



GE T&D India Limited

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T-5 & T-6, Plot I-14, Axis House,
Jaypee Wishtown, sector-128,
Noida-201304, Uttar Pradesh
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<https://www.ge.com/in/ge-td-india-limited>

February 16, 2024

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- 400 001

Code No. 522275

Symbol: GET&D

Dear Sir,

Sub: **Postal Ballot Notice**

This is in continuation of our intimation dated February 5, 2024 & pursuant to the Regulation 30 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed a copy of Postal Ballot Notice ("Notice") issued to the shareholders on today i.e. February 16, 2024, along with Statement pursuant to Section 102 of the Companies Act, 2013.

A copy of this Postal Ballot Notice is also available on the website of the Company under the Reports and Financials Section: <https://www.ge.com/in/ge-td-india-limited/reports-financials>, and on the website of NSDL: www.evoting.nsdl.com

In conformity with the requirements, the said Notice has been sent electronically to those Members whose names appear in the Register of Members/ List of Beneficial Owners and whose e-mail IDs are registered with the Company/ Depositories as on Friday, February 9, 2024, being the Cut-off date.

The remote e-voting period shall commence on Saturday, February 17, 2024, at 9:00 A.M. (IST) and end on Sunday, March 17, 2024, at 5:00 P.M. (IST) and voting shall not be allowed beyond said time.

This is for your information and records.

Thanking you
For GE T&D India Limited

Anupriya Garg
Company Secretary & Compliance Officer
Membership No. A18612

Contact No.: +91-120-5021500

Encl : A/a



GE T&D India Limited

(CIN: L31102DL1957PLC193993)

Regd. Off.: A-18, First Floor, Okhla Industrial Area, Phase II, New Delhi – 110 020

Tel. No. 91 11 41610660

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

E-mail ID: Anupriya.garg@ge.com

POSTAL BALLOT NOTICE

[Pursuant to Section 108 & 110 of the Companies Act, 2013 read with Rule 22 & 20 of the Companies Management and Administration) Rules, 2014 and other applicable Rules made thereunder, and the Circulars issued by the Ministry of Corporate Affairs, Government of India]

Dear Member(s),

NOTICE is hereby given pursuant to the provisions of Section 110 read with section 108, and other applicable provisions of the Companies Act, 2013, as amended (the “Act”), read together with the Companies (Management and Administration) Rules, 2014, as amended (the “Management Rules”), General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 3/2022 dated May 5, 2022, 11/2022 dated December 28, 2022 and 09/2023 dated September 25, 2023 issued by the Ministry of Corporate Affairs, Government of India (the “MCA Circulars”), Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India (“SS-2”) and any other applicable law, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and as amended from time to time, that the resolution(s) as set out hereunder are proposed to be passed by the members of GE T&D India Limited (“Company”), by means of Postal Ballot through voting by electronic (“Remote E-voting/E-voting”) means only.

SPECIAL BUSINESSES:

- 1. Related Party Transactions with Grid Solutions Middle East FZE relating to Sale and purchase of goods and/or materials, including project related services.**

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

“RESOLVED THAT pursuant to the provisions of Section 188 of the Companies Act, 2013 (“Act”) and other applicable provisions, if any, read with Rules made thereunder, other applicable laws/ statutory provisions, if any, (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof, for the time being in force), Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, (“Listing Regulations”), and the Company’s Policy on Related Party Transactions and subject to such approval(s), as may be necessary from time to

time and based on the recommendation of Audit Committee and Board, the approval of members be and is hereby accorded to enter into following transaction with Grid Solutions Middle East FZE, a related party within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations.

Nature of Transaction	Amount in Rs. million
Sale and purchase of goods and/or materials, including project related services	Up-to 3,500/-

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

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

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

2. Related Party Transactions with Grid Solutions SAS relating to Sale and purchase of goods and/or materials, including project related services:

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

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

Nature of Transaction	Amount in Rs. million
Sale and purchase of goods and/or materials, including project related services	Up-to 6,500/-

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

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

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

3. Related Party Transactions with LM Wind Power Blades (India) Pvt Ltd. relating to Inter-corporate deposits/ lending in cash pool:

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

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

Nature of Transaction	Amount in Rs. million
Inter-corporate deposits/ lending in cash pool	Up to Rs. 5,000/- million (including the existing approved limit) 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 any of the Director(s) of the Board of Directors be and is hereby authorised to do all acts and take such steps on behalf of Board of Directors as may be considered necessary or expedient to give effect to the aforesaid resolution.”

4. Appointment of Mr. Rathindra Nath Basu (DIN 01192973) as Non-Executive and Independent Director on the Board of the Company

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

“RESOLVED THAT pursuant to the provisions of sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 (“Act”), and the rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force) read with Schedule IV to the Act and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“SEBI Listing Regulations 2015”), and the Article of Association of the Company; Mr. Rathindra Nath Basu (DIN 01192973), who was appointed as an Additional Director under category of Independent Director with effect from January 16, 2024, by the Board of Directors based on the recommendation of the Nomination and Remuneration Committee, and who meets the criteria for independence as provided in Section 149(6) of the Act, the Rules framed thereunder and under SEBI Listing Regulation 2015 and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director, be and is hereby appointed as an independent Director of the Company not liable to retire by rotation, for a term of five (5) years with effect from January 16, 2024 up to January 15, 2029 (both days inclusive)”.

5. Appointment of Mr. Fabrice Aumont (DIN 10465933) as Non-Executive and Non-Independent Director on the Board of the Company

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

“RESOLVED THAT pursuant to Sections 152, 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 of Association of the Company; Mr. Fabrice Aumont (DIN 10465933), who was appointed as an Additional Director under category of Non-Executive & Non-Independent Director with effect from January 18, 2024, by the Board of Directors based on the recommendation of the Nomination and Remuneration Committee and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director, be and is hereby appointed as an Director of the Company liable to retire by rotation”.

6. Appointment of Mr. Jesus Gonzalez Gonzalez (DIN 10465956), as Non-Executive and Non-Independent Director on the Board of the Company

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

“RESOLVED THAT pursuant to Sections 152, 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 of Association of the Company; Mr. Jesus Gonzalez Gonzalez (DIN 10465956), who was appointed as an

Additional Director under category of Non-Executive & Non-Independent Director with effect from January 18, 2024, by the Board of Directors based on the recommendation of the Nomination and Remuneration Committee, in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director, be and is hereby appointed as an Director of the Company liable to retire by rotation”.

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

Place : Noida
Date : February 5, 2024

(Anupriya Garg)
Company Secretary
M.No.: A18612

Regd. Off.:
A-18, First Floor,
Okhla Industrial Area,
Phase II, New Delhi – 110 020

Notes:

1. The explanatory statement pursuant to Section 102 read with Section 110 of the Act stating all material facts and the reason/rationale for the proposal is annexed herewith.
2. In accordance with the MCA Circulars, physical copies of Postal Ballot Notice along with Postal Ballot Forms and pre-paid business reply envelope are not being sent to the shareholders for this Postal Ballot and shareholders are required to communicate their assent or dissent through the remote e-voting system only.
3. In conformity with the applicable regulatory requirements, the Postal Ballot Notice is being sent only through electronic mode to those Members whose names appear in the Register of Members of the Company or in the Register of Beneficial owners as received from National Securities Depository Limited (NSDL) / Central Depository Services (India) Limited (CDSL) on the cut-off date Friday, February 9, 2024, and who have registered their e-mail addresses with the Company or with the Depository Participants.
4. In compliance with the provisions of Sections 108 and 110 of the Act, read with the Companies (Management and Administration) Rules, 2014 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), the Company is pleased to offer E-voting facility to its members, to enable them to cast their votes electronically. The Company has appointed National Securities Depository Limited (NSDL) i.e. www.evoting.nsdl.com for facilitating e-voting to enable the members to cast their votes electronically (hereinafter referred to as the “Remote e-voting”). The instructions for electronic voting are annexed to this Notice.

5. Members whose names appear on the Register of Members/ List of Beneficial Owners as on the Cut-off Date will be considered for the purpose of e-voting i.e. only those members whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date will be entitled to cast their votes by E-voting.
6. A person who is not a member as on the cut-off date should treat this notice for information purpose only.
7. A copy of this Postal Ballot Notice is also available on the website of the Company under the Reports and Financials Section: <https://www.ge.com/in/ge-td-india-limited/reports-financials>, the relevant section of the website of BSE: www.bseindia.com and NSE: www.nseindia.com on which the Equity Shares of the Company are listed and on the website of NSDL: www.evoting.nsdl.com.
8. Voting rights of the members shall be in proportion to the shares held by them in the paid-up equity share capital of the Company as on Friday, February 9, 2024. Members can opt for their entire voting rights as per their discretion.
9. The Board of Directors of the Company has appointed Mr. Vineet K Chaudhary, Managing Partner of M/s. VKC & Associates, Practicing Company Secretary (Membership No. F5327) and failing him Mr. Mohit K Dixit, Practicing Company Secretary (Membership No. F12361), Partner of M/s VKC & Associates, Practicing Company Secretary, as the Scrutinizer to scrutinize the remote e-voting process in a fair and transparent manner.
10. The voting period shall commence on Saturday, February 17, 2024, at 9:00 A.M. (IST) and end on Sunday, March 17, 2024, at 5:00 P.M. (IST). The e-Voting module shall be disabled for voting thereafter. During this period, Members of the Company holding shares either in physical or electronic form, as on the cut-off date, i.e., Friday, February 9, 2024, shall cast their vote.
11. The results of postal ballot will be announced on or before Tuesday, March 19, 2024. The result of the postal ballot will be declared by the Chairman of the Board or any one of the Director or Authorized Person duly authorized by the Board.
12. 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/reports-financials> and on the website of NSDL immediately after the declaration of result by the Chairman or any one of the Director or a person authorized by the Board. The results shall also be immediately submitted to the BSE Limited and National Stock Exchange of India Limited.
13. The resolutions, if passed, shall be taken effectively on the last date of e-voting, i.e., Sunday, March 17, 2024.
14. Members desirous of inspecting the documents referred to in the Notice or Explanatory Statement may send their requests to anupriya.garg@ge.com from their registered e-mail addresses mentioning their names, folio numbers, DP ID and Client ID.

15. Members who have not registered their e-mail addresses so far with the Company or Depository Participants, may complete the e-mail registration process as under:

- ✓ For Members holding shares in physical form: In compliance with SEBI Circulars dated November 3, 2021, and December 14, 2021 and March 16, 2023, please send copy of signed Form ISR-1 mentioning your name, folio number, complete address, email address and telephone number to be registered along with scanned self-attested copy of the PAN and any document (such as Driving License, Passport, Bank Statement, Aadhar) supporting the registered address of the Member, by post to the Company's Registrars and Share Transfer Agents: CB Management Services (P) Ltd, Unit: GE T&D India Ltd, P-22 Bondel Road, Kolkata, West Bengal - 700019. The Members can also forward a digitally signed copy of Form ISR-1 with supporting documents at the email address of the RTA: rta@cbmsl.com.
- ✓ For the Members holding shares in Demat form, please update your email address through your respective Depository Participant/s.

Voting through Electronic Means

16. In compliance with provisions of Section 108 & 110 of the Act read with the Companies (Management and Administration) Rules, 2014, Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meetings (SS-2) issued by ICSI, the Company is pleased to provide e-voting facility to all its Members, to enable them to cast their votes electronically. The Company has engaged the services of NSDL.

The instructions for Members for remote e-Voting are as under:

Procedure & instructions for E-voting:

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 for Individual shareholders holding securities in demat mode

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

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

Type of shareholders	Login Method
<p>Individual Shareholders holding securities in demat mode with NSDL.</p>	<ol style="list-style-type: none"> Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nSDL.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nSDL.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nSDL.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: center; gap: 20px;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: center; gap: 40px; margin-top: 10px;">   </div>

<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on 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 able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p>

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com / pallavi@nsdl.com or call at 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

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: evoting@nsdl.com/pallavi@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 (127845) followed by Folio Number registered with the company. For example, if folio number is 001*** and EVEN is 127845 then user ID is 127845001***

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.com/pallavi@nsdl.com 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 on NSDL e-Voting system.

How to cast your vote electronically 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.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
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.

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.com/pallavi@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "**e-Voting**" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.

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 : 022 - 4886 7000 and 022 - 2499 7000 or send a request to Ms. Pallavi Mhatre, Senior Manager, NSDL, 4th Floor, 'A' Wing, Trade World, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai 400 013. E-mail: evoting@nsdl.com/pallavi@nsdl.com

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

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to anupriya.garg@ge.com/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), AADHAR (self-attested scanned copy of Aadhar Card) to anupriya.garg@ge.com/rta@cbmsl.com). If you are an Individual-shareholders 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 for Individual shareholders holding securities in demat mode.**
3. Alternatively, shareholder/members may send a request to evoting@nsdl.com/pallavi@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.

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.

EXPLANATORY STATEMENT PURSUANT TO SECTIONS 102(1) AND 110 OF THE COMPANIES ACT, 2013 (THE "ACT"), IN RESPECT OF SPECIAL BUSINESSES SET OUT IN NOTICE OF POSTAL BALLOT

Item No. 1

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

Nature of Transaction	Amount in Rs. million
Sale and purchase of goods and/or materials, including project related services	Up-to 3,500/-

Further, be informed that Grid Solutions Middle East FZE and GE T&D India Limited 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 Section 177(4)(iv) of the Companies Act, 2013 and Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, related party transactions require prior approval of the Audit Committee, and all material related party transactions require prior approval of the shareholders (non-related members).

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

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

The Audit Committee and the Board of the Directors of the Company at their respective meetings held on February 5, 2024, reviewed, and approved the aforesaid related/material related party transactions. In terms of SEBI (Listing Obligations and Disclosure Requirements) (Sixth Amendment) Regulations, 2021, the Audit Committee, has defined Material modification to be an increase beyond 10% on amount approved by the Audit Committee/ Board / Shareholders as the case may be, for Related Party Transaction for each Related Party.

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

Sr. No.	Particulars	Details
1.	Name of the Related Party	Grid Solutions Middle East FZE
2.	Name of the Director or KMP who is related	None
3.	Relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)	Grid Solutions Middle East FZE & GE T&D India Limited are part of the General Electric group and are related to each other as fellow subsidiaries.
4.	Type, material terms and particulars of the proposed transaction;	Sale and purchase of goods and/or materials, including project related services
5.	Value of the proposed transaction	Up-to INR 3,500 million (In single/ multiple tranches & single/multiple times during the period of 12 months from the date of shareholder's approval)
6.	Tenure of the proposed transaction (particular tenure shall be specified)	Order is expected in next 12 months from the date of shareholder's approval and tenure of the transactions is based on terms of specific orders on case-to-case basis.
7.	any advance paid or received for the contract or arrangement, if any	Nil
8.	the manner of determining the pricing and other commercial terms, both included as part of contract and not considered as part of the contract	Products, components and services are tailor made for usage in products manufactured / project activities using GE technology and the transactions are in terms of Transfer Pricing Policy of the Company and at arm's length and in the interest of the Company.
9.	The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction (and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided)	13%
10.	If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary: (i) details of the source of funds in connection with the proposed transaction; (ii) where any financial indebtedness is incurred to make or give loans,	NA

	inter-corporate deposits, advances or investments, <ul style="list-style-type: none"> ○ nature of indebtedness; ○ cost of funds; and ○ tenure; (iii) applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security; and (iv) the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	
11.	Justification as to why the RPT is in the interest of the listed entity	In order to pursue business, the Company regularly executes transactions with related parties. Considering the complementary nature, strength, technology of related party the proposed transactions are in the best interest of the Company.
12.	A copy of the valuation or other external party report, if any such report has been relied upon;	NA

The Shareholders' approval, if granted, for aforesaid transactions shall be valid for a period of one year i.e. 12 months from the date of approval by shareholders. All these related party transactions are at arm's length, ordinary course of business and in the interest of the Company.

Your Board recommends the Ordinary Resolution as set out in Item No. 1 for your approval.

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

Item No. 2

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

Nature of Transaction	Amount in Rs. million
Sale and purchase of goods and/or materials, including project related services	Up-to 6,500/-

Further, be informed that Grid Solution SAS and GE T&D India Limited 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 Section 177(4)(iv) of the Companies Act, 2013 and Regulation 23 of SEBI

(Listing Obligations and Disclosure Requirements) Regulations, 2015, related party transactions require prior approval of the Audit Committee, and all material related party transactions require prior approval of the shareholders (non-related members).

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

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

The Audit Committee and the Board of the Directors of the Company at their respective meetings held on February 5, 2024, reviewed, and approved the aforesaid related/material related party transactions. In terms of SEBI (Listing Obligations and Disclosure Requirements) (Sixth Amendment) Regulations, 2021, the Audit Committee, has defined Material modification to be an increase beyond 10% on amount approved by the Audit Committee/ Board / Shareholders as the case may be, for Related Party Transaction for each Related Party.

Further, be apprised that the shareholders (non-related members) approval relating to material related party transactions for Sale and purchase of goods and/or materials, including project related services for an amount of Up-to INR 4,400/- million, with Grid Solution SAS, was given at the last AGM held on August 21, 2023. The approval sought under this resolution for INR 6,500/- million is over and above the already approved amount i.e. INR 4,400/- million.

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

S. No.	Particulars	Details
1.	Name of the Related Party	Grid Solutions SAS
2.	Name of the Director or KMP who is related	None
3.	Relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)	Grid Solution SAS & GE T&D India Limited are part of the General Electric group and are related to each other as fellow subsidiaries.
4.	Type, material terms and particulars of the proposed transaction;	Sale and purchase of goods and/or materials, including project related services
5.	Value of the proposed transaction	Up-to INR 6,500 million (In single/ multiple tranches & single/multiple times during the

		period of 12 months from the date of shareholder's approval)
6.	Tenure of the proposed transaction (particular tenure shall be specified)	Order is expected in next 12 months from the date of shareholder's approval and tenure of the transactions is based on terms of specific orders on case-to-case basis
7.	any advance paid or received for the contract or arrangement, if any	Nil
8.	the manner of determining the pricing and other commercial terms, both included as part of contract and not considered as part of the contract	Products, components and services are tailor made for usage in products manufactured / project activities using GE technology and the transactions are in terms of Transfer Pricing Policy of the Company and at arm's length and in the interest of the Company.
9.	The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction (and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided)	23%
10.	<p>If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary:</p> <p>(v) details of the source of funds in connection with the proposed transaction;</p> <p>(vi) where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments,</p> <ul style="list-style-type: none"> ○ nature of indebtedness; ○ cost of funds; and ○ tenure; <p>(vii) applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security; and</p> <p>(viii) the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT</p>	NA

11.	Justification as to why the RPT is in the interest of the listed entity	In order to pursue business, the Company regularly executes transactions with related parties. Considering the complementary nature, strength, technology of related party the proposed transactions are in the best interest of the Company.
12.	A copy of the valuation or other external party report, if any such report has been relied upon;	NA

The Shareholders' approval, if granted, for aforesaid transactions shall be valid for a period of one year i.e. 12 months from the date of approval by shareholders. All these related party transactions are at arm's length, ordinary course of business and in the interest of the Company.

Your Board recommends the Ordinary Resolution as set out in Item No. 2 for your approval.

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

Item No. 3

This is to inform to the Members that there is a proposal to enter into transactions with a party namely LM Wind Power Blades (India) Pvt Ltd. (LM Wind) relating to Inter-corporate deposits/ lending in cash pool (given/ to be given excluding interest).

LM Wind and GE T&D India Ltd. ("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.

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

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

The Audit Committee and the Board of the Directors of the Company at their respective meetings held on February 5, 2024, reviewed, and approved the aforesaid related/material related party transactions. In

terms of SEBI (Listing Obligations and Disclosure Requirements) (Sixth Amendment) Regulations, 2021, the Audit Committee, has defined Material modification to be an increase beyond 10% on amount approved by the Audit Committee/ Board / Shareholders as the case may be, for Related Party Transaction for each Related Party.

Further, be apprised that approval relating to related party transactions for Inter-corporate deposits/ lending in cash pool (given/ to be given excluding interest) for an amount of Up-to INR 1500 million, with GE India Industrial Pvt Ltd. ('GEIPL'), was given by the shareholder (non-related members) at the last AGM held on August 21, 2023. In the same AGM, shareholders also approved that as per the GE restructuring plan / Verona business strategy, India cash pool arrangement along with cash lending and borrowing may/will be operated through LM Wind in India, hence the approval of shareholders (Non-Related Members) for related party transactions given to GEIPL as above was also to be considered to LM wind.

Now, as per the shareholders' approval the current related party transactions pertaining to Inter-corporate deposits/ lending in cash pool (given/ to be given excluding interest) are entered with LM wind.

It's further proposed to enhance the current Limit for Inter-corporate deposits/ lending in cash pool (given/ to be given excluding interest) transactions with LM Wind from INR 1,500/- million to INR 5,000/- million.

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

For lending:

- Better rate of interest on investment: At present around 7% which is variable in nature and is determined by independent transfer pricing consultant at arm's length and is benchmarked to prevailing bank and market prices. However, no loan is given at a rate of interest lower than the prevailing yield of one year, three-year, five year or ten-year Government Security closest to the tenor of the loan in compliance with the provision of section 186(7) of the Act.
- Better fund management and optimization of the interest benefit by depositing overnight funds.
- It is an unsecured loan to cash pool header, daily callable on demand.
- No minimum tenor of deposits. Pool participants have full liquidity rights and can withdraw cash lent to the cash pool at any time without any penalty of early withdrawal. 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 ~ 7%) 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 ~7% 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.

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

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

S. No.	Particulars	Details
1.	Name of the Related Party	LM Wind Power Blades (India) Pvt Ltd.
2.	Name of the Director or KMP who is related	None
3.	Nature of Relationship with the Company	LM Wind Power Blades (India) Pvt Ltd., and the Company, i.e., GE T&D India Limited are part of the General Electric group and are related to each other as fellow subsidiaries.
4.	Relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)	
5.	Type, material terms and particulars of the proposed transaction;	Inter-corporate deposits (ICD)/ lending in cash pool (given/ to be given excluding interest) at the terms / features as mentioned previously
6.	Value of the proposed transaction	Inter-corporate deposits (ICD)/ lending in cash pool - up to Rs. 5000 million (including the existing approved amount) outstanding at any given point of time;
7.	Tenure of the proposed transaction (particular tenure shall be specified)	The tenure of cashpool lending is short-term for investment of surplus funds. (In single/ multiple tranches & single/multiple times during the period of 12 months from the date of shareholder's approval)
8.	any advance paid or received for the contract or arrangement, if any	Nil
9.	the manner of determining the pricing and other commercial terms, both included as part of contract and not considered as part of the contract	All transactions are at arm's length and in the interest of the Company and is determined by independent transfer pricing consultant and is benchmarked to prevailing market prices.
10.	The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction (and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual	18%

	turnover on a standalone basis shall be additionally provided)	
11.	<p>If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary:</p> <p>(i) details of the source of funds in connection with the proposed transaction.</p> <p>(ii) where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments,</p> <ul style="list-style-type: none"> • nature of indebtedness; • cost of funds; and • tenure; <p>(iii) applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security; and</p> <p>(iv) the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT</p>	<p>In line with the cash pool arrangement structure, to the extent the Company has surplus funds on a daily closing basis, the same gets automatically invested in the said cash pool with LM Wind</p> <p>Not Applicable</p> <p>Unsecured loan, payable/ callable on demand</p> <p>At present, interest is around 7% which is variable in nature and is determined by independent transfer pricing consultant at arm's length and is benchmarked to prevailing bank and market prices. However, no loan is given at a rate of interest lower than the prevailing yield of one year, three year, five year or ten year Government Security closest to the tenor of the loan in compliance with the provision of section 186(7) of the Act.</p> <p>The Cash Pool facility is utilised for investment of surplus funds</p>
12.	Justification as to why the RPT is in the interest of the listed entity	Better fund management and optimization of the interest benefit by depositing overnight funds
13.	A copy of the valuation or other external party report, if any such report has been relied upon;	NA

The Shareholders' approval, if granted, for aforesaid transactions shall be valid for a period of one year i.e. 12 months from the date of approval by shareholders. All these related party transactions are at arm's length, ordinary course of business and in the interest of the Company.

Your Board recommends the Ordinary Resolution as set out in Item No. 3 for your approval.

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

Item No. 4

The Board of Directors of the Company based on the recommendation of Nomination and Remuneration Committee at its meeting held on January 5, 2024, appointed Mr. Rathindra Nath Basu (DIN 01192973), as an Additional Director (in the category of Independent Director) of the Company, with effect from January 16, 2024 up to January 15, 2029 (both days inclusive) for a period of five (5) years and not liable to retire by rotation subject to the shareholder's approval.

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. Basu is as follows:

Rathin Basu has worked over four decades, since 1978, in India's Infrastructure sector, covering domains such as Generation, Transmission & Distribution, Large Industries and Transport mobility. He started his professional career with NTPC [1978-83] in the advanced real time large computer application for Power plants, first time in India. Thereafter, he worked with ESPL/Westinghouse [1983-85] as a leader of a business to prepare the joint venture for real-time large automation systems for Power plants and Industrial plants in India.

Since early 1985, Rathin worked with the Global MNC groups [Cegelec/Alcatel Alsthom, Areva, Alstom & GE] in various leadership positions, including six Mergers & Acquisitions, to build and develop large industrial footprints, strong project management and software centres, to participate in building Energy & Industrial infrastructure for customers in India & South Asia. He was deeply engaged in his MNC employer's commitment for 'Make in India' initiatives for high-tech technologies from mid-1990 onwards. He received the Business Standard award for Areva T&D India being named as the "best MNC Company operating in India", in 2009.

Rathin was CEO of Cegelec India during 1989 to 2002, followed by a global role, as VP Power Distribution business, based in Paris HQ, during 2003 to 2006. Since 2007, Rathin was the Country President and Managing Director of Areva T&D India (the listed company which adopted subsequent names as Alstom T&D India, GE T&D India, due to M&A actions).

In 2014, Rathin expanded his role with additional responsibilities as Country President of Alstom India & South Asia, as well as Chairman of Alstom Power India (another listed company which changed its name to GE Power India in 2016, post-acquisition by GE) with scope covering 12 world class manufacturing facilities and 10,000 strong professional team. After GE's acquisition of Alstom's global Power and T&D businesses in Nov'2015, Rathin moved to Paris HQ, in early 2017, in a global role as Chief Commercial Officer with responsibility of Sales, Marketing & Strategy of GE Grid's global business of the size of \$5.5 billion. He retired from GE in 2019.

Rathin holds BTech (Electronics) from Science College, Calcutta University and BSc (Honors in Physics) from St Xavier's College, Calcutta University. He was a National Scholar at the High School level. He did his 'Advanced Management Program' at INSEAD, France, during 1997-98.

He writes regularly for Energy Konnect, a leading e-magazine for the Electricity Infrastructure of India, with his personal views on the future of India's Energy sector, including actions needed for building a safe & secure energy infrastructure for India towards 2047.

The terms and conditions of appointment of Mr. Basu is available on the website of the Company.

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

As per the extant applicable provisions, an Independent Director shall hold office for a term up to five consecutive years on the Board of a Company and is not liable to retire by rotation. Mr. Basu has given a declaration to the Board that he meets the criteria of independence as provided under Section 149 (6) of the Act and SEBI Listing Regulations 2015.

In the opinion of the Board, Mr. Basu fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder for his appointment as an Independent Director of the Company and is Independent of the management. The Board has formed an opinion that Mr. Basu possesses requisite skills and knowledge, and it would be in the interests of the Company to appoint Mr. Basu, as an Independent Director of the Company.

Mr. Basu is not related to any director of the Company and not debarred from holding the office of a director by virtue of any SEBI order or any other such authority.

Considering his rich and varied experience and the value he brings, the Board recommends approval of the resolution set out in Item No. 4 of the accompanying Notice as Special Resolution.

Accordingly, approval of the members is sought for passing Special Resolution as set out at item no. 4 of the Notice for appointment of Mr. Basu as an Independent Director.

Except Mr. Basu himself, none of the directors and key managerial personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 4 of the Notice.

Details as required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS-2) of ICSI are annexed as **Annexure -1**.

Item No. 5

The Board of Directors of the Company, based on the recommendation of Nomination and Remuneration Committee, at its meeting held on January 18, 2024, appointed Mr. Fabrice Aumont (DIN 10465933) as an Additional Director (in the category of Non-Executive & Non-Independent Director) of the Company, liable to retire by rotation.

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. Fabrice Aumont is as follows:

Mr. Fabrice Aumont is a versatile Human Resources Executive with hands-on experience in diverse industries operating in multiple countries and a business-driven problem solver with proven track record in the development & implementation of tactical & strategic initiatives. Currently, he is working as Executive HR Head for Grid Automation Business Line of GE Vernova Grid Solutions. He is major in Marketing and Finance from Euromed Management School and having experience of more than 25 years in Human Resources for power automation & controls and other business & operational activities.

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

The Board of Directors considers it in the interest of the Company to appoint Mr. Fabrice Aumont as Director. Accordingly, consent of the members is sought by way of ordinary resolution as set out at Item No. 5 of the notice for appointment of Mr. Fabrice Aumont as Director, liable to retire by rotation.

The Board recommends the resolution set out in Item no. 5 of the accompanying Notice as an Ordinary Resolution.

Mr. Fabrice Aumont is not related to any director of the Company and not debarred from holding the office of a director by virtue of any SEBI order or any other such authority.

Except Mr. Fabrice Aumont himself, none of the directors and key managerial personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 5 of the Notice.

Details as required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS-2) of ICSI are annexed as Annexure-1.

Item No.6

The Board of Directors of the Company based on the recommendation of Nomination and Remuneration Committee at its meeting held on January 18, 2024, appointed Mr. Jesus Gonzalez Gonzalez (DIN 10465956) as an Additional Director (in the category of Non-Executive & Non-Independent Director) of the Company, liable to retire by rotation.

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. Jesus Gonzalez Gonzalez is as follows:

Mr. Jesus Gonzalez Gonzalez is having over 33 years of experience in the Transmission and Distribution sector, working in a multinational environment. Currently, he is working as Global commercial Head Power Transmission Business Line of GE Vernova Grid Solutions. He holds degree in M.Sc. Electrical Engineering

from Universidad Politecnica de Madrid and Completed International Management Program (IMP) from the Horgen ABB University (Zurich) and Senior Leadership Development Program from International Institute for Management development (IMD, Lausanne). He is having extensive experience in change management and organizational transformation.

Further, he is from sound engineering and product management background in the power and automation industry, further supported with commercial, sales and marketing experience gained through local and global roles.

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

The Board of Directors considers it in the interest of the Company to appoint Mr. Jesus Gonzalez Gonzalez as a Director.

Accordingly, consent of the members is sought by way of ordinary resolution as set out at item no. 6 of the notice for appointment of Mr. Jesus Gonzalez Gonzalez as Director, liable to retire by rotation.

The Board recommends the resolution set out in Item no. 6 of the accompanying Notice as an Ordinary Resolution.

Mr. Jesus Gonzalez Gonzalez is not related to any director of the Company and not debarred from holding the office of a director by virtue of any SEBI order or any other such authority.

Except Mr. Jesus Gonzalez Gonzalez himself, none of the directors and key managerial personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 6 of the Notice.

Details as required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS-2) of ICSI are annexed as Annexure-1.

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

**Place : Noida
Date : February 5, 2024**

**(Anupriya Garg)
Company Secretary
M.No.: A18612**

Regd. Off.:
A-18, First Floor,
Okhla Industrial Area,
Phase II, New Delhi – 110 020

Annexure 1

		Description		
S. No	Particulars	Mr. Rathindra Nath Basu	Mr. Fabrice Aumont	Mr. Jesus Gonzalez Gonzalez
1.	Category	Non-Executive & Independent Director	Non-Executive & Non-Independent Director	Non-Executive & Non-Independent Director
2.	Director Identification Number	01192973	10465933	10465956
3.	Date of Birth (Age)	13 th July 1954 (69 years)	30 th September 1973 (50 years)	22 nd May 1964 (59 years)
4.	Date of first Appointment on the Board	16 th January, 2024	18 th January, 2024	18 th January, 2024
5.	Qualifications	Mr. Rathindra Nath Basu holds BTech (Electronics) from Science College, Calcutta University and BSc (Honors in Physics) from St Xavier's College, Calcutta University. He was a National Scholar at the High School level. He did his 'Advanced Management Program' at INSEAD, France, during 1997-98.	Mr. Fabrice Aumont is major in Marketing and Finance from Euromed Management School	Mr. Jesus Gonzalez Gonzalez holds degree in M.Sc. Electrical Engineering from Universidad Politecnica de Madrid and Completed International Management Program (IMP) from the Horgen ABB University (Zurich) and Senior Leadership Development Program from International Institute for Management development (IMD, Lausanne).
6.	Brief profile of Director and Nature of expertise in specific functional areas	Refer Explanatory Statement	Refer Explanatory Statement	Refer Explanatory Statement
7.	Directorships held in other companies	Nil	Nil	Nil
8.	Committee Memberships/ Chairmanships of other Companies	Nil	Nil	Nil
9.	Number of shares held in the Company	Nil	Nil	Nil
10.	Number of Equity Shares held in the Company for any other	Nil	Nil	Nil

	person on a beneficial basis			
11.	Names of listed entities in which the person also holds the directorship and the membership of Committees of the board along with listed entities from which the person has resigned in the past three years;	Nil	Nil	Nil
12.	Relationship with other Directors, Manager and other Key Managerial Personnel of the company	There is no inter-se relationship between Mr. Rathindra Nath Basu and other directors or Key Managerial personnel of the Company.	There is no inter-se relationship between Mr. Fabrice Aumont and other directors or Key Managerial personnel of the Company.	There is no inter-se relationship between Mr. Jesus Gonzalez Gonzalez and other directors or Key Managerial personnel of the Company.
13.	Number of Meetings of the Board attended during the year (F.Y. 23-24).	2	1	1
14.	Details of Remuneration as director of the Company drawn in last 3 financial year.	NA	NA	NA
15.	Details of remuneration sought to be paid	Sitting Fees and remuneration by way of commission will be in accordance with the provision of the Companies Act, 2013.	No Remuneration will be paid consequent to the appointment as Director in the Company.	No Remuneration will be paid consequent to the appointment as Director in the Company.
16.	Terms and Conditions of appointment	The terms and conditions of appointment of Mr. Basu is available on the website of the Company.	NA	NA
17.	Justification for appointment as an Independent Director	Refer Explanatory Statement.	NA	NA