 6 | 1,248.0 | 1,502.2 |
| Non current tax assets (net) | 7 | 1,536.2 | 1,394.4 |
| Other non-current assets | 8 | 2,564.9 | 2,440.3 |
| Total non-current assets | | 10,613.6 | 10,950.2 |
| Current assets | | | |
| Inventories | 9 | 5,796.0 | 6,494.9 |
| Financial assets | | | |
| i. Trade receivables | 10 | 19,050.4 | 18,988.2 |
| ii. Cash and cash equivalents | 11 | 489.5 | 498.6 |
| iii. Bank balances other than cash and cash equivalents | 12 | 112.5 | 96.4 |
| iv. Loans | 5 | 16.2 | 9.2 |
| v. Other financial assets | 13 | 209.4 | 125.6 |
| Other current assets | 14 | 4,736.4 | 4,370.4 |
| Assets held for sale | 15 | - | 2.5 |
| Total current assets | | 30,410.4 | 30,585.8 |
| Total assets | | 41,024.0 | 41,536.0 |
| EQUITY AND LIABILITIES | | | |
| Equity | | | |
| Equity share capital | 16 | 512.1 | 512.1 |
| Other equity | 17 (a) | 10,714.7 | 10,002.8 |
| Total equity | | 11,226.8 | 10,514.9 |
| Liabilities | | | |
| Non-current liabilities | | | |
| Financial liabilities | | | |
| i. Lease liabilities | 3 (b) | 819.5 | 982.7 |
| Provisions | 18 | 1,390.4 | 1,776.0 |
| Total non-current liabilities | | 2,209.9 | 2,758.7 |
| Current liabilities | | | |
| Financial liabilities | | | |
| i. Borrowings | 19 | 2,212.8 | 4,897.1 |
| ii. Trade payables | 20 | | |
| Total outstanding dues of micro enterprises and small enterprises | | 1,011.1 | 552.9 |
| Total outstanding dues of creditors other than micro enterprises and small enterprises | | 10,150.8 | 9,404.4 |
| iii. Lease liabilities | 3 (b) | 128.5 | 108.3 |
| iv. Other financial liabilities | 21 | 404.1 | 355.9 |
| Other current liabilities | 22 | 7,976.9 | 8,025.0 |
| Provisions | 18 | 5,490.9 | 4,693.0 |
| Current tax liabilities (net) | 7 | 212.2 | 225.8 |
| Total current liabilities | | 27,587.3 | 28,262.4 |
| Total liabilities | | 29,797.2 | 31,021.1 |
| Total equity and liabilities | | 41,024.0 | 41,536.0 |

Significant accounting policies

2

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

As per our report of even date attached

For B S R & Associates LLP

Chartered Accountants

ICAI Firm Registration Number: 116231W/W-100024

Manish Kapoor

Partner

Membership no: 510688

UDIN: 21510688AAAAAZ1780

Place: Gurugram

Date: June 10, 2021

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

Gaurav Manohar Negi

Director

DIN : 02835748

Place: New Delhi

Date: June 10, 2021

Sushil Kumar

Chief Financial Officer

Place: Noida

Date: June 10, 2021

Pitamber Shivnani

Managing Director & Chief Executive Officer

DIN: 05187407

Place: Noida

Date: June 10, 2021

Manoj Prasad Singh

Company Secretary

Membership no : F4231

Place: Delhi

Date: June 10, 2021

Statement of Profit and Loss

for the year ended March 31, 2021

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

| | Notes | For the year ended March 31, 2021 | For the year ended March 31, 2020 |
|---|-----------|--------------------------------------|--------------------------------------|
| Income | | | |
| Revenue from operations | 23 | 34,523.7 | 31,587.0 |
| Other income | 24 | 657.6 | 595.1 |
| Total income | | 35,181.3 | 32,182.1 |
| Expenses | | | |
| Cost of raw material, components consumed and project related costs | 25 | 24,801.8 | 22,903.7 |
| Changes in inventories of finished goods and work-in-progress | 26 | 583.0 | (96.5) |
| Employee benefits expense | 27 | 4,019.2 | 4,204.5 |
| Finance costs | 28 | 593.6 | 681.9 |
| Depreciation and amortisation | 29 | 657.4 | 783.9 |
| Other expenses | 30 | 3,667.5 | 6,725.6 |
| Total expenses | | 34,322.5 | 35,203.1 |
| Profit / (loss) before exceptional items and tax | | 858.8 | (3,021.0) |
| Exceptional item (income) / expense | 43, 3, 44 | (34.6) | 535.6 |
| Profit / (loss) before tax | | 893.4 | (3,556.6) |
| Tax expense | 6, 32 | | |
| - Current tax | | (72.6) | (55.6) |
| - Deferred tax (charge) / credit (net) | | (217.6) | 586.6 |
| Total tax (expense) / credit | | (290.2) | 531.0 |
| Profit / (Loss) for the year (A) | | 603.2 | (3,025.6) |
| Other comprehensive income | | | |
| -Items that will not be reclassified to profit or loss | | | |
| Remeasurements of defined benefits obligations | 35 | 145.3 | (245.6) |
| Income tax relating to above | | (36.6) | 61.8 |
| Other comprehensive income / (loss) for the year, net of tax (B) | | 108.7 | (183.8) |
| Total comprehensive income / (loss) for the year (A)+(B) | | 711.9 | (3,209.4) |
| Basic and diluted earnings per equity share | 41 | 2.36 | (11.82) |
| [Face value per share Rs. 2 (previous year Rs. 2) fully paid up] | | | |

Significant accounting policies

2

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

As per our report of even date attached**For B S R & Associates LLP**

Chartered Accountants

ICAI Firm Registration Number: 116231W/W-100024

Manish Kapoor

Partner

Membership no: 510688

UDIN: 21510688AAAAA21780

Place: Gurugram

Date: June 10, 2021

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

Director

DIN : 02835748

Place: New Delhi

Date: June 10, 2021

Sushil Kumar

Chief Financial Officer

Place: Noida

Date: June 10, 2021

Pitamber Shivnani

Managing Director & Chief Executive Officer

DIN: 05187407

Place: Noida

Date: June 10, 2021

Manoj Prasad SinghCompany Secretary
Membership no : F4231

Place: Delhi

Date: June 10, 2021

Cash Flow Statement

for the year ended March 31, 2021

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

| | For the year ended March 31, 2021 | For the year ended March 31, 2020 |
|---|--------------------------------------|--------------------------------------|
| Cash flows from operating activities | | |
| Profit / (loss) before tax | 893.4 | (3,556.6) |
| Adjustments for: | | |
| Depreciation and amortisation | 657.4 | 783.9 |
| Provision for impairment (exceptional item) | - | 535.6 |
| Provision for litigations (exceptional item) | 412.9 | - |
| Profit on sale of asset held for sale (exceptional item) | (447.5) | - |
| Bad debts and unbilled receivables written off (net) | 233.9 | 793.5 |
| Finance cost | 593.6 | 681.9 |
| (Gain) / loss on foreign exchange fluctuation (net) | (69.0) | 46.6 |
| Unrealised (gain) / loss on derivatives | (143.4) | 85.9 |
| Loss on sale of property, plant and equipment / assets written off | 2.1 | 11.0 |
| Discounting at amortised cost (net) | (49.5) | 15.2 |
| Interest income | (8.4) | (9.4) |
| Provision / (reversal) for contract losses (net) | 222.9 | (115.6) |
| Provision no longer required written back | (256.1) | (460.2) |
| | 2,042.3 | (1,188.2) |
| Adjustments for changes in assets and liabilities | | |
| (Increase) / decrease in trade receivables | (310.3) | 459.1 |
| (Increase) / decrease in other assets | (478.0) | 344.0 |
| Decrease / (increase) in inventories | 698.9 | (152.2) |
| Decrease in financial assets | 59.4 | 69.9 |
| Increase / (decrease) in trade payables | 1,233.5 | (1,709.8) |
| Increase in other current liabilities, provisions and other financial liabilities | 58.6 | 249.1 |
| Cash generated from / (used in) operations | 3,304.4 | (1,928.1) |
| Direct taxes paid (net of refund) | (198.2) | (668.3) |
| Net cash from / (used in) operating activities (A) | 3,106.2 | (2,596.4) |
| Cash flow from investing activities | | |
| (Investment) / proceeds from deposit with banks | (19.8) | 4.9 |
| Proceeds / (acquisition) of property, plant and equipment, capital work in progress and intangible assets including capital advance and capital creditors | 137.5 | (318.7) |
| Interest received on deposits with banks | 5.4 | 8.2 |
| Net cash from / (used in) investing activities (B) | 123.1 | (305.6) |
| Cash flow from financing activities | | |
| (Repayment) / proceeds of short term borrowings (net) | (2,684.3) | 4,091.8 |
| Payment for lease liabilities | (140.9) | (123.5) |
| Interest paid on loans | (413.7) | (513.7) |
| Dividend and tax paid thereon | - | (555.6) |
| Net cash (used in) / from financing activities (C) | (3,238.9) | 2,899.0 |
| Net decrease in cash and cash equivalents (A+B+C) | (9.6) | (3.0) |
| Cash and cash equivalents at beginning of the period | 498.6 | 499.5 |
| Impact of foreign exchange on cash and cash equivalents | 0.5 | 2.1 |
| Cash and cash equivalents at period end (Refer note 11) | 489.5 | 498.6 |

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

Refer Note 19 for reconciliation of movement of liabilities to cash flows arising from financing activities.

As per our report of even date attached

For B S R & Associates LLP

Chartered Accountants

ICAI Firm Registration Number: 116231W/W-100024

Manish Kapoor

Partner

Membership no: 510688

UDIN: 21510688AAAAZ1780

Place: Gurugram

Date: June 10, 2021

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

Gaurav Manohar Negi

Director

DIN : 02835748

Place: New Delhi

Date: June 10, 2021

Sushil Kumar

Chief Financial Officer

Place: Noida

Date: June 10, 2021

Pitamber Shivnani

Managing Director & Chief Executive Officer

DIN: 05187407

Place: Noida

Date: June 10, 2021

Manoj Prasad Singh

Company Secretary

Membership no : F4231

Place: Delhi

Date: June 10, 2021

Statement of changes in equity

for the year ended March 31, 2021

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

A. EQUITY SHARE CAPITAL

| | |
|---------------------------------|--------------|
| As at April 1, 2019 | 512.1 |
| Changes in equity share capital | - |
| As at March 31, 2020 | 512.1 |
| Changes in equity share capital | - |
| As at March 31, 2021 | 512.1 |

B. OTHER EQUITY

| | Reserves and surplus | | | | | Total |
|---|----------------------|-----------------|-----------------|-------------------|----------------------------|-----------------|
| | Securities premium | General reserve | Capital reserve | Retained earnings | Other comprehensive income | |
| Balance at April 1, 2019 | 2,717.6 | 828.6 | 26.5 | 10,195.1 | - | 13,767.8 |
| (Loss) for the year | - | - | - | (3,025.6) | - | (3,025.6) |
| Remeasurement of the net defined benefit liability (net of tax) | - | - | - | - | (183.8) | (183.8) |
| | 2,717.6 | 828.6 | 26.5 | 7,169.5 | (183.8) | 10,558.4 |
| Dividends paid | - | - | - | (460.9) | - | (460.9) |
| Dividend distribution tax | - | - | - | (94.7) | - | (94.7) |
| Transferred to retained earnings | - | - | - | (183.8) | 183.8 | - |
| Balance at March 31, 2020 | 2,717.6 | 828.6 | 26.5 | 6,430.1 | - | 10,002.8 |
| Profit for the year | - | - | - | 603.2 | - | 603.2 |
| Remeasurement of the net defined benefit liability (net of tax) | - | - | - | - | 108.7 | 108.7 |
| | 2,717.6 | 828.6 | 26.5 | 7,033.3 | 108.7 | 10,714.7 |
| Transferred to retained earnings | - | - | - | 108.7 | (108.7) | - |
| Balance at March 2021 | 2,717.6 | 828.6 | 26.5 | 7,142.0 | - | 10,714.7 |

Significant accounting policies

2

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

As per our report of even date attached

For B S R & Associates LLP

Chartered Accountants

ICAI Firm Registration Number: 116231W/W-100024

Manish Kapoor

Partner

Membership no: 510688

UDIN: 21510688AAAAAZ1780

Place: Gurugram

Date: June 10, 2021

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

Gaurav Manohar Negi

Director

DIN : 02835748

Place: New Delhi

Date: June 10, 2021

Sushil Kumar

Chief Financial Officer

Place: Noida

Date: June 10, 2021

Pitamber Shivnani

Managing Director & Chief Executive Officer

DIN: 05187407

Place: Noida

Date: June 10, 2021

Manoj Prasad Singh

Company Secretary
Membership no : F4231

Place: Delhi

Date: June 10, 2021

Notes to the Financial Statements

for the year ended March 31, 2021

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

1. CORPORATE AND GENERAL INFORMATION

GE T&D India Limited ('GETDIL' or 'the Company') is a publicly listed Company, incorporated on March 13, 1957 in India under the provisions of the Indian Companies Act.

The Company in the business of building power transmission and distribution infrastructure. It has a portfolio of products, solutions and services, comprising the entire range of transmission equipment up to Extra and Ultra High Voltages (765 kV and beyond), including air-insulated switchgear (AIS) and locally manufactured power transformers and gas-insulated switchgear (GIS). It also provides power electronics solutions and offers advanced power management Smart Grid solutions for transmission and distribution including renewable energies integration.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

2.1 Basis of preparation

2.1.1 Statement of compliance

These financial statements have been prepared in accordance with Indian Accounting Standards (Ind AS) as per the Section 133 of the Companies Act, 2013, (the 'Act') and other relevant provisions of the Act.

These Financial Statements are approved by the Company's Board of Directors on June 10, 2021.

2.1.2 Functional and presentation currency

These financial statements are presented in Indian Rupees (Rs), which is also the Company's functional currency. All amounts have been rounded-off to millions and one decimal thereof, unless otherwise indicated.

2.1.3 Basis of Measurement

The financial statements have been prepared on a historical cost basis, except for the following:

- Certain financial assets and liabilities (including derivative instruments) - measured at fair value

- Net defined benefit (asset)/ liability – fair value of plan assets less present value of defined benefit obligations
- Other financial assets and liabilities- measured as amortised cost.

2.1.4 Use of estimates and judgements

The preparation of the financial statements in conformity with Ind AS requires management to make estimates, judgments and assumptions. In preparing these financial statements, management has made judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates. Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised prospectively.

Judgements

Information about judgements made in applying accounting policies that have the most significant effects on the amounts recognised in the financial statements is included in the following notes:

- Note 2.2.13— Revenue recognition: whether revenue from sale of product and services is recognised overtime or at a point of time;
- Note 2.2.10 — Financial instruments;
- Note 2.2.1— Useful lives of property, plant and equipment and intangible assets;
- Note 2.1.4.(x) and 2.2.6 — Lease classification;
- Note 2.2.7 — Measurement of defined benefit obligation; key actuarial assumptions;
- Note 2.2.12 — Provision for income taxes and related tax contingencies and evaluation of recoverability of deferred tax assets.
- Note 2.2.16 - Provision for warranty and product related settlements

Assumptions and estimation uncertainties

This note provides an overview of the areas that involved a higher degree of judgement or complexity, and of items which are more likely to be materially adjusted due to estimates and assumptions turning out to be different than those originally assessed.

i). Recognition of deferred tax assets – note 6

The Company has recognised deferred tax assets and concluded that the deferred tax assets will be recoverable using the estimated future taxable income based on the experience and future projections. The Company is expected to generate adequate taxable income for liquidating these assets in due course of time.

ii). Write-down of inventories - note 9

Inventories are measured at the lower of cost and net realisable value. Write-down of inventories are calculated based on an analysis of foreseeable changes in demand, technology or market conditions to determine obsolete or excess inventories.

iii). Impairment of trade receivables – note 10 and note 34

The impairment provisions for trade receivables disclosed are based on assumptions about risk of default and expected loss rates. The Company uses judgement in making these assumptions and selecting the inputs to the impairment calculation, based on the Company's history, existing market conditions as well as forward looking estimates at the end of each reporting period.

Estimates and judgements are continually evaluated. They are based on historical experience and other factors, including expectations of future events that may have a financial impact on the Company and that are believed to be reasonable under the circumstances.

iv). Estimation of provision for contract losses - note 18

Provision for contract losses is created for the difference between total estimated revenue and total estimated costs that may arise during the performance on a project based on technical evaluation and historical trends. Accordingly, based on the historical as well as recent trend, the management has estimated the expected settlement date of such losses.

v). Provision for employee benefits - note 18 and note 35

The measurement of obligations and assets related to defined benefit / other long term benefits plans makes it necessary to use several statistical and other factors that attempt to anticipate future events. These factors include assumptions about the discount rate, the rate of future compensation increases, withdrawal, mortality rates etc. The management has used the past trends and future expectations in determining the assumptions which are used in measurements of obligations.

vi). Estimation of provision for warranty and product related settlements- note 18

The Company generally offers three to five years warranties for its transformer products and two to three years warranties for switchgear products. Management estimates the related provision for future warranty claims based on certain percentages of revenue. The provision is based on historical warranty claim information, as well as recent trends, costs of rectification, technical evaluation and global experience, provided for on a best estimate basis.

The assumptions made in relation to the current period are consistent with those in the prior year. Factors that could impact the estimated claim information include the success of the Company's productivity and quality initiatives.

vii). Cost of raw material, components consumed and project related costs - note 25

A portion of payment pertaining to material cost (retention money) to be made to the vendors is retained by the Company at the time of making the payment, which is released by the Company at the future date. Contractual maturity represents the expected date of payment of retention money. Accordingly, the Company discounts the related retention money over the contractual maturity period to reduce cost of raw material, components consumed and project bought outs, which is recognised as finance cost over the contractual maturity period.

viii). Provision for litigation- note 18 and note 39

The management determines the estimated probability of outcome of any litigation based on its assessment supported by technical advice on the litigation matters, wherever required.

ix). Property, plant and equipment – note 3

Property, plant and equipment represent a significant proportion of the asset base of the Company. The charge in respect of periodic depreciation is derived after determining an estimate of an asset's expected useful life and the expected residual value at the end of its life. The useful lives and residual values of Company's assets are determined by the management at the time the asset is acquired and reviewed periodically, including at each financial year end. The lives are based on historical experience with similar assets as well as anticipation of future events, which may impact their life, such as changes in technology.

x). Leases - Estimating the lease term and incremental borrowing rate

The Company evaluates if an arrangement qualifies to be a lease as per the requirements of Ind AS 116. Identification of a lease requires significant judgment. The Company uses

significant judgement in assessing the lease term (including anticipated renewals) and the applicable discount rate. The discount rate is generally based on the incremental borrowing rate specific to the lease being evaluated or for a portfolio of leases with similar characteristics.

2.1.5 Measurement of fair values

A number of the Company's accounting policies and disclosures require the measurement of fair values, for both financial and non-financial assets and liabilities. The Company has an established control framework with respect to the measurement of fair values. The Company regularly reviews significant unobservable inputs and valuation adjustments.

Fair values are categorised into different levels in a fair value hierarchy based on the inputs used in the valuation techniques as follows.

- Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities.
- Level 2: inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).
- Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs)

When measuring the fair value of an asset or a liability, the Company uses observable market data as far as possible. If the inputs used to measure the fair value of an asset or a liability fall into different levels of the fair value hierarchy, then the fair value measurement is categorised in its entirety in the same level of the fair value hierarchy as the lowest level input that is significant to the entire measurement.

The Company recognises transfers between levels of the fair value hierarchy at the end of the reporting period during which the change has occurred.

2.1.6 Current versus non-current classification

The Company presents assets and liabilities in the Balance Sheet based on current / non-current

classification. The Company has presented non-current assets and current assets before equity, non-current liabilities and current liabilities in accordance with Schedule III, Division II of Companies Act, 2013 notified by the Ministry of Corporate Affairs.

An asset is classified as current when it is:

- a) Expected to be realised or intended to be sold or consumed in normal operating cycle,
- b) Held primarily for the purpose of trading,
- c) Expected to be realised within twelve months after the reporting period, or
- d) Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets are classified as non-current.

A liability is classified as current when: a) It is expected to be settled in normal operating cycle, b) It is held primarily for the purpose of trading, c) It is due to be settled within twelve months after the reporting period, or d) There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

All other liabilities are classified as non-current.

All assets and liabilities have been classified as current or non-current as per the Company's operating cycle and other criteria set out in Schedule III to the Companies Act, 2013. Based on the nature of products and the time between the acquisition of assets for processing and their realisation in cash and cash equivalents, the Company has ascertained its operating cycle as 12 months for the purpose of current and non-current classification of assets and liabilities, except for projects business. The projects business comprises long-term contracts which have an operating cycle exceeding one year. For classification of current assets and liabilities related to projects business, the Company uses the duration of the individual life cycle of the contract as its operating cycle.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

2.2 Significant accounting policies

2.2.1 Property, plant and equipment

Recognition and measurement

Items of property, plant and equipment are measured at cost, which includes capitalised borrowing costs, less accumulated depreciation and accumulated impairment losses, if any. Cost of an item of property, plant and equipment comprises its purchase price, including import duties and non-refundable purchase taxes, after deducting trade discounts and rebates, any directly attributable cost of bringing the item to its working condition for its intended use and estimated costs of dismantling and removing the item and restoring the site on which it is located.

If significant parts of an item of property, plant and equipment have different useful lives, then they are accounted for as separate items (major components) of property, plant and equipment.

Subsequent expenditure is capitalised only if it is probable that the future economic benefits associated with the expenditure will flow to the Company.

Any gain or loss on disposal of an item of property, plant and equipment is recognised in profit or loss.

The cost of property, plant and equipment not ready for their intended use is recorded as capital work-in-progress before such date. Cost of construction that relate directly to specific property, plant and equipment and that are attributable to construction activity in general and can be allocated to specific property, plant and equipment are included in capital work-in-progress.

Depreciation methods, estimated useful lives and residual value

Depreciation is calculated on cost of items of property, plant and equipment less their estimated residual values over their estimated useful lives using the straight-line method, and

is generally recognised in the Statement of Profit and Loss.

Based on technical evaluation and assessment of useful lives, the estimated useful lives of certain plant and equipment, furniture and fittings, office equipment and motor vehicles are lower as compared to the useful lives as prescribed under Part C of Schedule II to the Act, which management believes is the representative of useful lives of these fixed assets. Estimated useful lives of the assets are as follows:

| Assets Category | Estimated useful lives (in years) | Lives as per schedule II of Companies Act, 2013 |
|------------------------|-----------------------------------|---|
| Buildings | 30 | 30 |
| Plant and equipment | 3 / 6 / 10 | 3 / 6 / 15 |
| Furniture and fittings | 4 / 10 | 10 |
| Office equipment | 4 / 10 | 5 |
| Motor vehicles | 4 | 8 |

Freehold land is not depreciated. r.

Assets residual values and useful lives are reviewed at each financial year end considering the physical condition of the assets for review and adjusted residual life prospectively.

2.2.2 Intangible assets

Intangible assets are stated at acquisition cost, net of accumulated amortisation and accumulated impairment losses, if any.

Amortisation methods, estimated useful lives and residual value

Intangible assets are amortised on a straight-line basis over their estimated useful lives which is assumed to be 3 years. The amortisation period, residual value and the amortisation method are reviewed at least at each financial year end. If the expected useful life of the asset is significantly different from previous estimates, the amortisation period is changed accordingly.

Gains or losses arising from the retirement or

disposal of an intangible asset are determined as the difference between the net disposal proceeds and the carrying amount of the asset and recognised as income or expense in the Statement of Profit and Loss.

2.2.3 Impairment of assets

Assessment is done at each Balance Sheet date as to whether there is any indication that an asset (tangible and intangible) may be impaired. For the purpose of assessing impairment, the smallest identifiable group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows from other assets or groups of assets, is considered as a cash generating unit. If any such indication exists, an estimate of the recoverable amount of the asset/cash generating unit is made. Assets whose carrying value exceeds their recoverable amount are written down to the recoverable amount. Recoverable amount is higher of an asset's or cash generating unit's fair value less cost of disposal and its value in use. Value in use is the present value of estimated future cash flows expected to arise from the continuing use of an asset and from its disposal at the end of its useful life.

Assessment is also done at each Balance Sheet date as to whether there is any indication that an impairment loss recognised for an asset in prior accounting periods may no longer exist or may have decreased. An impairment loss in respect of goodwill is not reversed subsequently.

2.2.4 Cash and cash equivalents

Cash and cash equivalent in the balance sheet comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value. For the purpose of statement of cash flows, cash and cash equivalents consist of cash and cheque at hand / remittance in transit and cash and deposit with bank.

2.2.5 Inventories

Inventories comprising raw materials and components, work-in-progress and finished goods are valued at lower of cost and net realisable value. The cost of inventories comprises cost of purchase (net of recoverable taxes where applicable), cost of conversion and other costs incurred in bringing the inventories to their respective present location and condition. Cost of purchased inventory are determined after deducting rebates and discounts. The cost of various categories of inventories is arrived at as follows:

- *Raw materials and components* - at cost determined on weighted average cost method except for Air/ Gas Insulated Switchgears related raw materials on first in first out basis.
- *Work-in-progress and finished goods* - based on weighted average cost of production, including appropriate proportion of costs of conversion.
- *Packing materials, loose tools and consumables*, being immaterial in value terms, and also based on there being purchased mostly on need basis, are expensed to the Statement of Profit and Loss at the point of purchase.

Contracts work-in-progress are valued at cost or net realisable value, whichever is lower. Cost includes direct materials, labour and appropriate proportion of overheads including depreciation.

Net realisable value is the estimated selling price in the ordinary course of business, less the estimated costs of completion and estimated costs necessary to make the sale.

Provisions/write-downs for obsolescence, damaged and slow-moving inventory are made, wherever necessary and inventory is stated net of such provisions/write-downs.

2.2.6 Leases

The Company accounts for each lease component within the contract as a lease separately from

non-lease components of the contract and allocates the consideration in the contract to each lease component on the basis of the relative stand-alone price of the lease component and the aggregate stand-alone price of the non-lease components.

The Company recognises right-of-use asset representing its right to use the underlying asset for the lease term at the lease commencement date. The cost of the right-of-use asset measured at inception shall comprise of the amount of the initial measurement of the lease liability adjusted for any lease payments made at or before the commencement date less any lease incentives received, plus any initial direct costs incurred and an estimate of costs to be incurred by the lessee in dismantling and removing the underlying asset or restoring the underlying asset or site on which it is located. The right-of-use assets is subsequently measured at cost less any accumulated depreciation, accumulated impairment losses, if any and adjusted for any remeasurement of the lease liability. The right-of-use assets is depreciated using the straight-line method from the commencement date over the shorter of lease term or useful life of right-of-use asset. The estimated useful lives of right-of-use assets are determined on the same basis as those of property, plant and equipment. Right-of-use assets are tested for impairment whenever there is any indication that their carrying amounts may not be recoverable. Impairment loss, if any, is recognised in the statement of profit and loss.

The Company measures the lease liability at the present value of the lease payments that are not paid at the commencement date of the lease. The lease payments are discounted using the interest rate implicit in the lease, if that rate can be readily determined. If that rate cannot be readily determined, the Company uses incremental borrowing rate. For leases with reasonably similar characteristics, the Company, on a lease by lease basis, may adopt either the incremental borrowing rate specific to the lease or the incremental borrowing rate for the portfolio

as a whole. The lease payments shall include fixed payments, variable lease payments, residual value guarantees, exercise price of a purchase option where the Company is reasonably certain to exercise that option and payments of penalties for terminating the lease, if the lease term reflects the lessee exercising an option to terminate the lease. The lease liability is subsequently remeasured by increasing the carrying amount to reflect interest on the lease liability, reducing the carrying amount to reflect the lease payments made and remeasuring the carrying amount to reflect any reassessment or lease modifications or to reflect revised in-substance fixed lease payments. The Company recognises the amount of the re-measurement of lease liability due to modification as an adjustment to the right-of-use asset in the statement of profit and loss depending upon the nature of modification. Where the carrying amount of the right-of-use asset is reduced to zero and there is a further reduction in the measurement of the lease liability, the Company recognises any remaining amount of the re-measurement in statement of profit and loss.

The Company has elected not to apply the requirements of Ind AS 116 to short-term leases of all assets that have a lease term of 12 months or less and leases for which the underlying asset is of low value. The lease payments associated with these leases are recognised as an expense on a straight-line basis over the lease term.

Lease liability and ROU asset have been separately presented in the Balance Sheet. The principal portion of the lease payments have been disclosed under cash flow from financing activities.

2.2.7 Employee benefits

(i) Short-term obligations

Short-term employee benefit obligations are measured on an undiscounted basis and are expensed as the related service is provided. A liability is recognised for the amount

expected to be paid e.g., wages and salaries, short-term cash bonus, etc, if the Company has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee, and the amount of obligation can be estimated reliably.

(ii) Defined contribution plans

A defined contribution plan is a post-employment benefit plan under which an entity pays fixed contributions into a separate entity and will have no legal or constructive obligation to pay further amounts.

Provident Fund: The Company makes specified monthly contributions towards Government administered provident fund scheme in respect of certain employees. Obligations for contributions to defined contribution plans are recognised as an employee benefit expense in profit or loss in the periods during which the related services are rendered by employees.

Superannuation Fund: Contributions are made to a scheme administered by the Life Insurance Corporation of India to discharge superannuating liabilities to the employees, a defined contribution plan, and the same is expensed to the Statement of Profit and Loss. The Company has no liability other than its annual contribution.

(iii) Defined benefit plans

A defined benefit plan is a post-employment benefit plan other than a defined contribution plan. The Company's net obligation in respect of defined benefit plans is calculated separately for each plan by estimating the amount of future benefit that employees have earned in the current and prior periods, discounting that amount and deducting the fair value of any plan assets.

The calculation of defined benefit obligation is performed annually by a qualified actuary using the projected unit credit method. When the calculation results in a potential asset

for the Company, the recognised asset is limited to the present value of economic benefits available in the form of any future refunds from the plan or reductions in future contributions to the plan ('the asset ceiling'). In order to calculate the present value of economic benefits, consideration is given to any minimum funding requirements.

Remeasurements of the net defined benefit liability, which comprise actuarial gains and losses, the return on plan assets (excluding interest) and the effect of the asset ceiling (if any, excluding interest), are recognised in other comprehensive income (OCI). The Company determines the net interest expense / (income) on the net defined benefit liability / (asset) for the period by applying the discount rate used to measure the defined benefit obligation at the beginning of the annual period to the then-net defined benefit liability / (asset), taking into account any changes in the net defined benefit liability / (asset) during the period as a result of contributions and benefit payments. Net interest expense and other expenses related to defined benefit plans are recognised in profit or loss.

Gratuity: The Company funds gratuity benefits for its employees within the limits prescribed under The Payment of Gratuity Act through contributions to a Scheme administered by the Life Insurance Corporation of India ('LIC').

In case of managerial employees, in addition to the ceiling defined under the Gratuity Act, certain additional amounts are paid depending upon the period served. This additional gratuity liability is also determined on the basis of its actuarial valuation based on the projected unit credit method as on the Balance Sheet date, changes in actuarial assumptions are charged or credited to other comprehensive income in the period in which they arise. Such liability is not funded.

Provident fund: In respect of certain

employees, Provident Fund contributions are made to a Trust administered by the Company, which is a defined benefit plan.

(iv) Other long-term employee benefits

The Company's net obligation in respect of long-term employee benefits other than post-employment benefits is the amount of future benefit that employees have earned in return for their service in the current and prior periods; that benefit is discounted to determine its present value, and the fair value of any related assets is deducted. The obligation is measured on the basis of an annual independent actuarial valuation using the projected unit credit method. Remeasurements gains or losses are recognised in profit or loss in the period in which they arise.

Long term compensated absences: Long term compensated absences are provided for on the basis of its actuarial valuation as per the projected unit credit method as on the Balance Sheet date.

(v) Share based compensation

The Company recognises compensation expense relating to share-based payments in net profit using fair-value in accordance with Ind AS 102, Share-Based Payment. The estimated fair value of awards is charged to income on a graded vesting basis over the requisite service period for each separately vesting portion of the award as if the award was in-substance, multiple awards with a corresponding increase to share options outstanding account.

2.2.8 Non-current assets (or disposal groups) held for sale

Non-current assets, or disposal groups comprising assets and liabilities are classified as held for sale, if their carrying amount will be recovered principally through a sale transaction rather than through continuing use and a sale is considered highly probable.

These are measured at the lower of their carrying amount and fair value less costs to sell, except for assets such as deferred tax assets, assets arising from employee benefits, financial assets, which are specifically exempt from this requirement. Losses on initial classification as held for sale and subsequent gains and losses on re-measurement are recognised in profit or loss.

Once classified as held-for-sale, intangible assets and property, plant and equipment are no longer amortised or depreciated.

2.2.9 Foreign currency

Foreign currency transactions

Initial recognition and settlement

Foreign currency transactions are translated into the functional currency using the exchange rates at the dates of the transactions or an average rate if the average rate approximates the actual rate at the date of the transaction. Foreign exchange gains and losses resulting from the settlement of such transactions are generally recognised in profit or loss.

Subsequent recognition

Monetary assets and liabilities denominated in foreign currencies are translated into the functional currency at the exchange rate at the reporting date. Non-monetary assets and liabilities that are measured at fair value in a foreign currency are translated into the functional currency at the exchange rate when the fair value was determined. Non-monetary assets and liabilities that are measured based on historical cost in a foreign currency are translated at the exchange rate at the date of the transaction.

2.2.10 Financial instruments

(i) Recognition and initial measurement

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity. A financial asset or financial liability is initially measured at fair value plus,

for an item not at fair value through profit and loss (FVTPL), transaction costs that are directly attributable to its acquisition or issue.

Trade receivables are initially recognised when they are originated. All other financial assets and financial liabilities are initially recognised when the Company becomes a party to the contractual provisions of the instrument.

(ii) Classification and subsequent measurement

Financial assets

The Company classifies its financial assets in the following measurement categories:

- those to be measured subsequently at fair value (either through other comprehensive income, or through profit or loss), and
- those measured at amortised cost.

Financial assets are not reclassified subsequent to their initial recognition, except if and in the period the Company changes its business model for managing financial assets.

A financial asset is measured *at amortised cost* if it meets both of the following conditions and is not designated as at FVTPL:

- the asset is held within a business model whose objective is to hold assets to collect contractual cash flows; and
- the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

On initial recognition of an *equity investment that is not held for trading*, the Company may irrevocably elect to present subsequent changes in the investment's fair value in OCI (designated as FVOCI – equity investment). This election is made on an investment- by-investment basis.

All financial assets not classified as measured at amortised cost or FVOCI as described above are measured at FVTPL. This includes all derivative financial assets. On initial recognition, the Company may irrevocably designate a financial asset that otherwise meets the requirements to be measured at amortised cost or at FVOCI as at FVTPL if doing so eliminates or significantly reduces an accounting mismatch that would otherwise arise.

Financial assets: Business model assessment

The Company makes an assessment of the objective of the business model in which a financial asset is held at a portfolio level because this best reflects the way the business is managed and information is provided to management. The information considered includes:

- the stated policies and objectives for the portfolio and the operation of those policies in practice. These include whether management's strategy focuses on earning contractual interest income, maintaining a particular interest rate profile, matching the duration of the financial assets to the duration of any related liabilities or expected cash outflows or realising cash flows through the sale of the assets;
- how the performance of the portfolio is evaluated and reported to the Company's management;
- the risks that affect the performance of the business model (and the financial assets held within that business model) and how those risks are managed;
- how managers of the business are compensated – e.g. whether compensation is based on the fair value of the assets managed or the contractual cash flows collected; and

- the frequency, volume and timing of sales of financial assets in prior periods, the reasons for such sales and expectations about future sales activity.

Transfers of financial assets to third parties in transactions that do not qualify for derecognition are not considered sales for this purpose, consistent with the Company's continuing recognition of the assets.

Financial assets that are held for trading or are managed and whose performance is evaluated on a fair value basis are measured at FVTPL.

Financial assets: Assessment whether contractual cash flows are solely payments of principal and interest

For the purposes of this assessment, 'principal' is defined as the fair value of the financial asset on initial recognition. 'Interest' is defined as consideration for the time value of money and for the credit risk associated with the principal amount outstanding during a particular period of time and for other basic lending risks and costs (e.g. liquidity risk and administrative costs), as well as a profit margin.

In assessing whether the contractual cash flows are solely payments of principal and interest, the Company considers the contractual terms of the instrument. This includes assessing whether the financial asset contains a contractual term that could change the timing or amount of contractual cash flows such that it would not meet this condition. In making this assessment, the Company considers:

- contingent events that would change the amount or timing of cash flows;
- terms that may adjust the contractual coupon rate, including variable interest rate features;
- prepayment and extension features; and

- terms that limit the Company's claim to cash flows from specified assets (e.g. non-recourse features).

Financial assets: Subsequent measurement and gains and losses

Financial assets at FVTPL

These assets are subsequently measured at fair value. Net gains and losses, including any interest or dividend income, are recognised in profit or loss.

Financial assets at amortised cost

These assets are subsequently measured at amortised cost using the effective interest method. The amortised cost is reduced by impairment losses. Interest income, foreign exchange gains and losses and impairment are recognised in profit or loss. Any gain or loss on derecognition is recognised in profit or loss.

Equity investments at FVOCI

These assets are subsequently measured at fair value. Dividends are recognised as income in profit or loss unless the dividend clearly represents a recovery of part of the cost of the investment. Other net gains and losses are recognised in OCI and are not reclassified to profit or loss.

Financial liabilities: Classification, subsequent measurement and gains and losses

Financial liabilities are classified as measured at amortised cost or FVTPL. A financial liability is classified as at FVTPL if it is classified as held-for-trading, or it is a derivative or it is designated as such on initial recognition. Financial liabilities at FVTPL are measured at fair value and net gains and losses, including any interest expense, are recognised in profit or loss. Other financial liabilities are subsequently measured at amortised cost using the effective interest method. Interest expense and foreign exchange gains and losses are

recognised in profit or loss. Any gain or loss on derecognition is also recognised in profit or loss. Fees paid on the establishment of loan facilities are recognised as transaction costs of the loan to the extent that it is probable that some or all of the facility will be drawn down.

(iii) Derecognition

A financial asset is derecognised only when:

- the Company has transferred the rights to receive cash flows from the financial asset or
- retains the contractual rights to receive the cash flows of the financial asset, but assumes a contractual obligation to pay the cash flows to one or more recipients.

Where the Company has transferred an asset, the Company evaluates whether it has transferred substantially all risks and rewards of ownership of the financial asset. In such cases, the financial asset is derecognised.

Where the Company has not transferred substantially all risks and rewards of ownership of the financial asset, the financial asset is not derecognised.

Where the Company has neither transferred a financial asset nor retains substantially all risks and rewards of ownership of the financial asset, the financial asset is derecognised if the Company has not retained control of the financial asset. Where the Company retains control of the financial asset, the asset is continued to be recognised to the extent of continuing involvement in the financial asset.

The Company derecognises a financial liability when its contractual obligations are discharged or cancelled, or expire. The Company also derecognises a financial liability when its terms are modified and the cash flows under the modified terms are substantially different. In this case, a new financial liability based on the modified terms

is recognised at fair value. The difference between the carrying amount of the financial liability extinguished and the new financial liability with modified terms is recognised in profit or loss.

(iv) Offsetting

Financial assets and financial liabilities are offset and the net amount presented in the balance sheet when, and only when, the Company currently has a legally enforceable right to set off the amounts and it intends either to settle them on a net basis or to realise the asset and settle the liability simultaneously.

(v) Impairment of financial assets

The Company recognises loss allowances for expected credit losses on financial assets measured at amortised cost. At each reporting date, the Company assesses whether financial assets carried at amortised cost are credit-impaired. A financial asset is 'credit-impaired' when one or more events that have a detrimental impact on the estimated future cash flows of the financial asset have occurred.

Evidence that a financial asset is credit-impaired includes the following observable data:

- significant financial difficulty of the borrower or issuer; or
- a breach of contract such as a default or being past due.

The Company measures loss allowances at an amount equal to lifetime expected credit losses, except for the following, which are measured as 12 month expected credit losses:

- bank balances for which credit risk (i.e. the risk of default occurring over the expected life of the financial instrument) has not increased significantly since initial recognition.

Loss allowances for trade receivables are always measured at an amount equal to lifetime expected credit losses.

Lifetime expected credit losses are the expected credit losses that result from all possible default events over the expected life of a financial instrument. 12-month expected credit losses are the portion of expected credit losses that result from default events that are possible within 12 months after the reporting date (or a shorter period if the expected life of the instrument is less than 12 months). In all cases, the maximum period considered when estimating expected credit losses is the maximum contractual period over which the Company is exposed to credit risk.

When determining whether the credit risk of a financial asset has increased significantly since initial recognition and when estimating expected credit losses, the Company considers reasonable and supportable information that is relevant and available without undue cost or effort. This includes both quantitative and qualitative information and analysis, based on the Company's historical experience and informed credit assessment and including forward-looking information.

Measurement of expected credit losses

Expected credit losses are a probability-weighted estimate of credit losses. Credit losses are measured as the present value of all cash shortfalls (i.e. the difference between the cash flows due to the Company in accordance with the contract and the cash flows that the Company expects to receive).

The Company follows 'simplified approach' for recognition of impairment loss allowance on trade receivable. Under the simplified approach, the Company does not track changes in credit risk for individual

customers. Rather, it recognises impairment loss allowance based on lifetime ECLs at each reporting date, right from initial recognition.

The Company uses a provision matrix to determine impairment loss allowance on the portfolio of trade receivables. The provision matrix is based on its historically observed default rates and delays in realisations over the expected life of the trade receivable and is adjusted for forward looking estimates. At every balance sheet date, the historical observed default rates are updated and changes in the forward-looking estimates are analysed.

Presentation of allowance for expected credit losses in the balance sheet

Loss allowances for financial assets measured at amortised cost are deducted from the gross carrying amount of the assets.

Write-off

The gross carrying amount of a financial asset is written off (either partially or in full) to the extent that there is no realistic prospect of recovery. This is generally the case when the Company determines that the debtor does not have assets or sources of income that could generate sufficient cash flows to repay the amounts subject to the write-off. However, financial assets that are written off could still be subject to enforcement activities in order to comply with the Company's procedures for recovery of amounts due.

(vi) Derivative financial instruments

The Company uses derivative financial instruments, such as forward currency contracts to hedge its certain foreign currency risks. Derivative financial instruments are initially recognised at fair value on the date a derivative contract is entered into and are subsequently re-measured at their fair value at the end of each period. Any gains or losses arising from changes in the fair value of derivatives are taken directly to profit or loss.

2.2.11 Borrowings

Borrowings are initially recognised at fair value, net of transaction costs incurred. Borrowings are subsequently measured at amortised cost. Any difference between the proceeds (net of transaction costs) and the redemption amount is recognised in profit or loss over the period of the borrowings using the effective interest method. Fees paid on the establishment of loan facilities are recognised as transaction costs of the loan to the extent that it is probable that some or all of the facility will be drawn down. In this case, the fee is deferred until the draw down occurs. To the extent there is no evidence that it is probable that some or all of the facility will be drawn down, the fee is capitalised as a prepayment for liquidity services and amortised over the period of the facility to which it relates.

Borrowings are removed from the balance sheet when the obligation specified in the contract is discharged, cancelled or expired. The difference between the carrying amount of a financial liability that has been extinguished or transferred to another party and the consideration paid, including any non-cash assets transferred or liabilities assumed, is recognised in profit or loss as other gains/(losses).

Borrowings are classified as current liabilities unless the Company has an unconditional right to defer settlement of the liability for at least 12 months after the reporting period. Where there is a breach of a material provision of a long-term loan arrangement on or before the end of the reporting period with the effect that the liability becomes payable on demand on the reporting date, the entity does not classify the liability as current, if the lender agreed, after the reporting period and before the approval of the financial statements for issue, not to demand payment as a consequence of the breach.

Borrowing costs

General and specific borrowing costs that are directly attributable to the acquisition,

construction or production of a qualifying asset are capitalised during the period of time that is required to complete and prepare the asset for its intended use or sale. Qualifying assets are assets that necessarily take a substantial period of time to get ready for their intended use or sale. Borrowing costs consist of interest and other costs that the Company incurs in connection with the borrowing of funds (including exchange differences relating to foreign currency borrowings to the extent that they are regarded as an adjustment to interest costs).

For general borrowing used for the purpose of obtaining a qualifying asset, the amount of borrowing costs eligible for capitalisation is determined by applying a capitalisation rate to the expenditures on that asset. The capitalisation rate is the weighted average of the borrowing costs applicable to the borrowings of the Company that are outstanding during the period, other than borrowings made specifically for the purpose of obtaining a qualifying asset. The amount of borrowing costs capitalised during a period does not exceed the amount of borrowing cost incurred during that period.

All other borrowing costs are expensed in the period in which they occur.

2.2.12 Income tax

Income tax comprises current and deferred tax. It is recognised in profit or loss except to the extent that it relates to a business combination or to an item recognised directly in equity or in other comprehensive income. The income tax expense or credit for the period is the tax payable on the current period's taxable income based on the applicable income tax rate for applicable jurisdiction adjusted by changes in deferred tax assets and liabilities attributable to temporary differences.

Current tax

The current income tax charge is calculated on the basis of the tax laws enacted or substantively

enacted at the end of the reporting period in the countries where the Company and its branches operate and generate taxable income. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

Current tax assets and current tax liabilities are offset only if there is a legally enforceable right to set off the recognised amounts, and it is intended to realise the asset and settle the liability on a net basis or simultaneously.

Deferred tax

Deferred income tax is provided in full, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements. Deferred income tax is determined using tax rates (and laws) that have been enacted or substantially enacted by the end of the reporting period and are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled. Deferred tax assets are recognised for all deductible temporary differences only if it is probable that future taxable amounts will be available to utilise those temporary differences and losses.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances relate to the same taxation authority.

Current and deferred tax is recognised in Statement of Profit or Loss, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case, the tax is also recognised in other comprehensive income or directly in equity, respectively.

Deferred tax assets are recognised to the extent that it is probable that future taxable profits will be available against which they can be used. The existence of unused tax losses is strong evidence that future taxable profit may not be available. Therefore, in case of a history of recent losses, the Company recognises a deferred tax asset only to the extent that it has sufficient taxable temporary differences or there is convincing other evidence that sufficient taxable profit will be available against which such deferred tax asset can be realised. Deferred tax assets – unrecognised or recognised, are reviewed at each reporting date and are recognised/ reduced to the extent that it is probable/ no longer probable respectively that the related tax benefit will be realised.

2.2.13 Revenue

Revenue is recognised, when or as control over distinct goods or services is transferred to the customer; i.e. when the customer is able to direct the use of the transferred goods or services and obtains substantially all of the remaining benefits, provided a contract with enforceable rights and obligations exists and amongst others collectability of consideration is probable, taking into account customer's credit-worthiness. Revenue is the transaction price expected to be entitled to.

Amounts due in respect of price escalation claims including those linked to published indices and/ or contract modification including variation in contract work are recognised, only if the contract allows for such claims or variations and /or there is evidence that the customer has accepted it and it is probable that these will result in revenue and are capable of being reliably measured. Variable consideration is included in the transaction price if it is highly probable that a significant reversal of revenue will not occur once uncertainties are resolved.

If a contract contains more than one distinct good or service, the transaction price is allocated to each performance obligation. Revenue is recognised for each performance obligation either at a point in time or over time.

Amounts disclosed as revenue are inclusive of excise duty and net of returns, trade allowances, rebates, value added taxes and amounts collected on behalf of third parties.

Revenue from sale of goods

Revenues are recognised at a point in time when control of the goods passes to the buyer, generally upon delivery of the goods.

Revenue from sale of services

Sale of services (other than long term contracts) are recognised in the period in which the services are rendered. For fixed-price contracts, revenue is recognised based on the actual service provided to the end of the reporting period as a proportion of the total services to be provided (percentage of completion method) or on a completed service method, as applicable.

Revenue from long term (construction type) contracts and other customised products

Revenues are recognised over time under the percentage-of-completion method, based on the percentage of costs incurred to date compared to total estimated costs. An expected loss on the contract is recognised as an expense immediately. The differences between the timing of our revenue recognised (based on costs incurred) and customer billings (based on contractual terms) results in changes to revenue in excess of billing or billing in excess of revenue.

The percentage-of-completion method places considerable importance on accurate estimates to the extent of progress towards completion and may involve estimates on the scope of deliveries and services required for fulfilling the contractually defined obligations. These significant estimates include total estimated costs, total estimated revenues, contract risks, including technical, political and regulatory risks, and other judgments. Under the percentage-of-completion method, changes in estimates may lead to an increase or decrease of revenue.

In case of other customised products, the measurement takes into account the timing of customisation of the products during the

manufacturing process and as the right to payment for work performed is obtained.

Liquidated damages/penalties are provided for, based on management's assessment of the estimated liability, as per contractual terms, technical evaluation, past experience and/or acceptance.

Other income

Interest income

Interest income is recognised using the effective interest rate method. The effective interest rate is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to the gross carrying amount of a financial asset. When calculating the effective interest rate, the Company estimates the expected cash flows by considering all the contractual terms of the financial instrument (for example, prepayment, extension, call and similar options) but does not consider the expected credit losses.

Export benefits

Export benefits are accounted for to the extent there is reasonable certainty of utilisation/realisation of the same.

2.2.14 Dividend / Distribution

The Company recognises a liability to make cash distributions to equity holders when the distribution is authorised and the distribution is no longer at the discretion of the Company. As per the corporate laws in India, a distribution is authorised when it is approved by the shareholders. A corresponding amount is recognised directly in equity.

2.2.15 Earnings per share

Basic earnings per share is calculated by dividing the net profit or loss for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the year.

For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the

weighted average number of shares outstanding during the period is adjusted for the effects of all dilutive potential equity shares.

2.2.16 Provisions and contingent liabilities

Provisions

A provision is recognised if, as a result of a past event, the Company has a present legal or constructive obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation. Provisions are determined by discounting the expected future cash flows (representing the best estimate of the expenditure required to settle the present obligation at the balance sheet date) at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The unwinding of the discount is recognised as finance cost. Expected future operating losses are not provided for.

Warranty and product related settlements

A provision for warranty and products related settlements is recognised when the underlying products or services are sold. The provision is based on technical evaluation, global experience, historical warranty and product related settlements data and a weighting of all possible outcomes by their associated probabilities.

Onerous contracts

A contract is considered to be onerous when the expected economic benefits to be derived by the Company from the contract are lower than the unavoidable cost of meeting its obligations under the contract. The provision for an onerous contract is measured at the present value of the lower of the expected cost of terminating the contract and the expected net cost of continuing with the contract. Before such a provision is made, the Company recognises any impairment loss on the assets associated with that contract

Contingent liabilities

Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the

occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle or a reliable estimate of the amount cannot be made.

2.2.17 Segment reporting

An operating segment is a component that engages in business activities from which it may earn revenues and incur expenses, including revenues and expenses that relate to transactions with any of the other components, and for which discrete financial information is available. The Company is engaged in the business relating to products, projects and services for electricity transmission and related activities, which has been defined as one business segment. Accordingly, the Company's activities/business is reviewed regularly by the Company's Managing Director / Chief Executive Officer assisted by an executive committee from an overall business perspective, rather than reviewing its products/ services as individual standalone components.

Based on the dominant source and nature of risks and returns of the Company, management has identified its business segment as its primary reporting format.

2.2.18 Cash flow statement

Cash flows are reported using the indirect method, whereby profit for the period is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities of the Company are segregated.

2.2.19 Recent pronouncements

On March 24, 2021, the Ministry of Corporate Affairs ("MCA") through a notification, amended Schedule III of the Companies Act, 2013. The amendments revise Division I, II and III of Schedule III and are applicable

from April 01, 2021. Key amendments relating to Division II which relate to companies whose financial statements are required to comply with Companies (Indian Accounting Standards) Rules 2015 are:

Balance Sheet:

- Lease liabilities should be separately disclosed under the head 'financial liabilities', duly distinguished as current or non-current.
- Certain additional disclosures in the statement of changes in equity such as changes in equity share capital due to prior period errors and restated balances at the beginning of the current reporting period.
- Specified format for disclosure of shareholding of promoters.
- Specified format for ageing schedule of trade receivables, trade payables, capital work-in-progress and intangible asset under development.
- If a Company has not used funds for the specific purpose for which it was borrowed from banks and financial institutions, then disclosure of details of where it has been used.
- Specific disclosure under 'additional regulatory requirement' such as compliance with approved schemes of arrangements, compliance with number of layers of companies, title deeds of immovable property not held in name of Company, loans and advances to promoters, directors, key managerial personnel (KMP) and related parties, details of benami property held etc.

Statement of profit and loss:

- Additional disclosures relating to Corporate Social Responsibility (CSR), undisclosed income and crypto or virtual currency specified under the head 'additional information' in the notes forming part of consolidated financial statements.

The amendments are extensive, and the Company will evaluate the same to give effect to them as required by law.

3. PROPERTY, PLANT AND EQUIPMENT, CAPITAL WORK-IN-PROGRESS AND INTANGIBLE ASSETS

| Assets | Freehold land | Leasehold land | Buildings | Leasehold improvements | Plant and equipment | Furniture and fittings | Office equipment | Total | Capital work-in-progress | Intangible assets |
|---|---------------|----------------|----------------|------------------------|---------------------|------------------------|------------------|----------------|--------------------------|-------------------|
| Year ended March 31, 2021 | | | | | | | | | | |
| Gross carrying amount | | | | | | | | | | |
| Opening gross carrying amount | 495.0 | 0.1 | 2,943.4 | - | 4,519.8 | 61.7 | 183.7 | 8,203.7 | 121.3 | 30.4 |
| Additions | - | - | 6.0 | - | 198.8 | - | 16.0 | 220.8 | 316.1 | 0.3 |
| Disposals / adjustments | - | - | - | - | (44.0) | - | (0.1) | (44.1) | (220.8) | - |
| Closing gross carrying amount | 495.0 | 0.1 | 2,949.4 | - | 4,674.6 | 61.7 | 199.6 | 8,380.4 | 216.6 | 30.7 |
| Accumulated depreciation / impairment | | | | | | | | | | |
| Opening accumulated depreciation | | | | | | | | | | |
| Opening accumulated depreciation | - | 0.1 | 754.5 | - | 2,983.6 | 55.2 | 121.8 | 3,915.2 | - | 16.7 |
| Depreciation/amortisation charge during the year | - | - | 105.2 | - | 335.1 | 1.9 | 34.4 | 476.6 | - | 6.1 |
| Disposals / adjustments | - | - | - | - | (41.2) | - | (0.1) | (41.3) | - | - |
| Closing accumulated depreciation | - | 0.1 | 859.7 | - | 3,277.5 | 57.1 | 156.1 | 4,350.5 | - | 22.8 |
| Net carrying amount | 495.0 | - | 2,089.7 | - | 1,397.1 | 4.6 | 43.5 | 4,029.9 | 216.6 | 7.9 |
| Year ended March, 2020 | | | | | | | | | | |
| Gross carrying amount | | | | | | | | | | |
| Opening gross carrying amount | 429.5 | 0.1 | 3,102.2 | 1.3 | 4,566.4 | 61.2 | 252.0 | 8,412.7 | 50.6 | 29.1 |
| Additions # | 65.5 | - | 23.9 | - | 223.2 | 0.5 | 25.7 | 338.8 | 409.5 | 1.3 |
| Adjustment to Ind AS 116 (refer accounting policy note 2.2.6) | - | - | - | (1.3) | - | - | - | (1.3) | - | - |
| Disposals / adjustments | - | - | (182.7) | - | (269.8) | - | (94.0) | (546.5) | (338.8) | - |
| Closing gross carrying amount | 495.0 | 0.1 | 2,943.4 | - | 4,519.8 | 61.7 | 183.7 | 8,203.7 | 121.3 | 30.4 |
| Accumulated depreciation | | | | | | | | | | |
| Opening accumulated depreciation | - | - | 545.6 | 0.2 | 2,533.6 | 46.1 | 180.3 | 3,305.8 | - | 9.8 |
| Depreciation charge during the year | - | - | 124.0 | - | 444.3 | 5.0 | 33.7 | 607.0 | - | 6.9 |
| Adjustment to Ind AS 116 (refer accounting policy note 2.2.6) | - | - | - | (0.2) | - | - | - | (0.2) | - | - |
| Disposals / adjustments | - | - | (182.4) | - | (251.1) | - | (92.8) | (526.3) | - | - |
| Impairment loss * | - | 0.1 | 267.3 | - | 256.8 | 4.1 | 0.6 | 528.9 | - | - |
| Closing accumulated depreciation | - | 0.1 | 754.5 | - | 2,983.6 | 55.2 | 121.8 | 3,915.2 | - | 16.7 |
| Net carrying amount | 495.0 | - | 2,188.9 | - | 1,536.2 | 6.5 | 61.9 | 4,288.5 | 121.3 | 13.7 |

Notes:

Renewal of lease agreement (for which the Company has an option) in respect of 4.84 acre of land at Chennai (which expired on September 13, 1989) is still under process. The Company has contested the hike in rent by state government and the matter is sub-judice. An application of the Company for specific performance of the Lease Agreement was rejected by High Court, and the Company has preferred an appeal against the said Judgment, which is pending, before the Supreme Court.

In previous year, the Company had initiated process of identification and evaluation of potential buyer for Bangalore land and building and hence same was shown as "Asset held for sale". During March 31, 2020, based on evaluation of proposals received and progress of negotiations with potential buyers, the Company concluded that the disposal group does not meet the criteria for "Held for Sale" classification because it is no longer highly probable that the sale would be consummated within 12 months and hence reclassified to property, plant and equipment at Rs. 86.9 million.

* Impairment loss amounting Rs. 535.6 million (including Rs. 6.6 million on capital work in progress) relates to property, plant and equipment at its manufacturing facility in Naini, Allahabad that is brought down to its recoverable value upon evaluation of future economic benefits from its use. This is presented as an exceptional item in the statement of profit & loss account. Also Refer note 44.

3 (a). Right of use assets

| | Right of use buildings | Right of use vehicles | As at March 31, 2021 |
|--|---------------------------|--------------------------|-------------------------|
| Cost | | | |
| Balance at April 1, 2020 | 1,127.8 | 117.2 | 1,245.0 |
| Additions | - | 5.2 | 5.2 |
| Disposal / derecognised during the year | - | (23.8) | (23.8) |
| Balance at March 31, 2021 | 1,127.8 | 98.6 | 1,226.4 |
| Balance at April 1, 2019 | 835.4 | 69.6 | 905.0 |
| Additions | 291.3 | 59.9 | 351.2 |
| Adjustment to Ind AS 116 (refer accounting policy note 2.2.6) | 1.1 | - | 1.1 |
| Disposal / derecognised during the year | - | (12.3) | (12.3) |
| Balance at March 31, 2020 | 1,127.8 | 117.2 | 1,245.0 |
| Accumulated depreciation | | | |
| Balance at April 1, 2020 | 130.5 | 39.5 | 170.0 |
| Depreciation expense | 174.7 | - | 174.7 |
| Disposal / derecognised during the year | - | (16.5) | (16.5) |
| Balance at March 31, 2021 | 305.2 | 23.0 | 328.2 |
| Balance at April 1, 2019 | - | - | - |
| Depreciation expense | 130.5 | 39.5 | 170.0 |
| Disposal / derecognised during the year | - | - | - |
| Balance at March 31, 2020 | 130.5 | 39.5 | 170.0 |
| Balance at March 31, 2021 | 822.6 | 75.6 | 898.2 |
| Balance at March 31, 2020 | 997.3 | 77.7 | 1,075.0 |
| Balance at April 1, 2019 | - | - | - |

3 (b). Lease liabilities

| | Lease liabilities buildings | Lease liabilities vehicles | As at March 31, 2021 |
|---|--------------------------------|-------------------------------|-------------------------|
| Balance at April 1, 2020 | 1,008.9 | 82.1 | 1,091.0 |
| Addition | - | 5.2 | 5.2 |
| Accrual of finance cost | 85.9 | 11.0 | 96.9 |
| Payments | (188.5) | (41.9) | (230.4) |
| Adjustment for pretermination of leases | (11.3) | (3.4) | (14.7) |
| Balance at March 31, 2021 | 895.0 | 53.0 | 948.0 |
| Current | 109.7 | 18.8 | 128.5 |
| Non-current | 785.3 | 34.2 | 819.5 |
| Balance at April 1, 2019 | 811.5 | 69.5 | 881.0 |
| Addition | 285.8 | 60.1 | 345.9 |
| Accrual of finance cost | 89.0 | 9.4 | 98.4 |
| Payments | (177.6) | (44.3) | (221.9) |
| Adjustment for pretermination of leases | 0.2 | (12.6) | (12.4) |
| Balance at March 31, 2020 | 1,008.9 | 82.1 | 1,091.0 |
| Current | 103.3 | 5.0 | 108.3 |
| Non-current | 905.6 | 77.1 | 982.7 |

Amounts recognised in profit and loss

| | As at March 31, 2021 | As at March 31, 2020 |
|---|-------------------------|-------------------------|
| Depreciation on right of use assets (refer note no. 29) | 174.7 | 170.0 |
| Interest on lease liabilities (refer note no. 28) | 96.9 | 98.4 |
| Expense relating to low value assets (refer note no. 30) | 101.1 | 94.8 |
| Expense relating to short term leases (refer note no. 30) | 6.7 | 31.0 |
| | 379.4 | 394.2 |

The details of contractual maturities of lease liabilities as at March 31, 2021 on an undiscounted basis are as follows:

| | As at March 31, 2021 | As at March 31, 2020 |
|----------------------|-------------------------|-------------------------|
| Less than one year | 213.4 | 224.7 |
| One to five years | 954.1 | 987.6 |
| More than five years | 60.2 | 237.5 |
| | 1,227.7 | 1,449.8 |

The following table summarises the impact at the end of the reporting period arising on account of an increase or decrease in discounting rate assumption by 100 basis points on RoU and lease liability.

| | Year ended March 31, 2021 | | Year ended March 31, 2020 | |
|--|------------------------------|-----------------|------------------------------|-----------------|
| | ROU | Lease liability | ROU | Lease liability |
| Impact of increase in 100 bps (in percentage) | -3.4% | -2.6% | -3.3% | -3.1% |
| Impact of increase in 100 bps (in Rs. million) | (30.2) | (25.1) | (35.7) | (33.2) |
| Impact of decrease in 100 bps (in percentage) | 3.5% | 2.8% | 3.5% | 3.2% |
| Impact of decrease in 100 bps (in Rs. million) | 31.8 | 26.2 | 37.6 | 34.7 |

9% weighted average incremental borrowing rate considered.

Lease payments during the year Rs. 140.9 million (March 31, 2020 Rs. 123.5 million)

4. NON-CURRENT INVESTMENTS

| | As at March 31, 2021 | As at March 31, 2020 |
|---|-------------------------|-------------------------|
| Investment in equity instruments (fully paid-up) | | |
| Unquoted | | |
| 1,000 (March 31, 2020: 1,000) equity shares of Rs. 10/- each fully paid up in The English Electric Company Employees' Co.-operative Stores Limited* | - | - |
| 4,555 (March 31, 2020: 4,555) equity shares of Rs. 10/- each fully paid up in Woodlands 'Multispeciality Hospital Limited' | 0.1 | 0.1 |
| Aggregate amount of unquoted investments | 0.1 | 0.1 |

*The total amount of investments in absolute value is Rs. 33,500 (March 31, 2020 Rs. 33,500), but for reporting purpose rounded up to Rs. 0.1 million.

5. LOANS

| | As at March 31, 2021 | | As at March 31, 2020 | |
|---|----------------------|-------------|----------------------|------------|
| | Non-current | Current | Non-current | Current |
| Unsecured considered good, unless otherwise stated | | | | |
| Security deposits | 111.8 | 16.2 | 114.7 | 9.2 |
| | 111.8 | 16.2 | 114.7 | 9.2 |

6. DEFERRED TAX ASSETS (NET)

| | As at March 31, 2021 | As at March 31, 2020 |
|--|-------------------------|-------------------------|
| Deferred tax assets arising on timing differences on account of: | | |
| Provision for sales tax and other forms | 482.2 | 444.9 |
| Warranty and other product related settlements | 428.3 | 420.3 |
| Provision for loss allowance (including expected credit loss) | 471.4 | 494.8 |
| Allowances taken on payment under protest (net of disallowances under Section 43B of the Income Tax Act, 1961) | 72.4 | - |
| Business loss carry forward* | - | 459.1 |
| Others | - | 23.6 |
| | 1,454.3 | 1,842.7 |
| Deferred tax liabilities on account of: | | |
| Difference between WDV of property, plant and equipment, other intangible asset as per books and under Income Tax Act, 1961 and ROU assets | 101.1 | 277.7 |
| Allowances taken on payment under protest (net of disallowances under Section 43B of the Income Tax Act, 1961) | - | 14.0 |
| Other fair valuation adjustments (net of unwinding) (net) | 66.3 | 48.8 |
| Others | 38.9 | - |
| | 206.3 | 340.5 |
| | 1,248.0 | 1,502.2 |

Movement in deferred tax assets / (liabilities)

| | Allowances taken on payment under protest (net of disallowances under Section 43B of the Income Tax Act, 1961) | Warranty and other product related settlements | Provision for sales tax and other forms | Business loss carry forward | Provision for loss allowance (including expected credit loss) | Other fair valuation adjustments (net of unwinding) (net) | Others | Difference between WDV of property, plant and equipment, other intangible asset as per books and under Income Tax Act, 1961 and ROU assets | Total |
|------------------------------|--|--|---|-----------------------------|---|---|---------------|--|----------------|
| At April 1, 2019 | (291.4) | - | 705.8 | - | 746.8 | (74.9) | (10.8) | (221.6) | 853.9 |
| (Charged)/credited: | | | | | | | | | |
| - to profit or loss | 277.4 | 420.3 | (260.9) | 459.1 | (252.0) | (35.7) | 34.4 | (56.1) | 586.5 |
| - Other comprehensive income | - | - | - | - | - | 61.8 | - | - | 61.8 |
| At March 31, 2020 | (14.0) | 420.3 | 444.9 | 459.1 | 494.9 | (48.8) | 23.6 | (277.7) | 1,502.2 |
| (Charged)/credited: | | | | | | | | | |
| - to profit or loss | 86.4 | 8.0 | 37.3 | (196.7) | (23.5) | 19.1 | (62.5) | (85.8) | (217.6) |
| - Reclassification | - | - | - | (262.4) | - | - | - | 262.4 | - |
| - Other comprehensive income | - | - | - | - | - | (36.6) | - | - | (36.6) |
| As at March 31, 2021 | 72.4 | 428.3 | 482.2 | - | 471.4 | (66.3) | (38.9) | (101.1) | 1,248.0 |

7. NON CURRENT TAX ASSETS (NET) / CURRENT TAX LIABILITIES (NET)

| | As at March 31, 2021 | As at March 31, 2020 |
|---|-------------------------|-------------------------|
| Non current tax assets (net of provision Rs. 6,248.4 million (March 31, 2020: Rs. 6,527.4 million)) | 1,536.2 | 1,394.4 |
| Current tax (liabilities) (net of advance tax Rs. 4,154.9 million (March 31, 2020: Rs. 4,176.7 million)) | (212.2) | (225.8) |

8. OTHER NON-CURRENT ASSETS

| | As at March 31, 2021 | As at March 31, 2020 |
|---|-------------------------|-------------------------|
| Earnest money deposits | - | 67.0 |
| Balances with government authorities (including Rs. 1,863.7 million (Rs. 1,746.9 million for March 31, 2020) deposits under protest) | 2,564.9 | 2,373.3 |
| | 2,564.9 | 2,440.3 |

9. INVENTORIES (AT LOWER OF COST AND NET REALISABLE VALUE)

| | As at March 31, 2021 | As at March 31, 2020 |
|--|-------------------------|-------------------------|
| Raw material and components [including Rs. 72.8 million (Rs. 115.0 million for March 31, 2020) lying with third parties and Goods in transit Rs. 220.1 million (Rs. 191.0 million March 31, 2020)] | 2,549.9 | 2,665.8 |
| Work-in-progress (including projects work-in-progress) [including Rs. Nil million (Rs. 156.7 million for March 31, 2020) lying with third parties] | 2,676.4 | 2,820.0 |
| Finished goods | 569.7 | 1,009.1 |
| | 5,796.0 | 6,494.9 |

The above inventories is net off provision amounting to Rs. 580.3 million as at March 31, 2021 (Rs. 616.6 million as at March 31, 2020) on account of slow moving items/obsolescence. The write down and reversals are included in Cost of raw material, components consumed and project related costs.

10. TRADE RECEIVABLES

| | As at March 31, 2021 | As at March 31, 2020 |
|------------------------------|-------------------------|-------------------------|
| Trade receivables | | |
| Unsecured, considered good | 19,050.4 | 18,988.2 |
| Credit impaired | 1,423.9 | 1,516.6 |
| Less: Loss allowance | (1,423.9) | (1,516.6) |
| Net trade receivables | 19,050.4 | 18,988.2 |

At March 31, 2021, trade receivables includes retention receivables of Rs. 9,266 million (March 31, 2020: Rs. 8,799 million) relating to projects.

The Company's exposure to credit and currency risks and loss allowances related to trade receivables are disclosed in Note 34 (A).

The Company had receivables (net of advance) of Rs. 491.7 million from one of its customers, which was facing financial difficulties and was in the process of divesting its ownership in the underlying project. The Company had completed approximately 34% of the total project work and further work was suspended. The realisation of these receivables and (other project related balances (net) amounting to Rs. 96.1 million) was dependent on the completion of the divestment process including settlement by existing stakeholders.

During the year ended March, 2021, the transfer of ownership of the underlying project to the new owner has been approved by the Central Electricity Regulatory Commission (CERC) vide order dated January 27, 2021.

Subsequent to this, the Company has entered into a novation agreement with the customer to complete the balance work and revised terms and conditions agreed with the new owners/ customer. The Company has also received an amount of Rs. 245.5 million subsequent to year end in accordance with the revised terms and conditions. Accordingly, the Company has resumed balance work.

11. CASH AND CASH EQUIVALENTS

| | As at March 31, 2021 | As at March 31, 2020 |
|---|-------------------------|-------------------------|
| Balances with banks | | |
| - in current accounts | 465.0 | 389.2 |
| - in EEFC accounts | 16.9 | 37.2 |
| - deposits with original maturity of less than three months | 7.6 | 72.2 |
| | 489.5 | 498.6 |

The disclosures regarding details of specified bank notes held and transacted during November 8, 2016 to December 30, 2016 has not been made in these financial statements since the requirement does not pertain to financial year ended March 31, 2021.

12. BANK BALANCES OTHER THAN CASH AND CASH EQUIVALENTS

| | As at March 31, 2021 | As at March 31, 2020 |
|---|-------------------------|-------------------------|
| Earmarked balances with bank (Unclaimed dividend bank account) | 18.9 | 22.6 |
| Bank balance in deposit accounts (having original maturity of more than 3 months but less than 12 months from reporting date) | 93.6 | 73.8 |
| | 112.5 | 96.4 |

* Term deposits includes Rs. 1.4 million (March 31, 2020: Rs. 1.5 million) being deposits pledged with various government authorities.

13. OTHER FINANCIAL ASSETS

| | As at March 31, 2021 | As at March 31, 2020 |
|-----------------------------------|-------------------------|-------------------------|
| Interest accrued on term deposits | 4.6 | 1.6 |
| Unrealised gain on derivatives | 136.6 | - |
| Others | 68.2 | 124.0 |
| | 209.4 | 125.6 |

14. OTHER CURRENT ASSETS

| | As at March 31, 2021 | As at March 31, 2020 |
|-------------------------------------|-------------------------|-------------------------|
| Contract assets (refer note 42) | 2,983.6 | 2,451.5 |
| Balance with government authorities | 1,262.6 | 1,264.5 |
| Advance recoverable | - | 74.7 |
| Advance to contractors and vendors | 186.6 | 222.3 |
| Advance to employees | 29.4 | 3.5 |
| Prepayments | 91.0 | 90.6 |
| Earnest money deposits | 183.2 | 263.3 |
| | 4,736.4 | 4,370.4 |

15. ASSETS HELD FOR SALE (LOWER OF COST AND FAIR VALUE)

| | As at March 31, 2021 | As at March 31, 2020 |
|-------------------|-------------------------|-------------------------|
| Land and building | - | 2.5 |
| | - | 2.5 |

16. EQUITY SHARE CAPITAL

Authorised equity share capital

| | Number of shares | Amount |
|-----------------------------|------------------|---------|
| As at April 1, 2019 | 627,500,000 | 1,255.0 |
| Movement during the year | - | - |
| As at March 31, 2020 | 627,500,000 | 1,255.0 |
| Movement during the year | - | - |
| As at March 31, 2021 | 627,500,000 | 1,255.0 |

(i) Movement in equity share capital of face value of Rs. 2 each, fully paid up

| | Number of shares | Equity share capital (par value) |
|---|------------------|-------------------------------------|
| Issued capital | | |
| As at April 1, 2019 | 256,049,135 | 512.1 |
| Add: Movement during the year | - | - |
| As at March 31, 2020 | 256,049,135 | 512.1 |
| Add: Movement during the year | - | - |
| As at March 31, 2021 | 256,049,135 | 512.1 |
| Subscribed and paid up share capital | | |
| As at April 1, 2019 | 256,046,535 | 512.1 |
| Add: Movement during the year | - | - |
| As at March 31, 2020 | 256,046,535 | 512.1 |
| Add: Movement during the year | - | - |
| As at March 31, 2021 | 256,046,535 | 512.1 |

Terms and rights attached to equity shares

The Company has a single class of equity shares having a par value of Rs. 2/- per share fully paid up. Accordingly, all equity shares rank equally with regard to dividends and share in the Company's residual assets on winding up. The equity shares are entitled to receive dividends as declared from time to time. Voting rights cannot be exercised in respect of shares on which any call or other sums presently payable has not been paid. Failure to pay any amount called up on shares may lead to their forfeiture.

On winding up of the Company, the holders of equity shares will be entitled to receive the residual assets of the Company, remaining after distribution of all preferential amounts, in proportion to the number of equity shares held.

16. EQUITY SHARE CAPITAL (Contd.)

ii) Number of equity shares of Rs. 2 each fully paid up, held by immediate holding Company, ultimate holding Company and their subsidiaries

| | As at March 31, 2021 | As at March 31, 2020 |
|--|-------------------------|-------------------------|
| Equity shares: | | |
| Grid Equipments Private Limited (Immediate Holding Company) | 175,492,524 | 175,492,524 |
| GE Grid Alliance B. V., Netherlands (Intermediate Holding Company) | 16,542,377 | 16,542,377 |
| | 192,034,901 | 192,034,901 |

(iii) Details of shareholders holding more than 5% shares in the Company

| | As at March 31, 2021 | | As at March 31, 2020 | |
|---|-------------------------------------|-----------|-------------------------------------|-----------|
| | Number of shares (in actuals) | % holding | Number of shares (in actuals) | % holding |
| Grid Equipments Private Limited | 175,492,524 | 68.5% | 175,492,524 | 68.5% |
| GE Grid Alliance B. V., Netherlands | 16,542,377 | 6.5% | 16,542,377 | 6.5% |
| SBI through its various schemes | 20,030,181 | 7.8% | 11,556,889 | 4.5% |
| Nippon Life India trustee through its various schemes (Previous year: Reliance Capital Trust Company Ltd.) | 13,068,725 | 5.1% | 19,920,073 | 7.8% |

No share issued for consideration other than cash during last 5 years.

17 (A). OTHER EQUITY

| | As at March 31, 2021 | | As at March 31, 2020 | |
|--|----------------------|-----------------|----------------------|-----------------|
| a. Securities premium | | | | |
| As at the beginning and at the end of the year | | 2,717.6 | | 2,717.6 |
| b. General reserve | | | | |
| As at the beginning and at the end of the year | | 828.6 | | 828.6 |
| c. Capital reserve | | | | |
| As at the beginning and at the end of the year | | 26.5 | | 26.5 |
| d. Retained earnings | | | | |
| Opening balance | 6,430.1 | | 10,195.1 | |
| Add: Profit / (Loss) in statement of profit and loss | 603.2 | | (3,025.6) | |
| Less: Dividend paid (refer note 17(b)(iii)) | - | | (460.9) | |
| Less: Dividend distribution tax | - | | (94.7) | |
| Transferred from items of other comprehensive income | 108.7 | | (183.8) | |
| Closing balance | | 7,142.0 | | 6,430.1 |
| e. Items of other comprehensive income - remeasurements of the net defined benefit liability (net of taxes) | | | | |
| Opening balance | - | | - | |
| Other comprehensive income / (loss) | 108.7 | | (183.8) | |
| Transferred to retained earnings | (108.7) | | 183.8 | |
| Closing balance | | - | | - |
| | | 10,714.7 | | 10,002.8 |

Nature of reserves

Securities premium

Securities premium reserve is used to record the premium on issue of shares. The reserve is utilised in accordance with the provisions of the Companies Act, 2013.

General reserve

Free reserve to be utilised as per provisions of the Companies Act, 2013.

Capital reserve

Capital reserve represents a reserve created for employee stock option scheme and will be utilised as per provisions of the Companies Act, 2013.

17 (B). CAPITAL MANAGEMENT

(i) Risk management

The Company's objectives when managing capital are to:

- safeguard its ability to continue as a going concern, so that it can continue to provide returns for shareholders and benefits for other stakeholders; and
- maintain an optimal capital structure to reduce the cost of capital.

The Company's policy is to maintain a strong capital base so as to maintain investor, creditor and market confidence and to sustain the future development of the business.

In order to maintain or adjust the capital structure, The Company may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares or sell assets to reduce debt, consistent with others in the industry. The Company monitors capital using a gearing ratio, which is calculated as:

Net debt (total borrowings net of cash and cash equivalents) divided by "Total equity" (as shown in the Balance Sheet).

The gearing ratios were as follows:

| Particulars | As at March 31, 2021 | As at March 31, 2020 |
|---------------------------------|-------------------------|-------------------------|
| Net debt | 1,731.0 | 4,417.3 |
| Total equity | 11,226.8 | 10,514.9 |
| Net debt to equity ratio | 0.15 | 0.42 |

Short term borrowings decrease due to repayment of borrowings from cash generated during the year. The Company has unutilised credit lines as explained in Note 34 (B)

(ii) Dividends

| Particulars | For the year ended March 31, 2021 | For the year ended March 31, 2020 |
|--|--------------------------------------|--------------------------------------|
| <i>(i) Equity shares</i> | | |
| Final dividend paid for the year ended March 31, 2020 Nil (March 31, 2019 – Rs. 1.80) per fully paid share | - | 460.9 |

18. PROVISIONS

| | As at March 31, 2021 | | As at March 31, 2020 | |
|--|----------------------|----------------|----------------------|----------------|
| | Non-current | Current | Non-current | Current |
| Provision for employee benefits (refer note 35) | | | | |
| Compensated absences | 263.5 | 64.7 | 292.0 | 107.4 |
| Provident fund | 104.3 | - | 146.9 | - |
| Gratuity | 294.8 | - | 433.2 | - |
| Provision towards shortfall in provident fund trust | - | 251.0 | - | 197.5 |
| Other provisions: | | | | |
| Warranty and other product related settlements | 727.8 | 2,330.6 | 903.9 | 2,256.5 |
| Contract losses | - | 550.9 | - | 316.9 |
| Litigations | - | 2,260.5 | - | 1,772.7 |
| Provision towards site restoration | - | 33.2 | - | 42.0 |
| | 1,390.4 | 5,490.9 | 1,776.0 | 4,693.0 |

(i) Information about other provisions and significant estimates

Warranty and other product related settlements - Warranty and other product related settlement costs are estimated on the basis of contractual agreement, recent historical trends, costs of rectification, technical evaluation and past experience. The timing of outflows is expected to be as per warranty periods as specified in various contracts. Further, estimates, wherever required, are made on a best estimate basis.

It includes provision on the basis of the Company's best estimate to settle potential liability arising out of some weaknesses detected by the Company in carrying out certain testing procedures in respect of certain products in the past.

The management had taken corrective steps to strengthen these procedures.

The above estimates made on the basis of generally accepted accounting principles involve assumptions made by management and are subject to uncertainties/ sensitivities in terms of amount and timing of outflows. Actual amounts of expense/ settlement could be different than the estimates. Also refer to note 39

Contract losses - Provision for contract losses are based on difference between total estimated revenues and total estimated costs. This is an application of the prudence concept under which anticipated losses are recognised immediately in the Statement of Profit and Loss. The timing of outflows is expected over the period specified in various contracts.

Litigations - Provision for litigation represents estimates made mainly for probable claims arising out of litigations / disputes pending with authorities under various statutes (i.e. Duty of Excise, Service Tax, Value Added Tax, Sales Tax, etc.) and relating to property matters. The timing of outflows is determinable only on receipt of judgment / decisions pending with various forums / authorities.

Provision towards site restoration - Provision for site restoration represents provision for site restoration in respect of land as per Company's policy and applicable legal requirement.

The Company has a process whereby periodically all long term contracts (including derivative contracts) are assessed for material foreseeable losses. At the year end, the Company has reviewed and ensured that adequate provision as required under any law / accounting standards for material foreseeable losses on such long term contracts (including derivative contracts) has been made in the books of account.

(ii) Movement in other provisions

Movements in each class of provision during the financial year, are set out below:

| | Warranty and other product related settlements | Contract losses | Litigations | Provision towards shortfall in provident fund trust | Provision towards site restoration |
|---|--|-----------------|----------------|---|------------------------------------|
| As at April 1, 2019 | 1,667.0 | 419.4 | 2,019.6 | 71.0 | - |
| Charged / (credited) to profit and loss | | | | | |
| - additional provisions recognised (net of discounting) | 2,053.3 | 207.1 | 38.3 | 126.5 | 42.0 |
| - unused amounts reversed | (556.5) | (117.5) | (258.1) | - | - |
| Unwinding of discounting | 89.2 | 22.4 | - | - | - |
| Amounts used during the year | (92.6) | (214.5) | (27.1) | - | - |
| As at March 31, 2020 | 3,160.4 | 316.9 | 1,772.7 | 197.5 | 42.0 |
| As at April 1, 2020 | 3,160.4 | 316.9 | 1,772.7 | 197.5 | 42.0 |
| Charged / (credited) to profit and loss | | | | | |
| - additional provisions recognised (net of discounting) | 261.6 | 792.7 | 461.3 | 53.5 | - |
| - unused amounts reversed | (322.1) | (31.1) | (80.9) | - | - |
| Unwinding of discounting | 4.6 | (46.6) | - | - | - |
| Reclassifications | - | - | 107.4 | - | - |
| Amounts used during the year | (46.1) | (481.0) | - | - | (8.8) |
| As at March 31, 2021 | 3,058.4 | 550.9 | 2,260.5 | 251.0 | 33.2 |

19. BORROWINGS

| | As at March 31, 2021 | As at March 31, 2020 |
|--|----------------------|----------------------|
| Unsecured | | |
| Loan from banks * | 250.0 | 2,003.0 |
| Bank overdraft | - | 1.3 |
| Loan from related parties * | 1,970.5 | 2,911.6 |
| Total current borrowings | 2,220.5 | 4,915.9 |
| Less: interest accrued but not due (included in note 21) | 7.7 | 18.8 |
| | 2,212.8 | 4,897.1 |

*includes interest accrued but not due (net of tax deducted at source)

The Company's exposure to liquidated risks and market risk are disclosed in Note 34 (B) and (C).

A. Terms and repayment schedule

Terms and conditions of outstanding borrowings are as follows:

| | Year of maturity | As at March 31, 2021 | As at March 31, 2020 |
|--|------------------|-------------------------|-------------------------|
| Unsecured bank loan / bank overdraft | On demand | 250.0 | 2,000.0 |
| Unsecured loan from related parties (excluding interest accrued) | On demand | 1,962.8 | 2,897.1 |
| | | 2,212.8 | 4,897.1 |
| Nominal interest rate on bank loan | | 2.8% - 7.1% | 6.20% - 8.54% |
| Nominal interest rate on related parties loan | | 5.3% - 7.1% | 6.97% - 8.23% |

Reconciliation of movements of liabilities to cash flows arising from financing activities

| | As at March 31, 2021 | As at March 31, 2020 |
|--|-------------------------|-------------------------|
| Balance as at the beginning of the year | 5,988.1 | 1,686.3 |
| Movement due to payments / (received) made | (2,914.7) | 3,869.9 |
| Movement due to non cash transactions: | | |
| - Addition | 5.2 | 345.9 |
| - Accrual of finance cost | 96.9 | 98.4 |
| - Adjustment for pretermination of leases | (14.7) | (12.4) |
| Balance as at the end of the year | 3,160.8 | 5,988.1 |

20. TRADE PAYABLES

| | As at March 31, 2021 | As at March 31, 2020 |
|--|-------------------------|-------------------------|
| Trade payables * | | |
| total outstanding dues of micro enterprises and small enterprises (refer note 46) | 1,011.1 | 552.9 |
| total outstanding dues of creditors other than micro enterprises and small enterprises | 10,150.8 | 9,404.4 |
| | 11,161.9 | 9,957.3 |

* Includes retention payables amounting to Rs. 726.0 million for March, 2021 (Rs. 798.7 million for March 31, 2020).

21. OTHER FINANCIAL LIABILITIES

| | As at March 31, 2021 | As at March 31, 2020 |
|---|-------------------------|-------------------------|
| Employee benefits payable | 332.3 | 301.9 |
| Unclaimed dividends | 18.9 | 22.6 |
| Interest accrued but not due on borrowings | 7.7 | 18.8 |
| Employee stock option payable (refer note 37) | 41.8 | 6.7 |
| Unrealised loss on derivatives | - | 5.8 |
| Capital creditors | 3.4 | 0.1 |
| | 404.1 | 355.9 |

22. OTHER CURRENT LIABILITIES

| | As at March 31, 2021 | As at March 31, 2020 |
|--|-------------------------|-------------------------|
| Deferred income | 4,841.4 | 4,105.8 |
| Advances from customers | 2,949.8 | 3,718.4 |
| Statutory dues payable | 151.4 | 129.5 |
| Interest accrued but not due on advances | 34.3 | 21.3 |
| Other advance | - | 50.0 |
| | 7,976.9 | 8,025.0 |

23. REVENUE FROM OPERATIONS

| | For the year ended March 31, 2021 | For the year ended March 31, 2020 |
|---|--------------------------------------|--------------------------------------|
| Sale of products | 13,417.2 | 12,594.5 |
| Revenue from execution of contracts for projects and services | 19,980.2 | 18,273.1 |
| Sale of services | 994.3 | 669.3 |
| Other operating income | 132.0 | 50.1 |
| | 34,523.7 | 31,587.0 |

24. OTHER INCOME

| | For the year ended March 31, 2021 | For the year ended March 31, 2020 |
|--|--------------------------------------|--------------------------------------|
| Interest on deposits with banks | 8.4 | 9.4 |
| Interest income from financial instruments at amortised cost | 49.5 | 15.2 |
| Provisions / liabilities no longer required written back | 256.1 | 460.2 |
| Bad debts recovered | 22.4 | 77.7 |
| Net foreign exchange gain # | 293.8 | - |
| Miscellaneous income | 27.4 | 32.6 |
| | 657.6 | 595.1 |

includes gain on mark to market of derivative financial instrument amounting Rs. 142.4 million (previous year Nil).

25. COST OF RAW MATERIAL AND COMPONENTS CONSUMED AND PROJECT RELATED COSTS

| | For the year ended March 31, 2021 | For the year ended March 31, 2020 |
|--|--------------------------------------|--------------------------------------|
| Raw materials and components consumed and related direct costs | 14,248.8 | 13,472.0 |
| Project related bought-outs and other project costs* | 10,553.0 | 9,431.7 |
| | 24,801.8 | 22,903.7 |

* Includes Rs. 36.3 million gain (March 31, 2020 Rs. 161.5 million loss) (net) on account of provision for slow moving items / obsolescence made during the year.

26. CHANGES IN INVENTORIES OF FINISHED GOODS AND WORK-IN-PROGRESS

| | For the year ended March 31, 2021 | For the year ended March 31, 2020 |
|---|--------------------------------------|--------------------------------------|
| Work-in-progress | | |
| Opening stock | 2,820.0 | 3,359.6 |
| Less: Closing stock | 2,676.4 | 2,820.0 |
| Decrease in work-in-progress | 143.6 | 539.6 |
| Finished goods | | |
| Opening stock | 1,009.1 | 373.0 |
| Less: Closing stock | 569.7 | 1,009.1 |
| (Increase) / decrease in finished goods | 439.4 | (636.1) |
| Total changes in inventories of work-in-progress and finished goods | 583.0 | (96.5) |

27. EMPLOYEE BENEFITS EXPENSE

| | For the year ended March 31, 2021 | For the year ended March 31, 2020 |
|--|--------------------------------------|--------------------------------------|
| Salaries, wages and bonus | 3,329.6 | 3,441.2 |
| Contribution to provident fund and other funds # | 366.9 | 416.6 |
| Employee stock options expense (refer note 37) | 47.6 | 23.2 |
| Staff welfare | 275.1 | 323.5 |
| | 4,019.2 | 4,204.5 |

Also refer note 35 (D) (ii) (e)

28. FINANCE COSTS

| | For the year ended March 31, 2021 | For the year ended March 31, 2020 |
|---|--------------------------------------|--------------------------------------|
| Interest expense on financial instruments and provisions measured at amortised cost | 85.9 | 140.5 |
| Interest on loans | 257.0 | 286.3 |
| Interest on lease liabilities | 96.9 | 98.4 |
| Interest on net defined benefit liability | 24.9 | 17.4 |
| Interest on others | 128.9 | 139.3 |
| | 593.6 | 681.9 |

29. DEPRECIATION AND AMORTISATION

| | For the year ended March 31, 2021 | For the year ended March 31, 2020 |
|---|--------------------------------------|--------------------------------------|
| Depreciation of property, plant and equipment | 476.6 | 607.0 |
| Depreciation on right of use assets | 174.7 | 170.0 |
| Amortisation of intangible assets | 6.1 | 6.9 |
| | 657.4 | 783.9 |

30. OTHER EXPENSES

| | For the year ended March 31, 2021 | For the year ended March 31, 2020 |
|--|--------------------------------------|--------------------------------------|
| Consumption of stores and spare parts | 120.1 | 73.3 |
| Power and fuel | 240.4 | 306.1 |
| Rent # | 6.7 | 31.0 |
| Rates and taxes | 131.4 | 119.3 |
| Repairs and maintenance | 342.2 | 465.6 |
| Technology license fee | 231.1 | 274.6 |
| Freight and octroi | 740.1 | 817.9 |
| Travelling | 159.8 | 428.4 |
| Postage and telephone | 12.2 | 12.2 |
| Auditors remuneration (refer note 30 (a)) | 18.4 | 17.3 |
| Bank charges | 251.0 | 187.9 |
| Bad debts and unbilled receivables written off (net) | 233.9 | 793.5 |
| Trade mark fees and research and development services | 423.4 | 480.2 |
| Data management charges ## | 288.6 | 527.2 |
| Corporate social responsibility expenses (refer note 31) | 23.3 | 46.0 |
| Loss on sale of property, plant and equipment / assets written off | 2.1 | 11.0 |
| Warranty and other product related settlements (refer note 18) | - | 1,404.2 |
| Net foreign exchange losses * | - | 264.0 |
| Legal and professional | 352.7 | 370.3 |
| Miscellaneous | 90.1 | 95.6 |
| | 3,667.5 | 6,725.6 |

* includes loss on mark to market of derivative financial instrument amounting Nil (March 31, 2020 Rs. 85.9 million)

Includes impact of Rs. 6.7 million on account of short term leases (March 31, 2020 Rs. 31.0 million)

Includes impact of Rs. 101.1 million on account of lease of low value assets (March 31, 2020 Rs. 94.8 million)

30(A). DETAILS OF PAYMENTS TO AUDITORS

| | For the year ended March 31, 2021 | For the year ended March 31, 2020 |
|----------------------------------|--------------------------------------|--------------------------------------|
| Payment to auditors | | |
| As auditor: | | |
| Audit | 9.7 | 8.6 |
| Tax audit | 2.0 | 2.0 |
| Quarterly reviews | 4.5 | 4.5 |
| In other capacity | | |
| Certification fees / others | 1.0 | 1.0 |
| Re-imbusement of expenses | 1.2 | 1.2 |
| | 18.4 | 17.3 |

31. CORPORATE SOCIAL RESPONSIBILITY EXPENSES

| | For the year ended March 31, 2021 | For the year ended March 31, 2020 |
|--|--------------------------------------|--------------------------------------|
| Amount required to be spent by the Company during the year | 23.3 | 45.9 |
| Amount spent during the year on | | |
| i) Construction / acquisition of assets | - | - |
| ii) On purposes other than (i) above | 23.3 | 46.0 |
| | 23.3 | 46.0 |

32. INCOME TAX EXPENSE

This note provides an analysis of the Company's income tax expense, and how the tax expense is affected by non-assessable and non-deductible items. It also explains significant estimates made in relation to the Company's tax positions.

(a) Income tax expense

| | For the year ended March 31, 2021 | For the year ended March 31, 2020 |
|---|--------------------------------------|--------------------------------------|
| Current tax on profits for the year | (3.2) | - |
| Adjustments for current tax of earlier periods | (69.4) | (55.6) |
| Total current tax expense | (72.6) | (55.6) |
| Deferred tax | | |
| Adjustments for deferred tax of earlier periods | (9.7) | 19.1 |
| Impact of tax rate change* | - | (233.5) |
| (Decrease) / Increase in deferred tax assets | (23.2) | 800.4 |
| (Increase) / Decrease in deferred tax liabilities | (184.6) | 0.6 |
| Total deferred tax (charge) / credit | (217.6) | 586.6 |
| Income tax (expense) / credit | (290.2) | 531.0 |

(b) Reconciliation of tax expense and the accounting profit multiplied by India's tax rate:

| | For the year ended March 31, 2021 | For the year ended March 31, 2020 |
|---|--------------------------------------|--------------------------------------|
| Profit / (Loss) before income tax expense | 893.4 | (3,556.6) |
| Enacted tax rates in India | 25.168% | 25.168% |
| Computed expected tax credit / (expense) | (224.8) | 895.1 |
| Tax effect of amounts which are not deductible/ taxable in calculating taxable income: | | |
| Corporate social responsibility expense | (5.9) | (5.9) |
| Micro, small and medium enterprise interest | (17.0) | (0.7) |
| Adjustments for current and deferred tax of earlier periods (refer note 32(a) above) | (79.1) | (36.5) |
| Impact of tax rate change* | - | (233.5) |
| Other comprehensive income | 36.6 | (61.8) |
| Others | - | (25.7) |
| Income tax credit / (expense) | (290.2) | 531.0 |

* The promulgated Taxation Laws (Amendment) Ordinance 2019 has inserted section 115BAA in the Income Tax Act, 1961 providing existing domestic companies with an option to pay tax at a concessional rate of 22% plus applicable surcharge and cess. The reduced tax rates come with the consequential surrender of specified deductions/ incentives. The option needs to be exercised within the prescribed time for filing the return of income under section 139(1) of the Income Tax Act, 1961 for assessment year (AY) 2020-21 or subsequent AYs. Once exercised, such an option cannot be withdrawn for the same or subsequent AYs.

During the previous year the Company availed the option to pay income tax at lower rate and one-time corresponding charge of Rs. 233.5 million was recorded to the Statement of Profit and Loss during previous the year ended March 31, 2020.

Also refer to note 6.

33. FINANCIAL INSTRUMENTS AND FAIR VALUE MEASUREMENTS

A. Accounting classifications and fair values

The Company's assets and liabilities which are measured at amortised cost for which fair value are disclosed at March 31, 2021.

(i) Fair value hierarchy

| | As at March 31, 2021 | | As at March 31, 2020 | |
|--|----------------------|------------------|----------------------|------------------|
| | FVTPL | (Amortised cost) | FVTPL | (Amortised cost) |
| Financial assets* | | | | |
| Trade receivables | | 19,050.4 | | 18,988.2 |
| Cash and cash equivalents | | 489.5 | | 498.6 |
| Bank balances other than cash and cash equivalents | | 112.5 | | 96.4 |
| Loans (security deposit) | | 128.0 | | 123.9 |
| Other financial assets | | 72.8 | | 125.6 |
| Derivative financial assets | 136.6 | - | - | - |
| Investments | | 0.1 | | 0.1 |
| Total financial assets | 136.6 | 19,853.3 | - | 19,832.8 |
| Financial liabilities # | | | | |
| Borrowings | | 2,212.8 | | 4,897.1 |
| Trade payables | | 11,161.9 | | 9,957.3 |
| Lease liabilities | | 948.0 | | 1,091.0 |
| Derivative financial liability | - | - | 5.8 | - |
| Other financial liabilities | | 404.1 | | 350.1 |
| Total financial liabilities | - | 14,726.8 | 5.8 | 16,295.5 |

| | Level 1 | Level 2 | Level 3 | Total |
|--|---------|---------|---------|-------|
| Financial assets at fair value through profit and loss | | | | |
| Derivative financial assets (refer note 13)- As at March 31, 2021 | | 136.6 | | 136.6 |
| Derivative financial liability (refer note 21)- As at March 31, 2020 | | 5.8 | | 5.8 |

* The Company has not disclosed the fair values for financial instruments such as trade receivables, cash and cash equivalents, Bank balances other than cash and cash equivalents, loans (security deposit), other financial assets and investments, because their carrying amounts are a reasonable approximation of fair value.

The Company has not disclosed the fair value for financial instruments such as short term borrowings, trade payables and other financial liabilities, because their carrying amounts are a reasonable approximation of fair value.

There were no transfers between Level 1, Level 2 and Level 3 during the year.

(ii) Valuation technique used to determine fair value

This section explains the judgements and estimates made in determining the fair values of the financial instruments that are (a) recognised and measured at fair value and (b) measured at amortised cost and for which fair values are disclosed in the financial statements. To provide an indication about the reliability of inputs used in determining the fair value, the Company has classified its financial instruments into the three levels prescribed under the Indian accounting standard.

The following methods and assumptions have been used to estimate the fair values:

- The Company enters into derivative financial instruments with banks. The valuation technique used to determine the fair value of forward contracts (used for hedging purposes) is the net present value technique which is the estimated amount that a bank would receive or pay to terminate the forward contracts at the reporting date, taking into account current interest rates and current exchange rates.

34. FINANCIAL RISK MANAGEMENT

The Company's activities expose it to the following risks arising from the financial instruments-

- market risk
- liquidity risk
- credit risk

This note explains the sources of risk which the entity is exposed to and how the entity manages the risk and the impact of hedge accounting in the financial statements.

| Risk | Exposure arising from | Measurement | Management |
|--------------------------------|---|---|---|
| Credit risk | Cash and cash equivalents, trade receivables, financial assets measured at amortised cost. | Aging analysis | Diversification of bank deposits, credit limits and letters of credit |
| Liquidity risk | Borrowings and other liabilities | Cash flow forecasts | Availability of committed credit lines and borrowing facilities |
| Market risk – foreign exchange | Recognised financial assets and liabilities not denominated in Indian rupee (Rs) and future commercial transactions | Cash flow forecasting Sensitivity analysis | Forward Foreign Currency Contracts |

Risk Management Framework

The Company's board of directors has overall responsibility for the establishment and oversight of the Company's risk management framework. The Company's risk management policies are established to identify and analyse the risk faced by the Company, to set appropriate risk limits and controls and to monitor risks and adherence to limits. The board provides written principles for overall risk management, as well as policies covering specific areas, such as foreign exchange risk, interest rate risk, credit risk, use of derivative financial instruments and non-derivative financial instruments, and investment of excess liquidity. the Company's risk management is carried out by a central treasury team department under policies approved by the board of directors.

The Company's audit committee oversees how management monitors compliance with Company's risk management policies and procedures, and reviews the adequacy of the risk management framework in relation to risk faced by the Company.

(A) Credit risk

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial asset fails to meet its contractual obligations, and arises principally from the Company's receivables from customers, loans and other deposits etc.

The carrying amounts of financial assets represent the maximum credit risk exposure.

(i) Credit risk management

The Company considers the probability of default upon initial recognition of an asset and whether there has been a significant increase in credit risk on an ongoing basis throughout each reporting period on annual basis. To assess whether there is a significant increase in credit risk, the Company compares the risk of a default occurring on the asset as at the reporting date with the risk of default as at the date of initial recognition. It considers available reasonable and supportive forwarding-looking information.

The Company's exposure to credit risk for trade receivables by related and other than related parties are as follows:

| | As at March 31, 2021 | As at March 31, 2020 |
|---|-------------------------|-------------------------|
| Receivables from related party | 1,624.4 | 1,605.0 |
| Receivables from other than related party | 18,849.9 | 18,899.8 |
| | 20,474.3 | 20,504.8 |

(ii) Provision for expected credit losses**a. Security deposit, contract assets and other advances**

With regards to security deposit and other advances Rs. 337.4 million (March 31, 2020 : Rs. 249.5 million), management believes the parties to which these deposits have been made have strong capacity to meet the obligations and risk of default is negligible or nil and accordingly no provision for expected credit loss has been provided for.

In respect of Contract assets amounting to Rs. 2,983.6. million (March 31, 2020: Rs. 2,451.5 million), The Company recognised Rs. 163.5 million (March 31, 2020 Rs. 82.5 million) as provision for expected credit loss on account of delay in receiving the amount from customers.

b. Trade receivables (Expected credit loss (ECL) for trade receivables under simplified approach)

Trade receivables consists of a large number of customers spread across diverse industries and geographical areas. The Company follows 'simplified approach' for recognition of impairment loss allowance on trade receivable. Under the simplified approach, the Company does not track changes in credit risk. Rather, it recognises impairment loss allowance based on lifetime ECLs at each reporting date, right from initial recognition.

The Company uses a provision matrix to determine impairment loss allowance on the portfolio of trade receivables. The provision matrix is based on its historically observed default and delay rates over the expected life of the trade receivable. At year end, the historical observed default and delay rates are updated and analyzed.

Individual receivables which are known to be uncollectible are written off by reducing the carrying amount of trade receivable and the amount of the loss is recognised in the Statement of Profit and Loss within other expenses.

In light of current COVID 19 crisis, the Company has assessed the likelihood of increased credit risk with no consequential default risk during the lockdown period. Basis this assessment, the incremental allowance for doubtful trade receivables of Rs. 43.2 million as at March 31, 2021 (March 31, 2020 Rs. 70 million) on account of delayed payments is considered adequate.

The reconciliation of ECL is as follows:

| | As at March 31, 2021 | As at March 31, 2020 |
|--|-------------------------|-------------------------|
| Balance at the beginning of the year | 1,516.6 | 1,633.0 |
| Add: (Utilisation) / addition of ECL provision (net) | (92.7) | (116.4) |
| Balance at the year end | 1,423.9 | 1,516.6 |

Loans and other financial assets

a) The Company has given security deposits to Government departments for rental deposit for securing services from them. As these are well established organisations and have strong capacity to meet the obligations, risk of default is negligible or nil.

b) All the export benefits (included in other financial assets) are receivable from Government and therefore expected probability of default is negligible or nil.

The Company's exposure to credit risk for loans and other financial assets is as follows:

| | As at March 31, 2021 | As at March 31, 2020 |
|---|-------------------------|-------------------------|
| Loans | 128.0 | 123.9 |
| Investments | 0.1 | 0.1 |
| Other financial assets (includes unrealised gain on derivatives Rs. 136.6 million (March 31, 2020: Nil)) | 209.4 | 125.6 |
| | 337.5 | 249.6 |

(B) Liquidity risk

Prudent liquidity risk management implies maintaining sufficient cash and the availability of funding through an adequate amount of committed credit facilities to meet obligations when due and to close out market positions. Considering the business requirements, the treasury maintains flexibility in funding by maintaining availability under committed credit lines. Management monitors rolling forecasts of The Company's liquidity position (comprising the undrawn working capital facilities) and cash and cash equivalents on the basis of expected cash flows.

(i) Financing arrangements

The Company had access to the following undrawn borrowing facilities at the end of the reporting period:

| | As at March 31, 2021 | As at March 31, 2020 |
|--|-------------------------|-------------------------|
| Floating rate | | |
| - Expiring within one year (bank overdraft and other facilities) | 5,850.0 | 8,000.0 |

The bank overdraft facilities may be drawn at any time and may be terminated by the bank without notice.

(ii) Maturities of financial liabilities

The tables below analyse the Company's financial liabilities into relevant maturity groupings based on their contractual maturities for all non-derivative financial liabilities, and net and gross settled derivative financial instruments for which the contractual maturities are essential for an understanding of the timing of the cash flows. The amounts disclosed in the table are the contractual undiscounted cash flows. Balances due within 12 months equal their carrying balances as the impact of discounting is not significant.

| Contractual maturities of financial liabilities | Less than 1 year | More than 1 year | Total |
|--|-------------------------|-------------------------|-----------------|
| March 31, 2021 | | | |
| Non-derivatives | | | |
| Borrowings# | 2,212.8 | - | 2,212.8 |
| Trade payables | 11,161.9 | - | 11,161.9 |
| Lease liabilities | 213.4 | 1,014.2 | 1,227.6 |
| Other financial liabilities | 404.1 | - | 404.1 |
| Total non-derivative liabilities | 13,992.2 | 1,014.2 | 15,006.4 |
| March 31, 2020 | | | |
| Non-derivatives | | | |
| Borrowings# | 4,897.1 | - | 4,897.1 |
| Trade payables | 9,957.3 | - | 9,957.3 |
| Lease liabilities | 224.7 | 1,225.1 | 1,091.0 |
| Other financial liabilities | 350.1 | - | 350.1 |
| Total non-derivative liabilities | 15,429.2 | 1,225.1 | 16,295.6 |

Exclude interest payment.

(C) Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises of interest rate risk and currency risk. Financial instruments affected by market risk includes deposits, derivative financial instruments, trade receivables, trade payables and other financial liabilities.

The Company uses derivative to manage market risks. All such transactions are carried out within the guideline as prescribed in the Company's risk management policy.

(i) Foreign currency risk

The Company's policy is to hedge all material firm currency exposure at inception to the extent possible. Individual foreign currency exposures and the hedges obtained against these individual exposures are reported and monitored.

The Company's exposure to foreign currency risk at the end of the reporting period on balance sheet are as follows:

| | As at March 31, 2021 | | | As at March 31, 2020 | | |
|--|---|--|--|---|--|--|
| | Amount in INR in respect of USD contracts | Amount in INR in respect of EURO contracts | Amount in INR in respect of Other currencies contracts | Amount in INR in respect of USD contracts | Amount in INR in respect of EURO contracts | Amount in INR in respect of Other currencies contracts |
| Financial liabilities | | | | | | |
| Trade payables | 839.4 | 1,433.0 | 291.5 | 960.1 | 1,221.0 | 321.1 |
| Net exposure to foreign currency risk | 839.4 | 1,433.0 | 291.5 | 960.1 | 1,221.0 | 321.1 |
| Financial assets | | | | | | |
| Trade receivables | 1,440.8 | 338.5 | 166.7 | 1,326.1 | 519.9 | 97.6 |
| Net exposure to foreign currency risk | 1,440.8 | 338.5 | 166.7 | 1,326.1 | 519.9 | 97.6 |

(ii) Unhedged in foreign currency exposure

| | Currency | As at March 31, 2021 | | As at March 31, 2020 | |
|------------------------|----------|----------------------|---------------|----------------------|---------------|
| | | Amount in | Amount in INR | Amount in | Amount in INR |
| | | foreign currency | | foreign currency | |
| (a). Trade payable | EUR | 4.6 | 397.9 | 10.3 | 852.7 |
| | USD | 6.1 | 446.0 | 10.4 | 785.9 |
| | GBP | 1.4 | 145.3 | 1.4 | 128.5 |
| | Others | 85.3 | 109.7 | 93.1 | 131.1 |
| (b). Trade receivables | EUR | 3.1 | 262.7 | 5.3 | 438.7 |
| | USD | 10.6 | 773.9 | 14.9 | 1,124.3 |
| | GBP | 0.9 | 93.0 | 0.8 | 75.6 |
| | Others | 92.2 | 73.8 | 25.3 | 22.0 |

(iii) Derivative instruments

| | As at March 31, 2021 | As at March 31, 2020 |
|---|-------------------------|-------------------------|
| (a) Forward contract for export debtors outstanding | 773.2 | 295.1 |
| (b) Forward contract for import creditors outstanding | 1,508.3 | 612.6 |
| (c) Forward cover for expected future sales / (purchases) | 5,012.7 | 2,274.2 |

(iv) Significant forward contracts outstanding as at March 31, 2021

| Foreign currency | Amount in foreign currency (million) | Amount in INR |
|-------------------------|---|------------------|
| Imports | | |
| Euro (EUR) | 16.1 | 1,435.8 |
| | (12.6) | (1,061.3) |
| US Dollar (USD) | 20.1 | 1,480.6 |
| | (14.1) | (1,072.1) |
| Swiss Franc (CHF) | 0.5 | 41.7 |
| | (0.8) | (61.9) |
| Swedish Krona (SEK) | - | - |
| | (2.0) | (15.7) |
| Exports | | |
| Euro (EUR) | 43.1 | 4,121.4 |
| | (5.5) | (480.5) |
| US Dollar (USD) | 38.4 | 2,911.3 |
| | (46.9) | (3,687.6) |
| Australian Dollar (AUD) | 3.6 | 203.0 |
| | (-) | (-) |

Note : Figures in brackets are for the previous year.

Sensitivity analysis

The sensitivity of profit or loss to change in the exchange rates arises mainly from foreign currency denominated financial instruments. The impact on profit/ loss before tax is as below:

| | As at March 31, 2021 | As at March 31, 2020 |
|---|-------------------------|-------------------------|
| USD sensitivity | | |
| Increase of INR/USD by 1% net (gain) | (3.3) | (3.4) |
| Decrease of INR/USD by 1% net loss | 3.3 | 3.4 |
| EURO sensitivity | | |
| Increase of INR/EUR by 1% net loss | 1.4 | 4.1 |
| Decrease of INR/EUR by 1% net (gain) | (1.4) | (4.1) |
| Other currency | | |
| Increase of INR/ other currency by 1% net (gain) / loss | (0.8) | 1.6 |
| Decrease of INR/ other currency by 1% net loss / (gain) | 0.8 | (1.6) |

The following significant exchange rates were applied at the year end:

| | As at March 31, 2021 | As at March 31, 2020 |
|-----------|-------------------------|-------------------------|
| INR/ USD | 73.1 | 75.7 |
| INR/ Euro | 85.8 | 82.8 |

(i) Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company's exposure to the risk of changes in market interest rates relates primarily to the Company's debt obligations with floating interest rates.

Exposure to Interest rate risk

The Company has the following exposure in interest bearing borrowings as on reporting date:

| | As at March 31, 2021 | As at March 31, 2020 |
|------------------------------|-------------------------|-------------------------|
| Fixed interest borrowings | 250.0 | 3,330.0 |
| Variable interest borrowings | 1,962.8 | 1,567.1 |
| Total borrowings | 2,212.8 | 4,897.1 |

The Company's fixed rate borrowings are carried at amortised cost. There is no interest rate risk on fixed borrowings since neither the carrying amount nor the future cash flows will fluctuate because of a change in market interest rates.

Variable interest borrowings include loan from banks which carry MCLR/ LIBOR based interest rate.

Sensitivity analysis

A reasonably possible change of 0.5% in interest rate at the reporting date, would have affected profit or loss by the amounts shown below. This analysis assumes that all other variables remain constant.

| | As at March 31, 2021 | As at March 31, 2020 |
|--------------------------------|-------------------------|-------------------------|
| Interest rate increase by 0.5% | (7.9) | (0.7) |
| Interest rate decrease by 0.5% | 7.9 | 0.7 |

For the purpose of sensitivity analysis, it has been assumed that borrowings will be constant over the next year.

35. PROVISION FOR EMPLOYEE BENEFITS

(A) Liability for compensated absences

The liability for compensated absences cover the Company's liability for privilege leave (as per Company policy).

| | As at March 31, 2021 | | As at March 31, 2020 | |
|----------------------|----------------------|---------|----------------------|---------|
| | Non-current | Current | Non-current | Current |
| Compensated absences | 263.5 | 64.7 | 292.0 | 107.4 |

(B) Gratuity

The Company has a defined benefit gratuity plan. Every employee who has completed four years and one ninety days or more of service gets a gratuity on departure at 15 days salary (last drawn basic salary including dearness allowance [if any]) for each completed year of service. The plan is funded with an insurance company in the form of a qualifying insurance policy.

The above defined benefit plan exposes The Company to following risks:

Interest rate risk:

The defined benefit obligation calculated using a discount rate based on government bonds. If bond yields fall, the defined benefit obligation will tend to increase.

Salary inflation risk:

Higher than expected increases in salary will increase the defined benefit obligation.

Demographic risk:

This is the risk of variability of results due to unsystematic nature of decrements that include mortality, withdrawal, disability and retirement. The effect of these decrements on the defined benefit obligation is not straight forward and depends upon the combination of salary increase, discount rate and vesting criteria. It is important not to overstate withdrawals because in the financial analysis the retirement benefit of a short career employee typically costs less per year as compared to a long service employee.

The following tables summarise the components of net employee benefit expense recognised in the Statement of Profit and Loss and the funded status and amounts recognised in the Balance Sheet for the respective plans.

i). Reconciliation of present value of defined benefit obligation and present value of plan assets

| | Present value of obligation | Fair value of plan assets | Net amount |
|--|-----------------------------|---------------------------|---------------|
| April 1, 2019 | 752.4 | 495.1 | 257.3 |
| Current service cost | 60.1 | - | 60.1 |
| Past service cost | - | - | - |
| Interest expense/(income) | 52.5 | (35.1) | 17.4 |
| Total amount recognised in profit or loss | 112.6 | (35.1) | 77.5 |
| <i>Remeasurements</i> | | | |
| Return on plan assets, excluding amounts included in interest expense/(income) | - | (2.2) | 2.2 |
| (Gain)/loss from change in demographic assumptions | (2.7) | - | (2.7) |
| (Gain)/loss from change in financial assumptions | 84.0 | - | 84.0 |
| Experience (gains)/losses | 15.2 | - | 15.2 |
| Total amount recognised in other comprehensive income | 96.5 | (2.2) | 98.7 |
| Employer contributions | - | 0.3 | (0.3) |
| Liabilities assumed / (settled) | - | - | - |
| Benefit payments | (51.6) | (51.6) | - |
| March 31, 2020 | 909.9 | 476.7 | 433.2 |
| April 1, 2020 | 909.9 | 476.7 | 433.2 |
| Current service cost | 73.0 | - | 73.0 |
| Past service cost | - | - | - |
| Interest expense/(income) | 50.9 | (26.0) | 24.9 |
| Total amount recognised in profit or loss | 123.9 | (26.0) | 97.9 |
| <i>Remeasurements</i> | | | |
| Return on plan assets, excluding amounts included in interest expense/(income) | - | 7.5 | (7.5) |
| (Gain)/loss from change in demographic assumptions | 1.5 | - | 1.5 |
| (Gain)/loss from change in financial assumptions | (66.5) | - | (66.5) |
| Experience (gains)/losses | (21.6) | - | (21.6) |
| Total amount recognised in other comprehensive income | (86.6) | 7.5 | (94.1) |
| Employer contributions | - | 142.3 | (142.3) |
| Liabilities assumed / (settled) | - | - | - |
| Benefit payments | (106.4) | (106.5) | - |
| March 31, 2021 | 840.8 | 546.0 | 294.8 |

ii). Amount recognised in Balance Sheet

| | As at March 31, 2021 | As at March 31, 2020 |
|--|-------------------------|-------------------------|
| Present value of funded obligations | 840.8 | 909.9 |
| Fair value of plan assets | 546.0 | 476.7 |
| Net funded obligation | 294.8 | 433.2 |
| Net defined benefit liability recognised in balance sheet | 294.8 | 433.2 |

iii). Expense recognised in profit or loss

| | For the year ended March 31, 2021 | For the year ended March 31, 2020 |
|----------------------|--------------------------------------|--------------------------------------|
| Current service cost | 73.0 | 60.1 |
| Interest cost | 24.9 | 17.4 |
| | 97.9 | 77.5 |

iv). Remeasurements recognised in other comprehensive income (OCI)

| | For the year ended March 31, 2021 | For the year ended March 31, 2020 |
|--|--------------------------------------|--------------------------------------|
| Actuarial loss / (gain) on defined benefit obligation | (86.5) | 96.5 |
| Return on plan assets excluding interest income | (7.5) | 2.2 |
| Total (gain) / loss recognised in OCI outside profit and loss account | (94.0) | 98.7 |

v). The major categories of plan assets as a percentage of the fair value of total plan assets are as follows:

| | As at March 31, 2021 | | As at March 31, 2020 | |
|--|----------------------|------|----------------------|------|
| | Unquoted | in % | Unquoted | in % |
| Investment funds | | | | |
| Investment with Insurer under cash accumulation scheme | 546.0 | 100% | 476.7 | 100% |

The overall expected rate of return on assets is determined based on the market prices prevailing on that date, applicable to the period over which the obligation is to be settled.

vi). Actuarial assumptions for gratuity:

| | As at March 31, 2021 | As at March 31, 2020 |
|--|-------------------------|-------------------------|
| Expected rate of return on plan assets | 6.8% | 6.1% |
| Salary growth rate | 8% to 9% | 8.0% |
| Attrition rate | | |
| PB + LPB of all ages | 9.1% | 9.3% |
| SPB & Above of all ages | 9.7% | 10.7% |
| Others of all ages | 3.1% | 2.9% |

Future mortality rate is based on published rates under the Indian Assured Lives Mortality (2012-14) Ult table.

The estimates of future salary increases, considered in actuarial valuation, take account of inflation, seniority, promotion and other relevant factors, such as supply and demand in the employment market.

The employees of the Company are assumed to retire at the age of 60 years.

The expected contribution payable to the plan next year is Rs. 50.0 million (March 31, 2020: Rs. 50.0 million).

Projected plan cash flow

The table below shows the expected cash flow profile of the benefits to be paid to the current membership of the plan based on past service of the employees as at the valuation date :

| Maturity profile | As at March 31, 2021 | As at March 31, 2020 |
|---|-------------------------|-------------------------|
| Expected benefits for the year 1 | 144.6 | 149.7 |
| Expected benefits for the year 2 | 95.2 | 118.5 |
| Expected benefits for the year 3 | 78.6 | 102.2 |
| Expected benefits for the year 4 | 91.7 | 78.8 |
| Expected benefits for the year 5 | 75.5 | 88.6 |
| Expected benefits for the year 6 | 76.1 | 73.1 |
| Expected benefits for the year 7 | 71.9 | 72.8 |
| Expected benefits for the year 8 | 66.2 | 64.6 |
| Expected benefits for the year 9 | 59.8 | 63.2 |
| Expected benefits for the year 10 and above | 829.0 | 786.5 |

The weighted average duration to the payment of these cash flow is 7.31 years (March 31, 2020 : 7.26 years).

vii. Sensitivity analysis

Gratuity is a lump sum plan and the cost of providing these benefits is typically less sensitive to small changes in demographic assumptions. The key actuarial assumptions to which the benefit obligation results are particularly sensitive to are discount rate and future salary escalation rate.

The following table summarises the impact in percentage terms on the reported defined benefit obligation (DBO) at the end of the reporting period arising on account of an increase or decrease in the reported assumption by 100 basis points.

| | Year ended March 31, 2021 | | Year ended March 31, 2020 | |
|---|---------------------------|------------------------------|---------------------------|------------------------------|
| | Discount Rate | Salary Escalation Rate | Discount Rate | Salary Escalation Rate |
| Impact of increase in 100 bps on DBO (in percentage) | -6.8% | 7.7% | -6.8% | 7.6% |
| Impact of increase in 100 bps on DBO (in Rs. million) | (57.4) | 64.7 | (61.6) | 69.1 |
| Impact of decrease in 100 bps on DBO (in percentage) | 7.9% | -6.9% | 7.8% | -6.7% |
| Impact of decrease in 100 bps on DBO (in Rs. million) | 66.1 | (57.6) | 71.2 | (61.1) |

These sensitivities, as per the information available and disclosed by the Company, have been calculated to show the movement in defined benefit obligation in isolation and assuming there are no other changes in market conditions at the accounting date. There have been no changes from the previous year in the methods and assumptions used in preparing the sensitivity analyses.

(D). Provident fund**i) Provident fund - defined contribution plan**

The Company contributes Provident Fund for certain eligible employees to the Regional Provident Fund Commissioner. The amounts debited to the Statement of Profit and Loss in this regard during the current year were Rs. 28.2 million (March 31, 2020 Rs. 28.3 million).

ii) Provident fund - defined benefit plan

The Company also contributes Provident Fund for other employees into a recognised Provident Fund Trust set up for the Company and contributions to the Trust are expensed to the Statement of Profit and Loss when such amounts are due. The Company has an obligation to make good the shortfall of income on investments earned by the Trust, if any, with regard to the interest due on contributions as per the rate notified by the Government.

The details of actuarial valuation as per the certificate furnished by independent actuary are given below:

a). Reconciliation of present value of defined benefit obligation and present value of plan assets

| | Present value of obligation | Fair value of plan assets | Net amount |
|--|--------------------------------|------------------------------|---------------|
| 01 April 2019 | 2,209.9 | 2,209.9 | - |
| Current service cost | 89.3 | 89.3 | - |
| Interest expense/(income) | 163.6 | 163.6 | - |
| Total amount recognised in profit or loss | 252.9 | 252.9 | - |
| <i>Remeasurements</i> | | | |
| Actual return on plan assets less interest on plan assets | - | 27.5 | (27.5) |
| Actuarial (gain)/loss on obligations | - | - | - |
| (Gain)/loss from change in financial assumptions | 63.1 | - | 63.1 |
| Experience (gains)/losses | 111.3 | - | 111.3 |
| Total amount recognised in other comprehensive income | 174.4 | 27.5 | 146.9 |
| Employees contributions | 219.2 | 219.2 | - |
| Liabilities assumed / (settled) | (31.5) | (31.5) | - |
| Benefit payments | (235.4) | (235.4) | - |
| March 31, 2020 | 2,589.6 | 2,442.7 | 146.9 |

| | Present value of obligation | Fair value of plan assets | Net amount |
|--|-----------------------------|---------------------------|---------------|
| April 01, 2020 | 2,589.6 | 2,442.7 | 146.9 |
| Current service cost | 91.7 | 91.7 | - |
| Interest expense / (income) | 153.2 | 144.5 | 8.7 |
| Total amount recognised in profit or loss | 244.9 | 236.2 | 8.7 |
| <i>Remeasurements</i> | | | |
| Actual return on plan assets less interest on plan assets | - | 62.0 | (62.0) |
| Actuarial (gain) / loss on obligations | - | - | - |
| (Gain) / loss from change in financial assumptions | (42.6) | - | (42.6) |
| Experience (gains) / losses | 53.3 | - | 53.3 |
| Total amount recognised in other comprehensive income | 10.7 | 62.0 | (51.3) |
| Employees contributions | 219.5 | 219.5 | - |
| Liabilities assumed / (settled) | (35.0) | (35.0) | - |
| Benefit payments | (294.4) | (294.4) | - |
| March 31, 2021 | 2,735.3 | 2,631.0 | 104.3 |

b). Actuarial assumptions

| | For the year ended March 31, 2021 | For the year ended March 31, 2020 |
|---|--------------------------------------|--------------------------------------|
| Discount rate | 6.8% | 6.1% |
| Expected rate of return on plan assets | 8.4% | 7.7% |
| Attrition Rate | | |
| PB + LPB of all ages | 9.1% | 9.3% |
| SPB & Above of all ages | 9.7% | 10.7% |
| Others of all ages | 3.1% | 2.9% |
| Yield on assets based on the market value | 8.0% | 7.9% |
| Outstanding term of the liabilities | 8.25 years | 9.52 years |
| Interest rate guarantee | 8.5% | 8.5% |
| Mortality table | IALM (2012-14) Ultimate | IALM (2012-14) Ultimate |
| Normal retirement age | 60 years | 60 years |

c). Total contribution charged to the Statement of Profit and Loss for the aforesaid scheme amounts to Rs. 127.5 million (March 31, 2020 Rs. 125.1 million).

d). Sensitivity analysis

The following table summarises the impact in percentage terms on the reported defined benefit obligation (DBO) at the end of the reporting period arising on account of an increase or decrease in the reported assumption by 50 basis points.

| | As at March 31, 2021 | As at March 31, 2020 |
|--|--------------------------------|--------------------------------|
| | Interest rate guarantee | Interest rate guarantee |
| Impact of increase in 50 bps on DBO (in percentage) | -1.9% | -2.8% |
| Impact of increase in 50 bps on DBO (in Rs. million) | (52.2) | (73.5) |
| Impact of decrease in 50 bps on DBO (in percentage) | 3.0% | 2.2% |
| Impact of decrease in 50 bps on DBO (in Rs. million) | 81.0 | 57.5 |

These sensitivities, as per the information available and disclosed by the Company, have been calculated to show the movement in defined benefit obligation in isolation and assuming there are no other changes in market conditions at the accounting date. There have been no changes from the previous year in the methods and assumptions used in preparing the sensitivity analyses.

Notes:

- (i) The composition of plan assets are as per the Provident Fund scheme and Act of 1952.
- (ii) The excess of the plan assets over the liability for the benefit obligation has not been recognised in the books in line with the principle of prudence.

e). Others

The Company is liable to fund any shortfall in its recognised Provident Fund trust "Alstom T&D India Limited Employee's Provident Fund Trust" (the Trust), as it is a defined benefit plan. The Trust's investments include Rs. 251 million (both secured and unsecured) in bonds of IL&FS group of entities. There was a default of interest payment by these entities to the Trust during the previous year. On the basis of an internal evaluation and other publicly available information, the Company has made a provision of Rs. 53.5 million during the year ended March 31, 2021. Cumulative provision as of March 31, 2021 stands at Rs. 251 million towards expected shortfall in the Provident Fund Trust.

(E) Other information

In respect of other defined contribution plans, the Company has recognised the following amounts in the Statement of Profit and Loss:

- (i) Employer's Contribution to Superannuation Fund Rs. 70.8 million (March 31, 2020 Rs. 63.3 million)
- (ii) Employer's Contribution to ESI Rs. 1.5 million (March 31, 2020 Rs. 1.3 million)

36. SEGMENT INFORMATION

An operating segment is a component that engages in business activities from which it may earn revenues and incur expenses, including revenues and expenses that relate to transactions with any of the other components, and for which discrete financial information is available. The Company is engaged in the business relating to products, projects and services for electricity transmission and related activities. Accordingly, the Company's activities/business is reviewed regularly by the Company's Managing Director / Chief Executive Officer assisted by an executive committee from an overall business perspective, rather than reviewing its products/services as individual standalone components. Thus, the Company has only one operating segment, and has no reportable segments in accordance with Ind AS - 108 'Operating Segments'.

(i) The entity wide disclosures as required by Ind AS -108 are as follows:

| Description | For the year ended March 31, 2021 | For the year ended March 31, 2020 |
|---|--------------------------------------|--------------------------------------|
| Sale of products | 13,417.2 | 12,594.5 |
| Revenue from execution of contracts for projects and services | 19,980.2 | 18,273.1 |
| Sale of services | 994.3 | 669.3 |
| Other operating income | 132.0 | 50.1 |
| Revenue from operations | 34,523.7 | 31,587.0 |

(ii) Geographical information

| Revenue from external customers | For the year ended March 31, 2021 | For the year ended March 31, 2020 |
|---------------------------------|--------------------------------------|--------------------------------------|
| India | 26,877.8 | 26,153.7 |
| Other countries* | 7,645.9 | 5,433.3 |
| | 34,523.7 | 31,587.0 |

*Exports to any single country are not material to be disclosed

None of the customer account for more than 10% (March 31, 2020 one customer account for 13%) of Company's total revenue from operations.

| Non-current assets** | As at March 31, 2021 | As at March 31, 2020 |
|----------------------|-------------------------|-------------------------|
| India | 9,253.7 | 9,333.2 |
| Other countries | - | - |

** Non-current assets exclude financial assets and deferred tax assets.

37. SHARE BASED PAYMENTS

A) Employee share purchase plan (ESPP)

Under the globally designed employee share purchase plan (Plan), all the permanent employees of the Company get an opportunity to buy a stake in the General Electric Co, USA (being the ultimate holding Company). An employee can invest upto a maximum of 25% of their monthly salary (eligible for provident fund) in the shares of General Electric Co, USA. The Company makes a matching contribution of 15% on every purchase made by the employee. All share are bought at market price on the transaction date. The fair value of the share granted under the plan is determined on the basis of market value of the shares on the grant date. During the year, the following numbers of shares were purchased at the below mentioned weighted average fair value:

The following table summarises information about shares purchased under ESPP

| Month | As at March 31, 2021 | | As at March 31, 2020 | |
|-----------|----------------------|---|----------------------|---|
| | No of shares | Weighted average fair value per share (Rs.) | No of shares | Weighted average fair value per share (Rs.) |
| April | 1,133 | 519 | - | - |
| May | 1,252 | 498 | - | - |
| June | 1,059 | 521 | - | - |
| July | 1,204 | 455 | - | - |
| August | 1,149 | 476 | 6 | 594 |
| September | 1,169 | 459 | 16 | 639 |
| October | 963 | 547 | 519 | 710 |
| November | 692 | 757 | 426 | 810 |
| December | 659 | 797 | 490 | 794 |
| January | 718 | 781 | 507 | 889 |
| February | 651 | 913 | 550 | 781 |
| March | 657 | 956 | 988 | 601 |

Weighted average value per share at which the shares were purchased during the year is Rs. 597 (March 31, 2020 Rs. 739).

B) Employees stock options

The employees are entitled to shares of General Electric Co., USA, the ultimate holding company. Details of these plan is given below.

The ultimate holding company (General Electric Co., USA) grant stock options, restricted stock units to employees under the 2007 Long-Term Incentive Plan post approval of Board of directors of ultimate holding company. Incentive stock options can be granted only to employees.

As restricted stock units (RSU's) and stock options have been granted at the fair value of option on the grant date, therefore the Company measure and disclose the employee's compensation expenses relating to restricted stock option units and stock options using the fair value.

The employees' compensation expense for stock options and RSU's during the year ended March 31, 2021 amounts to Rs. 47.6 million (including charge received from the ultimate holding company amounting Rs. 12.5 million) as included under salaries and wages, treated as cash settled during the year. Further, the Ultimate Holding Company will raise charge to the Company for both stock options and RSUs at the time awards are exercised or lapsed by employees.

The options become exercisable over the vesting period (typically three or five years) and expire 10 years from the grant date if not exercised. Restricted stock units (RSU) provide an employee with the right to receive shares of GE stock when the restrictions lapse over the vesting period.

Details of stock options and RSU's issued (Equity settled) during the year are given below:

| Type of arrangement | Date of grant | Options/ RSU granted | Fair value on the grant date (USD) | Weighted average remaining contractual life (years) |
|---------------------|---------------|----------------------|------------------------------------|---|
| Stock Options | 01-Apr-20 | 9,494 | 7.04 | 9.0 |
| Stock Options | 01-Sep-20 | 26,667 | 6.19 | 9.4 |
| RSU | 01-Apr-20 | 3,788 | 7.04 | 9.0 |
| RSU | 03-Aug-20 | 36,927 | 6.11 | 9.3 |
| RSU | 01-Sep-20 | 10,543 | 6.19 | 9.4 |
| RSU | 01-Mar-21 | 28,148 | 13.11 | 9.9 |
| | | 115,567 | | |

A summary of activity under the Option plan is given below:

| Stock options | As at March 31, 2021 | | As at March 31, 2020 | |
|---|---|-------------------|---|-------------------|
| | Average exercise price per share option (USD) | Number of options | Average exercise price per share option (USD) | Number of options |
| Outstanding at the beginning of the year | 17.74 | 97,428 | 17.20 | 234,060 |
| Granted during the year | 6.41 | 36,161 | 11.21 | 13,695 |
| Transfer during the year | 19.27 | 29,193 | 17.94 | (79,710) |
| Exercised during the year | - | - | - | - |
| Cancelled during the year | 15.08 | (29,295) | 14.45 | (70,617) |
| Outstanding at the end of the year | 15.68 | 133,487 | 17.74 | 97,428 |
| Exercisable at the end of the year | 19.31 | 107,892 | 20.39 | 53,261 |

Share options outstanding at the end of the year have the following expiry date and exercise prices:

As at March 31, 2021

| Options | | RSUs | |
|---------------|---|---------------|---|
| No. of shares | Weighted average remaining contractual life (years) | No. of shares | Weighted average remaining contractual life (years) |
| 171,341 | 6.4 | 120,307 | 8.9 |

As at March 31, 2020

| Options | | RSUs | |
|---------------|---|---------------|---|
| No. of shares | Weighted average remaining contractual life (years) | No. of shares | Weighted average remaining contractual life (years) |
| 97,428 | 7.8 | 49,822 | 9.4 |

The estimated fair value of each stock option granted in the option plan is USD 6.67 (March 31, 2020 USD 3.67). The estimation of fair value on the date of the grant was made using the Black Scholes option pricing model with the following assumptions:

| Particulars | As at March 31, 2021 | As at March 31, 2020 |
|---------------------------|-------------------------|-------------------------|
| Strike Price | USD 13.1 | USD 11.21 |
| Expected lives | 6.1 | 6.04 years |
| Expected volatility* | 36% | 34% |
| Dividend yield * | 0.40% | 0.36% |
| Risk-free interest rate * | 1.0% | 1.1% |

* Risk free interest rate reflect the yield on zero-coupon U.S. Treasury securities. Expected dividend yields presume a set dividend rate. Expected volatilities are based on implied volatilities from traded options and historical volatility of General Electric Company, USA stock.

38. RELATED PARTY TRANSACTIONS

Names of related parties and nature of relationship:

(i) Parties with whom control exist:

| | |
|---|------------------------------|
| General Electric Company, United States | Ultimate Holding Company |
| GE Albany Global Holdings BV, Netherlands | Intermediate Holding Company |
| GE Power Global B.V. (formerly know as ALSTOM B.V., Netherlands (w.e.f December 20, 2018) | Intermediate Holding Company |
| GE Grid Alliance B.V., Netherlands | Intermediate Holding Company |
| Grid Equipments Private Limited, India | Immediate Holding Company |

(ii) Key managerial personnel

| | |
|--|--|
| | Mr. Mahesh Shrikrishna Palashikar (Chairman w.e.f. March 1, 2021) |
| | Mr. Vishal K Wanchoo (Non-Executive Director & Chairman upto February 28, 2021) |
| | Mr. Pitamber Shivnani (Chief Executive Officer w.e.f. January 15, 2020 and Managing Director & CEO w.e.f. July 1, 2020) |
| | Mr. Emanuel Esteban Nicolas Bertolini (Non-executive Director w.e.f. March 1, 2021) |
| | Mr. Gaurav Manohar Negi (Non-executive Director) |
| | Mr. Nagesh Tilwani (Whole-time Director upto February 28, 2021) |
| | Mr. Sushil Kumar (Chief Financial Officer) |
| | Mr. Kirit S Parikh (Independent Director) |
| | Mr. Rakesh Nath (Independent Director) |
| | Ms. Neera Saggi (Independent Director) |
| | Mr. Sanjay Sagar (Independent Director w.e.f. July 1, 2020) |

(iii) Fellow subsidiaries with whom transactions have taken place:

| | | | |
|---|-----------|--|--------------|
| Grid Solutions Argentina S.A | Argentina | GE Grid Solutions Maroc | Morocco |
| GE Grid Australia Pty Limited | Australia | GE Nederland BV | Netherlands |
| Grid Solutions SAS - Bahrein Branch | Bahrein | General Electric International (Benelux) B.V. | Netherlands |
| Grid Solutions Belgium | Belgium | General Electric International, Inc. - Branch - NL | Netherlands |
| GE Digital Energy do Brasil Limiteda | Brazil | GE Energy (New Zealand) Limited | New Zealand |
| GE Energias Renovaveis Limiteda | Brazil | GE International Operations (NIG) Limited | Nigeria |
| Grid Solutions Transmissao de Energia Limiteda (Incl. erstwhile Reason Tecnologia S.A.) | Brazil | General Electric Philippines, Inc. | Phillippines |
| GE Multilin | Canada | GE Energy Colombia S.A. Sucursal del Peru | Peru |
| General Electric Canada | Canada | GE Power Sp.z.o.o. | Poland |
| Grid Solutions Canada ULC | Canada | Grid Solutions Portugal, Lda | Portugal |
| GE Grid (Shanghai) Co., Limited | China | Grid Solutions SAS - Qatar Branch | Qatar |
| GE High Voltage Switchgear (Suzhou) | China | Grid Solutions Romania Srl | Romania |
| GE High Voltage Equipment (Wuhan) Co., Limited | China | General Electric International, Inc. | Saudi Arabia |
| GE (China) Co., Limited | China | COGELEX | Saudi Arabia |
| GE Energy Colombia S.A. | Colombia | Grid Solutions Arabia Limited Co | Saudi Arabia |
| Grid Solutions for Electrical Networks S.A.E. | Egypt | GE Grid Solutions Pte Limited | Singapore |
| Grid Solutions Oy | Finland | General Electric International, Inc - Branch - SG | Singapore |
| GE Steam Power Electronics France | France | GE Energy (Singapore) Pte. Limited | Singapore |
| GE Digital Services Europe | France | General Electric South Africa (Pty) Limited | South Africa |
| GE Energy Products France SNC | France | Kelman Distributors Africa (Pty) Limited | South Africa |
| GE Renewable Management | France | GE Grid Solutions S.A. | Spain |
| GE IS&T SAS | France | GE Power Management S.L. | Spain |
| GE Support France | France | GE Renewable Hydro Spain, S.L | Spain |
| Grid Solutions SAS | France | GE Global Parts & Products GmbH | Switzerland |
| GE Grid GmbH | Germany | GE Grid (Switzerland) GmbH | Switzerland |
| GE Grid Messwandler GmbH | Germany | General Electric (Switzerland) GmbH | Switzerland |
| GE Intelligent Platforms GmbH | Germany | General Electric Technology GmbH | Switzerland |
| General Electric Deutschland Holding GmbH | Germany | General Electric Company DaTan Project Office | Taiwan |
| Grid Solutions Hellas S.A. Electrical | Greece | Grid Solutions (Thailand) Limited | Thailand |
| GE Infrastructure Hungary Holding Kft | Hungary | General Elektrik Ticaret ve Servis A.S. | Turkey |

| | | | |
|--|-------------|---|----------------|
| GE Grid Solutions (UK) Limited | Hungary | Grid Solutions Enerji Endustrisi A.S. | Turkey |
| FieldCore Service Solutions International India Pvt Limited | India | General Electric International Operations Company | UAE |
| GE India Industrial Pvt Limited | India | Grid Solutions Middle-East (FZE) | UAE |
| GE Power Conversion India Pvt Limited | India | Grid Solutions SAS - Dubai Branch | UAE |
| GE Power India Limited | India | GE Middle East FZE | UAE |
| GE Power Systems India Pvt Limited | India | GE Digital UK Limited | United Kingdom |
| GE Power Services (India) Pvt Limited | India | GE Energy Power Conversion UK Limited | United Kingdom |
| Wipro GE Healthcare Private Limited | India | GE Smallworld | United Kingdom |
| GE Oil & Gas India Private Limited* | India | GE Grid Solutions (UK) Limited | United Kingdom |
| Indo Tech Transformers Limited** | India | General Electric Energy UK Limited | United Kingdom |
| PT Grid Solutions Indonesia | Indonesia | UK Grid Solutions Limited | United Kingdom |
| PT Unelec Indonesia | Indonesia | General Electric International, Inc - Branch UK | United Kingdom |
| GE Operations Indonesia, PT | Indonesia | GE Digital LLC | USA |
| GRID Solutions S.p.A. | Italy | GE Grid Solutions, LLC | USA |
| Grid Solutions Côte D'Ivoire Sarlu | Ivory Coast | GE Packaged Power, LLC | USA |
| GE Grid Solutions Japan K.K | Japan | GE Renewables Grid LLC | USA |
| General Electric International Operations Company, Inc. - JO | Jordan | GE Working Capital Solutions, LLC | USA |
| GRID Solutions SAS - Kuwait Branch | Kuwait | General Electric International, Inc | USA |
| Grid Solutions SAS - Lebanon Branch | Lebanon | GRID Solutions (U.S.) LLC | USA |
| GE Power Services (Malaysia) Sdn. Bhd | Malaysia | Instrument Transformers, LLC | USA |
| GE Power Solutions (Malaysia) Sdn. Bhd | Malaysia | Grid Solutions Vietnam Co., Limited | Vietnam |
| GE Grid Solutions, S.A. de C.V. | Mexico | GE Vietnam Limited | Vietnam |

(iv) Employee benefit trusts where control exists:

ALSTOM T&D India Limited (Pallavaram PF, Trust)
 GE T&D India Limited Employees Gratuity Fund
 GE T&D India Limited Senior Staff Superannuation Fund

*Ceased to be related party as of December 16, 2019

**GE present Holdings less than 50%

Related party transactions and balances:

| Description | For the year ended March 31, 2021 | | | | | For the year ended March 31, 2020 | | | | | | |
|--|-----------------------------------|--|---------------------|--------------------------|--------|-----------------------------------|--------------------------|--|---------------------|--------------------------|--------|-------------------------|
| | Ultimate Holding company | Immediate Holding company / Intermediate Holding company | Fellow Subsidiaries | Key management personnel | Others | Employee benefit trusts | Ultimate Holding company | Immediate Holding company / Intermediate Holding company | Fellow Subsidiaries | Key management personnel | Others | Employee benefit trusts |
| Revenue from operations | | | | | | | | | | | | |
| Grid Solutions SAS, France | | | 2,008.4 | | | | | | 590.8 | | | |
| General Electric Energy UK Limited, United Kingdom | | | 720.5 | | | | | | 666.8 | | | |
| GE Power Services (Malaysia) Sdn. Bhd, Malaysia | | | 365.3 | | | | | | 223.3 | | | |
| GE Grid Australia Pty Limited, Australia | | | 323.6 | | | | | | 80.4 | | | |
| GE Electric (Switzerland) GmbH, Switzerland | | | 319.6 | | | | | | 6.8 | | | |
| GE Grid Solutions Pte Limited, Singapore | | | 216.5 | | | | | | 257.8 | | | |
| GE Power Systems India Private Limited, India | | | 195.4 | | | | | | 967.0 | | | |
| Grid Solutions Portugal, Lda., Portugal | | | 183.3 | | | | | | 45.0 | | | |
| GE Power Conversion India Private Limited, India | | | 171.0 | | | | | | 211.2 | | | |
| GRID Solutions (U.S.) LLC, USA | | | 155.3 | | | | | | 205.3 | | | |
| General Electric Technology Gmb, Switzerland | | | 145.1 | | | | | | 223.0 | | | |
| Grid Solutions Hellas S.A. Electrical, Greece | | | 120.7 | | | | | | - | | | |
| GE Grid Solutions, S.A. de C.V., Mexico | | | 117.1 | | | | | | 234.6 | | | |
| GE High Voltage Switchgear (Suzhou), China | | | 113.2 | | | | | | 131.6 | | | |
| GE Multilin, Canada | | | 85.7 | | | | | | 52.5 | | | |
| Grid Solutions Transmissao de Energia Limitada, Brazil | | | 81.3 | | | | | | 136.5 | | | |
| GE Grid GmbH, Germany | | | 49.6 | | | | | | 68.0 | | | |
| Grid Solutions SAS, UAE | | | 48.6 | | | | | | 58.2 | | | |
| PT Grid Solutions Indonesia | | | 31.1 | | | | | | 137.9 | | | |
| COGELEX, Saudi Arabia | | | 19.0 | | | | | | 85.4 | | | |
| Others | | | 345.3 | | | | | | 309.6 | | | |
| Purchase of raw material, components consumed and project related costs | | | | | | | | | | | | |
| Grid Solutions Enerji Endustrisi A.S., Turkey | | | 437.4 | | | | | | - | | | |
| Grid Solutions SAS, France | | | 351.7 | | | | | | 496.3 | | | |
| GE High Voltage Switchgear (Suzhou), China | | | 335.5 | | | | | | 61.3 | | | |
| GE Multilin, Canada | | | 170.3 | | | | | | 197.4 | | | |
| General Electric Energy UK Limited, United Kingdom | | | 154.8 | | | | | | 154.6 | | | |
| GE Grid Solutions (UK) Limited, United Kingdom | | | 137.2 | | | | | | 64.6 | | | |
| GRID Solutions S.p.A., Italy | | | 128.2 | | | | | | 66.7 | | | |
| GE Grid (Switzerland) GmbH, Switzerland | | | 109.9 | | | | | | 153.7 | | | |
| GE Power Management S.L., Spain | | | 71.7 | | | | | | 74.7 | | | |

| Description | For the year ended March 31, 2021 | | | | | For the year ended March 31, 2020 | | | | | | |
|---|-----------------------------------|--|---------------------|--------------------------|--------|-----------------------------------|--------------------------|--|---------------------|--------------------------|--------|-------------------------|
| | Ultimate Holding company | Immediate Holding company / Intermediate Holding company | Fellow Subsidiaries | Key management personnel | Others | Employee benefit trusts | Ultimate Holding company | Immediate Holding company / Intermediate Holding company | Fellow Subsidiaries | Key management personnel | Others | Employee benefit trusts |
| Transactions | | | | | | | | | | | | |
| Grid Solutions Transmissao de Energia Limitada (Incl. erstwhile Reason Tecnologia S.A.), Brazil | | | 61.5 | | | | | 72.4 | | | | |
| GE Steam Power Electronics France | | | 47.6 | | | | | 29.2 | | | | |
| GE Grid GmbH., Germany | | | 46.5 | | | | | 66.3 | | | | |
| Others | | | 125.0 | | | | | 78.6 | | | | |
| Other income | | | - | | | | | 78.8 | | | | |
| Grid Solutions SAS, France | | | | | | | | | | | | |
| Other expenses | | | | | | | | | | | | |
| GE India Industrial Private Limited, India | | | 405.0 | | | | | 715.7 | | | | |
| Grid Solutions SAS, France | | | 254.7 | | | | | 366.4 | | | | |
| Others | | | 31.6 | | | | | 118.0 | | | | |
| Purchase of property, plant and equipment | | | | | | | | | | | | |
| GE Grid (Switzerland) GmbH, Switzerland | | | 21.0 | | | | | 2.3 | | | | |
| Grid Solutions SAS, France | | | 5.1 | | | | | 11.6 | | | | |
| Grid Solutions Transmissao de Energia Limitada, Brazil | | | 0.9 | | | | | - | | | | |
| General Electric Energy UK Limited, United Kingdom | | | 0.6 | | | | | 0.6 | | | | |
| GE Multilin, Canada | | | 0.4 | | | | | - | | | | |
| GE High Voltage Equipment (Wuhan) Co., Limited, Wuhan | | | 0.3 | | | | | - | | | | |
| Technology license fee and others | | | | | | | | | | | | |
| General Electric Technology GmbH, Switzerland | | | 231.1 | | | | | 274.6 | | | | |
| General Electric Energy UK Limited, United Kingdom | | | 143.1 | | | | | 129.0 | | | | |
| Grid Solutions SAS, France | | | 18.8 | | | | | 31.6 | | | | |
| Grid Solutions (U.S.) LLC (formerly ALSTOM Grid LLC), USA | | | - | | | | | 23.0 | | | | |
| Trade mark fees | | | | | | | | | | | | |
| General Electric Company, USA | 283.1 | | | | | | 268.8 | | | | | |
| Interest-Expense | | | | | | | | | | | | |
| Grid Equipments Pvt Limited, India | | 97.5 | | | | | 52.3 | | | | | |
| GE India Industrial Pvt Limited, India | | | 53.1 | | | | | 10.4 | | | | |

| Description | For the year ended March 31, 2021 | | | | | For the year ended March 31, 2020 | | | | | | |
|--|-----------------------------------|--|---------------------|--------------------------|--------|-----------------------------------|--------------------------|--|---------------------|--------------------------|--------|-------------------------|
| | Ultimate Holding company | Immediate Holding company / Intermediate Holding company | Fellow Subsidiaries | Key management personnel | Others | Employee benefit trusts | Ultimate Holding company | Immediate Holding company / Intermediate Holding company | Fellow Subsidiaries | Key management personnel | Others | Employee benefit trusts |
| Interest- Income | | | | | | | | | | | | |
| GE India Industrial Pvt Limited, India | | | 1.5 | | | | | | | | | |
| Employee stock options expense | | | | | | | | | | | | |
| General Electric Company, USA | 47.6 | | | | | | 23.2 | | | | | |
| Dividend remitted | | | | | | | | | | | | |
| Grid Equipments Private Limited, India | | | | | | | | 315.9 | | | | |
| GE Grid Alliance BV, Netherlands | | | | | | | | 29.8 | | | | |
| Borrowings availed | | | | | | | | | | | | |
| Grid Equipments Pvt Limited, India | | 4,000.0 | | | | | | | 1,930.0 | | | |
| GE India Industrial Pvt Limited, India | | | 17,176.5 | | | | | | | 8,230.7 | | |
| Borrowings repaid | | | | | | | | | | | | |
| Grid Equipments Pvt Limited, India | | 5,330.0 | | | | | | | 600.0 | | | |
| GE India Industrial Pvt Limited, India | | | 16,780.0 | | | | | | | 6,664.3 | | |
| Key management personnel remuneration # | | | | | | | | | | | | |
| Pitamber Shrivani | | | | 31.0 | | | | | | | 8.7 | |
| Sushil Kumar | | | | 8.7 | | | | | | | 3.9 | |
| Nagesh Tilwani | | | | 7.5 | | | | | | | 10.4 | |
| Sunil Wadhwa | | | | - | | | | | | | 35.9 | |
| Gaurav Manohar Negi | | | | - | | | | | | | 9.3 | |
| Key management personnel compensation | | | | | | | | | | | | |
| Short-term employee benefits | | | | 44.8 | | | | | | | 66.2 | |
| Post-employment benefits | | | | 2.3 | | | | | | | 2.1 | |
| Sitting fees to Independent / non-executive directors (Short-term employee benefits) | | | | | | | | | | | | 5.2 |
| Commission to Independent / non-executive directors | | | | | | | | | | | | - |
| Contribution to employee related trusts | | | | | | | | | | | | |
| Alstom T&D India Limited (Pallavaram PF Trust) | | | | | | | | | | | | 89.3 |
| GE T&D India Limited Employees Gratuity Fund | | | | | | | | | | | | - |
| GE T&D India Limited Senior Staff Superannuation Fund | | | | | | | | | | | | 52.6 |
| Closing balances | | | | | | | | | | | | |

| Description | For the year ended March 31, 2021 | | | | | For the year ended March 31, 2020 | | | | | | |
|--|-----------------------------------|---|---------------------|--------------------------|--------|-----------------------------------|--------------------------|---|---------------------|--------------------------|--------|-------------------------|
| | Ultimate Holding company | Immediate Holding company/ Intermediate Holding company | Fellow Subsidiaries | Key management personnel | Others | Employee benefit trusts | Ultimate Holding company | Immediate Holding company/ Intermediate Holding company | Fellow Subsidiaries | Key management personnel | Others | Employee benefit trusts |
| Trade receivables | | | | | | | | | | | | |
| GE Power Systems India Private Limited, India | | | 333.0 | | | | | 391.4 | | | | |
| Grid Solutions SAS, France | | | 330.9 | | | | | 178.6 | | | | |
| General Electric (Switzerland) GmbH, Switzerland | | | 316.1 | | | | | 1.2 | | | | |
| General Electric Energy UK Limited, United Kingdom | | | 96.9 | | | | | 150.5 | | | | |
| GE Power Services (Malaysia) Sdn. Bhd, Malaysia | | | 85.7 | | | | | 35.1 | | | | |
| GE Renewables Grid LLC, USA | | | 60.5 | | | | | - | | | | |
| Grid Solutions Portugal, Lda., Portugal | | | 46.6 | | | | | 62.0 | | | | |
| GE Power India Limited, India | | | 37.7 | | | | | 60.0 | | | | |
| Grid Solutions Transmissao de Energia Limitada, Brazil | | | 31.0 | | | | | 115.4 | | | | |
| PT Grid Solutions Indonesia | | | 28.7 | | | | | 34.0 | | | | |
| Grid Solutions Enerji Endustrisi A.S., Turkey | | | 26.2 | | | | | - | | | | |
| GE Grid Solutions, S.A., Spain | | | 26.0 | | | | | - | | | | |
| GRID Solutions S.p.A., Italy | | | 22.3 | | | | | 46.2 | | | | |
| GE Grid Australia Pty Limited, Australia | | | 21.1 | | | | | 40.0 | | | | |
| GE Grid Solutions (UK) Limited, United Kingdom | | | 19.0 | | | | | - | | | | |
| GE Grid Solutions Pte. Limited, Singapore | | | 18.0 | | | | | 24.1 | | | | |
| GE Grid Solutions, S.A. de C.V., Mexico | | | 17.7 | | | | | 112.9 | | | | |
| Grid Solutions (U.S.) LLC, USA | | | 17.5 | | | | | 64.2 | | | | |
| Grid Solutions Romania Srl | | | 17.4 | | | | | 25.5 | | | | |
| Grid Solutions SAS, UAE | | | 13.4 | | | | | 21.8 | | | | |
| GE Grid GmbH, Germany | | | 10.5 | | | | | 36.2 | | | | |
| General Electric Technology GmbH Switzerland | | | - | | | | | 63.4 | | | | |
| GE Power Conversion India Private Limited, India | | | - | | | | | 59.5 | | | | |
| Others | | | 48.2 | | | | | 83.0 | | | | |
| Trade payables | | | | | | | | | | | | |
| Grid Solutions SAS, France | | | 862.5 | | | | | 1,003.2 | | | | |
| General Electric Company, USA | 313.2 | | | | | | 167.3 | | | | | |
| General Electric Technology GmbH, Switzerland | | | 229.5 | | | | | 128.5 | | | | |
| GE India Industrial Private Limited, India | | | 191.5 | | | | | 239.9 | | | | |
| General Electric Energy UK Limited, United Kingdom | | | 132.4 | | | | | 123.3 | | | | |
| General Electric International, Inc. USA | | | 85.8 | | | | | 84.6 | | | | |
| GRID Solutions S.p.A., Italy | | | 82.1 | | | | | - | | | | |
| GE High Voltage Switchgear (Suzhou), China | | | 70.4 | | | | | - | | | | |
| GE Grid GmbH, Germany | | | 67.6 | | | | | 30.8 | | | | |
| GRID Solutions (U.S.) LLC, USA | | | 55.7 | | | | | 64.7 | | | | |

| Description | For the year ended March 31, 2021 | | | | | For the year ended March 31, 2020 | | | | | | |
|---|-----------------------------------|---|---------------------|--------------------------|--------|-----------------------------------|--------------------------|---|---------------------|--------------------------|--------|-------------------------|
| | Ultimate Holding company | Immediate Holding company/ Intermediate Holding company | Fellow Subsidiaries | Key management personnel | Others | Employee benefit trusts | Ultimate Holding company | Immediate Holding company/ Intermediate Holding company | Fellow Subsidiaries | Key management personnel | Others | Employee benefit trusts |
| GE Multilin, Canada | | | 47.9 | | | | | | 30.9 | | | |
| GE Power India Limited, India | | | 46.1 | | | | | | 27.9 | | | |
| GE Working Capital Solutions, LLC, USA | | | 37.4 | | | | | | 23.7 | | | |
| GE Grid Solutions (UK) Limited, United Kingdom | | | 36.0 | | | | | | - | | | |
| GE Grid (Switzerland) GmbH, Switzerland | | | 35.6 | | | | | | 65.7 | | | |
| Grid Solutions Enerji Endustrisi A.S., Turkey | | | 1.0 | | | | | | 168.8 | | | |
| Others | | | 224.4 | | | | | | 144.6 | | | |
| Employee stock options payable | | | | | | | | | | | | |
| General Electric Company, USA | 41.8 | | | | | | 6.7 | | | | | |
| Borrowings Balance | | | | | | | | | | | | |
| Grid Equipments Pvt Limited, India** | | | | | | | | 1,330.0 | | | | |
| GE India Industrial Pvt Limited, India | | | 1,963.0 | | | | | | 1,566.5 | | | |
| Interest accrued but not due on borrowings (other financial liability) | | | | | | | | | | | | |
| Grid Equipments Pvt Limited, India | | | | | | | | 13.2 | | | | |
| GE India Industrial Pvt Limited, India | | | 7.6 | | | | | | 1.9 | | | |

For previous year ended March 31, 2020, the managerial remuneration (including leave encashment at the end of tenure, contribution to provident fund, superannuation fund or annuity fund and Gratuity for the year, as applicable) paid/ payable to one ex-managing director (Mr. Sunil Wadhwa), one ex-executive director (Mr. Gaurav Manohar Negi) and one executive director (Mr. Nagesh Tilwani) amounts to Rs. 35.9 million, Rs. 9.3 million and Rs. 10.4 million respectively, totaling to Rs. 55.6 million. In view of inadequacy of profits for the year, the total managerial remuneration for the financial year exceeds the prescribed limits under Section 197 read with Schedule V to the Act by Rs. 55.6 million. As per the provisions of the Act, the excess remuneration was subject to approval of the shareholders which was obtained in last Annual general meeting held in September, 2020. For the current financial year March 31, 2021, managerial remuneration paid/payable are within prescribed limits under Section 197 read with Schedule V to the Act.

Does not include gratuity and compensated absences as these are provided in the books of accounts on the basis of actuarial valuation for the Company as a whole and hence individual amount cannot be determined.

** Maximum working capital borrowings outstanding taken during the year: Rs. 2,000 million.

The Company has established a comprehensive system of maintaining information and documents as required by the transfer pricing legislation under sections 92-92F of the Income-tax Act, 1961. The law requires existence of such information and documentation to be contemporaneous in nature. Therefore, the Company is in the process of updating the documentation for the international/ domestic transactions entered into with the associated enterprises during the financial year and expects such records to be in existence latest by the due date as required by law. The management is of the opinion that its international transactions are at arm's length so that the aforesaid legislation will not have any impact on the financial statements, particularly on the amount of tax expense and that of provision for taxation.

39. CONTINGENT LIABILITIES

| | As at March 31, 2021 | As at March 31, 2020 |
|---|-------------------------|-------------------------|
| (a) Contingent liabilities | | |
| (i) Demands relating to | | |
| Sales tax matters | 3,287.4 | 2,663.2 |
| Custom, excise duty and service tax matters | 794.2 | 181.9 |
| (ii) Claims against the Company not acknowledged as debts pertaining to legal cases | 278.4 | 203.7 |

Notes:

- Pending resolution of the respective proceedings, it is not practicable for the Company to estimate the timing of cash outflows, if any, in respect of the above as it is determinable only on receipt of judgment / decisions pending with various forums / authorities.
- The Company has reviewed all its pending litigations and proceedings and has adequately provided for where provisions are required and disclosed as contingent liabilities where applicable, in its financial statements. The Company does not expect the outcome of these proceedings to have a material adverse effect on its financial position. The Company does not expect any reimbursements in respect of above contingent liabilities.
- The Company is directly or indirectly involved in other lawsuits, claims and proceedings, which arise in the ordinary course of business. The Company have challenged these litigation with respective authorities. Based on the facts currently available, management believes that likelihood of outflow of resources is remote and hence the Company has not recognised these litigations under contingent liability as well.
- During the year ended March 31, 2018, the Company's internal reviews identified some weaknesses in carrying out certain testing procedures in respect of certain products. The management had taken corrective steps to strengthen these procedures. No claims have been made on the Company in this regard. As explained in note 18, the Company has created a provision on the estimated amount of provision on the basis of its best estimate to settle a potential liability. At this point of time, it is not possible to assess/estimate the further extent and impact, if any, of the same.
- There are no lease contracts which have been entered into but not yet commenced as at March 31, 2021.

40. CAPITAL AND OTHER COMMITMENTS

| | As at March 31, 2021 | As at March 31, 2020 |
|--|-------------------------|-------------------------|
| (i) Estimated amount of contracts remaining to be executed on capital account and not provided for in these accounts | 165.4 | 73.3 |
| | 165.4 | 73.3 |

41. EARNINGS/(LOSS) PER SHARE

The calculations of profit attributable to equity shareholders and weighted average number of equity shares outstanding for purposes of basic earnings per share calculation are as follows:

(a) Basic/diluted earnings per share

| | For the year ended March 31, 2021 | For the year ended March 31, 2020 |
|---|--------------------------------------|--------------------------------------|
| (Loss) / earnings attributable to the equity holders of the Company | 603.2 | (3,025.6) |
| Weighted average number of equity shares | 256,046,535 | 256,046,535 |
| Total basic/ diluted earnings per share attributable to the equity holders of the Company | 2.36 | (11.82) |

The Company does not have any potential diluted equity share and therefore Basic and Diluted EPS are the same.

42. REVENUE FROM CONTRACTS WITH CUSTOMERS

a) Disaggregated revenue information

| | For the year ended March 31, 2021 | For the year ended March 31, 2020 |
|--|--------------------------------------|--------------------------------------|
| Revenue by Geography | | |
| India | 26,877.8 | 26,153.7 |
| Other countries* | 7,645.9 | 5,433.3 |
| | 34,523.7 | 31,587.0 |
| <i>*Exports to any single country are not material to be disclosed</i> | | |
| Revenue by offerings | | |
| Sale of products | 13,417.2 | 12,594.5 |
| Revenue from execution of contracts for projects and services | 19,980.2 | 18,273.1 |
| Sale of services | 994.3 | 669.3 |
| Other operating income | 132.0 | 50.1 |
| | 34,523.7 | 31,587.0 |

b) Contract balances

| | As at March 31, 2021 | As at March 31, 2020 |
|---|-------------------------|-------------------------|
| Trade receivables | 19,050.4 | 18,988.2 |
| Advance from customers (contract liabilities) | 2,949.8 | 3,718.4 |
| Deferred income | 4,841.4 | 4,105.8 |
| Contract assets * | 2,983.6 | 2,451.5 |
| | 29,825.2 | 29,263.9 |

* Contract asset is a right that is conditioned on something other than the passage of time therefore a contract asset is not a financial instrument. In Company's contracts with customers, since the contractual right to payment arises only upon achievement of milestones specified in the contract, it is believed that the performance completed until the achievement of a particular milestone should be recorded as a contract asset under non-financial assets. In March, 2021, Rs. 163.5 million (March, 2020: Rs. 82.5) was recognised as provision for expected credit losses on contract assets.

c) Performance obligation

Information about the Company's performance obligations are summarised below:

Execution of long term contract for projects

- a) Long term (Construction type) contracts- The long term contracts are ordinarily presumed to consist of combined obligations which are not distinct in the context of the contract (i.e., single performance obligation). This is highly attributed to the long-term construction-nature of the projects, whereby deliverables are typically highly interrelated and combined. The typical scope of long term contracts arrangements includes engineering, manufacturing, shipment, delivery installation, testing, erection and commissioning and civil works. Although there are several components to the overall scope of the contract, the turnkey contracts are generally considered one performance obligation.
- b) Products manufacturing and erection, commissioning and installation contracts- These contracts comprising of one performance obligations of supply of products and erection and commissioning thereof. When the manufacturing stage is complete, factory acceptance testing procedures are performed to ensure the equipment meets customer specifications and may involve the customer physically observing the testing procedures. Revenue from contracts, where the performance obligations are satisfied over time and other consideration, is recognised as per the percentage of completion method. The Company uses the percentage of completion method based on the efforts or costs expended to the date as a proportion of the total efforts or costs to be expended.
- c) The Company as part of its contracts, provides warranties of the equipment for defects arising out of poor workmanship, inferior material or manufacturing. Such warranty provided is in the nature of assurance warranty and is not accounted for as a separate performance obligation.

d) Remaining performance obligations

The remaining performance obligation disclosure provides the aggregate amount of the transaction price yet to be recognised as at the end of the reporting period and an explanation as to when the Company expects to recognise these amounts in revenue.

The aggregate value of performance obligations that are completely or partially unsatisfied as at March 31, 2021 is in excess of Rs. 45,000 million (March 31, 2020 Rs. 58,500 million).The conversion to revenue is highly dependent on meeting the delivery schedules, contractual terms and conditions with customers, availability of customer sites, changes/ variation in scope/ prices etc. In view of these, it is not practical to define the accurate percentage of conversion to revenue. However, it will be in a range of 1 to 3 years.

- e) There was no revenue recognised in the current year ended March 31, 2021 from performance obligations satisfied (or partially satisfied) in previous periods due to no significant changes in transaction price.

43. During the year ended March 31, 2021, the Company had made sale of one of its business premise / property having book value of Rs. 2.5 million, which was earlier classified as "Assets held for sale", for a total sale consideration of Rs. 450 million, resulting in net gain of Rs. 447.5 million.

Further, consequent to developments in relation to an ongoing litigation with respect to one of the properties taken on lease by the Company in an earlier period and vacated later, the Company has also re-assessed certain ongoing litigations in relation to other properties taken on lease in earlier years. Accordingly, the Company has created a provision of Rs. 412.9 million on the basis of Company's best estimate to settle the potential liability.

Accordingly, the net amount of Rs. 34.6 million as a result of above mentioned matters is shown as an exceptional item for the year ended March 31, 2021.

44. As part of the ongoing steps being taken by the Company to optimise the level of costs and to further improve the competitiveness in the Transformer business, the Company had offered a “Voluntary Retirement Scheme” on May 13, 2019 at one of its manufacturing facilities Naini, Allahabad to assist in retiring its surplus workforce and reorganising its operations. The “Voluntary Retirement Scheme” did not receive a desired response.

With execution of majority of backlog orders and considering the lower probability of recovery through other means, the Company had fully impaired the carrying value of property, plant and equipment at this facility amounting to Rs. 535.6 million during the previous year ended March 31, 2020. This was presented as an exceptional item.

To optimise the utilisation level of the Company’s transformer business and consolidation of the transformer manufacturing operations in India, the Company had executed a Business Transfer Agreement (“BTA”) dated December 23, 2019 to sell its undertaking at the above mentioned manufacturing facility at Naini, Allahabad to a third party at a proposed consideration of Rs. 250 million. The proposed sale consists of the Company’s rights in the leased land at the facility, identified movable and immovable properties and assumed liabilities. The validity period of the BTA has been further extended till June 30, 2021 with additional consideration of Rs. 107.4 million for reimbursement of expenditure incurred by the Company during the extension of BTA. The consummation of the agreement is subject to conditions precedent as laid down in the agreement, including obtaining consent from the regulatory authorities for transfer of rights on leased land. Accordingly, the Company has not adjusted provision for impairment created during the previous year ended March 31, 2020.

45. The Management, have evaluated the impact of the pandemic on its business operations under various scenarios. The Company currently has a strong order book in excess of Rs. 45,000 million, leading to a clear visibility of revenue over the next 18-24 months. The Company has adequate fund-based credit facilities available from banks and other parties. The Company through the lockdown period and even subsequently has been able to maintain adequate control of its assets and there have been no significant changes to its control environment during the period.

The Company has also assessed the impact of any delays and inability to meet contractual commitments and has taken actions such as engaging with the customers in light of current crisis, and invoking of force-majeure clause to ensure that revenue recognition in such cases reflect realisable values. Further, the Company has evaluated the impact of COVID-19 on the financial results and made adequate provisions, wherever required, such as expected credit loss, estimated project costs etc. Any further impact till the date of report, if any, of COVID 19 on current year financial statement is not expected to be material.

46. MICRO, SMALL AND MEDIUM ENTERPRISES DEVELOPMENT ACT, 2006 ("MSMED")

| | As at March 31, 2021 | As at March 31, 2020 |
|---|-------------------------|-------------------------|
| The Company has amounts due to suppliers under MSMED Act. The disclosure pursuant to the said Act is as under: | | |
| (i) The principal amount and the interest due thereon remaining unpaid to any supplier | | |
| Principal amount | 910.8 | 519.7 |
| Interest thereon | 100.4 | 33.2 |
| (ii) The amount of interest paid by the buyer in terms of section 18, along with the amounts of the payment made to the supplier beyond the appointed day | - | - |
| (iii) The amount of interest due and payable for the year of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under this Act | - | - |
| (iv) The amount of interest accrued and remaining unpaid | 100.4 | 33.2 |
| (v) The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues above are actually paid to the small investor | - | - |

Note: The information relates to such vendors identified as micro and small enterprises, on the basis of information available with the Company.

As per our report of even date attached**For B S R & Associates LLP**

Chartered Accountants

ICAI Firm Registration Number: 116231W/W-100024

Manish Kapoor

Partner

Membership no: 510688

UDIN: 21510688AAAAAZ1780

Place: Gurugram

Date: June 10, 2021

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

Director

DIN : 02835748

Place: New Delhi

Date: June 10, 2021

Sushil Kumar

Chief Financial Officer

Place: Noida

Date: June 10, 2021

Pitamber Shivnani

Managing Director & Chief Executive Officer

DIN: 05187407

Place: Noida

Date: June 10, 2021

Manoj Prasad Singh

Company Secretary

Membership no : F4231

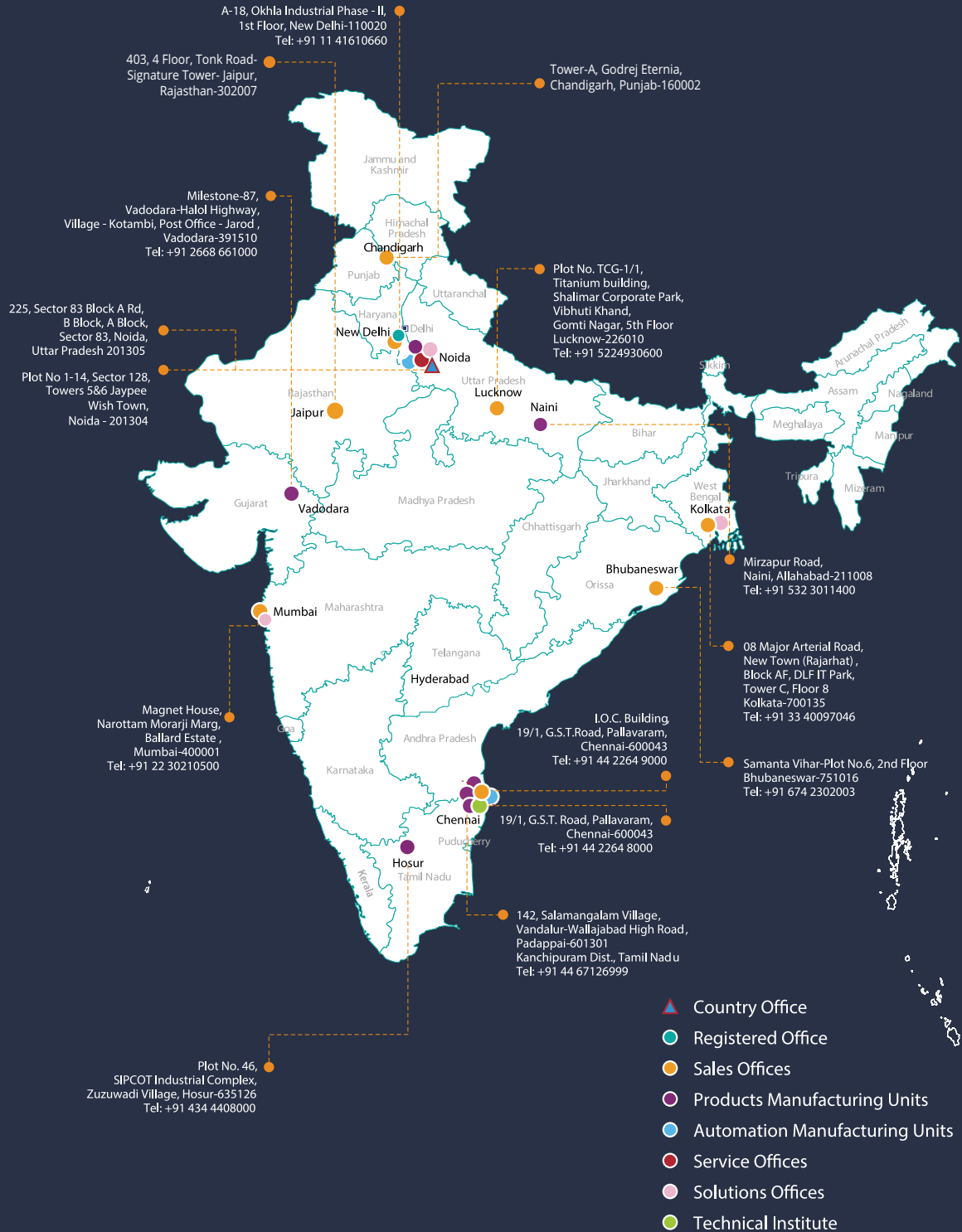
Place: Delhi

Date: June 10, 2021

Glossary

| | | | |
|---------|--|---------|---|
| AC | Alternating Current | MII | Make In India |
| AGM | Annual General Meeting | SCADA | Supervisory Control and Data Acquisition |
| AIS | Air Insulated Switchgear | SEBI | Securities and Exchange Boards of India |
| AT&C | Aggregate Technical & Commercial | HPPTCL | Himachal Pradesh Power Transmission Company Limited |
| CCS | Conventional Control Systems | HV | High Voltage |
| CDSL | Central Depository Services (India) Limited | HVDC | High Voltage Direct Current |
| CSR | Corporate Social Responsibility | ICT | Interconnected Transformer |
| WBSETCL | West Bengal State Electricity Transmission Company Limited | IEPF | Investor Education and Protection Fund IPDS Integrated Power Distribution Scheme kV Kilo Volt |
| DC | Direct Current | LCC | Line Commutated Converter |
| DCS | Digital Control Systems | LED | Light Emitting Diode |
| EHS | Environment, Health and Safety | MINR | Million Indian Rupees |
| EHV | Extra High Voltage | MSETCL | Maharashtra State Electricity Transmission Corporation Limited |
| EMS | Energy Management Systems | MV | Mega Volt |
| FACTS | Flexible Alternating Current Transmission Systems | TBS | Twin Balance Sheet |
| GDP | Gross Domestic Product | T&D | Transmission and Distribution |
| GE | General Electric | TBCB | Tariff Based Competitive Bidding |
| GIS | Gas Insulated Switchgear | UHVDC | Ultra-High Voltage Direct Current |
| GIS | Geospatial Information systems | UPPTCL | Uttar Pradesh Power Transmission Corporation Ltd. |
| GST | Goods and Service Tax | VSC | Voltage Source Converter |
| MVA | Mega Volt Amp | WAMS | Wide Area Monitoring System |
| MW | Mega Watt | kW | Kilo Watt |
| NPA | Non-Performing Assets | MNRE | Ministry of New and Renewable Energy |
| NSDL | National Depository Services Limited | PSDF | Power System Development Fund |
| NTPC | NTPC Limited | PFC | Power Finance Corporation Limited |
| PAT | Profit After Tax | kWp | Kilo Watt peak |
| PD | Performance Development | EESL | Energy Efficiency Services Limited |
| POSH | Prevention of Sexual Harassment | DISCOMS | Distribution Companies |
| PGCIL | Powergrid Corporation of India Limited | GW | Giga Watt |
| PPA | Power Purchase Agreement | EBOP | Electrical balance of Plants |
| SECI | Solar Energy Corporation of India Ltd | KSEB | Kerala State Electricity Board |
| GEC | Green Energy Corridor | REMC | Renewable Energy Monitoring Centre |
| S/s | Substation | ISTS | Inter State Transmission Scheme |
| NEA | Nepal Electric Agency | | |
| ADB | Asian Development Bank | | |

OUR GEOGRAPHICAL SPREAD ACROSS INDIA



Map not to scale - for illustrative purposes only.



GE T&D India Limited

Registered Office

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Okhla Industrial Area

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Tel. No. 91 11 41610660